

BERYL

SECURITIES LIMITED

19th
ANNUAL REPORT
2012-2013



NINETEENTH ANNUAL REPORT 2012-2013

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.)

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

ANNUAL GENERAL MEETING :**Date : September 28th, 2013****Day : Saturday****Time : 03:00 PM**

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

| CONTENTS | PAGE No. |
|-----------------------------|----------|
| Corporate Information | 02 |
| Notice of AGM | 03 |
| Directors' Report | 04 |
| Corporate Governance Report | 07 |
| Shareholders Information | 11 |
| Auditors' Report | 17 |
| Balance Sheet | 22 |
| Profit and Loss Account | 23 |
| Notes | 24 |

NOTICE

NOTICE is hereby given that the **Nineteenth 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 28th day of September, 2013 at 03.00 P.M. to transact the businesses as set out in the Notice sent to the Shareholders.

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2013 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. Avinash Sharma, 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.

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, 2013 to September 28, 2013 (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

REGISTERED OFFICE :

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

Place : Indore
Dated : 25th May, 2013

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 NINETEENTH ANNUAL REPORT to the members, along with the audited Balance Sheet as at 31st March 2013, the Profit & Loss Account and Cash Flow Statement for the financial year ended on March 31, 2013.

1. REVIEW OF YEAR FOR NBFCs:

Financial Year 2012-2013 was quite challenging in terms of the macroeconomic environment in domestic as well as international markets especially for the financial services sector. In India, slower economic growth and high inflation coupled with high interest rates have been very challenging for all business enterprises. Challenging credit environment and tightening liquidity were like strong head winds for most of year.

Reserve Bank of India's initiatives of reducing the CRR and Repo rate in the second half of the financial year will certainly help in reducing the liquidity pressure and softening the interest rates and thereby reducing the borrowing cost. The various pro active steps envisaged by the Government will also enable the NBFCs to achieve higher credit growth

Improvement in connectivity to rural areas will result in robustness of demand from semi urban and rural areas. With the government's initiative to boost infrastructure projects, NBFCs can also look for growth in asset financing. We will continue to be well prepared for the forthcoming years keeping the above strategic intent in mind.

2. FINANCIAL RESULTS AND OPERATION:

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

(In Rs.)

| | Year ended 31.03.2013 | Year ended 31.03.2012 |
|---|----------------------------------|----------------------------------|
| Income from interest | 3212131.00 | 3058700.00 |
| Other income | 3118624.57 | 9070667.87 |
| Total Expenditure excluding depreciation | 2896057.20 | 2666559.97 |
| Depreciation | 480888.50 | 185719.92 |
| Profit/ (loss) before prior period adjustment | 2953809.86 | 9277087.98 |
| Adjustment of Provision for Tax | 371132.33 | 1975525.30 |
| Profit/ (loss) after tax | 2582677.53 | 7301562.68 |

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 2012-2013.

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. Avinash Sharma, 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, 2013 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 2012-2013 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 2013-2014.

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. LISITING 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.

Place : Indore
Dated : 25th May, 2013

For and on Behalf of the Board
BERYL SECURITIES LTD.
SD/-
(SUDHIR SETHI)
MANAGING DIRECTOR

ANNEXURE TO DIRECTORS' REPORT-2013

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 2013.

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 Director 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 27th April 2012, 26th May 2012, 25th July 2012, 15th October 2012 and 24th January 2013. 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

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 2012-13, 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 |
|-----------|--------------------|------------|---|
| 2011-2012 | September 29, 2012 | 03.00 P.M | Kanchan Palace, Community Hall, Nipania Ring Road Indore. |
| 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. |

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.

7) DISCLOSURES

- a. Disclosures on materially significant related party transaction i.e. transaction of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc, that may have potential conflict with the interest of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

- b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or other statutory authorities, on any matter related to capital markets, during the last three years. There is outstanding amount towards listing fees to Jaipur Stock Exchange.

8) MEANS OF COMMUNICATION

The Company uses widely circulated newspaper as a vehicle for communication to shareholders and other concerned persons. The Company's quarterly results in the Performa prescribed by the Stock Exchange are approved and taken on record by the Board within the prescribed time frame and sent forthwith to all Stock Exchanges on which Company's shares are listed. These results are being published in leading newspapers.-

- Dainik Dabang Duniya in Hindi.
- Free Press in English.

9) COMPLIANCE OFFICER

Mr. Devendra Sinha is the Compliance Officer under SEBI (Regulation to an Issue and Share Transfer Agent) regulation, 1993 and under clause 47 of the Listing Agreement with Stock exchange.

10) GENERAL SHAREHOLDERS INFORMATION

- | | |
|---|---|
| A. Annual General Meeting | : September 28, 2013 at 03.00 P.M. |
| Date, time and venue | Kanchan Palace, Community Hall. Nipania, Ring Road, Indore - 452001. |
| B. Financial Reporting for 2013-14 (Tentative) | : Board meeting : For the quarter ended on: June 30, 2013 2nd week of July, 2013 September 30, 2013 2nd week of October, 2013 December 31, 2013 2nd week of January, 2014 March 31, 2014 2nd week on April, 2014 |
| C. Book Closure Dates | : September 19, 2013 to September 28, 2013. |
| D. Dividend payment date | : Company has not declared any dividend for the year. |
| E. Listing on Stock Exchange | : The Bombay Stock Exchange, Mumbai The Stock Exchange, Madhya Pradesh. |

*Delisting of the Company's securities from the Jaipur Stock Exchanges is under Processing.

- | | |
|--|---|
| F. Dematerialization of shares | : About 48.86 % of Equity shares of the Company have been dematerialized up to 31st March, 2013 and 50.14% of Equity Shares are in Physical form. |
| G. Registrar and Share Transfer Agent | : M/s. Adroit Corporate Services (P) Ltd. 19/20, Jaferbhoy, Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai, 400 059 Ph. 022 - 28596060, 28594060 Fax - 28503748 |

H. Share Transfer System

Presently the shares of the company are being traded in dematerialized form.