



Swarna Securities Limited

16th ANNUAL REPORT

2005 - 2006

Registered Office :
27-21-36, Swarna House, 1st Floor
Kaleswara Rao Road, Governorpet
VIJAYAWADA - 520 002
Phone : 2575928

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****BOARD OF DIRECTORS**

Sri M. MURALI KRISHNA	..	Chairman & Managing Director
Sri M. VENKATESWARA RAO	..	Director
Sri PRADEEP KUMAR	..	Director
Sri K. SRIDHAR	..	Director
Sri T.V.S. JAWAHARLAL NEHRU	..	Director
Smt. V. Lakshmi Devi	..	Director

REGISTERED OFFICE

27-21-36, Swarna House, I Floor
Kaleswara Rao Road, Governorpet
VIJAYAWADA - 520 002

AUDITORS

M/s. SESHADRY & COMPANY
Chartered Accountants
UGF 1 & 2, Ammana Estates
Prakasam Road, Governorpet
VIJAYAWADA - 520 002

BANKERS

PUNJAB NATIONAL BANK
Convent Street
VIJAYAWADA - 520 001

16th ANNUAL GENERAL MEETING

Day, Date	:	Thursday 6th July, 2006
Venue	:	Hotel Swarna Palace, Eluru Road Vijayawada-2
Time	:	10.00 A.M.

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****N O T I C E**

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of the Company will be held on Thursday, the 6th day of July, 2006 at Hotel Swarna Palace, Eluru Road, Vijayawada-2 at 10.00 AM to transact the following business:

AS ORDINARY BUSINESS :

01. To receive and adopt the Audited Profit and Loss Account for the year ended 31st March, 2006 and the Audited Balance Sheet as at that date and the report of the Directors' and Auditors thereon.
02. To appoint a Director in place of Sri M. Venkateswara Rao, who retires by rotation and being eligible, offers himself for re-appointment.
03. To appoint M/s. Seshadry & Co. Chartered Accountants, who retire at the conclusion of this Annual General Meeting, as auditors of the company and for the purpose of the same, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED that M/s. Seshadry & Co., Chartered Accountants, Vijayawada be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting on a remuneration that may be fixed by the Board of Directors."

AS SPECIAL BUSINESS

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

"RESOLVED that pursuant to section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, Sri M. Murali Krishna, be and is hereby re-appointed as Chairman & Managing Director of the Company for a period of 3 years with effect from 01.06.2006 without any remuneration".

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

"RESOLVED that pursuant to Article No.22 of the Memorandum and Articles of Association of the Company Smt. V. Lakshmi devi be and is hereby appointed as Director of the Company liable to retire by rotation".

BY ORDER OF THE BOARD

Regd. Office: 27-21-36, Swarna House
I Floor, Kaleswara Rao Road,
Governorpet, Vijayawada-2.

Date : 07.06.2006

(sd)
M. MURALI KRISHNA
Chairman & Managing Director

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****N O T I C E****NOTES :**

01. 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 A PROXY NEED NOT BE A MEMBER. THE PROXY FORMS, IN ORDER TO BE EFFECTIVE, SHALL BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
02. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 3rd day of July, 2006 to Thursday, the 6th day of July, 2006 (both days inclusive).
03. Shareholders desiring any information as regards accounts are requested to write to the Company seven days before the date of the Meeting so as to enable the Company to keep the information ready at the meeting.
04. The Explanatory Statement to U/s.173(2) of the Companies Act, 1956 is annexed hereto.
05. As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.

**PARTICULARS OF DIRECTORS APPOINTED / RE-APPOINTED IN PURSUANCE
TO CLAUSE 49 OF THE LISTING AGREEMENT.**

01. Sri M. Venkateswara Rao has more than 30 years experience in the fields of Hire Purchase Finance and Construction. He is a Director of M/s.Muthavarapu Leasing Limited.
02. Sri M. Murali Krishna is the promoter director of the Company. He is a post graduate in commerce and has more than 2 decades of experience in Hire Purchase Finance. He is a Director of M/s.Siva Credits Limited and M/s.Muthavarapu Leasing Limited.
03. Smt. V. Lakshmi devi has more than 10 years of business experience. She does not hold any other directorships in public limited companies.

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956****item No.4**

Sri M. Murali Krishna, is one of the promoters of the Company and is looking after the affairs of the Company since its inception. He has been instrumental for the growth and development of the company and his re-appointment as Managing Director would be to the best advantage of the Company. The Board of Directors at its meeting on 07.06.2006 has re-appointed Sri M. Murali Krishna as Managing Director of the Company for a period of 3 years with effect from 01.06.2006.

The Directors recommend the passing of the above resolution.

Sri M. Venkateswara Rao is interested in the above resolution as father of Mr. M. Murali Krishna.

Item No.5

Smt. V. Lakshmi Devi was appointed as additional director of the Company on 24.01.2006 by Board of Directors. According to provisions of Section 260 of the Companies Act, 1956, she holds office until the conclusion of the ensuing Annual General Meeting. Notice was received from a member signifying his intension to propose the appointment of Smt. V. Lakshmi devi as a Director along with a deposit of Rs.500. Directors feel that her appointment shall be of advantage to the company.

The Directors recommend the passing of the above resolution.

Sri M. Murali Krishna and Sri M. Venkateswara Rao are interested in the above resolution as brother and father of Smt. V. Lakshmi Devi respectively.

Copy of the Memorandum and Articles of Association shall be available for inspection at the registered office of the Company between 10.00 A.M. to 6.00 P.M. on all working days.

BY ORDER OF THE BOARD

Regd. Office: 27-21-36, Swarna House
I Floor, Kaleswara Rao Road,
Governorpet, Vijayawada-2.

Date : 07.06.2006

(sd)

M. MURALI KRISHNA
Chairman & Managing Director

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****DIRECTORS' REPORT**

Your Directors take pleasure in presenting their 16th Annual Report and the audited financial statements of the Company for the year ending 31st March, 2006.

FINANCIAL RESULTS	(Rupees in Lakhs)	
	CURRENT YEAR	PREVIOUS YEAR
Total Income	56.78	50.37
Less: Expenditure	48.86	58.84
Profit before depreciation	07.92	-08.47
Less: Depreciation	02.31	02.50
Profit before tax	05.61	-10.97
Less: Provision for Taxation	04.55	02.29
Profit after tax	01.06	-13.26
Less: Reserve Fund	00.20	00.00
	00.86	-13.26
Add: Surplus carried forward	-63.42	-50.16
Balance Carried to Balance Sheet	-62.56	-63.42

DIVIDEND :

The Board of Directors do not recommend any dividend for the year 2005-06.

REVIEW OF OPERATIONS :

During the year under review your company has concentrated on three wheeler loans and loans on properties. As a result of this diversification the company could increase the disbursements and sustain the growth rate which is evident from the financial results given above.

PUBLIC DEPOSITS :

The Company had neither accepted nor held any public deposits during the year under review. In pursuance to Clause 5 (Part III) of the Non-Banking Finance Companies (Reserve Bank) Directions, 1998, your Directors wish to state that as on 31st March, 2006 there are no depositors who have not claimed or to whom the amount was not paid by the Company after the date on which the deposits became due for repayment and as on date there are no deposits that are matured and remained unclaimed or deposits that are claimed and remained unpaid.

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****FINANCE :**

Your Company is availing a Cash Credit facility from Punjab National Bank, Vijayawada-1 to the extent of Rs.100 Lakhs. Your Company has further issued secured redeemable Non-Convertible Debentures of Rs.100/- each on private placement basis to the tune of Rs.41.70 lakhs (Series-O) and Rs.48.08 Lakhs (Series-P). While Series-L, Series-M and Series-N are redeemed in full during the year under review, Series-Q is open for subscription on private placement basis.

FUTURE PROSPECTS :

The future of Non-Banking Finance Companies in the Indian Financial market is becoming gloomy even though its presence is inevitable due to non encouragement from all sections of the market including banks, Government etc. However, your company shall make its best efforts to sustain the growth recorded in the past by diversifying and combining other related businesses with the main object and in the process optimize the profits.

DIRECTORS :

Sri M. Venkateswara Rao who retires by rotation in the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The company has received notice for appointment of Smt. V. Lakshmi Devi as a director of the Company who has been appointed as additional director by the board. Approval of the shareholders is also being sought for the re-appointment of Sri M. Murali Krishna as Managing Director of the Company for a period of 3 years with effect from 01.06.2006.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' responsibility statement, your Directors wish to confirm that :

- (i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- (ii) Such accounting policies have been selected and applied consistently and judgements and estimates are made 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 year and of the profit or loss of the Company for that period.
- (iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting any fraud or other irregularities;
- (iv) Accounts for the financial year ended on 31st March, 2006 are prepared on a going-concern basis.

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****AUDITORS :**

M/s.Seshadry & Company, the auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and they have intimated that their re-appointment, if made, would be within the limits prescribed under Section 224(1-B) of the Companies Act, 1956.

OBSERVATIONS OF AUDITORS :

The Observations made in the audit report are self-explanatory as given in the notes of accounts attached thereto.

