BOARD OF DIRECTORS

Mr. Satish Gogia

Mr. Brijesh Saxena

Ms. Jyoti Mehndiratta

Mr. Sandeep Gupta

Chairman Director

Director

Independent Director

Independent Director

BANKERS

IndusInd Bank (Mumbai)

AUDITORS

M/s Sunil Kulshreshtha & Associates

Chartered Accountants

D-306, Anand Vihar,

Delhi- 110092

LEGAL ADVISORS

Luthra & Luthra

103, Ashoka Estate

Barakhamba Road,

New Delhi - 110001

REGISTERED OFFICE

B- 4/51 Safdarjung Enclave,

New Delhi -110029, India

SHARE TRANSFER AGENT

Mas Services Private Limited

T - 34, 2nd Floor, Okhla Industrial Area,

Phase - II, New Delhi - 110 020

Phone No.: +91- 11 - 2638 7281, 82, 83,

Fax no.: +91 - 11 - 2638 7384 E-mail: info@masserv.com

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of Gogia Capital Services Limited will be held on Friday, the 30th September, 2016 at 11:00 a.m. at the Registered Office of the Company at B - 4/51 Safdarjung Enclave, New Delhi - 110029 to transact the following business:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss A/c for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- To appoint a director in place of Mr. Brijesh Saxena, who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To re-appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as

"RESOLVED THAT pursuant to section 139 of Companies Act, 2013 and other applicable provisions of the Companies Act, 1956, M/s Sunil Kulshreshtha & Associates, Chartered Accountants, the retiring auditors of the Company, having offered themselves for re-appointment, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of 22nd Annual General Meeting upto the conclusion of 23rd Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors and reimbursement of out of pocket expenses incurred in connection with the audit."

By Order of the Board For Gogia Capital Services Limited

> SATISH GOGIA (CHAIRMAN)

Place: New Delhi Date: 31/05/2016

- 1. A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself/herself and a proxy need not be a member. A proxy to be effective should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- Members are requested to intimate the change, if any, in their addresses. 2
- The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 15th September, 2016 to Friday, 30th September, 2016 (both days inclusive).
- All the documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 10:00 a.m. to 12:00 noon upto the date of annual general meeting.

By Order of the Board For Gogia Capital Services Limited

> SATISH GOGIA (CHAIRMAN)

Place: New Delhi Date: 31/05/2016

Additional Information as per clause 49 of the listing agreement

A brief resume of the directors recommended for re-appointment at the annual general meeting is as under:

Mr. Brijesh Saxena

Mr. Brijesh Saxena has wide experience in Stock Broking Line. Due to his efforts Company has started Algo Trading and various strategies in Currency Derivatives Segment. The Board due to his experience recommends his re-appointment.

Director's Report

1. The Board hereby presents its Report for the year ended 31st March 2016.

2. FINANCIAL SUMMARY:

Particulars		(In Rs.)
	As at	As at
EQUITY AND LIABILITIES:	31.03.2016	31.03.2015
Shareholders' Funds (including reserves & surplus)	17.55	
Non-Current Liabilities	14,32,37,945	
Current Liabilities	1,10,21,536	5,51,44,873
Total	6,17,92,917	2,43,50,791
ASSETS:	21,60,52,398	21,74,02,807
Fixed Assets		
Other Non-current Assets	4,19,67,781	4,41,76,612
Current Assets	2,05,00,000	2,30,00,000
Total	15,35,84,617	15,02,26,195
	21,60,52,398	21,74,02,807
Revenue From Operations & Other Income TOTAL EXPENSES	3,12,56,512	3,41,81,601
	2,37,84,515	2,49,26,363
Profit Before Tax(+)Profit/(-)Loss	74,71,997	92,55,238
Tax Expenses/Income(+)Expense/(-)Income	2,141,193	28,64,037
Profit After Tax(+)Profit/(-)Loss	53,30,804	63,91,201
Dividend including Tax	0.00	0 00
Transfer to General Reserve	0.00	0.00
Balance carried to Profit & Loss Account	11,17,72,945	10,64,42,142
Basic/Diluted earning per Share of Rs. 10 Each	1.69	2.03

DIVIDEND:

In order to utilize the profits for operations of the Company, your Directors do not recommend any dividend

4. STATE OF COMPANY AFFAIRS AND OPERATIONS:

Gogia Capital Services Limited ("the Company") is engaged in the business of share broking and also a Depository Participant. The shares of the company are listed at Bombay Stock Exchange

5. REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES AND JOINT VENTURE COMPANIES:

The Company does not have any subsidiary, joint venture or Associate Company.

6. EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return of the Company in prescribed form MGT-9 is annexed herewith, as Annexure-1.

7. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board met four times in the financial year 2015-16 viz. on 30th May; 2015, 30th July, 2015; September 30, 2015; 28th October, 2015

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors hereby confirm that:

- In the preparation of the Annual Accounts for the financial year 2015-16, the applicable Accounting Standards have been followed and there are no material departures;
- (b) The Directors have selected such accounting policies with the concurrence of the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- (c) The Directors have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the Annual Accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company, and these financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. INDEPENDENT DIRECTORS:

All the Independent Directors have furnished declarations that each of them meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

10. POLICY ON DIRECTORS' APPOINTMENT / REMUNERATION OF DIRECTORS / KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The Nomination and Remuneration Committee constituted by the Company has formulated criteria for determining qualifications, positive attributes and independence of the Directors. The Committee has also recommended to the Board a Policy relating to remuneration ensuring:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key managerial personnel of the quality required to run the company successfully;
- (b) relation of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.
- (d) 10.02 Under this Policy the Company retained a third party agency to assess the attributes of employees.

11. EXPLANATION OR COMMENTS ON QUALIFICATION ETC., BY AUDITORS AND COMPANY SECRETARY IN PRACTICE:

- (a) There is no qualification, reservation or adverse remark or disclaimer made by the Auditors in the Auditors' Report or by the Company Secretary in Practice in Secretarial Audit Report needing explanation or comments by the Board.
- (b) The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

12. PARTICULARS OF LOANS / GUARANTEES / INVESTMENTS:

The Company has not granted any Loans / Guarantees/ Investments

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any contracts/ arrangements with related parties.

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE CLOSE OF THE YEAR:

There have been no material changes and commitments, if any, 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.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

Since the Company is not engaged in manufacturing or processing business, the Company has nothing to report in respect of information on conservation of energy and technology absorption as required under section 217(1) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988.

Foreign Exchange Earning and Outgo:

	Current Year	Previous Year
Earning	NIL	NIL
Expenditure	NIL	NIL

16. RISK MANAGEMENT POLICY:

(a)

(b)

- (a) The Board has developed and implemented a Risk Management Policy for the Company, including for identifying elements of risk, which in the opinion of the Board may threaten the existence of the Company. In terms of the Policy, a detailed risk review is done by Unit Level Committee or Corporate Level Committee (depending upon value of the order) before accepting any order. All the terms and conditions, both financial and technical, are reviewed. All steps are taken to mitigate risks.
- (b) In addition, the Board has laid down a Foreign Exchange Risk Management Policy, which is implemented for hedging Forex risk.
- (c) The Company also takes adequate insurance to protect its assets.

17. CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility not applicable to the Company

18. ANNUAL EVALUATION BY THE BOARD:

- (a) The evaluation framework for assessing the performance of the Board, Committees and Directors comprises of the following key areas:
 - (i) Attendance of Board Meetings and Committee Meetings by the Directors;
 - Quality of contribution and deliberations towards growth of the Company, guidance to the management; and
 - (iii) Commitment to shareholders' and other stakeholders' interests.
- (b) The Board evaluates performance of the Audit Committee on the basis of the Audit Reports and Financial Statements approved by the Audit Committee.
- (c) The performance of the Managing Director is evaluated by the Board on the basis of the working reports given by the Managing Director at regular intervals. The operating results are also considered for evaluating performance of the Managing Director.

19. DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL:

There is no change in Directorship of the company Director during the year.

20. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES:

The Company does not have any subsidiaries, joint venture and associate

21. DETAILS OF SIGNIFICANT & MATERIAL ORDERS:

There is no significant or material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

22. INTERNAL FINANCIAL CONTROLS:

The Company has adequate internal financial controls with reference to financial statements and these are working effectively.

23. COMPOSITION OF AUDIT COMMITTEE:

(a) The composition of Audit Committee is as below:-

S. No.	Name of the Committee Member	Position
1	Mrs. Jyoti Mehndiratta	Chairman
2	Mr. Sandeep Gupta	Member
3	Mr. Brijesh Saxena	Member

(b) There is no recommendation by the Audit Committee which has not been accepted by the Board.

24. MANAGEMENT DISCUSSION & ANALYSIS REPORT AND REPORT ON CORPORATE GOVERNANCE:

The Management Discussion & Analysis Report and Report on Corporate Governance for the year under review, as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are annexed as Annexure-6 and 7 respectively.

25. CONSOLIDATED FINANCIAL STATEMENTS:

The Company does not have any subsidiary company hence no consolidated financial statement have been prepare

26. DISCLOSURE REGARDING REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013:

- (a) The Company does not have Remuneration Committee.
- (b) None of the Executive Director draws any remuneration from the Company during the financial year 2015-2016.

