

The background of the cover is a collage of financial market data. It features a dark blue background with various charts and data points. A prominent green candlestick chart is visible on the left side. A red dashed line and a green solid line are overlaid on the charts. In the upper right, there is a red diamond shape. The text 'Safal Securities Limited' is faintly visible in the top right corner. The overall theme is financial markets and investment.

SAFAL SECURITIES LIMITED

ANNUAL REPORT

2015-16

SAFAL SECURITIES LIMITED

ANNUAL REPORT
2015-16

REGISTERED OFFICE:-

9, Ankur Complex,
B/H. Town Hall,
Ellisbridge,
Ahmedabad, Gujarat

BOARD OF DIRECTORS

- 1) Shri. Sanjaykumar S. Shah
- 2) Shri. Rajubhai B. Desai
- 3) Shri. Mukeshbhai B. Desai
- 4) Smt. Arunaben N Ghanchi

AUDITOR

D.A.Rupawala & Associates, Ahmedabad

BANKER

Axis Bank, Ahmedabad

REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.

9 Shiv Shakti Ind. Estt.
J R Boricha Marg,
Lower Parel
East Mumbai 400 011

CONTENTS

| Sr No | Particulars | Pg.No |
|-------|--|-------|
| 1. | Notice of AGM | 1-7 |
| 2. | Board's Report | 8-14 |
| 3. | Extract of Annual Return | 15-29 |
| 4. | Secretarial Audit Report | 30-32 |
| 5. | Management Discussion And Analysis Report | 33 |
| 6. | Form-A | 34 |
| 7. | Auditors' Report | 35-39 |
| 8. | Balance sheet | 40 |
| 9. | Statement Of Profit And Loss | 41 |
| 10. | Notes Forming Part of the Financial Statements | 42-46 |
| 12. | Cash Flow Statement | 47 |
| 13. | Attendance Slip & Proxy Form | 48-50 |

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SAFAL SECURITIES LIMITED WILL BE HELD ON 07TH SEPTEMBER, 2016 AT 1.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2016 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.
- 2) To appoint a Director in place of Shri. Mukesh B. Desai who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint a Director in place of Smt. Arunaben Nathabhai Ghanchi who retires by rotation and being eligible offers herself for reappointment
- 4) To consider and if thought it, to pass with or without modifications, the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 139 (2) and 142(1) of the Companies Act 2013 the retiring Auditor **D A RUPAWALA & ASSOCIATES**, Chartered Accountants, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting subject to ratification by members at every Annual General Meeting at such Remuneration as may be determined in consultation with the Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

- 5) To consider and if thought it, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Issued, subscribed and paid up equity capital of Rs. 5,00,01,000 consisting of 1,00,00,200 Equity Shares of Rs. 5 each be divided into 50,00,100 equity shares of Rs. 10 each by consolidating in such manner that every two of the existing equity shares of Rs. 5 each shall constitute one share of Rs. 10 each fully paid.”

RESOLVED FURTHER THAT the existing certificates of shares be called in by the Board of Directors and cancelled and that the new certificates be issued in lieu thereof in the terms of the Companies (Share Capital and Debentures) rules, 2014.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

6) To consider and if thought it, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT the existing Authorized Share Capital of Rs. 6,00,00,000/- (Rupees Six Crores only) of the Company consisting of 1,20,00,000 (One Crore Twenty Lacs only) Equity Shares of Rs. 5/- each be and is hereby reclassified/Consolidated as 60,00,000 (Sixty Lacs only) Equity Shares of Rs. 10/- each aggregating to Rs. 6,00,00,000/- (Rupees Six Crores only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of existing Clause thereof:

“V. The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each”

DATED: 6TH AUGUST, 2016

BY ORDER OF THE BOARD

PLACE: AHMEDABAD

sd/-

CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 31.08.2016 To 07.09.2016 (both days inclusive)
4. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, setting out material facts in respect of the special business under item No. 5 & 6 is annexed hereto.
5. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.
6. Electronic copy of the Annual Report for F.Y 2015-16 (including Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy) is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not having email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

7. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
8. Members desiring any information as regards the operations of the Company are requested to write to the Company at least 5 days in advance so as to enable the management to keep the information ready at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 & 6: Consolidation of Equity Shares of the Company and Alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company:

The Paid-up Share Capital of the Company is Rs. 5,00,01,000/- consisting of 1,00,00,200 Equity Shares of Rs. 5/- each. Presently the shares are of the company are not very frequently tradeable because of the involvement of higher expenses based on number of shares. The Board of Directors in their Meeting held on 06th August, 2016 has considered to consolidate the share capital of the Company from Rs. 5 per share to Rs. 10 per share resulting in decrease in total number of issued shares and increasing the scope of trading.

Pursuant to Section 61 of the Companies Act, 2013 the consolidation of share capital requires the approval of members in general meeting and hence the resolution is submitted to the meeting for members' approval.

Consequently Clause V of Memorandum of association will be altered accordingly.

Board of Directors recommends the resolution for approval of members.

None of the Directors, Key managerial personnel or any of their relative is, in any way concerned or interested in the above Resolution.

DATE : 6TH AUGUST, 2016

BY ORDER OF THE BOARD

PLACE: AHMEDABAD

sd/-

CHAIRMAN

INSTRUCTION FOR E VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 03.09.2016 at 2.00 P.M. and ends on 05.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31.08.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the |

| | |
|--|--|
| | details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |
|--|--|

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **SAFAL SECURITIES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

ROUTE MAP TO AGM VENUE

