

ANNUAL REPORT 1998-99



SMIFS CAPITAL MARKETS LIMITED



BOARD OF DIRECTORS

Mr. S. A. Shah, *Chairman*

Mr. R. Maheswari

Mr. A. K. Kayan

Mr. U. Parekh

Mr. K. Parekh

Mr. P. V. S. Raju

Mr. William Da'Silva, *Executive Director*

COMPANY SECRETARY-CUM-VICE PRESIDENT (Legal)

Mr. Saibal Chandra Pal

AUDITORS

R. P. Dalmia & Co., *Chartered Accountants*

BANKERS

ANZ Grindlays Bank Ltd.

UTI Bank Ltd.

American Express Bank Ltd.

State Bank of India

Canara Bank

Bank of America

Citibank N.A.

REGISTERED OFFICE

Vaibhav, 4, Lee Road, Calcutta - 700 020

BRANCH OFFICES

Ahmedabad, Bangalore, Chennai, Hyderabad, Mumbai, New Delhi



Director's Report

To the Members,

Your Directors have pleasure in presenting their Sixteenth Annual Report together with the Audited Accounts for the year ended 31st March, 1999.

The results of the financial year 1998-99 of your Company are as follows:

PERFORMANCE AND FINANCIAL RESULTS

(Rupees in Million)

	Year ended 31.3.99	Year ended 31.3.98
Profit / (Loss) Before Tax	(129.65)	(202.69)
Less: Provision for Taxation	0.01	(1.73)
Profit / (Loss) After Tax	(129.64)	(204.42)
Transfer to Reserve fund in terms of Section 45 1(c) of RBI Act, 1934	NIL	NIL
Less: Provision for substandard and doubtful assets	(46.60)	(40.83)
Balance brought forward from previous year	(239.32)	5.93

APPROPRIATIONS

Transfer to General Reserve	NIL	NIL
Proposed Dividend	NIL	NIL
Balance carried to Balance Sheet	(415.56)	(239.32)

CAPITAL AND DIVIDEND

In view of loss incurred during the year and resultant restrictions imposed by the Companies Act, 1956 the Company was not able to redeem the 2,00,000 13.5% First Series Redeemable Cumulative Preference Shares ('Preference Shares') of Rs. 100/- each aggregating Rs. 20 million which were due for redemption in the previous year but could not be redeemed for similar reasons. The company has submitted a proposal to the subscriber for modification of the terms of the issue. Further due to the loss incurred during the year no dividend can be recommended on the Equity Shares.

CAPITAL ADEQUACY

Your Company has followed the Non-Banking Financial Companies Prudential Norms (Reserve Bank) direction, 1998 for recognition of income, asset classification, provisioning of non-performing assets and capital adequacy. As on 31st March, 1999 non - performing assets accounted for 17.19 per cent

of the total assets and the capital adequacy worked out to 45.41 per cent which is substantially higher than 12 per cent required by Reserve Bank of India (RBI) guidelines.

FIXED DEPOSIT

Your company stopped acceptance of fixed deposits w.e.f. 15.7.97. Outstanding fixed deposits as on 31st March, 1999 amounted to Rs. 8.59 million. Your Company offered premature re-payment to all the fixed deposit holders whose deposits were to mature after 31st December, 2000. An amount of Rs.0.39 million is outstanding against 28 Fixed Deposits which were not claimed on maturity.

Balance outstanding against the 11% Unsecured Non-Convertible Debentures of Rs. 100/- each ('Debentures') stood at Rs. 15 million against Rs.20 million in the previous year. The Company redeemed Debentures aggregation Rs. 5 million during the year. Rate of interest on the Debentures was reduced from 18% to 11% on mutual consent. As regards creation of Debenture Redemption Reserve reference is drawn to note no 16 of the notes to accounts.

