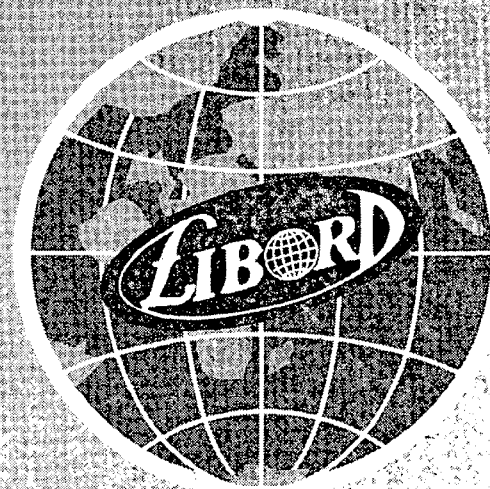


MD	✓		BKC	✓
CS	✓		DPY	✓
RO	✓		DIV	✓
TRA	✓		AC	✓
AGM	✓		SHI	✓
YE	✓			✓

LIBORD SECURITIES LIMITED



3rd Annual Report
1996-97

**LIBORD**

SECURITIES LIMITED

BOARD OF DIRECTORS :

Dr. R.N. Singh	<i>Chairman</i>
Mr. V.H. Pandya	
Mr. Y.K. Bhusan	
Mr. N.K. Bafna	
Mr. Hemant Nahata	
Mr. Lalit Kumar Dangi	<i>Managing Director</i>
Mr. Nawal S. Agrawal	<i>Executive Director</i>
Mr. Yogesh N. Kedia	<i>Executive Director</i>

AUDITORS :

S.C. Kachhara & Co.
Chartered Accountants

R.P. Baradiya & Co.
Chartered Accountants

BANKERS :

The Karur Vysya Bank Ltd.
Bank of India
Bank of Madura Ltd.
Bank of Baroda
Mahesh Sahakari Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS :

System Support Services
209, Shivai Industrial Estate,
89, Andheri Kurla Road,
Saki Naka, Andheri (East),
Mumbai - 400 072.
Tel.: 8503940/8501622
8500835
Fax :8351438

REGISTERED OFFICE :

4th Floor, Podar Chambers,
S.A. Brelvi Road,
Fort, Mumbai 400 001.
Tel.: 2625904/2664018
2623107/2658108
Fax : 2662520.

BRANCH OFFICES :**CHENNAI**

5th Floor, Prince Centre,
709/710, Mount Road,
Chennai 600 006.
Tel.: 8525233/8553964
Fax : 8526297

SURAT

4048, Jash Textile Market,
4th Floor, Ring Road,
Surat 395 002.
Tel: 6522030

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Note : Shareholders are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting.

*Third Annual Report***NOTICE**

Notice is hereby given that the 3rd Annual General Meeting of the Members of Libord Securities Limited will be held on **Monday, the 29th September, 1997 at 4.00 P.M. at Babasaheb Dahanukar Sabhagriha, C/o Maharashtra Chamber of Commerce & Industry, Oricon House, 6th Floor, 12, K. Dubhash Marg (Rampart Row), Fort, Mumbai-400 001** to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet of the Company as at 31st March, 1997 and the Audited Profit and Loss account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a director in place of Dr. R.N. Singh who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a director in place of Mr. V.H. Pandya, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modifications, the following as a SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Section 370 of the Companies Act, 1956, consent of shareholders be and is hereby given to the Board of Directors of the Company, to make any loans to body corporate whether or not under the same management as that of the Company on such terms and such terms and conditions as the Board may think fit and give any guarantee or provide any security, in connection with loans made by any other person to or to any other person by any body Corporate upto a limit of Rs. 1,00,00,000 (Rupees One hundred lacs only) outstanding at any time provided that such making of loans or giving of guarantee of providing of security is in the opinion of the Board made only for furthering the business interest of the Company"

BY ORDER OF THE BOARD

Mumbai,
26th June, 1997.

Dr. R. N. Singh
Chairman

Registered office :

Libord Securities Limited
4th Floor, Podar Chambers,
S.A. Brelvi Road,
Fort, Mumbai-400 001.

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 such proxy need not be a member of the Company.
- 2) Instruments of proxies in order to be effective must be deposited with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
- 3) The register of members of the Company and the share transfer books will remain closed from 16th September, 1997 to 29th September, 1997 (both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.
- 4) Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of items 5 set out above is annexed hereto.
- 5) Members are requested to kindly communicate immediately any change in their address mentioning PIN CODE to the Company's Share Transfer Agents, viz. System Support Services, 209, Shivai Industrial Estate, 89, Andheri Kurla Road, Saki Naka, Andheri (East), Mumbai-400 072.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.****Item No.5**

The Company might from time to time require to make any loans and give guarantees and/or provide security in connection with any loans taken or to give any guarantees to other companies (whether in the same management or not) or persons or bodies corporate.

