

BAMPSL SECURITIES LIMITED



**23rd ANNUAL REPORT
2017-2018**



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Board of Directors

- | | |
|--------------------------------|-------------------|
| ❖ Mr. Bisham Kumar Gupta | Managing Director |
| ❖ Mr. Sanjay Sharma | Director |
| ❖ Mr. Vinubhai Prabhudas Patel | Director |
| ❖ Mrs. Chetna Pandey | Director |

Company Secretary

- ❖ Mr. Gurav Gupta

Statutory Auditors

- ❖ M/s ManojVed & Company, Chartered Accountants
C-7/176, Yamuna Vihar, Delhi-110053

Bankers

- | | |
|--|---|
| ❖ State Bank of India Loha Mandi, Naraina, New Delhi-110002 | Karnataka Bank Ltd. Savita Vihar, Delhi-110092 |
| ❖ Punjab National Bank Patel Nagar, New Delhi | State Bank of India Friends Colony, New Delhi-110092 |

Registrar & Share Transfer Agent

- ❖ Alankit Assignments Ltd.
2E/21, Jhandewalan Extn., New Delhi-110055

Registered Office

- ❖ 100-A, Cycle Market, Jhandewalan Extension, New Delhi-110055
CIN:L74899DL1995PLC065028 Tele No.-011-23556436
Email id: bampslsecurities@yahoo.co.in
Website: www.bampslsecurities.co.in



NOTICE OF THE 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-THIRD ANNUAL GENERAL MEETING OF BAMPSL SECURITIES LIMITED WILL BE HELD ON TUESDAY, 21ST AUGUST, 2018 AT 10.00 A.M. AT KHASRA NO 24/15, KAKROLA, NEW DELHI-110043 TO TRANSACT THE FOLLOWING BUSINESS:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the period ended on that date together with the Auditor's Report and the Director's Report thereon.
2. To appoint a Director in place of **Mr. Vinubhai Prabhudas Patel (DIN: 00906780)**, who retires by rotation and being eligible, offers himself for re- appointment.

B. SPECIAL BUSINESS:

3. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory enactment or modification thereof, the consent of the members of the Company be and is hereby accorded for appointment of **M/s ManojVed & Company, Chartered Accountant (Firm Registration No. 017729N)** as the Statutory Auditor for the financial year 2017-2018 to hold office till the conclusion of the Annual General Meeting to be held for the financial year 2017-018 at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors."

4. To Appoint Mrs. Chetna Pandey (DIN-08164720) as an Independent Director

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 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Chetna Pandey (DIN-08164720)**, be and is hereby appointed as an Independent Director of the Company and submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term upto 5 (five) consecutive years commencing from 23.06.2018."

BY ORDER OF THE BOARD

Date: 28/07/2018

**For Bampsl Securities Limited
Sd/-**

Place: New Delhi

**Gurav Gupta
(Company Secretary)
M. No. -31109**



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The register of Members and Share transfer books of the Company will remain closed from 15th August, 2018 to 21ST August, 2018 (both days inclusive).
6. Members /Proxies attending the meeting are requested to bring their Copy of Annual Report to the Meeting.
7. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least Seven days prior to date of AGM to enable the Management to compile the relevant information to reply the same in the Meeting.
8. Members are requested to notify any change in their address/mandate/bank details immediately to the share transfer agent of the Company at the following address :-

M/s Alankit Assignments Limited
2E/21, Jhandewalan Extension
New Delhi-110055

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
10. Documents referred to in the Annual General Meeting Notice are open for Inspection at the registered office of the Company at all working days except Saturdays between 11 A.M and 2 P.M up to the date of the Annual General Meeting.
11. The route map of the venue of the Meeting is given in the Notice.
12. **Voting Through electronic means**



- a. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

Instructions for E-voting are as under:

1. The Notice of the Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Open email and open PDF file viz; "**Bampsl Securities Limited e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password
4. Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)
5. Click on "Shareholder - Login".
6. Put User ID and password as initial password noted in step (1) above and Click Login.
7. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
8. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
9. Select "EVEN" of (**Bampsl Securities Limited**). Members can cast their vote online from 17th August, 2018 (9:00 am) till 20th August, 2018 (5:00 pm).

Note: e-Voting shall not be allowed beyond said time.

10. Now you are ready for "e-Voting" as "Cast Vote" page opens.
11. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
12. Upon confirmation the message "Vote cast successfully" will be displayed.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly Authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (mandalmk@gmail.com) with a copy marked to evoting@nsdl.co.in.

General Instructions

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>



2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on 17th August, 2018 (9:00 am) till 20th August, 2018 (5:00 pm). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 14th August 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th August 2018
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of 14th August 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
6. Mr. Manoj Kumar Mandal, Practicing Company Secretary (Membership No.4968) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.bampslsecurities.co.in and on the website of NSDL immediately after the declaration of the results by the Chairman.



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

As required under section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 3 & 4 of the accompanying Notice.

Item No. 3

APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY

M/s G.C. Agarwal & Associates, Chartered Accountants (ICAI Registration No.-017851N) have tendered their resignation from the position of Statutory Auditors due to some pre-occupancy to act as Statutory Auditor of Bampsl Securities Limited for the financial year 2017-2018 resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s ManojVed& Company, Chartered Accountants (ICAI Registration No.- 017729N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy by the resignation of M/s G.C. Agarwal & Associates, Chartered Accountants

M/s ManojVed& Company, Chartered Accountants (ICAI Registration No.- 017729N) Have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, in passing of the resolution except to the extent of their respective shareholding in the company.

Item No. 4

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on June 23, 2018, appointed Mrs. Chetna Pandey, as an Additional Director on the Board of the Company to be designated as Independent Director in accordance with Section 161(1) of the Companies Act, 2013. Mrs. Chetna Pandey was appointed as an Additional Director by the Board of directors till this Annual General Meeting. Your Board recommends appointment of Mrs. Chetna Pandey as an Independent Director of the Company for a term of upto 5 (five) years, w.e.f. June 23, 2018 and the appointment is not liable to retire by rotation

Mrs. Chetna Pandey is a graduate by Academic Qualification and she has rich experience in corporate world. She is neither a Director nor a Member of any Committee in any other company..

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a fixed term up to five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Mrs. Chetna Pandey has given a declaration to the board in terms of section 149(7) of the Act that she meets the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, Mrs. Chetna Pandey fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is Independent of the Management.



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, in passing of the resolution except to the extent of their respective shareholding in the company.

BY ORDER OF THE BOARD
For Bampsl Securities Limited

Sd/-
Gurav Gupta
(Company Secretary)
M. No. -31109
Date :28.07.2018
Place : New Delhi



DIRECTOR'S REPORT

TO THE MEMBERS OF BAMPSL SECURITIES LIMITED

Your Directors take pleasure in presenting the 23rd Annual Report on the business and operations of the Company and the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2018.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (Standalone)

The performance of the Company for the Financial Year ended 31st March, 2018 is summarized below :

| Particulars | 2017-2018 | 2016-2017 |
|---|--------------|-------------|
| | (In rupees) | (In rupees) |
| Gross Income | 133009794.72 | 14427685.44 |
| Expense | 131951641.00 | 12425289.46 |
| Profit Before Interest and Depreciation | 1058153.72 | 2002395.98 |
| Finance Charges | NIL | NIL |
| Gross Profit | 1058153.72 | 2002395.98 |
| Provision for Depreciation | 854541.85 | 435032.00 |
| Net Profit Before Tax | 203611.87 | 1567363.98 |
| Tax Expense: | | |
| i. Current Tax | 250000.00 | 531336.39 |
| ii. Adjustment for previous year | (1968895.92) | 33942 |
| iii. Deferred Tax | (151907.00) | (36404.46) |
| Net Profit After Tax | 2074414.79 | 1038490.05 |

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

The Company continues to be engaged in the business of dealing and investing in shares and other securities along with financial services like spot financing, short term financial accommodation, long term financial accommodation, and in other similar financial sector. For F.Y. 2017-2018, the Company earned revenue of Rs. 13,30,09,794.72 Despite the current market scenario, the company has earned profit and the directors of the company make strenuous efforts to increase the market value and profit of the company.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review the Company has not changed the nature of business.

4. DIVIDEND

On account of the liquidity needs against the business expansion plans in hand, no dividend is recommended for the current year.



5. BONUS SHARE

The Board of Directors of the Company announced bonus shares in the ratio of 3: 20 i.e. for 20 fully paid equity shares 3 bonus equity were issued during the year. So, 4,439,369 bonus equity shares of Rs 10 were issued on 27th October 2017.

6. RESERVES

The Amount of Rs. 1659531.83 is transferred to General Reserve and Rs. 414882.96 is transferred to Statutory Reserve under section 451 C of RBI Act, 1934.

7. CHANGE OF NAME

During the year under review the Company has not changed the name of Company.

8. SHARE CAPITAL

As on 31st March, 2018, the issued, subscribed and paid up share capital of our Company stood at Rs. 34,03,51,600 (Rs Thirty Four Crore Three Lacs Fifty One Thousand & Six Hundred) comprising 3,40,35,160 (Three Crore Forty Lacs Thirty Five Thousand One Hundred Sixty) Equity Shares of Rs. 10 each. Due to bonus issue, the issued, subscribed and paid up share capital of our Company was increased from 295,957,915 (Rupees Twenty Nine Crore Fifty Nine Lacs Fifty Seven Thousand Nine Hundred Fifteen) to 340,351,600 (Rs Thirty Four Crore Three Lacs Fifty One Thousand & Six Hundred).

Your Directors consolidated issued, subscribed and paid up share capital of the company by increasing the face value of equity shares from Rs.1/- each to Rs.10/- each so that every 10 equity shares with face value of Rs.1/- each held by a member are consolidated and redesigned into 1 equity share with face value of Rs.10/- each.

Issue of Equity Shares with Differential Rights

During the year under review, the Company has not issued shares with differential voting rights.

Issue of Sweat Equity Share

During the year under review, the Company has not granted sweat equity shares.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Company's Board has an optimum combination of Executive, Non Executive and Independent Directors. The Composition of the Board and the Independent Directors of the Company meet the criteria mandated by SEBI (Listing & Disclosure Requirement) Regulations, 2015 and the Companies Act, 2013.

Mr. Vinubhai Prabhudas Patel is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received necessary declarations from each of the Independent Directors under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of the independence as laid down in section 149(6) of the Companies Act, 2013 and Clause 49 and Regulation 16(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Vinod Kumar Sharma was appointed for the post of CFO of the Company with effect from 18th May 2017.

Mrs Sheela Gupta resigned from directorship of the company with effect from 12th August 2017 due to personal reason.

Ms Natasha Sarin resigned from directorship of the company with effect from 6th January 2018

Ms. Namrata Kamboj resigned from the post of Company Secretary of the Company with effect from 25th November, 2017

Ms. Kanika Arora was appointed for the post of Company Secretary of the Company with effect from 10th January, 2018. However, she resigned due to personal reason with effect from 03rd February 2018.

PARTICULARS OF EMPLOYEES

The Company during the period under review did not have any person on its rolls with an annual remuneration of Rs.1,02,00,000 or above or employed part of the year with a remuneration of Rs.8,50,000 or above per month or employed throughout the year or part thereof, with a remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manger and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

10. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Board has constituted a Nomination & Remuneration Committee for formulating the criteria for determining qualifications, positive attributes and independence of a director, identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in Nomination & Remuneration policy and to recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel. The objective of the Nomination & Remuneration Policy is also to set out the principles governing the Company's Remuneration systems in organizational guidelines. The Nomination and Remuneration Policy of the Company is stated in the Corporate Governance Report.

