

BERYL

SECURITIES LIMITED

**18th ANNUAL REPORT
2011-2012**



EIGHTEENTH ANNUAL REPORT 2011-2012

CORPORATE INFORMATION

BOARD OF DIRECTORS :

Shri Sudhir Sethi - Chairman cum Managing Director
Shri Sanjay Sethi - Whole-time Director
Shri Sunil Jain - Director
Shri Avinash Sharma - Director
Shri Hemant Jain - Director

REGISTERED OFFICE :

43-44, 2ND FLOOR,
Dawa Bazar, 13-14, R.N.T. Marg,
Indore - 452 001 (M.P.) INDIA.

AUDITORS :

SUBHASH CHAND JAIN ANURAG & ASSOCIATES,
Chartered Accountants.
4, Archana Apartment, 8-B, Ratlam Kothi,
Indore - 452 001 (M.P.) INDIA

LISTED STOCK EXCHANGE :

1. M.P. Stock Exchange
201, Palika Plaza, MTH Compound,
Indore - 452001 (M.P.)
2. Bombay Stock Exchange, Mumbai
Phiroze Jeejeebhoy Tower, Dala Street,
Fort, Mumbai - 400 001. (M.H.)
3. Jaipur Stock Exchange Ltd.
Stock Exchange Building,
JLN Marg, Malviya Nagar,
Jaipur - 302017 (Raj.)

REGISTRAR AND SHARE TRANSFER AGENT :

M/s. Adroit Corporate Services (P) Ltd.
19/20, Jaferbhoy, Industrial Estate, 1st Floor Makwana
Road, Moral Naka, Andheri (E) Mumbai- 400 059
E-Mail: adroit@vsnl.net
Ph. 022 - 28596060, 28594060 Fax - 28503748

BOARD COMMITTEES**AUDIT COMMITTEE :**

Shri Avinash Sharma - Chairman.
Shri Sunil Jain
Shri Hemant Jain

REMUNERATION COMMITTEE :

Shri Sunil Jain - Chairman.
Shri Avinash Sharma
Shri Hemant Jain

SHARE TRANSFER /**SHAREHOLDRE GRIEVANCE COMMITTEE :**

Shri Hemant Jain - Chairman
Shri Sunil Jain
Shri Avinash Sharma

BANKERS :

1. Punjab National Bank, Indore
2. Bank of India, Indore

ANNUAL GENERAL MEETING :

Date : September 29th, 2012

Day : Saturday

Time : 03:00 PM

**Venue : Kanchan Palace, Community Hall,
Nipania Ring Road Indore. (M.P.)**

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NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of Members of **BERYL SECURITIES LIMITED** will be held at Kanchan Palace, Community Hall, Nipania Ring Road Indore, M.P. on Saturday, **the 29th day of September, 2012 at 03.00 P.M.** to transact the businesses as set out in the Notice sent to the Shareholders.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012 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 modifications, if any, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 94, 97 and other applicable provisions, if any, of the Companies Act, 1956, read with Article No. 3 of the Articles of Association of the Company, be increased from Rs. 5,50,00,000 (Rupees Five Crore Fifty lacs) divided into 55,00,000 (Fifty Five lacs) Equity Shares of Rs. 10/- (Rupees Ten each) to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

5. To consider and if thought fit, to pass with or without modifications, if any, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company, be altered by substituting the following clause in place of existing clause No. V of Memorandum of Association of the Company:

V. The Authorized Share Capital of the company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

6. To consider and if thought fit, to pass with or without modifications, if any, the following resolution as **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company, be and is hereby altered by substituting the following clause in place of existing clause No. 3 of Articles of Association of the Company:

3. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each, with the power to increase the Capital for the time being into several classes and attach thereto respectively such preferential deferred, special or qualified rights, privileges or conditions as may be determined by or in accordance with the articles of Association of the Company and to vary, modify or abrogate such rights privileges or conditions in such manner as may be permitted by the act or by these articles of the Company for the time being."

