

## **NOTICE**

**NOTICE** is hereby given that the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of the members of M/s. GSL SECURITIES LIMITED ('the Company') will be held on **Saturday, 28<sup>th</sup> September, 2019 at 11.00 a.m. at Registered Office of the Company at 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034**, to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial statements of the company for the financial year ended 31<sup>st</sup> March 2019 and the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Ms. Shailja Bagrodiya (DIN 00246710), who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Vijay R. Tater & Co., Chartered Accountants, Mumbai (Firm Registration No. 111426W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirtieth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of

pocket and travelling expenses incurred in connection with the audit and billed progressively.

### **SPECIAL BUSINESS:**

4. To approve Increase in remuneration of Mr. Santkumar Bagrodia, 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 Special Resolution:

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said Act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Santkumar Bagrodia (DIN: 00246168), Managing Director of the Company effective from 1<sup>st</sup> October, 2019 for a period of 5 years

**FURTHER RESOLVED THAT** the overall managerial remuneration payable to Mr. Santkumar Bagrodia shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rupees Nine Lakhs at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/altered/ revised within said overall limit, in such manner as may be required during aforesaid period of 5 years.



**FURTHER RESOLVED THAT** where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**By Order of the Board of Directors**  
For GSL Securities Limited

Place: Mumbai

Sd/-

Date: 28/08/2019

Santkumar Bagrodia

Chairman & Managing Director

(DIN: 00246168)

**Registered Office:**

1/25 & 1/26 1st Floor,

Tardeo Airconditioned Market Society,

Tardeo Road, Mumbai - 400 034.

**NOTES FOR MEMBERS' ATTENTION:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENTS APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIMING OF THE MEETING.
2. A PERSON CAN ACT, AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.
3. The Register of Members & Share Transfer Books of the Company shall remain closed from Saturday 22<sup>nd</sup> September, 2019 to Saturday, 28<sup>th</sup> September 2019 (both days inclusive).
4. Members are requested to intimate the change of address if any to the Company or its Registrar & Share Transfer Agents, **M/s. Purva Sharegistry (India) Pvt. Ltd.** having its office at Unit no. 9, Shivshakti Ind. Est., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East)– 400 011.
5. E-voting:  
In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 25<sup>th</sup> Annual General Meeting (AGM) through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for

facilitating voting by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

Ms. Dipti Chandratre, Practising Company Secretary (Membership No.28786, C. P. No. 10987), who had consented to act as the Scrutiniser, was appointed by the Board of Directors as the Scrutiniser to scrutinise the voting process (electronically or otherwise) for the 25<sup>th</sup> Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutiniser's report of the total votes cast to the Chairman or a person authorised by in writing.

The procedure with respect to e-voting is provided below:

- A) In case of Members receiving notice by e-mail from NSDL:
- i) Open e-mail and open the attached PDF file viz; "GSL.e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "user ID" and "password for e-voting". Please note that this password is an initial password.
  - ii) Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
  - iii) Click on "Shareholder-Login".
  - iv) Put your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
  - v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an

event, you will need to go through 'Forgot Password' option available on the site to reset the same.

- vi) Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
  - vii) Select "EVEN" (E Voting Event Number) of GSL Securities Limited for casting our vote.
  - viii) Now you are ready for e-voting as "Cast Vote" page opens.
  - ix) Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "vote cast successfully" will be displayed.
  - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii) Institutional Shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutiniser through e-mail to- [csdiptichandratre@gmail.com](mailto:csdiptichandratre@gmail.com) with a copy marked to- [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B) In case of Members receiving physical copy of Notice of Annual General Meeting :
- a. User ID and Initial password sent separately.
  - b. Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (A) above, to cast your vote.

**Other Instructions:**

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 23<sup>rd</sup> September, 2019, may obtain their user ID and password for e-voting from the Company or NSDL (Toll free tele no. 1800 222 990). If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.



- II. The remote e-voting facility starts on Wednesday, 25<sup>th</sup> September, 2019 at 9.00 a.m. and ends on Friday, 27<sup>th</sup> September, 2019 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2019, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Friday, 27<sup>th</sup> September, 2019. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll free Telephone No.: 1800 222 990.
  - IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
  - V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - VI. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM to the Chairman or a person authorised by the Chairman. The Chairman or a person authorised by the Chairman, shall declare the result of the voting forthwith.
  - VII. The declared results along with the Scrutiniser's Report will be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturday.
  7. Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under Section 88 (1)(a) of the Companies Act, 2013 and Rule 3(1) of the Companies (Management and Administration) Rules, 2014.
  8. Members holding in demat mode are requested to provide the above information to their depository participant.

**By Order of the Board of Directors  
For GSL Securities Limited**

Place: Mumbai  
Date: 28/08/2019

Sd/-  
Santkumar Bagrodia  
Chairman & Managing Director  
(DIN: 00246168)

**Registered Office:**  
1/25 & 1/26 1st Floor,  
Tardeo Airconditioned Market Society,  
Tardeo Road, Mumbai - 400 034.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**
**Item No. 02**
**Details of Directors seeking reappointment at the 25<sup>th</sup> Annual General Meeting**

<b>Item No of Notice</b>	2
<b>Name of Director</b>	Mrs. Shailja Bagrodia
<b>DIN</b>	00246710
<b>Date of Birth</b>	<b>16/01/1956</b>
<b>Qualification</b>	<b>GRADUATE</b>
<b>Nationality</b>	Indian
<b>Date of First Appointment on board</b>	<b>29.03.1994</b>
<b>Relationship with other Directors and Key Managerial Personnel</b>	Wife of Mr. Santkumar Bagrodia, Managing Director
<b>Terms and conditions of appointment or reappointment</b>	Mrs. Shailja Bagrodia was appointed as Director by the Board of Directors being eligible for appointment and in respect of which, the company has received a notice in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.
<b>Shareholding</b>	403700
<b>Directorship in other Companies</b>	1) Mangalam Exim Private Limited 2) Rastogi Textiles Private Limited 3) Shree Kumarmangalam Traders Private Limited 4) Harivasta Education Private Limited

**Item No. 04**

To approve increase in remuneration of Mr. Santkumar Bagrodia, Managing Director at the Company:

Mr. Santkumar Bagrodia, aged 65 years is presently designated as Managing Director of the Company.

He is a Bachelor in Commerce (B.Com). He has been affiliated with the Company as a member of the Board of Directors since 29.03.1994 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business. During the financial year 2018-19, 6 (Six) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Santkumar Bagrodia.



As on 31 March, 2019, he holds 354400 (10.90%) equity shares in the Company.

Mr. Santkumar Bagrodia holds Directorship in the following Private Limited Companies:

<b>Sr. No.</b>	<b>Name of the Company</b>
1.	Harivatsa Education Private Limited
2.	Nalini Stockbrokers Private Limited

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Santkumar Bagrodia as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits. It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year. It is submitted that based on the projections, the overall managerial remuneration may exceed the limits Specified in Sec. 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Santkumar Bagrodia, Managing Director of the Company.

**By Order of the Board of Directors**  
**For GSL Securities Limited**

**Place: Mumbai**  
**Date: 28/08/2019**

**Sd/-**  
**Santkumar Bagrodia**  
**Chairman & Managing Director**  
(DIN: 00246168)

**Registered Office:**  
1/25 & 1/26 1st Floor,  
Tardeo Airconditioned Market Society,  
Tardeo Road, Mumbai - 400 034.

## DIRECTOR'S REPORT

To,  
The Members,  
GSL Securities Limited.

Your Directors have pleasure in presenting the 25<sup>th</sup> (Twenty Fifth) Annual Report with the audited statement of Accounts for the year ended 31<sup>st</sup> March 2019.

### **Financial Results:**

Summary of the working result of the company for the financial year ended 31<sup>st</sup> March, 2019 are given as below:

Particulars	(Rs.in Lakhs)	
	<u>2018-19</u>	<u>2017-18</u>
Total Income	395.36	26.39
Total Expenditure	153.31	12.44
Profit before Tax and Depreciation	242.05	13.95
Less: Depreciation	0.03	0.03
Profit / (Loss) before tax	242.02	13.91
Exceptional Items	126.39	0.00
Less: Income Tax	0.65	2.83
Profit / (Loss) after tax	369.06	11.09
Add /(Less): Other Comprehensive Income	-315.62	29.36
Earning Per Share (Basic and Diluted)	1.64	1.24

### **Dividend:**

Due to future expansion plan, your directors have not recommended payment of dividend for the financial year under review.

### **Transfer to Reserves**

The Company has not transferred any amount to reserves.

### **Operation:**

The Company does not have any income from principal business activities of the Company of Non-Banking Financial Company. The total turnover of Rs. 395.36 Lakhs (Previous year Rs. 26.39 lakhs) derived by the Company is from other income which includes interest income, profit on sale of shares, dividend, etc. The Net Profit for the year before adjustment on account of comprehensive income under review amounted to Rs. 369.06 lakhs (Previous year Rs. 11.09 lakhs).

### **Material Changes between the date of the Board report and end of financial year.**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

During the year under review, the Reserve Bank of India has passed an order dated 11<sup>th</sup> September, 2018 for cancellation of the Certificate of Registration No. 13.00576 dated 31.03.1998 issued to the Company of Non-Banking Financial Company under section 45-I of the Reserve Bank of India Act, 1934. The same was communicated to the Company vide its Letter 440.360/13.27.002/2018-2019 dated 01.10.2018. The Company has made an application for Appeal against the said order of RBI and the matter is pending with the RBI.

The Company was listed on Calcutta Stock Exchange since 15-06-1995. The Calcutta Stock Exchange has suspended the Company which appears on the website of the Calcutta Stock Exchange. The company has made communication in this regard to the Calcutta Stock Exchange.

**Subsidiary Company:**

As on March 31, 2019, the Company does not have any subsidiary.

**Statutory Auditor & Audit Report:**

M/s. Vijay R. Tater & Co., Chartered Accountants, who are the statutory auditors of your Company are re-appointed for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of Thirtieth Annual General Meeting.

The requirement of seeking approval of the members for ratification of appointment of the Statutory Auditors at every Annual General Meeting has been dispensed with as per the Companies (Amendment) Act, 2017. Accordingly, no such item has been placed for approval of the members at this Annual General Meeting.

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their audit reports on the financial statements for the year ended 31 March 2019.

**Extract of the Annual Return in Form MGT-9:**

The details forming part of extract of annual return as per Form MGT- 9 is annexed herewith as **Annexure – A'**.

**Secretarial Audit Report:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed Dipti Chandratre, Practicing Company Secretaries to undertake the secretarial audit of the Company for the financial year ended on 31<sup>st</sup> March, 2019. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2019 is attached as **Annexure - B'** and forms a part of the reports of the Directors.

The observation made by the secretarial auditors in their report are self-explanatory and therefore do not call for any further explanations/comments.

**Change in the nature of business:**

There is no change in the nature of the business of the company

**Director:**

Ms. Shailja Bagrodiya is retiring by rotation at the forthcoming Annual General Meeting and being eligible offers herself for reappointment.

Mr. Kaushal Mehta (DIN 02449463), Director of the Company has resigned w.e.f. 31.07.2018 from his Directorship and Mr. Machindra Patil (DIN 08179234), was appointed as Director of the Company w.e.f. 31.07.2018.

**Declaration by Independent Directors:**

All the independent directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149(6) of Companies Act, 2013.

**Fixed Deposits:**

During the period under review, your company has not accepted any deposits as contemplated under the provisions of section 73 of the Companies Act, 2013. There are no deposits unpaid or unclaimed at the year-end.

**Conservation of Energy, Technology Absorption:**

Your Company is not engaged in manufacturing activity of any kind. The disclosure of information relating to conservation of energy and technology absorption is therefore not applicable to your Company.

**Foreign Exchange Earning & Outgo:**

There were no foreign exchange earnings or outgo for your Company during the year.

**Corporate Social Responsibility:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.



**Number of meeting of the Board:**
**DETAILS OF DIRECTORS**

Sr.No.	Name of Directors	Date of Appointment	Date of Cessation
1	Mr. Santkumar Bagrodia	29/03/1994	—
2	Mrs. Shailja Bagrodia	29/03/1994	—
3	Mr. Kaushal Atul Mehta	31/10/2002	31/07/2018
4	Mr. Satyanarayan Parmanand Kabra	08/11/2016	—
5	Mr. Machhindra Patil	31/07/2018	—

During the year under review, 6 (Six) Board meetings were held, details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Date of Meeting	No. of Directors attended the meeting
30/05/2018	4
31/07/2018	4
23/08/2018	4
31/10/2018	4
31/01/2019	4
27/02/2019	4

**Audit Committee**

The Board of Directors has constituted an Audit Committee and empowered the committee to deal with all such matters which it may consider appropriate to perform as audit committee including items specified in Section 177(4) of the Companies Act, 2013 (as may be modified/amended from time to time) and such matters as may be assigned from time to time by the Board of Directors. The details of composition, meetings and attendance of the Meetings of the Audit Committee are as under:-

Sr. No.	Name	Category	Designation	No. of Meetings	
				Held	Attended
1	Mr. Kaushal Atul Mehta*	Independent Non-Executive	Chairman	4	2
2	Mrs. Shailja Bagrodia	Non-Executive	Member	4	4
3	Mr. Satyanarayan Kabra	Independent Non-Executive	Chairman	4	4
4	Mr. Machhindra Patil	Independent Non-Executive	Member	4	2

\*Mr. Kaushal Mehta resigned w.e.f. 31.07.2018

There have been no instances of non-acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

**Nomination and Remuneration Committee**

The Board constituted Nomination and Remuneration committee. The Committee has formulated a Nomination and Remuneration Policy.

**Director's Responsibility statement:**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2019 and state that :

- (i) in the preparation of the Annual Account, the applicable Accounting standards have been followed with proper explanation relating to material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view and of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;

- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be following by the company and that such internal financial controls are adequate and operating effectively: and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**Risk Management Policy**

The Company's risk management framework is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with group's best practices and guidelines and in line with the local laws and regulations. The Board of Directors has oversight on all the risks assumed by the Company. The business activities are undertaken within this defined policy framework.

**Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:**

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Nomination and Remuneration Committee oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as Executive and Non - executive Directors, Independent Directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programs for Directors and the senior management. The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees' and of individual Directors.

**Particulars of loans, guarantees or investments under section 186:**

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

**Particulars of Employee:**

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**Corporate Governance and Management Discussion and Analysis Report:**

This is not applicable/ mandatory as per requirement of applicability of Regulation 15 of SEBI (Listing obligation and disclosure requirements) Regulations, 2015.

**Related Party Transactions:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Hence form AOC - 2 is not applicable to the Company.

**Acknowledgement:**

Your Directors would like to express their appreciation for co-operation and assistance received from the shareholders, bankers, government authorities and employees during the year under review.

On behalf of the Boards of Directors

Sd/-

Place : Mumbai  
Dated : 28/08/2019

Santkumar Bagrodia  
Chairman

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

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

Of

**GSL Securities Limited**

[Pursuant to Section 92(3) of the Companies Act, 2013

And

Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L65990MH1994PLC077417									
ii)	Registration Date	29/03/1994									
iii)	Name of the Company	<b>GSL Securities Limited</b>									
iv)	Category of the Company Sub Category of the Company	Company limited by shares Indian Non-government Company									
v)	Address of the Registered office	1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034, Maharashtra. Tel : 022 - 23516166 Email: <a href="mailto:gslsecuritiesltd@gmail.com">gslsecuritiesltd@gmail.com</a>									
vi)	Whether shares listed Company If yes, details of stock exchanges where shares are listed	Yes <table border="1"> <thead> <tr> <th>SN</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Bombay Stock Exchange</td> <td>530469</td> </tr> <tr> <td></td> <td>Calcutta Stock Exchange</td> <td>17060</td> </tr> </tbody> </table>	SN	Stock Exchange Name	Code	1	Bombay Stock Exchange	530469		Calcutta Stock Exchange	17060
SN	Stock Exchange Name	Code									
1	Bombay Stock Exchange	530469									
	Calcutta Stock Exchange	17060									
vii)	Name, Address and Contact details of Registrar & Transfer Agents ( RTA )	<b>Purva Sharegistry India Pvt. Ltd.</b> Gala No.9, Shiv Shakti Industrial Estate, Opp. Kasturba Hospital Lane, J R Boricha Marg, Lower Parel (East) Mumbai - 400 011. Tel: 022-23016761 Fax: 022-23012517 Email : <a href="mailto:support@purvashare.com">support@purvashare.com</a>									

**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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding activities	64990	Nil