11. BOARD EVALUATION

The Company has adopted a Performance Evaluation Policy for evaluation of performance of Independent Directors, Board, Committees and other individual Directors (non-executive directors and executive directors). On the basis of this Policy a process of evaluation is being followed by the Board for evaluation of its own performance and that of its Committees and individual Directors.

The performance of the committees was evaluated by the Board after getting an evaluation report from the members of each committee which evaluates the performance of the Committee against its stated objectives and responsibilities, effectiveness of committee meetings, etc. during the year. The Manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) Accounting policies have been selected and applied them consistently and judgments and estimates made 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 close of the financial year and of the profit and loss of the company for that period;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) Internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



13. AUDITORS AND AUDITOR'S REPORT

Statutory Auditors

The Statutory Auditor of the Company M/s G.C. Agarwal & Associates (Firm Registration No.017851N), Chartered Accountants, was appointed as statutory auditor of the Company on the Annual General Meeting held in 2015 for the period of five years subject to ratification at every annual general meeting. But, M/s G.C. Agarwal & Associates (Firm Registration No.017851N) due to some pre-occupancy resigned with effect from 23rd May 2018 to act as Statutory Auditor of Bampsl Securities Limited for the financial year 2017-2018 resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Therefore, the Board of Directors of the Company recommended M/s ManojVed& Company, Chartered Accountants (ICAI Registration No.- 017729N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy by the resignation of M/s G.C. Agarwal & Associates, Chartered Accountants. His appointment is subject to approval by shareholders of the Company in ensuing 23rd Annual general meeting (AGM) of the Company to be held on 21st August 2018.

Cost Auditors

Since the Company does not fulfill the provisions of Section 148(3) of Companies Act, 2013 and rule 6(2) & 6(3A) of the Companies (Cost Records and Audit) Rules, 2014 therefore Cost Audit is not applicable.

Secretarial Auditor

In terms of Section 204 of the Act and Rules made there under, M/s M. K. Mandal & Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure III to this report. The report is self-explanatory and do not call for any further comments.

Internal Audit and Control

The Company engages qualified and independent Internal Auditor to conduct internal audit of the books of accounts of the company. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

14. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

During the year under review the Company has no Subsidiary/Joint Ventures/Associate Companies in pursuance to sub-section (3) of section 129 of the Act.

15. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since the Company does not fulfill the provisions of Section 135 of Companies Act, 2013, therefore Corporate Social Responsibility is not applicable.

16. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with referenceto financial statements. During the year, such controls were tested and noreportable material weaknesses in the design or operation were observed.



17. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Fourteen Board Meetings and four Audit Committee Meetings, One Nomination & Remuneration Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not taken/made any Loans, Guarantees and Investments under the provisions of Section 186 of the Companies Act, 2013 during the financial year ended 31st March, 2018.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The company has not entered into contract or arrangements with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions during the Financial Year ended 31st March, 2018.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The current nature of the business of the Company of dealing in shares and securities does not entail it to reporting matters on energy conservation, technology absorption and the other matters. However, there was no foreign exchange inflow or outgo during the period under report.

21. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Vigil Mechanism/Whistle Blower Policy of the Company aims to provide an avenue for directors and employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, violation of Code of Conduct, etc. This policy also aims to create an environment where individuals feel free and secure to raise the alarm where they see a problem. It also ensures that whistleblowers are protected from retribution, whether within or outside the organization. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.bampslsecurities.co.in under Vigil Mechanism/Whistle Blower Policy link.

22. RISK MANAGEMENT POLICY

During the year under review, the Company has not constituted any risk management policy.

23. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT-9** as a part of this Annual Report is enclosed as **ANNEXURE I**.

24. DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its related company.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



The company adopted a policy for prevention of Sexual Harassment of Women with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Directors state that during the year under review, no cases of sexual harassment has been received by the company.

25. 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

The Disclosure regarding the litigation of the company has explained by the Auditor in his Independent Auditor's Report at point 7(b).

26. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The internal financial controls with reference to the Financial Statement are commensurate with the size and nature of business of the Company. Adequate records and documents are maintained as required by laws. The Company's Audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective.

27. DEPOSITS

During the period under review, your Company has not accepted any deposit from public in accordance with Section 73 of the Companies Act, 2013 and rules made there under and hence no amount of principal or interest was outstanding as on 31/03/2018. No buy Back of shares was proposed or pending during the financial year ended on 31/03/2018.

28. CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Regulation 72 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 shall be annexed with the report.

29. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2018.

30. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

31. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, with the Ministry of Corporate Affairs.

32. LISTING WITH STOCK EXCHANGE

The shares of your Company are listed at Bombay Stock Exchange Limited, Mumbai and paid the Annual Listing Fees to Bombay Stock Exchange (BSE) on time.



33. ACKNOWLEDGEMENTS

Your Directors place on record their sincere appreciation for significant contribution made by the employees through their dedication, hard work and commitment. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry.

Your Directors take this opportunity to express their deep sense of gratitude to the banks, financial institutions, central and state governments and their departments and the local authorities for their continued guidance and support.

Your Directors are also grateful to the shareholders for their confidence and faith reposed in the Company.

**BY ORDER OF THE BOARD
For Bampsl Securities Limited**

**Sd/-
Bhisham Kumar Gupta
(Managing Director)
DIN : 00110915**

**Sd/-
Sanjay Sharma
(Director)
DIN : 07342776**

**Place: New Delhi
Date: 28/05/2018**



ANNEXURE INDEX

I. Annual Return Extracts in MGT-9



II. Format of Declaration by Independent Director



III. MR-3 Secretarial Audit Report



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

Annexure I- EXTRACT OF ANNUAL RETURN (FORM NO. MGT 9) as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|--|
| 1. | CIN | L65100DL1995PLC065028 |
| 2. | Registration Date | 03/02/1995 |
| 3. | Name of the Company | BAMPSL SECURITIES LIMITED |
| 4. | Category/Sub-category of the Company | Public Company NBFC Limited by Shares Company having share capital |
| 5. | Address of the Registered office & contact details | 100-A Cycle Market, Jhandewalan Extn. New Delhi-110055 Telephone : 91-011-23556436, Fax Number : 91-011-23617013 Email Address : bampslsecurities@yahoo.co.in |
| 6. | Whether listed company | Yes BSE Ltd. (Stock Exchange), Code-531591 |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Alankit Assignments Limited 2E/21, Jhandewalan Extn. New Delhi-110055 Telephone : 91-11-42541234, 91-11-23552001 info@alankit.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|---|---------------------------------|------------------------------------|
| 1 | To invest in, acquire and hold, buy or sell or otherwise dispose of or deal in securities and to provide financial & Investment assistance. | 803 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

| S.No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| NIL | | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| | | | | | | | | | |



| | | | | | | | | | |
|---|-----------|---------|-----------|--------|----------|--------|----------|--------|---------|
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 32057296 | NIL | 32057296 | 10.832 | 3686588 | NIL | 3686588 | 10.832 | NIL |
| b) Central Govt | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) State Govt(s) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) Bodies Corp. | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| e) Banks / FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| f) Any other | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Total shareholding of Promoter (A) | 32057296 | NIL | 32057296 | 10.832 | 3686588 | NIL | 3686588 | 10.832 | NIL |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| a) Mutual Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Banks / FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) Central Govt | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) State Govt(s) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| e) Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| f) Insurance Companies | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| g) FIs | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| h) Foreign Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| i) Others (specify) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-total (B)(1):- | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 95704729 | NIL | 95704729 | 32.34 | 11356694 | NIL | 11356694 | 33.368 | 1.028 |
| ii) Overseas | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital up to Rs. 2 lakh | 44807444 | 2266183 | 47073627 | 15.91 | 4442939 | 239433 | 4682372 | 13.757 | (2.153) |
| ii) Individual shareholders holding nominal | 113614027 | 864151 | 114478178 | 38.68 | 12663421 | 121728 | 12785149 | 37.565 | (1.115) |

| | | | | | | | | | |
|--|-----------|---------|-----------|-------|----------|--------|----------|--------|---------|
| Share capital in excess of Rs 2 Lakh | | | | | | | | | |
| b) Others (specify) | | | | | | | | | |
| Non Resident Indians | 898863 | NIL | 898863 | 0.30 | 110123 | 6 | 110129 | 0.324 | 0.024 |
| Client Margin/Clearing Member | 5745222 | NIL | 5745222 | 1.94 | 4500 | NIL | 4500 | .013 | (1.927) |
| Resident (HUF) | NA | NA | NA | NA | 1409728 | NIL | 1409728 | 4.142 | |
| Sub-total (B)(2):- | 6644085 | NIL | 6644085 | 2.24 | 1524351 | 6 | 1524357 | 4.479 | |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 260770285 | 3130334 | 263900619 | 89.17 | 29987405 | 361167 | 30348572 | 89.168 | |
| C. Shares held by Custodian for GDRs & ADRs | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | |
| Grand Total (A+B+C) | 292827581 | 3130334 | 295957915 | 100 | 33673993 | 361167 | 34035160 | 100 | |

B. Shareholding of Promoter

| S · N O · | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|-----------------------|------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Mr. Bisham Kumar Gupta | 32057296 | 10.832 | NIL | 3686588 | 10.832 | NIL | NIL |

C. Change in Promoters' Shareholding (please specify, if there is no change)

| S.NO. | Particulars | Shareholding at the beginning of the year | |
|-------|------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company |
| | At the beginning of the year | 32057296 | 10.832 |
| | At the end of the year | 3686588 | 10.832 |



**D. Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| S.NO. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-------|-------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | BHAJEE COMMODITIES PVT. LTD. | 34564854 | 11.679 | 3974957 | 11.679 |
| 5. | GG OVERSEAS PRIVATE LIMITED | 15643510 | 5.286 | 1799003 | 5.286 |
| 3. | BHAJEE PORTFOLIO LIMITED | 12520726 | 4.231 | 1725082 | 5.069 |
| 4. | SATENDER KUMAR GOYAL | 9513094 | 3.214 | 1094005 | 3.214 |
| 5. | VIDYASAGAR MAHAVIRPRASAD SAH | 7915886 | 2.675 | 903785 | 2.655 |
| 6. | NITIN GUPTA | 7690823 | 2.599 | 884444 | 2.599 |
| 7. | AMIT JAIN | 7557644 | 2.554 | 869128 | 2.554 |
| 8. | BHAJEE OVERSEAS LIMITED | 7307969 | 2.469 | 840415 | 2.469 |
| 9. | ASHLAR SECURITIES PVT. LTD. | 7000000 | 2.365 | 805000 | 2.365 |
| 10. | PREM SHANKAR | 6500000 | 2.196 | 747500 | 2.196 |

E.Shareholding of Directors and Key Managerial Personnel:

| S.No | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Bhisham Kumar Gupta | 32057296 | 10.832 | 3686588 | 10.832 |
| 2. | Sanjay Sharma | NIL | NIL | NIL | NIL |
| 3. | VinubhaiPrabhudas Patel | NIL | NIL | NIL | NIL |
| 4. | Vinod Kumar Sharma | NIL | NIL | NIL | NIL |
| 5. | Chetna Pandey | NIL | NIL | NIL | NIL |
| 6. | Gurav Gupta | NIL | NIL | NIL | NIL |

V.INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | NIL | | | |
| Indebtedness at the end of the financial year | | | | |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S.No. | Particulars of Remuneration | Name of MD/WTD/Manager |
|-------|---|----------------------------|
| | | Bhisham Kumar Gupta |
| 1 | Gross salary | 12000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | Nil |
| 2 | Stock Option | Nil |
| 3 | Sweat Equity | Nil |
| 4 | Commission - as % of profit - others, specify... | Nil |
| 5 | Others, please specify | Nil |
| | Total (A) | 12000 |

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| S.No. | Particulars of Remuneration | Key Managerial Personnel |
|-------|---|--|
| | | CS Ms. Namrata Kamboj (resigned w.e.f.25.11.2017) |
| 1 | Gross salary | 1,50,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Nil |
| 2 | Stock Option | Nil |
| 3 | Sweat Equity | Nil |



| | | |
|---|-------------------------------|----------|
| 4 | Commission | |
| | - as % of profit | Nil |
| | others, specify... | Nil |
| 5 | Others, please specify | Nil |
| | Total | 1,50,000 |

| | Particulars of Remuneration | Key Managerial Personnel |
|---|---|--|
| | | CS Ms. Kanika Arora (resigned w.e.f.03.02.2018) |
| 1 | Gross salary | 18,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Nil |
| 2 | Stock Option | Nil |
| 3 | Sweat Equity | Nil |
| 4 | Commission | |
| | - as % of profit | Nil |
| | others, specify... | Nil |
| 5 | Others, please specify | Nil |
| | Total | 18,000 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| NIL | | | | | |



Annexure II-

DECLARATION OF INDEPENDENCE

To
The Board of Directors
Bampsl Securities Limited
100-A, Cycle Market,
Jhandewalan Extn. ,
New Delhi – 110055

Sub: Declaration of Independence under Regulation 25 of SEBI(Listing of Obligation and Disclosure Requirements) and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. Sanjay Sharma (DIN:07342776)**, hereby certify that I am a Non-executive Independent Director of **Bampsl Securities Limited**, New Delhi and comply with all the criteria of independent director as envisaged in Regulation 25 of SEBI(Listing of Obligation and Disclosure Requirements) and the Companies Act, 2013.