27. VIGIL MECHANISM:

The Company has established a Vigil Mechanism for Directors and Employees in accordance with Sub-section (9) and (10) of Section 177 of the Companies Act, 2013. Details of Vigil Mechanism are given in the Corporate Governance Report. The Vigil Mechanism has been disclosed on the website of the Company.

SECRETARIAL AUDIT REPORT: 28.

- (a) The Board of Directors of the Company has appointed M/s. Pramod kothari & Co., Company Secretaries, to conduct the Secretarial Audit.
- (b) Pursuant to Section 204 of the Companies Act, 2013, a Secretarial Audit Report given by Mr. Pramod Kothari of M/s. Pramod Kothari & Co., Company

29. PERSONNEL:

The Board wishes to express its appreciation to all the employees of the Company for their contribution to the operations of the Company during the year.

30. INDUSTRIAL RELATIONS:

Industrial relations remained peaceful.

31. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thank the Financial Institutions, Banks, Government Authorities, Regulatory Authorities and the Shareholders for their continued co-operation and support to the Company.

32. With these remarks, we present the Accounts for the year ended March 31, 2016.

33. DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the period ended March 31,

Date: 31/05/2016 Place: New Delhi

BY ORDER OF THE BOARD

Satish Gogia Director

(DIN: 00932987)

Brijesh Saxena Director (DIN: 06645560)

Declaration by the Director

I, Brijesh Saxena, Director of the Gogia Capital Services Limited, pursuant to clause 49(1) (D) of the Listing Agreement, hereby confirm that:

- The Board of Directors of Gogia Capital Services Limited has laid down a code of conduct for all board members and senior management personnel of the company.
- All the Board members and senior management have affirmed their compliances with the said code of conduct for the year ended 31st March 2016.

(Brijesh Saxena) Director

Place: New Delhi Date: 31/05/2016

CERTIFICATE

To
The Members of Gogia Capital Services Ltd.

We have examined the Compliances of the conditions of Corporate Governance by Gogia Capital Services Ltd for the year ended 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement with Stock Exchange.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and as per our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governances stipulated in the above-mentioned Listing Agreement by the scheduled implementation date i.e. 31st March, 2016.

We have explained that no investor grievances are pending for a period exceeding one month as on 31st March, 2016, against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency with which the Management has conducted affairs of the Company.

> For and on behalf of M/s Sunil Kulshreshtha & Associates Chartered Accountants

> > Chartered

Accountants

Sunil Kumar Prop.

Place: New Delhi Date: 31/05/2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOGIA CAPITAL SERVICES LIMITED

We have audited the accompanying financial statements of GOGIA CAPITAL SERVICES LIMITED ("the company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the 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 and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

Accountants

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable. The Order is yet to be notified in the Gazette of India.
- As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act and;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements refer note 23.1 on Contingent Liabilities to the financial statement,



- (ii) The Company did not have any long-term contracts including derivative contracts hence, the quest of any material foreseeable losses does not arise
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Chartered

Accountants

For Sunil Kulshreshtha & Associates Sunil kayland Chartered Accountants

Sunil Kumar

Prop.

Place: New Delhi Date: 31/05/2016

Annexure to the Auditors' Report

[Referred to in paragraph 1 under of Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Gogia Capital Services Limited on the financial statements for the year ended 31st March, 2016]

- (i)(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets of the Company were physically verified by the management during the year. In our opinion, frequency of physical verification is reasonable having regard to the size of the operation of the Company. On the basis of explanation received, in our opinion, no discrepancy between the book records and physical inventory has been noticed in respect of assets physically verified.
- (ii) The Company did not have any inventory during current financial year so, clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- (iii) The Company has not granted any unsecured loans to Companies covered in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (v) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the act and the rules framed there under.
- (vi) The Central Government of India has not prescribe the maintenance of cost records for any of the products of the Company under sub-section (i) of Section 148 of the Act and the rules framed there under.
- (vii) (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth tax, service tax, cess and any other material statutory dues applicable to it. As explained to us, the provisions regarding sales tax, duty of customs, duty of excise and value added tax are presently not applicable to the Company.
 - (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.



- (b) According to the information and explanation given to us, there are no dues outstanding with respect to income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any disputes.
- (c) According to the information and explanations given to us, there has been in no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have any accumulated losses at the end of the financial year nor has incurred cash losses in the current and immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution(s), bank(s) or debenture holder(s).
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions, are not prejudicial to the interest of the Company.
- (xi) The Company has not obtained any terms loans.
- (xii) During the course of our examinations 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 fraud on or by the Company, noticed or report during the year, nor have we been informed of any such instance by the management.

Chartered

Accountant

For and on behalf of M/s Sunil Kulshreshtha & Associates Chartered Accountants

> Sunil Kumar Prop.

