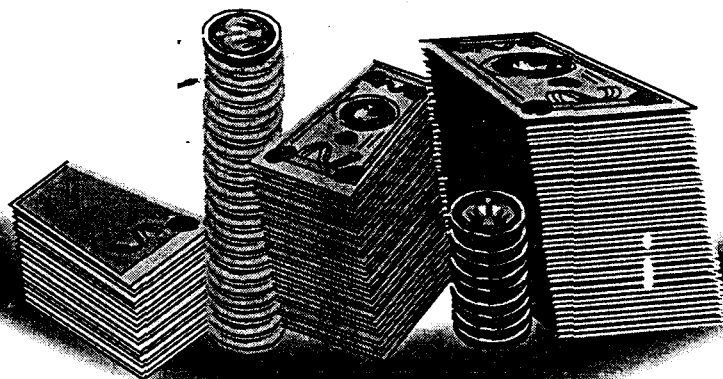


**13th ANNUAL REPORT  
2006-2007**

**BERYL**  
**SECURITIES LIMITED**



## THIRTEENTH ANNUAL REPORT 2006-2007

## CORPORATE INFORMATION

**BOARD OF DIRECTORS** : Shri Sudhir Sethi, Chairman cum Managing Director  
 Shri Sanjay Sehti, Whole-time Director  
 Shri Sunil Jain, Director  
 Shri Rajendra Dammani, Director  
 Shri Avinash Sharma, Director

**AUDIT COMMITTEE** : Shri Avinash Sharma, Chairman.  
 Shri Rajendra Dammani, Member  
 Shri Sunil Jain, Member

**SHARETRANSFER/SHAREHOLDRE GRIEVANCE COMMITTEE** : Shri Rajendra Dammani, Chairman.  
 Shri Avinash Sharma, Member  
 Shri Sunil Jain, Member

**AUDITORS** : **SUBHASH CHAND JAIN ANURAG & ASSOCIATES,**  
 Chartered Accountants.  
 4, Archana Apartment,  
 8-B, Ratlam Kothi,  
 Indore - 452 001.

**REGISTERED OFFICE** : 43-44, Dawa Bazar,  
 13-14, R.N.T. Marg,  
 Indore - 452 001

**BANKERS** : 1. Punjab National Bank  
 2. Bank of India

**LISTED STOCK EXCHANGE** : 1. M.P. Stock Exchange  
 201, Palika Plaza,  
 MTH Compound, Indore  
 2. The Stock Exchange, Mumbai  
 Phiroze Jeejeebhoy Tower,  
 Dala Street, Fort  
 Mumbai - 400 001.  
 Corporate Information  
 3. The Stock Exchange, Jaipur  
 The Stock Exchange Building,  
 JLN Marg, Malviya Nagar,  
 Jaipur - 302017

**SHARE TRANSFER** : **In House**  
 43-44, Dawa Bazar,  
 13-14, R.N.T. Marg,  
 Indore - 452 001

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## NOTICE

Notice is hereby given that the **Thirteenth** Annual General Meeting of the Company will be held on Saturday, the September 29, 2007 at 10.00 A.M. at the Kanchan Palace, Community Hall, Nipania, Ring Road, Indore - 452 001 (M.P.) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2007 and Profit & Loss Account for the year ended on that date along with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Jain, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s Subhash Chand Jain Anurag & Associates, Chartered Accountants, Indore, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification, the following resolution as SPECIAL RESOLUTION:

**RESOLVED THAT** pursuant to the provision of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 and subject to the provisions of the Security Contract and Regulation Act, 1956, Listing Agreement, and any other consent, approval and any directions or modifications as may be issued by any regulating authorities, the consent of the members of the company be and is hereby granted for voluntary Delisting of Equity Shares of Rs. 10 each from the Jaipur and Madhya Pradesh Stock Exchange to the Board of Directors of the company.

**RESOLVED FURTHER THAT** the board of directors be and is hereby authorized to accept any terms and conditions as may be imposed by the Stock Exchanges, SEBI or any regulating authorities and to settle all the questions and matters arising out of and incidental to the proposed voluntary delisting of the equity shares of the company from the above said stock Exchanges and to take all necessary steps including execution of all writings, which the Board, in its absolute direction consider necessary, proper or expedient for giving effect to the above said resolution.

