

for **CHOKHANI SECURITIES LIMITED**

H. Chokhani

DIRECTOR / AUTHORISED SIGNATORY

**TENTH ANNUAL REPORT
2002 – 2003**

Report  junction.com

CHOKHANI SECURITIES LIMITED

Regd. Office :

9/16, D, Fort Mansion, British Hotel Lane,
Off : Bombay Samachar Marg, Fort,
Mumbai – 400 023.

Tel.: (91-22) 2267 7777/1/72.

Fax: (91-22) 2262 4520.

CHOKHANI SECURITIES LIMITED

BOARD OF DIRECTORS

SHRI RAMAKANT R. CHOKHANI (Chairman)

SHRI SHRIKANT CHATURVEDI

MRS. NEELAM R. CHOKHANI

MR. YOGESH RAJA (Additional Director)

10th

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REPORT

2002-2003

AUDITORS

P.C. Ghadiali & Co.
Chartered Accountants
206, Arun Chambers,
Tardeo, Mumbai – 400 034.

BANKERS

Global Trust Bank

REGISTRARS & SHARE TRANSFER AGENTS

Mondkar Computers Private Limited.
101, Madhukunj,
Sher-E-Punjab Society,
Mahakali Caves Road
Andheri (E),
Mumbai – 400 093.

REGISTERED OFFICE

9/16-D, Fort Mansion,
British Hotel Lane,
Off Bombay Samachar Marg,
Mumbai – 400 023.
Tel.: 22677771/2
Fax: 22624520

NOTICE

NOTICE is hereby given that the **Tenth Annual General Meeting** of the Members of **CHOKHANI SECURITIES LIMITED** will be held at **11.00 a.m. on 25th July 2003** at the Registered Office of the Company 9/16-D, Fort Mansion, British Hotel Lane, Off Bombay Samachar Marg, Mumbai – 400 023. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2003 and Profit & Loss Account for the year ended on that date along with Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Ramakant R. Chokhani who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution:

"Resolved that Mr. Yogesh Raja be and is hereby appointed as a Director of the Company."

**ON BEHALF OF BOARD OF DIRECTORS
FOR CHOKHANI SECURITIES LTD.**

Sd/-
RAMAKANT R. CHOKHANI
(CHAIRMAN)

Registered Office:

9/16-D Fort Mansion,
British Hotel Lane,
Off Bombay Samachar Marg,
Mumbai – 400 023.

Date: 27th June 2003

NOTES:

1. Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. An explanatory statement pursuant to Sec 173(2) of the Companies Act, 1956 is enclosed.
3. Information pursuant to Clause 41 of the Listing Agreement with the Stock Exchange about the Directors to be appointed/reappointed is enclosed.
4. The Register of Members and the Share Transfer Books will remain closed from 18th July 2003 to 25th July, 2003.

Explanatory Statement Pursuant to Sec. 173(2) of the Companies Act 1956**Item No. 4**

The Board of Directors Meeting held on March 10, 2003 appointed Mr. Yogesh Raja as Additional Director of the Company. Pursuant to sec. 260 of the Act Mr. Raja would be vacating the office on the date of Annual General Meeting. Pursuant to sec 257 of the Act the Company has received a notice from its member, alongwith refundable deposit proposing the appointment of Mr. Raja as Director.

Mr. Yogesh Raja is B.Com, Inter CA. He has eight years of experience in Finance and Accounts in various companies. Your Directors think it prudent that association of Mr. Raja will be in the interest of the Company.

None of the Directors is interested or concerned in the proposed resolution.

