

**SHARDUL**  
**SECURITIES LIMITED**



**25<sup>th</sup>**  
**ANNUAL REPORT**  
**2009 - 2010**



## SHARDUL Securities Limited

### BOARD OF DIRECTORS

<b>Devesh Chaturvedi</b>	- Chairman
<b>Dr.V.C. Shah</b>	- Director
<b>Bhupendra Shroff</b>	- Director
<b>Kantilal Shah</b>	- Director
<b>Charul Abuwala</b>	- Director
<b>Gyandeo Chaturvedi</b>	- Director
<b>Naveen Chaturvedi</b>	- Director
<b>R. Sundaresan</b>	- Executive Director

<b>Monika Agarwal</b>	- Company Secretary & Compliance Officer
<b>Saurabh Chaturvedi</b>	- Chief Financial Officer

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#### AUDITORS:

**Rajen Damani & Associates,**

#### BANKERS:

HDFC Bank Limited  
Indian Overseas Bank

#### REGISTERED OFFICE:

G-12, Tulsiani Chambers  
212, Nariman Point  
Mumbai 400 021  
Tel.No.: 40090500  
Fax No.: 22846585  
Website: [www.shardulsecurities.com](http://www.shardulsecurities.com)  
E Mail: [access@shriyam.com](mailto:access@shriyam.com)

#### SUBSIDIARY COMPANIES:

- **Shriyam Broking Intermediary Ltd.**  
712-713, Tulsiani Chambers  
212, Nariman Point  
Mumbai 400 021
- **Shardul Commodities International Limited**  
712-713, Tulsiani Chambers  
212, Nariman Point  
Mumbai 400 021

#### REGISTRARS AND SHARE TRANSFER AGENT: **Link Intime India Private Limited**

**Address:** C-13 Pannalal Silk Mills Compound,  
LBS Road, Bhandup West, Mumbai 400078  
Tel.No.: 25946970-78 • Fax : 25946969  
E mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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### NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of Shardul Securities Limited will be held on Saturday, 28th August 2010 at 10.30 a.m., at Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021 to transact the following business: -

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2010 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the Paid-up Equity Share Capital of the Company.
3. To appoint a Director in place of Dr. V.C Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Naveen Chaturvedi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint M/s. Rajen Damani & Associates, Chartered Accountants, Mumbai (Registration No. 116762W) as the Statutory Auditors of the Company and to fix their remuneration as may be mutually agreed between the Board of Directors/ or Audit Committee of Directors and Auditors.

### NOTES: -

1. A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company, the instrument appointing proxy should however, be deposited at the Registered Office of the Company not less than forty eight hours before commencement of the meeting.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. In terms of Articles 155 of the Articles of Association of the Company, Dr V.C Shah and Mr Naveen Chaturvedi retires by rotation and are eligible for re appointment, the brief resumes of these Directors, nature of their expertise in specific functional areas and names of the Companies in which they hold directorship and membership/chairmanship of Board Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the report on Corporate Governance forming part of the Annual Report, the Board of Directors of the Company commends the respective reappointments of the aforesaid Directors.
4. Members / Proxies are requested to bring the Attendance Slip duly filled in for attending the meeting.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting, and those who hold shares in physical form are requested to write their Folio Numbers in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are hereby informed that the Company has transferred to "Investor Education and Protection Fund" of the Central Government all unclaimed Dividends up to Dividend for the Financial Years 2002-03. Dividend declared in the earlier years and remaining unpaid will be deposited with the above fund of the Government at the expiry of 7 years from the date of their transfer to unclaimed dividend account. Amounts transferred to this Fund cannot be recovered. Shareholders who have not encashed the dividend warrants, declared after this period are requested to encash their dividend warrants immediately.
8. Register of Members / Transfer books will be closed from 24<sup>th</sup> August 2010 to 27<sup>th</sup> August 2010 (both days inclusive).
9. The dividend if declare will be paid on and from 30<sup>th</sup> August 2010 to those shareholders whose names appear on the register of members of the Company as on 23<sup>rd</sup> August 2010.
10. Members may please note that the Dividend Warrants are payable at par at the designated branches of the Bank printed on reverse of the Dividend Warrant for an initial period of three months only. Thereafter, the Dividend Warrant on revalidation is payable only at limited centers/branches of the said Bank. The members are therefore, advised to encash Dividend Warrants within the initial validity period.
11. In order to provide protection against fraudulent encashment of the warrants, shareholders holding shares in physical form are requested to intimate the Company under the signature of the Sole/First joint holder, the following information to be incorporated on the dividend warrants:
  - a) Name of the Sole/First joint holder and the Folio Number



- b) Particulars of Bank Account, viz.: 1) Name of the Bank 2) Name of Branch 3) Complete address of the Bank with Pin Code Number 4) Account type, whether Savings (SB) or Current Account (CA) 5) Bank Account number allotted by the Bank.
12. Shareholders holding shares in electronic form may kindly note that their Bank accounts details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of/change in such bank details.
13. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Shareholders who wish to change such Bank Account details are therefore requested to advise their Depositories Participants about such change, with complete details of Bank Account.
14. Member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her queries to the Company at least eight days prior to the meeting so that the required information can be made available at the Meeting.
15. Members holding shares in physical form are requested to notify /send the following to the Company's Registrars and Share Transfer Agents to facilitate better service:
- any change in their address/mandate/bank details.
  - Particulars of their bank account in case the same have not been sent earlier.
  - Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholding into one account.

Members holding shares in electronic form are requested to notify /send their change in address/bank details to the respective Depositories, viz. NSDL & CDSL.

**By Order of the Board of Directors**

**Place : Mumbai**  
**Date : 26<sup>th</sup> May, 2010**

**R Sundaresan**  
**Executive Director**

**Naveen Chaturvedi**  
**Director**

**Regd. Office:**

G-12, Tulsiani Chambers  
212, Nariman Point  
Mumbai 400 021.

## ANNUAL REPORT 2009-2010

To,  
The Members of

### Shardul Securities Ltd.

Your Directors are pleased to present the Twenty Fifth Annual Report and the Audited Accounts for the year ended March 31, 2010.

#### 1. Financial Results : (Rs. in lacs)

	2009 - 2010	2008 - 2009
Profit/(Loss) before Depreciation	899.85	(688.09)
<b>Less:</b> Depreciation	43.89	41.84
<hr/>		
Profit/(Loss) before Taxation	855.96	(729.93)
<b>Less:</b> Provision for taxation		
Current	135.00	-
FBT	-	1.48
Deferred	(3.17)	(1.91)
Taxation adjustment of previous years (Net)	(63.81)	1.11
<hr/>		
Profit / (Loss) after Taxation	787.94	(730.61)
<b>Add:</b> Prior Year Adjustments	-	(1.00)
<hr/>		
Profit/ (Loss) after Prior Period Adjustments	787.94	(731.61)
Surplus / (Deficit) brought forward from previous years	2539.74	3476.08
<hr/>		
	<b>3327.68</b>	<b>2744.47</b>
	<hr/>	<hr/>

#### Appropriations:

Statutory Reserve Fund as per RBI Guidelines	157.59	-
Proposed Dividend (including dividend tax) on Equity Shares	245.67	204.73
Transfer to General Reserve	19.70	-
Balance carried to Balance Sheet	2904.72	2539.74
<hr/>		
	<b>3327.68</b>	<b>2744.47</b>

#### 2. Dividend:

Your Directors recommend a dividend of Rupees 1.20 per Equity Shares on 1,74,98,433 equity shares of Rs.10 each aggregating to Rs. 245.67 Lacs (including dividend tax) for the financial year ended 31<sup>st</sup> March, 2010 which if approved at the ensuing Annual General Meeting, will be paid to (i) all those Equity Shareholders whose names appear in the Register of Members as on 23<sup>rd</sup> August 2010 and (ii) to those whose names as beneficial owners are furnished by the National Securities Depositories Ltd., and Central Depositories Service (India) Ltd.

#### 3. Management Discussions and analysis Report –

##### (i) Financial Performance:

Your company posted a net profit of Rs.787.94 lacs during the current year as compared to the losses of Rs.731.61 lacs posted during the previous year. This was due to improved and favorable market conditions that prevailed consequent to the stimulus packages announced by the Government of India and other fiscal measures initiated by the Reserve Bank of India.

##### (ii) Trend in Indian Economy & Financial Markets:

The global recession that set in during the previous year though continued to haunt the western countries, the Indian economy bounced back from the slump it faced during the previous year thanks to the stimulus packages and other fiscal measures initiated by the Government of India. The GDP growth that was on the downside recovered to post a moderate increase of 7.2% during the year under report and with a projected growth of 8% during the ensuing year, the Indian economy looks well poised to keep its momentum of growth. The Index of industrial production (IIP) recorded an admirable growth at an average of more than 15.5% during the last quarter of the financial year and it was also broad based with 14 out of 17 industrial groups recording accelerated growth during the year. However, the inflation has been a source of continuous concern dragging down the benefits of industrial output with the food inflation touching an all time high of 17.5% during the current year under report.

The capital market witnessed increased trading volumes throughout the year with the market index (BSE) recording a level as high as 18,000 before it retreated due to uncertainties in the European economy. With the inflow of Foreign investment gaining momentum, the foreign exchange reserves also increased considerably crossing 280 billions USD once again. However with the Government borrowings on upsurge to meet the stimulus packages, the yields on Government borrowings went up from 6.2% to 8.1% thereby the financial system witnessed an increase in the interest rates especially on commercial lending and realty sector lending. As a consequence, the trading volume in securities market during the current year also continued to show an erratic trend.

##### (iii) Business Review:

The stimulus packages of the Government resulting in buoyancy in the stock market enabled your company to regain the valuation of the existing stocks besides posting trading profits during the year under report. With a tighter control on administrative expenses, your company was able to reverse the negative trend during the previous year and achieve a positive result as reflected in the financial statements for the year under report.

Your company's associate, Antique Finance Private Limited, have also achieved good results and thus maintained a positive trend in their working results.

## (iv) Opportunities and Threats:

The Government of India has announced series of fiscal measures to achieve a GDP growth of 8% for the ensuing year and also reduce the inflation through appropriate monetary measures. Although the western market especially some of the European countries have been posing concern on their economic stability that could trigger a cascading effect on the global economy, the resilience of the Indian economy as seen in the past augurs well for the stability of the financial markets during the current year. The Indian corporate sector has also been showing encouraging results with better performance that should contribute for better valuations and market capitalization during the ensuing year also.

Nonetheless if past trends are any indication, the capital market activities in which your company is predominantly engaged could face aberrations depending on the global trends both economic and political as the markets are to some extent driven by investment by Foreign Institutions.

## (v) Segment-wise – Product-wise reporting:

Your company is mainly engaged in the business of investment activities and all other activities are revolving around the main activity, and as such there are no separate reportable segments.

## (vi) Outlook:

Your company will spare no efforts to improve the profitability and the shareholders' wealth though there is a heavy dependency on the market trend in the equity segment of the capital market. Your company expects the general market conditions to improve and would strive hard to take advantage of the situation as and when opportunities arise.

## (vii) Risks and Concerns:

Your company's activities which are essentially in the capital market segments is fraught with inherent risk and the downward trend in the growth of global economy resulted in significant erosion in the value of the investment. While all efforts will be made to safeguard further erosion, your company will exercise due caution and care to ensure that all these concerns are addressed while taking future investment decisions.

## (viii) Internal Control Systems and their Adequacy:

Company has in place adequate internal control measures. The requisite management information system is already in place to take corrective measures when required.

## (ix) Human Resources:

Your company has adequate trained professionals to manage the affairs of the company in the most prudent manner.

## (x) Cautionary Statement:

The Management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are

subject to certain risk and uncertainties. Actual results may differ materially from those expressed in the statements as important factors could influence the Company's operation such as Government policies, local political and economic development, etc.