I certify that:

- ❖ I possess relevant expertise and experience to be an independent director in the Company;
- ❖ I am/was not a promoter of the company or its holding, subsidiary or associate company;
- ❖ I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- ❖ Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- ❖ none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
I have not been an executive of the Company in the immediately preceding three financial years;
- ❖ Neither me nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - i) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - ii) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - c) holds together with my relatives 2% or more of the total voting power of the company; or
 - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or



- 9 I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- 9 I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

Sd/-

Sanjay Sharma
DIN:07342776
R/o :RZ-25 B/1, GALI NO 31
Indra Park, Palam Colony
New Delhi- 110045



Annexure II-

DECLARATION OF INDEPENDENCE

To
The Board of Directors
Bampsl Securities Limited
100-A, Cycle Market,
Jhandewalan Extn. ,
New Delhi – 110055

Sub: Declaration of Independence under Regulation 25 of SEBI(Listing of Obligation and Disclosure Requirements) and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mrs.Chetna Pandey (DIN:08164720)**, hereby certify that I am a Non-executive Independent Director of **Bampsl Securities Limited**, New Delhi and comply with all the criteria of independent director as envisaged in Regulation 25 of SEBI(Listing of Obligation and Disclosure Requirements)and the Companies Act, 2013.

I certify that:

- ❖ I possess relevant expertise and experience to be an independent director in the Company;
- ❖ I am/was not a promoter of the company or its holding, subsidiary or associate company;
- ❖ I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- ❖ Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- ❖ none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year; I have not been an executive of the Company in the immediately preceding three financial years;
- ❖ Neither me nor any of my relatives:
 - e) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - f) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - iii) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - iv) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - g) holds together with my relatives 2% or more of the total voting power of the company; or
 - h) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its



holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- ❖ I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- ❖ I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

Sd/-

Chetna Pandey
DIN:08164720
R/o :C-10/134, Yamuna Vihar
Delhi- 110053



Annexure-III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

To,
The Members,
BAMPSL SECURITIES LIMITED
100-A Cycle Market
Jhandewalan Extn
New Delhi-110055

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

M/s M. K. Mandal & Associates
Company Secretaries

Place : New Delhi
Date : 28.07.2018

Sd/-
(Manoj Kumar Mandal)
Prop.
M. No. : 5538
C.P. No. : 4968



To,
The Members,
BAMPSL SECURITIES LIMITED
100-A Cycle Market
Jhandewalan Extn
New Delhi-110055

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bampsl Securities Limited, CIN: L65100DL1995PLC065028** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Bampsl Securities Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Corporate Information

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by Bampsl Securities Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Company has received disclosure under Regulation 30(1) and 30(2).
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Company has complied with Regulation 7(1)(a) in Form A. However the Company has adopted the prescribed code of conduct under the Regulations and Trading Plan has been complied.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Company has not issued any securities during the Financial Year ended on 31st March, 2018.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Company has not issued any securities under Stock Option to its employees during the Financial Year ended on 31st March, 2018.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not applicable to the company during the audit period.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. The Company has appointed Alankit Assignments Limited for share registry work.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. Not applicable to the company during the audit period.



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. Not applicable to the company during the audit period.
- (vi) The other laws as may be applicable specifically to the Company are:
 - (a) The Reserve Bank of India Act, 1934. The Company has maintained Statutory Reserve under Section 451C of the Act.
 - (b) The Income tax Act, 1961
 - (c) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996. The Company has complied with the regulation 55A regarding reconciliation of Share capital Audit.

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), namely Bombay Stock Exchange (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under, as required under the provisions of the Section 184 of the Companies Act, 2013.
2. The Company had filed the resolution in Form MGT-14 with the Registrar of Companies in respect of the Adoption of accounts and Boards report, as required under the provisions of the Section 179(3) (g) of the Companies Act, 2013.
3. Ms. Namrata Kamboj, Company Secretary of the Company was resigned from the office as on 25th November, 2017 and Ms. Kanika Arora has appointed as Company Secretary on 10th January, 2018 and the Company had filed the resolution in Form MGT-14 and DIR-12 for appointment of the Company Secretary under the provisions of the Companies Act, 2013. Ms. Kanika Arora, Company Secretary of the Company was resigned from the office as on 3rd February, 2018..
4. The Annual General Meeting for the financial year ended on 31st March 2017 was held on 29th September, 2017 after giving proper notice to the members of the Company and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose and the Company has filed MGT-15 with the Registrar of Companies. The Company has also given E-voting option to its shareholders.
5. Mr. Sanjay Sharma and Ms. Natasha Sarin had appointed as Independent Directors of the Company and regularised as Independent Director at the AGM held on 29th September 2017. Ms. Natasha Sarin was resigned from her directorship on 06.01.2018. Thereafter, one short of independent director into the Board of the Company, which is required to appoint one more independent director for compliance of Companies Act and SEBI guidelines as well as LODR.
6. The Company had appointed Mr. VinubhaiPrabhudas Patel as Director of the Company retire by rotation and Mrs.Sheela Gupta had vacated the post of director as on 12th August, 2017. Therefore, one short of non-executive director in the Board of the Company and it required to appoint one more director who will retire by rotation under the provisions of the Companies Act and One women director to be appointed by the Company.
7. Mr. Vinod Kumar Sharma had Appointed as Chief Financial Officer (CFO) of the Company as on 18.05.2017.
8. During the year the company has consolidate its share capital by increasing the face value of the equity shares from Rs. 1/- each to Rs. 10/- each and the company had filed SH-7 with registrar of company according to section 63(1)(b) and other applicable provisions of the Companies Act, 2013.



9. The company had Altered its clause V of Memorandum of Association by Increasing its Authorised share capital from Rs. 31,00,00,000/- to Rs. 35,00,00,000/- and company had filed SH-7 with registrar of company according to section 61 of the Companies Act, 2013.
10. During the year the Company has Capitalize it's reserve and surplus a sum of Rs. 4,43,93,690/- divided into 44,39,369 (forty four Lacs thirty nine thousand three hundred sixty nine) equity shares by issuing bonus shares in the ratio of 3 equity share to every members who held 20 fully paid up equity shares in the company and the company had filed PAS - 3 and MGT-14 with Registrar of Company according to section 63 of the Companies Act, 2013 and all other applicable rules made there under. The Bombay Stock Exchange had objection for compliance of issue of Bonus Shares and imposed penalty on the Company. The Bonus Shares were listed on 11th December 2017 for trading.
11. The Company had filed the resolution in Form MGT-14 with the Registrar of Companies in respect of the Adoption of new sets of Article of Association in the form of Table F under the act according to section 5 and section 14 of the Companies act 2013 and all other applicable rules made there under.
12. The company had filed MGT-14 with registrar of company in respect of alteration in Memorandum of Association of the company as per Schedule I table A of the companies act 2013 including deleting of clause III C –Other Objects along with other alteration as per Section 13 of the companies act 2013 and all other applicable rules made there under.
13. The Company has appointed internal Auditors under the provisions of Section 138 of the Companies Act, 2013 and MGT-14 is yet to be filed.
14. The Company has made quarterly compliances as per the listing agreement during the Financial year under review.
15. BSE issued a Notice to the Company on 15th January 2018 for inquiry and instructed for forensic audit by an Independent Auditors.
16. The Company has received Notice from the MCA dated 11/09/2017, vide notice no. F.No. ROC/AM/Registry C&U 2017/NBFC-RBI/195, with respect to non-reflection of NBFC activity code on the MCA 21 Portal. For this purpose the company called a board meeting and filed MGT-14 with Registrar of Company according to section 13 of the Companies Act, 2013 for change its CIN.

/we further report that

1. The Board of Directors of the Company is constituted with improper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were not carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

/we further report that during the audit period there were no instances of:

1. Public/Right/Preferential issue of shares/ debentures/sweat equity except issue of Bonus Shares.
2. Redemption / buy-back of securities
3. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013



4. Merger / amalgamation / reconstruction, etc.
5. Foreign technical collaborations

**M/s M. K. Mandal & Associates
Company Secretaries**

**Sd/
(Manoj Kumar Mandal)
Prop.
FCS No.: 5538
C P No.: 4968**

**Place: New Delhi
Date: 28.07.2018**

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-2018

1. COMPANY PHILOSOPHY

In order to ensure sustainable returns to all stakeholders of the business, it is imperative, especially for large organizations, to adopt and follow certain policies, procedures and processes, which together constitute a "Code of Corporate Governance". It is important that such a Code is institutionalized, to ensure transparency, consistency and uniformity of decision making processes and actions. Bampsl Securities Limited has always believed in such a "Sound" Code of Corporate Governance, as a tool for highest standards of management and business integrity.

The Board recognizes that governance expectations are constantly evolving and is committed to keep its standards of transparency and dissemination of information under review.

2. BOARD OF DIRECTORS

The Board of Directors of the Company comprised of Four Directors out of which one is Executive and three are Non-Executive Directors. Compositions of Board of Directors are as follows:

Composition of the Board

| S. No. | Name of Director | Category | Attendance of Meeting during 2017-2018 | | No. of Directorship in other Companies | No. of committees in which Director is a Member | No. of Committees in which Director is a Chairman | Date of Appointment |
|--------|--------------------------------|------------------------|--|----------|--|---|---|---------------------|
| | | | Board Meetings | Last AGM | | | | |
| 1. | Mr. Bisham Kumar Gupta | Managing Director | 14 | Yes | 3 | 2 | - | 06.02.2006 |
| 2. | Mrs. Sheela Gupta* | Non-Executive Director | 2 | No | 1 | | | 25.02.2017 |
| 3. | Mr. Sanjay Sharma | Independent Director | 14 | Yes | 1 | | 3 | 15.03.2017 |
| 4. | Ms. Natasha Sarin* | Independent Director | 10 | Yes | - | - | 3 | 15.03.2017 |
| 5. | Mr. Vinubhai Prabhudas Patel * | Non-Executive Director | 11 | Yes | 1 | 1 | - | 12.08.2017 |
| 6. | Mrs. Chetna Pandey* | Independent Director | - | No | - | 3 | - | 23.06.2018 |

Note: *Mrs Sheela Gupta has resigned w.e.f. 12th August 2017

*Ms Natasha Sarin has resigned w.e.f. 6th January 2018

*Mrs. Chetna Pandey was appointed w.e.f. 23rd June 2018

After resignation of Ms. Natasha Sarin, independent Director, Mr. Sanjay Sharma was appointed Chairman of Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee.

