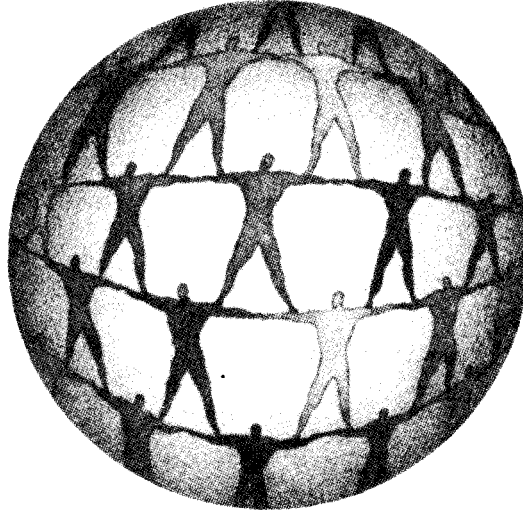


annual report
2005-2006



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ALLIANZ SECURITIES LIMITED



Allianz Securities Limited

BOARD OF DIRECTORS

Mr. Atul Kumar Shukla*	– Non-Executive Chairman
Mr. Navjeet Singh Sobti**	– Executive Vice Chairman
Mr. Vinay Mehta***	– Managing Director
Mr. G.P. Agrawal	– Director (Corporate Affairs) & Chief Financial Officer
Mr. C.K. Tikku	– Non-Executive Director
Mr. Jagdeep Singh	– Non-Executive Director
Mr. M.K. Aggarwal	– Non-Executive Director
Mr. S.R. Bansal	– Non-Executive Director

* Mr. Atul Kumar Shukla has been appointed as the Chairman of the Company w.e.f. 11.08.2006.

** Mr. Navjeet Singh Sobti has been appointed as Wholtime Director, designated as the Executive Vice Chairman of the Company w.e.f. 19.05.2006.

*** Mr. Vinay Mehta has been appointed as the Managing Director of the Company w.e.f. 19.05.2006.

AUDITORS

M/s Tas Associates
Chartered Accountants
Flat No. 4, 11/71, Punjabi Bagh (West),
New Delhi-110 026

COMPANY SECRETARY

Rajiv Lochan Jha

BANKERS

Standard Chartered Bank
HDFC Bank
UTI Bank
Centurion Bank of Punjab Ltd.
Punjab National Bank

REGISTRARS & TRANSFER AGENTS

M/s Beetal Financial & Computer Services (P) Ltd.
"Beetal House" 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110062
Phones : 29961281, 29961282

REGISTERED OFFICE

2nd Floor, 3 Scindia House,
Janpath, New Delhi-110 001

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Allianz Securities Limited

NETWORK

BRANCH OFFICES

Mumbai

33, 6th floor, Vaswani Mansion,
Dinshaw Vachha Road, Churchgate,
Mumbai-400 020

Chennai

1-B, 1st Floor, Royal Court,
41, Venkat Narayan Road, T. Nagar,
Chennai-600 017

Kolkata

Prasad Chambers, Block B-201, 2nd Floor,
10A, Shakespeare Sarani,
Kolkata-700 017

Ahmedabad

Unit No. 5, Panchratna Building,
Opp. White House, Punchwati Circle,
C. G. Road,
Ahmedabad-380 006

Bangalore

No. S-416, 4th Floor, South Block,
Manipal Centre, Dickenson Road,
Bangalore-560 042

Pune

Shreeshaitya Apartments, CTS 1170, Building No. 3,
Sadashiv Path, Near Maharashtra Mandal,
Tilak Road,
Pune-411 030

Jaipur

204, IInd Floor, Ganpati Plaza, M. I. Road,
Jaipur-302 001

Baroda

134, Siddarth Complex, R. C. Dutt Road,
Baroda-390 007

Noida

302, Ocean Plaza, P-5, Sector 18,
Noida-201 301

Lucknow

Ist Floor, Shukla Palace, Sapru Marg,
Lucknow-226 001

BRANCH OFFICES

Haridwar

8, Govind Puri,
Delhi-Haridwar Road,
Haridwar-249 407
(Uttanchal)

Coimbatore

"Ahuja Towers", 3rd Floor,
42/17, T V Swamy Road (West), R. S. Puram,
Coimbatore-641 002

Dwarka (DELHI)

Flat No. 204, Agarwal Mall,
Ashirwad Chowk, Sector - 5, Dwarka,
New Delhi-110 075

Jodhpur

NIFD Campus, 326 PP CHMO Office,
Sardarpura, 1st C Road,
Jodhpur

FRANCHISEE

Hyderabad

M/s Sameer Financial (P) Ltd.
503 - B, Maheshwari Chamber,
Somajiguda, Hyderabad-500 082



