

**29th Annual Report
2022-2023**



GSL SECURITIES LIMITED



GSL SECURITIES LIMITED

CIN : L65990MH1994PLC077417

BOARD OF DIRECTORS	:	MR. S. K. BAGRODIA Chairman Mrs. SHAILJA BAGRODIA Mr. MACHHINDRANATH PATIL Mrs. SUVARNA SHINDE
AUDITORS	:	M/s. BAXI & ASSOCIATES
SECRETARIAL AUDITORS	:	M/s. SHIV HARI JALAN & CO.
BANKERS	:	UNION BANK OF INDIA
REGISTERED OFFICE	:	Regd. Off.: 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034.
REGISTRARS & SHARE TRANSFER AGENTS	:	M/s. PURVA SHAREGISTRY (INDIA) PVT. LTD. Shivshakti Industrial Estate, Gala No.9, Sitaram Mills Compound, J.R. Boricha Marg, Mahalaxmi, Mumbai - 400 011.
DEPOSITORY	:	NATIONAL SECURITY DEPOSITORY LTD. (NSDL.) CENTRAL DEPOSITORY SERVICES (INDIA) LTD. (CSDL).



NOTICE

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the members of M/s. GSL SECURITIES LIMITED ('the Company') will be held on **Saturday, 30th September, 2023 at 10.00 a.m. at Registered Office of the Company at 25 & 26, 1st Floor, AC Market Building, Tardeo Mumbai 400034,** 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 31st March 2023 and the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Santkumar Bagrodia (DIN 00246168), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Machhindra Patil (DIN: 08179234) as an Independent Director for a second term of 5 (five) consecutive years and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Machhindra Patil (DIN: 08179234), who was appointed as an Independent Director and who holds office of Independent Director up to July 30, 2023 and being eligible, and in respect of whom the Company has received a

notice in writing under Section 160 of the Act from member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from July 31, 2023 to July 30, 2028 on the Board of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Mumbai By Order of the Board of Directors
Date: 14.08.2023 For **GSL Securities Limited**

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

Registered Office:
25 & 26, 1st Floor,
AC Market Building,
Tardeo Mumbai 400034

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, 23rd September, 2023 to Saturday, 30th September 2023 (both days inclusive).
4. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd ("Purva Sharegistry") for assistance in this regard.
5. 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.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Purva Sharegistry in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Purva Sharegistry in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Purva Sharegistry, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Disclosure with respect to Demat suspense account / unclaimed suspense account
Information pursuant to Regulation 34 (3) read with Clause F of Schedule V of LODR. As on date of this report, there are no shares in the demat suspense account or unclaimed suspense account of the Company.
12. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, September 23, 2023, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
13. The Company has appointed Shivhari Jalan & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 a.m. to 5:00 p.m.) on all working days except Saturday and Sunday, up to and including the date of the Annual General Meeting of the Company.
15. The Route Map to reach venue of AGM is annexed to this Notice.
16. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment / appointment at this AGM is annexed. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is also annexed.

17. E-voting:

The remote e-voting facility starts on Wednesday, 27th September, 2023 at 9.00 a.m. and ends on Friday, 29th September, 2023 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cutoff date of Saturday, September 23, 2023, 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, 29th September, 2023. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly



authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shivharijalancs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Prasad Madiwale) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gslsecuritiesltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gslsecuritiesltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Place: Mumbai
Date: 14.08.2023

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

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

Registered Office:
25 & 26, 1st Floor, AC Market Building,
Tardeo Mumbai 400034

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE ACT):

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

Mr. Machhindra Patil (DIN 08179234) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as Independent Directors of the Company up to July 30, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Further, the Secretarial Standards-2 on General Meetings also prescribes that in case of re-appointment of Independent Director, a performance evaluation report or a summary thereof shall be included in the Explanatory Statement.

Pursuant to the provisions of the Board Evaluation Policy, a structured performance evaluation exercise was carried out for the Independent Directors including Mr. Machhindra Patil. The said evaluation was based on various parameters such as participation and contribution at the Board and Committee meetings, understanding of the governance, regulatory, financial, fiduciary and ethical requirements of the Board and Committees, standards of ethics and integrity, ability to exercise objective independent judgment in the best interests of the Company and its stakeholders. Post evaluation of performance of Mr. Machhindra Patil by every other Director, numeric value ("score") assigned to each objective answer on the scale of 1 to 5, for all the statements in the respective questionnaire were summed and averaged respectively, wherein scale/average of '1' indicates 'Critical'; '2' – 'Weak'; '3' – 'Fair'; '4' – 'Satisfactory' and '5' – 'Strong'. The said average score of Mr. Machhindra Patil for all the parameters was remarkable '4' and above. The Board appreciated his valuable contribution to the Company during his first term as an Independent Director of the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Machhindra Patil as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company subject to approval of shareholders by passing Special Resolution at the ensuing AGM.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Mr. Machhindra Patil as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from July 31, 2023 to July 30, 2028 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

The Company has received declarations from Mr. Machhindra Patil that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and



disclosure of such appointment in its Board's report. Section 149 (11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received all statutory disclosures / declarations from Mr. Machhindra Patil, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Listing Regulations,

The Company has received notices in writing from member under Section 160 of the Act proposing re-appointment of Mr. Machhindra Patil as an Independent Director of the Company.

Copy of draft letter for appointment of Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 5:00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

Details of Director whose re-appointment as Independent Director is proposed at Item No. 3 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Machhindra Patil is interested in the resolutions set out respectively at Item No. 3 of the Notice with regard to her re-appointment.

The relatives of Mr. Machhindra Patil may be deemed to be interested in the respective resolutions to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Place: Mumbai

Date: 14.08.2023

By Order of the Board of Directors

For **GSL Securities Limited**

Sd/-

Santkumar Bagrodia

Chairman & Managing Director

DIN: 00246168

Registered Office:

25 & 26, 1st Floor, AC Market Building,

Tardeo Mumbai 400034

ANNEXURE TO NOTICE
DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

Sr. No	Particular	Details	Details
1.	Name of Director	Mr. Santkumar Bagrodia	Mr. Machhindra Patil
2.	DIN/ PAN	00246168	08179234
3.	Date of Appointment	29.03.1994	31.07.2018
4.	Experience	29 years of experience	5 years of experience
5.	Nature of his/her expertise in specific functional areas	Having rich experience in Accounting and Finance	Having rich experience of in the field of Accounting and finance
6.	Shareholding including share-holding as a beneficial owner	3,54,400	Nil
7.	Directorship in other Listed Company	Nil	Nil
8.	Chairman/Member of Committees in listed Companies including GSL Securities Limited	Nil	Chairman of - Audit Committee - Stakeholder Relationship Committee - Nomination and Remuneration Committee of GSL Securities Limited
9.	Qualification	B.Com	Graduate
10.	Disclosure of relationships between directors inter-se:	Spouse of Mrs. Shailja Bagrodia, Non-Executive Director	Not related to other any directors and Promoter of Company
11.	Functional Area	Managing Director	Independent Director

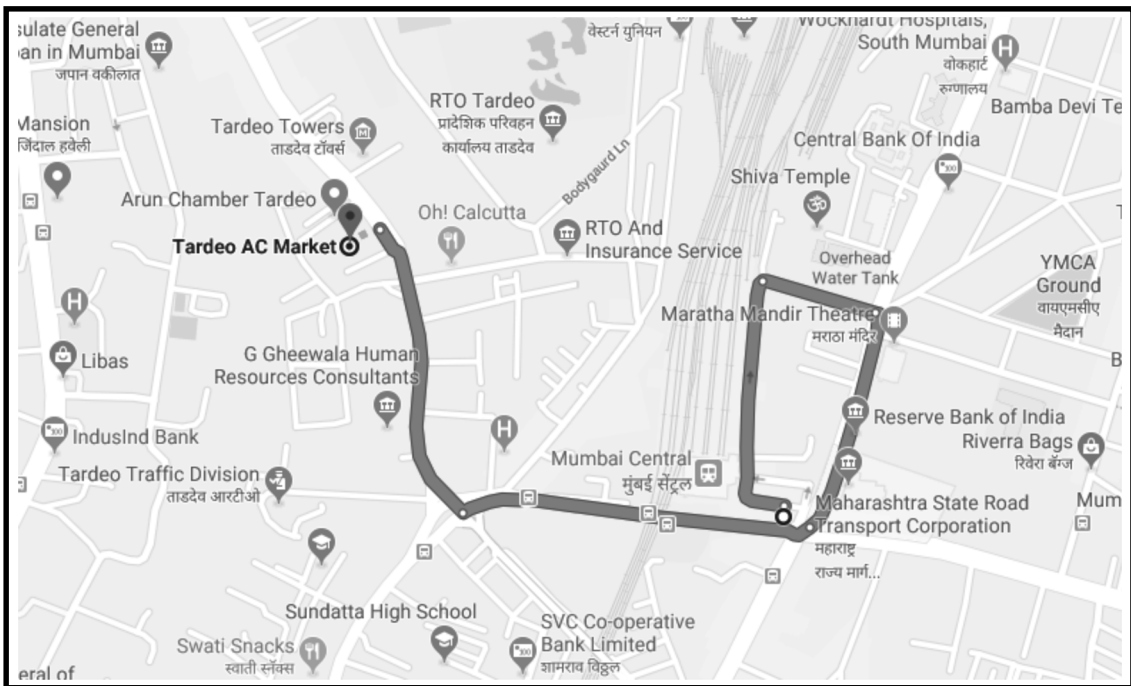
**ROUTE MAP OF THE VENUE OF THE
ANNUAL GENERAL MEETING OF THE COMPANY**

AGM Venue:

25 & 26, 1st Floor,
AC Market Building,
Tardeo Mumbai 400034

Prominent Landmark:

Tardeo Towers



DIRECTOR'S REPORT

To,
The Members,
GSL Securities Limited.

Your Directors are pleased to present 29th (Twenty Ninth) Annual Report of Company together with Audited Statement of Accounts and the Auditor's Report for the financial year ended 31st March, 2023.

Financial Results

The summary of the financial performance of the company for the financial year ended 31st March, 2023 are given as below:

(Rs.in Lakhs)

Particulars	2022-23	2021-22
Total Income	23.17	23.06
Total Expenditure excluding depreciation	34.38	34.43
Profit before Tax and Depreciation	(11.21)	(11.37)
Less: Depreciation	0.06	0.13
Profit / (Loss) before tax	(11.27)	(11.50)
Exceptional Items	0.00	0.00
Less: Current Tax	0.00	0.00
Deferred Tax	0.01	0.01
Profit / (Loss) after tax	(11.28)	(11.51)
Add /(Less): Other Comprehensive Income	(12.49)	0.55
Total Comprehensive Income	(23.77)	(10.96)
Earnings Per Share (Basic and Diluted)	(0.35)	(0.35)

Dividend

The Board of Directors of the Company, after considering holistically the relevant circumstances, has decided not to recommend any Dividend for the financial year 2022-23 due to loss incurred by the Company. Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), top one thousand listed entities based on market capitalization shall formulate a dividend distribution policy. The Company is outside the purview of top one thousand listed entities. In view of this formulation of a dividend distribution policy is not applicable to the Company.

Transfer to Reserves

During the year under review, the Company has not transferred any amount to Reserves.

Operations

The total income of Rs. 23.17 Lakhs (Previous year Rs. 23.06 Lakhs) derived by the Company for the financial year 2022-23. The Net Profit for the year before adjustment on account of comprehensive income under review amounted to Rs. (11.28) lakhs (Previous year Rs. (11.51) lakhs).

Share Capital

As at March 31, 2023, the Authorized Share Capital of the Company is Rs. 5,25,00,000 divided into 52,50,000 equity shares of Rs.10/- each.

The paid-up Equity Share Capital as on 31st March, 2023 is Rs. 3,25,00,000 divided into 32,50,000 equity shares of Rs.10/- each.

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

Subsidiaries Company/ Associates Company /Joint Ventures Company

The Company has no subsidiary/Joint ventures/Associate Companies as per the provisions of Companies Act, 2013.

Change in the nature of business

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

Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Notes to the Financial Statements forming part of Annual Report. There are no Loans and Guarantees given by the Company as at 31.03.2023.

Related Party Transactions

There were no Transactions of sale, purchase or supply of materials; sale, disposal, purchase of property of any kind, leasing of property of any kind, availing or rendering of any services, appointment as agent, appointment to any office or place of profit, underwriting etc. with Related Parties within the meaning and scope of Section 188 of Companies Act, 2013.

Thus the information pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company.

Extract of the Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company as on March 31, 2023 is available on the website of the Company at <https://www.gslsecurities.com>.

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.

Directors and Key Managerial Personnel:

Mr. Santkumar Bagrodia was re-appointed as the Managing Director of the Company for a period of 3 (Three) years from 01.10.2022 upto 30.09.2025 at AGM held on 29.09.2022.

Mr. Mahesh Purohit was appointed as a Compliance officer of the Company with effect from 05.04.2023. Further he was appointed as a Company Secretary and Compliance officer of the Company with effect from 30.05.2023 from existing designation i.e. Compliance officer of the Company.

Mr. Thanthoni Ananthapadmanabha Rao retired as a Company Secretary of the Company due to age factor with effect from 30.05.2023.

Mr. Machhindra Patil (DIN: 08179234) was appointed as an Independent Director of the Company at the AGM, held on September 29, 2018 for a tenure of 5 years from July 31, 2018 to July 30, 2023. Pursuant to the provisions of Section 149 of the Act read with relevant rules made thereunder, an independent director can hold the office for a term of up to 5 consecutive years on the Board of a company, but is eligible for re-appointment on passing of a special resolution by the company, based on the report of evaluation of performance for another term of up to 5 years. No independent director can hold office for more than two consecutive terms.

Further to the aforesaid and based on the recommendation of the Nomination and Remuneration Committee of the Company ("NRC"), the Board at its Meeting held on August 14, 2023 has approved the re-appointment of Mr. Machhindra Patil (DIN: 08179234) as an Independent Director for a second term of 5 consecutive years from July 31, 2023 to July 30, 2028, subject to the approval of the Members by way of a special resolution.

The NRC identifies and ascertains the integrity, professional qualification, areas of expertise and experience of the person, who is proposed to be appointed as a director and appropriate recommendation is made to the Board with respect to his / her appointment to maintain balance, ensure effective functioning of the Board and ensure orderly succession planning. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold highest standards of integrity.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Retirement by rotation

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every AGM, not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation. Accordingly, Mr. Santkumar Bagrodia (DIN 00246168) is retiring by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment

Board of Directors and its Meeting

The composition of Board of Directors as on March 31, 2023 is stated below:

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. Machhindranath Krishna Patil	31/07/2018	—
4	Mrs. Suvarna Vitthal Shinde	07/11/2019	—

Meeting of Board and Attendance

The Board has met four (4) during the year. The meeting of Board of Directors were held on May 30, 2022, August 11, 2022, November 12, 2022 and February 10, 2023. The requisite quorum was present at all the Meetings held during the year. The gap between two Meetings of Board did not exceed the gap as required under the Act, Rules and circulars made therein.

The details of attendance of Directors in their meeting are as under:

Name	Category	No of Meeting entitled to attend	No. of Board Meetings attended during the year 2022-23	Whether attended last AGM held on September 29, 2022
Mr. Santkumar Bagrodia	Promoter and Executive Director	4	4	Yes
Mrs. Shailja Bagrodia	Promoter and Non-Executive Director	4	4	Yes
Mr. Machhindranath Krishna Patil	Non - Executive Independent Director	4	4	Yes
Mrs. Suvarna Vitthal Shinde	Non - Executive Independent Director	4	4	Yes

Committees of the Board

The Board of the Company has duly constituted Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Committees of Board meet at regular intervals and take necessary steps to perform its duties entrusted by the Board.