During the year under review, the meeting of Board of Directors held Fourteen times on 18/05/2017, 29/05/2017, 12/08/2017, 22/08/2017, 12/09/2017, 11/10/2017, 27/10/2017, 28/10/2017, 10/11/2017, 22/12/2017, 06/01/2018, 10/01/2018, 31/01/2018 and 03/02/2018.

3. COMMITTEES OF THE BOARD

(a) Audit Committee

Audit Committee is duly constituted in terms of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015. The terms of reference of the Audit Committee are as under:

Terms of Reference :

- ❖ Recommendation for appointment, remuneration and terms of appointment of Auditors of the company.
- ❖ Review and monitor auditor's independence and performance and effectiveness of audit process.
- ❖ Examination of the Financial Statement and the Auditor's Report thereon.
- ❖ Approval or to make any subsequent modification of transactions of the Company with related parties.
- ❖ Scrutiny of inter-corporate loans and investments.
- ❖ Valuation of undertakings or assets of the company, wherever it is necessary.
- ❖ Monitoring the end use of funds raised through public offers and related matters.
- ❖ Monitor the vigil mechanism established by the company for directors and employees to report genuine concerns in the prescribed manner.
- ❖ All the terms of reference prescribed by the Central Government from time to time,
- ❖ All the terms of reference guided in the listing agreement for the Audit Committee including amendments thereof from time to time.

Composition of Audit Committee

| S. No. | Name | Designation in Committee | Designation in Company | No. of Meetings Attended |
|--------|---|--------------------------|------------------------|--------------------------|
| 1. | Mr. Bhisham Kumar Gupta | Member | Managing Director | 4 |
| 2. | Ms. Natasha Sarin* | Resigned | Independent Director | 3 |
| 3. | Mr. Sanjay Sharma (Appointed Chairman after resignation of Ms. Natasha Sarin on 06/01/2018) | Chairman | Independent Director | 4 |
| 4. | Mrs. Chetna Pandey | Member | Independent Director | - |

*Ms Natasha Sarin has resigned w.e.f. 6th January 2018

*Mrs. Chetna Pandey was appointed w.e.f. 23rd June 2018

Note:

During the year the Audit Committee was re-constituted on 06/01/2018. However, Ms. Natasha Sarin was resigned from 06/01/2018.

During the year under review, the meetings of Audit Committee held four times on 29/05/2017, 12/08/2017, 10/11/2017 and 31/01/2018.

Notes:

- a) During the year, the time gap between two meetings doesn't exceed by more than four months, with adequate quorum in every meeting.
- b) The Chairman of the Audit Committee will present in Annual General Meeting to answer the queries of Shareholders.

- c) Company Secretary of the Company acts as the Secretary of Committee.

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the gist of terms of reference is as follows :

Financial Reporting and Related Processes

- ❖ The Audit Committee has power, to investigate any activity, seek information from any employee and to obtain outside legal or other professional advice when ever consider fit and proper by the Committee.
- ❖ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ❖ Recommending the Board, regarding the appointment, re-appointment, the replacement and removal of the statutory auditor, along with fixation of audit fees and other payments payable to auditor for other services rendered by him.
- ❖ Reviewing with the Management the quarterly financial statements, annual financial statements before submission to the Board for approval.
- ❖ Reviewing, with the management and performance of statutory auditors, and adequacy of the internal control systems including staffing and seniority of the official heading the department, reporting structure coverage.
- ❖ The Audit Committee is empowered to review the Management Discussion and Analysis of financial condition and results of operations, statement of significant related party transactions, submitted by management, internal audit reports relating to internal control weaknesses etc.
- ❖ All the members on the Audit Committee have the requisite qualification for appointment on the Committee and process sound knowledge of finance, accounting practices and internal controls.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

(b) Nomination and Remuneration Committee

Nomination and Remuneration Committee is duly constituted in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, 2015. The terms of reference of the Nomination and Remuneration Committee are as under:

Terms of Reference :

- ❖ Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;
- ❖ To identify persons qualifies to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;
- ❖ Recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;
- ❖ Evaluation of every director's performance & the Board;
- ❖ Perform such functions as are required to be performed under the ESOP Guidelines;
- ❖ Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

Details of Composition:

| S. No. | Name | Designation in Committee | Designation in Company | No. of Meetings Attended |
|--------|-----------------------------|--------------------------|--------------------------------------|--------------------------|
| 1. | Mr. VinubhaiPrabhudas Patel | Member | Non Executive Director | 1 |
| 2. | Ms. Natasha Sarin* | Resigned | Non Executive & Independent Director | 1 |
| 3. | Mr. Sanjay Sharma | Chairman | Non Executive & Independent Director | 1 |
| 4. | Mrs. Chetna Pandey* | Member | Non Executive & Independent Director | - |

*Ms. Natasha Sarin was resigned from 06/01/2018

*Mrs. Chetna Pandey was appointed w.e.f. 23rd June 2018

During the year under review, the meetings of Nomination and Remuneration Committee held one time on 11/08/2017.

(c) Performance Evaluation Criteria for Independent Directors :

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committees. Evaluation of each director was done by all the other directors (excluding the director being evaluated). The criteria for evaluation have been determined by the Nomination Remuneration Committee. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board/Committee. An indicative list of factors that was evaluated as part of this exercise: Participation and contribution by a Director, Commitment (including guidance provided to senior management outside of Board/Committee meetings), Effective deployment of knowledge and expertise, Effective management of relationship with stakeholders, integrity and maintenance of confidentiality, independence of behaviour and judgement, and impact and influence. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Terms of Appointment & Remuneration – CEO & MD

Mr. Bhisham Kumar Gupta, MD w.e.f. February 1st 2014

| | |
|---|-----------------|
| Period of Appointment | 5 Years |
| Salary Grade | NIL |
| Allowances | NIL |
| Perquisites | NIL |
| Retrial Benefits | NIL |
| Performance Bonus | NIL |
| Sign-on Amount | NIL |
| Deferred Bonus | NIL |
| Minimum Remuneration | 12000 |
| Notice Period & Service Fees | 6 Months Notice |
| Other | NIL |



Note :Details of remuneration paid to the Directors are given in Form MGT – 9

(d) Remuneration Policy

The company remunerates its managerial personnel by way of salary as per the terms and conditions and within the limits laid down under the Companies Act, 2013. Increment for each year is determined by the Remuneration Committee subject to approval of the Board of Directors and members of the Company at the General Meeting. Further, the Company pays or reimburses such fair and reasonable expenditure, as may have been incurred while performing role as an Independent Director of the Company.

The details of remuneration of Executive Directors for the year ended 31.03.2018 was as follows:

| Whole-Time Directors | Salary |
|-------------------------|--------|
| Shri Bisham Kumar Gupta | 12,000 |

The appointments are contractual in nature and can be determined at any time by either party giving notice as per terms and conditions of appointment.

Non-Executive Directors are not paid any remuneration by way of sitting fees for attending the meetings of the Board and the Committees as may be decided by the Board from time to time, subject to approval of the shareholders, if required.

(e) Stakeholders' Relationship Committee

The Stakeholders relationship Committee (SRC) is duly constituted in terms of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Agreement.

Details of Composition:

| S. No. | Name | Designation in Committee | Designation in Company | No. of Meetings Attended |
|--------|------------------------|--------------------------|------------------------|--------------------------|
| 1. | Mr. Bisham Kumar Gupta | Member | Managing Director | Nil |
| 2. | Ms. Natasha Sarin* | Resigned | Independent Director | Nil |
| 3. | Mr. Sanjay Sharma | Chairman | Independent Director | Nil |
| 4. | Mrs. Chetna Pandey* | Member | Independent Director | Nil |

*Ms. Natasha Sarin was resigned from 06/01/2018

*Mrs. Chetna Pandey was appointed w.e.f. 23rd June 2018

During the year Stakeholders' Relationship Committee was re-constituted on 06.01.2018

During the year under review, no meetings of Stakeholders' Relationship Committee held during the year

No. of shareholder's complaints received during the year: NIL

No. of complaints not solved to the satisfaction of the Shareholders: NIL

No. of pending complaints: NIL

(f) Corporate Social Responsibility (CSR) Committee

Since the Company does not fulfill the provisions of Section 135 of Companies Act, 2013, therefore Corporate Social Responsibility is not applicable. The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall not be applicable.

(g) Risk Management Committee



During the year under review, the Company has not constituted any Risk Management Committee.

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- ❖ Oversight of risk management performed by the executive management;
- ❖ Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- ❖ Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- ❖ Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

(h) Compliance Committee

Since it is a non-mandatory committee so the Company has not constituted Compliance Committee.

(i) Capex Committee

Since it is a non-mandatory committee so the Company has not constituted Capex Committee.

(j) Independent Directors' Meeting

Out of Four Directors on the Board; Two Directors are Non Executive Independent Directors. The Directors on the Board who are Independent of Management meets as and when needed without members of management present and evaluate the performance of the Board and Management periodically.

During the year under review, the Independent Directors met on 09.05.2017, inter alia, to discuss:

- ❖ Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- ❖ Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- ❖ Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

(k) General Body Meetings

Details of last three Annual general meetings.

| AGM | Year ended 31st March, | Venue | Date | Time | Special Resolutions Passed |
|------------------|------------------------------|---|------------|-----------|--|
| 20 th | 2015 | Khasra No. 24/15 Kakrola, New Delhi-110043 | 29.09.2015 | 10.00 a.m | NIL |
| 21 st | 2016 | | 29.09.2016 | 10.00 a.m | NIL |
| 22 nd | 2017 | | 29.09.2017 | 10.00 a.m | 1. Amendment(s) to Memorandum of Association 2. Adoption of new set of Article of Association pursuant to the Companies Act, 2013 |

No Extra ordinary General Meeting was held during the year

Meetings for approval of Quarterly and Annual Financial results were held on the following dates:-



(l) Disclosures:

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

(m) Means of Communication

- 9 The company regularly intimates unaudited as well as audited financial results to the Stock Exchanges immediately after these are taken on record by the board. In terms of requirements of Regulation 33 of the SEBI Listing Regulations, 2015 the Quarterly/ Annual Financial Results of the Company are being published in newspapers and are also being displayed on the Website of the Company i.e. www.bampslsecurities.co.in.
- 9 The Financial Results of the Company are published normally in the following newspapers:
 - ❖ Jansatta (Hindi Language)
 - ❖ Financial Express (English Language)

(n) General Shareholders Information:-

❖ **Annual General Meeting Details:**

Date : 21st Day of August 2018
Time : 10 AM
Venue : Khasra No. 24/15, Kakrola, New Delhi-110043

- ❖ **Financial Year:** From 1st April, 2017 to 31st March, 2018
- ❖ **Book Closure Dates:** 15th August, 2018 to 21st August, 2018 (both days inclusive).
- ❖ **Record date:** 14th August, 2018
- ❖ **Dividend Payment Date:** NIL
- ❖ **Stock Exchanges and Codes:** Bombay Stock Exchange Limited & Code : 531591



The monthly high and low stock price during the financial year 2017-18 is under:-

| Month | BSE Price | |
|-----------------|-----------|------|
| | High | Low |
| April, 2017 | 0.28 | 0.25 |
| May, 2017 | 0.28 | 0.23 |
| June, 2017 | 0.36 | 0.27 |
| July, 2017 | 0.35 | 0.28 |
| August, 2017 | 0.34 | 0.32 |
| September, 2017 | N.A. | N.A. |
| October, 2017 | N.A. | N.A. |
| November, 2017 | 2.65 | 2.65 |
| December, 2017 | 2.52 | 2.52 |
| January, 2018 | 2.77 | 2.35 |
| February, 2018 | 2.59 | 1.90 |
| March, 2018 | 1.85 | 1.32 |

(o) Registrar and Transfer Agent :

Alankit Assignments Ltd.
2E/21, Jhandewalan Extension,
New Delhi-110055

(p) SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

❖ **Share Transfer System :**

The Company's shares are traded in the Stock Exchanges in Demat mode. These transfers are affected through NSDL & CDSL. Most of the transfers of shares take place in this form. Transfer of shares in the physical form is processed and approved weekly, and the certificates are returned to the shareholders with 15 days from the date of receipt, subject to documents being valid and complete in all respects. The Board has authorised Mr. Bisham Kumar Gupta, Managing Director, to approve the transfer of shares.