**4 Subsidiaries:**

Ministry of Corporate Affairs, Government of India, vide order No 47/168/2010-CL-III dated March 15, 2010 has granted approval that the requirement to attach various documents in respect of subsidiary companies, as set out in sub-section (1) of the Section 212 of the Companies Act 1956, shall not apply to the Company. Accordingly, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. Financial information of the subsidiary companies, as required by the said order is disclosed in the Annual Report. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same on any working day except Saturday and Sunday between 11 a.m to 2 p.m. The annual accounts of subsidiary companies will also be kept open for inspection by any investor at the registered office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies and associate companies.

Shriyam Broking Intermediary Limited a subsidiary of the Company posted modest operational results during the year under report in view of lower volumes of brokerage generated from Institutional business. The gross brokerage earned during the year was at Rs.162.03 lakhs as against Rs.318.89 lakhs during the previous year resulting in a decline in net earnings before tax to Rs.66.65 lakhs as against Rs102.33 lakhs achieved during the previous year.

The other subsidiary viz. Shardul Commodities International Ltd had surrendered its trading cum clearing membership of Multi Commodity Exchange. Efforts will be made to activate the subsidiary as and when the market situation improves.

**5 Directors: -**

In terms of Article 155 of the Articles of Association of the Company, Dr. V.C Shah and Mr.Naveen Chaturvedi, Directors retire by rotation and being eligible offer themselves for re-appointment at the Annual General Meeting.

Brief resume of the Directors proposed to be appointed/reappointed, nature of their experience in specific functions and area and number of companies in which they hold membership/chairmanship of Board Committees as stipulated under clause 49 of the Listing Agreement of Stock Exchange are provided in the Report of Corporate Governance forming part of the Annual Report.

**6 Taxation: -**

In opinion of Directors, the provision for Income Tax is

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- made as per the provisions of Income Tax Act, 1961.
- 7 **Donation:** -  
During the year the Company has made donation to Trusts aggregating Rs. 10,05,000/-
- 8 **Cashflow :-**  
As required by Clause 37 of the Listing Agreement, a Cash Flow Statement is appended with this report.
- 9 **Directors' Responsibility Statement:** -  
Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed: -
- (i) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2010, the applicable accounting standards have been followed along with proper explanations relating to material departures;
  - (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year under review;
  - (iii) That 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) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2010 on a 'going concern' basis.
- 10 **Auditors and Auditors' Report:** -  
The Company's Auditors, M/s Rajen Damani & Associates., Chartered Accountants, hold office upto the conclusion of the ensuing Annual General Meeting. The Company has received the letter from them pursuant to section 224(1-B) of the Companies Act, 1956, confirming their eligibility for re-appointment as Auditors of the Company.  
The notes to the Accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.
11. **Corporate Governance:** -  
Report on Corporate Governance stipulated under Clause 49 of the Listing Agreement with Stock Exchange form part of this annual report. A certificate from the auditors of the Company M/s Rajen Damani & Associates, Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated under aforesaid clause 49 is annexed to and forms part of this Report.
12. **Consolidated Accounts:** -  
In accordance with the requirements of Listing Agreement and the Accounting Standard -21 prescribed by the Institute of Chartered Accountants of India,
- Company had made additional disclosure in respect of Consolidated Financial Statements and Accounting Standard-18 for Related Party transactions.
13. **Transfer of Unpaid and Unclaimed amounts to IEPF**  
Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 the declared dividends and interest on debentures which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the said Act.
14. **Statutory information:** -
1. **Personnel:** -  
Details of remuneration paid to employees as required by Section 217(2A) of the Companies Act, 1956, is not applicable to the Company as none of the employees is paid remuneration as stipulated in that Section.
  2. Particulars required to be furnished by the Companies (Disclosure of particulars to the Report of Board of Directors) Rules, 1988.
    - (i) Part A & B pertaining to conservation of Energy and Technology Absorption are not applicable or not relevant to the working of Company. The Directors keep themselves acquainted with ongoing seminars and research papers.
    - (ii) The Company has not earned any Foreign Exchange. The Company has spent Rs 0.04 lacs as and by way of Foreign Exchange outflow during the year. The foreign exchange outflow is on account of subscription to bulletins/magazines undertaken to acquire and keep in touch with the latest marketing and financial strategy and different norms of finance that is part of company's research program.
  3. **Deposits:** -
    - a) There are no deposits, which has remained unclaimed or claimed but not paid for which information is required to be given in this report. The Company does neither hold any Public Deposits nor is accepting any deposits.
    - b) The Company has complied with various requirements in terms of the capital adequacy under the guidelines issued by the Reserve Bank of India for the Non-Banking Financial Companies.
15. **Acknowledgment:** -  
Your Directors appreciate the co-operation and support extended by the Shareholders, Employees, Financial Institutions and Banks.

**For and on behalf of Board**

R Sundaresan                      Naveen Chaturvedi  
Executive Director                  Director

Place : Mumbai  
Dated : 26<sup>th</sup> May, 2010

**Corporate Governance Report:**

Your Company has been practicing the principle of good corporate governance since inception. Good corporate governance comprises of all activities that result in the control of the company in a regular manner which makes management transparent accountable and fair. In accordance with Clause 49 of the listing agreement with stock exchange and best practices followed by reputed corporations on corporate governance the details of compliance by the Company are as under:

**1. Philosophy of the Company on the Code of Governance: -**

The Company's philosophy on Corporate Governance envisage attainment of the highest levels of transparency, accountability and equity at all levels of its operation and in all its interactions with its stakeholders including shareholders, employees, Government Agencies and others. The Company strives for excellence with twin objective of enhancing customer satisfaction and shareholder's value.

The Company is committed to achieve the highest standards of Corporate Governance.

**2. Board of Directors: -**
**Composition of Board:**

The current strength of the Board consists of Eight Directors out of which One is Whole-Time (Executive) Director and Seven Non-Executive Directors. The Company does have a non-executive Chairman and the Board already consists of Five Independent Directors. The names of directors and their position are as follows:

No.	Name of the Director	Status	
1	Mr. Devesh D Chaturvedi	Non Executive Chairman.	Promoter Director
2	Dr. V.C. Shah	Non Executive Director	Independent Director
3	Mr. Bhupendra Shroff	Non Executive Director	Independent Director
4	Mr. Kantilal Shah	Non Executive Director	Independent Director
5	Mr. Charul Abuwala	Non Executive Director	Independent Director
6	Mr. Gyandeo Chaturvedi	Non Executive Director	Independent Director
7	Mr. Naveen Chaturvedi	Non Executive Director	Non Independent Director
8	Mr. R Sundaresan	Executive Director and CEO	Whole time Director

**• Board Meetings: -**

The Board of Directors of the Company met Five times during financial year ended 31<sup>st</sup> March 2010. The Board Meetings were held on 15<sup>th</sup> April 2009, 23<sup>rd</sup> June 2009, 29<sup>th</sup> July 2009, 26<sup>th</sup> October 2009 and 27<sup>th</sup> January 2010. The Annual General Meeting of the Company was held on 2<sup>nd</sup> September 2009 at 712-713, Tulsiani Chambers, 212 Nariman Point, Mumbai – 400021.

The Company has held at least one meeting in every three months and the maximum time gap between any two Board Meetings was not more than four months. None of the directors of the Company was a member of more than ten committees or the Chairman of more than five committees across all public limited companies in which he is a Director. None of the Directors of the Company has exceeded maximum number of directorship in other companies.

For the purpose of considering the limit of the Committees as stated above, only Audit Committee and Shareholders/ Investors Grievances Committee across all public limited companies has been considered in accordance with clause 49 of the Listing Agreement.

**• Directors Attendance records and Directorships held: -**

Attendance of each Director at the Board Meetings, last Annual General Meeting, and number of other Directorship of each Director in various companies as given below:

Name of the Director	Category	Attendance Particulars		No. of other directorships and committee member/chairmanship**		
		Board Meeting	Last AGM	Other Directorships (excluding Directorship in Pvt. Co's)	Committee Memberships	Committee Chairmanships
Mr.Devesh Chaturvedi	CH	5	Yes	—	—	—
Dr.V.C. Shah	NED	4	No	4	5	3
Mr.Bhupendra K. Shroff	NED	5	Yes	2	4	3
Mr.R. Sundaresan	ED	3	Yes	2	2	—
Mr Kantilal Shah	NED	5	Yes	1	1	—
Mr. Charul Abuwala	NED	4	Yes	—	—	—
Mr. Gyandeo Chaturvedi	NED	5	Yes	1	2	1
Mr Naveen Chaturvedi	NED	5	Yes	1	—	—

CH - Chairman  
 ED - Executive Director  
 NED - Non Executive Director

\*This includes the Chairmanship/Membership only in Audit Committee and the Shareholder's/Investors Grievance Committee

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• **Details of Directors being appointed/re-appointed at the Annual General Meeting: -**

Dr V C Shah aged about 82 years M.Com. (Bombay University) Ph D. (Eco) (Columbia) has worked as Economic Advisor in Embassy of India at Belgium for 6 years and worked as General Manager of ICICI for 15 years. He holds directorship in Binani Industries Limited, Ambala Sarabhai Enterprises Ltd, Coastal Roadways Ltd and Binani Cement Ltd. He is the Member of Audit Committee and Chairman of Investors Relation Committee of Binani Cement Limited and Binani Industries Limited. He is also the Chairman of the Audit Committee of Ambalal Sarabhai Enterprises Limited

Mr Naveen Chaturvedi aged 29 years a Chartered Accountant and having vast experience in the field of finance, accounts, audits, taxation, legal etc. He holds directorship in Antique Capital Markets Private Limited, Antique Wealth Advisors Private Limited, Antique Stock Broking Limited, Antique Securities Asia Pte. Limited, and Antique Finance Private Limited.

• **Disclosure of Relationship between directors inter-se**

None of the Directors are related to each other.

3. **Board Committees: -**

The Company has constituted three committees of Directors, namely Shareholders/Investor Grievances Committee, Remuneration Committee and Audit Committee to deal with matters requiring urgent decisions and monitoring of the activities falling within their terms of reference, comprising mainly of non-executive Directors. Each of these committees has their respective charters approved by the Board. The minutes of the meeting are recorded and placed before the Board for its information.

• **Shareholders /Investor Grievances Committee: -**

The said committee approves and monitors, transfers, transmission, duplicate, split and consolidation of share certificates, issued by the Company investors complaint if any and any other matters related to shareholders and investors grievances. The Committee meets once in a fortnight and all effects to transfer are given and duly endorsed Share Certificates are dispatched within a period of 30 days from the date of receipt, if documents are clear in all respects. Request for dematerialized (demat) received from the Shareholders are effected within an average period of 15 days.

The Composition of the said committee is as follows:

Sr No.	Name of the Member	Status in Committee	Director status
1	Mr. Bhupendra Shroff	Chairman	Non Executive Independent Director
2	Mr. Gyandeo Chaturvedi	Member	Non Executive Independent Director
3	Mr. R Sundaresan	Member	Executive Director

The Board has designated Ms.Monika Agarwal, Company Secretary as the Compliance Officer

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (duly amended), the Company has formulated the guidelines and Code of Conduct for Prevention of Insider Trading.

The total number of complaints / requests / queries received and replied to the satisfaction of the investors during the year under review was 31.

The Shares held by Non Executive Directors as on 31.03.2010 are given below:

Sr No.	Name of the Director	Status	No of Shares	% Holding
1	Mr. Devesh D Chaturvedi	Non Executive Chairman.	18,08,604	10.34
2	Dr. V.C. Shah	Non Executive Director	Nil	-
3	Mr. Bhupendra K. Shroff	Non Executive Director	400	-
4	Mr. Kantilal Shah	Non Executive Director	Nil	-
5	Mr. Charul Abuwala	Non Executive Director	Nil	-
6	Mr. Gyandeo Chaturvedi	Non Executive Director	400	-
7	Mr Naveen Chaturvedi	Non Executive Director	Nil	-

• **Audit Committee: -**

The Board of Directors has constituted Audit Committee of Directors to exercise powers and discharge function as stipulated in section 292A of the Companies Act, 1956, Clause 49 of the Listing Agreement with Stock Exchanges and other statutory / regulatory provisions.