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and to attend and on a poll to vote instead of himself and the proxy need not be a member of the Company. A member unable to attend may appoint a person (whether a member or not) as his proxy in the enclosed form which shall be deposited with the principal office of the Company.  
**THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The register of members and share transfer books of the Company will remain closed from September 19, 2007 to September 28, 2007 (both days inclusive).
3. Members are requested to immediately intimate any change in their addresses to the Company.
4. Shareholders desiring any information on the Accounts at the Annual General Meeting are requested to intimate the Company at least 7 days in advance so, as to enable the Company to keep the information ready.
5. Shareholders are requested to bring their copy of Annual Report to the meeting along with the attendance slip.
6. The members holding shares in identical order of names in more than one folio, are requested to write to the Company to consolidate their holding in one folio.
7. Members are requested to quote their Folio Number in all their correspondence.
8. The documents referred to in this notice/ Explanatory Statements are open for inspection by the members at the principal office of the Company during the business hours of the Company on any working day upto the last date of the Annual General meeting.

By Order of the Board  
For **BERYL SECURITIES LIMITED**  
SD/-

Place : Indore  
Dated : August 11, 2007

( **SUDHIR SETHI** )  
**CHAIRMAN CUM MANAGING DIRECTOR**

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT**

In terms of Section 173(2) of The Companies Act, 1956, the following explanatory statement sets out all the material facts relating to the item no. 4 of the accompanying notice:

The Company's Equity Share are enlisted with the Mumbai, Jaipur and Madhya Pradesh Stock Exchange; there is no trading or negligible trading of equity shares since listing at the Jaipur and Madhya Pradesh Stock Exchange. However, the Company's shares are regularly being traded at the Mumbai Stock Exchange.

In terms of the SEBI (Delisting of Securities) Guidelines, 2003, the Companies have been permitted for voluntary delisting of shares including from the Regional Stock Exchange, subject to the compliance of the terms and conditions of the said guidelines. The board considered that the Mumbai Stock Exchange is having nationwide trading terminals and the investors have access to trade and deal in Company's shares across the country.

Equity shares of the Company listed on the Jaipur and Madhya Pradesh Stock Exchange are not providing any significant tangible advantages to the shareholders and investors of the company.

Therefore, the Board at their meeting held on 04.09.07 has considered to recommend for voluntary delisting of Company's Equity Shares from the Jaipur and Madhya Pradesh Stock Exchange and continue its listing only with the Stock Exchange Mumbai to avoid unnecessary financial and administrative burden due to multiple compliance of the various clauses of the Listing Agreement from time to time and to provide better services to the investors through the nationwide Stock Exchange terminal.

Your directors recommend passing the said resolution as Special Resolution as set out i., Item No. 4 of the notice, for voluntarily delisting the shares of the company from said Stock Exchanges.

None of the directors are concerned or interested in the above said resolution, except as member of the Company.



By Order of the Board  
For **BERYL SECURITIES LIMITED**  
SD/-

Place : Indore  
Dated: August 11, 2007

( **SUDHIR SETHI** )  
**CHAIRMAN CUM MANAGING DIRECTOR**

**DIRECTORS' REPORT**

To,  
The Members,  
Beryl Securities Limited  
Indore.

We are pleased to present the Thirteenth Annual Report to the members, along with the audited Balance Sheet as at 31st March 2007, the Profit & Loss Account and Cash Flow Statement for the financial year ended on March 31, 2007.

**1. REVIEW OF YEAR FOR NBFCs**

The economic instability and the sudden change in the stock market followed by the diversification by of services by the banking company the year under review was not of much scope for the NBFCs. Strict compliance of rules and regulation of RBI assured that there could be no deviation from any of the rules of RBI. In the spirit of maintaining customer satisfaction the NBFCs are trying to provide personalized services.

NBFC sector has witnessed presence of a large no. of small and large sized Companies. Further entry of strong NBFCs in the fields like Banking, Insurance, finance etc. has been the major development in the sector. Multi National Companies are also attracted by this sector and their entry has also been significant.