In view of the increasing activities of the Company it is considered desirable to fix the limit of Rs.100.00 lacs in terms of Section 370 of the Companies Act, 1956 authorising the Board of Directors of the Company, to make any loans and to give any guarantees or provide any security, in connection with loans made by any other person or any body corporate.

None of the Directors are concerned or interested in the said resolution.

DIRECTORS' REPORT

To The Members,
Libord Securities Limited,

Your Directors have pleasure in presenting the 3rd Annual Report along with Audited Accounts of the Company for the year ended 31st March, 1997.

FINANCIAL PERFORMANCE

	(Rs. in Lacs)	
	1996-97	1995-96
Gross Income	34.14	46.85
Gross (Loss)/Profit before Depreciation	(25.46)	10.28
Provision for Taxation and Depreciation	1.38	0.48
and Provision for taxation	—	2.85
(Loss)/Profit after depreciation taxation (PAT)	(26.84)	6.95
Balance brought forward from previous year	7.33	0.38
Transfer from General Reserve	0.05	—
Profit available for appropriations	(19.46)	7.33
Appropriations		
Proposed Dividend	—	—
Surplus carried to balance sheet	—	7.33

REVIEW OF OPERATIONS

Stock Broking

Libord Securities Limited started operations of the Stock Exchange, Mumbai from 31st January, 1996. The turnover (Buy & Sell) for the year 1996-97 is about Rs.600.00 Crores.

The earnings on account of the Brokerage for the year was about Rs.83.96 lacs. The reduction of income was mainly on account of the losses in the investment to the tune of Rs.62.08 lacs on the sale of investment held by the Company.

Our Company is registered with many Mutual Funds & FIs like GIC Mutual Fund, UTI and BOI.

FUTURE OUTLOOK

The Mumbai Stock Exchange has allowed expansion of BOLT to places and has already installed VSATS at our branches viz Kolhapur, Surat and Udaipur. The operations may commence by September, 1997.

FIXED DEPOSITS

Your Company has not accepted any deposits from the public during the period.

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

Your Company has no activities relating to conservation of energy or technology absorption. There were no earnings or outgo in foreign exchange.

ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to Section 217(2A) of the Companies (Amendment) Act, 1988 read with the Companies (Particulars of Employees) (Amendment) Rules, 1990 for the Year ended 31st March, 1997.

Sr. No.	Name, Age and Qualifications	Designation	Remuneration (Rs.)	Experience	Date of Joining LSL	Last Employment held
1.	Mr. Lalit Kumar Dangi 38 years B.Com., F.C.A., Grad C.W.A., A.C.S.	Managing Director	4,00,000	14 Years	31.08.95	Managing Director, Libord Finance Limited

Notes :

1. Remuneration includes Salary and Allowances, and other Monetary value of Perquisites calculated in accordance with Income Tax Rules.
2. No employee is related to any of the Directors of the Company except Mr. Lalit Kumar Dangi, Managing Director who is related to Mr. Hemant Nahata, Director.

Mumbai,
 26th June, 1997.

Dr. R.N. Singh
 Chairman

ACTUAL VS PROJECTIONS

As required under Clause 43 of the Listing Agreement, the comparison of Projections as given in the Prospectus dated 21st April, 1995 as against actual performance of the Company is given below :

For 1996-97	Projections	Performance
Total Income (Rs. in lacs)	388.75	34.14
Profit/Loss after Tax (Rs. in lacs)	163.10	(26.84)
Dividend (% age)	20	—
Earnings per share (in Rs.)	3.26	—

Reasons for variation :

- a) The Broking activities could not earn as per expectation because of sluggish primary & secondary market.
- b) The funds invested in secondary market operations and investment banking could not give the desired yield because of sluggish market.

PERSONNEL

Your Directors place on record their appreciation for the valuable contribution made by the staff members of the Company.

As required under provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Amendment Rules, 1990, the names and other particulars of the employees are set out in the Annexure to the Directors Report.

DIRECTORS

Mrs. Vandana Dangi and Mr. V.L. Jain, Directors resigned from the Board due to personal reasons.

Your Directors place on record their appreciation of the services rendered by Mrs. Vandana Dangi and Mr. V.L. Jain as Directors of the Company.

Dr. R.N. Singh and Mr. V.H. Pandya retire by rotation at this Annual General Meeting and being eligible offer themselves for reappointment.

AUDITORS

M/s S.C.Kachhara & Co., and M/s R.P. Baradiya & Co., Chartered Accountants, Auditors of the Company, retire at the conclusion of this Annual General Meeting and being eligible, are recommended for reappointment.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the active support given by Banks, Investors, Share holders, Brokers, Employees and Customers for their continued support to the Company.

For and on behalf of the Board

Mumbai,
 26th June, 1997.

Dr. R.N. Singh
 Chairman