The Composition of Audit Committee is as under –

Sr No.	Name of the Member	Status in Committee	Director status
1	Mr. Gyandeo Chaturvedi	Chairman	Non Executive Independent Director
2	Mr. Bhupendra Shroff	Member	Non Executive Independent Director
3	Mr Kantilal M Shah	Member	Non Executive Independent Director
4	Mr. R Sundaresan	Member	Executive Director

Ms. Monika Agarwal, Company Secretary acts as Secretary of the Committee

The terms of reference of the Audit Committee include: -

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.



2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee is vested with powers to investigate any activity of Company or seek information from any employee Besides the Committee Members, Senior Executives of accounts, finance, internal audit, statutory auditors were standing invitees for on the spot clarification / explanation.

**Meetings of the Audit Committee: -**

During the year 2009-2010, the Committee met five times. The Committee Meetings were held on 15<sup>th</sup> April 2009, 23<sup>rd</sup> June 2009, 29<sup>th</sup> July 2009, 26<sup>th</sup> October 2009, and 27<sup>th</sup> January 2010. The attendance of each Member of the Committee is given below: -

Sr No.	Name of Director	No. of Meeting attended
1	Mr. Gyandeo Chaturvedi	5
2	Mr. Kantilal M Shah	5
3	Mr. Bhupendra Shroff	5
4	Mr. R Sundaresan	3

**Remuneration Committee: -**

Remuneration Committee has been constituted to determine and review the remuneration package of Executive Directors, Senior Executive, etc.

Sr. No.	Name of the Member	Status in Committee	Director status
1	Mr. Bhupendra Shroff	Chairman	Non Executive Independent Director
2	Mr. Charul Abuwala	Member	Non Executive Independent Director
3	Mr. Gyandeo Chaturvedi	Member	Non Executive Independent Director
4	Mr. R Sundaresan	Member	Executive Director

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### Details of Remuneration / Sitting fees paid to Directors: -

Name of Director	Remuneration (Rs)	Sitting Fees (Rs)
Mr. Devesh D Chaturvedi	NIL	50000
Mr. V.C. Shah	NIL	40000
Mr. Bhupendra K Shroff	NIL	63000
Mr. Kantilal M Shah	NIL	55000
Mr Charul Abuwala	NIL	40000
Mr. Gyandeo Chaturvedi	NIL	62000
Mr. R Sundaresan	6,50,000	NIL
Mr Naveen Chaturvedi	NIL	50000
<b>Total</b>	<b>6,50,000</b>	<b>3,60,000</b>

#### 4. Disclosure on material transactions with related parties: -

Details of the material transactions with related parties have been disclosed as Point No. 2 (E) to Schedule "P" of the Balance Sheet "Notes on Accounts".

#### 5. Whistle blower policy and adoption of model code of Business Conduct & Ethics

The Compliance officer and Audit committee of the Company has reviewed the functioning of the whistle blower mechanism and no personnel has been denied access to the audit committee. The Company has adopted the model Code of Business Conduct & Ethics for Directors and Senior Management and the same is posted on the Company's website namely: [www.shardulsecurities.com](http://www.shardulsecurities.com)

#### 6. Compliance with Mandatory Requirements: -

The Company has complied with the mandatory requirement of the Code of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges. The Company has also complied with the requirement of amended clause 49 after it came into force.

#### 7. Means of Communications: -

The quarterly results are published in the Performa prescribed by the Listing Agreement in one English language Newspaper (Free Press Journal) and one Marathi language Newspaper (Navshakti). Management Discussion and Analysis forms part of the Directors' Report. The quarterly results are also available on the Company's website namely [www.shardulsecurities.com](http://www.shardulsecurities.com).

### Declaration on Compliance of the Company's Code of Conduct:

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchange to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31<sup>st</sup> March, 2010.

Place : Mumbai  
Date : 26<sup>th</sup> May, 2010

**R Sundaresan**  
Executive Director



## GENERAL SHAREHOLDER INFORMATION

1. **Annual General Meeting:**

Date & Time : 28<sup>th</sup> August 2010 at 10.30 a.m  
 Venue : Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021
2. **Financial Calendar** 2010-11
 

<b>Board Meetings</b>	<b>Tentative dates</b>
Results for the quarter ending June 30, 2010	Second week of August, 2010
Results for the quarter ending September 30, 2010	Second week of November, 2010
Results for the quarter ending December 31, 2010	Second week of February, 2011
Results for the year ending 31 <sup>st</sup> March, 2011	Last week of May, 2011
3. **Book closure dates** : 24<sup>th</sup> August 2010 to 27<sup>th</sup> August 2010 (both days inclusive) for payment of dividend.
4. **Dividend Payment Date** : On or after 30<sup>th</sup> August 2010
5. **Registered Office** : G-12, Tulsiani Chambers  
212, Nariman Point, Mumbai 400 021
6. **Equity shares listed on Stock Exchanges at:** -  
The Stock Exchange, Mumbai
7. **Annual Listing fees:** -  
The listing fees to the Stock Exchange Mumbai have duly paid by the Company up to the financial year 2010-11.
8. **Dematerialisation of shares and Liquidity:** -  
93.08% of the Equity Shares have been dematerialized up to 31<sup>st</sup> March, 2010. Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 24<sup>th</sup> July 2000 as per notification issued by the Securities and Exchange Board of India (SEBI). The shares of the company are regularly traded at Mumbai Stock Exchange. Total number of shares traded during the year 2009-10 were 7,65,728 and its value was Rs. 6,50,09,622/-
9. **Stock Code:** -
  - i) Trading symbol at The Stock Exchange, Mumbai (Physical Segment) SHARDUL SECU.
  - ii) Demat ISIN Number in NSDL & CDSL – Equity Shares - INE037B01012
10. **Distribution of Shareholding and Shareholding Pattern as on 31<sup>st</sup> March 2010:** -

**I) The Distribution of Shareholding as on 31<sup>st</sup> March 2010: -**

No. of Equity Shares held	Shareholders		Shares held	
	No.	%	No.	%
Up to 500	12499	95.4920	1366353	7.8080
501 – 1000	265	2.0250	222416	1.2710
1001-2000	131	1.0010	197618	1.1290
2001-3000	65	0.4970	168592	0.9630
3001-4000	22	0.1680	78325	0.4480
4001-5000	27	0.2060	124171	0.7100
5001-10,000	25	0.1910	182997	1.0460
10,001 and above	55	0.4200	15157961	86.6250
<b>TOTAL</b>	<b>13089</b>	<b>100.00</b>	<b>17498433</b>	<b>100.00</b>

**II) Shareholding Pattern as on 31<sup>st</sup> March 2010: -**

Category	No. of Shares	%
Promoters	12262604	70.08
Financial Institutions / Banks / Mutual Funds	1	-
Corporate Bodies	<b>2602887</b>	14.87
Indian Public	2620275	14.97
NRI / OCB	<b>7926</b>	0.05
Others (Share in Transit)	<b>4740</b>	0.03
<b>TOTAL</b>	<b>17498433</b>	<b>100.00</b>

## ANNUAL REPORT 2009-2010

### 11. General Body Meetings: -

#### i) The last three Annual General Meetings of the Company were held as under: -

Year	Location	Date	Time
2006-2007	Senate Banquet Hall, Status Restaurant, 208, Regent Chambers, Nariman Point, Mumbai 400 021	01.09.2007	12.00 noon
2007-2008	715, Tulsiani Chambers, 212 Nariman Point, Mumbai – 400021	13.09.2008	11.00 a.m.
2008-2009	712-713, Tulsiani Chambers, 212 Nariman Point, Mumbai – 400021	02.09.2009	10.00 a.m.

#### ii) The following special resolutions were passed with required majority during the last three Annual General Meetings:

Sr. No.	Date of AGM	Particulars of Special Business Transacted
1	01.09.2007	Appointment of Mr. Naveen Chaturvedi as Executive Director for a period of Five years.
2	13.09.2008	Approval for keeping the register of members, the index of members and the register and index of debenture-holders and copies of all annual returns prepared under section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under section 161 of the Act at the company's Registrars and Transfer Agents
3	02.09.2009	Re- appointment of Mr. R Sundaresan as Executive Director for a period of three years.

No special resolution was passed during the year 2009-10 through postal ballot

### 12. Share Transfer Systems: -

Presently Share Transfer in physical form are processed and share certificate returned within a period of 30 days from the date of receipts, subject to the documents being clear in all respects.

### 13. Market Price Data: -

Monthly high/low market price of the Company's Equity Shares traded on The Stock Exchange, Mumbai and BSE Sensex during the last financial year 2009-2010 were as follows:

#### The Stock Exchange, Mumbai – Code No.512393

Month	Share Price		BSE Sensex	
	High	Low	High	Low
April, 2009	69.90	31.00	11,492.10	9,546.29
May, 2009	89.55	54.10	14,930.54	11,621.30
June, 2009	119.85	83.65	15,600.30	14,016.95
July, 2009	90.00	69.75	15,732.81	13,219.99
August, 2009	86.80	68.10	16,002.46	14,684.45
September, 2009	105.80	74.50	17,142.52	15,356.72
October, 2009	105.15	70.15	17,493.17	15,805.20
November, 2009	91.00	66.65	17,290.48	15,330.56
December, 2009	100.45	80.00	17,530.94	16,577.78
January, 2010	110.90	72.20	17,790.33	15,982.08
February, 2010	87.00	64.50	16,669.25	15,651.99
March, 2010	85.00	61.50	17,793.01	16,438.45



14. Address for Correspondence:

	For Share held in physical form:	For shares held in demat form:
Investors Correspondence for Transfer / dematerialization of shares, payment of dividend on shares and any other query relating to shares.	<p><b>Link Intime India Private Limited</b> C-13 Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400 078</p> <p>Shareholders can also send their correspondence to following local address of the Registrar and Transfer Agent.</p> <p><b>Link Intime India Private Limited</b> 203 Davar House, 197/199 D.N Road, Mumbai - 400001</p>	To the Depository Participant.

15. Compliance officer : **Ms.Monika Agarwal**  
Tel: 022- 40090500  
Fax: 022- 22846585
16. Registrar & Share Transfer Agent Address : **Link Intime India Private Limited**  
C-13 Pannalal Silk Mills Compound,  
LBS Road, Bhandup West, Mumbai 400078  
Tel.No.: 25946970-78  
Fax : 25946969  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## ANNUAL REPORT 2009-2010

### COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Board of Directors  
**Shardul Securities Limited**  
G-12 Tulsiani Chambers  
Nariman Point  
Mumbai 400 021

We have examined the compliance of conditions of corporate governance by Shardul Securities Limited, for the year ended 31<sup>st</sup> March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange in India.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination, conducted in the manner described in the 'Guidance Note on Certification of Corporate Governance' issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Rajen Damani & Associates**  
**Chartered Accountants**

**Place : Mumbai**  
**Date : 26<sup>th</sup> May, 2010**

**Rajen J Damani**  
**Partner**

Membership No. 034375

### CEO & CFO Certification issued pursuant to the provisions of clause 49 of the listing agreement

To,  
The Board of Directors  
**Shardul Securities Limited**  
**Subject: CEO & CFO Certificate**

We to the best of our knowledge and belief, certify that;

1. We have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March 2010 and that to the best of our knowledge and belief;
  - i) these statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violating the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of internal controls systems of the company over financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls over financial reporting, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
4. We have indicated to the auditors and the Audit Committee;
  - i) significant changes in the internal controls over financial reporting during the year;
  - ii) significant changes in accounting policies during the year, as disclosed in Schedule "P" Notes to Account.
  - iii) instances of significant fraud of which we have become aware and the involvement there in , if any, of the management or an employee having a significant role in the company's internal controls systems on financial reporting. To our knowledge and belief, there were no frauds during the year.

**R Sundaresan**                      **Saurabh Chaturvedi**  
Chief Executive Officer (CEO)    Chief Financial Officer (CFO)  
Executive Director

**Place : Mumbai**  
**Date : 26<sup>th</sup> May, 2010**



## AUDITORS' REPORT

To

The Members,

### SHARDUL SECURITIES LTD.

We have audited the attached Balance Sheet of '**SHARDUL SECURITIES LTD**', as at 31st March 2010, the Profit & Loss Account and the Cash Flow statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 issued by Central Government of India, in terms of Section 227(4A) of the Companies Act 1956, we enclose in the Annexure hereto a statement on the matters specified in the paragraphs 4 and 5 of the said order, to the extent applicable to Company.
2. Further to our comments in the Annexure referred to in paragraph (1) above, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose 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 those books;
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956.
  - e) On the basis of written representations received from the Directors as at 31st March, 2010 and taken on record by the Board of Directors, we report that none of the Directors of the Company is disqualified as on 31st March 2010 from being appointed as a Director in terms of Section 274(1)(g) of the Companies act, 1956.
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the significant accounting policies and the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
    - ii) in the case of Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
    - iii) in the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

**For RAJEN DAMANI & ASSOCIATES**  
**Chartered Accountants**  
(Registration No. 116762W)

Place: Mumbai  
Dated: 26th May, 2010

**CA Rajen .J. Damani**  
(Partner)  
Membership No: 034375

**ANNUAL REPORT 2009-2010****ANNEXURE TO THE AUDITOR'S REPORT OF SHARDUL SECURITIES LTD.****FOR THE YEAR ENDED 31ST MARCH 2010.**

**(Referred to in paragraph 1 of our report of the even date)**

- i. In respect of its fixed assets:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) As explained to us, the fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and nature of its business. No material discrepancies were noticed on such verification.
  - c) As per the information and explanations given to us, during the year, the Company has not disposed off any substantial part of fixed assets that would affect the going concern.
- ii. In respect of its inventories:
  - a) As explained to us, the inventories, which are held in dematerialized & physical forms, have been verified by the management with the supporting evidence during the year. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion and according to the information and explanation given to us, the procedure of verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) On the basis of our examination of inventory records, we are of the opinion that the company is maintaining proper records of inventory. As explained to us, no material discrepancies have been noticed on verification between the dematerialized stocks or physical stocks and the book records.
- iii. In respect of loans:
  - a) The Company has not given loans secured or unsecured to any companies, firms or parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - b) The company has not taken any loans, secured or unsecured from companies, firms or parties covered in the register maintained under section 301 of the companies Act, 1956.
- iv. 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 nature of its business for the purchases of securities and services and fixed assets and sale of securities and services rendered towards fee based income. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal controls.
- v. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
  - a) According to the information and explanation given to us, we are of the opinion that transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956, have been so entered.
  - b) In our opinion and according to the information and explanations given to us, the transactions of purchase and sale of securities and services in pursuance of contracts or arrangement required to be entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5,00,000 in respect of each party during the year have been made at prices, which appear reasonable having regard to the prevailing market prices at the relevant time.
- vi. The Company has not accepted deposits from public and hence directives issued by Reserve Bank of India and provision of section 58A and 58AA of the Companies Act, 1956 and rules framed there under. Therefore the provisions of Clause (vi) of paragraph 4 of the order are not applicable for the year under audit.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- viii. In respect of statutory dues:
  - a) According to the information and explanations given and records as produced and examined by us, in our opinion the undisputed statutory dues in respect of Investor Education and Protection Fund, Sales tax, Provident fund, Employees State Insurance, Income tax, Service tax, Wealth tax and other material statutory dues as applicable have been regularly deposited by the Company during the year with appropriate authorities. According to the



information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2010 for a period of more than six months from the date of becoming payable.

- b) The Customs duty, Excise duty and Cess are not applicable to the Company.
- c) According to the information and explanations given to us, there are no such statutory dues, which have not been deposited on account of any dispute except Income tax dispute of Rs. 12.10 lacs for A.Y. 2007-08 which is pending with Commissioner of Income Tax (Appeals).
- ix. The company has positive net worth at the end of the financial year. The Company has no accumulated losses and has not incurred any cash losses during the current financial year but had incurred cash losses of Rs.688.09 lacs in the immediately preceding financial year.
- x. Based on our audit procedures and the information and explanations given by management, we are of the opinion that the company has not defaulted in repayment of dues to any banks and financial institutions. The Company has not borrowed any funds by way of debentures during the year under audit.
- xi. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted on the basis of security by way of pledge of shares, debentures and other securities.
- xii. The company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and timely entries have been made therein. The investments are held by the company in its own name except shares held as margin with third parties.
- xiii. According to the information and explanation given by the management, the company has not given any guarantees for loans taken by others from banks or financial institutions.
- xiv. According to the information and explanations given to us the company has not obtained any term loans.
- xv. On the basis of review of utilization of funds, which is based on overall examination of the Balance Sheet of the company as at 31st March, 2010, we are of the opinion that there are no funds raised on short term basis that have been applied for long term investment.
- xvi. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

In view of the nature of activities carried by the Company, clause no (viii) and (xiii) of Companies (Auditor's Report) Order, 2003 are not applicable to the Company. Further in view of the absence of conditions prerequisite to the reporting requirement of clauses (xviii), (xix) and (xx), the said clauses are, at present, not applicable.

**For RAJEN DAMANI & ASSOCIATES**  
**Chartered Accountants**  
(Registration No. 116762W)

Place: Mumbai  
Dated: 26th May, 2010.

**CA Rajen J. Damani**  
(Partner)  
Membership no 034375

## ANNUAL REPORT 2009-2010

## BALANCE SHEET AS AT 31ST MARCH, 2010

(Rs. in Lacs)

	Schedule	As at 31st March,2010	As at 31st March,2009
<b>I SOURCES OF FUNDS</b>			
<b>1 Shareholders Fund</b>			
Share Capital	A	1,749.84	1,749.84
Reserves and Surplus	B	7,423.49	6,881.22
		<u>9,173.33</u>	<u>8,631.06</u>
<b>2 Deferred Tax Liability</b>		200.15	203.32
<b>3 Loan Funds</b>			
Secured Loans	C	-	245.62
Unsecured Loans	D	-	326.76
		<u>-</u>	<u>572.38</u>
<b>Total :</b>		<u><u>9,373.48</u></u>	<u><u>9,406.76</u></u>
<b>II APPLICATIONS OF FUNDS</b>			
<b>1 Fixed Assets</b>			
Gross Block	E	1,472.66	1,471.89
Less: Depreciation		359.86	315.97
Net Block		1,112.80	1,155.92
Capital Work-in-Progress		52.15	52.15
		<u>1,164.95</u>	<u>1,208.07</u>
<b>2 Investments</b>	F	5,652.13	5,532.47
<b>3 Current Assets, Loans and Advances</b>			
Current Assets:	G		
Stock In Trade		2,404.37	904.05
Sundry Debtors		22.17	0.90
Cash and Bank Balances		176.12	780.60
Loans and Advances	H	338.80	2,301.37
		<u>2,941.46</u>	<u>3,986.92</u>
<b>Less: Current Liabilities &amp; Provisions</b>			
Current Liabilities	I	139.39	1,115.97
Provisions	J	245.67	204.73
		<u>385.06</u>	<u>1,320.70</u>
<b>Net Current Assets</b>		<u>2,556.40</u>	<u>2,666.22</u>
<b>Total :</b>		<u><u>9,373.48</u></u>	<u><u>9,406.76</u></u>

**Significant Accounting Policies & Notes to Accounts.**

P

Schedules referred to above, form an integral part of the Balance Sheet.

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary


**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2010**

(Rs. in Lacs)

	Schedule	2009-2010	2008-2009
<b>INCOME</b>			
Income from Operations	K	951.70	(800.96)
Income from Investments	L	(104.94)	95.34
Other Income	M	277.66	316.68
		<b>1,124.42</b>	<b>(388.94)</b>
<b>EXPENDITURE</b>			
Operating / Administrative & Other Expenses	N	140.32	205.20
Interest & Financial Charges	O	84.25	93.95
Depreciation		43.89	41.84
		<b>268.46</b>	<b>340.99</b>
<b>Profit / (Loss) before Taxation</b>		<b>855.96</b>	<b>(729.93)</b>
Provision for Taxation for the year			
- Current Tax		135.00	-
- Fringe Benefit Tax		-	1.48
- Deferred Tax		(3.17)	(1.91)
Taxation adjustment of previous years (net)		(63.81)	1.11
<b>Profit / (Loss) after Taxation</b>		<b>787.94</b>	<b>(730.61)</b>
Prior period adjustment (net)		-	(1.00)
<b>Profit / (Loss) after prior period adjustment</b>		<b>787.94</b>	<b>(731.61)</b>
Surplus brought forward from previous year		2,539.74	3,476.08
		<b>3,327.68</b>	<b>2,744.47</b>
<b>APPROPRIATIONS</b>			
Proposed Dividend - Equity Shares		209.98	174.99
Dividend Tax		35.69	29.74
Transferred to Statutory Reserve Fund (as per RBI Guidelines)		157.59	-
Transferred to General Reserve		19.70	-
Balance carried to Balance Sheet		2,904.72	2,539.74
		<b>3,327.68</b>	<b>2,744.47</b>
<b>Basic earning per equity share of Rs.10 each (in Rupees)</b>		<b>4.50</b>	<b>(4.18)</b>
<b>Diluted earning per equity share of Rs.10 each (in Rupees)</b>		<b>4.50</b>	<b>(4.18)</b>

(Refer Note no. 2(D) of Schedule "P" Notes on Account)

**Significant Accounting Policies &****Notes to Accounts****P**

Schedules referred to above, form an integral part of the Profit &amp; Loss Account

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
 Chartered Accountants

**Rajen J. Damani**  
 Partner  
 M No. 034375
Mumbai, Dated : 26<sup>th</sup> May, 2010
**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary

## ANNUAL REPORT 2009-2010

## SCHEDULES FORMING PART OF THE BALANCE SHEET

(Rs. in Lacs)

	As at 31st March,2010	As at 31st March,2009
<b>SCHEDULE 'A'</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
10,00,00,000 Equity Shares of Rs.10/- each	<u>10,000.00</u>	10,000.00
	<u>10,000.00</u>	<u>10,000.00</u>
<b>Issued, Subscribed and Paid up</b>		
1,74,98,433 Equity Shares of Rs.10/- each	<u>1,749.84</u>	1,749.84
	<u>1,749.84</u>	<u>1,749.84</u>
<b>SCHEDULE 'B'</b>		
<b>Reserves &amp; Surplus</b>		
Capital Reserve	6.90	6.90
Share Premium Account	2,666.69	2,666.69
General Reserve		
Balance as per Last Balance Sheet	297.88	297.88
Add: Transfer from Profit & Loss Account	<u>19.70</u>	<u>-</u>
	317.58	297.88
Statutory Reserve Fund (As per RBI Guidelines)		
Balance as per last Balance Sheet	1,370.01	1,370.01
Add: Transfer from Profit & Loss Account	<u>157.59</u>	<u>-</u>
	1,527.60	1,370.01
Profit and Loss Account	<u>2,904.72</u>	<u>2,539.74</u>
	<u>7,423.49</u>	<u>6,881.22</u>
<b>SCHEDULE 'C'</b>		
<b>Secured Loans</b>		
From Bank	-	245.62
(Bank overdraft is secured by way of lien of Bank fixed deposits of Rs.Nil previous year Rs. 750 Lacs )	<u>-</u>	<u>245.62</u>
	<u>-</u>	<u>-</u>
<b>SCHEDULE 'D'</b>		
<b>Unsecured Loan</b>		
Inter corporate deposit	-	326.76
	<u>-</u>	<u>326.76</u>
	<u>-</u>	<u>-</u>

**Schedule 'E':  
FIXED ASSETS**

(Rs. in Lacs)

Description of Assets	Gross Block				Depreciation				Net Block	
	As at 01/04/2009	Additions	Deductions/ Written off	As at 31/03/2010	Up to 31/03/09	For the Year	Deductions/ Written off	Upto 31/03/2010	As at 31/03/2010	As at 31/03/09
Office Premises	1100.65	-	-	1100.65	163.26	17.94	-	181.20	919.45	937.39
Computers	17.21	-	-	17.21	9.75	2.17	-	11.92	5.29	7.46
Computers Software	-	0.76	-	0.76	-	0.07	-	0.07	0.69	-
Furniture & Fixtures	209.49	-	-	209.49	85.67	13.27	-	98.94	110.55	123.81
Vehicles	75.21	-	-	75.21	34.70	7.15	-	41.85	33.36	40.51
Office Equipment	69.34	-	-	69.34	22.59	3.29	-	25.88	43.46	46.75
<b>Total</b>	1471.90	0.76	-	1472.66	315.97	43.89	-	359.86	1112.80	1155.93
Capital Work in Progress	52.15	-	-	52.15	-	-	-	-	52.15	52.15
<b>Grand Total</b>	1524.05	0.76	-	1524.81	315.97	43.89	-	359.86	1164.95	1208.08
Previous Year	1492.60	31.45	-	1524.05	274.14	41.83	-	315.97	1208.08	

**Notes :**

Office Premises includes -

- 5 shares of Rs. 50/- each of Tulsiani Chamber Premises Co-op.Society Limited.
- 5 shares of Rs. 50/- each of Parekh Vora Chambers Premises Co-op.Society Limited.
- 10 shares of Rs.50/- each of Laxmi Finance & Leasing Companies Commercial Premises Co-Op.Society Limited.

**SCHEDULES FORMING PART OF THE BALANCE SHEET**

(Rs. in lacs)

	Face Value/ Issue Price(Rs)	Quantity		Value	
		As at 31st March, 2010	As at 31st March,2009	As at 31st March,2010	As at 31st March,2009
<b>SCHEDULE 'F'</b>					
<b>Investments</b>					
<b>Long Term Investments</b>					
<b>Trade Investments</b>					
<b>In Equity shares - Quoted</b>					
<b>Fully Paid-up</b>					
Maytas Infra Ltd	10	50,000	-	75.21	-
Reliance Industries Limited *	10	464,000	232,000	1,024.90	1,024.90
Thermax Ltd	2	20,000	-	105.81	-
<b>Sub Total</b>				<b>1,205.92</b>	<b>1,024.90</b>
<b>In Equity shares - Unquoted</b>					
<b>Fully Paid up</b>					
B V G India Ltd	10	-	10,000	-	98.85
Bombay Stock Exchange Ltd	1	58,838	-	0.05	-
Future Ventures India Ltd	10	4,000,000	4,000,000	400.00	400.00
Teracom Ltd	10	31,700	31,700	99.85	99.86
Ybrent Technologies Ltd	10	-	43,000	-	75.25
				<b>499.90</b>	<b>673.96</b>
<b>In Subsidiaries</b>					
<b>Fully Paid up</b>					
Shriyam Broking Intermediary Ltd.	10	10,000,000	10,000,000	1,000.00	1,000.00
Shardul Commodities International Ltd.	10	500,000	500,000	50.00	50.00
<b>In Associates</b>					
Antique Stock Broking Ltd	10	-	8,133,333	-	976.00
Antique Finance Pvt Ltd	10	7,419,825	7,419,825	989.31	989.31
<b>Sub Total</b>				<b>2,039.31</b>	<b>3,015.31</b>
<b>In Mutual Funds- Quoted</b>					
<b>Fully paid up units</b>					
LIC Mutual Fund - Index Fund Sensex	10	20,000	20,000	2.00	2.00
Birla Sunlife Mutual Fund - Growth	10	1,624,389	-	403.53	-
Franklin India Smaller Companies Fund	10	108,002	109,000	10.90	10.90
HDFC Liquid Fund	10	1,096,726	-	200.00	-
Mutual Fund (EPMS)	10	-	319,863	-	33.82
Axis Treasury Advtg	1000	1,562	-	15.62	-
Reliance Liquid Fund Growth	10	904,255	-	202.09	-
SC All season Bond Fund - Dividend HY	10	-	5,000	-	0.50
SC All season Bond Fund - Growth	10	-	5,000	-	0.50
UTI Money Market Fund - Growth	1000	29,467	-	302.52	-
<b>Sub total</b>				<b>1,136.66</b>	<b>47.72</b>
<b>Investment in Funds -Unquoted</b>					
HDFC India Real Estate Fund	1000	49,659	49,659	496.34	496.59
Urban Infrastructure fund	100000	270	250	274.00	250.00
Urban Infrastructure fund	20000	-	100	-	24.00
				<b>770.34</b>	<b>770.59</b>
<b>Total Investments</b>				<b>5,652.13</b>	<b>5,532.47</b>
<b>Market Value of Quoted Investments</b>				<b>8,076.99</b>	<b>3,578.66</b>

\* Lien/Pledge with the banks and corporates against loan/ margins taken

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## SCHEDULES FORMING PART OF THE BALANCE SHEET

(Rs. in Lacs)

	As at 31st March, 2010		As at 31st March, 2009	
<b>SCHEDULE 'G'</b>				
<b>Current Assets</b>				
Stock-in-Trade (Certified and valued by Management)		2,404.37		904.05
Sundry Debtors (Unsecured, Considered good) Outstanding for a period		-		-
(a) exceeding six months.		-		-
(b) Others				
(i) Subsidiary Companies	4.27		0.90	
(ii) Others	17.90	22.17	-	0.90
<b>Cash &amp; Bank Balances</b>				
Cash in hand		0.02		0.02
Balance with Scheduled Banks				
— In Current Accounts	176.10		30.47	
— In Fixed Deposit Account	-		750.11	
		176.10		780.58
		2,602.66		1,685.55
<b>SCHEDULE 'H'</b>				
<b>Loans and Advances</b> (considered good)				
Sundry Deposits		1.63		6.67
Advance Income Tax (net of provisions)		43.71		2,259.90
Loans		283.87		3.84
Advances recoverable in cash or in kind or for value to be received		9.59		30.96
		338.80		2,301.37
<b>SCHEDULE 'I'</b>				
<b>Current Liabilities</b>				
Sundry Creditors				
(i) MSME	-		-	
(ii) Others	2.31	2.31	5.27	5.27
Unclaimed Dividend **		19.37		14.42
Advance against Sale of Shares		-		976.00
Other Liabilities		117.71		120.28
		139.39		1,115.97
<b>SCHEDULE 'J'</b>				
<b>Provisions</b>				
Proposed Dividend on Equity Shares		209.98		174.99
Provision for Dividend Tax		35.69		29.74
		245.67		204.73

\*\* There are no amount due and outstanding to be credited to the Investor Education and Protection Fund.



## SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(Rs. in Lacs)

	2009-10	2008-09
<b>SCHEDULE 'K'</b>		
<b>Income from Operations</b>		
Interest	59.46	57.31
(Tax deducted at source Rs. 5.40 Lacs Previous year Rs. 6.25 lacs)		
Bad debts recovered	195.00	50.00
Advisory Fees and services	365.00	2.42
(Tax deducted at source Rs.40.26 Lacs Previous year Rs. Nil)		
Profit/ (loss) on dealing in securities (Net)	332.24	(910.69)
(Includes Rs. 19.08 lacs as Marked to Market loss on Derivatives outstanding position as on 31.03.10)	<u>951.70</u>	<u>(800.96)</u>
<b>SCHEDULE 'L'</b>		
<b>Income from investments</b>		
Profit on sale of investments (Net)	<u>(104.94)</u>	95.34
	<u>(104.94)</u>	<u>95.34</u>
<b>SCHEDULE 'M'</b>		
<b>Other Income</b>		
Dividend on Investments	38.55	37.07
Others	24.94	3.35
	<u>63.49</u>	40.42
Interest on Income Tax Refund	24.07	128.61
Rent & Compensation	190.10	147.60
(Tax deducted at source Rs. 30.96 lacs previous year Rs. 37.60 lacs)		
Miscellaneous Income	-	0.05
	<u>277.66</u>	<u>316.68</u>
<b>SCHEDULE 'N'</b>		
<b>Operating / Administrative &amp; Other Expenses</b>		
Payment to Employees		
- Salary, Bonus & Allowance	27.00	56.76
- Contribution to Provident Fund and Gratuity Fund	0.66	1.98
- Welfare Expenses	0.53	2.42
	<u>28.19</u>	61.17
Professional and Other Service Charges	5.35	45.45
Telephone and Lease line Charges	2.12	3.48
Rent, Rates, Taxes & Hire Charges	14.75	41.66
Postage and Telegrams	1.77	2.28
Business Promotion	-	5.51
Repairs and Maintenance		
Computer	0.92	2.35
Office	1.61	5.47
Printing and Stationery	2.62	2.90
Payment to Auditors	2.65	2.50
Directors Sitting Fees	3.60	4.03
Travelling and Conveyance:		
Foreign Travelling	-	1.02
Others	3.89	4.85
Electricity Charges	2.18	5.37
Donations	10.05	-
Security Transaction Tax	54.61	12.69
Miscellaneous Expenses	6.01	4.48
	<u>140.32</u>	<u>205.20</u>
<b>SCHEDULE 'O'</b>		
<b>Interest &amp; Financial Charges</b>		
Bank charges	6.61	1.24
Demat charges	2.80	3.55
Interest on Bank Overdraft	4.85	69.06
Interest on loan	69.99	20.10
	<u>84.25</u>	<u>93.95</u>

**ANNUAL REPORT 2009-2010****SHARDUL SECURITIES LIMITED****SCHEDULE 'P'****Significant Accounting Policies & Notes on Accounts****1. Significant Accounting Policies:****(A) Basis of preparation of Financial Statements:**

- i) The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act 1956, as adopted consistently by the Company.
- ii) All items of income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

**(B) Use of Estimates:**

The presentation of financial statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. The difference between the actual results and estimates are recognised in the period in which the results are known or materialised.

**(C) Revenue Recognition:**

Revenue is recognised on accrual basis.

**(D) Fixed Assets :**

The Fixed Assets are stated at Cost less accumulated depreciation and after taking into consideration the lease adjustment account. All cost including financing costs relating to the borrowings attributable to the Fixed Assets are capitalised till the asset is put to use.

Intangible assets are amortized over a period of 5 years.

**(E) Depreciation:**

Depreciation is provided on Straight Line Method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

**(F) Lease Transactions:**

In respect of the leases prior to 1.4.2001, transactions have been accounted / restated as per the guidance note issued by the Institute of Chartered Accountants of India on Accounting for leases and in respect of leases after 1.4.2001 the transactions have been accounted as per the (AS) 19 Leases issued by The Institute of Chartered Accountants of India.

**(G) Foreign Currency Transactions:**

Income and Expenditures transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.

**(H) Borrowing Costs:**

Borrowing Costs which are directly attributable to the acquisition / construction of fixed assets, till the time such assets are ready for intended use, are capitalised as part of the assets. Other borrowing costs are recognised as an expense in the year in which they are incurred.

**(I) Miscellaneous Expenditures:**

Preliminary expenses and deferred revenue expenditure are written off over a period of five years.

**(J) Investments:**

Investments are valued as follows:

- i) Investments are classified into current investments and long term investments.
- ii) Current Investments are valued, scripwise, at cost or market price whichever is lower.
- iii) Long term investments are valued at cost. Provision for diminution is made scripwise to recognise a decline, other than temporary.

**(K) Stock-in Trade:**

Stock-in-trade is valued scripwise, at cost or market price whichever is lower. Cost is arrived at using First in First out (FIFO) method.

**(L) Impairment of Assets:**

An asset is treated as impaired when the carrying cost of an assets exceeds its recoverable value and impairment loss is charged to Profit and Loss Account in the year in which assets is identified as impaired. The impairment loss recognised in the prior accounting year is reversed if there has been a change in estimates of recoverable amount.

(M) **Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liabilities, if material, are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

(N) **Provision for Current and Deferred Tax:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date.

(O) **Employee Benefits:**

Short term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

Post employment and other long- term employee benefits are recognised as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long- term benefits are charged to the profit and loss account.

(P) **Derivative Trading**

1. Loss or Profit on settlement of Futures during the year is charged / credited to Profit & Loss account.
2. Loss arising on account of Mark to Market of the un-expired Futures at the year end is charged to Profit & Loss account.