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

[No. of Companies for which information is being filled]

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
Not Applicable			



**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 [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1010400	--	1010400	31.09	1010400	--	1010400	31.09	--
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	320500	—	320500	9.86	320500	—	320500	9.86	—
e) Banks / FI									
f) Any other	—	—	—	—	—	—	—	—	—
<b>Total shareholding of Promoter (A)</b>	<b>1330900</b>	<b>—</b>	<b>1330900</b>	<b>40.95</b>	<b>1330900</b>	<b>—</b>	<b>1330900</b>	<b>40.95</b>	<b>—</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>				<b>N.A.</b>					
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	720441	7500	727941	22.40	720966	7500	728466	22.41	0.02
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	522871	402100	924971	28.46	519544	392900	912444	28.08	-0.39
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	217992	0	217992	6.71	229394	0	229394	7.06	0.35
<b>c) Others (specify)</b>	—	—	—	—	—	—	—	—	—
Non resident Indian	1179	—	1179	0.04	1179	—	1179	0.04	—
Hindu undivided Family	18562	0	18562	0.57	19162	0	19162	0.59	0.02
Clearing Members	3055	—	3055	0.10	3055	—	3055	0.10	—
Director or Director's Relatives	25400	—	25400	0.78	25400	—	25400	0.78	—
<b>Sub-total (B)(2):-</b>	<b>1509500</b>	<b>409600</b>	<b>1919100</b>	<b>59.05</b>	<b>1518700</b>	<b>400400</b>	<b>1919100</b>	<b>59.05</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>1509500</b>	<b>409600</b>	<b>1919100</b>	<b>59.05</b>	<b>1518700</b>	<b>400400</b>	<b>1919100</b>	<b>59.05</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	—	—	—	—	—	—	—	—	—
<b>Grand Total (A+B+C)</b>	<b>2840400</b>	<b>409600</b>	<b>3250000</b>	<b>100.00</b>	<b>2849600</b>	<b>400400</b>	<b>3250000</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Share Holding of Promoters:**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shailja Bagrodia	403700	12.42	—	403700	12.42	—	—
2	Sant Kumar Bagrodia	354400	10.90	—	354400	10.90	—	—
3	Nalini Stockbrokers Pvt.Ltd.	320500	9.86	—	320500	9.86	—	—
4	Kumaar Bagrodia	251500	7.74	—	251500	7.74	—	—
5	Sandeep Goenka	400	0.01	—	400	0.01	—	—
6	Archana Sandeep Goenka	200	0.01	—	200	0.01	—	—
7	Sarita Ashok Dalmia	200	0.01	—	200	0.01	—	—

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**
**NO**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	At the beginning of the year	1330900	40.95%	1330900	40.95%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year			1330900	40.95%

**iv) Shareholding Pattern of top ten Shareholders:**
**(other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	<b>At the beginning of the year</b>				
1	Mangalam Exim Private Limited	332500	10.23	332500	10.23
2	Shree Kumar Mangalam Traders Pvt. Ltd.	245000	7.53	245000	7.53
3	Aranik Securities Pvt Ltd	54681	1.68	54681	1.68
4	Harshit A Shah (8)	52247	1.60	52247	1.60
5	Vinita Sunil Patodia (9)	41761	1.28	41761	1.28
6	Sobhagya Mercantile Ltd	39200	1.20	39200	1.20
7	Jawaharlal M Shah (11)	34737	1.06	34737	1.06
8	Satyanarayan Kabra (12)	25400	0.78	25400	0.78
9	Shweta A Shah (13)	21479	0.66	21479	0.66
10	Fashion Brands India Pvt Ltd	18930	0.58	18930	0.58
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NA	NA	NA	NA

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

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of totalShares of thecompany	No. of Shares	% of totalShares of thecompany
	At the beginning of the year	783500	24.11%	783500	24.11%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /Decrease (e.g. allotment / transfer / bonus/ sweat equity etc): <b>Appointment of new Director</b>	--	--	--	--
	At the end of the year			<b>783500</b>	<b>24.11%</b>

**V. INDEBTEDNESS -**

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- NIL**

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

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager Mr. Sant Kumar Bagrodia (MD)	TotalAmount (Rs.In Lacs)
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) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	6,00,000 - -	6,00,000 - -
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	15,000	15,000
	Total (A)	6,15,000	6,15,000
	Ceiling as per the Act	60,00,000	60,00,000

B. Remuneration to other directors

NIL

SN	Particulars of Remuneration	Name of Directors			TotalAmount
		---	---	---	
1	<b>Independent Directors</b> Fee for attending board committee meetings Commission Others, please specify Total (1)				
2	<b>Other Non-Executive Directors</b> Fee for attending board committee meetings Commission Others, please specify Total (2) Total (B)=(1+2) Total ManagerialRemuneration Overall Ceiling as per the Act				



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD N.A.**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	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) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	1.93	N.A.	N.A.
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit others, specify...				
5	Others, please specify				
	<b>Total</b>		<b>1.93</b>		<b>1.93</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type		Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A.</b>	<b>COMPANY</b> Penalty					
	Punishment Compounding					
<b>B.</b>	<b>DIRECTORS</b> Penalty					
	Punishment					
	Compounding					
<b>C.</b>	<b>OTHER OFFICERS IN DEFAULT</b> Penalty					
	Punishment					
	Compounding					



ANNEXURE - B

Form No. MR-3

SECRETARIAL AUDIT REPORT

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule*

*No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2019

To,  
The Members,  
**GSL Securities Limited**  
(L65990MH1994PLC077417)  
25/26, 1<sup>st</sup> Floor,  
Tardeo AC Market Building,  
Tardeo Road, Mumbai- 400 034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GSL Securities Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

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

**We further report that** the compliance with the applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance of future viability of the Company nor a confirmation of efficient management by the Company.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31,

2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings – **NOT APPLICABLE**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and as amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – **NOT APPLICABLE**;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **NOT APPLICABLE**;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **NOT APPLICABLE**;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **NOT APPLICABLE**;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 -

**- NOT APPLICABLE;**

(vi) The Management has identified and confirmed the following laws specifically applicable to the Company:

- a) The Reserve Bank of India Act, 1934
- b) Prevention of Money Laundering Act, 2002
- c) RBI Regulations issued for Non-Banking Financial (Non Deposit accepting and Holding) Companies.
- d) All guidelines, circulars and notifications issued by the Reserve Bank of India for Non-Banking Financial Companies.

**The Reserve Bank of India has passed an order dated 11<sup>th</sup> September, 2018 for cancellation of the Certificate of Registration No. 13.00576 dated 31.03.1998 issued to the Company for Non-Banking Financial Company under section 45-I of the Reserve Bank of India Act, 1934. The Company has made an application for Appeal against the said order of RBI and the matter is pending as on date.**

(vii) Other than fiscal, labour and environmental laws which are generally applicable to all construction companies, the following laws/acts are also, inter alia, applicable to the Company:

- a) The Environment Protection Act, 1986
- b) The Indian Contract Act, 1872
- c) The Indian Registration Act, 1908
- d) The Indian Stamps Act, 1899

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR).

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

1. The Company has been suspended from Calcutta Stock Exchange which was listed since 15-06-

1995 vide Scrip Code 017060 due to non-payment of Annual Listing Fee. The matter is pending as on date.

2. There were two correspondences pending to be uploaded/communicated to the Bombay Stock Exchange on BSE Listing Center during the year financial year ended 31<sup>st</sup> March, 2019.
3. The Company was required to appoint Key Managerial Personnel for the financial year ended 31<sup>st</sup> March, 2019 as per section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and :
  - a) The Company had appointed Mr. Mahesh Purohit as the Company Secretary of the Company on 01-10-2018, who had resigned from the Company on 27-02-2019. The Company has appointed Ms. Deepti Paliwal as the Company Secretary w.e.f. 14-06-2019.
  - b) The Company has appointed Ms. Swara Kanade as the CFO on 13-06-2019 after the end of the financial year ended on 31<sup>st</sup> March, 2019.

**We further report that** the compliance by the Company of the applicable financial laws including Direct and Indirect Tax Laws and maintenance of the financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by Statutory Financial Audit and other designated professionals.

**We further report that:**

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful

participation at the meeting.

- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no specific events or actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having any bearing on the company's affairs viz.,

- (i) Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.;
- (ii) Redemption / buy-back of securities;
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.;
- (v) Foreign technical collaborations or

This report is to be read with the letter of even date which is annexed as **Annexure – I** which forms an integral part of this report.