During the financial year the Company has three (3) Board Level Committees:

- A) Audit Committee;
- B) Nomination and Remuneration Committee;
- C) Stakeholders' Relationship Committee;

Meeting of Audit Committee and Attendance

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The composition, quorum, powers, role

and scope are in accordance with Section 177 of the Companies Act, 2013.

The Composition of the Audit Committee as on March 31, 2023 is as follows:

Chairman: Mr. Machhindranath Patil

Members: Mrs. Shailja Bagrodia and Mrs. Suvarna Shinde

During the Financial Year 2022-23, the Audit Committee has met four (4) times. The meetings of Audit Committee were held on May 30, 2022, August 11, 2022, November 12, 2022 and February 10, 2023. The details of attendance of members of Audit Committee in their meeting are as under:

Name of the Member	No of Meeting entitled to attend	No of Meeting attend
Machhindranath Krishna Patil	4	4
Suvarna Vitthal Shinde	4	4
Shailja Bagrodia	4	4

There are no instances where the Board had not accepted the recommendations of the Audit Committee.

Meeting of Nomination & Remuneration Committee and Attendance

The Company has duly constituted Nomination & Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013. The Board has framed a policy for selection and appointment of Directors, Senior Management and their Remuneration. The policy provides for determining qualifications, positive attributes, and independence of a Director.

The Composition of the Nomination & Remuneration Committee as on March 31, 2023 is as follows:

Chairman: Mr. Machhindranath Patil

Members: Mrs. Shailja Bagrodia and Mrs. Suvarna Shinde

During the Financial Year 2022-23, One (1) Meeting of Nomination & Remuneration Committee was held on August 11, 2022. The requisite quorum was present at the Meeting held during the year.

The details of attendance of members of Nomination and Remuneration Committee in their meeting are as under:

Name of the Member	No of Meeting entitled to attend	No of Meeting attend
Machhindranath Krishna Patil	1	1
Suvarna Vitthal Shinde	1	1
Shailja Bagrodia	1	1

Meeting of Stakeholders Relationship Committee and Attendance:

The Company has duly constituted Stakeholders Relationship Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013.

The Composition of the Stakeholders Relationship Committee as on March 31, 2023 is as follows:

Chairman: Mr. Machhindranath Patil

Members: Mrs. Shailja Bagrodia and Mrs. Suvarna Shinde

During the Financial Year 2022-23, One (1) Stakeholders Relationship Committee Meeting was held on August 11, 2022. The details of attendance of members of Stakeholder Relationship Committee in their meeting are as under:

Name of the Member	No of Meeting entitled to attend	No of Meeting attend
Machhindranath Krishna Patil	1	1
Suvarna Vitthal Shinde	1	1
Shailja Bagrodia	1	1

Meeting of Independent Directors

Mr. Machhindranath Krishna Patil and Mrs. Suvarna Vitthal Shinde are the Independent Director on the Board of the Company. During the Financial Year 2022-23, One (1) Meeting of Independent Director was held on August 11, 2022.

The details of attendance of Independent Director in their meeting are as under:

Name of the Member	No of Meeting entitled to attend	No of Meeting attend
Machhindranath Krishna Patil	1	1
Suvarna Vitthal Shinde	1	1

Declaration by Independent Directors

The declarations required under Section 149(7) of the Companies Act, 2013 from the Independent Directors of the Company confirming that they meet the criteria of independence under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (LODR) Regulations, 2015, have been duly received by the Company along with a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment of Directors) Rules 2014. The independent directors have also complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Code of Conduct for Directors and senior management personnel. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company.

Familiarization Programs of Independent Directors

The Company has established well defined familiarization and induction program. Further, at the time of the appointment of an Independent Director, the Company issues a Letter of appointment outlining his / her role, function, duties and responsibilities.

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, 2023 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 loss 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.

Performance Evaluation

In pursuance to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committee.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

Company's policy on directors' appointment and remuneration

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 Annual General Meeting 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.

Statutory Auditor & Audit Report

M/s. Baxi & Associates, Chartered Accountants, (Firm Registration Number: 122552W), were appointed as statutory auditors for a period of (4) four consecutive years (i.e. 2020-21 to 2023-24) by the members at the 26th Annual General Meeting of the Company held on 30th September, 2020.

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 2023.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013, the Code of Ethics issued by the Institute of Chartered Accountants of India.

Secretarial Audit Report

M/s Shivhari Jalan & Co., Practicing Company Secretary is appointed as secretarial auditor of the Company for the financial year 2022-23, as required under section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The observation by the Secretarial Auditors in their audit reports is self-explanatory.

The Secretarial Audit Report for the financial year ended 31st March, 2023 is attached herewith and forms a part of the report of the Directors.

Internal Financial Controls

Based on Internal Audit report of Mr. Vineet M. Shah for the financial year 2022-23, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company on the efficiency or adequacy of such controls.

Mr. Vineet M. Shah, Chartered Accountants was re-appointed as the Internal Auditor of the company for the Financial Year 2022-23.

Corporate Social Responsibility

The Company doesn't fall under the ambit of Section 135 (1) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Hence formulation of Corporate Social Responsibility Policy is not applicable to the Company.

Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed the Whistle Blower Policy for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports etc. The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. No person has been denied access to the Chairman of the Audit Committee.

During the financial year 2022-23, no complaints were received from any Directors and employee of the Company.

Particulars of Employee

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are in Annexure 'A'.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI Listing Obligations and Disclosure Requirements, 2015 is annexed herewith as "Annexure B".

Business Responsibility Report

In pursuance to Regulation 34 of the SEBI Listing Regulations, top one thousand listed entities based on market capitalization (calculated as on March 31 of previous financial year) shall provide Business Responsibility Report for the financial year 2022-23. The Company does not fall under the list of top thousand listed entities. In view of this Business Responsibility Report is not applicable to the Company.

Corporate Governance

The regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D, and E of Schedule V of the SEBI (LODR) Regulations, 2015 are not applicable to the Company as the paid up Share Capital of the Company is less than 10 Crores and its Net Worth does not exceed 25 Crores as on 31st March, 2023. Hence, the Corporate Governance Report is not applicable to your company and is not included in this Report.

Code of Conduct for Prohibition of Insider Trading

Your Company has in place a Code of Conduct for Prohibition of Insider, which lays down the process for trading in securities of the Company by the Designated Persons and to regulate, monitor and report trading by the employees of the Company either on his/her own behalf or on behalf of any other person, on the basis of Unpublished Price Sensitive Information. The aforementioned Code, as amended from time to time, is available on the website of the Company.

Unclaimed Dividend and Unclaimed Shares

As on March 31, 2023 there is no unpaid/ unclaimed Dividend and the shares to be transferred to the Investor Education & Protection Fund.

Report on the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013

The Company has in place a policy for prevention of Sexual Harassment at the Workplace in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In terms of section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, we report that, during the financial year 2022-23, no case has been reported under the said Act.

Issue of Shares

- i. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- ii. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- iii. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Matters not applicable to the Company for the financial year 2022-23

During the financial year 2022-23, the matters stated below were not applicable to the Company, thus no comments were made by the Board of Directors on the same:



- i. Details of Voting Rights not exercised by the employee's u/s 67(3)(c) of Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- ii. There are no applications made by or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.
- iii. Maintenance of Cost Records under section 148 of the Companies Act, 2013.

General Disclosure:

- i. During the year under review there are no shares in the demat suspense account or unclaimed suspense account of the Company.
- ii. During the year under review, there were no instance of one-time settlement with banks or financial institutions and hence the differences in valuation as enumerated under Rule 8(5)(xii) of Companies (Accounts) Rules, 2014, as amended, do not arise
- iii. During the Financial year no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

Statement on compliances of secretarial standards

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings of the Company.

Listing with stock exchanges

The Company's Equity Shares are listed at BSE Limited with script code 530469. The Company has also listed on Calcutta Stock Exchange and trading of securities of the Company has been suspended on Calcutta Stock Exchange.

