GOODWILL HOUSING AND INVESTMENTS LIMITED

28th ANNUAL REPORT 2021-2022

BOARD OF DIRECTORS	**Sri. C.SOMASUNDARAM -** Managing *Director* **Sri. R.CHANDRASEKHARAN** **Sri. R.SEKHARAN** **Miss.M.SHENBAGAPRIYA**
SHARE TRANSFER/INVESTORS GRIEVANCES COMMITTEE	**Sri. C.SOMASUNDARAM -** Chairman **Sri. R.SEKHARAN** **Miss.M.SHENBAGAPRIYA**
BANKERS	State Bank of India
STATUTORY AUDITORS	**M/s. Padmanabhan Ramani & Ramanujam** Chartered Accountants 1F, ARUDHRA, No.15, Habibullah Road, T. Nagar, Chennai – 600 017
REGISTERED OFFICE	No.1/811, Pillaiyar Koil Street, Thoraippakkam, Chennai – 600 097
.	Email: goodwillhousing@yahoo.co.in Mobile: 8056170754
REGISTRAR & SHARE TRANSFER AGENTS	**M/s. Cameo Corporate Services Ltd.** "Subramanian Building" No.1, Club House Road Chennai – 600 002. Tel: 044 – 2846 0390 Fax:044 – 2846 0129 Email: investor@cameoindia.com
WEBSITE	**www.goodwillhousingandinvestmentslimited.com**

CONTENTS	PAGE
Notice to the Shareholders	3
Directors’ Report	16
Management Discussion and Analysis	23
Extract of Annual Return	25
Independent Auditors’ Report on the Financial Statements	34
Balance Sheet	44
Statement of Profit and Loss	45
Significant Accounting Policies	47
Notes on Financial Statements	51
Cash Flow Statement	62

GOODWILL HOUSING AND INVESTMENTS LIMITED
CIN:L65922TN1994PLC029166
Registered Office: No.1/811, Pillaiyar Koil Street,
Thoraippakkam, Chennai – 600 097

NOTICE OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 28th September, 2022 at 11.00 a.m. [Indian Standard Time (IST)] through Video Conferencing / Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 and the Board's and Auditors' Reports thereon.

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

"RESOLVED that the Audited Financial Statements of the Company for the year ended 31st March, 2022 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted".

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

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Padmanabhan Ramani & Ramanujam, Chartered Accountants (ICAI Registration No.:002510S), be and is hereby reappointed as the Statutory Auditors of the Company, to hold office for a further term of five years from the conclusion of this Annual General Meeting till the conclusion of Thirty Third Annual General Meeting of the Company to be held in the year 2027.

RESOLVED FURTHER THAT the said Statutory Auditors be paid an audit fee of Rs. 50,000/- (Rupees Fifty Thousand only) excluding service tax for the first year of audit and thereafter at such remuneration as may be approved by the Board in this behalf.

SPECIAL BUSINESS

3. To appoint Sri. C. Somasundaram as Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Sri. C. Somasundaram (DIN: 01934840) as Managing Director of the Company for a term of five years with effect from 1st May, 2022 which has been duly approved by a resolution passed by the Board of Directors in their meeting held on 6th May, 2022 upon the terms and conditions set out hereunder:-

a) Salary: Rs.80,000/- (Rupees Eighty Thousand only) per month

b) Perquisites: Classified into two categories, 'A' and 'B', the details of which are given in the annexure to the Explanatory Statement.

c) Minimum Remuneration: Where in any financial year, during the currency of tenure of Sri. C. Somasundaram, the Company has no profits or its profits are inadequate, the Company may pay him remuneration by way of salary and perquisites not exceeding the limits specified in Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

By Order of the Board

Chennai **C.SOMASUNDARAM**

22nd August, 2022 Managing Director

Notes:

1. Since this AGM is through video conferencing, appointment of Proxy is not applicable and hence proxy form and attendance slip are not attached to this Annual Report.

2. The Register of Members and Share Transfer Register will remain closed from 22.09.2022 to 28.09.2022 (both days inclusive).

3. As part of green initiative in Corporate Governance Ministry of Corporate Affairs (MCA) vide Circular No. 18/2011 dated 29/04/2011 has permitted paperless compliance by recognizing communications through electronic mode to shareholders under the Companies Act, 2013. Accordingly it has been decided to send all future communications from the Company (including Notices, Annual Report, Attendance Slip, Proxy Form etc.) to the Shareholders in electronic form to their registered e-mail addresses. The investors are requested to update their e-mail ID with the Registrars M/s. Cameo Corporate Services Ltd or with the Company.

4. Since dematerialization of shares is mandatory for transfer of their holdings, Members who are holding shares in physical form are advised to dematerialise their holdings at the earliest.

5. In compliance with provisions of the Companies Act, 2013 the Company is pleased to offer evoting facility, for all the Shareholders of the Company. For this purpose, the Company had entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically.

6. 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 (record date for e-voting) of 21st September, 2022.

7. Mrs. Srinidhi Sridharan, Practicing Company Secretary (Membership No. : ACS 47244), of Srinidhi Sridharan & Associates, Company Secretaries, Chennai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

8. Members who did not cast their vote through remote e-voting during the e-voting period shall be allowed to cast their vote through e-voting at the AGM.

9. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who shall countersign the same. The Chairman or a person authorised by him shall declare the result of the voting forthwith. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.goodwillhousingandinvestmentslimited.com.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.goodwillhousingandinvestmentslimited.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 25th September, 2022 at 9.00 AM and ends on 27th September, 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant “GOODWILL HOUSING AND INVESTMENTS LIMITED” on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(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 your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; goodwillhousing@yahoo.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at goodwillhousing@yahoo.co.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at goodwillhousing@yahoo.co.in . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **RTA** murali@cameoindia.com or by visiting https://investors.cameoindia.com/ on or before 17.09.2022.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.1800 22 55 33.

Particulars of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

ITEM 3

Name of the Director	Sri. C.Somasundaram
Date of Birth	30-03-1962
Qualifications	B.Com.
Expertise in specific Functional areas	Having more than 26 years of experience in the fields of Accounts & Finance.
List of other companies in Which Directorship held As on 31-03-2022	Raja Annamalaipuram Benefit Fund Ltd.
Chairman/Member of The Committees of the Board of other companies in which he/she is a director as on 31-03-2022	Nil

EXPLANATORY STATEMENT
UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No.3

Sri. C. Somasundaram was appointed as the Whole Time Director of the Company for a term of five years by the members in the 23rd Annual General Meeting which expired on 31st March, 2022.

The Board of Directors have approved the re-appointment of Sri. C .Somasundaram as Whole Time Director of the Company for a term of five years with effect from 1st April, 2022 in their Board meeting held on 31-03-2022.

Due to the sudden demise of Sri. KN. Chitsabesan , Managing Director on 17-04-2022, Sri. C. Somasundaram, Whole Time Director was appointed as Managing Director of the Company with effect from 1st May, 2022 by the Board of Directors.

The Board of Directors have approved the appointment and terms of remuneration of Sri. C. Somasundaram as Managing Director of the Company for a term of five years with effect from 1st May, 2022 in their meeting held on 06-05-2022. The details of remuneration and perquisites are set out in the resolution No.3 read with the annexure to this statement.

Interest of Directors:

Except Sri. C. Somasundaram, none of the other Directors are interested in the resolution.

The Board considers that the appointment of Sri. C. Somasundaram as Managing Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.3 of the Notice convening the 28th Annual General Meeting of the Company for approval of Members.

By Order of the Board
C. SOMASUNDARAM
Managing Director

Chennai
22nd August, 2022

ANNEXURE

DETAILS OF PERQUISITES REFERRED TO IN THE EXPLANATORY STATEMENT

CATEGORY "A"

1. Housing:

   i) The expenditure by the Company on hiring unfurnished accommodation will be subject to a ceiling of 60% of the salary over and above 10% payable by him

   ii) Wherever the Company does not provide accommodation, House Rent Allowance may be paid in accordance with (i) above.

   iii) Where accommodation in a Company-owned house is provided, the Company will charge 10% of his salary by way of rent.

2. Medical reimbursement for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of 3 years.

3. Personal accident insurance of an amount, the annual premium of which does not exceed Rs.4,000/-

Explanation: "Family" means the spouse, dependent children and dependent parents of the appointee.

CATEGORY "B"

Provision of car for use on Company's Business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee concerned.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Eighth Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2022.