Place: New Delhi Date: 31/05/2016

BALANCE SHEET AS AT 31 MARCH, 2016

	Particulars	Schedule No.	As At 31-03-2016 Rs.	As At 31-03-2015 Rs.
٨	EQUITY AND LIABILITIES		1101	rts.
1	Shareholders' Fund			
2	(a) Share Capital	5	31,465,000	31,465,000
	(b) Reserves and Surplus	5 6	111,772,945	106,442,142
	Total		143,237,945	137,907,142
2	Non Current Liabilities			
	Deferred tax Liability (net)	22	6,470,841	6,179,648
	Other long-term borrowings	7	1,200,000	1,100,000
	Secured Loan	23	3,350,695	47,865,225
3	Current Liabilities			
3	(a) Trade Payables	. 8	50 501 050	04 000 000
	(b) Other Current Liabilities	. 8	59,581,850 361,067	21,026,780
	(c) Short Term Provisions	10	1,850,000	624,011 2,700,000
	Total Liabilities		216,052,398	217,402,807
В	ASSETS			
1	Non Current Assets			
	(a) Tangible Fixed Assets	11	41,967,781	44,176,612
	(b) Long-Term Loans and Advances	12	20,500,000	23,000,000
	Total	-	62,467,781	67,176,612
2	Current Assets			
	(a) Trade Receivables	13	1,820,097	20,872,500
	(b) Cash and Bank Balances	14	147,767,808	124,728,900
	(c) Short-Term Loans and Advances	15	2,506,987	3,135,070
	(d) Other Current Assets	16	1,489,725	1,489,725
	Total		153,584,617	150,226,195
	Total Assets		216,052,398	217,402,807

Summary of significant accounting policies

4

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached.

Chartered

Accountants

For Sunil Kulshreshtha & Associates

Chartered Accountants

Sunit Kumar (Prop.)

Place: New Delhi Date: 31/05/2016 For and on behalf of the Board

Satish Gogia

Director

Brijesh Saxena Director

17

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

145	Particulars	Schedule No.	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
			20.004.455	22 642 079
1	Income from Operations	17	20,901,455	22,643,078
2	Other Incomes	18	10,355,057	11,533,522
3	Total Income (1+2)		31,256,512	34,181,601
4	Expenses	19	6,463,015	7,978,596
	(a) Personnel Expenses	20	6,387,415	5,126,513
	(b) Financial Charges	21	8,725,254	9,213,387
	(c) Administrative & Other Expenses	11	2,208,831	2,607,867
	(d) Depreciation Total Expenses	71,74	23,784,515	24,926,363
5	Profit/ (Loss) before Tax (3-4)		7,471,997	9,255,238
6	Tax Expense	40	1 950 000	2,700,000
	(a) Current Income Tax	10	1,850,000 291,193	164,037
	(b) Deferred Tax (c) Income tax paid for earlier period		231,133	-
7	Profit/(Loss) for the Year (5-6)		5,330,804	6,391,201
	Earning Per Equity Share	24	1.69	2.03

4 Summary of significant accounting policies The accompanying notes form an integral part of the financial statements

Chartered

Accountants

As per our report of even date attached

For Sunil Kulshreshtha & Associates

Chartered Accountants Jahreshtha Ch. Ar

Sunil Kumar (Prop.)

Place: New Delhi Date: 31/05/2016 For and on behalf of the Board

Director

Brijesh Saxena Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. Corporate information:

Gogia Capital Services Limited ("the Company") is engaged in the business of share broking and also a Depository Participant. The shares of the company are listed at Bombay Stock Exchange

Previous Year Figures

The financial statements for the year ended 31st March, 2015 had been prepared as per then applicable, pre-revised schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI of the Companies Act, 1956, the financial statements for the year ended 31st March, 2016 are prepared as per revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's classification. The adoption of Revised Schedule VI for previous year does not impact recognition and measurement principles followed for preparation of financial statements.

3. Use of estimates

The preparation of financial statements requires the management of the company to make estimates & assumptions that effect the reported amounts of incomes and expenses during the year and the reported balances of assets and liabilities and discloses relating to the contingent liabilities as at the date of financial statements. Examples of such estimates include employee benefits and provisions for income taxes. Although these estimates are based on the management's best knowledge of the current events and actions, uncertainty about these assumptions and estimates could result in outcome requiring adjustments in future.

4. Significant Accounting Policies

Revenue Recognition:

Brokerage income is recognized on the trade date of transaction, upon confirmation of the transactions by stock exchanges and clients. Income from depository services and penal charges are recognized on the basis of agreements entered into with clients and when the right to receive income is established.

