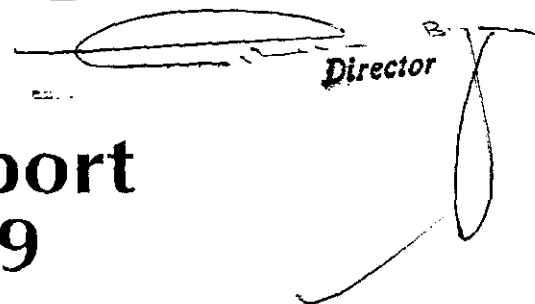


CERTIFIED TRUE COPY

For GSB FINANCE LTD.

16th


Director

Annual Report 1998 - 99



Report  junction.com

GSB FINANCE LTD



GSB FINANCE LIMITED

BOARD OF DIRECTORS

SHRI G. S. BIYANI

Chairman

SHRI R. S. BIYANI

Executive Director

SHRI K. K. SABOO

AUDITORS

SAJJAN PODDAR & ASSOCIATES

Chartered Accountants

REGISTERED OFFICE

BASANT TOWER

1, CLYDE ROW, HASTINGS

CALCUTTA-700 022

CORPORATE OFFICE

78-80, ALLI CHAMBERS

TAMARIND LANE

MUMBAI-400 023



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 16th Annual General Meeting of the Members of GSB FINANCE LIMITED will be held at 32, Ezra Street, 3rd floor, Room No. 358, Calcutta-700 001, on Friday, the 24th day of September, 1999 at 10.30 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1999 and the Profit & Loss Account for the year ended on that date and Report of the Directors and the Auditors thereon.
2. To appoint Director in place of Shri K. K Saboo, who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 17 of the Companies Act, 1956, the consent of the Company be and is hereby accorded for alteration of the Clause II of the Memorandum of Association of the Company by replacing the word "the State of West Bengal" with the word "the State of Maharashtra".

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient for effecting the resolution."

1, Clyde Row, Hastings,
Calcutta-700 022
Date : 30.07.1999

By Order of the Board of Directors
For GSB FINANCE LIMITED
(G. S. BIYANI)
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/herself and the Proxy need not be a member of the Company. The proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the Commencement of the meeting.
- (2) The Register of the Members and the Share Transfer Books of the Company will remain closed from the 16th day of September, 1999 to the 24th day of September, 1999 (Both day inclusive).
- (3) Members are requested to kindly notify any change in their address immediately to the Company's Share Transfer Agent.
- (4) Explanatory Statements pursuant to Section 173 (2) of the Companies Act, 1956 is enclosed.

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 173 (2) OF THE COMPANIES ACT, 1956.**

The Company is engaged in the business of dealing and trading in shares and securities. The prime market for dealing in shares and securities is located in the Stock Exchanges at Mumbai and National Stock Exchange at Mumbai. Further the Directors of the Company are residents of Mumbai. Consequently for the purpose of effective handling of the Company's business, the Company is required to maintain two (2) establishments, - one at Calcutta as Registered office and one at Mumbai as Corporate Office. Further the Company is subject to unnecessary cost of Communication and coordination between these two establishments, which is pressing under the present depressionary trend in the securities market. Besides very often due to lapses in Communication causes serious losses in business opportunities. Under the Circumstances, the Board of Directors feels that by shifting the registered Office to Mumbai, the aforesaid operational problems could be avoided and there by economy at the same time more efficiency in operation could be achieved. Your Directors therefore recommends that the Resolution as set out under item no. 4 of the notice be approved and adopted for the interest of the Company and its shareholders.

None of the directors is personally interested or concerned in the resolution.

Report  junction.com



DIRECTORS' REPORT

Yours Directors have pleasure in presenting their 16th Annual Report together with the Audited Accounts for the year ended 31st March, 1999.

FINANCIAL RESULT :

	(Rs. in Lacs)	
	1998-99	1997-98
Profit Before Depreciation & Tax	42.03	(-) 48.29
Depreciation	6.15	6.14
Provision for Taxation	0.00	0.00
Profit after tax	35.88	(-) 54.43
Add : Balance brought forward from the Previous year	(-) 26.54	2.89
Add : Amount transferred from General Reserve	0.00	25.00
Less : Amount transferred to General Reserve	2.00	0.00
Balance carried to Balance Sheet	<u>7.34</u>	<u>(-) 26.54</u>

BUSINESS AND PERFORMANCE :

During the year under review your Company has managed to consolidate its position in Capital Market. The Financial Performance of your Company was satisfactory in view of the current economic slowdown. Your Company has been able to achieve these results in spite of depressed condition prevailing in the Capital Market.

N.B.F.C. PRUDENTIAL NORMS (RESERVE BANK) DIRECTION, 1998 :

Qualification made by the Auditors, are self explanatory as the management is confident of realising the debtors considered as sub-standard in terms of the above direction and the fall in the value of investments is temporary in nature due to market fluctuation.

DIVIDEND :

In view of continued credit Squeeze and Cash crunch in money market and future fund requirement of the Company your directors do not recommend any dividend.

DEPOSIT :

The Company has not accepted any fixed deposit during the year and is not holding any public deposit till date.

REGISTERED OFFICE :

With a view to achieve more economy and efficiency in operations, your directors propose that subject to the consent of the members by a special resolution, the Registered office Clause of the Memorandum of Association be changed for shifting of the Registered Office to Mumbai.