**CS Dipti Chandratre**  
Practicing Company Secretary  
Membership No. 28786  
COP No. 10987

Place : Nashik  
Date : 27<sup>th</sup> August, 2019

**Annexure- I**

To,  
The Members,  
**GSL Securities Limited**

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

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

**CS Dipti Chandratre**  
Practicing Company Secretary  
Membership No. 28786  
COP No. 10987

Place : Nashik  
Date : 27<sup>th</sup> August, 2019

## **INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF**

**GSL SECURITIES LIMITED**

***Report on the Audit of Standalone Financial Statements***

### ***Opinion***

We have audited the accompanying Ind AS financial statements of GSL SECURITIES Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred to as "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 (financial position) of the Company as at March 31, 2019, and loss (financial performance), 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 Act. 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 standalone financial statements under the provisions of the Act 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.

### **Key Audit Matters**

Key audit matters are those matters that, in our

professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

### **Other Information**

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the 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 and, in doing so, consider whether the other information is materially inconsistent with the financial statement 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 the fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) 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 of 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 Standalone Financial Statements***

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements including the disclosures, and whether the standalone 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.

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, 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 appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion the aforesaid Ind As Financial

Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standard) Rules 2015 as amended.

- e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-B.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the 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, we report that:
  - i) The Company does not have any pending litigations which would impact its financial position other than those mentioned in notes to accounts.
  - 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 Investors Education and Protection Fund by the Company.

For **VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Registration No. 111426W

**Sd/-**  
(Suresh G. Kothari)

**Partner**  
**M.No.047625**

Place: Mumbai  
Date: 30<sup>th</sup> May, 2019

**ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in paragraph 1 under the 'Report on Other Legal and Regulatory Requirements' our report to the members of GSL SECURITIES LIMITED, ('the Company') for the year ended on March 31, 2019. We report that:-

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The assets have been physically verified by the Management at the end of the year. In our opinion, the frequency of verification is adequate and no material discrepancies were noticed on such verification.
- c) The title deeds of immovable property are held in the name of the company.
- ii. The nature of business does not require it to have any inventory hence provisions of Clause 3(ii) of the aforesaid order are not applicable to the company.
- iii. According to information and explanations given to us, The Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act, hence clause (iii) of the said order is not applicable to company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under Section 185 and 186 and hence provisions of Clause 3(iv) of the aforesaid Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the

meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

- vi. In our opinion and according to the information and explanations given to us maintenance of cost records under sub-section (1) of the Section 148 of the Companies Act, 2013 has not been prescribed by the government.
- vii. a) According to the information and explanation given to us and as per the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales tax, Goods and Service Tax, wealth tax, duty of customs, duty of excise, value added tax or cess and other statutory dues were outstanding, as at 31-03-2019, for a period of more than six months from the date they became payable.
- b) According to the records of the Company and information and explanations given to us no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Service Tax or cess that have not been deposited on account of any disputes.
- viii. According to the information and explanation given to us and as per the records of the Company, the Company has not taken any loans or borrowings from financial institution, bank, Government or Debenture holders. Hence, provisions of clause (viii) are not applicable to the Company.



- ix. The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans and hence provisions of Clause 3(ix) of the aforesaid Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi. The company has not paid/provided any managerial remuneration in the current year and hence provisions of Clause 3(xi) of the aforesaid order are not applicable to the company.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to the Company and hence provisions of Clause 3(xii) of the aforesaid Order are not applicable to the Company.
- xiii. Based on our audit procedures and according to the information and explanations given to us by the management, transactions with the related parties are in compliance with Sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence provisions of Clause 3(xiv) of the aforesaid Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or the persons connected with him and hence provisions of Clause 3(xv) of the aforesaid Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45IA of the Reserve Bank of India Act, 1934.

For **VIJAY R. TATER & CO.**

Chartered Accountants  
Firm Registration No. 111426W

**Sd/-**

(Suresh G. Kothari)

**Partner**

**M.No.047625**

Place: Mumbai

Date: 30<sup>th</sup> May, 2019

**ANNEXURE-B TO INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in paragraph 2(f) under the 'Report on Other Legal and Regulatory Requirements' our report to the members of GSL SECURITIES LIMITED, ('the Company') for the year ended on March 31, 2019.

***Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Act***

*We have audited internal financial controls over financial reporting of **GSL SECURITIES LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year then ended on that date.*

***Management's Responsibility for the 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities includes design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, the safeguarding of the 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 Act.

***Auditor's Responsibility***

Our responsibility is to express an opinion on 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 deemed to be prescribed under Section 143(10) of the Act 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 ICAI. Those Standards and Guidance note require that we comply with ethical requirements and plan and perform 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 procedure 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 controls based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 a reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external

purpose 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 the transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised 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 control 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 aspects,

an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Registration No. 111426W

**Sd/-**  
(Suresh G. Kothari)

**Partner**  
**M.No.047625**

Place: Mumbai

Date: 30<sup>th</sup> May, 2019



## BALANCE SHEET AS AT 31st March, 2019

GSL  
SECURITIES  
LIMITED

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>(1) ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	1	-	3,184
(b) Financial Assets			
(i) Investments	2	7,991,589	55,426,440
<b>(2) Current assets</b>			
(a) Financial Assets			
(i) Cash and cash equivalents	3	46,223,138	5,078,884
(b) Current Tax Assets (Net)	4	5,890,735	-
(c) Other current assets	5	2,125,448	16,780
<b>Total Assets</b>		<b>62,230,910</b>	<b>60,525,288</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	6	32,500,000	32,500,000
(b) Other Equity	7	27,920,087	22,575,774
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
(a) Provisions	8	39,888	18,150
(b) Current Tax Liabilities (Net)	9	1,770,935	5,431,364
<b>Total Equity and Liabilities</b>		<b>62,230,910</b>	<b>60,525,288</b>

See accompanying notes to the financial statements

As per our report of even date,  
For **VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Reg. No 111426W  
Sd/-  
**Suresh G. Kothari**  
Partner  
Membership No. 047625  
Place : Mumbai  
Date : 30.05.2019

For and on behalf of the board of Directors

Sd/-  
**S.K. BAGRODIA**  
Managing Director  
DIN: 00246168

Sd/-  
**SHAILJA BAGRODIA**  
Director  
DIN: 00246710

**STATEMENT OF PROFIT AND LOSS FOR THE  
PERIOD ENDED 31ST MARCH, 2019**
**GSL  
SECURITIES  
LIMITED**

Particulars	Note No.	2018-19	2017-18
I Revenue From Operations			
II Other Income	10	39,536,352	2,638,706
III Total Income (I+II)		39,536,352	2,638,706
IV <b>EXPENSES</b>			
Employee benefits expense	11	1,152,967	535,851
Depreciation and amortization expense		3,184	3,358
Bad Debts Written off		12,639,262	-
Other expenses	12	1,538,874	708,076
Total expenses (IV)		15,334,287	1,247,285
V Profit/(loss) before exceptional items and tax (I- IV)		24,202,065	1,391,421
VI Exceptional Items: Reversal of Provision for Doubtful Debts on NPA		12,639,262	-
VII Profit/(loss) before tax (V-VI)		36,841,327	1,391,421
VIII Tax expense:			
(1) Current tax		178,218	282,724
(2) Taxation of earlier year		-243,137	-
(3) Deferred tax		-	-
IX Profit (Loss) for the period from continuing operations (VII-VIII)		36,906,246	1,108,697
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		36,906,246	1,108,697
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-34,982,987	3,953,979
(ii) Income tax relating to items that will not be reclassified to profit or loss		-3,421,054	1,018,150
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit / (Loss) and Other Comprehensive Income for the period)		5,344,313	4,044,526
XVI Earnings per equity share (for continuing operation):			
(1) Basic		1.64	1.24
(2) Diluted		1.64	1.24
XVII Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII Earnings per equity share(for discontinued & continuing operations)			
(1) Basic		1.64	1.24
(2) Diluted		1.64	1.24

**See accompanying notes to the financial statements**

As per our report of even date,  
For **VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Reg. No 111426W  
Sd/-  
**Suresh G. Kothari**  
Partner  
Membership No. 047625  
Place : Mumbai  
Date : 30.05.2019

For and on behalf of the board of Directors

Sd/-  
**S.K. BAGRODIA**  
Managing Director  
**DIN: 00246168**

Sd/-  
**SHAILJA BAGRODIA**  
Director  
**DIN: 00246710**



**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

**GSL  
SECURITIES  
LIMITED**

	For the Year Ended March 31, 2019		For the Year Ended March 31, 2018	
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit / (Loss) after tax		36,906,246		1,108,697
Adjustments for :				
- Depreciation	3,184		3,358	
- Reversal of Provision for Doubtful debts of NPA A/cs	-12,639,262		-	
- Bad Debts written off During the year	12,639,262			
- Interest received	-2,480,213		-155,548	
- Profit / Loss on Sale of Shares	-36,937,630		-1,771,152	
- Dividend received	-118,509	(39,533,168)	-712,006	(2,635,348)
<b>Operating Profit / (Loss) before working capital changes</b>		(2,626,922)		(1,526,651)
<b>(Increase)/Decrease in current assets</b>				
Current Tax Assets (Net)	-5,890,735		27,794	
Other Current Assets	10,530,594		34,581	
<b>Increase/(Decrease) in current liabilities</b>				
Trade Payables	21,738		-1,600	
Current Tax Liability (Net)	(239,375)	4,422,222	239,375	300,150
<b>Net Cash used in Operating Activities</b>		1,795,300		(1,226,501)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Investment in Shares	-		-777,569	
Sale of Shares	49,389,494		3,157,732	
Dividend received	118,509	49,508,003	712,006	3,092,169
<b>Net Cash Generated From Investing Activities</b>		49,508,003		3,092,169
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Reversal of Provision for Doubtful debts of NPA A/cs	(12,639,262)		-	
Interest Received	2,480,213		155,548	
<b>Net Cash from Financing Activities</b>		(10,159,049)		155,548
<b>Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)</b>		<b>41,144,254</b>		<b>2,021,216</b>
<b>Cash and Cash Equivalents (Opening Balance)</b>		5,078,885		3,057,669
<b>Cash and Cash Equivalents (Closing Balance)</b>		<b>46,223,139</b>		<b>5,078,885</b>

Notes: 1) Previous year figures have been regrouped and recast wherever necessary to confirm to the current period classification.

As per our report of even date,  
For **VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Reg. No 111426W  
Sd/-  
**Suresh G. Kothari**  
Partner  
Membership No. 047625  
Place : Mumbai  
Date : 30.05.2019

For and on behalf of the board of Directors

Sd/-  
**S.K. BAGRODIA**  
Managing Director  
DIN: 00246168

Sd/-  
**SHAILJA BAGRODIA**  
Director  
DIN: 00246710

## Notes to the Financial Statements for the year ended 31st March, 2019

### 1. Corporate information:

GSL Securities Limited (the Company) is domiciled in India and is incorporated under the provisions of the Companies Act, 1956 applicable in India. The registered office of the Company is located at 25 & 26, 1st Floor, AC Market Building, Tardeo, Mumbai - 400 034, India.

### 2. Basis of Preparation of Financial Statements:

These financial statements of the Company have been prepared in accordance with Ind AS prescribed under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015, the companies (Indian Accounting Standards) Amendment Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2017.

#### Basis of Measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, which have been measured at fair value as described below :

#### Fair Value Measurement

The Company measures certain financial instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- 1) In the principal market for the asset or liability, or
- 2) In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair value for measurement and /or disclosure purpose in these financial statements is determined on such basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

For other fair value related disclosures refer note no 16.

### **3. SIGNIFICANT ACCOUNTING POLICIES:**

#### **A. Property, Plant and Equipment**

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **B. Capital work in progress**

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed. Revenue generated from production during the trial period is credited to capital work in progress.

#### **C. Depreciation**

Depreciation on tangible Assets has been provided on the WDV method over the useful life of assets in accordance with Schedule II of the Companies Act, 2013. Depreciation for assets purchased /sold during a period is proportionately charged. Assets are amortized over their respective individual estimated useful lives on a written down basis, commencing from the date the asset is available to the Company for its use.

The estimated useful lives for the fixed assets as per Schedule II of the Act are as follows:

- Office Equipment : 5 years



- Computer System & Peripherals : 3 years
- Furniture & Fixtures : 10 years
- Electrical Installations : 10 years

**D. Intangible assets**

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

**E. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**(I) Financial assets**

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories :

- (a) Debt instruments and investment in Preference Shares at amortised cost.
- (b) Debt instruments and investment in Preference Shares at fair value through profit or loss (FVTPL).
- (c) Equity instruments measured at fair value through other comprehensive income (FVTOCI).
- (d) Debt instruments and Investment in Preference Shares at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the profit or loss.

- (b) Debt instruments and investment in Preference Shares at fair value through profit or loss (FVTPL):  
Instruments which are held for trading are classified as at FVTPL. Preference instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.
- (c) Equity instruments measured at fair value through other comprehensive income (FVTOCI):  
For all equity instruments other than the ones classified as at FVTPL, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

#### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when the rights to receive cash flows from the asset have expired.

#### **Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 11 and Ind-AS 18. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

#### **(II) Financial liabilities**

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, financial guarantee contract payables, or derivative instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

#### **F. Revenue Recognition :**

- a) All incomes and expenditure are accounted for on accrual basis unless otherwise stated.
- c) Dividend on shares and securities is recognized when the right to receive the dividend is established.
- e) Other items of revenue are recognised in accordance with the Ind-AS 18 Revenue. Accordingly, wherever there are uncertainties in the ascertainment / realisation of income such as interest from parties (including the financial condition of the party from whom the same is to be realized), the same is not accounted for.

#### **G. Earnings per Share (EPS) :**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax (after providing the post tax effect of any extra ordinary items). The number of shares used in computing Basic EPS is the weighted average number of equity shares outstanding during the year.

#### **H. Taxation :**

Current Tax: A provision for current income tax is made on the taxable income using the applicable tax rates and tax laws.

Deferred Tax: Deferred tax arising on account of timing differences and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are not recognized unless there is a virtual certainty with respect to the reversal of the same in future.

Deferred Tax on Comprehensive Income: Deferred tax arising on account of difference between fair value and cost of Financial Assets which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted.

**I. Impairment of Assets :**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount

Impairment losses are recognised in the statement of profit and loss.

**J. Provisions and Contingencies :**

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

**K. Employee Benefits:**

The company has not provided for Gratuity and Leave encashment benefits till 31.03.2019. The retirement benefits will be debited as and when paid.

**L. Foreign Exchange Transactions:-**

a) Transactions in Foreign Currency are accounted at the exchange rate prevailing on the date of Transactions. Exchange fluctuations between the transaction date and the settlement date in respect of Revenue Transactions are recognized in Profit & Loss Account.

b) All export proceeds not realised at the year end are restated at the rate prevailing at the year end. The exchange difference arising there from has been recognised as income / expenses in the Current Year's Profit & Loss A/c along with underlying transaction.

c) The premium or discount arising at the inception of forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognised as income or as expense for the year. None of the forward exchange contracts are taken for trading or speculation purpose.

**M. Borrowing Costs:-**

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

**N. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

1 PROPERTY, PLANT & EQUIPMENT										
(in Rupees)										
Description	GROSS BLOCK			DEPRECIATION/AMORTIZATION/ DEPLETION			NET BLOCK			
	As at 1/4/2018	Adjustments / Additions	Adjustments /Deductions	As at 31/3/2019	As at 1/4/2018	For the Year	Adjustments /Deductions	As at 31/3/2019	As at 31/3/2018	
<b>Tangible Assets:</b>										
<b>Own Assets:</b>										
Plant & Machinery	2,724,360	-	-	2,724,360	2,724,360	-	-	2,724,360	-	-
Furniture & Fixtures	24,358	-	-	24,358	21,174	3,184	-	24,358	-	3,184
Equipment	593,313	-	-	593,313	593,313	-	-	593,313	-	-
<b>Sub-Total</b>	<b>3,342,031</b>	-	-	<b>3,342,031</b>	<b>3,338,847</b>	<b>3,184</b>	-	<b>3,342,031</b>	-	<b>3,184</b>
Leased Assets:										
Plant & Machinery	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)</b>	<b>3,342,031</b>	<b>-</b>	<b>-</b>	<b>3,342,031</b>	<b>3,338,847</b>	<b>3,184</b>	<b>-</b>	<b>3,342,031</b>	<b>-</b>	<b>3,184</b>
Intangible Assets:										
Software										
Others										
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>3,342,031</b>	<b>-</b>	<b>-</b>	<b>3,342,031</b>	<b>3,338,847</b>	<b>3,184</b>	<b>-</b>	<b>3,342,031</b>	<b>-</b>	<b>3,184</b>
Capital Work-in-Progress										
Intangible Assets under Development										