Income/Loss from trading is calculated on net of STT Securities transaction tax paid during the year for Rs. 6,76,599.10/-Other Income

b.

Interest income is accounted on accrual basis.

Fixed Assets C.

Fixed Assets are valued at the cost of acquisitions including taxes, duties, and identifiable direct expenses are net of depreciation charges thereon.

d. Depreciation & Amortization

Depreciation has been provided on all the assets on Straight Line Method, at the rates and in manner prescribed in Schedule XIV of the Companies Act, 1956. Assets costing less than Rs. 5,000 are fully depreciated in the year of capitalization

Impairment of Assets e.

At each balance sheet date, the management requires the carrying amounts of its assets to determine whether there is any indication of that these assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss.

An asset is treated as impaired when carrying cost of assets exceeds its recoverable value. Impairment loss is charged to the profit & loss accounts in the year in which an asset is identified as impaired.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Transactions in foreign currency f.

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Gain/Loss arising out of exchange rates variation is credited or charged to the Profit and Loss Account. Monetary items denominated in foreign currencies at the year end are reinstated at the year end rates.

Employees benefits g.

Short Term Employee Benefits such as salary and paid annual leave have been provided on yearly basis. The contributions to Provident Fund are charged to the statement of Profit & Loss for the year when the contributions are made.

Provision for Current and deferred Tax h.

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events & it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Cash Flow Statement j.

Cash Flow Statement has been prepared on indirect method as per the guidelines and AS-3 issued by ICAI.

Earning per share k.

EPS is calculated by dividing the net profit for year attributable to equity shareholders by the weighted average no. of equity shares outstanding during the year as per AS-20 issued by ICAI.



	ZZ AIIIIaa				
ch.	Particulars		As At 31-03-2016 Rs.	As At 31-03-2015 Rs.	
).					
5	Authorised Capital		56,000,000	56,000,000	
	Issued Subscribed and Paid-up Capital		31,465,000	31,465,000	
	Fully paid up 3146500 Equity Shares of Rs. 10/- each	_	31,465,000	31,465,000	
	Total issued subscribed and fully paid up share capital a. Reconciliation of the shares outstanding at the beginning ar	ad at the end of the	reporting period		
	a Reconciliation of the shares outstanding at the beginning at	Id at the		31.03.201	4
	Equity Shares	31.03	.2010	No.	Rs.
		No.	Rs.	3,146,500	31,465,000
		3,146,500	31,465,000	Nil	Nil
	At the beginning of the period	Nil 500	Nil 31,465,000	3,146,500	31,465,00
	Issued during the period-Bonus issue Outstanding at the end of the period	3,146,500	31,400,000		
	to equity issue	and an above 1	Each holder of Fully	paid equity is entitle	to one vot

The company has only class of Equity Shares having a par value of Rs.10 per share. Each holder of Fully paid equity is entitled to one vote per share. In the event of Liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the *Company, after distribution of all preferential amounts in proportion to their shareholding. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% Shares of the Company.

c. Details of Shareholders holding more than 5% Sh	ares of the Company.	31.03.2015		
c. Details of Shareholder	Nos.	0/0	Nos.	%
Satish Gogia	2,243,960 196,100	76.08 6.23	2,090,172 196,100	66.43
Ganesh Tambe		. Libert	during the period of	five years

- d. Agreegate no. of bonus shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:
- (i) Equity shares allotted as fully paid bonus shares by capitalisation of general reserves

NIL

(ii) Equity Shares bought back

NIL

Sch.	Particulars		As At 31-03-2016 Rs.	As At 31-03-2015 Rs.
6	RESERVES & SURPLUS			
	General Reserve At the commencement of the year		231,056	231,056
	Addition during the year	(A)	231,056	231,056
	Share Forfeiture 19,24,307 Equity Shares on which Rs.5/- paid up	(B)	9,621,537	9,621,538
	Statement of Profit & Loss Balance as per last financial statements Profit(loss) for the period		96,589,548 5,330,804	90,198,347 6,391,201
	Balance available for appropriation Less: Appropriations Dividend on Equity Shares Tax of Equity Dividend			
	Transfer to General Reserve Net Surplus in the statement of profit and loss	(C)	101,920,352	96,589,548
		(A+B+C)	111,772,945	106,442,14
	Total Reserve & Surplus	21		Shres

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sch. No.	Particulars	As At 31-03-2016	As At 31-03-2015
		Rs.	Rs.
7	LONG TERM BORROWINGS		
	Other Long Term Borrowings		
	Security Deposits (Client and VSAT)	1,200,000	1,100,000
	Total	1,200,000	1,100,000
8	TRADE PAYABLES		
	Trade Creditors	59,581,850	21,026,780
	Total	59,581,850	21,026,780
9	OTHER CURRENT LIABILITIES		
	Other Liabilities	361,067	624,011
	Total	361,067	624,011
10	SHORT-TERM PROVISIONS		
	Provision for Income Tax & wealth tax	1,850,000	2,700,000