**2. Notes on Accounts :**

- (A) The Company has followed the Reserve Bank of India Guidelines applicable to the Non Banking Financial Companies in respect of prudential norms for Income Recognition, Assets Classification and Capital Adequacy.
- (B) In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated, if realised in the ordinary course of business. The provisions of all known liabilities are adequate and neither in excess of or nor short of the amounts reasonably necessary.

	<b>2009-2010</b>	<b>(Rs.in lacs)</b> 2008-2009
(C) i) Expenditure in Foreign Currency.	<b>0.04</b>	1.06
ii) Earnings in Foreign Currency.	—	—
<b>(D) Earning per Share :</b>		
i) Net Profit / (Loss) after tax available for Equity Shareholders (Rs. In lacs)	<b>787.94</b>	(731.61)
ii) Weighted average number of Equity Shares outstanding during the year (in lacs).	<b>174.98</b>	174.98
iii) Basic and Diluted Earnings per share of Rs.10/- each (in Rs.)	<b>4.50</b>	(4.18)

(E) **Related Party Disclosures:**

List of related parties with whom transactions have taken place during the year:

i) *Subsidiaries :*

Shriyam Broking Intermediary Limited.  
Shardul Commodities International Limited

ii) *Associates / Group Cos :*

Antique Stock Broking Ltd.  
Antique Finance Private Limited  
Pradeep Sandeep Trading & Investments Pvt Ltd.  
Shriyam Commodities Intermediary Pvt Ltd.  
Chaturvedi & Shah Consulting Pvt Ltd.  
A to Z Broking Services Pvt Ltd

iii) *Key Managerial Personnel:*

Shri R. Sundaresan - Executive Director  
Shri Saurabh Chaturvedi - CFO

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iv) Transactions during the year with related parties. (Reimbursement of expenses has not been treated as related party transactions.)

Nature of Transactions	(Rs. in lacs)				
	Subsidiaries	Associates/ Group Cos	Key Management Personnel	Relative of Director	Total
	Amount in Lacs	Amount in Lacs	Amount in Lacs	Amount in Lacs	Amount in Lacs
<b>Loans / Advances:</b>					
Given during the year	--	--	--	--	--
	(--)	(--)	(6.00)	(--)	(6.00)
Returned during the year	--	--	1.20	--	1.20
	(--)	(--)	(0.50)	(--)	(0.50)
Balance as at 31.03.10	--	--	4.30	--	4.30
	(--)	(--)	(5.50)	(--)	(5.50)
<b>Investments:</b>					
Made during the year	--	--	--	--	--
	(--)	(989.31)	(--)	(--)	(989.31)
Sold during the year	--	976.00	--	--	976.00
	(--)	(--)	(--)	(95.48)	(95.48)
Balance as at 31.03.10	1050.00	989.31	--	--	2039.31
	(1050.00)	(1965.31)	(--)	(--)	(3015.31)
<b>Sundry Debtors:</b>					
As at 31.03.10	4.27	17.90	--	--	22.17
	(0.90)	(--)	(--)	(--)	(0.90)
<b>Current Liabilities:</b>					
Advance received for sale of shares	--	--	--	--	--
	(--)	(976.00)	(--)	(--)	(976.00)
Balance as at 31.03.10	--	--	--	--	--
	(--)	(976.00)	(--)	(--)	(976.00)
<b>Payment for remuneration and services:</b>					
Paid during the year	--	--	9.86	--	9.86
	(--)	(--)	(10.52)	(--)	(10.52)
<b>Exp for Trading Activities :</b>					
Paid/(Refunded) during the year. (Net)	3.47	3.88	--	--	7.35
	(-118.02)	(--)	(--)	(--)	(-118.02)
<b>Income:</b>					
Interest Received during the year	--	--	0.49	--	0.49
	(--)	(--)	(0.25)	(--)	(0.25)
Compensation received during the year	15.00	--	--	--	15.00
	(--)	(--)	(--)	(--)	(--)
Advisory Fees received during the year	--	315.00	--	--	315.00
	(--)	(--)	(--)	(--)	(--)

(Figures in bracket indicates figures of previous year).

### Significant Related Party Transactions during the year:

- Investment sold during the year includes Rs. 976.00 Lacs shares of Antique Stock Broking Ltd to Antique Finance Pvt Ltd.
  - Payment and provision for remuneration and services, includes Rs. 6.50 lacs as Salary paid to Shri R. Sundaresan Executive Director, and Rs. 3.36 lacs paid to Shri Saurabh Chaturvedi CFO.
  - Expenses for Trading Activities paid/(Refunded) (Net) includes Rs 3.47 lacs paid to Shriyam Broking Intermediary Ltd. Subsidiary Co. & Rs. 3.88 lacs paid to Antique Stock Broking Ltd. Associate Co.
  - Income from Compensation includes Rs. 15.00 lacs received from Shriyam Broking Intermediary Ltd, subsidiary Co.
- (F) In the opinion of the management, the Company is mainly engaged in the business of Investment Activities and all other activities of the Company revolve around the main business, and as such, there are no separate reportable segments.



(G) Disclosure of loans / advances and investments in its own shares by the listed companies, their subsidiaries, associates etc. (as certified by the management)

Particulars	(Rs. in Lacs)	
	Outstanding Balance as on 31st March, 2010	Maximum Balance Outstanding
i) Loans and advances in the nature of loans to subsidiaries	NIL (NIL)	NIL (NIL)
ii) Loans and advances in the nature of loans to associates	NIL (NIL)	NIL (NIL)
iii) Loans and advances in the nature of loan where there is		
a) no repayment schedule or repayment beyond seven years.	NIL (NIL)	NIL (NIL)
b) No interest or interest below section 372A of the Companies Act – Loan to employee/others (in ordinary course of business)	NIL (NIL)	NIL (NIL)
iv) Loans and advances in nature of loans to firms / companies in which directors are interested.	NIL (NIL)	NIL (NIL)
v) Investments by loanee in the shares of parent company and subsidiary company when the company has made a loan or advance in the nature of loan	NIL (NIL)	NIL (NIL)

(Figures in bracket indicates figures of previous year).

(H) **Deferred Tax :**

The break-up of deferred tax Liability as at March 31, 2010 is as under :

	(Rs. in lacs)			
	Current Year		Previous Year	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
Timing Differences on account of :				
Fixed Assets	—	200.15	—	203.32
<b>Total</b>	—	200.15	—	203.32
<b>Net Deferred Tax Liability.</b>		200.15		203.32

(I) The Company has followed Accounting Standard 15 (revised), Accounting for Retirement Benefits.

- Contribution to Provident Fund of Rs. 68,623/- is charged to the Statement of Profit and Loss as per applicable law / rules.
- The Company has taken Group Gratuity scheme of Life Insurance Corporation of India for gratuity payable to the employees. Liability for the year end obligation, based on an actuarial valuation as per the projected unit credit method as at the reporting date, is charged to the Statement of Profit and Loss. And accordingly Provision for the gratuity liability amounting to Rs. 0.02 lacs has been made during the year by the company based on the valuation report of the Life Insurance Corporation (Actuarial Valuer).

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- The Company belongs to an industry which faces a high attrition rate and hence the leave balance accrued is either availed or fully paid off.

### Details as required under Accounting Standard AS 15, "Employee Benefits (Revised)

Period of Accounting	FY. 2009 - 2010	FY. 2008 - 2009
<b>(Rs. in Lacs)</b>		
<b>1. SUMMARY OF MEMBERSHIP DATA</b>		
<b>Number of Employees</b>	7	20
<b>Average Age (in years)</b>	40.57	37.15
<b>Average Monthly Salary ( in Rupees)</b>	20292.85	12090.00
<b>Average Past Service</b>	6.29	3.45
<b>2. VALUATION METHOD</b>	<b>Projected Unit Credit Method</b>	<b>Projected Unit Credit Method</b>
<b>3. ACTUARIAL ASSUMPTIONS</b>		
<b>Mortality Rate</b>	LIC(1994-96) Ultimate	LIC(1994-96) Ultimate
<b>Withdrawal rate</b>	1 % to 3% depending on age	1 % to 3% depending on age
<b>Discount Rate</b>	8% P.A.	8% P.A.
<b>Salary Escalation</b>	4% P.A.	5% P.A.
<b>4. RESULTS OF VALUATION</b>		
<b>PV of Past Service Benefit (Rs. In Lakhs)</b>	4.70	5.30
<b>Current Service Cost (Rs. In Lakhs)</b>	0.24	0.63
<b>Total Service Gratuity (Rs. In Lakhs)</b>	17.63	32.17
<b>Accrued Gratuity (Rs. In Lakhs)</b>	5.85	6.76
<b>LCSA</b>	7.99	21.74
<b>LC Premium</b>	0.02	0.05
<b>Service Tax @ 10.30%</b>	0.01	0.01
<b>5. RECOMMENDED CONTRIBUTION RATE</b>		
<b>Fund Value as on Renewal Date</b>	6.84	6.70
<b>Additional Contribution for existing fund</b>	0.00	0.00
<b>Current Service Cost</b>	0.00	0.00
<b>6 TOTAL AMOUNT PAID (IN RS.)</b>	<b>0.02</b>	<b>0.06</b>

**(J) Payments to Auditors (statutory):**

	<b>Current Year</b>	<b>Previous Year</b>
Audit Fees	2.00	2.00
Tax Audit Fees	0.30	0.30
Certification Charges	0.20	0.20
VAT Audit Fees	0.15	—
<b>TOTAL...</b>	<b>2.65</b>	<b>2.50</b>

**(K) Directors Remuneration :**

Salary to Executive Directors as under (include under the head payment to employees):-

Shri R. Sundaresan                      Rs. 6.50 Lacs ( P.Y. Rs. 6.50 Lacs )

Information relating to the payment to Executive Directors does not include payment for gratuity, which is provided for group of employees on an overall basis and as per the actuarial valuation report of the Life Insurance Corporation of India.


**SHARDUL**  
**Securities Limited**

During the year, remuneration paid to the directors are within the prescribed limit in the Part II of Schedule XIII of the Companies Act, 1956.

The company is of the opinion that the computation of net profit under section 349 of the Companies Act, 1956 is not required to be made as no commission is paid / payable to the Directors for the year ended 31<sup>st</sup> March, 2010.

- (L) Disclosure of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

		(Rs. In Lacs)			
		Amount outstanding		Amount overdue	
		31.03.2010	31.03.2009	31.03.2010	31.03.2009
1	Loans and advances availed by NBFC inclusive of interest accrued thereon but not paid	Nil	Nil	Nil	Nil
	a) Debentures (other than falling within the meaning of public deposits)				
	i. Secured				
	ii. Unsecured	Nil	Nil	Nil	Nil
	b) Deferred Credits	Nil	Nil	Nil	Nil
	c) Term Loans	Nil	Nil	Nil	Nil
	d) Inter-Corporate Loans and Borrowings	Nil	326.76	Nil	Nil
	e) Commercial Paper	Nil	Nil	Nil	Nil
	f) Other Loans (specify nature)				
	Bank overdraft	Nil	245.62	Nil	Nil
2	Break up of Loans and Advances including bills receivable Other than those included in 3 below				
	a) Secured				
	b) Unsecured (all loans and advances)	338.80	2301.37	Nil	Nil
3	Break up of Leased Assets and Stock on Hire and other assets counting towards AFC activities :				
	Lease assets including lease rentals under sundry debtors:	Nil	Nil	Nil	Nil
	a) Financial Lease (net of Depreciation and lease adjustment)	Nil	Nil	Nil	Nil
	b) Operating Lease				
	Stock on Hire including hire charges under sundry debtors:	Nil	Nil	Nil	Nil
	a) Assets on Hire	Nil	Nil	Nil	Nil
	b) Repossessed Assets	Nil	Nil	Nil	Nil
	Other Loans counting towards AFC activities				
	a) Loans where assets have been repossessed	Nil	Nil	Nil	Nil
	b) Loans other than (a) above	Nil	Nil	Nil	Nil
4	Break up of Investments				
	a) Current Investments: (stock in trade)				
	Quoted:				
	- Equity Shares	2201.91	701.59	Nil	Nil
	- Preference Shares	Nil	Nil	Nil	Nil
	- Debentures and Bonds	Nil	Nil	Nil	Nil
	- Units of Mutual Funds	Nil	Nil	Nil	Nil
	- Government Securities	Nil	Nil	Nil	Nil
	- Gold & Silver	202.46	202.46	Nil	Nil