**ON BEHALF OF BOARD OF DIRECTORS
FOR CHOKHANI SECURITIES LTD.**

Sd/-

**RAMAKANT R. CHOKHANI
CHAIRMAN**

Place: Mumbai

Date: 27th June 2003

Information pursuant to Clause 49 VI (A) of the Listing Agreement

A brief resume of the Directors seeking appointment/re-appointment in the forthcoming AGM

Name	Mr. Ramakant R. Chokhani	Mr. Yogesh Raja
Date of Birth	April 10, 1954	October 12, 1972
Date of Appointment	February 10, 1993	March 10, 2003
Qualifications	B.Com. (Hons.), LL.B., ACS.	B.Com., Inter-CA
List of Outside Directorship held as on March 31, 2003 (Other than Private Cos.)	Nil	Nil
Membership of Other Cos. Committees (Other than Private Cos.)	Nil	Nil

DIRECTORS REPORT

The Members,

Your Directors hereby present the Tenth Annual Report of the Company together with the Audited accounts for the year ended on March 31, 2003

1. Financial Results:

	Current Year 31.03.2003	Previous Year 31.03.2002
Income(Loss)	(3,18,019.00)	1,54,01,017.00
Expenditure	9,90,355.00	12,93,590.00
Profit(Loss) before Interest & Depreciation	(12,89,962.00)	1,41,07,427.00
Interest Paid	0	5,46,805.00
Profit(Loss) before Depreciation	(12,89,962.00)	1,35,60,622.00
Depreciation	18,412.00	26,833.00
Profit/(Loss) before Tax	(13,08,374.00)	1,35,33,789.00
Provision for Tax	2,61,577.00	2,96,403.00
Profit after Tax	(15,69,951.00)	1,32,37,386.00
Balance brought forward	5,56,65,403.00	4,24,34,873.00
Appropriations	0	6,858.00
Balance carried forward	5,40,95,452.00	5,56,65,403.00

2. Performance of the Company:

The performance of the Company has not been satisfactory due to unfavourable market conditions during most of the period of the year.

3. Dividend:

Your Directors have not recommended any Dividend

4. Directors Responsibility Statement As Required under Sec. 217(2AA) of the Companies Act, 1956:

The Directors confirm that:

- in the preparation of the Accounts the applicable accounting standards have been followed along with proper explanations relating to material departure
- Appropriate accounting policies have been selected and applied consistently and have made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.

Chokhani Securities Limited**10th Annual Report****5. Conservation of Energy etc.**

Since the Company is not engaged in any manufacturing activity, information as required under the provisions of Section 217(1)(e) of the Act is not furnished. During the year under consideration, there was no foreign exchange carrying or outgo.

6. Employees:

None of the employees of the Company was in receipt of remuneration in excess of the limit prescribed under section 217(2A) of the Act read with the Rules.

7. Directors:**New Additional Director:**

Mr. Yogesh Raja, who was appointed as Additional Director by the Board in the meeting on March 10, 2003, would vacate the office at the forthcoming Annual General Meeting. The Company has received a notice by one of its member u/s 257 of the Act signifying his intention of proposing to appoint Mr. Yogesh Raja as the Director of the Company.

As required under the Companies Act 1956, Mr. Ramakant R Chokhani would retire by rotation at the forthcoming Annual General Meeting and being eligible offer himself for reappointment.

8. Auditors:

M/s P. C. Ghadiali & Co, Chartered Accountants, Statutory Auditors of your Company shall retire by rotation on conclusion of the forthcoming Annual General Meeting. However, they are eligible for reappointment. Members are requested to appoint the Auditors and fix their remuneration.

9. Corporate Governance:

As required under clause 49 of Listing Agreement a Report on Corporate Governance alongwith Management discussion & analysis and Auditors Certificate are annexed.

10. Acknowledgement:

The Directors wish to place on record their deep sense of gratitude to the Company's Banker, registrars and all the staff members for their assistance and co-operation.

In concluding their report your directors acknowledge with gratitude the confidence which the shareholders have reposed in them.

For and on Behalf of the Board

**Sd/-
MR. RAMAKANT R CHOKHANI
Chairman**

**Place: Mumbai
Date: June 27, 2003**

REPORT ON CORPORATE GOVERNANCE**A. Philosophy:**

The Company is committed to implementation of good corporate governance practices in the interest of its stakeholders. The Company has taken a series of steps to implement all the measures of good corporate governance practice.