11:	다	X.	FO	AS	20	ET	2
1.0				F 7 10	,,,,		

Total

1,850,000

2,700,000

Tax Rates in percen%		GROSS	BLOCK		DEPRECIATION				NET BLOCK	
percen%	As on 01.04.2015	Addition	Sales/ Deletion	Total	As on 01.04.2015	During the year	Reversal on sale	Total	As on 31.03.2016	As on 31.33.2015
1.63	39,320,000		· 314	39,320,000	5,608,501	640,916	-	6,249,417	33,070,583	33,711,499
16:21	4,973,703	191	B)	4,973,703	4,720,837	252,866	-	4,973,703		252,866
6.33	112,500		-	112,500	3,141	7,121		10,262	102,238	109,359
6.33	615,324	1		615,324	282,533	38,950	-	321,483	293,841	332,791
13.91	1,459,893	-	3	1,459,893	1,300,664	159,229	141	1,459,893	-	159,229
9.50	11,318,664	-	-	11,318,664	2,091,857	1,075,273	181	3,167,130	8,151,534	9 226,807
4.75	725,800	= =	ň	725,800	341,739	34,476		376,215	349,586	384,061
	58,525,884	*		58,525,884	14,349,272	2,208,831	-	16,558,103	41,967,781	44,176,612
	54,819,500	7,209,384	3,503,000	58,525,884	12,724,375	2,607,867	982,970	14,349,272	44,176,612	42,095,125



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sch. No.	Particulars	As At 31-03-2016 Rs.	As At 31-03-2015 Rs.
12	LONG TERM LOAN AND ADVANCES UNSECURED BUT CONSIDERED GOOD	20,500,000	23,000,000
	Security Deposits Total	20,500,000	23,000,000
13	TRADE RECEIVABLES Debts considered good for which company hold no other security than debtors personal security,		
	Debts Outstanding for a Period Exceeding (a) Six months (b) Others	1,820,097	20,872,500
	Total	1,820,097	20,872,500
14	CASH AND BANK BALANCES Cash In Hand Balance With Scheduled Banks on Current Accounts Balance With Schedule Banks on Fixed Deposit Accounts	2,776,862 10,453,958 134,536,988	2,654,977 7,145,433 114,928,490
	Total	147,767,808	124,728,900
15	(Unsecured But Considered Good)		
	Advances recoverable in Cash or in Kind or for Value to be Received	1,506,987	1,635,070
	Advance Income Tax	1,000,000	1,500,000
	Total	2,506,987	3,135,070
16	OTHER CURRENT ASSETS Miscellaneous Expenditure (to the extent not written off or adjust	ed)	
	Preliminary Expenses	17,050	17,050
	Public Issue Expenses	1,472,675 1,489,725	1,472,675 1,489,725



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Total OTHER INCOME Interest on FDRs Profit on sale of asset Total 10,355,057 11,528,551 4,971 11,533,522 11	ich. I	NOTES FORMING PART OF	As At 31-03-2016 Rs.	As At 31-03-2015 Rs.
INCOME FROM OPERATION Net Brokerage Total brokerage received Rs. 18244144 - total brokerage paid (Total brokerage received Rs. 18244144 - total brokerage paid (Rs. 11433430) 3,316,567 742,750 1,643,777 Depository Service 742,750 1,643,777 Market Making Incentive 10,031,424	10.			
Net Brokerage Total brokerage paid Total brokerage paid Total brokerage received Rs. 18244144 - total brokerage paid Rs. 11433430) 3,316,567 3,620,795 1,643,777 Market Making Incentive 10,031,424	17	INCOME FROM OPERATIONS	1 2 4 2 2 3 1 4 1 4 1 4 1 4 1 4 1 4 1 4 1 4 1 4 1	17,383,507
18 OTHER INCOME Interest on FDRs		Net Brokerage (Total brokerage received Rs. 18244144 - to Rs. 11433430) Depository Service Market Making Incentive Profit from trading	742,750	3,620,795 1,643,777 - 22,648,078
Salary Staff welfare Contribution towards PF and ESI Total 200,402 550,34 491,58 526,008 Total 7,978,59 Total 2,573,91 2,573,91 2,552,59 Bank Interest 6,387,415 5,126,55	18	OTHER INCOME Interest on FDRs Profit on sale of asset		
20 <u>FINANCIAL CHARGES</u> Bank Charges Bank Interest 2,573,91 2,573,91 2,552,59 5,126,59	19	Salary Staff welfare Contribution towards PF and ESI	200,402 526,008	6,936,666 550,341 491,589 7,978,596
6.387,415 5,126,51	20	FINANCIAL CHARGES Bank Charges)*	2,573,918
		Total	6,387,415	5,126,51