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 COMPENY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The register of members and share transfer books of the Company will remain closed form September 20, 2012 to September 29, 2012 (both days inclusive).
3. Members are requested to intimate immediately any change in their addresses at the registered office of 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 Share transfer agent of 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.
9. Pursuant to the Clause 49 of the Listing Agreement, Profile of the Directors proposed for re-appointment being given in a statement containing details of the concerned directors is attached thereto.
10. An explanatory Statement under section 173(2) of the Companies Act, 1956

ITEM NO. : 4, 5 & 6

The Company requires funds for its business and for this purpose it proposes to raise the fund by way of Equity Shares. Hence the Board of Directors of the Company considered it necessary to increase its authorized share capital from Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lacs) to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only).

In terms of Section 94 of the Companies Act, 1956, the authorised share capital of the Company may be increased with the consent of the members at the General Meeting and Capital Clause "V" of Memorandum of Association is required to be altered in terms of Section 16 of the Companies Act, 1956 and Article '3' of the Articles of Association of the Company is also required to be altered in terms of Section 31 of the Companies act, 1956 with the consent of member.

Your Board proposes resolution, as set out in Item No 4 & 5 for approval as Ordinary Resolution and Item No 6 as Special Resolution.

None of the Directors of the Company are interested in the Resolution.

REGISTERED OFFICE :

43-44, 2ND FLOOR,
Dawa Bazar, 13-14, R.N.T. Marg,
Indore - 452 001 (M.P.) INDIA.

Place : Indore
Dated : 26th May, 2012

By Order of the Board
For : **BERYL SECURITIES LIMITED**

Sd/-
(**SUDHIR SETHI**)
CHAIRMAN CUM MANAGING DIRECTOR

DIRECTORS' REPORT

To,
The Members,
Beryl Securities Limited
Indore.

We are pleased to present the EIGHTEENTH ANNUAL REPORT to the members, along with the audited Balance Sheet as at 31st March 2012, the Profit & Loss Account and Cash Flow Statement for the financial year ended on March 31, 2012.

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:

(Rs. in Thousands)

	Year ended 31.03.2012	Year ended 31.03.2011
Income from interest	3058.70	3224.78
Other income	13030.67	5071.43
Total Expenditure excluding depreciation	2640.16	1706.38
Depreciation	185.72	144.91
Profit/ (loss) before prior period adjustment	13263.49	6444.92
Less : Prior period items	39.35	1168.10
Adjustment of Provision for Tax	1557.20	627.10
Profit/ (loss) after tax	11666.94	4649.72

The Profit and Loss Account for the Current year shows a growth of 93.94% in the total Income to Rs. 16089367.87 vis-à-vis Rs. 8296208.93 in the previous year, and thus resulted in the profit before tax of the Company Rs.13224129.99 as against the profit of Rs. 5276820.99 recorded in the previous year. Your Directors expect a better performance in the coming years.

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 2011-2012.

4. PUBLIC DEPOSITS :

The Company has neither invited nor accepted any deposit from the public within 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 DISCUSSION AND ANALYSIS REPORT:

Management Discussion & Analysis Report, as required under the Listing agreement with the Stock Exchanges is enclosed here with this report.

7. 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.

8. 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, 2012 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 judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial 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.

9. 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 2011-2012 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 2012-2013.

10. 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. 60,00,000.00 per annum or Rs. 5,00,000.00 per month or part thereof.

11. 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.

12. CORPORATE GOVERNANCE:

The Company has complied with the mandatory statutory requirement of corporate Governance specified by the Securities and Exchange Board of India through Clause 49 of the Listing agreement. As required by the said clause, a separate report on the Corporate Governance forms part of this Annual report.

A certificate from the Company Secretary in Practice regarding compliance of conditions of Corporate Governance has been obtained and is enclosed to this report.