Disclosure as required under Clause 5a to Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company or the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company has not entered into agreements among themselves or with a third party, or solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon 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 Board of Directors

Santkumar Bagrodia
Chairman and Managing Director
DIN: 00246168

Place: Mumbai

Date: 14.08.2023



FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members of
GSL Securities Limited
25/26, 1st Floor,
Tardeo AC Market Building,
Tardeo Road, Mumbai- 400 034.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice 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 my opinion thereon.

Based on my verification of 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2023 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)
 - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
 - (g) 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 to the company during the period under review)

- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the review period)
- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- (j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (vi) Other laws applicable specifically to the Company namely:
 - (a) Reserve Bank of India Act, 1934 with regard to Non-Banking Finance Company (NBFC).
 - (b) Payment of Bonus Act, 1956 and rules made thereunder;
 - (c) Income Tax Act, 1961;
 - (d) The Sexual Harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and rules made thereunder;
 - (e) Maternity Benefits Act, 1961 and rules made thereunder;
 - (f) Professional Tax Act, 1975;
 - (g) Equal Remuneration Act, 1976;
 - (h) Negotiable Instruments Act, 1881;
 - (i) The Bombay Shops and Establishments Act, 1948;

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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:

The Company has not complied with Regulation 14 of

SEBI (LODR) Regulations, 2015 as the Company has not received the invoice from CSE accordingly the Company has not paid the annual listing fees to CSE and CSE suspended trading of securities on CSE.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review there has been no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in accordance with the provisions of Companies Act, 2013 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.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I 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.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Mumbai **For Shiv Hari Jalan & Co.**
Date: 14.08.2023 **Company Secretaries**
UDIN: F005703E000799001 **FRN: S2016MH382700**
(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.



'Annexure A'

To,
The Members of
GSL Securities Limited
25/26, 1st Floor,
Tardeo AC Market Building,
Tardeo Road, Mumbai- 400 034.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 14.08.2023
UDIN: F005703E000799001

For Shiv Hari Jalan & Co.
Company Secretaries
FRN: S2016MH382700
(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

PARTICULARS OF EMPLOYEES

1. The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive directors

**Ratio to Median
Remuneration**

Not Applicable as company has not paid remuneration to Non-executive directors

Sr. No	Name	Designation	Remuneration in paid for FY 2022-23 (In Rs.)	Remuneration paid for FY 2021-22 (In Rs.)	% increase in remuneration in the FY 2022-23	Ratio/ times per median of employee remuneration
1	Mr. Santkumar Bagrodia	Executive- Managing Director	9,00,000	9,00,000	-	5.29
2	Mrs. Swara Kanade	Chief Financial Officer	79,715	1,51,159	-	0.63
3	Mr. Thanthani A Rao	Company Secretary & Compliance Officer	1,50,000	1,80,000	-	1.06

Median remuneration of employees in FY 2022-23 (per month)	Median remuneration of employees in FY 2021-22 (per month)	Percentage increase/ (decrease)
Rs. 14,170	Rs. 13,448	5.37

b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Average percentile increase in salaries of employees other than managerial personnel in FY 2022-23	Percentile increase in managerial personnel remuneration in FY 2021-22	Justification
-	-	The Salaries of managerial personnel remuneration has not been increased during the year under review.

c) The percentage increase in the median remuneration of employees in the financial year; 5.37%

d) The number of permanent employees on the rolls of Company : Seven (7) employees as on 31.03.2023

e) Justification of increase in managerial remuneration with that of increase in remuneration of other employees:

The Salaries of managerial personnel remuneration has not been increased during the year under review.

f) Affirmation that the remuneration is as per the remuneration policy of the Company:

Santkumar Bagrodia, Managing Director of the Company hereby affirm that all the employees including Key Managerial Personal are paid remuneration as per the Remuneration Policy formulated by the Company and approved by the Board.

g) The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Not Applicable

On behalf of the Board of Directors

Santkumar Bagrodia
Chairman and Managing Director
DIN: 00246168

Place: Mumbai

Date: 14.08.2023

MANAGEMENT DISCUSSION AND ANALYSIS:

The Company's main object is Non-banking Finance activities consisting mainly of investments. The market for this activity offers high potential for growth in view of the growth expected in the Indian economy over the next few years. There have been a number of causes behind growth of Indian economy in last couple of years. A number of market reforms have been instituted by Indian government and there has been significant amount of Foreign Direct Investment made in India. Much of this amount has been invested into several businesses including knowledge process outsourcing industries. India's foreign exchange reserves have gone up in last few years. All of these could help propel the country into high growth.

BUSINESS SCENARIO

Though the Market is behaving positive currently, however looking at the overall scenario and in order to protect the shareholders money, management has decided not to take risk and park the money safely in Fixed deposit. Management is keeping close watch at the behavior of the market and exploring new avenues to increase the income of company and its shareholders.

Opportunities and Threats:

Business opportunities for Finance Companies are enormous as the new areas and segments are being explored. The major threat being faced by Finance Companies are regulatory changes in Interest Rate hikes by RBI, high Inflation, and volatility in stock Market.

Risk and Concerns:

Your company's performance to a large extent depends upon scenario of the capital markets, finance scenario, RBI policies, industry performance and the general economic outlook of the country. The volatility in the global equity and commodity market, rate of interest and GDP would affect the profitability of the Company.

Financial Performance:

The total income of Rs. 23.17 Lakhs (Previous year Rs. 23.06 Lakhs) derived by the Company for the financial year 2022-23. The Net Profit for the year before adjustment on account of comprehensive income under review amounted to Rs. (11.28) lakhs (Previous year Rs. (11.51) lakhs).

Segment wise or product-wise performance:

The company is engaged in the business of Investment in Capital Market and there was no production activity carried out during the financial year.

Outlook:

The focus for the forthcoming financial year for the Company will be continued delivery in progressing mode and grabbing the opportunities and trying to overcome challenges.

The outlook on the Indian economy looks promising this year and GDP growth expected on the back of high liquidity flowing into the Indian markets. We expect good growth in the Indian Equities over the next 2-3 years.

Internal Control systems and their Adequacy

Internal Control and Audit is an important procedure and the Audit Committee of your Company reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Your Company has put in place an adequate Internal Control System to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance. The reports are reviewed by the Audit Committee of the Board. Wherever deemed necessary, internal control system are strengthened and corrective actions initiated.

Material development in Human Resources/ Industrial Relations front, including number of people employed:

The Company was able to retain the talents despite of the hefty attrition rates in its peer companies. The Company continued to maintain cordial relations with its employees.

Disclosure to the Board:

The Senior Management shall make the disclosure to the Board relating to all material financial and commercial transactions, and where they have personal interest, that may have potential conflict with the interest of the Company at large.

Also your Company is paying rent for the premises it is using for the office purpose to another group concern in which Director is interested. The dealings are at arm's length and at prevailing market.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS ALONG WITH DETAILED EXPLANATIONS THEREFOR

Details of key financial ratios 2022-23

Particulars	2022-23	2021-22	Variation (%) Increase (Decrease) over previous Financial Year
Debtors Turnover Ratio	Not applicable since the company is not having any trade receivables		
Inventory Turnover Ratio	Not applicable since the company is not having any inventories		
Interest Coverage Ratio	Not applicable since the company not paying any interest		
Current Ratio	51.88	44.94	There is no substantial change in this ratio.
Debt Equity Ratio	Not applicable since the company not having any borrowings		
Operating Profit Margin (%)	-52.19	-53.26	There is no substantial change in this ratio
Net Profit Margin (%)	-48.68	-49.91	There is no substantial change in this ratio.

DETAILS OF CHANGES IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF

The Return on Net Worth for the year was -2.08% as compared to -2.03% in the immediate previous financial year. There is no significant changes in net worth of the company.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis may be "forward looking statements" and have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged

On behalf of the Board of Directors
Santkumar Bagrodia

Chairman and Managing Director

DIN: 00246168

Place: Mumbai

Date: 14.08.2023

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, 2023, 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, 2023, 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 on the financial statements.

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, 2020 ("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, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, 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 Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director and other Key management personnel during the year are in accordance with the provisions of section 197 of the Act.