FINANCIAL RESULTS

The accompanying Statement of Profit and Loss shows that for the year ended 31st March 2022 your Company has earned a net profit of Rs. 7.27 lacs and a cash profit of Rs. 12.41 lacs.

BUSINESS PROSPECTS

Your Directors wish to report that the prospects of the Company depends on the future investments in real estate & other allied activities. But the investment in the real estate sector is not encouraging due to the current situation of pandemic Covid – 19. The demand for commercial space is in the downward trend owing to the 'work from Home' practice. Any how the Board of directors are waiting for a better opportunity for such investment.

DEPOSITS

Your Company has not received any deposits from public.

DIVIDEND

On account of accumulated loss, your Directors are not in a position to recommend any dividend for the year ended 31.03.2022.

LISTING

Your Company shares are not listed in any stock exchange.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2022 was Rs.3,88,98,080. During the year under review, your Company did not issue shares with differential voting rights / sweat equity.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS/COURTS

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting financial position of the Company which have occurred between the end of the financial year of the Company i.e March 31, 2022, and the date of the Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of Rs.500 crores or more or turnover of Rs.1000 crores or more or net profit of Rs.5 crores or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

Accordingly the provisions of CSR activities under Companies Act 2013 do not apply to your company

CORPORATE GOVERNANCE REPORT

Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, does not apply to your company, as your company's equity share capital and net worth is below the threshold limit prescribed under the said Regulation and hence the Report on Corporate Governance is not provided. However, Management and Discussion Analysis is attached in this report.

SUBSIDIARY

Company has no subsidiary as on date of this Balance Sheet.

CONSOLIDATION OF ACCOUNTS

Consolidation of Accounts is not applicable to your Company.

RELATED PARTY TRANSACTION

During the year, the Company has not entered into any contract/arrangement with related parties which could be considered materially significant related party transactions. The details of the transaction with Related Party (to the extent of managerial remuneration) are provided in the accompanying financial statements.

In view of this, disclosure in form AOC-2 has not been provided as the same is not applicable to the Company.

EXTRACTS OF ANNUAL RETURN

The details forming Part of the Extracts of Annual Return is annexed as per **Annexure - I**

COMPOSITION OF BOARD AS ON 31st MARCH 2022

Name	Category	Relationship with other Directors	No. of Directorship in other public limited companies in India	No. of Membership /Chairmanship in Committees of Boards of other public limited Companies
Mr. KN.Chitsabesan **	Managing Director, Promoter	Father of Mr.C.Somasundaram	1	Nil
Mr.C.Somasundaram	Whole Time Director, Promoter	Son of Mr.KN.Chitsabesan	1	Nil
Mr.R.Chandrasekharan	Independent Non-Executive Director	None	Nil	Nil
Mr.R.Sekharan	Independent Non-Executive Director	None	Nil	Nil
Miss.M.Shenbagapriya	Independent Non-Executive Director	None	Nil	Nil

** Mr. KN. Chitsabesan, Managing Director expired on 17th April, 2022.

BOARD MEETINGS

The Board Meetings of the Company were held on 28-06-2021, 30-09-2021, 31-12-2021 and 31-03-2022 and the last Annual General Meeting was held on 26-08-2021.

SHARE TRANSFER / INVESTORS GRIEVANCE COMMITTEE

The terms of reference of the Share Transfer / Investor Grievance Committee pertains to the areas referred to in Clause 49 of the Listing Agreement with Stock Exchanges. The Share Transfer / Investor Grievance Committee comprised of Mr.KN.Chitsabesan as Chairman and Mr. R.Sekharan, Mr.C.Somasundaram as members. The Share Transfer / Investor Grievance Committee Meetings of the Company were held on 12-04-2021, 12-07-2021, 22-07-2021, 12-10-2021 & 24-12-2021. The Board has authorised M/s Cameo Corporate Services to act as the Share Transfer Agents.

DISCLOSURE OF INFORMATION AS REQUIRED UNDER SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 (ACT) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

(I) CONSERVATION OF ENERGY

The Company values the significance of conservation of energy and hence continuous efforts are made for judicious use of energy at all levels of operations by utilising energy efficient systems and processes. Towards achievement of this objective, steps have been initiated including use of energy efficient LED lights.

Your Company remains focused on giving importance towards conservation of energy, which results is savings in consumption of electricity, a significant component of the energy cost, in an ongoing process.

(II) TECHNICAL ABSORPTION

The Company continues to absorb and upgrade modern technologies

(III) FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 134(3) (m) of the Companies Act, 2013, read with rule 2 of the Companies(Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the information relating to foreign exchange earnings and outgo is hereunder.

Particulars	March 31, 2022 (Rs.)	March 31, 2021 (Rs.)
Used	NIL	NIL
Earned	Nil	Nil

INSURANCE

All insurable interests of the Company including, buildings, furniture and fixtures and other insurable interest are adequately insured.

STATUTORY AUDITORS

The Board of Directors of the Company at their meeting held on 22.08.2022, have made its recommendation for the reappointment of M/s. Padmanabhan Ramani & Ramanujam, Chartered Accountants (ICAI registration number FRN 002510S), as the Statutory Auditors of the Company subject to the approval of the Members at the 28th Annual General Meeting of the Company for a further term of 5 years.

Accordingly, a resolution, proposing reappointment of M/s. Padmanabhan Ramani & Ramanujam, Chartered Accountants, as the Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company pursuant to Section 139 of the 2013 Act, forms part of the Notice of the 28th Annual General Meeting of the Company.

The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the 2013 Act and that the appointment, if made, shall be in accordance with the applicable provisions of the 2013 Act and the rules framed thereunder.

The Directors recommend their appointment.

The Auditors' Report does not contain any qualification, reservation or other remarks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal Control System, commensurate with size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the organization.

The Internal Audit monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the control.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility of ensuring compliance with the provisions of Section 134(5) of the 2013 Act. To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the2013 Act:

a. that in the preparation of the annual financial statements the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. that such accounting policies as mentioned in the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;

c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the 2013Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. that the annual financial statements have been prepared on a going concern basis;

e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f. that proper systems are in place so as to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DIRECTORS

Mr. KN. Chitsabesan, Managing Director, expired on 17th April, 2022 due to brief illness.

The Board of Directors condoled the untimely and sad demise of Late **Mr. KN. Chitsabesan**, Managing Director of the company.

The Directors place on record a deep appreciation for the valuable services rendered by Late **Mr. KN. Chitsabesan** during his tenure as Managing Director of the Company and a valued member of the Board.

Sri C.Somasundaram, who was appointed as Whole Time Director of the Company for a term of five years by the members in the 23rd AGM has completed the term of office on 31st March, 2022. The Board of directors has re-appointed Sri.C.Somasundaram as Whole Time Director for a further term of five years with effect from 1st April, 2022.

Due to the sudden demise of Sri. KN. Chitsabesan , Managing Director on 17-04-2022, Sri. C. Somasundaram, Whole Time Director was appointed as Managing Director of the Company with effect from 1st May, 2022 by the Board of Directors in their meeting held on 6th May, 2022.

INDEPENDENT DIRECTORS DECLARATION

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details if any of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

BOARD EVALUATION

Pursuant to the Provisions of the Companies Act, 2013, the Board has carried out an Annual Performance Evaluation of its own performance and that of its committees and Directors individually.

HUMAN RESOURCES

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. It considers people as its biggest assets. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

PARTICULARS OF EMPLOYEES

None of the employees of the Company, whether employed for the whole year or part of thereof has been in receipt of remuneration in excess of limit provided under the rules, i.e. Rs. 60 lakhs per annum or 5 lakhs per month or remuneration exceeding that of MD or WTD and holding more than 2% of equity shares of the Company. Hence, the information required under this segment has not been provided.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PROHIBITION, PREVENTION AND REDRESSAL) ACT 2013

There is no woman employee has been engaged. Hence there is no need to constitute the committee for sexual Harassment of women at workplace.

ACKNOWLEDGEMENT

Your Directors thank the Shareholders of the Company for their valuable support. They wish to place on record their appreciation of the work done by the employees of the Company.

By order of the Board

Chennai
22nd August, 2022

C.SOMASUNDARAM
Managing Director

Management Discussion And Analysis

Our Company is engaged in real estate investments and renting of commercial office space. The Financial year 2021-2022 also continued to pose difficult conditions owing to recession in real estate sector particularly in commercial space due to Covid – 19 pandemic. However the Company hopes to achieve better performance in future when conditions improve.