❖ **Nomination facility for shareholding**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard. Shareholders desirous of making nominations are requested to send their requests in Form No. SH-13 in Duplicate (which will be made available on request) to the R&T Agent.

❖ **Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

❖ **Unclaimed Dividends**

Pursuant to Section 125 of the Companies Act, 2013, dividends that are unpaid / unclaimed for a period of seven years from the date they become due for payment are required to be transferred by the Company to the Investor Education & Protection Fund (IEPF) administered by the Central Government. So no unclaimed dividend is there.

No dividend was declared by the company for the Financial Year 2017-18

❖ **Pending Investors' Grievances**



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company at the Registered Office with a copy of the earlier correspondence.

Address for Correspondence is given hereunder:

Registered Office:

Bampsl Securities Ltd.
100-A, Cycle Market, Jhandewalan Extn.
New Delhi-110055
Ph. No. 011-23556436
E-Mail : bampslsecurities@yahoo.co.in

| S. No. | Nature of Queries/Compliant | Pending as on April 1,2017 | Received during the year | Redressed during the year | Pending as on March 31, 2018 |
|--------|--|----------------------------|--------------------------|---------------------------|------------------------------|
| 1 | Transfer/Transmission of Duplicate Share Certificate | NIL | NIL | NIL | NIL |
| 2 | Non-receipt of Dividend | NIL | NIL | NIL | NIL |
| 3 | Dematerialisation/Rematerialisation of Shares | NIL | NIL | NIL | NIL |
| 4 | Complaints received from: | NIL | NIL | NIL | NIL |
| | SEBI | NIL | NIL | NIL | NIL |
| | Stock Exchanges/NSDL/CDSL | NIL | NIL | NIL | NIL |
| | ROC/MCA/Others | NIL | NIL | NIL | NIL |
| | Advocates | NIL | NIL | NIL | NIL |
| | Consumer Forum/Court Case | NIL | NIL | NIL | NIL |
| 5 | Others | NIL | NIL | NIL | NIL |
| | Grand Total | NIL | NIL | NIL | NIL |

4. DISTRIBUTION OF SHAREHOLDING (AS ON 31ST MARCH, 2018)

| S. No. | Range | Total Holders | % of Total Holders | Total holding | % of Total Capital |
|--------|------------------|---------------|--------------------|-----------------|--------------------|
| 1 | 1-10000 | 6261 | 96.875 | 4161164 | 12.226 |
| 2 | 10001-20000 | 73 | 1.13 | 960039 | 2.821 |
| 3 | 20001-30000 | 38 | 0.588 | 911580 | 2.678 |
| 4 | 30001-40000 | 12 | 0.186 | 404961 | 1.19 |
| 5 | 40001-50000 | 12 | 0.186 | 527235 | 1.549 |
| 6 | 500001-100000 | 26 | 0.402 | 1749826 | 5.141 |
| 7 | 100001 and Above | 41 | 0.634 | 25320355 | 74.359 |
| | Total | 6463 | 100 | 34035160 | 100 |

Statement showing Shareholding of more than 1% of the Capital as on March 31st, 2018:-

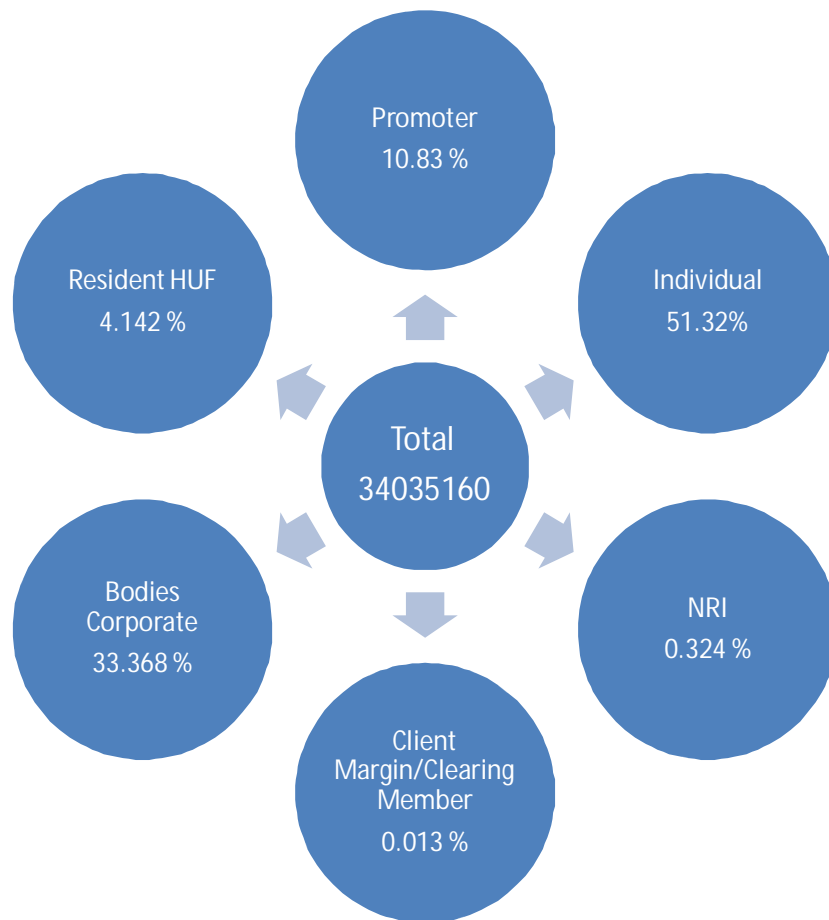
| S. No. | Name of Shareholders | No. of Shares | Percentage of capital |
|--------|------------------------------|---------------|-----------------------|
| 1 | BHAJEE COMMODITIES PVT. LTD. | 3974957 | 11.679 |
| 2 | GG OVERSEAS PRIVATE LIMITED | 1799003 | 5.286 |
| 3 | BHAJEE PORTFOLIO LIMITED | 1725082 | 5.069 |
| 4 | SATENDER KUMAR GOYAL | 1094005 | 3.214 |
| 5 | VIDYASAGAR MAHAVIRPRASAD SAH | 903785 | 2.655 |
| 6 | NITIN GUPTA | 884444 | 2.599 |
| 7 | AMIT JAIN | 869128 | 2.554 |



| | | | |
|----|------------------------------------|--------|-------|
| 8 | BHAJEE OVERSEAS LIMITED | 840415 | 2.469 |
| 9 | ASHLAR SECURITIES PVT. LTD. | 805000 | 2.365 |
| 10 | PREM SHANKAR | 747500 | 2.196 |
| 11 | JAGDISH CHAND GUPTA | 632500 | 1.858 |
| 12 | SAHIL GUPTA | 615250 | 1.808 |
| 13 | SURENDER KUMAR GUPTA | 581388 | 1.708 |
| 14 | ADROITFINANCIAL SERVICES PVT. LTD. | 575856 | 1.692 |
| 15 | SMC GLOBAL SECURITIES LTD. | 530380 | 1.558 |
| 16 | AMAN GUPTA | 448500 | 1.318 |
| 17 | SATINDER PAUL GUPTA | 346449 | 1.018 |
| 18 | NISHIL GUPTA | 344075 | 1.011 |
| 19 | MATA DEEN GUPTA | 355761 | 1.045 |

Brief Share Holding Pattern as on 31st March, 2018:

| Category | No. of Shares Held | % of Share Holding |
|--------------------------------|--------------------|--------------------|
| Promoter and Promoter Group | 3686588 | 10.83 |
| Bodies Corporate | 11356694 | 33.37 |
| Individuals | 17467521 | 51.32 |
| NRI | 110219 | 0.324 |
| Client Margin/ Clearing Member | 4500 | 0.013 |
| Resident (HUF) | 1409728 | 4.142 |
| Total | 34035160 | 100 |



5. DEMATERIALIZATION OF SHARES AND LIQUIDITY

| Particular | Number of Shares | Percentage (%) |
|---------------------------|------------------|----------------|
| Dematerialization: | | |
| NSDL | 13748253 | 40.39 |
| CDSL | 19925740 | 58.54 |
| Sub-Total: | 33673993 | 98.94 |
| Physical: | 361167 | 1.06 |
| Total: | 34035160 | 100 |


6. OUTSTANDING ADR'S/GDR'S

The Company has not issued any GDR's/ADR's or any convertible instruments in financial year 2016-17.

7. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company conducts formal induction program for its Independent Directors and provide suitable training to them which may include any or all of the following: Board roles, rights and responsibilities, whistle seeking to build working relationship among the Board members, Company's vision, mission, core values, Ethics and Corporate Governance practices, Familiarization with financial matters, management team and business operations, Meetings with stakeholders, and meetings with senior and middle management. The company supports Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The details of various familiarisation programmes provided to the Directors of the Company is available on the Company's website www.bampslsecurities.co.in

8. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board approved the Vigil Mechanism in its duly held meeting that provides a formal mechanism for all Directors, employees and vendors of the company to approach the Vigilance Officer/Chairman of the Audit Committee of the company and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Under the Policy, every Director, employee or vendor of the company has an assured access to the Vigilance Officer/Chairman of the Audit Committee. Details of the vigil Mechanism are given in the Directors' Report and have been posted on the website of the Company www.bampslsecurities.co.in.

9. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code. The Insider trading Code has been posted on the website of the Company www.bampslsecurities.co.in.

All Board Directors and the designated employees have confirmed compliance with the Code.



10. COMPLIANCE WITH ACCOUNTING STANDARDS

The Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

11. INTERNAL CONTROLS

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. The company has strong internal control system which has contributed all around advantages to the members and all other associates with the affairs of the company.

12. RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 55A of SEBI (Depositories and Participants) Regulation, 1996 with the Stock Exchanges, certificate, on Quarterly basis, have been issued by a Company Secretary-in-practice with respect to due compliance of share transfer formalities by the Company. As required by the Securities & Exchange Board of India (SEBI), the Company Secretary-in-practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and held in physical form with the total issued and listed capital. The Secretarial Auditor confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with Depositories). The auditors' Certificate in regard to the same is submitted to BSE Limited.

13. MD / CFO CERTIFICATION

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

14. CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.bampslsecurities.co.in.

15. E-VOTING FACILITY TO MEMBERS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

For Bampsl Securities Limited

**Sd/-
(Bhisham Kumar Gupta)
Managing Director
DIN : 00110915**

**Place : New Delhi
Date :28/05/2018**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We have pleasure in submitting the management discussion & analysis report on the company's business. We have attempted to include discussions on all specified matters to the extent relevant, or within such limits that in our opinion are imposed by the company's own competitive position and market conditions in all areas of the company's operations.

❖ **FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

❖ **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The company is engaged in the business of dealing and investing in shares and other securities along with financial services like spot financing, short term financial accommodation, and in other similar financial sector.