- h) 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.
 - iv. (a) The Management has represented to us that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or

provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented to us that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation given by the Management under sub clause (iv) (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the current year.

For **BAXI & ASSOCIATES**
Chartered Accountants
Firm Registration No. 122552W

(Abhay Baxi)

Partner

M.No.101020

Place: Mumbai

Date: 30/05/2023

ICAI UDIN : 23101020BGZFJJ6401

**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, 2023. We report that: -

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| <p>i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment.</p> <p>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.</p> <p>c) The Company does not have any immovable property, hence reporting under clause 3(i)(c) of the order is not applicable.</p> <p>d) The Company has not revalued any of its Property, Plant and Equipment including right of Use Assets and Intangible assets during the year.</p> <p>e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.</p> <p>ii. a) The nature of business does not require it to have any inventory hence provisions of Clause 3(ii)(a) of the aforesaid order are not applicable to the company.</p> <p>b) The Company has not taken any working</p> | <p>capital limits during the year, hence provisions of Clause 3(ii)(b) is not applicable.</p> <p>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)(a) to (iii)(f) of the said order are not applicable to company.</p> <p>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.</p> <p>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. Further no order in this respect has been passed by the Company Law Board or National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunals in regard to the Company. Hence, reporting under clause 3(V) of the Order is not applicable.</p> <p>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.</p> <p>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</p> |
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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 31-03-2023, 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 explanations given to us, no transactions relating to previously unrecorded income were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- ix. 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 (ix)(a) to (ix)(f) are not applicable to the Company.
- x. a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the

year and hence provisions of Clause 3(x)(a) of the aforesaid Order is not applicable to the Company.

- b) According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence provisions of Clause 3(x)(b) of the aforesaid Order is not applicable to the Company.
- xi. a) 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.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.
- c) According to information and explanation given to us by the management, there were no whistle blower complaints received by the company during the year.
- 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 is 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. a) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to March 31, 2023.
- xv. The Company has not entered into any non-cash transactions with its directors or the persons connected with him and hence requirement to report on clause 3(xv) of the order is not applicable to the company.
- xvi. a. The Company is an NBFC company registered under Section 45IA of the Reserve Bank of India Act, 1934.
- b. The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- c. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause (xvi)(c) of the order is not applicable.
- d. The company does not have any CIC as part of the Group, hence reporting under clause (xvi)(d) of the order is not applicable.
- xvii. The Company has incurred cash losses Rs. 11.23 lakhs during the financial year covered by our audit and Rs. 11.38 Lakhs the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company. Hence, reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence produced before us, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. Due to losses incurred during the year, the company is not required to incur any expenses for CSR activities, hence reporting under clause xx(a) and xx(b) of the order are not applicable.
- xxi. According to the information and explanations given to us, the Company does not have subsidiary, associate and joint venture, hence reporting under clause 3(xxi) of the Order is not applicable.

For **BAXI & ASSOCIATES**

Chartered Accountants

Firm Registration No. 122552W

(Abhay Baxi)

Partner

M.No.101020

Place: Mumbai

Date: 30/05/2023

ICAI UDIN : 23101020BGZFJJ6401

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, 2023.

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, 2023 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 Companies Act, 2013.

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, 2023, 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 **BAXI & ASSOCIATES**

Chartered Accountants

Firm Registration No. 122552W

(Abhay Baxi)

Partner

M.No.101020

Place: Mumbai

Date: 30/05/2023

ICAI UDIN : 23101020BGZFJJ6401



BALANCE SHEET AS AT 31st March, 2023

GSL
SECURITIES
LIMITED

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Financial Assets			
Cash and cash equivalents	2	453.00	459.84
Investments	3	39.41	56.29
(2) Non-Financial Assets			
Current Tax Assets (Net)	4	50.01	52.02
Deferred Tax Assets (Net)	5	0.12	0.14
Property, Plant and Equipment	6	0.07	0.12
Other Non-Financial Assets	7	10.64	10.33
Total Assets		553.25	578.74
LIABILITIES AND EQUITY			
Liabilities			
(1) Financial Liabilities			
		-	-
(2) Non-Financial Liabilities			
Current Tax Liabilities (Net)	8	5.98	10.37
Provisions	9	3.92	1.25
Equity			
Equity Share capital	10	325.00	325.00
Other Equity	11	218.35	242.12
Total Equity and Liabilities		553.25	578.74
See accompanying notes to the financial statements		-	-

As per our report of even date,
For **BAXI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 122552W
Sd/-
Abhay Baxi
Partner
Membership No. : 101020
Place : Mumbai
Date : 30.05.2023
ICAI UDIN : 23101020BGZFJJ6401

For and on behalf of the board of Directors
Sd/-
S.K. BAGRODIA
Managing Director
DIN: 00246168
Sd/-
SHAILJA BAGRODIA
Director
DIN: 00246710
Sd/-
SWARA KANADE
CFO



**STATEMENT OF PROFIT AND LOSS FOR THE
PERIOD ENDED 31ST MARCH, 2023**

**GSL
SECURITIES
LIMITED**

Particulars	Note No.	2022-23	2021-22
I Revenue From Operations	12	22.63	22.55
II Other Income	13	0.54	0.51
III Total Income (I+II)		23.17	23.06
IV EXPENSES			
Employee benefits expense	14	20.06	20.56
Depreciation and amortization expense	6	0.06	0.13
Other expenses	15	14.32	13.87
Total expenses (IV)		34.44	34.56
V Profit/(loss) before exceptional items and tax (I- IV)		-11.27	-11.50
VI Exceptional Items: Reversal of Provision for Doubtful Debts on NPA		-	-
VII Profit/(loss) before tax (V-VI)		-11.27	-11.50
VIII Tax expense:			
(1) Current tax		-	-
(2) Taxation of earlier year		-	-
(3) Deferred tax Liability / (Assets)		0.01	0.01
IX Profit (Loss) for the period from continuing operations (VII-VIII)		-11.28	-11.51
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)		-11.28	-11.51
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-30.65	0.75
(ii) Income tax relating to items that will not be reclassified to profit or loss		18.16	-0.20
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)		-23.77	-10.96
XVI Earnings per equity share (for continuing operation):			
(1) Basic		-0.35	-0.35
(2) Diluted		-0.35	-0.35
XVII Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII Earnings per equity share (for discontinued & continuing operations)			
(1) Basic		-0.35	-0.35
(2) Diluted		-0.35	-0.35

See accompanying notes to the financial statements

As per our report of even date,

For **BAXI & ASSOCIATES**

Chartered Accountants

Firm Reg. No. 122552W

Sd/-

Abhay Baxi

Partner

Membership No. : 101020

Place : Mumbai

Date : 30.05.2023

ICAI UDIN : 23101020BGZFJJ6401

For and on behalf of the board of Directors

Sd/-

S.K. BAGRODIA

Managing Director

DIN: 00246168

Sd/-

SHAILJA BAGRODIA

Director

DIN: 00246710

Sd/-

SWARA KANADE

CFO



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

GSL
SECURITIES
LIMITED

	For the Year Ended March 31, 2023		For the Year Ended March 31, 2022	
	Rupees	Rupees	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit / (Loss) after tax		(11.28)		(11.51)
Adjustments for :				
- Depreciation	0.05		0.13	
- Deferred Tax Assets	0.01		0.01	
- Interest received	-22.63		-22.55	
- Profit / Loss on Sale of Shares	-		-0.01	
- Dividend received	-0.54	(23.11)	-0.50	(22.92)
Operating Profit / (Loss) before working capital changes		(34.39)		(34.43)
(Increase)/Decrease in current assets				
Current Tax Assets (Net)	2.01		0.39	
Other Current Assets	-0.30		3.48	
Increase/(Decrease) in current liabilities				
Current Liabilities	2.67		0.38	
Current Tax Liability (Net)	-	4.38	-	4.25
Net Cash used in Operating Activities		(30.01)		(30.18)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	-		-	
Investment in Shares	-		-8.83	
Sale of Shares	-		0.40	
Dividend received	0.54	0.54	0.50	(7.93)
Net Cash Generated From Investing Activities		0.54		(7.93)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Loan Taken from Director	-		-	
Interest Received	22.63		22.55	
Net Cash from Financing Activities		22.63		22.55
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)		-6.84		15.56
Cash and Cash Equivalents (Opening Balance)		459.84		475.40
Cash and Cash Equivalents (Closing Balance)		453.00		459.84

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 **BAXI & ASSOCIATES**
Chartered Accountants
Firm Reg. No. 122552W
Sd/-
Abhay Baxi
Partner
Membership No. : 101020
Place : Mumbai
Date : 30.05.2023
ICAI UDIN : 23101020BGZFJJ6401

For and on behalf of the board of Directors

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

Sd/-
SHAILJA BAGRODIA
Director
DIN: 00246710

Sd/-
SWARA KANADE
CFO

Notes to the Financial Statements for the year ended 31st March, 2023

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 18.