**2. FINANCIAL RESULTS AND OPERATION:**

The financial performance of the Company during the financial year have been summarized as follows:

	Year ended 31.3.2007	(Rs, in Thousands) Year ended 31.03.2006
Income form interest	778.86	779.75
Other income	1513.53	2425.02
Total Expenditure excluding depreciation	1209.15	2159.67
Depreciation	87.30	103.97
Profit/ (loss) before prior period adjustment	995.94	941.13
Add : Prior period items	3.57	0.00
Adjustment of Provision for Tax	( 280.39)	(253.96)
<b>Profit/ (loss) after tax</b>	<b>719.12</b>	<b>687.17</b>

During the year under review the company profit after tax increased to Rs. 719118.20 as against the profit of Rs. 687171.33. Your Directors have tried to follow new strategies to reduce its expenditure and thus was successful. Directors are well aware that the company needs to improve much more and your Directors are putting their best efforts to do so.

**3. DIVIDEND :**

As the company is deciding to strengthen its position further hence your directors are not able to declare any dividend. The Directors regret for their inability to recommend any dividend for the financial year 2006-07.

**4. PUBLIC DEPOSITS :**

The Company has neither invited nor accepted any deposit from the public with in the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 during the year.

**5. RBI REGISTRATION :**

The registration granted by Reserve Bank of India as Non-Banking Financial Company is also continues during the year under review.



Further, pursuant to Non-Banking Financial Companies Auditor's Report (Reserve Bank of India) Directions, 1998, a report from the statutory auditor of the Company has been received by the Board of Directors of the Company. This report shows that the Company has complied with all the directions and prudential norms as prescribed under Reserve Bank of India Act, 1934.

#### 6. MANAGEMENT:

Mr. Sunil Jain, Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Mr. Rajendra Dammani, the director of the Company resigned due to some personal reason w.e.i. 3rd August 2007. Your Board is searching for another competent director at his place.

#### 7. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provision of Section 217 (2AA) of the Companies Act, 1956 as amended with respect to Director's responsibility statement and subject to where so ever otherwise contained in the Audit Report, Your Directors hereby confirm.

1. That in the preparation of the annual accounts for the financial period ended on 31st March, 2007 the applicable accounting standards had been followed, along with proper explanation relating to material departures;
2. That the Director 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 period ended and of the profit or loss of the Company for the period under review;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the annual accounts on a going concern basis.

#### 8. AUDITORS:

M/s. Subhash Chand Jain Anurag & Associates, Chartered Accountants and Statutory Auditors of the Company, have audited the Accounts of the Company for the year 2006-07 as per the accounting standards followed in India. Their Report and Notes to the accounts are self-explanatory and, therefore, do not call for any further comments.

M/s. Subhash Chand Jain Anurag & Associates, auditors of the Company would be retiring at the conclusion of the ensuing Annual General Meeting (AGM) of the Company. They have expressed their willingness to continue as the Statutory auditors, if re-appointed at the AGM, and hold office until the conclusion of the next AGM.

The Company has received a certificate from the statutory Auditors to the effect that their appointment, if made, would be within the limits under Section 224(1B) of the Companies Act, 1956.

The members are requested to confirm their re-appointment, at a remuneration to be decided by the Board of Directors of the Company for the financial year 2007-08.

#### 9. PARTICULARS OF EMPLOYEES:

The information as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company as the Company does not have any employee receiving Remuneration exceeding Rs. 24,00,000.00 per annum or Rs. 2,00,000.00 per month or part thereof.

#### 10. DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :

Since, Company is not a manufacturing Company, therefore the particulars with respect to conservation of energy & technology absorption as required under Companies (disclosure of particulars in the report of the Director) Rules, 1988 are not required. There was no foreign exchange earning & outgo during the year.

**11. CORPORATE GOVERNANCE:**

A separate section on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges from part of Annual Report.

**12. DEMATERIALISATION OF SHARES**

In current year your Company has not dematerialized the share due to continuation of the option of trade of equity shares on trade-to-trade basis.

**13. LISTING AT STOCK EXCHANGES:**

Currently the Equity Shares of the Company are listed with the Stock Exchanges of Mumbai, Madhya Pradesh and Jaipur, but the proceeding of dilisting of the securities of company from Jaipur and Madhya Pradesh Stock Exchange is going on.