Allianz Securities Limited

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of ALLIANZ SECURITIES LTD. will be held on Saturday, the 30th day of September, 2006, at 2.30 P. M., at M.P.C.U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054, to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Balance Sheet as at 31st March, 2006, Profit & Loss Account for the year ended 31st March, 2006 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. M. K. Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. G. P. Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint the Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT Mr. Atul Kumar Shukla, who was appointed as an Additional Director of the Company and who ceases to hold office as per the provisions of Section 260 of the Companies Act, 1956, at the ensuing Annual General Meeting, and in respect of whom, the Company has received a notice in writing proposing his candidature for the office of the Director as per the provisions of Section 257 of the Companies Act, 1956, be and is hereby, appointed as the Director of the Company, liable to retire by rotation."
7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT Mr. Vinay Mehta, who was appointed as an Additional Director of the Company and who ceases to hold office as per the provisions of Section 260 of the Companies Act, 1956, at the ensuing Annual General Meeting, and in respect of whom, the Company has received a notice in writing proposing his candidature for the office of the Director as per the provisions of Section 257 of the Companies Act, 1956, be and is hereby, appointed as the Director of the Company, not liable to retire by rotation."
8. 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 Sections 269, 198, 309 and 310, read with Schedule XIII and other applicable provisions, if any, including any amendment/substitution thereof, of the Companies Act, 1956 and all applicable guidelines for managerial remuneration issued by the Central Government from time to time, as also the relevant provisions of the Articles of Association of the Company, and subject to the approval of the Company in General Meeting, Mr. Vinay Mehta, Director of the Company, be and is hereby, appointed as the Managing Director of the Company for a period of five years w.e.f. 19th May, 2006 to 18th May, 2011, on the remuneration as may be fixed by the Remuneration Committee."
9. 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 Sections 198, 309(3) and 310 read with Schedule XIII and other applicable provisions, if any, including any amendment/substitution thereof, of the Companies Act, 1956 and all applicable guidelines for managerial remuneration issued by the Central Government from time to time, and subject to the approval of the Company in General Meeting, Mr. Vinay Mehta, Director of the Company, shall receive remuneration and perquisites as detailed hereunder, on his appointment as the Managing Director of the Company for a period of five years w.e.f. 19th May, 2006 :


Allianz Securities Limited
A. Salary

A Consolidated Salary of Rs. 3,00,000/- per month.

B. Perquisites

- (a) Free furnished Company's owned/hired/leased accommodation alongwith benefits of gas, fuel, water, electricity, telephone, as also upkeep and maintenance of such accommodation or re-imbursement of housing and such other allowances to the extent of 40% of the salary.
- (b) Company's Car & driver at Mumbai.
- (c) Re-imbursement of driver's expenses at Delhi.
- (d) Leave and encashment of leave, in accordance with the Rules of the Company.
- (e) Reimbursement of the Actual Corporate Relations expenses.
- (f) Performance linked incentive/bonus at the end of each financial year, as may be determined by the Remuneration Committee of the Board of Directors of the Company.

In addition to the above, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary, perquisites and allowances as specified above."

10. 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 Sections 269, 198, 309 and 310, read with Schedule XIII and other applicable provisions, if any, including any amendment/substitution thereof, of the Companies Act, 1956 and all applicable guidelines for managerial remuneration issued by the Central Government from time to time, as also the relevant provisions of the Articles of Association of the Company, and subject to the approval of the Company in General Meeting, Mr. Navjeet Singh Sobti, Director of the Company, be and is hereby, appointed as the Wholtime Director of the Company, designated as "Executive Vice Chairman", for a period of five years w.e.f. 19th May, 2006 to 18th May, 2011, on the remuneration as may be fixed by the Remuneration Committee."

11. 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 Sections 198, 309(3) and 310 read with Schedule XIII and other applicable provisions, if any, including any amendment/substitution thereof, of the Companies Act, 1956 and all applicable guidelines for managerial remuneration issued by the Central Government from time to time, as also the relevant provisions of the Articles of Association of the Company, and subject to the approval of the Company in General Meeting, Mr. Navjeet Singh Sobti, Director of the Company, shall receive remuneration and perquisites as detailed hereunder, on his appointment as the Executive Vice Chairman of the Company for a period of five years w.e.f. 19th May, 2006 :

A. Salary

Basic Salary in the scale of Rs. 2,00,000 — 25,000 — 3,00,000 per month.

B. Perquisites

- (a) Free furnished Company's owned/hired/leased accommodation alongwith benefits of gas, fuel, water, electricity, telephone, as also upkeep and maintenance of such accommodation.

OR

House Rent Allowance @ 30% of the Basic Salary as above.

- (b) Reimbursement of actual medical expenses incurred in India and/or abroad for self and family (including dependent children and parents), subject to one month of basic salary in a year.
- (c) Leave Travel Allowance for self and family (including dependent children and parents) once in a year @ one month of basic salary.
- (d) Club Fees of two Clubs in India (including admission and life membership fees).


Allianz Securities Limited

- (e) Personal Accident Insurance Premium as per the Rules of the Company.
- (f) Company's Contribution towards Provident Fund and Superannuation Fund as per the Rules of the Company.
- (g) Gratuity as per the Rules of the Company.
- (h) Company's Car with a driver.
- (i) Leave and encashment of leave, in accordance with the Rules of the Company.
- (j) Educational support for dependent children including their travel, hostel fees and tuition fees, subject to a maximum of one month's salary in a year.
- (k) Reimbursement of the Actual Corporate Relations expenses.
- (l) Performance linked incentive/bonus at the end of each financial year, as may be determined by the Remuneration Committee of the Board of Directors of the Company.

In addition to the above, the Executive Vice Chairman shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the abovesaid remuneration by way of salary, perquisites and allowances as specified above."

Notes :

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in writing, should, however, be deposited at the Registered Office of the Company, not less than forty eight hours before the commencement of the Meeting.
2. Explanatory Statement for Item Nos. 6, 7, 8, 9, 10, & 11 of this Notice is annexed hereto.
3. Shareholders are requested to bring their copy of Annual Report to the Meeting.
4. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.
6. Members who hold shares in the Dematerialised form, are requested to write their Client ID and DP ID Numbers and those who hold shares in the Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for public inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto and inclusive of the date of the Annual General Meeting.
8. The Company has already notified the Closure of Register of Members and Share Transfer Register from 23.09.2006 to 30.09.2006 (both days inclusive) pursuant to Section 154 of the Companies Act, 1956.
9. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
10. Re-appointment/Appointment of Directors :
At the ensuing Annual General Meeting, Mr. M. K. Aggarwal and Mr. G. P. Agrawal, Directors of the Company, retire by rotation and, being eligible, offer themselves for re-appointment. Mr. Vinay Mehta is proposed to be appointed as Director, not liable to retire by rotation. Mr. Atul Kumar Shukla is proposed to be appointed as Director, liable to retire by rotation. Mr. Vinay Mehta has been appointed as the Managing Director of the Company for a period of five years w.e.f. 19th May, 2006 to 18th May, 2011. Mr. Navjeet Singh Sobti has been appointed as the Executive Vice Chairman of the Company for a period of five years w.e.f. 19th May, 2006 to 18th May, 2011. The information or details pertaining to these Directors, to be provided in terms of Clause 49 of Listing Agreement, are furnished in the Statement on Corporate Governance in this Annual Report.

By Order of the Board of Directors

New Delhi
August 11, 2006

RAJIV L. JHA
Company Secretary



Allianz Securities Limited

EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 6

Mr. Atul Kumar Shukla is the Former Chairman of Life Insurance Corporation of India and is having an experience of around 38 years. During his career, he has held positions as Chairman/Non-Executive Chairman/Member/Director of many companies, some of them being LIC Housing Finance Ltd., LIC (International) B.S.C.(C) Bahrain, National Stock Exchange of India Ltd., National Commodities & Derivatives Exchange Limited, General Insurance Corporation of India, IL & FS Limited, Gujarat State Financial Corporation, Larsen & Toubro Ltd. In order to professionalise and broad base the Board of Directors of the Company, the Board in its meeting held on 11th August, 2006, appointed him as an Additional Director of the Company.

Therefore, the Board of Directors recommends the resolution for the members' approval.

None of the Directors of the Company, except Mr. Atul Kumar Shukla, is in any way, concerned or interested in the said Resolution.

Item No. 7

Mr. Vinay Mehta is a Masters in English from the prestigious St. Stephen's College, University of Delhi as well as a Masters in Business Administration from the reputed Faculty of Management Studies (FMS), University of Delhi, besides being a Certified Associate of the Indian Institute of Bankers (CAIIB) as well as Masters in Oracle Application Implementation (Financials) from the Oracle Education, New Delhi. He is a seasoned Banker having around 30 years of vast experience in various banks of repute, viz. UCO Bank, Bank of Punjab Ltd. and has acted as the Group Head – Risk with M/s Centurion Bank of Punjab Ltd.