AMALGAMATION OF GUJARAT SECURITIES LIMITED (GSL) WITH THE COMPANY

Petitions for confirmation of the amalgamation of GSL with effect from 1-4-97 with your company is pending with the Hon'ble High Courts at Calcutta and Ahmedabad. The Scheme of Amalgamation was to be sanctioned within 31st December, 1998 and your Board of Directors being authorised by the Scheme, extended the tenure of the Scheme of Amalgamation upto 30th June, 1999 and subsequently upto 31st December, 1999. The Court Orders will be issued once the petitions comes up for hearing.

YEAR IN RETROSPECT AND FUTURE GROWTH

Your Company is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI). As directed by SEBI all registered Merchant Bankers, w.e.f. 1st July 1998, have been prohibited from engaging in any activities which are not related to the securities market. Accordingly the Company has w.e.f. 1st July 1998, discontinued the businesses of Leasing, Hire Purchase, Bill Discounting and placement of Inter Corporate Deposits. However, agreements contracts/ obligations outstanding as on 30th June 1998, related to the said discontinued activities shall be honoured until maturity. Merchant Banking and activities related to the Security markets



shall continue to be the main thrust areas for your Company.

SUBSIDIARY

Copy of the Annual accounts, Directors Report and Auditors' Report of SMIFS Securities Ltd., a wholly - owned subsidiary, are annexed to this Report as required under section 212 of the Companies Act, 1956.

Petitions under Sections 392 and 394 of the Companies Act, 1956 have been filed with the Hon'ble High Courts at Calcutta and Mumbai for amalgamation of YSN Securities Private Limited with SMIFS Securities Limited. Hon 'ble High Courts at Mumbai and Calcutta have issued orders confirming the petitions and the formalities with the Registrar of Companies is being complied. The appointed date of the amalgamation of the two companies is 01.04.98 and as at 31.3.99 accounts of YSN Shares & Securities Pvt Ltd., will be incorporated in the accounts of SMIFS Securities Ltd., once the Registrar of Companies compliances are completed. The Annual General Meeting held on 30.10.99 has been adjourned in view of the statutory compliances remaining to be completed

Y2K COMPLAINE

Your Company has drawn up a programme to monitor the year 2000 (Y2K) compliance of its systems. The process has been completed by September 1999. The risk, if any, is controllable with contingency plans developed and will not pose any significant problem for the company's business processes.

CONSERVATION OF ENERGY, THECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

Particulars required to be furnished by the Companies

Place : Calcutta

Date : 30th day of October, 1999

Regd Office:

4, Lee Road

'Vaibhav'

Calcuta 700 020

(Disclosure of particulars in the Report of the Board of Directors) Rules, 1988.

Part A and B pertaining to conservation and technology absorption is not applicable to the Company ;

Foreign Exchange earnings and outgo Rs. 0.56 million

DIRECTORS

Mr A. Kayan and Mr P.V.S. Raju, Directors retire by rotation in accordance with the requirement of the Companies Act, 1956 and Articles of Association of the Company and being eligible offer themselves for re-appointment.

AUDITORS

M/s. R. P. Dalmia & Co., Chartered Accountants, Statutory Auditors of your company hold office until the conclusion of this Annual General Meeting and their re-appointment is recommended. Your Company has received a certificate from them to the effect that their re-appointment, if made, would be within the limits prescribed under section 224(1) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

Particulars of employees who are in receipt of remuneration of or in excess of the amount prescribed under Section 217(2A) of Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is annexed to this report.

ACKNOWLEDGEMENTS

The Board of Directors place on record their gratitude for the co-operation, patronage and assistance received from corporate customers, Reserve Bank of India, the Securities Exchange Board of India ('SEBI'), Financial Institutions, Banks, Merchant Bankers, and thank them for their continued support.