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sch.	Particulars	As At 31-03-2016	As At 31-03-2015 Rs.
		Rs.	113.
21	Administrative and other expenses		F0 F42
2.1	Advertisement	56,797	52,543
	Audit Fees	35,000	30,000
	Band Width Charges	98,297	125,160
	Car Repair and Maintenance	33,103	35,240
	Commission on Depository	587,671	534,255
	Computer Maintenance	251,758	283,555
	Computer Software	26,093	236,705
	Depository Expenses	387,008	524,356
	Electricity and Water Charges	1,158,716	1,043,093
	Fees, Subscription and Periodicals	383,138	378,761
	Insurance Premium	95,041	245,218
	Lease Line Expenses	910,288	1,143,616
	Legal and Consultancy Charges	61,969	122,340
	Exchange Membership fees	57,865	404,658
	Office Repairs and Maintenance	526,394	648,646
	Postage and Courier Expenses	145,161	159,928
	Printing and Stationary	192,043	105,121
		360,000	363,708
	SEBI Annual Fee	100,000	
	SEBI Turnover Tax	1,012,132	1,023,555
	Software Maintenance	540,532	489,333
	Stamp Duty Paid	359,183	289,786
		586,722	505,252
	Telephone Telephone	460,343	468,55
	Traveling and Conveyance VSAT Charges	300,000	-
	Total	8,725,254	9,213,38
22		6,179,648	6,015,61
	Prior Period Adjustment	291,193	164,03
	Current Year Total	6,470,841	6,179,64
23	SECURED LOAN	3,350,695	4,000,00
	Motor Vehicle Loan	3,330,033	43,865,22
	Loan against property	3,350,695	47,865,22
2	EARNINGS PER SHARE (EPS)	5,330,804	6,391,2
	Net Profits attributable to Equity Shareholders	3,146,500	3,146,5
	Weighted average number of Equity Shares	1.69	2.0
	Earnings Per Share (Basis/Diluted) (Rs.)		
		25	

25. STOCK EXCHANGE MEMBERSHIP

The deposits made by the company with the National Stock Exchange of India (NSE) and Bombay Stock Exchange (BSE) towards acquiring the membership of the exchange is considered as Loans & Advances.

- Earnings in Foreign Currency were Nil and expenditure in foreign currency on traveling was NIL.
- 27. Since the company is not a manufacturing company, information required under clause 4C of Part-II of schedule VI of the Companies Act, 1956 has not been furnished.

28. CONTIGENT LIABILITES

	As on 31.03.2016	As on 31.03.2015
Bank Guarantee	2000 Lacs	2000 Lacs
Underwriting commitment	NIL	NIL

29. AUDITOR'S REMUNERATION

	As on 31.03.2016	As on 31.03.2015
Audit fees	35,000	30,000/-
Out of Pocket Expenses	NIL	NIL

30. REMUNERATION TO MANAGING DIRECTOR

	As on 31.03.2016	As on 31.03.2015
Salary	NIL	NIL

31. RELATED PARTY TRANSATIONS

a) Subsidiaryb) Associate/Joint Venture

NIL

c) Key Management Personnel

Brijesh Saxena - Director

d) Companies Controlled by Directors/Relatives

NIL

- There is no provision for doubtful debts or amounts written off/back during the year in respect of dues form or to related parties.
- The following transactions were carried out with the related parties in the ordinary course of business
 - Remuneration to Key Management Personnel

- NIL

32. BUSINESS SEGMENT

The Operation of the company relates to only Stock Broking Services, Depository Services and proprietary trading.

- 33. Debit and credit balances of the various parties are subject to confirmation.
- 34. The figures for the previous year have been rearranged/regrouped wherever necessary so as make them comparable with current year.

AUDITOR'S CERTIFICATE

To

The Board of Directors
Gogia Capital Services Limited
B-4/51, Safdarjung Enclave
New Delhi - 110029

We have verified the above Cash Flow Statement of GOGIA CAPITAL SERVICES LIMITED derived from audited financial statements of the Company for the period ending 31.03.2016 covered by our Report of 31st May, 2016, and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreements with Stock Exchange.