Operating and Financial Performance

The Company's gross income for the year 2021-2022 stood at Rs.39.97 lakhs as against Rs.35.52 lakhs in the previous year. The Company has earned a net profit of Rs.7.27 lakhs during the year 2021-2022 as against Rs. 2.77 lakhs in the previous year.

Sources of Income

	(Rs. in Lakhs)	(% to Total income)
Total income	**39.97**	**100.00**
Sale of Services	25.46	63.70
Other Income	14.51	36.30

Distribution

	(Rs. in Lakhs)	(% to Total expenditure)
Total expenditure	**32.70**	**100.00**
Finance costs	0.71	2.17
Administrative & Other Expenses	25.21	77.09
Depreciation	5.14	15.72
Tax Expense	1.64	5.02

Internal Control Systems and their Adequacy

The Company has adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, safeguarding of assets of the Company, adhering to the management polices besides ensuring compliances.

Segment-wise/ Product-wise performance

The Company deals with only one segment viz., Real estate investment. The Company has not granted any fresh loans/advances during the year.

Risk and Business outlook

The Company has invested its funds in a commercial property and fixed deposits with banks. The investments does not pose any risk.

Business Prospects

The operating result for the financial year 2021-2022 shows a profit of Rs. 7.27 lakhs after tax. On account of accumulated loss, the management is not in a position to recommend any dividend for the year.

The prospects of the Company depends on the future investments in real estate & other allied activities. But the investment in the real estate sector is not encouraging due to the current situation of pandemic Covid – 19. The demand for commercial space is in the downward trend owing to the 'work from Home' practice. Any how the Management is waiting for a better opportunity for such investment.

Human Resources

There were no fresh recruitment during the year. The Company continues to maintain an excellent relationship with its employees.

ANNEXURE - I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2022

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

a) Corporate Identification Number (CIN): L65922TN1994PLC029166

b) Registration Date: November 9, 1994

c) Name of the Company: Goodwill Housing And Investments Limited

d) Category / Sub-Category of the Company: Public Limited Company

e) Address of the Registered office and contact details:

First Floor, No. 1/811, Pillaiyar Koil Street, Thoraippakkam, Chennai 600 097

f) Whether listed Company: No

g) Name, Address and Contact details of Registrar and Transfer Agent, if any:

Cameo Corporate Services Limited
"Subramanian Building", No. 1, Club House Road,Chennai - 600 002,
Phone : 044 – 28460390 Fax : 044 – 28460129 E - Mail : investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and description of Main Products / Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1.	Renting of immovable property Services		64 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
	Nil				

IV. 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				No. of Shares held at the end of the year				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a.Individual/HUF	18,86,900	19,000	19,05,900	49.00	18,87,900	19,000	19,06,900	49.02	+0.02
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt	-	-	-	-	-	-	-	-	-
d. Bodies Corp	-	-	-	-	-	-	-	-	-
e. Banks/FI	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
	-								
Sub-total (A) (1)	18,86,900	19,000	19,05,900	49.00	18,87,900	19,000	19,06,900	49.02	+0.02
2. Foreign									
a. NRIs – Individuals	-	-	-	-	-	-	-	-	-
b. other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp	-	-	-	-	-	-	-	-	-
d. Banks /FI	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter A= (A) (1) + (A) (2)	18,86,900	19,000	19,05,900	49.00	18,87,900	19,000	19,06,900	49.02	+0.02

B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks/FI	-	60,000	60,000	1.54	-	60,000	60,000	1.54	-
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital	-	-	-	-	-	-	-	-	-
Funds	-	-	-	-	-	-	-	-	-
f. Insurance	-	-	-	-	-	-	-	-	-
Companies	-	-	-	-	-	-	-	-	-
g. FIIs	-	-	-	-	-	-	-	-	-
h. Foreign Venture	-	-	-	-	-	-	-	-	-
Capital Funds									
i. Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):	-	60,000	60,000	1.54	-	60,000	60,000	1.54	-
2. Non Institutions									
a. Bodies Corp.									
1. Indian	-	20,700	20,700	0.53	-	20,700	20,700	0.53	-
2. Overseas	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-
i. Individual	-	-	-	-	-	-	-	-	-
Shareholders holding	-	-	-	-	-	-	-	-	-
nominal share capital	-	-	-	-	-	-	-	-	-
upto Rs 2 lakhs.	67,500	17,49,608	18,17,108	46.72	81,500	17,34,608	18,16,108	46.69	-0.02
ii. Individual									
Shareholders holding									
nominal share capital									
excess of Rs 2 lakhs.	-	-	-	-		-	-	-	-
c. Others (Specify)					-				
HUF	-	100	100	-	-	100	100	-	-
Non Resident Indian	-	83,000	83,000	2.13	-	83,000	83,000	2.13	-
Others	-	3,000	3,000	0.08	-	3,000	3,000	0.08	-
					-				
Sub-total (B) (2):	67,500	18,56,408	19,23,908	49.46	81,500	18,41,408	19,22,908	49.43	-0.02

Total public Shareholding B= (B) (1) + (B) (2)	67,500	19,16,408	19,83,908	51.00	81,500	19,01,408	19,82,908	50.98	-0.02
C. Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19,54,400	19,35,408	38,89,808	100.00	19,69,400	19,20,408	38,89,808	100.00	Nil

ii. Shareholding of Promoters:

Shareholders Name	No. of Shares held at the Beginning of the year			No. of Shares held at the end of the year			% of Change during the year
	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
KN.Chitsabesan	6,42,300	16.51	0.00	6,43,300	16.54	0.00	+0.02
C.Somasundaram	5,00,200	12.86	0.00	5,00,200	12.86	0.00	-
C.Uthaman	5,92,700	15.24	0.00	5,92,700	15.24	0.00	-
S.Solachi	1,70,700	4.39	0.00	1,70,700	4.39	0.00	-
Total	**19,05,900**	**49.00**	**0.00**	**19,06,900**	**49.02**	**0.00**	**+0.02**

iii. Change in Promoter's Shareholding (Please specify, if there is no Change)

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name of the shareholder	No of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**KN.CHITSABESAN**				
	At the beginning of the year	6,42,300	16.51	6,42,300	16.51
	Increase/Decrease (Transfer & Transmission)	+1,000	0.02	6,43,300	16.54
	At the end of the year	6,43,300	16.54	6,43,300	16.54
2	**C.SOMASUNDARAM**				
	At the beginning of the year	5,00,200	12.86	5,00,200	12.86
	Increase/Decrease			No Change	
	At the end of the year	5,00,200	12.86	5,00,200	12.86
3	**C.UTHAMAN**				
	At the beginning of the year	5,92,700	15.24	5,92,700	15.24
	Increase/Decrease (Transfer)			No Change	
	At the end of the year	5,92,700	15.24	5,92,700	15.24
4	**S.SOLACHI**				
	At the beginning of the year	1,70,700	4.39	1,70,700	4.39
	Increase/Decrease (Transfer)			No Change	
	At the end of the year	1,70,700	4.39	1,70,700	4.39

IV. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Name of the shareholder	No of Shares	% of total shares of the Company	Cumulative No. of shares	% of total shares of the Company
1	**DBS BANK INDIA LTD**				
	At the beginning of the year	60,000	1.54	60,000	1.54
	Increase/ Decrease	Nil			
	At the end of the year	60,000	1.54	60,000	1.54
2	**M.MEENAKSHI**				
	At the beginning of the year	20,000	0.51	20,000	0.51
	Increase/ Decrease	Nil			
	At the end of the year	20,000	0.51	20,000	0.51
3	**SAMPATH K N**				
	At the beginning of the year	20,000	0.51	20,000	0.51
	Increase/ Decrease	Nil			
	At the end of the year	20,000	0.51	20,000	0.51
4	**SRINIVAS RAO GUPTA MUPPA**				
	At the beginning of the year	15,500	0.40	15,500	0.40
	Increase/ Decrease	Nil			
	At the end of the year	15,500	0.40	15,500	0.40
5	**MEENU.S**				
	At the beginning of the year	15,100	0.39	15,100	0.39
	Increase/ Decrease	Nil			
	At the end of the year	15,100	0.39	15,100	0.39