**Notes to Financial Statements for the  
year ended 31 March, 2019**
**GSL  
SECURITIES  
LIMITED**
**2 Non-Current Investments**

	Face Value (Rs.)	As at March 31, 2019		As at March 31, 2018	
		Quantity Nos.	Rs.	Quantity Nos.	Rs.
<b>Other Investments</b>					
<b>Investment measured at fair value through other comprehensive income</b>					
<b>In Equity Shares - Quoted, Fully paid up</b>					
Grasim Industries Ltd					
- Aditya Birla Nuvo Limited with Grasim (Formerly Indogulf Fertilisers Limited)	2	-	-	1,500	1,581,150
Aditya Birla Fashion and Retail Limited	10	-	-	5,200	782,860
Aditya Birla Capital	10	2,100	205,065	2,100	306,285
Aditya Lime Industries Limited	10	-	-	6,500	-
Aluminium Industries Limited	10	-	-	2,000	-
Ambuja Cements Limited	2	-	-	400	93,320
Amrut Industries Limited	10	-	-	2,000	-
Asia Corp Securities Limited	10	-	-	2,000	-
Atash Industries (I) Limited	10	-	-	2,000	-
Avikem Resins Limited	10	-	-	2,000	-
Baffin Engineering Projects Limited	1	-	-	10,000	3,200
Celeste International Limited	10	-	-	2,000	-
Consolidated Fibres & Chemicals Limited	10	-	-	5,500	-
Coffee Day Enterprises Ltd.	10	1,000	289,050	1,000	303,500
Crescent Finstock Ltd.	10	-	-	1	-
DCL Maritech Limited	10	-	-	1,000	-
Pacheli Industrial Finance Ltd. (Formerly Dhoot Industries Limited)	10	-	-	6,000	43,800
Digvijay Finlease Limited	10	-	-	375	-
Dynasty Financial Corporation Limited	10	-	-	2,000	-
Enkay Texofood Industries Limited	10	-	-	4,400	-
Finolex Industries Limited	10	-	-	5,000	3,256,500
Futuristic offshore Services & Chemical Ltd.					



## GSL SECURITIES LIMITED

(Formerly Ganesh Anhydride Limited)	10	-	-	1,800	-
Gujarat Composite Limited	10	-	-	116	-
Gujarat Sidhee Cement Limited	10	12,500	290,000	12,500	335,000
Himachal Futuristic Communication Ltd	1	-	-	1,140	29,526
Hindalco Industries Limited	1	78	16,017	16,078	3,443,908
ICICI Bank Limited	2	-	-	1,925	535,920
Indian Magnetics Limited	10	-	-	2,000	-
Integra Engineering (I) Ltd.	10	1,000	53,950	1,000	-
(Formerly Schlafhorst Engineering (I) Limited)					
ISMT Ltd.	5	-	-	5,000	45,250
(Formerly Indian Seamless Metal Tubes Limited)					
Ispat Profiles (I) Limited	10	-	-	2,250	-
ITC Limited (SOLD 400 )	1	-	-	80,600	20,625,540
Jattashankar Industries Ltd.	10	3,000	42,450	3,000	67,800
(Formerly Jatta Poly-Yarn Limited)					
Jai Prakash Power Ventures Limited	10	-	-	1,000	4,800
(Formerly Jai Prakash Hydro Power Limited)					
Jai Prakash Associates Ltd.	2	-	-	1,500	28,425
(Formerly Jaypee Hotels Limited)					
J.M. Financial Limited	1	-	-	32,500	4,184,375
(Formerly Jyothi Consumer Products Ltd)					
Kanan Steels Limited	10	-	-	13,000	-
Kayel Syntex Limited	10	-	-	4,500	-
Kings International Limited	10	-	-	3,600	-
(Formerly Satnam Overseas Limited)					
Lee & Nee Software (Exports) Limited	10	100	133	100	294
Libord Finance Limited	10	200	2,070	200	2,850
(Formerly Libord Infotech Ltd)					
Madras Motor Finance & Guarantee Co. Limited	10	-	-	5,000	-
Magna Industries & Exports Limited	10	-	-	10,600	-
Mayo Hospitals Limited	10	-	-	6,200	-
Midwest Iron & Steel Co. Limited	10	-	-	2,500	-
Multicolour Offset Limited	10	-	-	2,000	-
MW Unitexx Ltd.	10	-	-	150	-
(Formerly S. Kumar Unitexx Ltd.)					
Nagarjuna Granites Limited	10	-	-	1,000	-
National Thermal Power Corporation Limited	10	-	-	251	42,595

NTPC (Fixed Int. Bond) - 8.49%		-	-	251	-
NCL Industries Limited	10	200	29,060	200	43,610
Nirlon Limited	10	-	-	5,125	1,022,438
Norris Medicines Limited	10	1,470	8,894	1,470	24,564
Pentafour Products Limited	10	-	-	4,000	-
Penta Bio-Tech Limited	10	-	-	2,000	-
Punjab Wireless Systems Limited	10	-	-	400	-
Rajasthan Balls & Bearings Limited	10	-	-	2,500	-
Rajinder Alloys Limited	10	-	-	1,000	-
Sagar Cement Limited	10	-	-	435	402,179
Samtel Colour Limited	10	-	-	1,200	492
Satnam Exports (India) Ltd	10	-	-	2,000	-
Saurashtra Cement Limited	10	-	-	5,000	347,500
Siddha Ventures Limited (Formerly IFB Securities Limited)	10	-	-	10,000	4,300
Shrishma Fine Chemicals & Pharmaceuticals Ltd.	10	-	-	2,000	-
Skyline NEPC Limited	10	-	-	6,000	-
Sri Chakra Cements Ltd.	10	-	-	360	-
Super House Limited	10	50	6,100	50	6,385
Supplimentary Food (I) Limited	10	-	-	2,000	-
Tata Chemicals Limited	10	-	-	8,000	5,414,000
The Indian Hume Pipe Co.	2	24,000	7,048,800	37,500	11,743,125
Timken India Limited	10	-	-	1,000	700,950
Topline Shoes Limited	10	-	-	4,000	-
Umi Special Steel Limited (Formerly Bihar Alloys Steels Limited)	10	-	-	15,800	-
Vishwas Steels Limited	10	-	-	2,000	-
Vitta Mazda Limited	10	-	-	2,000	-
Western India Shipyard Ltd	2	-	-	5,000	-
<b>Total Non-Current Investments</b>			<b>7,991,589</b>		<b>55,426,440</b>
Cost Price of Quoted			1,180,301		13,632,165
Cost Price of Unquoted			-		-
			<b>1,180,301</b>		<b>13,632,165</b>
Difference			<b>6,811,288</b>		<b>41,794,275</b>



**Notes to Financial Statements for the  
year ended 31 March, 2019**

**GSL  
SECURITIES  
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	As at March 31, 2019	As at March 31, 2018
<b>1.1 Category-wise Non Current Investment</b>		
Financial Assets measured at cost	-	-
Financial Assets carried at Amortised cost	-	-
Financial Assets measured at Fair Value through Other Comprehensive Income	7,991,589	55,426,440
Financial Assets measured at Fair Value through Profit and Loss	-	-
<b>Total Non-Current Investments</b>	<b><u>7,991,589</u></b>	<b><u>55,426,440</u></b>
<b>2 CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	4,873	31,131
Balance with Banks :		
- On Current Accounts	3,662,915	2,215,927
- In Fixed Deposit with UBI	42,555,350	2,831,826
<b>Total</b>	<b><u>46,223,138</u></b>	<b><u>5,078,884</u></b>
<b>3 CURRENT TAX ASSETS (NET)</b>		
At start of the year	-	-
Charge for the year	(178,218)	-
Others - MAT Tax Credit	4,581,150	-
Tax paid during the year	1,487,803	-
<b>Total</b>	<b><u>5,890,735</u></b>	<b><u>-</u></b>
<b>4 OTHER CURRENT ASSETS</b>		
Bills Receivable	-	1,998,790
Loans & Advances	-	10,639,472
Plant & Machinery on Lease	-	1,000
	-	12,639,262
Less: Provision for Doubtful Debts of NPA	-	12,639,262
Interest accrued on FD	2,125,448	16,780
<b>Total</b>	<b><u>2,125,448</u></b>	<b><u>16,780</u></b>