It is proposed to appoint Mr. Vinay Mehta as a Director of the Company, not liable to retire by rotation, in the Annual General Meeting and in respect of whose candidature, a notice in writing has been received from a member of the Company, pursuant to Section 257 of the Companies Act, 1956.

Therefore, the Board of Directors recommends the resolution for the members' approval.

None of the Directors of the Company, except Mr. Vinay Mehta, is in any way concerned or interested in the said Resolution.

Item No. 8

The Company has grown significantly in the recent years and the entire responsibility of steering the growth was being shouldered by Mr. Navjeet Singh Sobti, former Managing Director of the Company. Now, it has been thought that there is a need to consolidate this growth and build a sound professional organization that would be reckoned as a leading player in the financial services industry. This initiative, in turn, will help the Company in attaining growth, attracting necessary capital, building a brand image and enhancing shareholders' wealth. With this intention in the mind, it is proposed to appoint Mr. Vinay Mehta as the Managing Director of the Company.

Mr. Vinay Mehta, Managing Director of the Company, besides taking care of the normal functioning of the Company, will focus his attention to the Corporate Governance, transparency of operations, control and management of various risks related with the organization, formulation of strategies for enhancement of business value and shareholders' wealth.

In accordance with Section 269 read with Parts I & III of Schedule XIII to the Companies Act, 1956, the said appointment needs the approval of the members in the General Meeting.

Therefore, the Board of Directors recommends the resolution for the members' approval.

None of the Directors of the Company, except Mr. Vinay Mehta, is in any way concerned or interested in the said Resolution.

Item No. 9

The Board of Directors of the Company in its meeting held on 19th May, 2006, appointed Mr. Vinay Mehta as the Managing Director of the Company for a period of 5 years, on the terms and conditions of appointment as recommended by the Remuneration Committee of the Board of Directors of the Company.

In accordance with Section 269 read with Parts II & III of Schedule XIII to the Companies Act, 1956, the said appointment needs the approval of the members in the General Meeting.


Allianz Securities Limited

Therefore, the Board of Directors recommends the resolution for the members' approval.

None of the Directors of the Company, except Mr. Vinay Mehta, is in any way concerned or interested in the said Resolution.

Item No. 10

Under the leadership of Mr. Navjeet Singh Sobti, former Managing Director, the Company has grown steadfastly over the last 2-3 years. In order to acknowledge the efforts and contribution of Mr. Navjeet Singh Sobti in the overall growth of the Company, the Board of Directors of the Company has appointed him as the Whole-time Director, designated as Executive Vice Chairman of the Company for a period of 5 years. Mr. Navjeet Singh Sobti, in his new position, will drive the various business divisions/units of the Company towards excellence, besides devoting a portion of his time in establishment and growth of new businesses, viz. broking and spreading the wings of the Company, globally.

In accordance with Section 269 read with Parts I & III of Schedule XIII to the Companies Act, 1956, the said appointment needs the approval of the members in the General Meeting.

Therefore, the Board recommends the said Resolution to be passed as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Navjeet Singh Sobti, is in any way, concerned or interested in the said Resolution.

Item No. 11

Mr. Navjeet Singh Sobti has been appointed as the Whole-time Director, designated as the Executive Vice Chairman of the Company by the Board of Directors in its meeting held on 19th May, 2006, for a period of 5 years, on the terms and conditions of appointment as recommended by the Remuneration Committee of the Board of Directors of the Company.

Pursuant to Section 269 read with Parts II & III of Schedule XIII to the Companies Act, 1956, the said fixation of remuneration requires the approval of the shareholders in the General Meeting of the Company.

Therefore, the Board recommends the said Resolution to be passed as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Navjeet Singh Sobti, is in any way, concerned or interested in the said Resolution.

By Order of the Board of Directors

New Delhi
August 11, 2006

RAJIV L. JHA
Company Secretary



Allianz Securities Limited

DIRECTORS' REPORT

To the Members,

Your Directors hereby present the 12th Annual Report together with the Audited Accounts for the Financial Year ended 31st March, 2006.

FINANCIAL HIGHLIGHTS

Financial Results of the Company for the year under review are summarized as under :

	(Rs. in Lacs)	
	Year Ended 31.03.2006	Year Ended 31.03.2005
Gross Income	5211.93	3265.62
Profit before Interest, Depreciation & Tax	1570.45	925.78
Less : Interest	259.58	215.45
Less : Depreciation	26.97	16.91
Less : Provision for Tax	507.55	241.17
Net Profit after Tax	776.35	452.25
Surplus as Reduction of Capital	—	424.52
Profit/(Loss) brought forward	441.37	(203.88)
Profit available for Appropriation	1217.72	672.90
Appropriations :		
Transfer to General Reserve	80.00	50.00
Transfer as Proposed Dividend	239.94	159.20
Tax on Dividend	33.65	22.33
Profit/(Loss) carried to Balance Sheet	864.13	441.37

Revenues : Total revenues for the year ended March 31, 2006 grew by around 59.60% over the previous reporting period.

