



ANNUAL REPORT 2003-2004

FACTS SECURITIES LIMITED



Report  junction.com

FACTS SECURITIES LIMITED

ANNUAL REPORT 2003-2004

BOARD OF DIRECTORS

Mr. Balveer S. Choudhary Managing Director
Mr. Shailendra Tiwari
Mr. Devendra S. Choudhary
Mr. Sudhir Chandalia
Mr. Padam Jain
Mr. Vimlesh Bansal
Ms. Meena S. Vaswani From 20-4-2004

REGISTERED OFFICE

301, Camy House
Dr. C. H. Street,
Marine Lines,
Mumbai - 400 002.

AUDITORS

Jain & Sultania
Chartered Accountants
Mumbai.

BANKERS

Punjab National Bank
Global Trust Bank

Registrar & Share Transfer Agent

Big Share Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki-Vihar Road, Saki Naka,
Andheri (E), Mumbai - 400 072.

LEGAL ADVISORS

Mahavirprasad B. Agarwal
204, Camy House,
Dr. C. H. Street,
Marine Lines,
Mumbai - 400 002.

FACTS SECURITIES LIMITED

ANNUAL REPORT 2003-2004

NOTICE

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Members of Facts Securities Limited will be held at the Registered office of the Company at 301 Camy House, Dhuswadi, Marinelines, Mumbai 400 002 on 30th August 2004 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31st, 2004 and the Balance Sheet as on that date, together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Balveer Singh Choudhary who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Mr. Devendra Singh Choudhary who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Ms. Meena S. Vaswani, who was appointed as an Additional Director on 20th April 2004 and who has complied with the requirements of Section 264 (1) of the Companies Act, 1956 be and is hereby appointed as Director of the Company and shall be liable to retire by rotation."

BY ORDER OF THE BOARD

DIRECTOR

MUMBAI
18-06-2004

NOTES

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE HIS INSTEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy Form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 for the items of Special Business is annexed to this notice.

4. Members are requested to bring their copies of the Annual Report to the Meeting.

5. Members who would like to ask ANY QUESTION(S) ON ACCOUNTS ARE REQUESTED TO SEND THEIR QUESTION(S) TO THE REGISTERED OFFICE AT LEAST 7 DAYS BEFORE THE ANNUAL GENERAL MEETING for the satisfactory answer(s) to their question(s).

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday August 25th 2004 to Monday, August 30th 2004 (both days inclusive).

7. All the documents referred to in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during business hours on any of the working days from Monday to Friday, up to the date of the Annual General Meeting.

8. Members holding shares in identical order of names in more than one folio are requested to write to the Company to enable them to consolidate their holdings in a single folio.

EXPLANATORY STATEMENT
PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT 1956.

ITEM NO. 5.

The Board of Directors in their meeting held on 20th April 2004 appointed Meena S. Vaswani as an Additional Director on the Board. Ms. Vaswani holds Diploma in Financial Management from NMIMS in 2000 along with Diploma in Computers from NIIT and a Diploma in Practical Accounting. Since her appointment she has proved to be an asset to the Company. Due notice for her appointment U/s. 264(1) has been received regarding her appointment. Your Directors recommend her appointment.

None of the Directors except Ms. Meena S. Vaswani is interested in the said resolution.

BY ORDER OF THE BOARD

DIRECTOR

MUMBAI
18-06-2004

FACTS SECURITIES LIMITED

ANNUAL REPORT 2003-2004

DIRECTOR'S REPORT

To

The Members,

FACTS SECURITIES LIMITED

Your Directors have pleasure in presenting the Eleventh Annual Report of the Company together with the Audited Statement of Accounts for the accounting period ended 31st March 2004.

1. FINANCIAL RESULTS

Financial results of the Company for the year under review are summarised below:

	Current Year 2003-2004	Previous Year 2002-2003
Total Income	53,54,323	16,02,003
Profit before Depreciation	1,42,378	1,36,263
Less: Depreciation	23,019	45,573
Profit before taxation	1,19,359	90,690
Less: Provision for taxation	9,400	—
Profit available for appropriation	5,55,407	4,52,648
Transferred to General Reserve	1,000	—
Balance carried forward for the year	5,54,407	4,52,648

2. AUDIT COMMITTEE

Pursuant to Section 292(A) of the Companies Act, 1956 the Board had constituted as Audit Committee.

The present composition of the Audit committee is as follows

1. Mr. Padam Jain - Non Executive Director and Chairman
2. Mr. Vimlesh Bansal - Non Executive Director and Member
3. Mr. Sudhir Chandilila - Non Executive Director and Member

The Audit Committee met Four times during the year.

The Audit Committee also monitors the redressal of Shareholders/Investors grievances.

3. DIRECTORS RESPONSIBILITY STATEMENT & CORPORATE GOVERNANCE

Your Company is fully committed to good corporate governance practices and adheres to all the major stipulations laid down by the SEBI Corporate Governance Practices

Your Company's Statutory Auditors Certificate dated 18th June 2004 confirming the above compliance is annexed to and forms part of the Director's Report.

As required under Section 217(2AA) of Companies (Amendment) Act, 2000 your Directors confirm that:

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- II. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as it give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period.
- III. 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.
- IV. The Directors have prepared the annual accounts on going concern basis.

4. CORPORATE GOVERNANCE

A separate report on Corporate Governance together with Auditors Certificate on its compliance are included elsewhere in this Annual Report.

5. DEMATERILISATION OF SHARES

The Company's equity shares are held in dematerialized form by the National Securities Depository Limited (NSDL) & the Central Depository Services (India) Limited (CDSL) under ISIN-INE923D01019.

6. DIRECTORS

Mr. Balveer Singh Choudhary and Devendra Singh Choudhary by rotation, and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment. The Board of Directors in their meeting held on 20th April 2004 appointed Meena .S. Vaswani as an Additional Director on the Board. Ms. Vaswani holds Diploma in Financial Management from NMIMS in 2000 along with Diploma in Computers from NIIT and a Diploma in Practical Accounting. It is proposed to appoint Ms. Vaswani as a Director at the Annual General Meeting. Your Directors recommend her appointment.

7. PARTICULARS OF EMPLOYEES

The Company does not have any employees whose particulars are required to be give pursuant to the provisions of the Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

8. AUDITORS

M/s. Jain & Sultania, Chartered Accountants, retire as Auditors of the Company at the forthcoming Annual General Meeting. And being eligible offer themselves for reappointment. The Company has received as eligibility certificate from the said M/s. Jain & Sultania, under Section 224 (1) (b) of the Companies Act, 1956.

9. AUDITORS' REPORT

Observations made in the Auditors' Report are self explanatory, and therefore, do not call for comments under Section 217(3) of the Companies Act, 1956.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption are not applicable to the Company and there was no foreign exchange earnings or outgo by way of either imports, exports or expenses during the Year.

11. ACKNOWLEDGMENT

The Board of Directors wishes to place on record their sincere appreciation and acknowledges with gratitude to the Company's valued Clients, Bankers, Securities and Exchange Board of India, and Shareholders for their continued support. The Directors also record their appreciation of the Company's Employees at all their appreciation, commitment and hardwork, without which the results achieved by your Company would not have been possible and look forward to their continued support.

For and on behalf of the Board

Balveer S. Choudhary
Managing Director

Shailendra Tiwari
Director

Place: Mumbai

Date : 18th June, 2004