**Notes to Financial Statements for the  
year ended 31 March, 2019**
**GSL  
SECURITIES  
LIMITED**

	As at March 31, 2019		As at March 31, 2018	
	Quantity Nos.	Rs.	Quantity Nos.	Rs.
<b>5 SHARE CAPITAL</b>				
<b>Authorised share capital</b>				
Equity Shares of Rs. 10/- each	5,250,000	52,500,000	5,250,000	52,500,000
		<u>52,500,000</u>		<u>52,500,000</u>
<b>Issued Capital :</b>				
Equity Shares of Rs. 10/- each	3,250,000	32,500,000	3,250,000	32,500,000
		<u>32,500,000</u>		<u>32,500,000</u>
<b>Subscribed and fully paid up Capital :</b>				
Equity Shares of Rs. 10/- each	3,250,000	32,500,000	3,250,000	32,500,000
<b>Total</b>		<u>32,500,000</u>		<u>32,500,000</u>

**5.1 Reconciliation of Equity Shares outstanding at the beginning and at the end of the year :**

	No.of Shares	Rs.	No.of Shares	Rs.
<b>Shares outstanding at the beginning of the year</b>	3,250,000	32,500,000	3,250,000	32,500,000
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
<b>Shares Outstanding at the end of the year</b>	<u>3,250,000</u>	<u>32,500,000</u>	<u>3,250,000</u>	<u>32,500,000</u>

**5.2 Terms/Rights attached to equity shares:**

The company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

During the year ended 31st March 2019, the amount of per share dividend recognized as distributions to equity shareholders was Rs. Nil (31st March 2018 Rs. Nil)

**5.3 Details of Equity shareholders holding more than 5 % shares in the Company**

	No.of Shares held	% of holding	No.of Shares held	% of holding
Shailja Bagrodia	403,700	12.42	403,700	12.42
Mangalam Exim Pltd	332,500	10.23	332,500	10.23
Nalini Stock Brokers Pvt Ltd	320,500	9.86	320,500	9.86
Kumaar Bagrodia	251,500	7.73	251,500	7.73
Shree Kumar Mangalam Traders Pvt Ltd	245,000	7.53	245,000	7.53
Sant Kumar Bagrodia	196,500	6.04	196,500	6.04
		40.24		40.24



Notes to Financial Statements for the  
year ended 31 March, 2019

**GSL  
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	As at March 31, 2019	As at March 31, 2018
<b>6 OTHER EQUITIES</b>		
<u>Retained Earnings</u>		
As Per last Balance Sheet	(14,026,512)	(15,135,209)
Add / (Less) : Adjustment on account of first time implementation of IND-AS		
Add / (Less) : Profit/(Loss) for the year	36,906,246	1,108,697
Add / (Less) : Effect of Valuation of Shares as on 31.03.18		
<b>Balance at end of the reporting period</b>	<b>22,879,734</b>	<b>(14,026,512)</b>
Equity instruments through other comprehensive income		
As Per last Balance Sheet	36,602,286	33,666,457
Add / (Less) : Movement in OCI (Net) during the year	(34,982,987)	3,953,979
Add / (Less) : Income Tax on OCI	(3,421,054)	1,018,150
<b>Balance at end of the reporting period</b>	<b>5,040,353</b>	<b>36,602,286</b>
<b>7 Provisions - Current</b>		
Others	39,888	18,150
<b>Total</b>	<b>39,888</b>	<b>18,150</b>
<b>8 Current Tax Liability - Net</b>		
-For Taxation	-	239,375
-For Deferred Tax Liability on OCI	1,770,935	5,191,989
<b>Total</b>	<b>1,770,935</b>	<b>5,431,364</b>

**Notes to Financial Statements for the  
year ended 31 March, 2019**
**GSL  
SECURITIES  
LIMITED**

	As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
<b>9 OTHER INCOME</b>		
a Interest Received	2,480,213	155,548
b <u>Dividend Income</u> :		
From Long Term Investments	118,509	712,006
c Long Term profit on sale of shares	36,937,630	1,766,253
d Short Term profit on sale of shares	-	4,899
<b>Total</b>	<u><u>39,536,352</u></u>	<u><u>2,638,706</u></u>
<b>10 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and wages	1,152,967	535,851
<b>Total</b>	<u><u>1,152,967</u></u>	<u><u>535,851</u></u>
<b>11 OTHER EXPENSES</b>		
Profession Tax	2,500	2,500
Printing and stationery	50,214	47,811
Postage & Courier Charges	105,374	26,427
Legal Press Release Charges	30,902	27,130
Share Transfer expenses	101,287	47,430
Legal and professional	408,000	160,780
Annual Listing Fees	295,000	287,500
Donation	251,000	-
Membership and Subscription	17,700	23,425
E-Voting Charges	11,800	5,900
ROC Fees	42,000	9,000
Miscellaneous expenses	190,127	39,592
Bank Charges	9,960	2,851
<b>Payments to auditors:-</b>		
a For Statutory Audit	17,700	17,700
b For Certification	5,310	10,030
<b>Total</b>	<u><u>1,538,874</u></u>	<u><u>708,076</u></u>

**Notes to Financial Statements for the  
year ended 31 March, 2019**
**GSL  
SECURITIES  
LIMITED**
**12. Contingent Liabilities Not Provided For : -**

	31.03.2019	31.03.2018
a) Estimated amount of contracts remaining to be executed on capital account	NIL	NIL
b) Claims against company not acknowledge as debts	NIL	NIL

13. Foreign Exchange earnings and out-go is Rs. NIL (P.Y. NIL)

**14. Segment Reporting**

Segment Reporting as defined in Accounting Standards 17 is not applicable as the company is primarily engaged in Finance Activity.

15. Disclosure requirements as per Accounting Standard 18 (AS-18) "Related Party Disclosure" issued by the Institute of Chartered Accountants of India.

**I. List of Related Parties :**

a) Associate companies where Directors or Relatives of Director are Directors.

- (i) Mangalam Exim Private Limited
- (ii) Shree Kumar Mangalam Traders Private Limited
- (iii) Harivasta Education Private Limited
- (iv) Nalini Stockbrokers Private Limited
- (v) Rastogi Textiles Private Limited
- (vi) Sobhagya Mercantile Limited
- (vii) Hues Developers Private Limited

b) Key Management Personnel

- (i) Santkumar Kesardeo Bagrodia - Managing Director
- (ii) Shailja Santkumar Bagrodia - Director
- (iii) Satyanarayan Parmanand Kabra - Independent Director
- (iv) Machhindranath Patil - Independent Director
- (v) Kaushal Atul Mehta - Director upto 31/07/2018.

II. Particulars of transactions during the year with Related Parties : NIL

III. Particulars of Outstanding Balance at the end of the year with Related Parties Outstanding balance at the end of the year Rs. Nil (P. Y. Nil) of any related Party

**16. Financial Instruments :-**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed.

I. Financial Instruments by Category

Particulars	Carrying Value		Fair Value	
	31/03/2019	31/03/2018	31/03/2019	31/03/2018
<b>FINANCIAL ASSETS</b>				
At Amortised Cost				
Cash & cash equivalent	36,67,788	22,47,058	36,67,788	22,47,058
Other Current asset	4,46,80,798	28,48,606	4,46,80,798	28,48,606
<b>TOTAL</b>	<b>4,83,48,586</b>	<b>50,95,664</b>	<b>4,83,48,586</b>	<b>50,95,664</b>

**FINANCIAL LIABILITIES**

Provisions	39,888	18,150	39,888	18,150
<b>TOTAL</b>	<b>39,888</b>	<b>18,150</b>	<b>39,888</b>	<b>18,150</b>

The management has assessed that the fair value of current and non-current loan and advances, other non-current asset, trade receivables approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of Investments are based on the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- 1) The fair values of the quoted equity shares are based on price quotations at the reporting date.
- 2) Investment in Subsidiary and Associate Companies are carried at cost.
- 3) The fair values of the unquoted debentures, mutual fund and equity shares have been estimated using Net Asset Value (NAV) as at reporting date.