Profits : Profit before taxes for the fiscal year 2005-06 amounted to Rs. 1283.90 Lacs. The Profit after Tax for the fiscal year was Rs. 776.35 Lacs as against Rs. 452.25 Lacs in the previous fiscal year. Thus, your Company has posted a Profit after Tax which is around 1.72 times the Profit after Tax of the FY'05.

DIVIDEND

The Board of Directors of the Company has recommended a dividend of 25% per equity share for the financial year ended 31st March, 2006, subject to the approval by the shareholders of the Company at the Annual General Meeting.

TRANSFER TO RESERVES

We propose to transfer Rs. 80 Lacs to the General Reserve. An amount of Rs. 864.13 Lacs is proposed to be retained in the profit and loss account.

INCREASE OF CAPITAL

During the year 2005-06, your Company issued 5383000 Equity Warrants (Fifty Three Lakhs Eighty Three Thousand only) at Rs.10.25 (Rupees Ten and Twenty Five Paise only) per warrant, convertible into equity shares on a preferential basis to Promoters/including Persons Acting in Concert with them (PAC) and Other Investors or Select Group of Persons.

During the year under review (i.e. in March, 2006), your Company converted 2400000 Equity Warrants into 2400000 Equity Shares of the Company and the same have been listed with the Bombay Stock Exchange Ltd. Further, on 6th July, 2006, your Company has converted the balance 2983000 Equity Warrants into 2983000 Equity Shares and



Allianz Securities Limited

the same are pending for listing with the stock exchanges. The said issue of Warrants was consented to by the members of the Company in the Extra-ordinary General Meeting held on 22.06.2005.

The abovesaid conversion of equity warrants into equity shares has resulted into increase of share capital of the Company and the paid-up capital of the Company has become Rs. 95976600/- (Rupees Nine Crores Fifty Nine Lakhs Seventy Six Thousand and Six Hundred only) consisting of 15996100 (One Crore Fifty Nine Lakhs Ninety Six Thousand and One Hundred only) fully paid-up equity shares of Rs. 6/- each.

SUBSIDIARY COMPANY

During May, 2006, your Company has incorporated its wholly-owned subsidiary by the name M/s Almondz Finanz Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, covering matters listed in Clause 49 of the Listing Agreement for the year under review, is given as a separate statement in the Annual Report.

DIRECTORS

Mr. M. K. Aggarwal and Mr. G. P. Agrawal, Directors of the Company, are due to retire by rotation at the ensuing Annual General Meeting and they offer themselves for re-appointment.

Mr. M. L. Kampani, Director of the Company, resigned from the Board of Directors of the Company w.e.f. 31st March, 2006. The Board of Directors placed on record its thanks and appreciation for the valuable contribution he made to the Company during his tenure as a Director of the Company.

On 19th May, 2006, Mr. Vinay Mehta was appointed as an Additional Director of the Company, whose period of office expires at the commencement of the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the Companies Act, 1956, in respect of his appointment as an Ordinary Director, not liable to retire by rotation.

Further, on 19th May, 2006, Mr. Navjeet Singh Sobti was appointed as a wholetime director, designated as the Executive Vice Chairman of the Company for a period of five years w.e.f. 19th May, 2006.

On 11th August, 2006, Mr. Atul Kumar Shukla was appointed as an Additional Director of the Company, whose period of office expires at the commencement of the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the Companies Act, 1956, in respect of his appointment as an Ordinary Director, liable to retire by rotation.

A brief resume of the Directors being appointed/re-appointed, nature of their expertise in the specific functional areas, and names of companies in which they hold the Directorship and/or Membership/Chairmanship of Committees of the Board, as stipulated under Clause 49 of the Listing Agreement, are given in the Statement of Corporate Governance elsewhere in the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed :

- (a) that in preparation of the Balance Sheet and the Profit & Loss Account of the Company, the applicable accounting standards have been followed alongwith the proper explanation relating to the material departures;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (c) that the Directors have taken proper and sufficient care for the 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 fraud and other irregularities; and
- (d) that the Directors have prepared the annual accounts on a going concern basis.

AUDITORS AND AUDITORS' REPORT

The auditors, M/s. Tas Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. The members are requested to re-appoint M/s Tas Associates, Chartered Accountants, as the Statutory Auditors of the Company, for the period from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.