LISTING:

The shares of the Company were listed in Mumbai and Hyderabad Stock Exchanges and the listing fee has been paid upto financial year 2005-06.

CORPORATE GOVERNANCE :

A detailed report on Corporate Governance along with the certificate from the auditors of the Company regarding compliance of Corporate Governance as stipulated under Clause 49 of the listing agreement is attached to this report.

HUMAN RESOURCES :

There are no employees covered by Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended.

ADDITIONAL INFORMATION:

Your Company not being a Manufacturing Company is advised that Forms A & B of the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 requiring the disclosure of particulars regarding conservation of energy and technology absorption, are not applicable.

There has been no foreign exchange inflow or outgo in the current year.

APPRECIATION :

Your Directors wish to place on record their sincere appreciation to the Company's Customers, Bankers, Financial Institutions, Debenture Holders and share holders for their continued support and faith in the Company. A word of appreciation is also due to the employees of the Company for their hard work and commitment.

For and on behalf of the Board

Place: VIJAYAWADA

Date : 07.06.2006

(sd)

M. MURALI KRISHNA

Chairman & Managing director

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT****REPORT ON CORPORATE GOVERNANCE**

- I. Your Company has been practicing the principles of good corporate governance and lays a strong emphasis on transparency, accountability and integrity. All the matters of strategy, significant developments etc are routinely placed before the Board. The Audit, Share Transfer and Investor Grievance Committees meet regularly to consider the aspects relevant to each committee.

II. **BOARD OF DIRECTORS :**

- a) Composition and Category of directors as on 31st March, 2006.

Category	No.of Directors
Promoter Directors	1
Executive Directors	1
Non-Executive, Independent Directors	4
Total	6

- b) Attendance of each Director at the Board Meetings and the last AGM.

Director	No.of Board Meetings held	No.of Board Meetings Attendance	Last AGM Attendance (Yes/No)
Sri M. Venkateswara Rao	8	8	Yes
Sri M. Murali Krishna	8	8	Yes
Sri Pradeep Kumar	8	8	Yes
Sri K. Sridhar	8	8	Yes
Sri T.V.S. Jawaharlal Nehru	8	8	Yes
Smt. V. Lakshmi Devi (appointed on 24.1.2006)	0	0	No

- c) Number of Other Directorships or Board Committees he/she is a member or Chairperson of

Name of Director	Number of Director-ships	No.of Member ships in Board Committees Other than SSL	Whether Member or Chairman
Sri M. Venkateswara rao	4	--	
Sri M. Murali Krishna	5	1	Chairman
Sri Pradeep Kumar	2	--	
Sri K. Sridhar	1	1	Chairman
Sri TVS Jawaharlal Nehru	0	-	
Smt. V. Lakshmi Devi	0	-	

SWARNA SECURITIES LIMITED**16th ANNUAL REPORT**

d) Number of Board Meetings held and dates on which held

Seven Board Meetings were held during the financial year from 01.04.2005 to 31.03.2006. The dates on which the meetings were held are as follows:

26.04.2005, 09.06.2005, 11.07.2005, 27.07.2005, 27.10.2005, 26.12.2005 and 24.01.2006.

III. AUDIT COMMITTEE :

a) Terms of Reference :

The responsibilities of the audit committee include the overseeing of the financial reporting process to ensure a proper disclosure of the financial statements; recommending appointment / removal of the external auditors and fixing their remuneration; reviewing the quarterly, half yearly and annual financial results before submission to the Board; reviewing the adequacy of internal control systems; structure and staffing of the internal audit function, reviewing findings of the internal investigations and to make recommendations to the Board on any matter relating to the financial management of the Company including the Audit Report.

b) Composition

The Audit Committee consists of the following non-executive Directors

1. Sri Pradeep Kumar	Chairman
2. Sri K. Sridhar	Member
3. Sri T.V.S. Jawaharlal Nehru	Member

c) Meetings and Attendance of the Audit Committee during the year

A total of 4 meetings were held during the financial year from 01.04.2005 to 31.03.2006 on 26.04.2005, 27.07.2005, 27.10.2005 and 24.01.2006

All the Members and the Chairman attended all the meetings.

IV. SHAREHOLDERS COMMITTEE :

The Board has constituted the Shareholders committee which looks into shareholders and investors grievances. The following are the members of the Committee.

-
1. Sri Pradeep Kumar
 2. Sri K. Sridhar
 3. Sri T.V.S. Jawaharlal Nehru
-

During the year 2005-06, a total number of 536200 shares were transferred and as at 31st March, 2006 there are No Equity shares pending for transfer.