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					(Rs. In Lacs)					
					Amount outstanding		Amount overdue			
					31.03.2010	31.03.2009	31.03.2010	31.03.2009		
b) Long Term Investments										
Quoted:										
-	Equity Shares				1205.92	1024.90	Nil	Nil		
-	Preference Shares				Nil	Nil	Nil	Nil		
-	Debentures and Bonds				Nil	Nil	Nil	Nil		
-	Units of Mutual Funds				1136.66	47.72	Nil	Nil		
-	Government Securities				Nil	Nil	Nil	Nil		
-	Others (please specify)				Nil	Nil	Nil	Nil		
Unquoted:										
-	Equity Shares				2539.21	3689.27	Nil	Nil		
-	Preference Shares				Nil	Nil	Nil	Nil		
-	Debentures and Bonds				770.34	770.59	Nil	Nil		
-	Units of Mutual Funds				Nil	Nil	Nil	Nil		
-	Government Securities				Nil	Nil	Nil	Nil		
-	Others (Please Specify)				Nil	Nil	Nil	Nil		
<b>Total</b>					<b>8395.30</b>	<b>9310.28</b>	<b>Nil</b>	<b>Nil</b>		
5 Borrower group-wise classification of assets financed as in 2 and 3 above										
a) Related Parties										
1	Subsidiaries				Nil	Nil	Nil	Nil		
2	Companies in the same group				Nil	Nil	Nil	Nil		
3	Other related parties				Nil	Nil	Nil	Nil		
b)	Other than related parties				338.80	2301.37	Nil	Nil		
<b>Total</b>					<b>338.80</b>	<b>2301.37</b>	<b>Nil</b>	<b>Nil</b>		
6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted excluding stock-in-trade)										
					Market Value or Fair Value or NAV		Book Value (Net of provisions)			
					31.03.2010	31.03.2009	31.03.2010	31.03.2009		
a) Related Parties										
4	Subsidiaries				4134.91	4094.99	1050.00	1050.00		
5	Companies in the same group				1410.92	3223.37	989.31	1965.31		
6	Other related parties				Nil	Nil	Nil	Nil		
b)	Other than related parties				8076.99	6354.11	3612.82	3421.21		
<b>Total</b>					<b>13622.82</b>	<b>13672.47</b>	<b>5652.13</b>	<b>6436.52</b>		
7 Other Information										
a) Gross Non-Performing Assets										
1	Related Parties				Nil	Nil	Nil	Nil		
2	Other than related parties				Nil	Nil	Nil	Nil		
b) Net Non-Performing Assets										
1	Related Parties				Nil	Nil	Nil	Nil		
2	Other than related parties				Nil	Nil	Nil	Nil		
c) Assets acquired in satisfaction of debt										
					Nil	Nil	Nil	Nil		

**(M) Stock in Trade****(Rs. In lacs)**

Equity Shares (quoted)	As at 31 <sup>st</sup> March, 2010		As at 31 <sup>st</sup> March, 2009	
	Quantity	Value	Quantity	Value
3I Infotech	100,000	78.50	-	-
Aditya Birla Nuvo	56,104	504.53	-	-
Akruti Nirman	-	-	65	0.46
Anant Raj Industries Ltd	12,000	15.92	22,100	8.88
Apollo Tyres Limited	150	0.38	150	0.38
ATV Project (India) Limited	650	-	650	-
Aurionpro	4,188	13.77	-	-
Bank of Baroda	-	-	1,338	3.13
BASF India Ltd	2,800	9.93	-	-
CALS Ltd	500,000	2.20	-	-
Century Textiles & Ind Ltd	-	-	898	1.97
Crompton Greaves Ltd	-	-	1,040	1.28
DB Corp Ltd	1,765	4.22	-	-
Dish TV	28,010	10.25	-	-
Divi's Lab	-	-	1,000	9.54
EID Parry (India) Ltd	1,594	4.66	1,765	2.37
Escorts	17,212	18.84	-	-
Essar Shipping	812,000	244.07	800,000	235.20
Exide Industries	2,472	2.62	-	-
Ganesh Housing Corp	30,000	42.59	-	-
Glenmark Pharma	-	-	3,500	5.52
HCC	10,000	13.40	-	-
Hindustan Oil Exp	31,000	71.11	-	-
IDEA Cellular	-	-	3,002	1.40
IL & FS Transportation	1,710	4.76	-	-
India Bulls Financial Ser Ltd	-	-	2,500	2.25
Indian Bank	4,500	7.91	-	-
Indian Metal & Ferro	1,000	5.80	-	-
Jayaswal Neco Ltd	200,000	77.34	-	-
Jsw Energy	125,000	137.06	-	-
Kemrock Industries	1,000	3.76	-	-
Kewal Kiran Clothing	948	1.64	-	-
Madras Cement Ltd	-	-	5,945	4.24
Mafatlal Industries Limited	3	-	3	-
Max India Ltd	2,010	4.17	-	-
Modern Syntex (India) Limited	21	-	21	-
Modern Threads (India) Limited	20	-	20	-
Moulik Finance & Resorts Limited	21,000	-	21,000	-
Nava Bharat Venture	1,278	4.95	-	-
NTPC	12,000	24.84	-	-
Oracle Financial Services	248	5.22	-	-
Orbit Corporation Ltd	-	-	5,000	2.62
Orient Paper & Industries	10,024	5.06	-	-
Pantaloon Retail	6,000	23.41	-	-
Persistent Systems Ltd	1,576	4.89	-	-
Piramal Healthcare	10,000	42.28	-	-
PSL Ltd	25,000	34.31	-	-
Relaince Industries Ltd	55,481	505.78	27,367	416.16
Reliance Capital Ltd	1,200	9.06	-	-
Reliance Indus Infra	3,500	28.36	-	-
Ritesh Polyesters Limited(Partly paid)	29,200	-	29,200	-
Satyam Computer	95,000	87.97	-	-
Sonata Software	7,488	3.73	-	-
State Bank of Bikaner & Jaipur	613	2.78	-	-

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	(Rs. In lacs)			
	As at 31 <sup>st</sup> March, 2010		As at 31 <sup>st</sup> March, 2009	
	Quantity	Value	Quantity	Value
<b>Equity Shares (quoted)</b>				
State Bank of India	-	-	505	5.39
State Bank of Travancore Ltd	686	4.17	-	-
Sterlite Technologies Ltd	3,350	2.92	-	-
Subhash Projects & Market	40,000	56.56	-	-
Sudarshan Chemicals Limited	12	-	12	-
Tantia Construction Ltd	50,000	59.76	-	-
Tube Investments of India Ltd	7,329	5.14	-	-
Ultratech Cement Ltd	204	1.74	-	-
Voltas Ltd	-	2,170	0.90	-
BMC Fin & Strat Ser Pvt Ltd	50,500	5.05	-	-
Morish Tech Pvt Ltd	45,000	4.50	-	-
<b>Total Equity Shares (A)</b>	<b>2,422,846</b>	<b>2,201.91</b>	<b>929,251</b>	<b>701.59</b>
<b>Gold and Silver :</b>	<b>Qty (Kgs)</b>			
Gold Bars	20	196.81	20	196.81
Silver Bars	30	5.65	30	5.65
<b>Total Gold and Silver (B)</b>	<b>50</b>	<b>202.46</b>	<b>50</b>	<b>202.46</b>
<b>Grand Total (A + B)</b>		<b>2,404.37</b>		<b>904.05</b>

## (N) Information in respect of Opening Stock, Purchases, Sales and Closing Stock:

Particulars	Current Year		Previous Year	
	Quantity (in lacs)	Value (Rs in lacs)	Quantity (in lacs)	Value (Rs in lacs)
<b>Opening Stock</b>				
Shares / Securities	9.29	701.59	7.65	387.83
Bonds	-	-	-	-
Gold Bars (in Kgs)	20.15	196.81	20.15	196.81
Silver Bars (in Kgs)	30.13	5.65	30.13	5.65
<b>Total</b>	<b>59.57</b>	<b>904.05</b>	<b>57.93</b>	<b>590.29</b>
<b>Purchase / Transfer</b>				
Shares / Securities	278.33	60,995.70	126.70	52,661.17
Bonds	5.20	688.83	1.31	7,441.13
Gold Bars (in Kgs)	-	-	-	-
Silver Bars (in Kgs)	-	-	-	-
<b>Total</b>	<b>283.53</b>	<b>61,684.53</b>	<b>128.01</b>	<b>60,102.30</b>
<b>Sales / Transfer</b>				
Shares / Securities	263.40	59,827.03	125.06	51,339.54
Bonds	5.20	697.24	1.31	7,430.69
Gold Bars (in Kgs)	-	-	-	-
Silver Bars (in Kgs)	-	-	-	-
<b>Total</b>	<b>268.60</b>	<b>60,524.27</b>	<b>126.37</b>	<b>58,770.23</b>
<b>Closing Stock</b>				
Shares / Securities	24.22	2,201.91	9.29	701.59
Bonds	-	-	-	-
Gold Bars (in Kgs)	20.15	196.81	20.15	196.81
Silver Bars (in Kgs)	30.13	5.65	30.13	5.65
<b>Total</b>	<b>74.50</b>	<b>2,404.37</b>	<b>59.57</b>	<b>904.05</b>



(O) Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is not readily available, no disclosures have been made in the Accounts.

(P) **Contingent Liabilities:**

Particulars	(Rs. in Lacs)	
	As at 31 <sup>st</sup> March, 2010	As at 31 <sup>st</sup> March, 2009
Allotment money & Calls unpaid on partly paid shares / Debentures	98.19	98.19
Capital Commitment	6.50	6.50
Income Tax disputed liability for the A.Y. – 2007 – 2008 pending with CIT (appeals).	12.10	-

(Q) Previous year's figures have been regrouped, rearranged and / or reclassified wherever necessary.

As per our report of even date

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

For and on behalf of the Board

**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary

## ANNUAL REPORT 2009-2010

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE PART IV

#### I. Registration details

Registration No.	11-36937	State Code	11
(CIN No.)	L50100MH1985PLC036937		
Balance Sheet Date	31/03/2010		

#### II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

#### III. Position of Mobilisation and deployment of funds ( Amount in Rs. Thousands)

Total Liabilities	937,348	Total Assets	937,348
-------------------	---------	--------------	---------

##### Sources of Funds

Paid-up Capital	174,984	Reserves and surplus	742,349
Secured Loans	-	Deferred Tax	20,015
Unsecured Loans	-		

##### Application of funds

Net fixed assets	116,495	Investments	565,213
Net current assets	255,640	Misc. Expenditure	Nil
Accumulated losses	Nil		

#### IV. Performance of company (Amount in Rs. Thousands)

Turnover	112,442	Total Expenditure	26,846
Profit before tax	85,596	Profit after tax	78,794
Earning per share (in Rs.)	4.50	Dividend rate (%)	12%

#### V. Generic names of three principal products / services of company (as per monetary terms)z

Item Code No.	—
(ITC Code)	
Service Description.	Investments, Finance & Other related activities.