On behalf of the Board of Directors

S .A. SHAH
Chairman

Statement of Particulars of Employees, pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 forming part of the Directors' Report for the year ended 31st March, 1999

Name	Age (Yrs) Designation	Gross Remuneration	Qualification	Experience (Yrs)	Date of commence- ment of Employment	Previous Employment
William Da'Silva	47 years Executive Director	10,91,100	B.A. (Hons) CAIIB	25 years	19.5.94	SBI Capital Markets Limited



Auditor's Report

To the Shareholders,

We have audited the attached Balance Sheet of **SMIFS CAPITAL MARKETS LIMITED** as at 31st March, 1999 and the Profit & Loss Account for the year ended on that date, annexed thereto and report that;

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of such books;
- (c) The Balance Sheet and Profit & Loss Account dealt with by the report are in agreement with the books of account;
- (d) In our opinion, the Profit & Loss Account and Balance sheet comply with the Accounting standards referred in section 211(3C) of the Companies Act, 1956.
- (e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with Notes thereon, given in schedule N, give the information as required by the Companies Act, 1956, in the manner so required, and give a true and fair view;
 - i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 1999.
 - and
 - ii) In the case of Profit & Loss Account of the loss of the Company for the year ended on that date.

As required by Manufacturing and Other Companies (Auditors' Report) Order, 1988 and on the basis of such checks as we considered appropriate and on the basis of the information and explanations given to us during the course of the audit, we further report on the matters specified in the paragraph 4 and 5 of the said Order, as are in our opinion applicable to the Company for the year under review.

1. The Company has maintained adequate records to show full particulars, including quantitative details and situation of its fixed assets. As explained to us, the fixed

assets have been physically verified by the management at reasonable intervals and no discrepancy between the book records and physical inventory has been noticed on such verification.

2. The Company has not revalued any of its fixed assets during the year.
3. The stock of shares & securities has been physically verified by the management at reasonable intervals, no discrepancies have been noticed on such verification. The procedure followed by the management for the physical verification is, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business. In our opinion, the valuation of such stocks is fair and proper and in accordance with normally accepted accounting principles and is on the same basis as in the preceding year.
4. The Company has taken unsecured loan, from a Company listed in the register maintained under Section 301 of the Company Act, 1956. Rate of interest and other terms and condition of such loan are not prima facie prejudicial to the interest of the Company. Subject to this, the Company has not taken any others loans from parties listed in the register maintained under Section 301 and Section 370(1-C) of the Companies Act, 1956.
5. The Company has not granted any loans to companies, firms, & other parties, listed in the register maintained under section 301 and section 370(1-C) of the Companies Act, 1956.
6. The parties to whom loans or advances in the nature of loans have been given by the Company are repaying the principal amount as stipulated and are regular in payment of interest. Interest amounting to Rs.1,987,287 which was past due for more than six month, in case of certain parties has been reversed in the books during the year. Interest for the year in such cases has also not been accounted for as stated in note no. 14 (c) of schedule N. Steps as legally advised are been taken to recover the amount from such parties. Advances in the nature of loans given to the employees



and interest thereon are being repaid as stipulated.

7. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for purchase of shares & securities and other assets and for the sale thereof.
8. In our opinion and according to the information and explanations given to us, the transactions of purchase and sale of shares and securities made in pursuance of contracts or arrangements in the registers maintained under section 301, aggregating during the year to Rs. 50,000 or more in respect of each party, have been made at prices which are reasonable having regard to prevailing market prices for such shares and securities and prices for similar transactions made with other parties, except for services rendered for which there are no comparable market prices / rates.
9. As explained to us and according to information and explanations given to us, the Company has complied with the provisions of section 58A of the Companies Act, 1956 and the Rules made thereunder and with the Directives issued by the Reserve Bank of India, with regard to deposits accepted by it.
10. In our opinion the Company has an internal audit system, which is commensurate with the size and nature of its business.
11. According to the information and explanations given to us and as per records, the Company has been regular in depositing Provident Fund with the appropriate

authority. As explained the Company was granted exemption from the provision of Employees State Insurance Act, 1948 up to 24th. November 1998. The Company has applied for exemption for the period as explained in note no.5 of schedule 'N'.

12. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, wealth-tax, sales-tax and custom duty were outstanding as at 31st March, 1999 for a period of more than six months from the date they become payable. Excise duty is not applicable to the Company.
13. According to the information and explanations given to us and records of the Company examined by us, no personal expenses have been charged to revenue account other than those payable under contractual obligations or in accordance with generally accepted business practice.
14. Adequate documents and records have been maintained in respect of loans granted by the Company against pledge of shares, debentures, and other securities.
15. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of transactions and contracts as to dealings in shares, securities, debentures and other investments and timely entries have been made therein. The same have been held by the Company in its own name except to the extent of exemption granted under section 49 of the Companies Act, 1956 or subject to note No.15 of schedule N or are in the process of transfer in its name or held with valid transfer forms.

Marshal House, Room No. 853
33/1, Netaji Subhas Road,
Calcutta - 700 001.

For R. P. Dalmia & Co.
Chartered Accountants

R. P. Dalmia
Proprietor

Dated : The 31st day of July, 1999.



Balance Sheet as at 31st March '99

	SCHEDULE No.	As at 31st March, 1999 Rs.	As at 31st March, 1998 Rs.
SOURCES OF FUNDS			
1) Shareholders' Funds			
a. Capital	A	75,850,000	75,850,000
b. Reserve and Surplus	B	454,575,000	565,508,801
		530,425,000	641,358,801
2) Loan Funds			
a. Secured Loans	C	87,534,547	131,179,051
b. Unsecured Loans	D	224,402,790	262,348,630
		311,937,337	393,527,681
		842,362,337	1,034,886,482
APPLICATION OF FUNDS			
1) Fixed Assets	E		
a. Gross Block		903,554,519	904,749,468
b. Less: Depreciation		397,481,534	323,110,226
Lease Terminal Adjustment Account		185,084,949	114,772,664
c. Net Block		320,988,036	466,866,578
2) Investments	F	246,694,017	265,654,411
3) Current Assets, Loans & Advances	G		
a. Current Assets		168,494,075	334,808,160
b. Loans & Advances		254,295,517	263,400,927
		422,789,593	598,209,087
Less: Current Liabilities & Provisions	H		
a. Current Liabilities		119,110,166	246,249,985
b. Provisions		94,313,509	49,606,921
		213,423,675	295,856,906
Net Current Assets		209,365,918	302,352,181
4) Miscellaneous Expenditure (to the extent not written off or adjusted)			
Share Issue Expenses		6,659	13,312
5) Profit & Loss Account		65,307,707	—
		842,362,337	1,034,886,482
NOTES TO THE ACCOUNTS	N		

As per our report of even date attached
For **R. P. Dalmia & Co**
Chartered Accountants

S. A. Shah
Chairman

(**R. P. Dalmia**)
Proprietor

S. C. Pal
Company Secretary
Cum Vice President (Legal)

W. Da'Silva
Executive Director

Calcutta
The 31st day of July 1999



Profit and Loss Account for the year ended 31st March, 1999

	SCHEDULE No.	For the year ended 31st March, 1999		For the year ended 31st March, 1998	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales			999,134,234		1,461,489,289
Lease & Hire Purchase Income	I		119,518,733		148,799,291
Capital Market Operations			(23,905,602)		9,185,637
Merchant Banking Operations			13,823,496		21,109,533
Other Income	J		13,211,997		10,323,450
Increase / (Decrease) in Stock	K		(137,460,720)		44,115,587
			<u>984,322,138</u>		<u>1,695,022,787</u>
EXPENDITURE					
Purchases			881,823,780		1,564,242,616
Payments received / made for settlement of contracts (net)			12,183,717		2,067,803
Lease / Hire Purchase Expenses			1,271,475		5,121,331
Operating & Administration Expenses	L		30,439,025		35,068,616
Income Reversal of Earlier Years			1,987,287		23,212,954
Irrecoverable Balances Written Off			565,480		10,166,244
Share Issue Expenses written off			6,653		6,653
Interest	M		39,225,721		33,453,921
Depreciation			75,783,768		123,113,415
Lease Equalisation			70,683,316		101,259,528
			<u>1,113,970,222</u>		<u>1,897,713,081</u>
PROFIT/ (LOSS) BEFORE TAX			(129,648,084)		(202,690,294)
Provision for Taxation (Including Wealth Tax)		20,000		1,705,012	
Short/(Excess) Provision of Tax for earlier years		(31,566)		27,387	
			(11,566)		1,732,399
PROFIT / (LOSS) AFTER TAX			(129,636,518)		(204,422,693)
(Debit) / Credit balance brought forward			(239,316,199)		5,936,059
Provision for sub-standard and doubtful assets			(46,604,990)		40,829,565
AMOUNT AVAILABLE FOR APPROPRIATION			<u>(415,557,707)</u>		<u>(239,316,199)</u>
APPROPRIATIONS					
Balance carried to Balance Sheet			(415,557,707)		(239,316,199)
			<u>(415,557,707)</u>		<u>(239,316,199)</u>

NOTES TO THE ACCOUNTS N

As per our report of even date attached
For **R. P. Dalmia & Co**
Chartered Accountants

(R. P. Dalmia)
Proprietor

Calcutta
The 31st day of July 1999

S. C. Pal
Company Secretary
Cum Vice President (Legal)

S. A. Shah
Chairman

W. Da'Silva
Executive Director



Schedules Annexed to and forming part of Accounts as at 31st March, 1999

	31st March, 1999 Rs.	Rs.	31st March, 1998 Rs.	Rs.
SCHEDULE 'A'				
SHARE CAPITAL				
Authorised:				
30,000,000 Equity shares of Rs. 10 each		300,000,000		300,000,000
2,000,000 Preference Shares of Rs. 100 each		200,000,000		200,000,000
		<u>500,000,000</u>		<u>500,000,000</u>
Issued, Subscribed & Paid up:				
5,585,000 Equity Shares of Rs 10 each, fully paid		55,850,000		55,850,000
Out of the above shares, 2,400,000 shares of Rs. 10 each fully paid up has been issued by way of Bonus Shares by capitalisation of General Reserves				
200,000 13.5% First Series Redeemable Cumulative Preference Shares of Rs. 100 each (Redeemable on or before 31.03.2000)		20,000,000		20,000,000
		<u>75,850,000</u>		<u>75,850,000</u>
SCHEDULE 'B'				
RESERVES & SURPLUS				
Capital Redemption Reserve				
As per last Balance Sheet	20,000,000		10,000,000	
Transferred from General Reserve	—		10,000,000	
		20,000,000		20,000,000
Share Premium				
As per last Balance Sheet		433,725,000		433,725,000
General Reserve:				
As per last Balance Sheet	350,250,000		360,250,000	
Less : Transferred to Capital Redemption Reserve	—		(10,000,000)	
	350,250,000		350,250,000	
Less : Debit balance in Profit & Loss Account	(350,250,000)		(239,316,199)	
		—		110,933,801
Reserve Fund [in terms of Section 45 IC(1) of Reserve Bank of India Act, 1934]				
As per last Balance Sheet		850,000		850,000
		<u>454,575,000</u>		<u>565,508,801</u>
SCHEDULE 'C'				
SECURED LOANS				
Term Loans from a Bank				
- Secured by hypothecation of such leased assets which are acquired from the funds advanced by the bank and also by pledge of shares [Payable within one year Rs. 12,000,000 (Rs. 19,260,000)]		23,452,485		51,535,000
- Secured by hypothecation of vehicles (Payable within one year Rs. 609,716 (Rs.447,847)		1,281,276		1,500,996
Assets taken on hire purchase				
[Payable within one year Rs. Nil (Rs. 17,981,799)]		—		17,981,799
Loan From a Body Corporate				
Secured by Mortgage of the Company's immovable properties situated at Wood Street, Calcutta		62,800,786		60,161,256
		<u>87,534,547</u>		<u>131,179,051</u>
SCHEDULE 'D'				
UNSECURED LOANS				
11% (18%) Non-Convertible Debentures of Rs.100 each (interest payable on redemption, redeemable on or before 31.03.2000)		15,000,000		20,000,000
From Bodies Corporate (Short Term)		103,521,235		113,963,541
Fixed Deposits (Repayable within one year Rs. 5,781,000 (Rs.6,654,000)		8,595,000		16,044,000
Deposits from Customers		97,286,555		112,341,089
		<u>224,402,790</u>		<u>262,348,630</u>

Schedules Annexed to and forming part of Accounts as at 31st March, 1999

SCHEDULE - 'E'
FIXED ASSETS

Particulars	Gross Block (Cost)				Depreciation				Lease Adjustment		Net Block	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
	As on	Additions	Deductions	As on	As on	For the	Adj. for	As on	As on	As on	As on	
	01.04.98			31.03.99	01.04.98	year	the year	31.03.99	31.03.98	31.03.99	31.03.99	31.03.98
A. Assets on Lease												
Plant & Machinery	747,843,757	—	—	747,843,757	279,628,210	65,444,570	—	345,072,780	114,285,181	184,681,874	218,089,103	353,930,366
Motor Vehicles	257,333	—	257,333	—	51,632	21,767	73,399	—	19,646	—	—	186,055
Computers	11,527,910	—	669,239	10,858,671	6,271,443	1,868,080	325,450	7,814,073	414,812	37,660	3,006,938	4,841,655
Office Equipments	1,204,099	—	—	1,204,099	226,242	57,195	—	283,437	53,025	365,415	555,247	924,832
Sub Total (A)	760,833,099	—	926,572	759,906,527	286,177,527	67,391,612	398,849	353,170,290	114,772,664	185,084,949	221,651,288	359,882,908
Previous year	786,343,181	3,170,950	28,681,032	760,833,099	198,383,344	114,161,914	26,367,731	286,177,527	—	114,772,664	359,882,908	
B. Other Assets												
Furniture and Fixtures	14,386,698	396,617	301,681	14,481,634	6,637,828	1,422,556	119,120	7,941,264	—	—	6,540,370	7,748,870
Office Equipment	5,666,465	—	5,690	5,660,775	2,137,997	490,448	833	2,627,612	—	—	3,033,163	3,528,468
Vehicles	7,768,448	858,192	1,191,284	7,435,356	2,854,285	1,303,494	722,247	3,435,532	—	—	3,999,824	4,914,163
Electrical Installations	1,717,443	53,186	54,400	1,716,229	638,225	153,002	22,309	768,918	—	—	947,311	1,079,218
Computers	3,720,381	98,025	146,468	3,671,938	2,606,287	458,300	131,690	2,932,897	—	—	739,041	1,114,094
Air Conditioners	2,890,353	—	66,099	2,824,254	1,125,481	241,864	17,413	1,349,932	—	—	1,474,322	1,764,872
Buildings	107,380,931	91,225	—	107,472,156	20,932,596	4,322,492	—	25,255,088	—	—	82,217,068	86,448,335
Land	385,650	—	—	385,650	—	—	—	—	—	—	385,650	385,650
Sub Total (B)	143,916,369	1,497,245	1,765,622	143,647,992	36,932,699	8,392,156	1,013,611	44,311,244	—	—	99,336,748	106,983,670
Previous Year	136,244,147	9,411,051	1,738,829	143,916,369	29,082,728	8,951,501	1,101,530	36,932,699	—	—	106,983,670	
Total (A+B)	904,749,468	1,497,245	2,692,194	903,554,519	323,110,226	75,783,768	1,412,460	397,481,534	—	185,084,949	320,988,036	466,866,578
Previous Year	922,587,328	12,582,001	30,419,861	904,749,468	227,466,072	123,113,415	27,469,261	323,110,226	—	114,772,664	466,866,578	

Notes :

1) Buildings include cost of following securities:-

- 5 Fully paid Shares of Rs. 50 each - Rs. 250 (Rs. 250) in Makers Chamber - VI Premises Co-operative Society Ltd., Bombay.
- 450 Fully paid Equity Shares of Rs. 100 each - Rs. 45,000 (Rs. 45,000) and 38 Fully paid Debentures of Rs. 10000 each - Rs. 380,000 (Rs. 380,000) in R. R. Investments & Estates Ltd. Bombay.
- 5 Fully paid Shares of Rs. 50 each - Rs. 250 (Rs. 250) in Pearl Mansion Co-operative Housing Society Ltd., Bombay.

2) Land at Khandala has since been sold.