



GSB FINANCE LTD.

CIN NO. : L99999MH2001PLC134193

REGISTERED OFFICE : 815, STOCK EXCHANGE TOWER, 8TH FLOOR, DALAL STREET, MUMBAI - 400 001

CORPORATE OFFICE : 78/80, ALLI CHAMBERS, TAMARIND LANE, FORT, MUMBAI - 400 001

TELEPHONES : 2265 7084 / 2265 7185 • FAX : (022) 2265 1814

E-mail : gsb_capital@rediffmail.com • gsb203@gmail.com

To

The Secretary,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

Scrip Code: 511543

Dear Sir,

Sub.: Intimation of Proceedings of 33rd Annual General Meeting held on July 29, 2016 along with disclosure under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that the 33rd Annual General Meeting of the Company was held on Monday, September 26, 2016 at 04.00 p.m. at 78/80, Ali Chamber, Ground Floor, Tamarind lane, Mumbai-400021, wherein the following business were transacted;

Res. No.	Item
1.	<i>Adoption of the Audited Financial Statement of the company for the financial year ended 31st March, 2016, together with the Directors' Report and Auditors' Report thereon.</i>
2.	<i>To reappoint a Director in place of Mr. Ramakant Biyani (DIN No.00523178) who retires by rotation and being eligible offers himself for re-appointment.</i>
3.	<i>Appointment of M/s. S K Rathi & Co. Chartered Accountant as a Statutory Auditor of the company.</i>
4.	<i>Regularization for appointment of Mr. Suyash R Biyani (DIN: 07525350) as Non-Executive Director of Company.</i>



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Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting herewith the details of voting result of business transacted at the AGM of the company in the prescribed format.

Furthermore, please find enclosed herewith the consolidated report of scrutinizer on e-voting and physical voting through ballot paper at AGM.

Thanking You,

Your Faithfully

For GSB Finance Limited

Ramakant

Ramakant S Biyani

DIN: 00523178

FORM NO. : MR-13
COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL)
FOR GSB FINANCE LIMITED

To,
The Chairman,
GSB Finance Limited
78/80, Ali Chamber, Ground Floor,
Tamarind lane, Mumbai-400021

Dear Sir,

Sub: Passing of resolution through electronic and poll conducted at the 33rd Annual General Meeting of GSB Finance Limited held on 26th September, 2016.

SCRUTINIZER'S REPORT

Name of the Company	GSB Finance Limited
Meeting	Annual General Meeting(AGM)
Date & Time	Monday, 26th September, 2016 at 04.00p.m.
Venue	78/80, Ali Chamber, Ground Floor, Tamarind lane, Mumbai-400021



Report of Scrutinizer on remote e-voting & voting by member of Morarka Finance Limited at 33rd AGM.

1. Appointment of Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting as well as the ballot Voting conducted at the 33rd Annual General Meeting (AGM) of GSB Finance Limited (hereinafter referred to as the "Company") held on Monday, 26th September, 2016 at 04.00 p.m. at 78/80, Ali Chamber, Ground Floor, Tamarind lane, Mumbai-400021.

2. Cut- off date

The Voting right were reckoned as on Monday, 19th day of September, 2016 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and at the meeting.

3. Remote E-Voting

i. Agency:

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

ii. Remote E-voting:

Remote e-voting platform was open from Thursday, September 22, 2016 at 09.00 a.m. and ends on Sunday, September 25 2016 at 5.00 p.m and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions, on the e-voting platform provided by CDSL.

4. Voting at the AGM:

- i.** As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amazement Rule, 2015, for the purpose of ensuring that member who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of the period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-



voting, such as their names, DP id/ client id, folio, number of shares held but not the manner in which they have voted.

- ii. According, CSDL, the remote e-voting agency provided us with the name DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting.
- iii. Considering the aforesaid, the company issued ballot paper to the member who attended the meeting.

5. Counting Process:

- i. On completion of voting at the meeting, System Support Services, Registrar and Transfer Agent (RTA) of the Company provided me with the list of member who had cast their votes, their holding details and details of votes cast on each of the resolutions.
- ii. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.
- iii. I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of Ms. Priyanka Bang and Mr. Vikash Jain and downloaded the e-voting results.

6. Results:

- i. I observed that
 - a. 30 (Thirty One) Members had casted their votes at the meeting, out of which 1(One) votes cast by members found to be invalid.
 - b. 06 (Six) Members had casted their votes through remote e-voting.



- ii. The consolidated Results with respect to each item on the agenda as set out in Notice of the 33rd AGM dated 26th September, 2016 is enclosed.
- iii. Based on the aforesaid results, I report that 4 (Four) Ordinary Resolutions as contained in Item No.1 to Item No. 4 of the Notice dated 26th September, 2016, have been passed with required majority.

Thanking you

**For VKM & ASSOCIATES
Practicing Company Secretaries**



**(Vijay Kumar Mishra)
Partner**


**Date: 27. 09.2016
Place: Mumbai**

Consolidated Results

1. Adoption of the Audited Financial Statement of the company for the financial year ended 31st March, 2016, together with the Directors' Report and Auditors' Report thereon.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	06	9,100	29	30,08,548	35	30,17,648	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	50	1	50	0
Total	06	9,100	30	30,08,598	33	30,17,648	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated 26th September, 2016 has been passed with requisite majority.


Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016
Place: Mumbai


Report of Scrutinizer on remote e-voting & voting by member of M/s. GSB Finance Limited at 33rd AGM.

Consolidated Results

2. To reappoint a Director in place of Mr. Ramakant Biyani (DIN No.00523178) who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Numbers	Votes	Numbers	Votes	Numbers	Votes	
Assent	06	9,100	29	30,08,548	35	30,17,648	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	50	1	50	0
Total	06	9,100	30	30,08,598	33	30,17,648	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated 26th September, 2016 has been passed with requisite majority.


Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016

Place: Mumbai

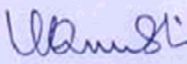
Report of Scrutinizer on remote e-voting & voting by member of M/s. GSB Finance Limited at 33rd AGM.

Consolidated Results

3. Appointment of M/s. S K Rathi & Co. Chartered Accountant as a Statutory Auditor of the company.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	06	9,100	29	30,08,548	35	30,17,648	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	50	1	50	0
Total	06	9,100	30	30,08,598	33	30,17,648	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated 26th September, 2016 has been passed with requisite majority.


Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016

Place: Mumbai

Report of Scrutinizer on remote e-voting & voting by member of M/s. GSB Finance Limited at 33rd AGM.

Consolidated Results

4. Regularization for appointment of Mr. Suyash R Biyani (DIN: 07525350) as Non- Executive Director of Company.

Particulars	Remote e-votes		Voting at the AGM		Total		
	Numbers	Votes	Numbers	Votes	Numbers	Votes	Percentage (%)
Assent	06	9,100	29	30,08,548	35	30,17,648	100.00%
Dissent	0	0	0	0	0	0	0
Invalid	0	0	1	50	1	50	0
Total	06	9,100	30	30,08,598	33	30,17,648	100.00%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated 26th September, 2016 has been passed with requisite majority.



Vijay Kumar Mishra
C. P. No. 4279



Date: 27/09/2016

Place: Mumbai

Report of Scrutinizer on remote e-voting & voting by member of M/s. GSB Finance Limited at 33rd AGM.

GSB FINANCE LIMITED

DETAILS OF THE PROCEEDINGS OF THE MEETING

Serial No.	Particulars	Details
1	Date of AGM/EGM	Annual General Meeting, Monday, 26 th September, 2016.
2	Total number of shareholder as on record date	As of cut- off date i.e. 19th September ,2016 Shareholders.
3	Number of shareholders present in the meeting either in person or through proxy Promoters and promoter group. Public	8 23
4	No. of shareholders attended the meeting through video conferencing: Promoters and promoter group. Public	Not Arranged