❖ **OPPORTUNITIES AND THREATS**

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

The financial highlights are as under :

(In Rs.)

| | |
|------------------------------|----------------|
| Sales for the Year 2017-2018 | 120,618,704.72 |
| Profit after tax | 2,074,414.79 |

❖ **SEGMENT WISE REPORTING**

During the year under review, Company has achieved all sales through the business of dealing and investing in shares and other securities along with financial services like spot financing, short term financial accommodation, long term financial accommodation, and in other similar financial sector.

❖ **OUTLOOK**

As on 31st March, 2018, the issued, subscribed and paid up share capital of the company stood at Rs. 34,03,51,600 comprising 34,035,160 Equity shares of Rs. 10 each. The Sales during the year 2017-18 is Rs.120,618,704.72.

❖ **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal Endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

INTERNAL CONTROL AND THEIR ADEQUACY



The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws.

The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. The company has strong internal control system which has contributed all around advantages to the members and all other associates with the affairs of the company.

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

For F.Y. 2017-18, Company's Profit after tax stood at Rs. 2,074,414.79 and the Revenue during the year 2017-18 is Rs.133,009,794.72

❖ **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company has sufficient well trained number of staff to handle the day-to-day business operations. Strength of the business of an institution solely depends on the skill and competitiveness of its workforce. The company has specialized personnel in all areas of its operations, which strength is reflected by the financial results under report.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

DECLARATION AFFIRMING COMPLIANCE OF PROVISIONS OF THE CODE OF CONDUCT

To the best of my knowledge and belief and on the basis of declaration given to me, I hereby affirm that all the Board members and the senior management personnel have fully complied with the provisions of the code of conduct for Directors and Senior Management personnel during the financial year ended 31st March, 2018.

For Bampsl Securities Limited

**Sd/-
(Bhisham Kumar Gupta)
Managing Director
DIN : 00110915**

**Place : New Delhi
Date :28.05.2018**



CERTIFICATION BY MD/ CFO

The Board of Directors,
Bampsl Securities Ltd.

We have reviewed the financial statements and the cash flow statement of Bampsl Securities Ltd. for the year ended March 31, 2018 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) 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) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are 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 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 for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) 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 Bampsl Securities Limited

**Sd/
(Bhisham Kumar Gupta)
Managing Director
DIN : 00110915**

For Bampsl Securities Limited

**Sd/-
Vinod Kumar Sharma
Chief Financial Officer**

**Place :New Delhi
Date :28/05/2018**



CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Bampsl Securities Ltd.

We have examined the compliance of conditions of corporate Governance by Bampsl Securities Limited (“the Company”) for the financial years ended March 31, 2018 as stipulated in Regulation 72 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and in clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion, and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For ManojVed& Co.
Chartered Accountants

FRN 017729N

Sd/-
(Manoj Kumar Gupta)
Prop.
M.No. 095689

Date :28/05/2018
Place : New Delhi



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

[Pursuant to Clause 31(a) of Listing Agreement]

Format of covering letter of annual audit report to be filed with the stock exchange

| S. No. | Particulars | Details |
|--------|--|------------------------------|
| 1. | Name of Company | Bampsl Securities Limited |
| 2. | Annual Financial Statements for the year ended | 31 st march, 2018 |
| 3. | Type of audit observation | Un-qualified |
| 4. | Frequency of observation | No observation |
| 5. | To be signed by | |
| | CEO/Managing Director | |
| | Auditors of the Company | |
| | Audit Committee Chairman | |

For Bampsl Securities Ltd.

Sd/-
(Bhisham Kumar Gupta)
Managing Director

Sd/-
(Sanjay Sharma)
Chairman of Audit Committee

Sd/-
(Vinod kumar Sharma)
CFO

For ManojVed& Co.
Chartered Accountants
FRN 017729N

Sd/-
(Manoj Kumar Gupta)
Prop
M.No. 095689



INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
BAMPSL Securities Ltd**

Report on the Financial Statements

We have audited the accompanying financial statements of **BAMPSL Securities Ltd.** (the Company), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit & Loss Account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit/loss and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements. Refer Note 19 to the financial statements.
 - ii. The Company has made provision, as required under applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ManojVed& Co.
Chartered Accountants
FRN 017729N
Sd/ -
(Manoj Kumar Gupta)
Prop
M.No. 095689

Place: Delhi
Date: 28/05/2018

ANNEXURE 'A'**The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".**

We report that:

1. In respect of Fixed Assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed on such verification.
- c) As per information and explanation given to us and on the basis of our examination of the records of the Company, land is held by the Company on the basis of Agreement to sell, the General Power of Attorney is in the name of Managing Director of the Company.

2. In respect of the inventories:

As explained to us, the inventories of shares have been verified with Demat accounts, at reasonable intervals during the year. No material discrepancy was noticed on verification between the Demat holdings and the book records.

3. The Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act, 2013 ('the Act').
4. In respect of loans, investments, guarantees, and security, the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The Company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
6. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. In respect of statutory dues:

According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. On the basis of our verification it has been found that at online portal of Income Tax there was an outstanding demand of Rs 1.124/- Crore and Rs 9710/- at Traces portal. According to the information and explanations given to us, management disagree with the demand and no Statutory Dues as on 31st March, 2018 for a period of more than six months from the date they became payable are outstanding.

- b) According to the information and explanations given to us, following amounts have not been deposited on account of disputed matter is pending before Appropriate Authorities are as under:



| Nature of Statute | Nature of the Dues | Amount (In Crores) | Period to which the matter pertains | Forum where matter in pending |
|-------------------|--------------------|--------------------|-------------------------------------|-------------------------------|
| Income Tax Act | Income Tax | 6.673 | AY 2012-13 | ITAT |
| Income Tax Act | Income Tax | 0.015 | AY 2014-15 | CIT(Appeals) |

8. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.
9. Based on our audit procedures and according to the information given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
10. According to the information and explanations given to us, we report that no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
12. The Company is not a Nidhi Company. Therefore clause (xii) of the order is not applicable to the company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements etc as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The Company has not entered into non-cash transactions with directors or persons connected with him.
16. The Company is required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 and the registration has been obtained.

For ManojVed & Company
Chartered Accountants
FRN: 017729N

Sd/-
CA. Manoj Kumar Gupta
(Proprietor)
Membership No. 095689

Place:-Delhi
Date: 28/05/2018



ANNEXURE B TO THE AUDITORS' REPORT

REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Report on Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **BAMPSL SECURITIES LTD.** (the Company), as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Financial Statements

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Company's Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of Company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ManojVed & Co.
Chartered Accountants
FRN 017729N
Sd/-

(Manoj Kumar Gupta)
Prop
M.No. 095689

Place: Delhi
Date: 28/05/2018



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

| BAMPSL SECURITIES LIMITED Balance Sheet as at 31 March, 2018 | | | |
|--|----------|-----------------------|-----------------------|
| Particulars | Note No. | As at 31 March, 2018 | As at 31 March, 2017 |
| | | Amount In Rs. | Amount In Rs. |
| A | | | |
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| (a) Share capital | 2 | 340,351,600.00 | 295,957,915.00 |
| (b) Reserves and surplus | 3 | 36,009,634.83 | 78,328,905.04 |
| | | 376,361,234.83 | 374,286,820.04 |
| Non-current liabilities | | | |
| (a) Deferred tax liabilities (net) | | - | 258.24 |
| | | - | 258.24 |
| Current liabilities | | | |
| (a) Trade payables | | - | - |
| (b) Other current liabilities | 4 | 3,961,857.81 | 1,697,969.81 |
| (c) Short-term provisions | 5 | 4,647,192.59 | 3,205,958.47 |
| | | 8,609,050.40 | 4,903,928.28 |
| TOTAL | | 384,970,285.23 | 379,191,006.56 |
| B | | | |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| Tangible assets | 6 | 4,202,112.83 | 5,016,094.68 |
| | | 4,202,112.83 | 5,016,094.68 |
| (a) Deferred tax Assets (net) | | 151,648.76 | - |
| Current assets | | | |
| (a) Inventories | 7 | 109,061,773.38 | 2,452,827.53 |
| (b) Trade receivables | 8 | 126,747.43 | 184,398,559.52 |
| (c) Cash and cash equivalents | 9 | 51,756.98 | 73,015.98 |
| (d) Short-term loans and advances | 10 | 270,869,323.00 | 186,743,586.00 |
| (e) Other current assets | 11 | 506,922.85 | 506,922.85 |
| | | 380,768,172.40 | 374,174,911.88 |
| TOTAL | | 384,970,285.23 | 379,191,006.56 |
| Notes to the accounts & significant accounting policies | 1 | | |

For and on behalf of the Board of Directors

Sd/-
Bhisham Kumar Gupta
Managing Director
DIN-00110915

Sd/-
Sanjay Sharma
Director
DIN 07342776

Sd/-
Gurav Gupta
Company Secretary
M.no.-31109

- Sd/
Vinod Kumar Sharma
CFO

Auditors Report
As per our report of even date attached
For ManojVed & Company
Chartered Accountants
Firm Reg. No.-017729N

Sd/-
CA Manoj Kumar Gupta
Proprietor
M.No.-095689

Date: 28/05/2018
Place: New Delhi



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

| BAMPSL SECURITIES LIMITED | | | |
|--|---|---|---|
| Statement of Profit and Loss for the year ended 31 March, 2018 | | | |
| Particulars | Note No. | For the year ended 31 March, 2018 | For the year ended 31 March, 2017 |
| | | Amount In Rs. | Amount In Rs. |
| A REVENUE FROM OPERATIONS | | | |
| Sales of Stock in trade | | 120,618,704.72 | 5,992,826.44 |
| Income | | 12,390,970.00 | 8,434,859.00 |
| Dividend | | 120.00 | - |
| Total | | 133,009,794.72 | 14,427,685.44 |
| Expenses | | | |
| Purchase of Stock in trade | | 222,074,041.97 | 6,278,204.27 |
| Change in Inventories of Stock in Trade | | (106,608,945.85) | (249,130.63) |
| Employee benefits expense | 12 | 686,643.00 | 499,776.00 |
| Other expenses | 13 | 15,799,901.88 | 5,896,439.82 |
| Total | | 131,951,641.00 | 12,425,289.46 |
| Profit before Interest, Depreciation & Tax | | 1,058,153.72 | 2,002,395.98 |
| Depreciation | | 854,541.85 | 435,032.00 |
| Profit before tax | | 203,611.87 | 1,567,363.98 |
| Tax expense: | | | |
| (a) Current tax | | 250,000.00 | 531,336.39 |
| (b) Adjustment for Previous Years Taxes | | (1,968,895.92) | 33,942.00 |
| (c) Deferred tax | | (151,907.00) | (36,404.46) |
| Profit After Tax | | 2,074,414.79 | 1,038,490.05 |
| Earnings per equity Share(Rs.) | | | |
| Basic | | 0.061 | 0.004 |
| Diluted | | 0.061 | 0.004 |
| Notes to the accounts & significant accounting policies | 1 | | |
| For and on behalf of the Board of Directors | | | |
| Sd/- Bhisham Kumar Gupta Managing Director DIN-00110915 | Sd/- Sanjay Sharma Director DIN 07342776 | Sd/- Gurav Gupta Company Secretary M.no.-31109 | - Sd/ Vinod Kumar Sharma CFO |
| Auditors Report | | | |
| As per our report of even date attached | | | |
| For ManojVed & Company | | | |
| Chartered Accountants | | | |
| Firm Reg. No.-017729N | | | |
| Sd/- CA Manoj Kumar Gupta Proprietor M.No.-095689 | | | |
| Date:28/05/2018 | | | |
| Place: New Delhi | | | |



