

# GSL SECURITIES LIMITED

1/25 & 1/26, 1<sup>ST</sup> FLOOR, AC MARKET BUILDING SOCIETY, TARDEO ROAD,  
MUMBAI- 400 034, TEL : 022-23516166, email: [gslsec@bom3.vsnl.net.in](mailto:gslsec@bom3.vsnl.net.in)  
website : [www.gslsecurities.com](http://www.gslsecurities.com) CIN NO. L65990MH1994PLC077417

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September 07, 2018

To,  
**BSE Limited**  
PhorozeJeejeebhoy Towers,  
25th Floor, Dalal Street,  
Mumbai - 400 001.

**Subject: Submission of notice of 24th Annual General Meeting of GSL Securities Limited  
pursuant to regulation 30 of SEBI (LODR) Regulations, 2015  
Scrip Code :530469 /Scrip Id: GSLSEC**

Dear Sir/Madam,


Pursuant to regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed the notice of 24th AGM of GSL Securities Limited to be held on 29<sup>th</sup> September, 2018.

Kindly take the above on record and acknowledge receipt.

Thanking you

Yours faithfully,

For **GSL Securities Limited**

  
S. K. Bagrodia  
Compliance Officer

# NOTICE

*NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of M/s. GSL SECURITIES LIMITED ('the Company') will be held on Saturday, 29<sup>th</sup> September, 2018 at 11.00 a.m. at Registered Office of the Company at 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034, to transact the following business.*

## **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial statements of the company for the financial year ended 31<sup>st</sup> March 2018 and the Director's Report and Auditor's Report thereon.*
- 2. To appoint a Director in place of Mr. Satyanarayan Parmanand Kabra (DIN 00280637), who retires by rotation and being eligible, offers himself for reappointment.*
- 3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

*RESOLVED THAT pursuant to the provisions of Section 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of Directors and of the Board of Directors and pursuant to the resolution passed by the members at the Twentieth annual general meeting of the Company held on 20<sup>th</sup> September, 2014, the appointment of M/s. Vijay R. Tater & Co., Chartered Accountants, Mumbai (Firm Registration No. 111426W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty-fourth AGM of the Company for the financial year 2018-19, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified."*

## **SPECIAL BUSINESS:**

- 4. Appointment of Mr. Machhindra Patil (DIN 08179234) as Director of The Company and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:*

*"RESOLVED THAT Mr. Machhindra Patil (DIN 08179234), who was appointed as an Additional Director with effect from 31<sup>st</sup> July, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 being eligible for appointment and in respect of which, the company has received a notice in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."*

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

**Place: Mumbai  
Date: 23/08/2018**

**Registered Office:  
61 'B' Mittal Tower  
6<sup>th</sup> Floor, 210, Nariman Point,  
Mumbai – 400 021.**

**S.K. Bagrodia  
Chairman & Director  
(DIN: 00246168)**

## **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 Monday 24<sup>th</sup> September, 2018 to Saturday, 29<sup>th</sup> September 2018 (both days inclusive).*
4. *Members are requested to intimate the change of address if any to the Company or its Registrar & Share Transfer Agents, M/s. **Purva Sharegistry (India) Pvt. Ltd.** having its office at Unit no. 9, Shivshakti Ind. Est., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East)– 400 011.*
5. **E-voting:**

*In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 23rd Annual General Meeting (AGM) through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).*

*Shri. Rajesh Kumar Mittal, Practising Company Secretary (Membership No.F4627, C. P. No. 8745), who had consented to act as the Scrutiniser, was appointed by the Board of Directors as the Scrutiniser to scrutinise the voting process (electronically or otherwise) for the 24<sup>th</sup> Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutiniser's report of the total votes cast to the Chairman or a person authorised by him in writing.*

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

*A) In case of Members receiving notice by e-mail from NSDL:*

- i) *Open e-mail and open the attached PDF file viz; "GSL.e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "user ID" and "password for e-voting". Please note that this password is an initial password.*
- ii) *Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.*
- iii) *Click on "Shareholder-Login".*
- iv) *Put your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.*
- v) *Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.*
- vi) *Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".*
- vii) *Select "EVEN" (E Voting Event Number) of GSL Securities Limited for casting our vote.*
- viii) *Now you are ready for e-voting as "Cast Vote" page opens.*
- ix) *Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted.*

- x) Upon confirmation, the message "vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional Shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutiniser through e-mail to- rajeshmittal@gmail.com with a copy marked to- evoting@nsdl.co.in.