RESULTS OF THE MEETING

Sr. No.	Agenda	Resolution required (Ordinary/ special)	Mode of voting	Remarks
1.	Adoption of Audited Account for year ended 31st March 2016 and the Reports of the Board of Directors and the Auditors thereon.	Ordinary	Remote E-voting and Poll at the Annual General Meeting	Passed with requisite majority.
2.	To Re-appointment of Mr. Ramakant Biyani who is retiring by rotation and eligible for re-appointment.	Ordinary	Remote E-voting and Poll at the Annual General Meeting	Passed with requisite majority.
3.	Ratification of appointment of Statutory Auditors M/s. S.K. Rathi & Co. to hold office for the financial year 2016-17.	Ordinary	Remote E-voting and Poll at the Annual General Meeting	Passed with requisite majority.
4.	To Regularize the appointment of Mr. Suyash R. Biyani as Non Executive Director.	Ordinary	Remote E-voting and Poll at the Annual General Meeting	Passed with requisite majority.

Date of the AGM/EGM	26/09/2016
Total number of shareholders on record date	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group	31
Public:	8
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	
Public	Not Arranged.

Resolution No. 1: Adoption of audited accounts for the year ended 31st March, 2016 and reports of Board of directors and the auditor

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting	33,19,057	0	0	0	0	0	0
	Poll	33,19,057	29,43,959	88.70%	29,43,959	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	29,43,959	29,43,959	88.70%	29,43,959	0	100.00	0
Public	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non	E-Voting	26,80,943	9,100	0.33%	9,100	0	100.00	0
	Poll	26,80,943	64,589	2.41%	64,589	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	26,80,943	73,689	2.74%	73,689	0	100.00	0
Total		60,00,000	30,17,648	91.44%	30,17,648	0	100.00	0

Date of the AGM/EGM	26/09/2016
Total number of shareholders on record date	
No. of shareholders present in the meeting either in person or through proxy:	31
Promoters and Promoter Group	8
Public:	23
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Arranged.
Public	

Resolution No. 2: Reappointment of Mr. Ramakant Biyani who is retiring by rotation and eligible for reappointment.

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	33,19,057	0	0	0	0	0	0
	Poll	33,19,057	29,43,959	88.70%	29,43,959	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	29,43,959	29,43,959	88.70%	29,43,959	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	26,80,943	9,100	0.33%	9,100	0	100.00	0
	Poll	26,80,943	64,589	2.41%	64,589	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	26,80,943	73,689	2.74%	73,689	0	100.00	0
Total		60,00,000	30,17,648	91.44%	30,17,648	0	100.00	0

Date of the AGME/GM	26/09/2016
Total number of shareholders on record date	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group	31
Public:	8
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Arranged.
Public	

Resolution No. 3: Ratification of appointment of statutory auditor M/s. S. K. Rathi & co. to hold office for the financial year 2016- 2017.

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	33,19,057	0	0	0	0	0	0
	Poll	33,19,057	29,43,959	88.70%	29,43,959	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	29,43,959	29,43,959	88.70%	29,43,959	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	26,80,943	9,100	0.33%	9,100	0	100.00	0
	Poll	26,80,943	64,589	2.41%	64,589	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	26,80,943	73,689	2.74%	73,689	0	100.00	0
Total		60,00,000	30,17,648	91.44%	30,17,648	0	100.00	0

Date of the AGM/EGM	26/09/2016
Total number of shareholders on record date	
No. of shareholders present in the meeting either in person or through proxy:	31
Promoters and Promoter Group	8
Public:	23
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Arranged.
Public	

Resolution No. 4: To regularize appointment of Mr. Suyash R. Biyani as non executive director.

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	33,19,057	0	0	0	0	0	0
	Poll	33,19,057	29,43,959	88.70%	29,43,959	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	29,43,959	29,43,959	88.70%	29,43,959	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	26,80,943	9,100	0.33%	9,100	0	100.00	0
	Poll	26,80,943	64,589	2.41%	64,589	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	26,80,943	73,689	2.74%	73,689	0	100.00	0
Total		60,00,000	30,17,648	91.44%	30,17,648	0	100.00	0