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 de-recognition 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:

Debt instruments and investment in Preference Shares at amortised cost.

Debt instruments and investment in Preference Shares at fair value through profit or loss (FVTPL).

Equity instruments measured at fair value through other comprehensive income (FVTOCI).

- (a) 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:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

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 :

All incomes and expenditure are accounted for on accrual basis unless otherwise stated.

Dividend on shares and securities is recognized when the right to receive the dividend is established.

The Company follows the prudential norms for income recognition and provides for / writes off Non-performing Assets as per the prudential norms prescribed by the Reserve Bank of India or earlier as ascertained by the management.

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 are 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 31.03.2021. 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.

6 PROPERTY, PLANT & EQUIPMENT												
Description	GROSS BLOCK						DEPRECIATION/AMORTIZATION/DEPLETION				NET BLOCK	
	As at 1/4/2022	Adjustments / Additions	Adjustments /Deductions	As at 31/3/2023	As at 1/4/2022	For the Year	Adjustments /Deductions	As at 31/3/2023	As at 31/3/2023	As at 31/3/2022	(in Rupees)	
Tangible Assets:												
Own Assets:												
Plant & Machinery	27.24	-	-	27.24	27.24	-	-	27.24	-	-		
Furniture & Fixtures	0.24	-	-	0.24	0.24	-	-	0.24	-	-		
Equipment	6.49	-	-	6.49	6.36	0.06	-	6.42	0.07	0.13		
Sub-Total	33.97	-	-	33.97	33.84	0.06	-	33.90	0.07	0.13		
Leased Assets:												
Plant & Machinery	-	-	-	-	-	-	-	-	-	-		
Sub-Total	-	-	-	-	-	-	-	-	-	-		
Total (A)	33.97	-	-	33.97	33.84	0.06	-	33.90	0.07	0.13		
Intangible Assets:												
Software												
Others												
Total (B)	-	-	-	-	-	-	-	-	-	-		
Total (A+B)	33.97	-	-	33.97	33.84	0.06	-	33.90	0.07	0.13		
Capital Work-in-Progress												
Intangible Assets under Development												

**Notes to Financial Statements for the
year ended 31 March, 2023**
**GSL
SECURITIES
LIMITED**

	As at March 31, 2023	As at March 31, 2022
2 CASH AND CASH EQUIVALENTS		
Cash on Hand	0.25	0.46
Balance with Banks :		
- On Current Accounts	0.25	0.23
- In Fixed Deposit with UBI	452.50	459.15
Total	453.00	459.84

3 INVESTMENTS

	Face Value (Rs.)	As at March 31, 2023		As at March 31, 2022	
		Quantity Nos.	Rs.	Quantity Nos.	Rs.
Other Investments					
Investment measured at fair value through other comprehensive income					
A. In Equity Shares-Quoted, Fully paid up					
Aditya Birla Capital	10	2,100	3.23	2,100	2.26
Coffee Day Enterprises Ltd.	10	2,000	0.57	2,000	1.09
Devyani International Limited	10	617	0.89	617	1.08
Glenmark Life Sciences Limited	10	133	0.52	133	0.61
Hindalco Industries Limited	1	78	0.32	78	0.45
Jattashankar Industries Ltd. (Formerly Jatta Poly-Yarn Limited)	10	3,000	0.59	3,000	0.43
Libord Finance Limited (Formerly Libord Infotech Ltd)	10	200	0.01	200	0.01
Norris Medicines Limited	10	1,470	0.15	1,470	0.51
Paras Defence and Space Ltd	10	85	0.40	85	0.53
Reliance Naval	10	153,000	2.52	153,000	4.85
SBIN		-	-	-	-
The Indian Hume Pipe Co.	2	24,000	29.15	24,000	42.76
Wipro Limited	2	283	1.03	283	1.68
Total (A)			39.38		56.26
B. In Bonds - Unquoted					
NTPC (Fixed Int. Bond) - 8.49%		251	0.03	251	0.03
Total (B)			0.03		0.03
Total Non-Current Investments (A + B)			39.41		56.29
Cost Price of Quoted			16.42		16.42
Cost Price of Unquoted			-		-
			16.42		16.42
Difference			22.99		39.87



Notes to Financial Statements for the
year ended 31 March, 2023

**GSL
SECURITIES
LIMITED**

	As at March 31, 2023	As at March 31, 2022
2.1 Category-wise Non Current Investment		
Financial Assets measured at cost	-	-
Financial Assets carried at Amortised cost	-	-
Financial Assets measured at Fair Value through Other Comprehensive Income	39.41	56.29
Financial Assets measured at Fair Value through Profit and Loss	-	-
Total Non-Current Investments	<u><u>39.41</u></u>	<u><u>56.29</u></u>
4 CURRENT TAX ASSETS (NET)		
At start of the year	6.21	6.60
Charge for the year	(4.30)	(2.66)
Others - MAT Tax Credit	45.81	45.81
Tax paid during the year	2.29	2.27
Total	<u><u>50.01</u></u>	<u><u>52.02</u></u>
5 DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets	0.12	0.14
Total	<u><u>0.12</u></u>	<u><u>0.14</u></u>
7 OTHER CURRENT ASSETS		
Advance for Car	-	-
Advance to Staff	-	0.22
Prepaid Expenses	0.06	0.06
Interest accrued on FD	10.58	10.05
Total	<u><u>10.64</u></u>	<u><u>10.33</u></u>
8 Current Tax Liability - Net		
-For Deferred Tax Liability on OCI	5.98	10.37
Total	<u><u>5.98</u></u>	<u><u>10.37</u></u>

**Notes to Financial Statements for the
year ended 31 March, 2023**
**GSL
SECURITIES
LIMITED**

	As at March 31, 2023	As at March 31, 2022
9 Provisions		
Outstanding Liabilities for Expenses	3.66	1.25
Profession Tax	0.01	-
TDS on Contract	0.01	-
TDS on Salary	0.20	-
TDS on Professional Fees	0.04	-
Total	<u><u>3.92</u></u>	<u><u>1.25</u></u>

	Quantity Nos.	Rs.	Quantity Nos.	Rs.
10 SHARE CAPITAL				
Authorised share capital				
Equity Shares of Rs. 10/- each	5,250,000	525.00	5,250,000	525.00
		525.00		525.00
Issued Capital :				
Equity Shares of Rs. 10/- each	3,250,000	325.00	3,250,000	325.00
		325.00		325.00
Subscribed and fully paid up Capital :				
Equity Shares of Rs. 10/- each	3,250,000	325.00	3,250,000	325.00
Total		<u><u>325.00</u></u>		<u><u>325.00</u></u>

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

	No.of Shares	Rs.	No.of Shares	Rs.
Shares outstanding at the beginning of the year	3,250,000	325.00	3,250,000	325.00
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares Outstanding at the end of the year	<u><u>3,250,000</u></u>	<u><u>325.00</u></u>	<u><u>3,250,000</u></u>	<u><u>325.00</u></u>

10.2 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 2023, the amount of per share dividend recognized as distributions to equity shareholders was Rs. Nil (31st March 2022 Rs. Nil)



Notes to Financial Statements for the
year ended 31 March, 2023

**GSL
SECURITIES
LIMITED**

	As at March 31, 2023		As at March 31, 2022	
10.3 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 Private Limited	332,500	10.23	332,500	10.23
Nalini Stock Brokers Private Limited	320,500	9.86	320,500	9.86
Kumaar Bagrodia	251,500	7.73	251,500	7.73
Shree Kumar Mangalam Traders Private Limited	245,000	7.53	245,000	7.53
Sant Kumar Bagrodia	354,400	10.90	354,400	10.90
		<u>58.67</u>		<u>58.67</u>

	No. of Shares	% of holding	No. of Shares	% of holding	during the year
10.4 Details of Equity Shares held by promoters in the Company					
Shailja Bagrodia	403,700	12.42	403,700	12.42	0.00
Sant Kumar Bagrodia	354,400	10.90	354,400	10.90	0.00
Nalini Stock Brokers Private Limited	320,500	9.86	320,500	9.86	0.00
Kumaar Bagrodia	251,500	7.74	251,500	7.74	0.00
Sandeep Goenka	400	0.01	400	0.01	0.00
Archana Sandeep Goenka	200	0.01	200	0.01	0.00
Sarita Ashok Dalmia	200	0.01	200	0.01	0.00
		<u>30.05</u>		<u>30.05</u>	

11 OTHER EQUITIES

Retained Earnings

As Per last Balance Sheet	212.63	224.14
Add / (Less) : Profit/(Loss) for the year	(11.28)	(11.51)
Balance at end of the reporting period	<u>201.35</u>	<u>212.63</u>
Equity instruments through other comprehensive income		
As Per last Balance Sheet	29.49	28.94
Add / (Less) : Movement in OCI (Net) during the year	(30.65)	0.75
Add / (Less) : Income Tax on OCI	18.16	-0.20
Balance at end of the reporting period	<u>17.00</u>	<u>29.49</u>

**Notes to Financial Statements for the
year ended 31 March, 2023**
**GSL
SECURITIES
LIMITED**

	As at 31st March, 2023	As at 31st March, 2022
12 REVENUE FROM OPERATIONS		
<u>Interest Received on:</u>		
a Fixed Deposit	22.37	22.19
b Income Tax Refund	0.25	0.36
c Debenture	0.01	-
Total	<u><u>22.63</u></u>	<u><u>22.55</u></u>
13 OTHER INCOME		
<u>a Dividend Income :</u>		
From Long Term Investments	0.54	0.50
b Short Term Capital Gain on sale of shares	-	0.01
Total	<u><u>0.54</u></u>	<u><u>0.51</u></u>
14 EMPLOYEE BENEFIT EXPENSES		
Salaries and wages	18.50	18.31
Staff Welfare Expenses	1.56	2.25
Total	<u><u>20.06</u></u>	<u><u>20.56</u></u>
15 OTHER EXPENSES		
Profession Tax	0.08	0.08
Printing and stationery	0.90	1.33
Postage & Courier Charges	0.34	0.26
Legal Press Release Charges	0.35	0.34
Share Transfer and Demat Expenses	0.82	0.75
Legal and professional	2.69	3.42
Annual Listing Fees	3.54	3.54
Annual Custodial Fees	0.21	0.22
Foreign Investment monitoring charge	0.12	-
E-Voting Charges	0.05	0.05



Notes to Financial Statements for the year ended 31 March, 2023		GSL SECURITIES LIMITED
ROC Fees	0.04	0.40
Miscellaneous expenses	2.93	2.27
Conveyance and Travelling Expenses	1.72	0.73
Payments to auditors:-		
a For Statutory Audit	0.35	0.34
b For Certification	0.18	0.14
Total	14.32	13.87
 Miscellaneous expenses		
Books and Periodicals	0.08	0.03
Business Promotion Expenses	0.20	0.18
Office Expenses	1.91	1.21
Festival and Function Expenses	0.37	0.15
Interest and Late fee on TDS	-	0.13
Donation	0.10	0.35
Repairs and Maintenance	0.16	0.08
Telephone and Internet Charges	0.06	0.09
Demat Charges	0.03	0.03
Bank Charges	0.02	0.02
Total	2.93	2.27

**Note to the Financial Statements
for the year ended 31st March, 2023**

**GSL
SECURITIES
LIMITED**

14. Contingent Liabilities Not Provided For :

	<u>31.03.2023</u>	<u>31.03.2022</u>
Estimated amount of contracts remaining to be executed on capital account	NIL	NIL
Claims against company not acknowledge as debts	NIL	NIL

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

16. Segment Reporting

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

17. 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. Aditri Neuroscience Private Limited
- b) Key Management Personnel
- i. Santkumar Kesardeo Bagrodia – Managing Director.
 - ii. Shailja Santkumar Bagrodia – Director.
 - iii. Machhindranath Patil – Independent Director.
 - iv. Suvarna Shinde – Independent Director.
 - v. Swara Khande - CFO

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

(Rs. In Lakhs)

a. Remuneration paid to Managing Director and Other Key Management personnel:

Name	Designation	Remuneration	
		2022-23	2021-22
Santkumar Bagrodia	Managing Director	9.00	9.00
Swara Kanade	CFO	0.80	1.51
Thanthani A Rao	CS	1.50	1.80

b. Details of Loan taken and repaid during the year:

Name	Loan taken	Loan repaid
Santkumar Bagrodia	1.15	1.15
Shailja Bagrodia	1.80	1.80

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.

18. 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

(Rs. in Lakhs)

Particulars	Carrying Value		Fair Value	
	31/03/2023	31/03/2022	31/03/2023	31/03/2022
FINANCIAL ASSETS				
At Amortised Cost				
Cash & cash equivalent	453.00	459.84	453.00	459.84
Other Current asset	10.64	10.33	10.64	10.33
TOTAL	463.64	470.17	463.64	470.17
FINANCIAL LIABILITIES				
Provisions	3.92	1.25	3.92	1.25
TOTAL	3.92	1.25	3.92	1.25

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, 2022 and 31st March, 2023 are as shown below.

19. 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 (Rs. In Lakhs)

As at 31stMarch 2023 : **Fair value measurement using**

Particulars	Total	Level 1	Level 2	Level 3
-------------	-------	---------	---------	---------

Asset measured at fair value:
Investment at fair value through OCI

Investment in quoted equity shares	39.38	39.38		
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 31stMarch 2022 : **Fair value measurement using**

Particulars	Total	Level 1	Level 2	Level 3
-------------	-------	---------	---------	---------

Asset measured at fair value:
Investment at fair value through OCI

Investment in quoted equity shares	56.26	56.26		
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.

20. Disclosure relating to Trade payables:

a. There are 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.

b. Since there is no Outstanding Trade payables which is due for payment as on 31st March 2023, hence disclosures relating to its ageing schedule are not applicable to the company.

21. Trade receivables ageing schedule:

Since there is no Outstanding Trade receivables as on 31st March 2023, hence disclosure relating to its ageing schedule are not applicable to the company.

22. Capital work-in-progress ageing schedule:

Since Capital work-in-progress as on 31st March 2023 is NIL, hence disclosure relating to its ageing schedule are not applicable to the company.

23. Intangible assets under development ageing schedule:

Since Intangible assets under development as on 31st March 2023 is NIL, hence disclosure relating to its ageing schedule are not applicable to the company.

24. Disclosures pursuant to Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions 2021 dated 24th September 2021:

- a. Details of transfer through direct assignment in respect of loans not in default:
Since the company has not given any loan which is Outstanding at the beginning of the year nor has granted any loan during the year, hence disclosure relating to same are not applicable.
- b. The company has not acquired any loan in default during the year ended 31st March 2023.
- c. The Company has not transferred or acquired any stressed loan during the year ended 31st March 2023.

25. Disclosure pursuant to RBI Master Directions, 2021 dtd. 17th February 2021.

Since the company has not given any loan which is Outstanding at the beginning of the year nor has granted any loan during the year, hence disclosure relating to same are not applicable.

