GSB
FINANCE LTD.



ANNUAL REPORT
2012-13

GSB FINANCE LTD.

30th ANNUAL REPORT

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MCA CIRCULAR

Dear Shareholder,

The ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies vide its circular No. 17 dated April 21, 2011 stating that a company would have complied with section 53 of the Act, if the service of document has been made through electronic mode. In such case, the company is required to obtain email addresses of its members for sending the notice / documents through email by giving an advance opportunity to every shareholder to register his / her email address and changes therein, if any, from time to time with the company and Circular No. 18 Dated 29th April 2011 relating to dispatch of Annual Report and other Notices etc.

GSB Finance Limited (GSBFL) is committed to be an Environment friendly company in all its areas of activities, products and services. The Company invites its shareholders to participate in the Green Initiatives to affirm its commitment towards future generations.

Keeping in vire the above, we are proposing to provide an option to shareholders for receiving all communications / documents like AGM notice, audited financial statements, directors' report, auditors' report etc. via electronic form / email. In case you are holding the shares in electronic form please provide your email-id to your Depository Participant (DP) at the earliest preferably by 20/09/2012 to enable us to send the Annual Report & other documents of GSBFL to your email address.

In case you are holding shares in physical form, please provide the details of your valid email-id at the earliest preferably by 20/09/2012 to the Registered Office at the following address to enable us to send the Annual Report & other documents of GSBFL to your email-id:

It may be noted that you will be entitled to be furnished, free of cost, with a copy of Annual Report and all other documents required by law upon receipt of a requisition from you, any time, as a member of the Company.

We solicit your support to join in this initiative in reducing the impact on the environment and receive all communications electronically.

Thanking you,

Yours faithfully,

For and on behalf of the Board
For GSB FINANCE LTD
Sd/-
G. S. BIYANI
Chairman

Date : 27th May, 2013
Place : Mumbai - 400 001.

GSB FINANCE LTD.

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Thanking you,

Yours faithfully,

For and on behalf of the Board
For GSB FINANCE LTD
Sd/-
G. S. BIYANI
Chairman

Date : 27th May, 2013
Place : Mumbai - 400 001.

GSB FINANCE LIMITED

Registered Office : 815, Stock Exchange Tower, 8th Floor,
Dalal Street, Mumbai - 400 001.

ATTENDANCE SLIP

(Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall)

I / We hereby record my/our presence at 78/80, Alli Chambers, Tamarind Lane, Fort, Mumbai - 400 001. on Friday, the 27th September, 2013 at 4.00 p.m.

Name of the Shareholder _____
(in block letters)

Affix Rs. 1.00 Revenue Stamp

Folio No. _____ No. of shares hold _____

Signature of the Share Holder / Proxy

Note : The Proxy duly completed must be deposited at the Registered Office of the Company not less than 48 hours before time for holding the meeting.

Name of Shareholder(s)	**Folio No.** **No. of Shares**
DP-ID No.	Client - ID No.

GSB FINANCE LIMITED

Registered Office : 815, Stock Exchange Tower, 8th Floor,
Dalal Street, Mumbai - 400 001.

ATTENDANCE SLIP

NAME AND ADDRESS OF SHAREHOLDER	FOLIO NO. DP - ID NO.
No. of Shares :	Client ID No.

I / We hereby record my / our attendance at the Annual General Meeting to be held at 4.00 P.M. on Friday, the 27th September, 2013 at 78/80, Alli Chambers, Tamarind Lane, Fort, Mumbai - 400 001.

BOARD OF DIRECTORS

SHRI G. S. BIYANI
Chairman

SHRI R. S. BIYANI
Managing Director

RITIKA S. GUPTA
MANISH ZANVAR
SAJJAN KUMAR PODDAR
YOGESH PATEL
PARASRAM KABRA

AUDITORS

S. K. RATHI & CO.
Chartered Accountants.

REGISTERED OFFICE

815, Stock Exchange Tower,
8th Floor, Dalal Street,
MUMBAI - 400 001

BANKERS

BANK OF INDIA
ICICI BANK LTD.
THE SOUTH INDIA BANK.

TRANSFER AGENT

System Support Services
209, Copper Chimney Building,
Shivalik Industrial Estate,
Next to Park Davis,
Andheri-Kurla Road, Andheri (East),
Mumbai - 400 059
Tel.: 022-28500835

NOTICE TO THE MEMBERS

Notice is hereby given that the 30th Annual General Meeting of the members of GSB Finance Ltd. will be held at the Corporate Office of the Company at 78/80, Alli Chambers, Tamarind Lane, Fort, Mumbai - 400 001 on Friday 27th September, 2013 at 4.00 P.M. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2013 together with the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Yogesh Patel who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Ritika Gupta who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, And to fix their remuneration.

Registered Office:
815, Stock Exchange Tower,
8th Floor, Dalal Street,
Mumbai - 400 001.

Date : 27th May, 2013
Place : Mumbai - 400 001.

For and on behalf of the Board
For GSB FINANCE LTD

Sd/-
G. S. BIYANI
Chairman

NOTES

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company.

2. The instrument appointing a proxy, in order to be effective, should reach the Registered Office of the Company not less than 48 hours before the meeting.

3. The Register of the members and Share Transfer Books of the Company shall remain closed from 23/09/2013 to 26/09/2013 (both days inclusive)

4. Members desiring any information on the accounts of the Company are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.

5. Members are requested to notify changes in mailing addresses, if any.

Registered Office:
815, Stock Exchange Tower,
8th Floor, Dalal Street,
Mumbai - 400 001.