6	**SHRUTHI.S**				
	At the beginning of the year	14,700	0.38	14,700	0.38
	Increase/ Decrease	Nil			
	At the end of the year	14,700	0.38	14,700	0.38
7	**AD-BUREAU-ADVERTISING P LTD.**				
	At the beginning of the year	10,000	0.26	10,000	0.26
	Increase/ Decrease	Nil			
	At the end of the year	10,000	0.26	10,000	0.26
8	**ARAVALLI**				
	At the beginning of the year	10,000	0.26	10,000	0.26
	Increase/ Decrease	Nil			
	At the end of the year	10,000	0.26	10,000	0.26
9	**ARUNACHALAM NAGAPPAN**				
	At the beginning of the year	10,000	0.26	10,000	0.26
	Increase/ Decrease	Nil			
	At the end of the year	10,000	0.26	10,000	0.26
10	**DATO NACHIAPPAN**				
	At the beginning of the year	10,000	0.26	10,000	0.26
	Increase/ Decrease	Nil			
	At the end of the year	10,000	0.26	10,000	0.26

V. Shareholding of Directors and Key Managerial Personnel:

S. No	For each of the Directors and KMP	No of Shares	% of total shares of the Company	Cumulative No. of shares	% of total shares of the Company
1	**KN.CHITSABESAN**				
	At the beginning of the year	6,42,300	16.51	6,42,300	16.51
	Increase/Decrease (Transfer & Transmission)	+1,000	0.02	6,43,300	16.54
	At the end of the year	6,43,300	16.54	6,43,300	16.54
2	**C.SOMASUNDARAM**				
	At the beginning of the year	5,00,200	12.86	5,00,200	12.86
	Increase/Decrease			No Change	
	At the end of the year	5,00,200	12.86	5,00,200	12.86

VI. INDEBTEDNESS

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

(Amount in Rs).

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i. Principal Amount	-			-
ii. Interest due but not paid	-			-
iii. Interest accrued but not due	-			-
Total (i)+(ii)+(iii)	-			-
Change in				

Indebtedness during the financial year Addition Reduction	- -			- -
Net Change	-			-
Indebtedness at the end of the financial year i. Principal Amount ii. Interest due but not paid iii. Interest accrued but not due	- - -			- - -
Total (i)+(ii)+(iii)	-			-

VII. Remuneration of Directors and Key Managerial Personnel

a. Remuneration to Managing Director, Whole time Director and / or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount(Rs)
		KN.Chitsabesan (MD)	C.Somasundaram (WTD)	--	---	
1.	**Gross salary** (a) Salary as per provisions contained in section 17 (1) of the Income tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (C) Profit in lieu of salary u/s 17(3) of the Income tax Act, 1961	**9,00,000** **49,587** **-**	**8,40,000** **33,848** **-**			**17,40,000** **83,435** **-**
2.	**Stock Options**	**-**	**-**			**-**
3.	**Sweat Equity**	**-**	**-**			**-**
4.	**Commission** - as % of profit - others, specify..	**-**	**-**			**-**
5.	**Others, please specify**	**-**	**-**			**-**
	Total (A)	**9,49,587**	**8,73,848**			**18,23,435**
	Ceiling as per the Act					It is in accordance with the ceiling as specified under 197 0f the Companies Act 2013

b. Remuneration to other directors:

S. No.	Particulars of Remuneration	Amount in Rs				Total in Rs.
		R.Chandrasekharan	R.Sekharan	M.Shenbagapriya		
	1. Independent Directors • fee for attending board committee meetings • Commission • Others, please specify	10,000 - -	7,500 - -	7,500 - -		25,000 - -
	Total (1)	**10,000**	**7,500**	**7,500**		**25,000**
	2. Other Non-Executive Directors • fee for attending board committee meetings • Commission • Others, please specify	- - -	- - -	- - -		- - -
	Total (2)	**-**	**-**	**-**		**-**
	Total (B) = (1)+(2)	**10,000**	**7,500**	**7,500**		**25,000**

c. Remuneration to Key Managerial Personnel other than MD/WTD/Manager

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		CEO	CFO	CS	Total
1.	**Gross salary** (a) Salary as per provisions contained in section 17 (1) of the Income tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (C) Profit in lieu of salary u/s 17(3) of the Income tax Act, 1961	- - -	- - -	- - -	- - -
2.	**Stock Options ***	-	-	-	-
3.	**Sweat Equity**	-	-	-	-
4.	**Commission** - as % of profit - others, specify..	-	-	-	-
5.	**Others, please specify**	-	-	-	-
	Total	**-**	**-**	**-**	**-**

*** Options granted**

VIII. Penalties / Punishments / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
(A) Company; (B)Directors; (C) Other Officers in Default					
Penalty			**Nil**		
Punishment			**Nil**		
Compounding			**Nil**		

INDEPENDENT AUDITOR`S REPORT

To the Members of GOODWILL HOUSING AND INVESTMENTS LTD
Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **GOODWILL HOUSING AND INVESTMENTS LTD** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss(including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statement, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and Profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report thereon:

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual report, but does not include the financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements:

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. **As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section 11 of section 143 of the Act, we give in the Annexure"A", a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.**

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31stMarch, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in Annexure" B"

(g) In our opinion and to the best of our information and in accordance with explanations provided to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act 2013.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) contain any material misstatement.

v) The Company has not proposed, declared or paid any dividend during the year.

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm Registration No: 002510S
(N. Ramani)
Partner
Membership No. 022438
UDIN: 22022438APMJKQ8595

Place: CHENNAI
Date: 22-08-2022

GOODWILL HOUSING AND INVESTMENTS LTD
ANNEXURE - A TO AUDITORS' REPORT

Referred to in paragraph 1 under section titled 'Report on other legal and regulatory requirements' of our report of even date.

Annexure- A to Independent Auditors' Report

The Annexure referred to in paragraph number 1 under 'Report on Other Legal and Regulatory Requirement' of our report of even date to the members of GOODWILL HOUSING AND INVESTMENTS LIMITED on the financial statements of the Company for the year ended 31st March, 2022,

(i) 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:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were observed by the management on such verification.

(c) The title deeds of immovable properties are held in the name of the company.

(d) The company has not revalued its Property, Plant and Equipment or intangible assets during the year.

(e) According to information and explanation given to us and in our opinion, there are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

(ii) (a) The company does not have any inventory and as such requirements the clause are not applicable to the company.

(b) The company does not have any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

(iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties. Consequently, the provisions of clauses 3(iii) are not applicable.

(iv) The Company's investment complies with the provisions of section 186 of the Act. The Company has not granted any loans nor extended any guarantees nor provided any securities covered under provisions of section 185 or section 186 of the Act.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts deemed to be deposits. Hence reporting under 3(v) of the Order is not applicable.

(vi) In our opinion and according to the information and explanations given to us, the maintenance of cost records under sub-section (1) of section 148 of the Act is not applicable to the Company.

(vii) (a) According to the information and explanations given to us, and in our opinion, the Company has been regular in depositing with the appropriate authorities the undisputed statutory dues in the case of Provident Fund, Employees' State Insurance, Income-Tax, Goods & Services Tax, and any other material statutory dues applicable to it. To the best of our knowledge and according to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

(b) There are no disputed dues of Income-Tax, Sales Tax, Excise Duty, GST, Customs Duty, and Value Added Tax which have not been deposited as on March 31, 2022.

(viii) According to the information and explanations given to us and on the basis of our examination, there are no transactions not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) According to information and explanations given to us and on the basis of our audit procedures, the company has not obtained any loans or other borrowings during the year. Hence reporting under 3(ix)(a) of the Order is not applicable.

(b) According to information and explanations given to us and on the basis of our audit procedures, the company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) According to information and explanations given to us and on the basis of our audit procedures, the company has not obtained any term loans during the year. Hence reporting under 3(ix)(a) of the Order is not applicable.

(d) According to information and explanations given to us, the procedures performed by us and on the basis of our overall examination of financial statements, prima facie no funds raised on short term basis have been utilised for long term purposes.

(e) The company does not have any subsidiaries, associates or joint ventures. Hence, provisions of clause 3(ix)(e) of the Order, are not applicable.

(f) The company does not have any subsidiaries, associates or joint ventures. Hence, provisions of clause 3(ix)(f) of the Order, are not applicable.

(x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

(b) In our opinion and according to the information and explanations given to us , the company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable.

(xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us by the Company, no material fraud by the company or any fraud on the company by its officers and employees has been noticed or reported during the year.

(b) No report under sub-section (12) of section143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government during the year and up to the date of this report.

(c) As represented by the management, there are no whistle-blower complaints received by the company during the year.

(xii) The company is not a Nidhi Company and hence provisions of clause 3 (xii) of the Order are not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and section 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable Accounting Standards.

(xiv) The Company is not required to appoint an Internal Auditor under Section 138 of the Companies Act 2013. Accordingly the provisions of clause xiv (a) and (b) are not applicable to the company at present.