B. Board of Directors:**Composition, Meetings and Attendance:**

The Board of Director comprises of four Directors with all of them being Non Executive Directors. Fifty percent of the total strength of the Board comprises of independent Directors.

During the financial year ended 31st March 2003, the Board met five times on 29.04.2002, 29.07.2002, 30.10.02, 30.01.2003 and 10.03.2003.

Last Annual General Meeting was held on August 26, 2002

The composition of the Board of Directors as on March 31, 2003 and other details are as under:

Name of Director	Category	No of other Directorship Other than Pvt. Ltd. Co.	Committee Membership of other Companies	No. of Board meetings attended	Attendance at last AGM of the Company
Mr. Ramakant R. Chokhani	Non-Executive Promoter	Nil	Nil	5	Yes
Mrs. Neelam R. Chokhani	Non-Executive Promoter	Nil	Nil	5	Yes
Mr. Shrikant Chaturvedi	Non-Executive Independent	Nil	Nil	4	No
Mr. Yogesh Raja	Non-Executive Independent	Nil	Nil	1*	No

* Appointed on 10.03.2003

C. Audit Committee:

The Company constituted an Audit Committee on March 10, 2003.

The Audit Committee comprises of Mr. Shrikant Chaturvedi, Mr. Yogesh Raja both independent Directors and Mr. Ramakant R. Chokhani. Mr. Chaturvedi and Mr. Yogesh Raja are having financial and accounting knowledge.

The Audit Committee met as required in the financial year ended March 31, 2003.

The Audit Committee had adequate powers and detailed terms of reference to play effective role as required under the Clause 49 the Listing Agreement.

The Compliance Officer acts as the Secretary of the Committee.

Chokhani Securities Limited**10th Annual Report****D. Remuneration Committee:**

Since entire Board comprises of Non Executive Directors and none of the Directors is in receipt of any remuneration including sitting fees, Remuneration Committee is not formed.

E. Shareholders/Investors Grievance Committee:

The company has formed Shareholders/Investors Grievances Committee under the Chairmanship of Mr. Ramakant R. Chokhani with Mr. Yogesh Raja and Mr. Shrikant Chaturvedi as its members to look into redressal of Shareholders and investors grievances with respect to transfer of Shares, dematerialization of shares, non receipt of declared dividend or Annual report etc and other matters relating to shareholder relationship. The shareholders grievance committee met as required. During the year ended on March 31, 2003 the Company did not receive any complaint regarding the same.

F. Name and Designation of Compliance officer:

Mr. Vikrant Ganeriwal , Manager
Chokhani Securities Limited., Fort Mumbai.

G. Annual General Meetings:

The details of the location and time for last three Annual General Meetings are given below:

AGM No	Accounting Year	Date	Time	Location
9 th	2001-2002	Aug 26, 2002	11.00 am	9/16 D, Fort Mansion, British Hotel Lane, BS Marg, Fort, Mumbai.
8 th	2000-2001	Aug 27, 2001	10.00 am	9/16 D, Fort Mansion, British Hotel Lane, BS Marg, Fort, Mumbai.
7 th	1999-2000	Oct 30, 2000	10.00 am	9/16 D, Fort Mansion, British Hotel Lane, BS Marg, Fort, Mumbai.

H. Disclosures:**a) Disclosure regarding materially significant related party transactions:**

No transaction of material nature has been entered into by the Company with its Promoters, Directors or the management or relatives etc. that may have potential conflict with the interest of the Company.

b) Disclosure of non-compliance by the Company

There were no instances of non-compliance or penalty, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years.

c) Means of Communication:

The means of communication between the Company and the shareholders are transparent and investor friendly. The Company's half-yearly and quarterly unaudited results are published in leading newspapers in English and in vernacular language of Mumbai. As such the Company does not send unaudited results to shareholders individually. The Company does not have its own website.

I. Management Discussion and Analysis Report forms part of this Annual Report: