



Amit Securities Limited

AMIT SECURITIES LIMITED

TWENTY FIRST ANNUAL REPORT

2012-2013

Board of Directors :

Mr. Arun Jain	: Managing Director (upto 30.05.2013)
Mr. Hemant Sharma	: Managing Director (w.e.f. 30.05.2013)
Mr. Shirish Agrawal	: Director (Independent)
Mr. Vishnu Kumar Gupta	: Director (independent upto 22.09.2012)
Mr. Vinit Gupta	: Director (Independent)
Mr. Anoop Vasudeo Agrawal	: Director (Independent w.e.f. 24.12.2012)

Audit Committee :

Mr. Shirish Agrawal	: Chairman (w.e.f. 22.09.2012)
Mr. Vishnu Kumar Gupta	: Chairman (Upto 22.09.2012)
Mr. Vinit Gupta	: Member
Mr. Anoop Vasudeo Agrawal	: Member (w.e.f. 24.12.2012)

Remuneration Committee:

Mr. Shirish Agrawal	: Chairman (w.e.f. 22.09.2012)
Mr. Vishnu Kumar Gupta	: Chairman (Upto 22.09.2012)
Mr. Vinit Gupta	: Member
Mr. Anoop Vasudeo Agrawal	: Member (w.e.f. 24.12.2012)

Investors Committee:

Mr. Shirish Agrawal	: Chairman (w.e.f. 22.09.2012)
Mr. Vishnu Kumar Gupta	: Chairman (Upto 22.09.2012)
Mr. Vinit Gupta	: Member
Mr. Anoop Vasudeo Agrawal	: Member (w.e.f. 24.12.2012)

Auditors :

M/S M. Mehta & Co.
Chartered Accountants, 11/5, South Tukoganj
Indore (M.P.) 452001

Registrar and Transfer Agent

M/s Ankit Consultance Pvt. Ltd.
60, Electronic Complex, Pardeshipura,
Indore (M.P.) Phone: 07312551745
Email: ankit4321@yahoo.com

Bankers :

Bank of India
HDFC Bank Ltd.

Registered Office :

308,D-Wing, Karen Co-op. Housing Society Ltd,
Opp CIF, Near BMC Garden, Yaari Road Versova
Andheri(w) Mumbai 400061

Head Office and Address for Correspondence

2, Shivaji Nagar, Indore 452003
Phone: 0731-3091700,3091748
Fax: 0731-3091740
Email: amitltd@yahoo.com



Amit Securities Limited

NOTICE is hereby given that the 21st Annual General Meeting of the Members of **AMIT SECURITIES LIMITED** will be held at the Registered Office 308,D-Wing, Karen Co-op. Housing Society Ltd, Opp CIF, Near BMC Garden, Yaari Road Versova Andheri (w) Mumbai 400061 on Monday, the 12th August 2013 at 3.00 P.M. to transact the following businesses:

I. ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss and Cash Flow Statement Account for the financial year ended 31st March 2013 and report of the Directors and Auditors thereon on that date.
2. To appoint a Director in place of Shri Vineet Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration and in this regard to pass with or without modification the following resolution as an **Ordinary Resolution**:

RESOLVED THAT M/s M Mehta & Co, Chartered Accountant (FR.No.000957C) be and is hereby appointed as Auditors of the Company, to hold office from conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company on such remuneration as shall be fixed by the Board of Directors.

II. SPECIAL BUSINESS BY ORDINARY RESOLUTION:

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

RESOLVED THAT Pursuant to the provisions of section 257 of the Companies Act, 1956, Shri Anoop Vasudeo Agarwal, who was appointed as an Additional Director of the Company by the Board pursuant to the provisions of the Section 260 of the Companies Act, 1956 and in respect of him a notice received for proposing his candidature for the office of the directors of the Company be and is hereby as a Director of the Company.

BY SPECIAL RESOLUTION :

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

RESOLVED THAT Pursuant to the provisions of section 257 of the Companies Act, 1956, Shri Hemant Sharma, who was appointed as an Additional Director of the Company by the Board pursuant to the provisions of the Section 260 of the Companies Act, 1956 and in respect of him a notice received for proposing his candidature for the office of the directors of the Company be and is hereby as a Director of the Company.

6. To consider and if thought fit, to pass with or without modification(s) if any, the following **Special Resolution**:

RESOLVED THAT the pursuant to the provisions of Section 198, 269, 302 and 309 of the Companies Act, 1956, read with Schedule XIII thereto and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification of re-enactment thereof, for the time being in force), approval of the members of the company be and is hereby appointed for appointment of Mr. Hemant Sharma as the Managing Director of the company for the period of 3 years with effect from 30th May, 2013 without any remuneration.



RESOLVED FURTHER THAT Mr.Hemant Sharma, Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide break up of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

By Orders of the Board

Place: Indore
Date: 30/05/ 2013

HEMANT SHARMA
MANAGING DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has already notified closure of Register of Members and Share Transfer Books from 8th August 2013 to 12th August 2013 (both days inclusive) for the purpose of the AGM.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, the Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the depository participant of the members.
4. (a) Members are requested to notify immediately any change of address;
 - i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii) To the Company to its Share Transfer Agents in respect of their physical share folios, if any.(b) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
- (c) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
 - i) Change in the residential status on return to India for permanent settlement.
 - ii) The particulars of NRE Account with Bank in India, if not furnished earlier.
5. Relevant documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.



7. Members desires of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN for the Equity Shares of the Company is INE137E01014. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.
9. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs.
10. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Ankit Consultancy Pvt. Ltd.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/ documents including annual report can be sent by email to its members. To support these green initiative of the government in full measures, members who have not registered their email address, so far are requested to register their email address, in respect of electronic holdings with the CDSL/NSDL. Members who hold shares in physical form are requested fill the appropriate column in the members feedback form and register the same with Ankit Consultancy Pvt. Ltd.
12. Pursuant to the Clause No.49 of the Listing Agreement, profile of the Directors proposed for appointment/re-appointment being given in a statement containing details of the concerned Directors is attached hereto:

STATEMENT REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT

Name and Designation	Age / Years	Qualification	Expertise/ Experience	Date of Appointment	Other Directorships	No. of Shares Held & %
Mr. Vineet Gupta	34 years	MBA	Trading & Marketing 15 years	21.12.1996	1	Nil
Mr. Anoop Vasudeo Agarwal, Director	37 years	MBA	Marketing 5 years	24.12.2012	Nil	Nil
Mr. Hemant Sharma, Managing Director	44 years	B.Com	Office & Administration 6 years	30.05.2013	Nil	Nil



ANNEXUERE TO THE NOTICE

Explanatory Statement u/s 173(2) of the Companies Act, 1956.

ITEM NO.4:

Shri Anoop Vasudeo Agarwal was appointed by the Board at their meeting held on 24/12/2012 as the Additional Director of the Company. Your directors propose to appoint him as a director of the Company in the ensuing annual general meeting.

Except Shri Anoop Vasudeo Agarwal, none of the directors of the company is concerned or interested in this Resolution.

ITEM NO.5 & 6:

Shri Hemant Sharma was appointed as an additional director and upon the recommendation of the Remuneration Committee, he was further appointed as the Managing Director of the Company w.e.f. 30/05/2013 for a period of three years, in accordance with the provisions of Schedule XIII of the Act, without any remuneration.

This should be considered also as an abstract of the terms of the appointment of Shri Hemant Sharma as Managing Director of the Company and a memorandum as to the nature of the concern or interest of the Directors in the said appointment as required u/s 302 of the Companies Act, 1956.

Your Board seeks approval of the members as set out in the Item No. 5 & 6 of the notice.

Except Mr. Hemant Sharma, none of the Directors of the Company is concerned or interested in the above said resolution.

BY ORDER OF THE BOARD

Place: Indore
Date: 30th May, 2013

HEMANT SHARMA
MANAGING DIRECTOR



DIRECTORS REPORT
DIRECTORS' REPORT
AND
MANAGEMENT DISCUSSION AND ANALYSIS

Dear Members,

Your Directors are delighted to present 21st Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS: (Rs. In Lacs)

Particulars	31.03.2013	31.03.2012
Revenue from operation	438.60	143.77
Total Expenses	430.02	140.73
Profit before Interest, Depreciation & Tax (EBIDTA)	8.58	3.04
Less: Financial Cost	0.02	0.03
Less: Depreciation	0.11	0.15
Profit before Tax	8.45	2.86
Less: (a) Current Tax	4.00	2.24
(b) Deferred Tax	-0.01	0.01
(c) Relating to previous year	-0.08	0.00
Net Profit for the year	4.54	0.61
Add: Surplus brought forward from previous year	151.51	150.90
Surplus Carried to Balance Sheet	156.05	151.51
Paid up Equity Share Capital	732.73	732.73
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	0.06	0.01

DIVIDEND:

In view of the inadequacy of the profits, your directors do not recommend any dividend during the year (Previous year Nil) and proposes to conserve the resources for the working requirement to maximise the worth of the company and its stakeholders.

OPERATIONAL REVIEW:

In the financial year 2012-13, the company continued its strong growth with consistent performance. Total revenue (including other income) increased by 205.08% to Rs. 438.61 lacs as against Rs. 143.77 lacs for the previous year. Profit after tax for the year under review increased by 644.26% as compared to previous year. The company has Profit after tax of Rs. 4.54 Lacs as against Rs.0.61 Lacs in the corresponding previous year.

FIXED DEPOSITS:

Your Company has not accepted any public deposit within the meaning of provisions of the directions and Rules issued by Reserve Bank of India, since the Company is NBFC, the provisions of section 58A, 58AA of the Companies Act, 1956 and rules made there under not applicable to the Company.



CORPORATE GOVERNANCE:

Your Company firmly believes and adopts the highest standard of practice under Corporate Governance. A separate section on corporate governance and a certificate from Auditors of the Company regarding compliance of the conditions of corporate governance as stipulated under clause 49 of the listing agreement with the stock exchanges form part of this annual report.

DIRECTORS:

The Board consists of executive and non-executive Directors including independent Directors who have wide and varied experience in different disciplines of corporate functioning.

Mr. Vishnu Kumar Gupta, has resigned from the Board of the Company w.e.f 22/09/2012 and Mr. Arun Jain has also resigned from the Board and the office of the Managing Director w.e.f 30/05/2013. The Board places its sincere appreciation for the valuable guidance received from Shri Vishnu Kumar Gupta and Mr. Arun Jain, during their tenure as the directors of the Company.

Mr. Vineet Gupta, retires by rotation and being eligible offers himself for reappointment.

The Board of directors have appointed Shri Anoop Vasudeo Agarwal, as an additional director w.e.f 24/12/2012 and Mr. Hemant Sharma was also appointed as an additional director and further as the Managing Director of the Company w.e.f 30/05/2013. Your directors recommend to pass necessary resolutions as set out in the notice of the annual general meeting for confirming their appointment as a normal Directors and to appoint Mr. Hemant Sharma as the Managing Director of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of section of 217(2AA) of the Companies Act, 1956, your Directors state that:

- In the preparation of accounts, the applicable accounting standards have been followed.
- Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at the end of March 31, 2013 and the profit of the Company for the year ended on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The annual accounts of the Company have been prepared on a going concern basis.

AUDITOR:

M/s. M. Mehta & Co., Chartered Accountants, (Firm Registration No. 000957C) the statutory Auditors of the Company has to vacate their office at the close of this Annual General Meeting and is eligible for re-appointment. The Company has received confirmation from the Auditors that their re-appointment would be within the limits prescribed under section 224(1B) of the Companies Act, 1956. The Audit Committee of the Board has recommended their re-appointment. The necessary resolution is being placed before the shareholders for approval.

AUDITORS' REPORT:

The report of the auditors of the Company and notes to the accounts are self explanatory and therefore do not call for any further comments and may be treated as adequate compliance of section 217(3) of the Companies Act, 1956.



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, PARTICULAR OF EMPLOYEES AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 are not applicable to the Company as it has no manufacturing activities as such.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

A. Business overview and future outlook.

The year 2012-13 has shown improvement in the secondary capital market however, the primary market was very poor and there were no new financial activities or good opportunity for new investment by the Company. The Company has made its investment mostly in the unlisted unquoted securities, therefore there was no impact as such on the Company's investment activities.

B. Industry Structure and Developments

Non-Banking Finance Companies are the important entities engaged in the field of finance and investment, which is the primary business of your company. Interest rates are highly sensitive to many factors beyond the Company's control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. As a result, interest rates in India have historically experienced a relatively high degree of volatility. The availability of efficient financial services has been a key driver of business growth and profitability

C. Opportunities and Risk Management

The company is in the process of implementing strategies to capitalize available opportunities. Financial conditions had improved sharply across the world and risk perceptions had turned more favorable. The company is consolidating its resources, which would be used for committing capital for future business activities. The company will keep examining and pursuing these new opportunities for growth. The company regularly monitors liquidity and interest risk. Inflation has remained a major source of concern in the economy for more than a year. The overall inflation rate has remained at double digit levels for the past few months. The behaviour of inflation will also be a major concern for monetary authorities. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed with both Management (Board) Committee and Audit Committee.

D. Outlook

The economic and financial situation is recovering slowly. The strengthening of the economic and financial recovery will help to sustain the higher growth rate. Focus on investment in the next fiscal year is likely to render India an attractive market that is well positioned to take advantage of both structural and cyclical gains while its strong domestic base is likely to limit the impact of external stress on growth dynamics and returns. Since the capital flows are expected to be moderate, they should not pose any problem to the management. The economic and financial scenario offers immense opportunities for it to grow in scale and reach coupled with value creation.

E. Internal Control

The company has in place adequate internal control systems commensurate with the size and nature of its business. These ensure that all corporate policies are strictly adhered to an absolute transparency is followed in accounting and all its business dealings. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and other reports, and for maintaining regular accountability of the Company's assets. The Company maintains a system of internal control, including suitable monitoring procedures and the adequacy of the same has been reported by its auditors in their report as required under the Companies (Auditor's Report) Order, 2003.



The company ensures adherence to all internal control policies and procedures. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems

F. Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives projections, estimates, expectations or predictions & contains forward looking statement within the meaning of applicable rules and regulations. It contains forward looking statements which are made in good faith based on the information available at the time of its approval. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a number of risks and uncertainties that are inherent in any forward looking statement which could cause actual results to differ materially from those either expressed or implied in the statement depending on circumstances

G. ACKNOWLEDGEMENTS:

Your Directors place on record their gratitude to the Bankers, for the assistance and co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of Investors, Customer, Vendors and Employees in ensuring an excellent all around operational performance.

By Order of the Board

Place: INDORE

Dated: 30th May, 2013

Hemant Sharma

(Chairman & Managing Director)



Annexure to the Directors' Report:

REPORT OF CORPORATE GOVERNANCE COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company has been committed to healthy corporate governance practices. Being a value driven organization, the Company's corporate governance practices and disclosures have been duly complied with the statutory and regulatory requirements of the Companies Act, 1956, Securities and Exchange Board of India Act, 1992, together with all the rules and regulations framed there under and the provisions of the listing Agreement and all other applicable laws. The Company's corporate governance policies and practices are in accordance with the provisions of Clause 49 of the Listing Agreement and has complied with all the mandatory requirement as applicable to the Company.

In addition to that the Company has also complied with non-mandatory requirements as given in Annexure – I D, except of submission of half yearly results to the shareholders, training to the Board members and mechanism for evaluation of non executive directors.

2. BOARD OF DIRECTORS:

(a) Constitution of the Board of Directors.

The Company is having whole-time executive Chairman and Managing Director, who discharge his duties and obligations under the superintendence and control of the Board of Directors of the Company. In the Board of Directors as on 31st March 2013 of the Company, the majority of the directors are independent and non-executive having varied and rich experience.

Details of the directors are as under:

Director	Executive/Independent	No. of outside directorship held
Mr. Vineet Gupta	Independent Director	1
Mr. Shirish Agrawal	Independent Director	1
*Mr. Vishnu Kumar Gupta	Independent Director	0
@ Mr. Arun Jain	Executive/Managing Director	0
#Mr. Anoop Vasudeo Agarwal	Independent Director	0
\$Mr. Hemant Sharma	Executive/Managing Director	0

*** Mr. Vishnu Kumar Gupta resigned and ceased to be the director w.e.f 22/09/2012**

@ Mr. Arun Jain, has resigned from the office of the Director and the Managing Director of the Company w.e.f. 30th May, 2013.

Mr. Anoop Vasudeo Agarwal, was appointed as an additional director w.e.f 24/12/2012.

\$ Mr. Hemant Sharma has been appointed as the Additional Director and further as the Managing Director of the Company w.e.f 30/05/2013.

(b) Details of director reappointment/seeking appointment:

Mr. Vineet Gupta who is liable to retire by rotation, Mr. Anoop Vasudeo Agarwal, was appointed as an additional director w.e.f 24/12/2012 and Mr. Hemant Sharma was appointed as the Additional Director and further as the Managing Director w.e.f 30/05/2013 are proposed for appointment at the forthcoming annual general meeting.