26. Disclosure relating to RBI circular dtd. 12th November 2021 and dtd. 13th March 2020:

Since the company has not given any loan which is Outstanding at the beginning of the year nor has granted any loan during the year, hence the said circulars are not applicable.

27. The Company does not hold any immovable property either owned or leased as on 31st March 2023 and 31st March 2022, hence disclosure relating to Title deeds of immoveable property held in the name of the company and / or its revaluation are not applicable.

28. No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, as at 31st March 2023 and 31st March 2022.

29. Since the company has not taken any borrowings from any banks and / or Financial institutions, hence disclosure relating to filing of quarterly returns or statement of current assets are not applicable.

- 30.** The Company are not a declared wilful defaulter by any bank or financial Institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended 31st March 2023 and 31st March 2022.
- 31.** The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31st March 2023 and 31st March 2022.
- 32. Registration of charges or satisfaction with Registrar of Companies (ROC):**
Since the company has not mortgaged any property / assets whether moveable or immovable, nor has taken any loan, hence the same are not applicable to the company.
- 33. Disclosure relation to utilisation of borrowed funds for specific purpose:**
The company has not taken any borrowing from any Banks and/or Financial institutions, hence disclosure relating to Utilisation of borrowings for specific purpose are not applicable.
- 34. Disclosure relating to utilisation of borrowed funds and share premium:**
- The company has not taken any borrowings from any banks and/or financial institutions and / or has not issued any shares at premium. Hence disclosure relating to grant of loans, advances or its investment to any other persons or to any other entity are not applicable.
 - The company has also not given any guarantee, security or the like to or on behalf of the ultimate beneficiaries. Hence disclosure of the same are not applicable.
 - The company has not received any funds from any persons or entities including Foreign entities, hence disclosure relating to the same are not applicable

35. Analytical Ratio

Ratio	Numerator	Denominator	As at 31 st March 2023	As at 31 st March 2022	% Variance	Reasons for Variance (if above 25%)
Capital to risk-weighted assets ratio (CRAR)	543.23	76.40	711.03%	599.34%	111.69%	Increase in Risk Weighted asset and reduction of Net Owned fund
Tier I CRAR	543.23	76.40	711.03%	599.34%	111.69%	Same as above
Tier II CRAR	543.23	0.00	0.00%	0.00%	0.00%	N.A.
Liquidity Coverage ratio* High quality liquid assets And Cash outflow	453.00	4.84	9364.00%	7901.03%	14.63%	Reduction in both

* The Company is not required to comply with the guidelines on Liquidity Coverage Ratio (LCR) in line with Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 as at 31st March 2023 and 31st March 2022.

36. The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31st March 2023 and 31st March 2022.

37. Compliance with approved scheme of arrangements

The company has not applied for any scheme of arrangements with any competent authority in terms of sections 230 to 237 of the Companies Act, 2013, hence disclosure relating to same are not applicable.

38. Deferred taxes on Income:-

The company is entitled to create deferred tax asset/ liability in the Books of accounts 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 on account of carried forward losses are not recognized on the ground of prudence, but Deferred Tax Assets on account of Depreciation for the current year has been recognised in the Books of accounts, details of which are as under :

WDV as per books as on 31.03.2023	0.07
WDV as per IT as on 31.03.2023	0.55
Balance	0.48
Deferred Tax Assets as on 31.03.2023 @ 26%	0.12

39. 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.

40. There have been no transactions which have not been recorded in the books of accounts that have been surrendered or disclosed as income during the year ended 31 March 2023 and 31 March 2022, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 31 March 2023 and 31 March 2022.

41. 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	31.03.2023	31.03.2022
a) Net Profit / (Loss) attributable to equity shareholders	Rs.	-11.28	-11.52
b) Weighted average number of equity shares	No.	32.50	32.50
c) Nominal Value Per Share	Rs.	10	10
d) Earning Per Share	Rs.	-0.35	-0.35

42. Auditors' Remuneration

Particulars	31.3.2023	31.3.2022
As Auditor		
Audit Fees	0.35	0.34
Certification	0.18	0.14
Total	0.53	0.48

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

44. During the year, the Company has provided Rs. NIL/- (P.Y. NIL-), towards Non- performing Assets in accordance with the prudential norms prescribed by Reserve Bank of India.

45. 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,

For **BAXI & ASSOCIATES**

Chartered Accountants

Firm Reg. No. 122552W

Sd/-

Abhay Baxi

Partner

Membership No. : 101020

Place : Mumbai

Date : 30.05.2023

ICAI UDIN : 23101020BGZFJJ6401

For and on behalf of the board of Directors

Sd/-

S.K. BAGRODIA

Managing Director

DIN: 00246168

Sd/-

SHAILJA BAGRODIA

Director

DIN: 00246710

Sd/-

SWARA KANADE

CFO



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 29th Annual General Meeting of the Company to be held on Saturday, 30th September, 2023 at 10.00 a.m. at the Registered Office Address of the Company at **25 & 26, 1st Floor, A C Market Building, Tardeo Mumbai 400034.**

* Applicable for investors holding shares in electronic form.

(Signature of the Member/ Proxy)

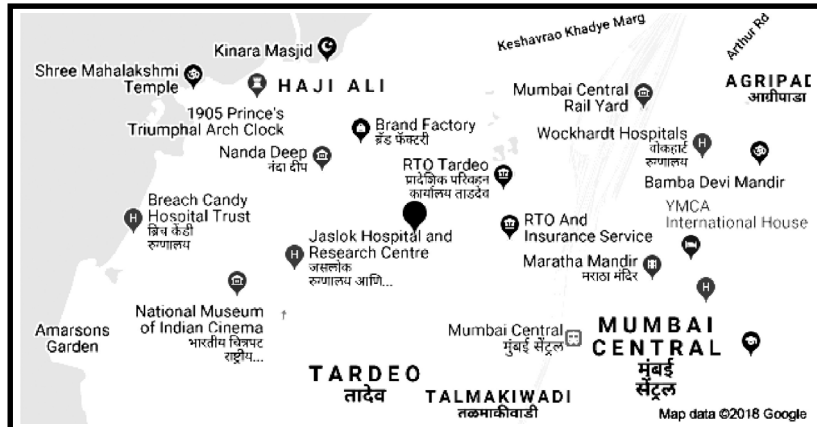
ROUTE MAP :- EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

EOGM Venue:

1/25 & 1/26, 1st Floor,
Tardeo Airconditioned
Market Society,
Tardeo Road,
Mumbai- 400034

Prominent Landmark:

Tardeo Towers





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: gs securitiesltd@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 29th Annual General Meeting of the Company to be held Saturday, 30th September, 2023 at 10.00 a.m. at the Registered Office Address of the Company at 1/25 & 1/26, 1st Floor, AC Market Building, Tardeo, Mumbai – 400 034, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional	
		For	Against
	Ordinary Business:		
1.	To receive, consider and adopt the Audited Financial statements of the company for the financial year ended 31 st March 2023 and the Director's Report and Auditor's Report thereon.		
2.	To appoint a Director in place of Mr. Santkumar Bagrodia (DIN 00246168), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To re-appoint Mr. Machhindra Patil (DIN: 08179234) as an Independent Director for a second term of 5 (five) consecutive years		

Signed this..... day of2023.

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.

**Form No. MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c), of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **GSL SECURITIES LTD**
(CIN: L65990MH1994PLC077417)
Registered Office : 25 & 26, 1st Floor, A C Market Building, Tardeo, Mumbai -400034

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No.*(Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity

I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Particulars	No. of Shares held	Vote in favour of Resolution	Vote against the Resolution
1.	To receive, consider and adopt the Audited Financial statements of the company for the financial year ended 31 st March 2023 and the Director's Report and Auditor's Report thereon (Ordinary Resolution)			
2.	To appoint a Director in place of Mr. Santkumar Bagrodia (DIN 00246168), who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution)			
3.	To re-appoint Mr. Machindra Patil (DIN: 08179234) as an Independent Director for a second term of 5 (five) consecutive years (Special Resolution)			

Place: Mumbai

Date :

(Signature of the Shareholder)

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