Date : 27th May, 2013
Place : MUMBAI.

For and on behalf of the Board
For GSB FINANCE LTD
Sd/-
G. S. BIYANI
Chairman

DIRECTORS' REPORT

The Members,

Your Directors' have pleasure in presenting the 30th Annual Reports together with Audited Statement of Accounts for the year ended 31st March 2013

FINANCIAL RESULTS:

The financial performance of the Company, for the year ended March 31, 2013 is summarized below:

	(Rs. in Lacs)	
	2012-13	**2011-12**
Profit /(Loss) before Depreciation & Tax	109.61	(0.26)
Depreciation	2.48	1.85
Provision for Taxation	22.58	0.00
Differed Tax Expenses	0.33	(0.12)
Deferred Tax Debit / (Credit)	14.25	19.31
Profit / (Loss) after Tax Available for Appropriation	69.97	(21.31)
Less:- Transfer to Special Investment Reserve	17.00	0.00
Transfer to General Reserve	30.00	0.00
Add:- Balance brought forward from Previous Year	61.88	83.19
Balance Carried Forward	**84.85**	**61.88**

PERFORMANCE:

During the year company has achieved a turnover of Rs.11358.09 Lacs as against the in the previous year at Rs. Rs.2721.99 Lacs. However, as the market was very volatile, therefore, trading in security , equity , mutual fund investment , equity derivatives were affected and Directors are of the view that in spite of various constrain company has fared reasonably good. Profit Margin was under Pressure as market conditions were not favorable to equity trading.

ECONOMIC OUTLOOK:

FY 2012-13 was a challenging year. The global economy, barely a year after recession, witnessed lower economic growth, resulting primarily from the Euro Zone debt crisis and high oil prices, which were fuelled by uncertainties of supply. The European economies stagnated and the US witnessed a downgrade in its credit rating, while the growth engines of the global economy, China and India were forced to tighten liquidity to tame rising inflation.

DIVIDEND:

The Board, for the year ended 31st March, 2013 in view of profit is to be re invested in business hence regret there in ability to declare any dividend for the year.

DIRECTORS:

Shri Yogesh Patel and Smt. Ritika Gupta retire by rotation, being Directors of the Company retires by rotation at the forth coming Annual General Meeting under the provisions of Articles of Association of the Company and being eligible and offers themselves for re-appointment.

DEPOSITS

The Company has not accepted and/or renewed any public deposit during the year.

AUDITORS:

M/S. S. K. Rathi & Co., Chartered Accountants who are the Auditors of the Company hold the Office till the conclusion of ensuing Annual General Meeting and express inability to continue to be appointed as Auditors for the next financial year, therefore Board of Director has recommended the appointment of M/s S. K. Rathi & Co., Chartered Accountants. The Company has received consent from the Auditors pursuant to Section 224 (1B) of the Companies Act, 1956.

AUDIT REPORT:

Report of the auditors read with the notes on accounts is self-explanatory and need no elaboration.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, your Directors hereby state:

(a) That in preparation of the annual accounts for the financial year ended 31st March 2013, the applicable accounting standards had been followed with proper explanations relating to material departures;

(b) That we have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent, so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;

(c) That we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting the fraud and other irregularities;

(d) That we have prepared the annual accounts for the financial year ended 31st March 2013 on a "going concern" basis.

CORPORATE GOVERNANCE:

The Company has complied with the requirements regarding Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's shares are listed. A report on the Corporate Governance in this regard is made as a part of this Annual Report and a Certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

PARTICULARS OF EMPLOYEES:

The Company has no employee employed during the year drawing salaries in excess of the limits prescribed u/s 217(2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY:

The Company is engaged in the business of trading and dealings in shares and securities and consequently various disclosures required u/s 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of the Directors) Rules, 1988 are not applicable to this Company.

FOREIGN EXCHANGE EARNINGS & OUTGO:

During the year under review	-	Earnings	-	Nil (P.Y. Nil)
	-	Outgo	-	Nil (P.Y. Nil)

ACKNOWLEDGEMENT:

Your Directors wish to express their gratitude to the officials of the Stock Broking Houses, Stock Exchanges, company's bankers and shareholders who have extended their valuable support to the Company. Directors are also grateful to the staff and employees of the Company for their devotion and relentless services.

Registered Office:
815, Stock Exchange Tower,
8th Floor, Dalal Street,
Mumbai - 400 001.

Date : 27th May, 2013
Place : Mumbai

For and on behalf of the Board
For GSB FINANCE LTD

Sd/-
G. S. BIYANI
Chairman

CEO / CFO CERTIFICATION

The Board of Directors,
GSB Finance Limited,
815, Stock Exchange Tower,
8th Floor, Dalal Street, Fort,
Mumbai - 400023.

We hereby certify that:

a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2013 and that to the best of our knowledge and belief;

   1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the auditors and the Audit Committee:

   1) Significant changes in internal control over financial reporting during the year.

   2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board
For GSB Finance Limited
Sd/-
Girdharilal S. Biyani
Chairman / CEO

Date : 27th May, 2013
Place : MUMBAI.

COMPLIANCE CERTIFICATE

To,
The Members of
GSB Finance Limited,

It is hereby certificate and examined that as provided in clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2013.

Registered Office :
815, Stock Exchange Tower,
8th Floor, Dalal Street, Fort, Mumbai - 400 023.

For and on behalf of the Board
For GSB Finance Limited
Sd/-
Girdharilal S. Biyani
Chairman / CEO

Date : 27th May, 2013
Place : MUMBAI.