(xv) According to the information and explanations given to us and on the basis of our examination the company has not entered into any non-cash transactions with directors or persons connected with its directors and hence provisions of Section 192 of Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934. Hence, provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination, the company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.

(c) According to the information and explanations given to us and on the basis of our examination, the company is not a Core Investment Company(CIC) as defined in the regulations made by the Reserve Bank of India and hence provisions of clause 3(xvi)(c) and (d) of the Order, are not applicable to the Company.

(xvii) According to the information and explanations given to us and on the basis of our overall examination of the financial statements, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) are not applicable to the Company at present. Accordingly, the provisions of clause xx (a) and (b) are not applicable to the Company.

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm Registration No: 002510S
(N. Ramani)
Partner
Membership No. 022438

Place: CHENNAI
Date: 22-08-2022

Annexure –B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GOODWILL HOUSING AND INVESTMENTS LIMITED** ("the Company") as of 31st March,2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:-

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm Registration No: 002510S
(N. Ramani)
Partner
Membership No. 022438

Place: Chennai
Date: 22-08-2022

GOODWILL HOUSING AND INVESTMENTS LTD
Balance Sheet as at 31st March 2022

Particulars	Note No	₹ in thousands Balance As at 31-03-2022	₹ in thousands Balance As at 31-03-2021
ASSETS			
1. Non-Current Assets			
(a) Property, plant and equipment and Intangibles			
(i)Property, plant and equipment	2.	2406.00	637.32
(ii)Intangible Assets	3.	5.56	12.86
(b) Investment property	4.	8589.72	8777.64
(c) Financial Assets			
(i) Investments	5.1.	65.95	52.45
(ii) Other financial assets	5.2.	4200.00	15200.00
(d) Income tax assets (Net)	6.1.	453.25	328.13
(e) Other Non current assets	7.1	89.22	89.22
(f) Deferred Tax Assets	8.	92.26	-
		15901.96	**25097.62**
2. Current Assets			
(a) Financial Assets			
(i) Trade receivables		-	-
(ii) Cash and cash equivalents	9.1	1292.19	933.75
(iii) Other Bank Balances	9.2	15182.86	6095.89
(iv) Other Financial Assets	9.3.	50.00	50.00
(b) Other Current Assets	9.4	478.30	53.78
		17003.35	**7133.42**
TOTAL ASSETS		**32905.31**	**32231.04**
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	10.	40449.04	40449.04
(b) Other equity	11.	-9668.58	-10395.19
		30780.46	**30053.85**
2 Non-current liabilities			
(a) Financial liabilities			
(i) Other financial liabilities	12.	820.90	896.73
(b) Other non-current liabilities	13.	1083.27	1012.40
		1904.17	**1909.13**
3 Current liabilities			
(a) Financial liabilities			
(i) Trade Payables	14.		
Total outstanding dues of Micro and Small enterprises		0.00	0.00
Total outstanding dues of creditors other than Micro and Small enterprises		81.67	107.53
(ii) Other financial liabilities	15	75.83	70.87
(b) Other current liabilities	16	63.18	89.66
		220.68	**268.06**
TOTAL EQUITY AND LIABILITIES		**32905.31**	**32231.04**

Significant Accounting Policies 1
See accompanying Notes to financial statements
Vide our report of even date attached

For and on behalf of the Board of Directors

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm registration No 002510S

Ramani N
Partner
Membership No. 22438

Date: 22-08-2022
Place: Chennai

R.Chandrasekharan
Director [2691146]

C.Somasundaram
Managing Director
[1934840]

R.Sekharan
Director [2739605]

M.Shenbagapriya
Director [7143858]

GOODWILL HOUSING AND INVESTMENTS LTD.
Statement of Profit and Loss for the year ended 31st March 2022

Particulars	Note No	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
Revenue from operations			
- Sale of services	17	2545.87	1967.48
Other Income	18	1451.16	1584.64
Total income		**3997.03**	**3552.12**
Expenses:			
Employee benefits expense	19	1823.43	1827.51
Finance costs	20	70.87	66.23
Depreciation and amortization expense			
a) Property, Plant and Equipment	2	319.12	327.73
b) Intangible Assets	3	7.30	11.11
c)Investment property	4	187.92	187.92
Other expenses	21	697.93	803.40
Total expenses		**3106.57**	**3223.90**
Profit before Tax		**890.46**	**328.22**
Less : Tax expense			
Current Tax		139.00	51.30
Income tax adjustments of earlier year		117.11	0.00
Deferred Tax	8.	-92.26	0.00
Profit / (Loss) for the period		**726.61**	**276.92**
Other Comprehensive Income, Net of Deferred Tax			
a. Items that will not be reclassified to Statement to Profit & Loss			
i) Actuarial Gain / (Loss)		0.00	0.00
ii) Changes in fair value of equity investments		0.00	0.00
b. Items that will be reclassified to Statement to Profit & Loss		0.00	0.00
Total Other comprehensive Income		**0.00**	**0.00**
Total Comprehensive Income		**726.61**	**276.92**
Total Profit attritubituable to Equity Shareholders		**726.61**	**276.92**
Earnings per equity share of Rs 10 each			
Basic (INR)	22	**0.19**	**0.07**
Diluted (INR)		**0.19**	**0.07**

Significant Accounting Policies 1
See accompanying Notes to financial statements
Vide our report of even date attached

For and on behalf of the Board of Directors

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm registration No 002510S

Ramani N
Partner
Membership No. 22438

Date: 22-08-2022
Place: Chennai

R.Chandrasekharan
Director [2691146]

C.Somasundaram
Managing Director
[1934840]

R.Sekharan
Director [2739605]

M.Shenbagapriya
Director [7143858]

GOODWILL HOUSING AND INVESTMENTS LTD.
Statement of changes in equity as at 31st March 2022

(a) Equity Share Capital

Particulars	No. of shares	Amount (₹ in thousands)
Balance as at 31st March 2021	**3,889,808**	**38,898.08**
Balance as at 31st March 2022	**3,889,808**	**38,898.08**

(b) Other Equity

Particulars	₹ in thousands		₹ in thousands
	Reserves and Surplus	Items of Other Comprehensive Income	Total Other Equity
	Retained earnings	Equity instruments through Other Comprehensive Income	
Balance as at 1st April 2020	(10,672.13)	-	**(10,672.13)**
Profit for the year	276.94	-	**276.94**
Other Comprehensive Income (Net of taxes)	0.00	-	**0.00**
Issue of equity shares	0.00	-	**0.00**
Balance as at 31st March 2021	**(10,395.19)**	**-**	**(10,395.19)**
Balance as at 1st April 2021	**(10,395.19)**	**-**	**(10,395.19)**
Profit for the year	726.61		**726.61**
Other Comprehensive Income (Net of taxes)	0.00	-	**0.00**
Balance as at 31st March 2022	**(9,668.58)**	**-**	**(9,668.58)**

See accompanying Notes to financial statements
Vide our report of even date attached

For and on behalf of the Board of Directors

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm registration No 002510S

Ramani N
Partner
Membership No. 22438

Date: 22-08-2022
Place: Chennai

R.Chandrasekharan
Director [2691146]

R.Sekharan
Director [2739605]

M.Shenbagapriya
Director [7143858]

C.Somasundaram
Managing Director
[1934840]

GOODWILL HOUSING AND INVESTMENTS LTD.

Note No: 1

Significant Accounting Policies

General

Basis of Preparation

The financial statements in all material aspects have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable.

Basis of measurement

The financial statements have been prepared on historical cost convention and on an accrual basis

The significant accounting policies adopted in the preparation and presentation of these financial statements:

A. Revenue Recognition

Sale of services:

Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the entity.

Rental Income:

Rental Income is recognized on time proportionate basis over the period of the contract.

Interest income:

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income:

Revenue is recognized when the shareholders right to receive payment is established at the Balance Sheet date.

B. Property, Plant & Equipment

Property, Plant and Equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure directly attributable to acquisition until the property, plant and equipment are ready for the intended use. Property, plant and equipment are depreciated / amortized over their estimated useful lives using straight-line method from the date the assets are ready for the intended use, generally in accordance with that provided in the Schedule II to the Companies Act 2013.