The valuation of unquoted equity shares requires management to make certain assumptions about the Model Inputs, including forecast of cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within range can be reasonably assessed and are used in management's estimate of fair value for these unquoted shares. Wherever, the probability is low, valuation has been done based on redemption assumptions.

The significant unobservable inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31st March, 2018 and 31st March, 2019 are as shown below:

**17. Financial Risk Management Objectives and Policies**

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

**Fair Value Hierarchy**

The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Quantitative disclosures fair value measurement hierarchy for assets

**As at 31st March 2019 :**

Particulars	Total	Fair value measurement using		
		Level 1	Level 2	Level 3
Asset measured at fair value:				
Investment at fair value through OCI				
Investment in quoted equity shares	79,91,589	79,91,589		
Investment in unquoted equity shares	NIL		NIL	
Investment in Rupee Co-op bank	NIL			NIL

There have been no transfers between Level 1 and Level 2 during the period.

**As at 31st March 2018 :**

Particulars	Total	Fair value measurement using		
		Level 1	Level 2	Level 3
Asset measured at fair value:				
Investment at fair value through OCI				
Investment in quoted equity shares	5,54,26,440	5,54,26,440		
Investment in unquoted equity shares	NIL		NIL	
Investment in Rupee Co-op bank	NIL			NIL

There have been no transfers between Level 1 and Level 2 during the period.

**18. Deferred taxes on Income:-**

The company is entitled to create deferred tax asset/ liability in the books of A/cs with respect to timing difference of carried forward business and depreciation losses as well as depreciation. However, in view of carried forward business & depreciation losses there is no reasonable certainty that the asset can be realized. Hence the deferred tax asset is not recognized on the ground of prudence.

19. In the absence of confirmation from some of the parties and pending reconciliation the debit and credit balances with regard to recoverable and payable have been taken as reflected in the books. In the opinion of the Directors, Loans and Advances and Current Assets, if realized in the ordinary course of business, have the value at which they are stated in the Balance Sheet.

20. As per Accounting Standard 20 "Earning Per Share" issued by Institute of Chartered Accountant of India the Company gives following disclosure for the year.

**Basic & Diluted Earnings Per Share**

Particulars	Unit	31.03.2019	31.03.2018
a) Net Profit / (Loss) attributable to equity shareholders	Rs.	53,44,313	40,44,526
b) Weighted average number of equity shares	No.	32,50,000	32,50,000
c) Nominal Value Per Share	Rs.	10	10
d) Earning Per Share	Rs.	1.64	1.24

**21. Auditors' Remuneration**

Particulars	31.3.2019	31.3.2018
As Auditor		
Audit Fees	17,700	17,700
Certification	5,310	10,030
Total	23,010	27,730

22. The figures of the previous year have been regrouped and recast wherever necessary to confirm to the groupings of the current year.

23. There were no outstanding Dues to Micro, Small and Medium Enterprises to the Extent Information Available with the Company and the Payments in respect of such suppliers are made within the appointed day.  
As per our report of even date attached

As per our report of even date,  
For **VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Reg. No 111426W  
Sd/-  
**Suresh G. Kothari**  
Partner  
Membership No. 047625  
Place : Mumbai  
Date : 30.05.2019

For and on behalf of the board of Directors

Sd/-  
**S.K. BAGRODIA**  
Managing Director  
DIN: 00246168

Sd/-  
**SHAILJA BAGRODIA**  
Director  
DIN: 00246710

# GSL SECURITIES LIMITED

(CIN: L65990MH1994PLC077417)

Regd. Off.: 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society,  
Tardeo Road, Mumbai - 400 034 Tel.: 022-23516166 Email: gslsecuritiesltd@gmail.com

## ATTENDANCE SLIP

(PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE)

*DP ID:	Regd. Folio No:
*Client ID:	No. of Shares Held:

Name of the Member: \_\_\_\_\_

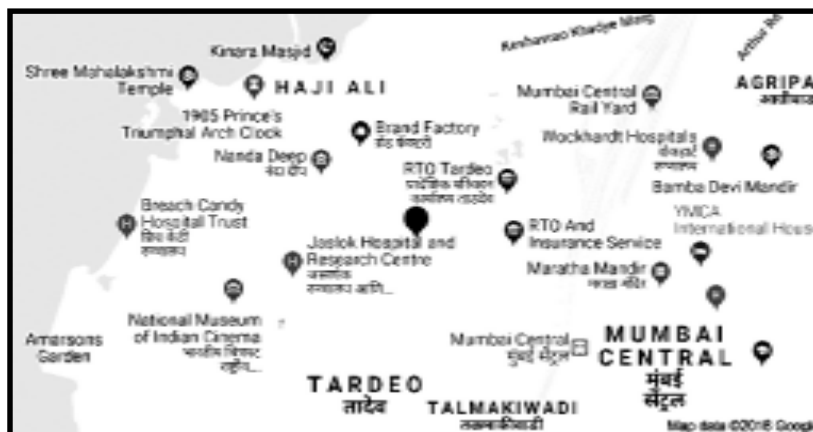
Name of the Proxy holder: \_\_\_\_\_

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 28, 2019 at 11.00 am at the Registered Office Address of the Company at 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034.

\* Applicable for investors holding shares in electronic form.

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

## ROUTE MAP





# GSL SECURITIES LIMITED

(CIN: L65990MH1994PLC077417)

Regd. Off.: 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society,  
Tardeo Road, Mumbai - 400 034 Tel.: 022-23516166 Email: gslsecuritiesltd@gmail.com

## Proxy Form Form No. MGT-11

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

CIN : L65990MH1994PLC077417

Name of the Company : GSL Securities Limited

Name of the Member (s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

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

I/We, being the Member(s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint

1. Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him

2. Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him

3. Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf 25<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 28, 2019 at 11.00 am at the Registered Office Address of the Company at 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034. and at any adjournment thereof in respect of such resolutions as are indicated below:





Sl. No.	Resolution	Optional	
		For	Against
1.	To receive, consider and adopt the Audited Financial statements of the company for the financial year ended 31st March 2019 and the Director's Report and Auditor's Report thereon.		
2.	To appoint a Director in place of Mrs. Shailja Bagrodiya (DIN 00246710), who retires by rotation and being eligible, offers herself for reappointment.		
3.	To appoint Auditors and fix their remuneration.		

Signed this..... day of .....2019.

Signature of the Shareholder

Please  
Affix  
Rupee One  
Revenue  
Stamp

Signature of the Proxy holder(s)

**Notes:**

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 (forty eight) hours before the commencement of the meeting.**
- 2. A proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**BOOK-POST**

*If Undelivered, Please return to :*

**GSL SECURITIES LIMITED**

**CIN : L65990MH1994PLC077417**

1/25 & 1/26 1st Floor, Tardeo Airconditioned Market  
Society, Tardeo Road, Mumbai - 400 034.

**25th Annual Report  
2018-2019**



**GSL SECURITIES LIMITED**



# GSL SECURITIES LIMITED

CIN : L65990MH1994PLC077417

<b>BOARD OF DIRECTORS</b>	<b>:</b>	<b>MR. S. K. BAGRODIA</b> Chairman Mrs. SHAILJA BAGRODIA Mr. MACHHINDRA PATIL Mr. SATYANARAYAN KABRA
<b>AUDITORS</b>	<b>:</b>	<b>M/s. VIJAY R. TATER &amp; CO.</b>
<b>SECRETARIAL AUDITORS</b>	<b>:</b>	<b>M/s. C S DIPTI CHANDRATRE</b> <b>PRACTICING COMPANY SECRETARY</b>
<b>BANKERS</b>	<b>:</b>	<b>UNION BANK OF INDIA</b>
<b>REGISTERED OFFICE</b>	<b>:</b>	<b>Regd. Off.: 1/25 &amp; 1/26 1st Floor, Tardeo</b> <b>Airconditioned Market Society, Tardeo Road,</b> <b>Mumbai - 400 034.</b>
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	<b>:</b>	<b>M/s. PURVA SHAREGISTRY (INDIA) PVT. LTD.</b> <b>Shivshakti Industrial Estate, Gala No.9,</b> <b>Sitaram Mills Compound, J.R. Boricha Marg,</b> <b>Mahalaxmi, Mumbai - 400 011.</b>
<b>DEPOSITORY</b>	<b>:</b>	<b>NATIONAL SECURITY DEPOSITORY LTD. (NSDL.)</b> <b>CENTRAL DEPOSITORY SERVICES</b> <b>(INDIA) LTD. (CSDL).</b>