13. LISTING AT STOCK EXCHANGES:

Currently the Equity Shares of the Company are listed with The Bombay Stock Exchanges, Mumbai and Madhya Pradesh and the Company has duly paid the listing fees to such Stock Exchanges. But the proceeding of delisting of the securities of company from Jaipur 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 expresses their warm appreciation for the dedicated and sincere services rendered by the employees of the Company.

For and on Behalf of the Board

BERYL SECURITIES LTD.

SD/-

(SUDHIR SETHI)

MANAGING DIRECTOR

Place : Indore

Dated : 26th May, 2012

ANNEXURE TO DIRECTORS' REPORT-2012

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 2012.

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 faces 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 formulates strategies, policies and procedures and reviews its performance periodically, manages Beryl Securities limited. The Board of Directors of the Company comprises of:

- Two Executive Director.
- Three non-executive Directors.

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 / directorship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Sudhir Sehti	CMD	Five	Yes	One	Nil	Nil
Mr. Sanjay Sethi	WTD	Five	Yes	One	Nil	Nil
Mr. Sunil Jain	NED& ID	Five	Yes	One	One	One
Mr. Avinash Sharma	NED& ID	Five	Yes	One	One	One
Mr. Hemant Jain	NED& ID	Five	Yes	One	One	One

CMD : Chairman cum Managing Director WTD: Whole-time Director

NED: Non Executive Director ID : Independent Director

Number of Board Meeting held and the dates on which they were held

During the year, the Company held the Five Board Meetings as against the minimum requirement of Four meetings on 25th April 2011, 25th July 2011, 30th July 2011, 25th October 2011 and 24th January 2012. The maximum time gap between two meetings was not exceeding three 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. Avinash Sharma, Chairman,
Mr. Sunil Jain, and
Mr. Hemant Jain

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

1. 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.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- 5A. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations 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.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. 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.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 12A. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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. Avinash Sharma, and

Mr. Hemant Jain

The Remuneration Committee has been constituted to recommend/ review the remuneration package of the Managing/ Whole-time Director based on performance and defined criteria.

The remuneration policy is directed toward rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing Industrial Practices.

5) SHARE TRANSFER COMMITTEE/ SHAREHOLDERS GRIEVANCE COMMITTEE :

The Board has constituted a shareholders Transfer/ Investors Grievance Committee comprising of three non-executive Directors namely

Mr. Hemant Jain, Chairman,

Mr. Avinash Sharma,

Mr. Sunil Jain.

The committee oversees the performance of the In- House Registrar and Share Transfer Agent and recommend measures to improve the level of investors services. The Company has designated **Shri Devendra Sinha** severally to approve the share transfers in consultation with the committee.

The committee specially looks into the redressal of shareholders and investors' complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of dividend and attends of priority investors complaints received from SEBI, Department of Company Affairs and Stock Exchanges where the securities of the Company are listed.

During the financial year 2011-12, the committee met 4 times and transacted business concerning share related issues. The total No. of Complaints received and replied to the Satisfaction of the Shareholders during the Year were NIL.

6. GENERAL BODY MEETINGS

The last Four Annual General Meeting of the company were held as under :

Year	Date	Time	Location
2010-2011	September 30, 2011	11.00 A.M	Kanchan Palace, Community Hall, Nipania Ring Road Indore.
2009-2010	September 30, 2010	11.00 A.M.	Kanchan Palace, Community Hall, Nipania Ring Road Indore.
2008-2009	September 30, 2009	11.00 A.M.	Kanchan Palace, Community Hall, Nipania Ring Road Indore.
2007-2008	September 30, 2008	02.00 P.M	Kanchan Palace, Community Hall, Nipania Ring Road Indore.

Note :

No postal ballots were used/ invited for voting at these meetings in respect of any special resolution passed as there were no such provisions in the Companies Act, 1956. The company shall comply with the requirements relating to postal ballot as and when the relevant guidelines in this connection will apply on the Company.