C. Impairment

The Company assesses at each balance sheet date whether there is any indication that a carrying amount of a non-financial asset or a group of non-financial assets may not be recoverable and hence require to be impaired. If any such indication exists, the Company estimates the recoverable amount of these assets. Recoverable amount is the higher of an asset's fair value adjusted for costs of disposal and the value in use. If such recoverable amount of these assets or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. This reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date, there is an indication that if a previously assessed impairment loss no longer exits, the recoverable amount is reassessed and the asset is reflected at such reassessed recoverable amount subject to a maximum of carrying value of the asset. Non-financial assets (other than Goodwill) that are already impaired are reviewed for possible reversal of impairment provision at the end of every reporting period.

D. Intangible assets and amortization

Intangible assets are measured at acquisition cost less accumulated amortization and impairment losses, if any. Intangible assets are amortized over their respective estimated useful lives on a straight line basis from the date they are available for use, generally in accordance with that provided in the Schedule II to the Companies Act 2013.

E. Investment property

Properties held to earn rentals and/or capital appreciation are classified as investment property and are measured and reported at cost, including transaction costs and borrowing cost capitalised for qualifying assets, in accordance with the Company's accounting policy.

Depreciation is recognised using straight-line method so as to write off the cost of the investment property less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis. An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of property is recognised in the Statement of Profit and Loss in the same period

F. Leases

The Company adopted Ind AS 116 - "Leases" from 1st April 2019 using the Modified Retrospective Approach. A lessee recognizes assets and liabilities for both operating and finance leases with a term of more than twelve months, unless the underlying asset is of low value. Short term leases and low value leases have been exempted from lease accounting. These leases have been accounted by debit to the Statement of the Profit and Loss as and when the lease rentals are paid

When the company acts as lessor, it determines at the lease commencement whether lease is finance lease or operating lease. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease.

G. Financial Instruments

INITIAL MESASUREMENT: Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measure at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognized on trade date.

SUBSEQUENT MEASUREMENT: Financial assets at amortized cost Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets are subsequently measured at amortized cost using effective interest method, less any impairment losses. Amortized assets are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets. They are presented as current assets except for those maturing later than 12 months after the reporting date, which are presented as non-current assets.

Financial assets at fair value through other comprehensive income: (FVTOCI) Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss: (FVTPL) Any financial asset not subsequently measured at amortized cost or at fair value through other comprehensive income, is subsequently measured at fair value through profit or loss. Financial assets falling in this category are measured at fair value and all changes are recognized in the Statement of Profit and Loss.

Financial liabilities: Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination that is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for De-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

H. Investment

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current. On disposal of investments, the difference between proceeds and the carrying amount is recognized in the Statement of Profit and Loss.

I.Taxation

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

Current tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Deferred Income

Tax Deferred income tax is recognized using the Balance Sheet Approach. The corresponding deferred income tax liabilities or assets are recognized for deductible and taxable temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets are recognized only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax income liabilities are recognized for all taxable temporary differences. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the deferred income tax asset to be utilized. Deferred income taxes are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on the tax laws enacted or substantively enacted at the reporting date.

J. Provisions and Contingent liabilities

A provision is recognized when an enterprise has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the amount can be reliably estimated. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A disclosure for contingent liability is made when there is a possible obligation that arises from the past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company and that may, but not probable that an outflow of resources would be required to settle the obligation. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made

K. Earnings per share

Basic earnings per share ('EPS') amounts are computed by dividing the net profit or loss after tax, for the year, by the weighted average number of shares outstanding during the year
For the purpose of calculating Diluted earnings per share, amounts are computed by dividing the net profit or loss after tax for the year by the weighted average number of shares outstanding during the year considered for computation of Basic EPS and also adjusted for the effects of all measurable dilutive potential equity shares

For and on behalf of the Board of Directors

Vide our report of even date attached

For Padmanabhan Ramani & Ramanujam
Chartered Accountants

Firm registration No 002510S
Ramani N

Partner
Membership No. 22438
Date: 22-08-2022
Place: Chennai

R.Chandrasekharan

R.Sekharan

M.Shenbagapriya
Directors

C.Somasundaram
Managing Director

2. Property, Plant and Equipment

Reconciliation of the gross carrying amounts and net carrying amounts at the beginning and at the end of the year

₹ in thousands

Particulars	Other assets			Total
	Office equipments	Furniture & Fittings	Motor Vehicles	
Gross carrying value				
At April 1, 2020	311.37	54.20	2631.66	2997.23
Additions		0.00	0.00	0.00
Disposals / adjustments		0.00	0.00	0.00
At March 31, 2021	**311.37**	**54.20**	**2631.66**	**2997.23**
At April 1, 2021	**311.37**	**54.20**	**2631.66**	**2997.23**
Additions	0.00	0.00	2143.04	2143.04
Disposals / adjustments	0.00	0.00	1104.99	1104.99
At March 31, 2022	**311.37**	**54.20**	**3669.71**	**4035.28**
Accumulated depreciation				
At April 1, 2020	197.49	54.20	1780.49	2032.18
Depreciation expense	45.03	0.00	282.70	327.73
Disposals / adjustments	0.00	0.00	0.00	0.00
At March 31, 2021	**242.52**	**54.20**	**2063.19**	**2359.91**
At April 1, 2021	**242.52**	**54.20**	**2063.19**	**2359.91**
Additions				
Depreciation expense	31.15	0.00	287.97	319.12
Disposals / adjustments			1049.74	1049.74
At March 31, 2022	**273.67**	**54.20**	**1301.42**	**1629.29**
Net carrying value March 31, 2022	**37.70**	**0.00**	**2368.29**	**2406.00**
Net carrying value March 31, 2021	**68.85**	**0.00**	**568.47**	**637.32**
Net carrying value April 1, 2020	**113.88**	**0.00**	**851.17**	**965.05**

3. Intangible assets

Reconciliation of the gross carrying amounts and net carrying amounts at the beginning and at the end of the year

		₹ in thousands
Particulars	**Computer Software**	**Total**
Gross carrying value		
At April 1, 2020	31.88	31.88
Additions		0.00
Disposals / adjustments	0.00	0.00
At March 31, 2021	**31.88**	**31.88**
At April 1, 2021	**31.88**	**31.88**
Additions		0.00
Disposals / adjustments	0.00	0.00
At March 31, 2022	**31.88**	**31.88**
Accumulated depreciation		
At April 1, 2020	7.91	7.91
Depreciation expense	11.11	11.11
Disposals / adjustments	0.00	0.00
At March 31, 2021	**19.02**	19.02
At April 1, 2021	**19.02**	19.02
Additions		
Depreciation expense	7.30	7.30
Disposals / adjustments		0.00
At March 31, 2022	**26.32**	**26.32**
Net carrying value March 31, 2022	**5.56**	**5.56**
Net carrying value March 31, 2021	**12.86**	**12.86**
Net carrying value April 1, 2020	**23.97**	**23.97**

GOODWILL HOUSING AND INVESTMENTS LTD
Notes forming part of the financial statements for the year ended 31st March 2022

4. Investment property

Particular	Cost				Depreciation				Net block ₹ in thousands	₹ in thousands
	As at 01/04/2021	Additions	deletions	As at 31/03/2022	As at 01/04/2021	Additions	deletions	As at 31/03/2022	As at 31/03/2022	As at 31/03/2021
Buildings	11932.84	0.00	0.00	11932.84	3155.20	187.92	0.00	3343.12	8589.72	8777.64
Total	11932.84	0.00	0.00	11932.84	3155.20	187.92	0.00	3343.12	8589.72	8777.64
Previous y	11932.84	0.00	0.00	11932.84	2967.28	187.92	0.00	3155.20	8777.64	

a) There are no additions during the year

b)Depreciation is prrovidedbased on useful life specified in schedule II of companies act 2013.

c)Income and expense recognised in the Statement of Profit and Loss for Investment property

Particulars	As at March 31, 2022	As at March 31, 2021
Rental Income	2545.87	1967.48
Operating expenses	37.80	16.96

d)Fair valuation of Investment property has not been made

Expense relating to Investment property

Particulars	As at march	As at march 31st, 2021
Property tax	15242.00	0.00
water tax	8651.00	5795.00
Insurance	13904.00	11165.00
	37797.00	16960.00

GOODWILL HOUSING AND INVESTMENTS LTD
Notes forming part of the financial statements for the year ended 31st March 2022

Non-current assets

Note 5.Financial assets

Particulars	Face value (fully paid up)	As at March 31, 2022	₹ in thousands	As at March 31, 2021	₹ in thousands
		No. of shares / units	Amount	No. of shares / units	Amount
5.1. Investments					
Investments at Fair Value through Profit and Loss Account					
Investment in Equity Instruments (Quoted)					
Sakthi Finance Limited	10.00	3000	63.15	3,000	49.65
Investment in Equity Instruments (Unquoted)					
SSM Mills ltd	10.00	2800	2.80	2,800	2.80
			65.95		52.45

