BOARD OF DIRECTORS

Mr. Satish Gogia	Chairman Director
Mr. Brijesh Saxena	Director
Ms. Jyoti Mehndiratta	Independent Director
Mr. Sandeep Gupta	Independent Director

BANKERS	IndusInd Bank (Mumbai)
AUDITORS	M/s Sunil Kulshreshtha & Associates Chartered Accountants D-306, Anand Vihar, Delhi- 110092
LEGAL ADVISORS	Luthra & Luthra 103, Ashoka Estate Barakhamba Road, New Delhi – 110001
REGISTERED OFFICE	B- 4/51 Safdarjung Enclave, New Delhi -110029, India
SHARE TRANSFER AGENT	Mas Services Private Limited T - 34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Phone No.: +91- 11 - 2638 7281, 82, 83, Fax no.: +91 - 11 - 2638 7384 E-mail: info@masserv.com

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of Gogia Capital Services Limited will be held on Friday, the 30th September, 2016 at 11:00 a.m. at the Registered Office of the Company at B - 4/51 Safdarjung Enclave, New Delhi - 110029 to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss A/c for the year ended on that date together with the Reports of the Directors and Auditors thereon.

2. To appoint a director in place of Mr. Brijesh Saxena, who retires by rotation and being eligible, offers himself for re-appointment.

3. To re-appoint Auditors and to 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 section 139 of Companies Act, 2013 and other applicable provisions of the Companies Act, 1956, M/s Sunil Kulshreshtha & Associates, Chartered Accountants, the retiring auditors of the Company, having offered themselves for re-appointment, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of 22nd Annual General Meeting upto the conclusion of 23rd Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors and reimbursement of out of pocket expenses incurred in connection with the audit."

By Order of the Board
For Gogia Capital Services Limited

SATISH GOGIA
(CHAIRMAN)

Place: New Delhi
Date: 31/05/2016

Notes:

1. A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself/herself and a proxy need not be a member. A proxy to be effective should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

2. Members are requested to intimate the change, if any, in their addresses.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 15th September, 2016 to Friday, 30th September, 2016 (both days inclusive).

4. All the documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 10:00 a.m. to 12:00 noon upto the date of annual general meeting.

By Order of the Board
For Gogia Capital Services Limited

SATISH GOGIA
(CHAIRMAN)

Place: New Delhi
Date: 31/05/2016

Additional Information as per clause 49 of the listing agreement

A brief resume of the directors recommended for re-appointment at the annual general meeting is as under:

Mr. Brijesh Saxena

Mr. Brijesh Saxena has wide experience in Stock Broking Line. Due to his efforts Company has started Algo Trading and various strategies in Currency Derivatives Segment. The Board due to his experience recommends his re-appointment.

Director's Report

1. The Board hereby presents its Report for the year ended 31st March 2016.

2. **FINANCIAL SUMMARY:**

(In Rs.)

Particulars	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES:		
Shareholders' Funds (including reserves & surplus)	14,32,37,945	1,379,07,142
Non-Current Liabilities	1,10,21,536	5,51,44,873
Current Liabilities	6,17,92,917	2,43,50,791
Total	**21,60,52,398**	**21,74,02,807**
ASSETS:		
Fixed Assets	4,19,67,781	4,41,76,612
Other Non-current Assets	2,05,00,000	2,30,00,000
Current Assets	**15,35,84,617**	**15,02,26,195**
Total	**21,60,52,398**	**21,74,02,807**
Revenue From Operations & Other Income	**3,12,56,512**	**3,41,81,601**
TOTAL EXPENSES	**2,37,84,515**	**2,49,26,363**
Profit Before Tax(+)Profit/(-)Loss	**74,71,997**	**92,55,238**
Tax Expenses/Income(+)Expense/(-)Income	**2,141,193**	**28,64,037**
Profit After Tax(+)Profit/(-)Loss	**53,30,804**	**63,91,201**
Dividend including Tax	0.00	0 00
Transfer to General Reserve	0.00	0 00
Balance carried to Profit & Loss Account	**11,17,72,945**	**10,64,42,142**
Basic/Diluted earning per Share of Rs. 10 Each	**1.69**	**2.03**

3. **DIVIDEND:**

In order to utilize the profits for operations of the Company, your Directors do not recommend any dividend

4. **STATE OF COMPANY AFFAIRS AND OPERATIONS:**

Gogia Capital Services Limited ("the Company") is engaged in the business of share broking and also a Depository Participant. The shares of the company are listed at Bombay Stock Exchange

5. **REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES AND JOINT VENTURE COMPANIES:**

The Company does not have any subsidiary, joint venture or Associate Company.

6. **EXTRACT OF ANNUAL RETURN:**

An extract of the Annual Return of the Company in prescribed form MGT-9 is annexed herewith, as Annexure-1.

7. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board met four times in the financial year 2015-16 viz. on 30th May; 2015, 30th July, 2015; September 30, 2015; 28th October, 2015

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors hereby confirm that:

(a) In the preparation of the Annual Accounts for the financial year 2015-16, the applicable Accounting Standards have been followed and there are no material departures;

(b) The Directors have selected such accounting policies with the concurrence of the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a 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 financial year;

(c) The Directors have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The Directors have prepared the Annual Accounts on a going concern basis;

(e) The Directors have laid down internal financial controls to be followed by the Company, and these financial controls are adequate and are operating effectively; and

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. INDEPENDENT DIRECTORS:

All the Independent Directors have furnished declarations that each of them meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

10. POLICY ON DIRECTORS' APPOINTMENT / REMUNERATION OF DIRECTORS / KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The Nomination and Remuneration Committee constituted by the Company has formulated criteria for determining qualifications, positive attributes and independence of the Directors. The Committee has also recommended to the Board a Policy relating to remuneration ensuring:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key managerial personnel of the quality required to run the company successfully;

(b) relation of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.