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

| BAMPSL SECURITIES LIMITED | | | | |
|---|---------------------|---------------|---------------------|--------------------|
| CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2018 | | | | |
| (In Rs '000) | | | | |
| Particulars | As at 31 March 2018 | | As at 31 March 2017 | |
| A. Cash Flow from operating Activities | | | | |
| Net Profit | | 2,074.41 | | 1,038.49 |
| Adjustment for non cash expenditure | | | | |
| : Depreciation | 854.54 | | 435.03 | |
| : Provision for Deferred Tax Liabilities/Assets | (151.91) | | (36.40) | |
| : Provision for Income Tax | 250.00 | | 531.34 | |
| : Adjustment Previous Year Tax | (1,968.90) | | 33.94 | |
| | | (1,016.26) | | 963.91 |
| Operating Profit before Working Capital changes | | 1,058.15 | | 2,002.40 |
| Add/Less | | | | |
| : Increase/Decrease in Stock | (106,608.95) | | (249.13) | |
| : Decrease/Increase in Current Liabilities | 2263.89 | | 1,290.17 | |
| : Decrease/Increase in Short term provision | 3160.13 | | 197.22 | |
| : Decrease/Increase in Loan & Advances | (84,125.74) | | (4,192.14) | |
| : Decrease/Increase in Trade Receivables | 184,271.81 | (1,038.85) | 286.58 | (2,667.30) |
| Net Cash from operating activities | | 19.30 | | (664.90) |
| B. Cash Flow from Investing Activities | | | | |
| Increase in Fixed Assets | | (40.56) | | (49.40) |
| C. Cash Flow from Financial Activities | | | | |
| Add/Less | | | | |
| Capital Issue Expenses | | | | |
| Increase In Share Capital | | | | |
| Net increase/Decrease in cash & cash equivalents | | (21.26) | | (714.30) |
| Cash & Cash Equivalent(Opening Balance) | | 73.02 | | 787.32 |
| Cash & Cash Equivalent(end of period) | | 51.76 | | 73.02 |
| Net increase/Decrease in cash & cash equivalents | | (21.26) | | (714.30) |
| AUDITOR'S REPORT | | | | |
| We have examined the above Cash Flow Statement of Bampsl Securities Ltd. for the year ended 31st March 2018. The Statement has been prepared by the Company in accordance with the requirements of listing agreements clause 32 with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by the report of even date to the Members of the Company. | | | | |
| | Sd/- | Sd/- | Sd/- | Sd/- |
| For Manoj Ved & Company | Bhisham Kumar Gupta | Sanjay Sharma | Gurav Gupta | Vinod Kumar Sharma |
| Chartered Accountants | Managing Director | Director | Company Secretary | CFO |
| Firm Regn. No 017729N | DIN:-00110915 | DIN 07342776 | M. No 31109 | |
| | | | | |
| Sd/- | | | | |
| CA. Manoj Kumar Gupta | | | | |
| Prop. | | | | |
| M. No. 095689 | | | | |

Auditors Report
As per our report of even date attached
For ManojVed& Company
Chartered Accountants
Firm Reg. No.-017729N

Sd/-
CA Manoj Kumar Gupta
Proprietor
M.No.-095689

Date:28/05/2018
Place: New Delhi

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**Note No.1****(a) Basis of Accounting**

The financial statements have been prepared in accordance with the Generally Accepted Accounting principle in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

(b) Revenue recognition

Expenses and income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebate and retirement benefits which cannot be determined with certainty during the year.

(c) Fixed Assets

Fixed Assets are stated at their original cost of acquisition including taxes, freight, and other incidental expenses Related to acquisition and installation of the concerned assets less depreciation till date.

(d) Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method/ SLM method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013.

(e) Investments

Investment are stated at cost.

(f) Inventories

Inventories are valued as under:

Inventories of shares is valued at lower of cost or market value.

(g) Miscellaneous Expenditure

Miscellaneous Expenditure comprises of Preliminary expenses that are amortized over a period of five years.

(h) Retirement Benefits

The retirement benefits are accounted on accrual basis.

Taxes on Income

Provisions for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date, Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.



(j) Provisions, Contingent Liabilities and Contingent Assets (As-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:

- (1) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

General

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

| | March 31, 2018 | March 31, 2017 | | |
|---|-----------------------|----------------|-----------------------|---------------------|
| 2 Share Capital | | | | |
| Authorised Capital 35,00,00,000/- Equity Shares of Rs. 1 Each(P.Y. 29,59,57,915) Equity Shares of Rs. 1Each | 350,000,000 | 310,000,000 | | |
| Issued, subscribed & Fully paid share Capital 3,40,35,160 Equity Shares of Rs 10 Each (P.Y. 29,59,57,915 Equity Shares of Rs. 1Each) | 340,351,600 | 295,957,915 | | |
| | 340,351,600 | 295,957,915 | | |
| a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period | | | | |
| -Number of Shares at the beginning of the year | 295,957,915 | 295,957,915 | | |
| -Number of Shares after consolidation | 29,595,791 | - | | |
| -Shares issued & allotted on exercise of Bonus Issue during the year | 4,439,369 | - | | |
| -Number of shares at the end of the year | 34,035,160 | 295,957,915 | | |
| b) The company has only one class of equity shares having a par value of Rs. 10 per share(P.Y. of Re 1 per share). Each shareholder is eligible to one vote per fully paid equity share held (i.e. in proportion to the paid up shares in equity capital) and ranks pari passu. The Dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the company in proportion to their shareholding. | | | | |
| c) The company has neither any holding company nor any subsidiary company. | | | | |
| d) Detail of shareholders holding more than 5% share in the Company | | | | |
| | as at 31st March 2018 | | as at 31st March 2017 | |
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Bhisham Kumar Gupta | 3,686,588 | 10.83% | 32,057,296 | 10.83% |
| Bhajjee Commodities Pvt Ltd. | 3,974,957 | 11.68% | 34,564,854 | 11.68% |
| GG Overseas Pvt Ltd | 1,799,003 | 5.29% | 15,643,510 | 5.28% |
| Bhajjee Portfolio Limited | 1,725,082 | 5.07% | 12,520,726 | 4.23% |
| 3 Reserves and Surplus | | | | |
| Profit as per P&L A/c | 2,074,414.79 | | 1,038,490.05 | |
| Amount transferred to | | | | |
| General Reserve | 1,659,531.83 | | 830,792.04 | |
| Satutory Reserve(under section 45IC of RBI Act 1934) | 414,882.96 | | 207,698.01 | |
| General Reserve | | | | |
| Opening balance | 50,299,263.83 | | 49,468,471.79 | |
| Add Transfer from Profit & Loss A/c | 1,659,531.83 | | 830,792.04 | |
| | 51,958,795.66 | | 50,299,263.83 | |
| Less:-Capitalization of Reserves & Surplus by Issue of Bonus Share | 44,393,685.00 | | - | |
| | 7,565,110.66 | | 50,299,263.83 | |
| Satutory Reserve(under section 45IC of RBI Act 1934) | | | | |
| Opening Balance | 28,029,641.21 | | 27,821,943.20 | |
| Add:- Transfer from Profit & Loss A/c | 414,882.96 | | 207,698.01 | |
| | 28,444,524.17 | | 28,029,641.21 | |
| Total | 36,009,634.83 | | 78,328,905.04 | |
| 4 Other Current Liabilities | | | | |
| Advances from Directors | 3,011,390.00 | | 1,325,494.00 | |
| Director Remuneration Payable | 1,000.00 | | 1,000.00 | |
| Auditor Remuneration Payable | 29,000.00 | | 29,000.00 | |
| Expenses Payable | 844,509.81 | | 289,475.81 | |
| TDS Payable | 13,958.00 | | - | |
| Salary Payable | 62,000.00 | | 53,000.00 | |
| | 3,961,857.81 | | 1,697,969.81 | |
| 5 Short-Term Provisions | | | | |
| Provision for Income Tax | 250,000.00 | | 2,552,355.92 | |
| Contingent Provision against Standard Assets | 969,767.59 | | 653,602.55 | |
| Provision for doubtful debt Assets | 3,427,425.00 | | - | |
| | 4,647,192.59 | | 3,205,958.47 | |
| 7 Inventories | | | | |
| Quoted Equity Shares(Fully Paid Up) | | | Market Rate | Market value |
| a) BT Technet Ltd. 1234387 Equity Share of Rs. 1/- each | 2,196,014.70 | | 2,196,014.70 | 2,196,014.70 |
| b) Bhushan Steel Ltd 500 Equity Share (P.Y. NIL) of Rs 2/- each | 19,376.43 | | - | 40.30 20,150.00 |
| c) Escorts NIL Equity Share (P.Y. 10) of Rs.10/- each | - | | 5,398.90 | |
| c) Kay Power & Paper Ltd NIL Equity Share (P.Y. 68885) of Rs. 10/- each | - | | 251,413.93 | |
| d) PFC 1500 Equity Share (P.Y. 10) of Rs.10/- each | 61 128,396.25 | | - | 85.90 128,850.00 |
| c) RCF 100 Equity Share (P.Y. NIL) of Rs 10/- each | 7,986.00 | | - | 73.20 7,320.00 |
| A | 2,351,773.38 | | 2,452,827.53 | 2,352,334.70 |



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

| | | | |
|---|-----------------------|-----------------------|---------------------|
| Un-Quoted Equity Shares(Fully Paid Up) | | | |
| a) Abhipriya Steel Tech Pvt Ltd. 36250 Equity Share (P.Y. NIL) of Rs 10/- each | 9,062,500.00 | | - |
| b) Amar Aggarwal Steel Pvt Ltd. 22000 Equity Share (P.Y. NIL) of Rs 10/- each | 5,060,000.00 | | - |
| c) Elaska Steels Pvt. Ltd. 140000 Equity Share (P.Y. NIL) of Rs 10/- each | 28,000,000.00 | | - |
| d) Emperor Inftratech Ltd 1000000 Equity Share (P.Y. NIL) of Rs 10/- each | 15,347,500.00 | | |
| e) Jatin Inftratech Pvt Ltd 40000 Equity Share (P.Y. NIL) of Rs 50/- each | 2,600,000.00 | | |
| f) R K Goyal Steel Pvt. Ltd. 32000 Equity Share (P.Y. NIL) of Rs 10/- each | 8,800,000.00 | | - |
| g) Satya Propcom Pvt Ltd 26000 Equity Share (P.Y. NIL) of Rs 10/- each | 5,850,000.00 | | - |
| h) Vishal Pipe Ltd. 60000 Equity Share (P.Y. NIL) of Rs 100/- each | 31,990,000.00 | | - |
| B | 106,710,000.00 | | - |
| Total (A+B) | 109,061,773.38 | | 2,452,827.53 |
| 8 Trade Receivables | | | |
| Outstanding for a period exceeding six months due date | 126,747.43 | 184,361,503.86 | |
| others | - | 37,055.66 | |
| | 126,747.43 | 184,398,559.52 | |
| 9 Cash and Cash equivalents | | | |
| Cash in Hand | 5,384.00 | 63,366.00 | |
| Balance with scheduled Banks | | | |
| in Current Accounts | 46,372.98 | 9,649.98 | |
| | 51,756.98 | 73,015.98 | |
| 10 Short Term Loans and Advances | | | |
| Loans recoverable on demand-Unsecured but considered good | 270,869,323.00 | 186,743,586.00 | |
| | 270,869,323.00 | 186,743,586.00 | |
| 11 Other Current Assets | | | |
| Income tax refundable | 489,714.00 | 489,714.00 | |
| Income Tax(A. Y. 12-13) | 17,208.85 | 17,208.85 | |
| | - | - | |
| | 506,922.85 | 506,922.85 | |
| 12 Employee benefits expense | | | |
| Salary to Employees | 612,466.00 | 454,083.00 | |
| Stipend | 38,401.00 | - | |
| Staff Welfare | 23,776.00 | 21,693.00 | |
| Director Remuneration | 12,000.00 | 24,000.00 | |
| | 686,643.00 | 499,776.00 | |