**14. ACKNOWLEDGEMENT**

Your Company is grateful for the continued Company-operation and assistance extended to it by the Government and Semi-Government Authorities, Banks and other Statutory Bodies. Your Director also express their warm appreciation for the dedicated and sincere services rendered by the employees of the Company

For and on Behalf of the Board

SD/-

( SUDHIR SETHI )

CHAIRMAN CUM MANAGING DIRECTOR

Place : Indore

Dated : August 11, 2007

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**CORPORATE GOVERNANCE DISCLOSURE :**

Beryl Securities limited is committed to pursue growth by adhering to the high level of standards of Corporate Governance. The key elements of Corporate Governance are transparency, disclosure, supervision, internal controls, risk management, internal and external communications and high standards of safety, product and service quality. The Company pursuant to the clause 49 of the Listing agreement entered with the Stock Exchanges furnishes its report on the code of Corporate Governance as on 31st March 2007.

**1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's Philosophy on Code of Governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and all its inter actions with the shareholders including the employee, the Government and the lenders.

The Company is committed to achieving the highest international standards of Corporate Governance.

Company believes that all operations and actions must serve the underlying goals of enhancing overall shareholders value over a sustained period of time.

**2) BOARD OF DIRECTORS**

A well-qualified Board of Directors, which formulate strategies, policies and procedures and review its performance periodically, manages Beryl Securities limited. The Board of Directors of the Company comprises of :

- Two Executive Director.
- Three non-executive Directors. Out of the three non-executive director Mr. Rajendra Dammani resigned from his post w.e.f. 3rd August 2007

Attendance of each Directors at the Board meetings, last Annual General Meeting and number of other Directorship and Chairmanship/ membership of Committee of each director in various Companies.

Name of Director	Category	Attendance Particulars		No. of other Directorships and Committee membership / chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Sudhir Sehti	CMD	Six	Yes	One	Nil	Nil
Mr. Sanjay Sethi	WTD	Six	Yes	One	Nil	Nil
Mr. Rajendra Dammani*	NED	Six	Yes	One	Nil	Nil
Mr. Sunil Jain	NED	Six	Yes	One	Four	Nil
Mr. Avinash Sharma	NED	Six	Yes	Nil	Two	One

\* Resigned on 3rd of August 2007

CMD : Chairman cum Managing Director

WTD : Whole time Director

NED : Non Executive Director

**Number of Board of Directors Meeting held and the dates on which held**

During the year the Company has held Five Board Meetings as against the minimum requirement of four meetings. The meetings were held on April 15, 2006, July 15, 2006, October 14, 2006 & January 15, 2007, March 26, 2007 and the maximum time gap between any two meetings was not exceeding four calendar months.

**3) AUDIT COMMITTEE**

The Board of Directors of the Company has constituted an Audit Committee, comprising three non-executive independent Directors viz.

**Mr. Sunil Jain, Chairman,**

**Mr. Avinash Sharma, and**

**Mr. Rajendra Dammani**

The constitution of audit committee also meets with the requirements under section 292A of the Companies Act, 1956.

The terms of reference stipulated by the Board to the Audit Committee are, as contained under clause 49 of the listing agreement, as follows

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors fixation of audit fee and also approval of payment for any other services.
- c) Reviewing with management the annual financial statements before submission to the Board, focussing primarily on (i) any change in accounting policies and practices. (ii) Major accounting entries based on exercise of judgement by management. (iii) Qualification in draft audit report. (iv) Significant adjustment arising out of Audit. (v) The going concern assumption. (vi) Compliance with accounting standard. (vii) Compliance with Stock Exchange and legal requirements concerning financial statements and, (viii) any related party transactions i.e. transaction of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large.
- d) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- e) Reviewing the adequacy of internal audit functions.
- f) Discussion with internal auditors any significant finding and follow-up thereon.
- g) Reviewing the finding of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- h) Discussion with external auditors before the audit commences regarding nature and scope of the audit as well as the post audit discussion to ascertain any area of concern.
- i) Reviewing the Company's financial and risk management policies.
- j) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

During the year, the committee met four times. All the committee members were present at all the meetings.

**4. REMUNERATION COMMITTEE :**

The Board of Directors of the Company has constituted a Remuneration Committee comprising of three independent non-executive Directors

**Mr. Sunil Jain, Chairman,**

**Mr. Rajendra Dammani and**

**Mr. Avinash Sharma.**