(d) 10.02 Under this Policy the Company retained a third party agency to assess the attributes of employees.

11. EXPLANATION OR COMMENTS ON QUALIFICATION ETC., BY AUDITORS AND COMPANY SECRETARY IN PRACTICE:

(a) There is no qualification, reservation or adverse remark or disclaimer made by the Auditors in the Auditors' Report or by the Company Secretary in Practice in Secretarial Audit Report needing explanation or comments by the Board.

(b) The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

12. PARTICULARS OF LOANS / GUARANTEES / INVESTMENTS:

The Company has not granted any Loans / Guarantees/ Investments

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any contracts/ arrangements with related parties.

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE CLOSE OF THE YEAR:

There have been no material changes and commitments, if any, 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.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

Since the Company is not engaged in manufacturing or processing business, the Company has nothing to report in respect of information on conservation of energy and technology absorption as required under section 217(1) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988.

Foreign Exchange Earning and Outgo:

	Current Year	Previous Year
(a) Earning	NIL	NIL
(b) Expenditure	NIL	NIL

16. RISK MANAGEMENT POLICY:

(a) The Board has developed and implemented a Risk Management Policy for the Company, including for identifying elements of risk, which in the opinion of the Board may threaten the existence of the Company. In terms of the Policy, a detailed risk review is done by Unit Level Committee or Corporate Level Committee (depending upon value of the order) before accepting any order. All the terms and conditions, both financial and technical, are reviewed. All steps are taken to mitigate risks.

(b) In addition, the Board has laid down a Foreign Exchange Risk Management Policy, which is implemented for hedging Forex risk.

(c) The Company also takes adequate insurance to protect its assets.

17. CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility not applicable to the Company

18. ANNUAL EVALUATION BY THE BOARD:

(a) The evaluation framework for assessing the performance of the Board, Committees and Directors comprises of the following key areas:

(i) Attendance of Board Meetings and Committee Meetings by the Directors;
(ii) Quality of contribution and deliberations towards growth of the Company, guidance to the management; and
(iii) Commitment to shareholders' and other stakeholders' interests.

(b) The Board evaluates performance of the Audit Committee on the basis of the Audit Reports and Financial Statements approved by the Audit Committee.

(c) The performance of the Managing Director is evaluated by the Board on the basis of the working reports given by the Managing Director at regular intervals. The operating results are also considered for evaluating performance of the Managing Director.

19. DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL:

There is no change in Directorship of the company Director during the year.

20. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES:

The Company does not have any subsidiaries, joint venture and associate

21. DETAILS OF SIGNIFICANT & MATERIAL ORDERS:

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

22. INTERNAL FINANCIAL CONTROLS:

The Company has adequate internal financial controls with reference to financial statements and these are working effectively.

23. COMPOSITION OF AUDIT COMMITTEE:

(a) The composition of Audit Committee is as below:-

S. No.	Name of the Committee Member	Position
1	Mrs. Jyoti Mehndiratta	Chairman
2	Mr. Sandeep Gupta	Member
3	Mr. Brijesh Saxena	Member

(b) There is no recommendation by the Audit Committee which has not been accepted by the Board.

24. MANAGEMENT DISCUSSION & ANALYSIS REPORT AND REPORT ON CORPORATE GOVERNANCE:

The Management Discussion & Analysis Report and Report on Corporate Governance for the year under review, as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are annexed as Annexure-6 and 7 respectively.

25. CONSOLIDATED FINANCIAL STATEMENTS:

The Company does not have any subsidiary company hence no consolidated financial statement have been prepare

26. DISCLOSURE REGARDING REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013:

(a) The Company does not have Remuneration Committee.

(b) None of the Executive Director draws any remuneration from the Company during the financial year 2015-2016.

27. VIGIL MECHANISM:

The Company has established a Vigil Mechanism for Directors and Employees in accordance with Sub-section (9) and (10) of Section 177 of the Companies Act, 2013. Details of Vigil Mechanism are given in the Corporate Governance Report. The Vigil Mechanism has been disclosed on the website of the Company.

28. SECRETARIAL AUDIT REPORT:

(a) The Board of Directors of the Company has appointed M/s. **Pramod kothari & Co.**, Company Secretaries, to conduct the Secretarial Audit.

(b) Pursuant to Section 204 of the Companies Act, 2013, a Secretarial Audit Report given by Mr. Pramod Kothari of M/s. Pramod Kothari & Co., Company Secretaries, is annexed as Annexure-1.

29. PERSONNEL:

The Board wishes to express its appreciation to all the employees of the Company for their contribution to the operations of the Company during the year.

30. INDUSTRIAL RELATIONS:

Industrial relations remained peaceful.

31. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thank the Financial Institutions, Banks, Government Authorities, Regulatory Authorities and the Shareholders for their continued co-operation and support to the Company.

32. With these remarks, we present the Accounts for the year ended March 31, 2016.

33. DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the period ended March 31, 2016.

Date: 31/05/2016
Place: New Delhi

BY ORDER OF THE BOARD

Satish Gogia
Director
(DIN: 00932987)

Brijesh Saxena
Director
(DIN: 06645560)