5.2. Other Financial Assets

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Other deposits	0.00	14000.00
Bank Deposits with maturity more than 12 months	4200.00	1200.00
	4200.00	15200.00

Note 6. Income Tax Assets (net)

6.1. Income Tax Assets (net)

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Tax Deducted at Source (Net of provision for tax)	453.25	328.13
	453.25	328.13

Note 7. Other non current assets

7.1 Security Deposits

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Security Deposits	89.22	89.22
	89.22	89.22

Note 8. Financial assets

8. Deferred Tax Assets

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Difference on balance of fixed asset	92.26	-
	92.26	-

Note 9. Financial Assets

9.1 Cash and cash equivalents

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
(a) Balances with banks:		
- In current accounts	1292.02	933.58
(b) Cash on hand	0.17	0.17
	1292.19	933.75

9.2 Other Bank Balances

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Fixed Deposits with Banks		
Maturity less than 3 months	0.00	4200.00
- Maturity more than 3 months and upto 12 months	15182.86	1895.89
	15182.86	6095.89

9.3. Other Financial Assets - Rental Advance

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Rental advance	50.00	50.00
	50.00	50.00

9.4 Others Current Assets

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Interest accrued on Fixed deposits	465.20	27.49
GST input credit	0.00	1.80
Prepaid expenses	13.10	24.49
	478.30	53.78

GOODWILL HOUSING AND INVESTMENTS LTD

Notes forming part of the financial statements for the year ended 31st March 2022

Note

10. Share Capital

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
A) Authorised, Issued, Subscribed and Paid up Share capital		
Authorised:		
45,00,000 Equity Shares of Rs.10/- each	45000.00	45000.00
Issued Share Capital:		
42,00,000 Equity Shares of Rs.10/- each	42000.00	42000.00
Subscribed and paid up Share Capital		
38,89,808 Equity Shares of Rs.10/- each	38898.08	38898.08
Forefeited Shares (3,10,192 Equity Shares of Rs.10/- each on which Rs.5/- per Share paid up)	1550.96	1550.96
Total	**40449.04**	**40,449.04**

(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Outstanding as at beginning of the year	3,889,808	3,889,808
Outstanding as at the end of the year	**3,889,808**	**3,889,808**

(C) Rights attached to Equity shares

Each share entitles to a pari passu right to vote, to receive dividend and surplus at the time of liquidation.

(D) Shares in the company held by each shareholder holding more than 5% shares

S. No.	Name of the Promoter	As at March 31, 2022		As at March 31, 2021	
		Number of shares held in the company	Percentage of shares held	Number of shares held in the company	Percentage of shares held
1	KN. Chitsabesan	643,300	16.54%	642,300	16.51%
2	C.Somasundaram	500,200	12.86%	500,200	12.86%
3	C.Uthaman	592,700	15.24%	592,700	15.24%
	Total	**1,736,200**	**44.63%**	**1,735,200**	**44.61%**

(E) Details of shares held by Promoters as at 31st March, 2022 are as follows :

S. No.	Name of the Promoter	As at March 31, 2022		
		Number of shares held in the company	Percentage of shares held	% change during the year
1	KN. Chitsabesan	643,300	16.54%	0.03%
2	C.Somasundaram	500,200	12.86%	Nil
3	C.Uthaman	592,700	15.24%	Nil
	Total	**1,736,200**	**44.63%**	

S. No.	Name of the shareholder	As at March 31, 2021	
		Number of shares held in the company	Percentage of shares held
1	KN. Chitsabesan	642,300	16.51%
2	C.Somasundaram	500,200	12.86%
3	C.Uthaman	592,700	15.24%
	Total	**1,735,200**	**44.61%**

GOODWILL HOUSING AND INVESTMENTS LTD

Notes forming part of the financial statements for the year ended 31st March 2022

Note 11

11. Other equity

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
a) Surplus in Statement of Profit & Loss		
Opening balance	-10395.19	-10672.13
Add: Profit/(loss) for the period	726.61	276.94
Closing Balance	**-9668.58**	**-10395.19**
TOTAL	**-9668.58**	**-10395.19**

-

Non-current liabilities

Note 12. Financial liabilities

12. Other financial liabilities

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Rent received in Advance	820.90	896.73

Note 13.

13. Other Non Current Liabilities

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Rental Security Deposit	1,083.27	1,012.40

Note 14.

14. Trade payables

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Due to Micro,Small enterprises	-	-
Others- due less than 6 months	81.67	107.53
TOTAL	**81.67**	**107.53**

Details relating to micro and small enterprises

Particulars	As at March 31, 2022	As at March 31, 2021
(a) the principal amount	-	-
(b) the interest due thereon remaining unpaid	-	-
(c) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Trade Payable ageing schedule for the year ended as on 31st March, 2022 ₹ in thousands

Particulars	Outstanding for following periods from due date of payment		
	Less than 1 year	1-2 years	More than 3 years
(i)MSME			
(ii)Others	81.67		
(iii) Disputed dues – MSME			
(iv) Disputed dues - Others			

Trade Payable ageing schedule for the year ended as on 31st March, 2021 ₹ in thousands

Particulars	Outstanding for following periods from due date of payment		
	Less than 1 year	1-2 years	More than 3 years
(i)MSME			
(ii)Others	107.53		
(iii) Disputed dues – MSME			
(iv) Disputed dues - Others			

Note 15. Other financial liabilities

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
Current maturities of long term loans/advances	75.83	70.87
TOTAL	**75.83**	**70.87**

Note 16. Other current liabilities

Particulars	₹ in thousands As at March 31, 2022	₹ in thousands As at March 31, 2021
TDS payable	26.28	51.09
GST Payable	36.75	38.42
Other payables	0.15	0.15
TOTAL	**63.18**	**89.66**

Note 17. Revenue From Operations

Particulars	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
a) Sale of services	2545.87	1967.48
TOTAL	**2545.87**	**1967.48**

Note 18. Other Income

Particulars	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
(A) Income from investments		
Dividends	1.80	1.80
	1.80	**1.80**
(B) Others		
Interest income	1155.40	1532.54
Interest on Income Tax Refund	0.00	38.21
Profit on sale of car	280.46	0.00
Change in the Fair Value of Investments	13.50	12.09
	1449.36	**1582.84**
TOTAL	**1451.16**	**1584.64**

Note 19. Employee Benefits Expense

Particulars	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
Salaries and wages	1740.00	1740.00
Staff Welfare Expenses	83.44	87.51
TOTAL	**1823.44**	**1827.51**

Note 20. Finance Costs

Particulars	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
Interest Expense	70.87	66.23
TOTAL	**70.87**	**66.23**

Note 21. Other Expenses

Particulars	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
Rent	156.00	144.00
Travel and conveyance	155.35	79.60
Insurance	52.07	51.63
Rates and Taxes	31.29	17.90
Power and Fuel	2.20	1.58
Share Transfer Agent Fees	12.00	92.00
AGM Expenses	0.00	0.00
Repairs and maintenance -Others	63.39	77.42
Bank charges	2.62	0.90
Payment to statutory auditors		
- As Auditors	50.00	50.00
Legal, Professional and consultancy charges	110.07	211.98
Advertisement, Publicity and Sale Promotion	5.00	12.00
Postage, Printing & Stationery	17.87	28.97
Directors' sitting fees	25.00	25.00
Change in the Fair Value of Investments	-	0.00
Miscellaneous expenses	15.07	10.42
TOTAL	**697.93**	**803.40**

Note 22. Earnings per share

Particulars	₹ in thousands Year ended March 31, 2022	₹ in thousands Year ended March 31, 2021
Net profit after tax (In Rs.)	726.61	276.94
Weighted average number of equity shares outstanding	3889808	3889808
Basic earning per share (EPS) of Rs 10/- each (INR)	0.19	0.07

GOODWILL HOUSING AND INVESTMENTS LTD
Notes to Financial Statements for the year ended 31st March 2022

Note No 23: Related party transactions:
As per Indian Accounting standard 24, the names & disclosures of transactions with the related parties are given below:

A. Names of related parties and description of relationship with the Company:

Relationship - key management personnel	Name of the Director	DIN
Managing director	KANNAPPAN CHITSABESAN	1904731
Whole time director	SOMASUNDARAM CHITSABESAN	1934840
Director	RAMAMURTHY CHANDRASEKHARAN	2691146
Director	SEKHARAN RAMA IYER	2739605
Director	SHENBAGAPRIYA MURUGAAPPAN	7143858

B. Nature of transactions with related parties:

Sl. No.	Particulars	₹ in thousands	₹ in thousands
		Key managerial personnel	
		31st March 2022	31st March 2021
	Directors' Remuneration and reimbursement		
1.	KN. Chitsabesan - Managing Director	949.59	944.23
2.	C. Somasundaram - Whole Time Director	873.85	883.28

Note No:24
Leases

Operating Lease as Lessee:

The Company has an operating lease as lessee, which is for a lease period of 11 months. As per IND AS 116, lessee shall elect not to apply IND AS 116's recognition and requirements to Short term lease.Thus the company elects not to apply the recognition and requirements to operating lease

	₹ in thousands	₹ in thousands
Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Expense relating to short term operating lease	156.00	144.00

Operating Lease as Lessor:

The Company have executed lease agreements under operating leases, which are not non-cancelable and is renewable by mutual consent on mutually agreeable terms. Lease rental receipts of Rs. 24,75,000 (Prev. year Rs. 19,01,250) received by the Company are recognized in the Statement of Profit & loss.