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

| | | | | |
|----|--|-----------------------|---------------|-----------------------|
| 13 | Other expenses | | | |
| | Advertisement Exp. | 63,241.00 | | 10,822.00 |
| | AGM Exp | 67,300.00 | | 68,290.00 |
| | Audit Exp. | 29,000.00 | | 29,000.00 |
| | Bad Debts | 10,044,236.86 | | 4,564,317.00 |
| | Bank Charges | 2,047.00 | | 2,226.00 |
| | Business Promotion Exp. | 43,467.00 | | 40,415.00 |
| | Capital Increase Exp | 360,484.00 | | |
| | Computer Exp. | 32,878.00 | | 33,658.00 |
| | Courier Exp | 783.00 | | 2,305.00 |
| | Contingent Provision Against Standard Assets | 316,165.04 | | 197,223.55 |
| | Depository Exp | 54,102.98 | | 54,962.76 |
| | Diwali Expenses | 8,595.00 | | 7,550.00 |
| | Provision for Doubt ful & bad assets | 3,427,425.00 | | |
| | Electricity Exp. | 62,553.00 | | 48,797.15 |
| | Fees & Subscription | 785,874.00 | | 407,711.00 |
| | Internal Audit | 70,180.00 | | - |
| | Legal & Secretarial Exp. | 16,100.00 | | 21,000.00 |
| | Mis. Exp. | 24,140.00 | | 29,005.00 |
| | Office Repair & Maintenance | 23,702.00 | | 30,322.00 |
| | Petrol & Conveyance Exp. | 12,422.00 | | 36,040.00 |
| | Photostate Exp. | 1,010.00 | | 3,699.00 |
| | Postage & Telegram Exp. | 89,723.00 | | 95,799.00 |
| | Printing & Stationary | 104,812.00 | | 111,293.00 |
| | Professional Fees | 65,680.00 | | 51,000.00 |
| | Repair & Maintenance | 25,767.00 | | 21,830.00 |
| | Short & excess | (2.00) | | - |
| | Sitting Fee | 38,000.00 | | - |
| | Telephone & Internet Exp. | 24,416.00 | | 29,174.36 |
| | Tours & Travels | 5,800.00 | | - |
| | | 15,799,901.88 | | 5,896,439.82 |
| 14 | No Provision for gratuity has been made as per As-15 as in the opinion of the Management no employee has put on qualifying period of service for entitlement to this benefit. | | | |
| 15 | Breakup of Deferred Tax Assets as Deferred Tax Liabilities comprise of following:- | | | |
| | Deferred Tax Liabilities | | | |
| | | as at 31st March 2018 | | as at 31st March 2017 |
| | a) Fixed Assets | 151,648.76 | | 258.24 |
| | b) Other Expenses | - | | - |
| | | 151,648.76 | | 258.24 |
| 16 | Related Party disclosure under AS 18 (As identified by the management and relied upon by the auditor) | | | |
| | a) Director's Remuneration paid to Mr. B. K. Gupta, director amounting 12000/- | | | |
| | b) Bhisahm Kumar Gupta(Managing Director) As Advance | as at 31st March 2017 | Received C.Y. | as at 31st March 2018 |
| | | 1325494(Cr) | 1717896(Cr) | 3043350(Cr) |
| 17 | As the Company's business activity falls within a single primary business segment the disclosure requirement of AS 17 " Segment Reporting" issued by ICAI is not applicable. | | | |
| 18 | Balance of Debtors, Creditors, Loan & Advances Outstanding as on Balance Sheet date are subject to confirmation. | | | |
| 19 | Contingent Liabilities | | | |
| | | As at 31st March 2018 | | As at 31st March 2017 |
| | | (In Rs.) | | (In Rs.) |
| | Claims against the Company in respect of Income Tax | 64,784,220 | | 64,931,260 |
| | Except above no other contingent liabilities are outstanding as explained and certified by the management of the Company) | | | |
| | The Management of Company has taken an opinion from the legal advisors /professionals and is very much hopeful that the appeal will be decided in faavour of the Company and as such no provision thereof has been made. | | | |
| 21 | Earning per share: | | | |
| | Particulars | Year Ended 31.03.2018 | | Year Ended 31.03.2017 |
| | Net Profit for the period attributable to equity shareholders. | 2,074,414.79 | | 1,038,490.05 |
| | Number of equity shares | 34,035,160 | | 295,957,915 |
| | Basic and diluted earning per share (face Value of Re. 10/-) | 0.061 | | 0.004 |

| BAMPSL SECURITIES LIMITED | | | | | | | | | | | | |
|----------------------------------|---------------------|--------------------------|-----------------------------------|--------------------------|---------------------|---------------------------|---------------------------------------|---------------------------|---------------------|---------------------|--|------------------|
| FIXED ASSETS | GROSS BLOCK | | | | DEPRECIATION | | | WRITTEN DOWN VALUE | | Note No- 6 | | |
| | 01.04.2017 | Addition during the year | Assets Written off or sold during | As on 31.03.2018 | Upto 31.03.2017 | For the Year | Assets Written off or sold during the | Total As on 31.03.2018 | As on 31.03.2018 | | | As on 31.03.2017 |
| FIXED ASSETS | | | | | | | | | | | | |
| Air- Conditioner | 23,400.00 | - | - | 23,400.00 | 6,500.27 | 1,573.00 | - | 8,073.27 | 15,326.73 | 16,899.73 | | |
| Computers | 1,054,840.00 | 27,060.00 | - | 1,081,900.00 | 975,202.00 | 65,986.00 | - | 1,041,188.00 | 40,712.00 | 79,638.00 | | |
| Furniture & Fixtures | 1,966,072.00 | - | - | 1,966,072.00 | 1,166,277.75 | 234,866.00 | - | 1,401,143.75 | 564,928.25 | 798,794.25 | | |
| Office equipments | 161,965.00 | - | - | 161,965.00 | 153,867.00 | 8,098.00 | - | 161,965.00 | - | 8,098.00 | | |
| Fax | 6,500.00 | - | - | 6,500.00 | 6,175.00 | 325.00 | - | 6,500.00 | - | 325.00 | | |
| Machinery | 915,250.00 | - | - | 915,250.00 | 538,005.15 | 377,244.85 | - | 915,250.00 | - | 377,244.85 | | |
| Generator | 112,640.00 | - | - | 112,640.00 | 66,551.00 | 46,089.00 | - | 112,640.00 | - | 46,089.00 | | |
| Inventor | 19,800.00 | - | - | 19,800.00 | 6,501.15 | 1,368.00 | - | 7,869.15 | 11,930.85 | 13,298.85 | | |
| Printers | 52,150.00 | 13,500.00 | - | 65,650.00 | 37,088.00 | 6,324.00 | - | 43,412.00 | 22,238.00 | 15,062.00 | | |
| Car | 948,800.00 | - | - | 948,800.00 | 139,155.00 | 112,668.00 | - | 251,823.00 | 696,977.00 | 809,645.00 | | |
| land | 2,850,000.00 | - | - | 2,850,000.00 | - | - | - | - | 2,850,000.00 | 2,850,000.00 | | |
| Total | 8,111,417.00 | 40,560.00 | - | 8,151,977.00 | 3,095,322.32 | 854,541.85 | - | 3,949,864.17 | 4,202,112.83 | 5,016,094.68 | | |
| Previous year | 8,062,017.00 | 49,400.00 | - | 8,111,417.00 | 2,660,290.32 | 435,032.00 | - | 3,095,322.32 | 5,016,094.68 | 5,401,726.68 | | |
| Sd/- | | Sd/- | | Sd/- | | Sd/- | | | | | | |
| Bhisham Kumar Gupta | | Sanjay Sharma | | Gurav Gupta | | Vinod Kumar Sharma | | | | | | |
| Managing Director | | Director | | Company Secretary | | CFO | | | | | | |
| DIN:-00110915 | | DIN 07342776 | | M. No 31109 | | | | | | | | |
| Date:28/05/2018 | | | | | | | | | | | | |
| Place: New Delhi | | | | | | | | | | | | |

FIXED ASSETS AS PER INCOME TAX ACT

| PARTICULARS | WDV AS ON 01.04.2017 | ADDITION DURING THE YEAR | | ASSETS WRITE OR SOLD DURING | AS ON 31.03.2018 | RATE | DEPRECIATION FOR THE YEAR | WDV AS ON 31.03.2018 |
|----------------------------|-------------------------|-----------------------------|---------------------|---|---------------------|------|---------------------------------|-------------------------|
| | | UP TO 02.10.2017 | AFTER 02.10.2017 | | | | | |
| <u>FIXED ASSETS</u> | | | | | | | | |
| CAR | 962,498.00 | - | - | - | 962,498.00 | 15% | 144,375.00 | 818,123.00 |
| FURNITURE | 884,116.00 | - | - | - | 884,116.00 | 10% | 88,412.00 | 795,704.00 |
| OFFICE EQUIPMENT | 7,757.00 | - | - | - | 7,757.00 | 15% | 1,164.00 | 6,593.00 |
| AIR CONDITIONER | 9,604.00 | - | - | - | 9,604.00 | 15% | 1,441.00 | 8,163.00 |
| INVERTOR | 6,908.00 | - | - | - | 6,908.00 | 15% | 1,036.00 | 5,872.00 |
| COMPUTER | 29,898.00 | 40,560.00 | - | - | 70,458.00 | 40% | 28,183.00 | 42,275.00 |
| | 1,900,781.00 | 40,560.00 | - | - | 1,941,341.00 | | 264,611.00 | 1,676,730.00 |

Sd/-
Bhisham Kumar Gupta
 Managing Director
 DIN:-00110915

Sd/-
Sanjay Sharma
 Director
 DIN 07342776

Sd/-
Gurav Gupta
 Company Secretary
 M. No 31109

Sd/-
Vinod Kumar Sharma
 CFO

Place : New Delhi
 Dated: - 28-05-2018



BAMPSL SECURITIES LIMITED Annual Report 2017-2018

BAMPSL SECURITIES LIMITED
Regd. Office : 100 A, Cycle Market, Jhandewalan Ext. New Delhi-110055

ATTENDANCE SLIP

Particulars to be completed by Member

Name of Member.....(Folio No..... (IN BLOCK LETTERS)

Client ID No.....

DP ID No.....

No. of Shares held... ..

Name of Proxy, if attending for Member..... (IN BLOCK LETTERS)

I hereby record my presence at the 23rd Annual General Meeting held at Khasra No. 24/15 Kakrola, New Delhi-110043. at 10:00 A.M. on Tuesday the 21st August 2018.

.....
(Signature of Member/Proxy)

Note: Member/Proxies are requested to bring attendance slip, duly filled up and hand over at the reception. No blank form will be supplied at the reception.

-----Tear Here-----

BAMPSL SECURITIES LIMITED
Regd. Office: 100 A, Cycle Market, Jhandewalan Ext. New Delhi-110

PROXY FORM

I/We.....(Folio No./Client ID.....)
of.....
.....(Address)

Being a member/members of BAMPSL SECURITIES LTD. hereby appoint Mr./Miss/ Mrs.....
.....of.....

.....(Address).....
.....failing him/her, Mr./Miss/ Mrs.
of.....(Address)

as my/our proxy to vote for me/us on my/our behalf at the 23rd Annual General Meeting held at Khasra No. 24/15 Kakrola, New Delhi-110043 at 10:00 A.M. on Tuesday the 21st August 2018.

Signed this -----day of-----2018

Stamp

Note: The Proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting of which the person named in the proxy proposes to vote.



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