- B) In case of Members receiving physical copy of Notice of Annual General Meeting :
- a. User ID and Initial password sent separately.
  - b. Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (A) above, to cast your vote.

**Other Instructions:**

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 23<sup>rd</sup> September, 2018, may obtain their user ID and password for e-voting from the Company or NSDL (Toll free tele no. 1800 222 990). If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.
  - II. The remote e-voting facility starts on Wednesday, 26<sup>th</sup> September, 2018 at 9.00 a.m. and ends on Friday, 28<sup>th</sup> September, 2018 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut off date of 23<sup>rd</sup> September, 2018, 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, 28<sup>th</sup> September, 2018. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll free Telephone No.: 1800 222 990.
  - IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
  - V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - VI. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM to the Chairman or a person authorised by the Chairman. The Chairman or a person authorised by the Chairman, shall declare the result of the voting forthwith.
  - VII. The declared results along with the Scrutiniser's Report will be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
- 6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturday.
  - 7. Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any),

*nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under Section 88 (1)(a) of the Companies Act, 2013 and Rule 3(1) of the Companies (Management and Administration) Rules, 2014.*

8. *Members holding in demat mode are requested to provide the above information to their depository participant.*

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**

**Item No 4 of the notice**

*Mr. Machhindra Patil (DIN 08179234) was appointed as additional director on the Board of the Company with effect from 31<sup>st</sup> July, 2018 at the board meeting of the company held on 31<sup>st</sup> July, 2018. In terms of Section 161 of the Companies Act, 2013, the Additional Director to hold office till the ensuing Annual General Meeting. The Company had received notices in writing from a member, proposing their candidatures to the office of directorship. Necessary resolutions seeking approval of the Members for his appointment is placed by means of Ordinary Resolution.*

*The Board of Directors accordingly recommends the passing of the said resolution.*

*Except Mr. Machhindra Patil, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.*

**Details of Directors seeking reappointment at the 24<sup>th</sup> Annual General Meeting**

<b>Item No of Notice</b>	2	4
<b>Name of Director</b>	<i>Mr. Satyanarayan Parmanand Kabra</i>	<i>Mr. Machhindra Patil</i>
<b>DIN</b>	00280637	08179234
<b>Date of Birth</b>	<b>07/08/1963</b>	<b>01/01/1994</b>
<b>Qualification</b>	<b>Graduate</b>	<b>Graduate</b>
<b>Nationality</b>	<i>Indian</i>	<i>Indian</i>
<b>Date of First Appointment on board</b>	<b>08.11.2016</b>	<b>31.07.2018</b>
<b>Relationship with other Directors and Key Managerial Personnel</b>	<i>not related to any Directors, Key Managerial Personnels of the Company</i>	<i>not related to any Directors, Key Managerial Personnels of the Company</i>
<b>Terms and conditions of appointment or reappointment</b>	<i>Mr. Satyanarayan Kabra was appointed as Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 being eligible for appointment and in respect of which, the company has received a notice in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.</i>	<i>Mr. Machhindra Patil was appointed as Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 being eligible for appointment and in respect of which, the company has received a notice in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.</i>
<b>Shareholding</b>	25400	0
<b>Directorship in other Companies</b>	NIL	1. Sobhagya Mercantile Limited.

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**GSL SECURITIES LIMITED**

(CIN: L65990MH1994PLC077417)

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

Tel.: 022-66301060 Email: gslsec@bom3.vsnl.net.in

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**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 24<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 11.00 am at the Registered Office Address of the Company at 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034.

\* Applicable for investors holding shares in electronic form.

(Signature of the Member/ Proxy)

**GSL SECURITIES LIMITED**

(CIN: L65990MH1994PLC077417)

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

Tel.: 022-66301060 Email: gslsec@bom3.vsnl.net.in

**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: .....

Email 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 24<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 11.00 am at the Registered Office Address of the Company at 1/25 & 1/26 1st Floor, Tardeo Airconditioned Market Society, Tardeo Road, Mumbai - 400 034. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional	
		For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Audited Financial statements of the company for the financial year ended 31st March 2018 and the Director's Report and Auditor's Report thereon.		
2.	To appoint a Director in place of Mr. Satyanarayan Kabra (DIN 00280637), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To appoint Auditors and fix their remuneration.		
<b>Special Business:</b>			
4.	Appointment of Mr. Machhindra Patil (DIN 08179234) as Director of The Company.		

Signed this ..... day of .....2018.

Signature of the Shareholder

Signature of the Proxy holder(s)

Affix  
Re. 1/-  
Revenue  
Stamp

**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.**