The lease rentals recognized as income in these statements as per the rentals stated in the respective agreements:

	₹ in thousands	₹ in thousands
Particulars	**As at March 31, 2022**	**As at March 31, 2021**
A. Lease rentals recognized during the period	2545.87	1967.48
B. Value of assets given on lease included in Investment property		
- Gross Carrying Amount	11932.84	11932.84
- Accumulated Depreciation	3343.11	3155.20
- Depreciation recognized in the Statement of Profit and Loss	187.92	187.92

	₹ in thousands	₹ in thousands
Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Total of Minimum Lease Receipts:		
In next one year	2,475.00	2,475.00
Over one year but within five years	10,570.00	9,952.00
Over five years	12,117.00	15,211.00

Note 25. Analytical Ratios

Ratio	Numerator	Denominator	2021-22	2020-21	Variance	Reasons
(a) Current Ratio,	Current Assets	Current Liabilities	77.05	26.61	189.53%	Increase is due to new Fixed deposits made during the year.
(b) Debt-Equity Ratio,	Total Debt	Shareholder's Equity	0.00	0.00	0.00%	
(c) Debt Service Coverage Ratio,	Earning Available for debt services	Debt Services (Interst & Lease payment+Principal Repayments of long term borrowing	0.00	0.00	0.00%	
(d) Return on Equity Ratio (%)	Net Profit for the year	Average Shareholder's Equity	2.36%	0.92%	1.56%	
(e) Inventory turnover ratio,	Cost of Goods Sold	Average Inventory	0.00	0.00	0.00%	
(f) Trade Receivables turnover ratio,	Net Credit Sales	Average Trade Receivables	0.00	0.00	0.00%	
(g) Trade payables turnover ratio,	Cost of Goods Sold	Average Trade Payables	0.00	0.00	0.00%	
(h) Net capital turnover ratio,	Net Sales	Working Capital(Current assets-current liabilities)	0.15	0.29	-47.07%	Reason being the increase in sales and current assets (New Fixed deposits made during the year)
(i) Net profit ratio (%)	Net Profit After Tax	Total Sales	28.54%	14.08%	1.03%	
(j) Return on Capital employed (%)	EBIT	(Tangible Net Worth + Total Debt + Deferred Tax Liability)	2.89%	1.09%	1.65%	
(j) Return on Investments (%)	EBIT	Investments	3.04%	3.88%	-0.22%	

Note No :26
Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:

The Company has not received any information from its vendors regarding their status under Micro, Small & Medium Enterprises Development Act, 2006. Nonetheless, there are no amounts outstanding for a period beyond the stipulated period as specified under that Act.

Note No :27
Dues to investor Education and Protection Fund:

There are no amounts due for payment to the Investor Education & Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2022.

Note No: 28

Contingent liabilities and capital commitments:

As on the date of the Balance Sheet, the Company had no contingent liability & had no capital commitments.

Note No :29

Balance confirmations

Balances in Trade payables and Trade receivables are subject to confirmation.

Note No :30
Realisations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will, in the ordinary course of business, be not less than the amounts at which they are stated in the Balance Sheet.

Note No:31

Contractual liabilities:

All contractual liabilities connected with business operations of the Company have been appropriately provided for.

Note No: 32

Amounts in the financial statements

Amounts in the financial statements are rounded off to the nearest rupees.

Note No 33 :Financial Risk Management

The company does not have any borrowing and its present operations involve collection of Rent on premises.
As such company is not exposed on any Market risk relating to foreign currency and interest rate risk.
The Company's exposure to market risk is primarily on account of investment in equity shares of the company.

Credit risk:

The company has taken security deposit from its customers which mitigate the risk to that extent.

Liquidity risk:

The company prepares an annual budget and quarterly cash flow statement and manages the liquidity risk.

Note No 34 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves . The primary objective of the Company's capital management is to maximise the shareholder value.

For and on behalf of the Board of Directors

Vide our report of even date attached

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm registration No 002510S

Ramani N
Partner
Membership No. 22438

Date: 22-08-2022
Place: Chennai

R.Chandrasekharan
Director [2691146]

R.Sekharan
Director [2739605]

M.Shenbagapriya
Director [7143858]

C.Somasundaram
Managing Director
[1934840]

GOODWILL HOUSING AND INVESTMENTS LTD

CASH FLOW STATEMENT AS ON 31.03.2022 (AS PER IND-AS)

Particulars	₹ in thousands Year Ended 31-Mar-2022	₹ in thousands Year Ended 31-Mar-2021	
A. Cash Flow from Operating Activities:			
Profit before tax:	890.46	328.22	
Adjustments for:			
Depreciation & amortisation	514.34	526.76	
Provision for Income Tax written back	-117.11	0.00	
(Profit)/Loss on sale of Investments and fixed assets	-280.48	0.00	
Change in market value of investment	-13.50	-12.09	
Interest and other Income	-1155.40	-1570.75	
Dividend Income	-1.80	-1.80	
Interest and Finance charges	70.87	66.23	
Operating Profit before Working Capital / Other Changes	**-92.62**	**-663.41**	
(Increase) / Decrease in Other Assets	10450.36	3554.20	
Increase / (Decrease) in Other liabilities	-52.34	107.95	
Increase / (Decrease) in Provisions	0.00	0.00	
Cash Generated From Operations	**10304.40**	**2998.74**	
Income tax paid	-139.00	-51.30	
Net Cash Flow from Operating Activities	**10165.40**	**2947.44**	
B. Cash Flow from Investing Activities:			
Purchase of Property, Plant and Equipment	-2143.04	0.00	
Disposal of PPE	56.26		
Interest and other Income	1435.86	1570.75	
Dividend income Received	1.80	1.80	
Net Cash Used in Investing Activities	**-649.12**	**1572.54**	
C. Cash Flow from Financing Activities:			
Proceeds/ (repayment) of borrowings	0.00	0.00	
Interest and Finance charges	-70.87	-66.23	
Net Cash Used in Financing Activities	**-70.87**	**-66.23**	
Net Increase in Cash and Cash Equivalents [A+B+C]	**9445.41**	**4453.75**	
Cash and Cash Equivalents at the Beginning of the Year	**7029.64**	**2575.89**	-
Cash and Cash Equivalents as at End of the Year	**16475.05**	**7029.64**	16475053
	0.00	**0.00**	

Note:

a. The above Cash Flow Statement is prepared under Indirect Method as provided by Ind AS 7 "Statement of Cash Flow" notified under Companies (Indian Accounting Standards) Rules, 2015.

b. Cash and Cash Equivalents comprise of:

Balance with Schedule banks in current accounts	1292.02
Bank Deposits with maturity up to 12 months	15182.86
Cash and Cheques on Hand and in-transit	0.17
Total	**16475.05**

For and on behalf of the Board of Directors

Vide our report of even date attached

For Padmanabhan Ramani & Ramanujam
Chartered Accountants
Firm registration No 002510S

Ramani N
Partner
Membership No. 22438

Date: 22-08-2022
Place: Chennai

R.Chandrasekharan
Director [2691146]

C.Somasundaram
Managing Director
[1934840]

R.Sekharan
Director [2739605]

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GOODWILL HOUSING AND INVESTMENTS LIMITED
Regd. Office: No.1/811, Pillaiyar Koil Street,
Thoraippakkam, Chennai – 600 097.