For Sunil Kulshreshtha & Associates Chartered Accountants

Chartered

SUNIL KUMAR

Place: New Delhi

Date: 31/05/2016

CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2016

	Particulars		
	r articulars	31-03-2016 Rs.	31-03-2015 Rs.
A.	Cash Flow From Operating Activities		
	Net Profit before Tax and Extra-Ordinary Items	7 474 007	
	Adjustment for depreciation	7,471,997	9,255,23
		2,208,831	1,624,897
	Operating Profit Before Working Capital Changes	9 690 939	
		9,680,828	10,880,135
	Adjustment for Trade and other receivables	22,180,485	10.004.000
	Trade and other payables	37,442,126	(9,364,293
	Provision for taxation (including tax for earlier year)	(1,850,000)	(95,239,678
		(1,000,000)	(2,700,000
	Net Cash from Operating Activities (A)	67,453,439	(96,423,836
			(30,423,036
В.	Cash Flows From Investing Activities		
	Purchase of Fixed Assets	-	(7,209,384
	Proceeds from sale of Fixed Assets		3,503,000
	Net Cook 6	_	0,000,000
	Net Cash from Investing Activities (B)	_	(3,706,384)
	Cash From Financing Activities		
	Proceeds from Other long-term borrowings		
	Proceeds from Secured Loans	100,000	
	- Dailed Edding	(44,514,530)	47,865,225
	Net Cash from Financing Activities (C)	(44 444 520)	
		(44,414,530)	47,865,225
	Net Increase in cash or Cash Equivalents (A+B+C)	23,038,909	/50 00 4 00
	Cash and Cash Equivalents at beginning	124,728,900	(52,264,995)
	Cash and Cash Equivalents at the end of the period	147,767,808	176,993,894
		147,707,000	124,728,900

For Sunil Kulshreshtha & Associates Chartered Accountants

Chartered

Accountants

Sunil Kumar

(Prop.) Place: New Delhi

Date: 31/05/2016

For and on behalf of the Board

Satish Gogia Director

Brijesh Saxena Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I.Registration Details		
Registration No. 5	9 6 7 4	State Code 5 5
Balance Sheet Date	3 1 0 3 2 0 1 6	
II. Capital raised during the year (Am	ount in Rs. Thousands)	
Public Issue N I L Bonus Issue N I L		Rights Issue N I L Private Placement N I L
in, Position of Woodinzation and Depi	oyment of Funds (Amount in Rs. Thous	sands)
Total Liabilities 2 1 6 0 5 2		Total Assets 2 1 6 0 5 2
Source of Funds Paid-up Capital 3 1 4 6 5 Secured Loans N I L		Reserve & Surplus 1 1 3 7 7 3 Un-secured Loans N I L
Application of Funds		
Net Fixed Assets 4 1 9 6 8 Net Current Assets 1 5 3 5 8 5 Accumulated Losses N I L		Nil Misc. Expenditure 1 4 9 0
/. Performance of Company (Amount	t in Rs. Thousands)	
Turnover 3 1 2 5 7 Profit Before Tax 7 4 7 2 Please tick appropriate box+ for p	rofit, - for loss)	Total Expenditure 2 3 7 8 5 Profit/Loss after Tax 5 3 3 1
Earning Per share in Rs. 1 6 9		Dividend rate %
	20	Anteshtha & Z

V. Generic Names of Three Princip Item Code No.	al Products/Services of Company (as per Monetary tem
(ITC Code)	
Products Description	Brokerage on Stocks and Shares
(ITC Code)	
Products Description	Depository Services

Auditor Report

Chartered

Accountants

- As per our separate report of even date attached

For Sunil Kulshreshtha & Associates Chartered Accountants

Sunii Kumar (Prop.)

Place: New Delhi Date: 31/05/2016 For and behalf of the Board

Brijesh Saxena Director

GOGIA CAPITAL SERVICES LIMITED

B-4/51, Safdarjung Enclave, New Delhi - 110029

ATTENDANCE SLIP

No. of Shares					
I hereby record my presence at the 22 nd Al September, 2016 at 11.00 a.m. at the Ri New Delhi – 110029.	nnual General egistered Offic	Meeting of the	e Company will be npany at B-4/51,	e held on Friday, Safdarjung Encl	30 th ave,
NAME OF MEMBER /PROXY			SIGNATURE OF	MEMBER / PRO	OXY
Note: A member / proxy attending the meeting Registration Counter.	ng must comp	lete this Atte	ndance Slip and	hand over it at	t the
GOGIA CA B-4/51, Safd	PITAL SE	ERVICES ve, New Delh	LIMITED 1-110029		
	PROXY	FORM			
Capital Service Limited hereby us on my / our behalf at the 22 nd Anr September, 2016 at 11.00 a.m. and day	appoint appoint of resident nual General Mat any adjou	of or for me/ us an Meeting of the urnment there	failing Company will be	of Resident failing him/ him/ oxy and to vote for	of her her or me/
Signature of the said		Revenue			

NOTES:

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy Forms duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the aforesaid Annual General Meeting