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

<b>Devesh Chaturvedi</b>	: Chairman
<b>Dr. V. C. Shah</b>	: Director
<b>Bhupendra Shroff</b>	: Director
<b>Kantilal Shah</b>	: Director
<b>Charul Abuwala</b>	: Director
<b>Gyandeo Chaturvedi</b>	: Director
<b>Naveen Chaturvedi</b>	: Director
<b>R. Sundaresan</b>	: Executive Director & CEO
<b>Monika Agarwal</b>	: Company Secretary


**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010**

	As at 31st March, 2010	As At 31st March, 2009
<b>A. Cash Flow from operating activities</b>		
Net Profit / (Loss) before tax, Extraordinary and prior period items	855.96	(729.93)
<b>Adjustments for:</b>		
Non cash Items		
Depreciation	43.89	41.84
	43.89	41.84
Profit / (Loss) on sale of Investments	104.94	(95.34)
Dividend received on investments	(38.55)	(37.07)
	<u>110.28</u>	<u>(90.57)</u>
<b>Operating Profit/(Loss) before working capital changes</b>	<b>966.24</b>	<b>(820.50)</b>
<b>Adjustments for:</b>		
Trade & Receivables	(21.27)	6.10
Inventories	(1,500.32)	(313.76)
Trade Payable	(976.58)	985.40
Loans & Advances	1,962.57	(68.80)
	<u>(535.60)</u>	<u>608.94</u>
<b>Cash generated from (used in) operations</b>	<b>430.64</b>	<b>(211.56)</b>
Direct Taxes paid	(71.19)	(2.59)
<b>Cash inflow / (outflow) before extraordinary and prior period items</b>	<b>359.45</b>	<b>(214.15)</b>
Extraordinary and prior period items	-	(1.00)
	<u>359.45</u>	<u>(215.15)</u>
<b>Net Cash from / (used) in operation activities</b>	<b>359.45</b>	<b>(215.15)</b>
<b>B. Cash flow from investment activities</b>		
Purchase of fixed assets (including capital work-in-progress)	(0.76)	(31.44)
Purchase of investments	(7,563.14)	(2241.30)
Sale of investments	7,338.53	1,385.78
Dividend received on investments	38.55	37.07
	<u>(186.82)</u>	<u>(849.89)</u>
<b>Net cash (used) in investment activities</b>	<b>(186.82)</b>	<b>(849.89)</b>
<b>C. Cash flow from financing activities</b>		
Dividend paid on Equity Shares including tax	(204.73)	(204.73)
Bank borrowing	(245.62)	245.62
Loan from Corporate Body against stock in trade	-	-
Loan from Corporate Body	-	-
Unsecured Loan (ICD)	(326.76)	326.76
	<u>(777.11)</u>	<u>367.65</u>
<b>Net cash from / (used) in financing activities</b>	<b>(777.11)</b>	<b>367.65</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(604.48)</b>	<b>(697.39)</b>
Cash and cash equivalents as at 1st April 2009	780.60	1477.99
Cash and cash equivalents as at 31st March 2010	176.12	780.60

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary

## ANNUAL REPORT 2009-2010

### Statement Pursuant To Section 212 Of The Companies Act, 1956 Relating To Companies Interest in the Subsidiary Company

a) Name of subsidiary Company	:	<b>Shiryam Broking Intermediary Limited</b>	<b>Shardul Commodities International Limited</b>
b) Date from which it became subsidiary	:	<b>September 27, 1994</b>	<b>March 24, 2006</b>
c) Number of shares held by  Shardul Securities Limited with its nominee in the subsidiary as at 31/3/2010	:	<b>1,00,00,000 Equity Shares of Rs. 10/- each.</b>	<b>5,00,000 Equity Shares of Rs. 10/- each.</b>
d) Extent of interest of holding Company in the subsidiary as at 31/03/2010	:	<b>100%</b>	<b>100%</b>
e) Net aggregate amount of the subsidiary Company's profit/(loss)			
I For the subsidiary Company's year ended 31/03/2010	:	<b>Rs. 39.33 lacs</b>	<b>Rs. 0.33 lacs</b>
ii For the previous financial years since it became a subsidiary	:	<b>Rs. 3,063.69 lacs</b>	<b>Rs. (18.44) lacs</b>
f) Net aggregate amount of the subsidiary Company's profit/loss dealt with in the Company's accounts	:	<b>Not Applicable</b>	<b>Not Applicable</b>
I For subsidiary Company's year ended 31/03/2010	:	<b>Nil</b>	<b>Nil</b>
ii For the previous Financial year since it became subsidiary	:	<b>Nil</b>	<b>Nil</b>

As per our report of even date

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

For and on behalf of the Board

**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary

**Financial Information of Subsidiary Companies**

Sr. No.	Name of Subsidiary companies	Capital	Reserve	Total Assets	Total Liabilities	Investments	Turnover	Profit / ( Loss ) before taxation	Provision for taxation	Profit / ( Loss ) after taxation	Proposed dividend
1	Shriyam Broking Intermediary Limited	1,000.00	3,103.02	4,137.26	4,137.26	3,292.30	205.83	66.65	15.86	39.94	-
2	Shardul Commodities International Limited	50.00	(18.11)	50.14	50.14	22.45	0.81	0.28	(0.04)	0.33	-

## ANNUAL REPORT 2009-2010

### AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To

The Board of Directors

#### SHARDUL SECURITIES LTD.

We have audited the attached Consolidated Balance Sheet of **SHARDUL SECURITIES LIMITED** ("the Company"), **SHRIYAM BROKING INTERMEDIARY LIMITED** ("the subsidiary") and **SHARDUL COMMODITIES INTERNATIONAL LIMITED** ("the subsidiary") collectively referred to us "the Group" as at 31<sup>st</sup> March, 2010 and also the Consolidated Profit & Loss Account and Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

1. Financial statements / consolidated financial statements of both subsidiaries, which reflect total assets of Rs.5,295.85 lacs and total revenue of Rs.206.64 lacs and net cash flows amounting to Rs. (168.14) lacs for the year then ended, have been audited by us.
2. We have relied on the unaudited financial statements of the associate company in which the share of profit of the group is Rs. 939.65 lacs, which is subject to audit by other auditors. The unaudited financial statements as certified by the management of the associate company have been furnished to us by the management, and our report in so far as it relates to the amounts included in respect of the associate company is based solely on such certified financial Statements.
3. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 - Consolidated Financial Statements and Accounting Standard 23 – Accounting for Investments in Associates in Consolidated Financial statements as notified by the Companies (Accounting Standards) Rules, 2006.
4. Based on our audit as aforesaid, including those of the subsidiaries and accounts certified by the management referred to in paragraph 2 above and on the other financial information of the components and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principle generally accepted in India:
  - i) in the case of the Consolidated Balance Sheet, of the state of Affairs of the Group as at 31<sup>st</sup> March, 2010;
  - ii) in the case of the Consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date; and
  - iii) in the case of the Consolidated Cash Flow Statements, of the Cash Flow of the Group for the year ended on that date.

For **Rajen Damani & Associates**  
**Chartered Accountants**  
(Registration no.116762W)

Place: Mumbai  
Dated: 26<sup>th</sup> May, 2010

**CA Rajen .J. Damani**  
(Partner)  
Membership No: 034375



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

(Rs. in Lacs)

	Schedule	As at 31st March, 2010		As at 31st March, 2009	
<b>I SOURCES OF FUNDS</b>					
<b>1 Shareholders Fund</b>					
Share Capital	A	1,749.84		1,749.84	
Reserves and Surplus	B	<u>11,964.21</u>	<u>13,714.05</u>	<u>10,442.64</u>	<u>12,192.48</u>
<b>2 Deferred Tax Liability</b>			<b>234.53</b>		<b>237.39</b>
<b>3 Loan Funds</b>					
Secured Loans	C	-		245.62	
Unsecured Loans		-	-	<u>326.76</u>	<u>572.38</u>
<b>Total</b>			<b><u>13,948.58</u></b>		<b><u>13,002.25</u></b>
<b>II APPLICATIONS OF FUNDS</b>					
<b>1 Fixed Assets</b>					
Gross Block	D	1,796.82		1,796.08	
Less: Depreciation		<u>450.95</u>		<u>402.24</u>	
		<b>1,345.87</b>		<b>1,393.84</b>	
Capital Work-in-Progress		<u>52.15</u>		<u>52.15</u>	
Net Block			<b>1,398.02</b>		<b>1,445.99</b>
<b>2 Investments</b>	E		<b>9,372.69</b>		<b>8,242.58</b>
<b>3 Current Assets, Loans and Advances</b>					
Current Assets:	F				
Stock in Trade		2,404.37		904.05	
Sundry Debtors		349.24		7.95	
Cash and Bank Balances		443.72		1,216.33	
Loans and Advances	G	<u>1,487.90</u>		<u>2,632.38</u>	
		<b>4,685.23</b>		<b>4,760.71</b>	
<b>Less: Current Liabilities &amp; Provisions</b>					
Current Liabilities	H	1,261.69		1,242.56	
Provisions	I	<u>245.67</u>		<u>204.73</u>	
		<b>1,507.36</b>		<b>1,447.29</b>	
Net Current Assets			<b>3,177.87</b>		<b>3,313.42</b>
<b>4 Miscellaneous Expenditure</b>	J		-		<u>0.26</u>
<b>Total</b>			<b><u>13,948.58</u></b>		<b><u>13,002.25</u></b>

**Significant accounting policies &**

**Notes to Accounts.**

Q

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

<b>Devesh Chaturvedi</b>	:	Chairman
<b>Dr. V. C. Shah</b>	:	Director
<b>Bhupendra Shroff</b>	:	Director
<b>Kantilal Shah</b>	:	Director
<b>Charul Abuwala</b>	:	Director
<b>Gyandeo Chaturvedi</b>	:	Director
<b>Naveen Chaturvedi</b>	:	Director
<b>R. Sundaresan</b>	:	Executive Director & CEO
<b>Monika Agarwal</b>	:	Company Secretary

## ANNUAL REPORT 2009-2010

**CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2010**  
 (Rs. in Lacs)

	Schedule	2009-2010	2008-2009
<b>INCOME</b>			
Income from Operations	K	1,137.53	(331.66)
Income from Investment	L	(90.54)	90.26
Other Income	M	284.06	321.02
		<b>1,331.05</b>	<b>79.62</b>
<b>EXPENDITURE</b>			
Administrative Expenses	N	269.41	429.99
Interest & Financial Charges	P	89.78	226.45
Depreciation		48.71	52.84
Miscellaneous Expenditure Written Off	O	0.26	0.26
		<b>408.16</b>	<b>709.54</b>
<b>Profit / (Loss) before Taxation</b>		<b>922.89</b>	<b>(629.92)</b>
<b>Provision for Taxation:</b>			
Current		150.50	38.00
FBT		-	2.18
Deferred		(2.85)	(2.39)
Taxation adjustment of previous years (net)		(52.96)	1.11
<b>Profit / (Loss) after Taxation</b>		<b>828.20</b>	<b>(668.82)</b>
Prior period adjustment (Net)		0.61	(1.30)
<b>Profit / (Loss) after prior period adjustment</b>		<b>827.59</b>	<b>(670.12)</b>
Profit from Associate Cos		939.65	516.16
<b>Profit / (Loss) after share of profit from Associate cos</b>		<b>1,767.24</b>	<b>(153.96)</b>
Surplus brought forward from previous year		6,101.16	6,459.85
		<b>7,868.40</b>	<b>6,305.89</b>
<b>APPROPRIATIONS</b>			
Proposed Dividend Equity Shares		209.98	174.99
Dividend Tax		35.69	29.74
Transferred to Statutory Reserve Fund (as per RBI Guidelines)		157.59	-
Transferred to General Reserve		19.70	-
Balance carried to Balance Sheet		7,445.44	6,101.16
		<b>7,868.40</b>	<b>6,305.89</b>
<b>Basic and diluted earning per equity share of Rs.10/- each (in Rupees)</b>		<b>10.10</b>	<b>(0.88)</b>

(Refer Note no. 2(C) of Schedule "Q" Notes on Account)

**Significant accounting policies &****Notes to Accounts****Q**

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
 Chartered Accountants

**Rajen J. Damani**  
 Partner  
 M No. 034375
Mumbai, Dated : 26<sup>th</sup> May, 2010
**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary



## SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

(Rs. in Lacs)

	As at 31st March,2010	As at 31st March,2009
<b>SCHEDULE 'A'</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
10,00,00,000 Equity Shares of Rs 10/- each	<u>10,000.00</u>	10,000.00
	<u>10,000.00</u>	<u>10,000.00</u>
<b>Issued, Subscribed and Paid up</b>		
1,74,98,433 Equity Shares of Rs.10/- each	<u>1,749.84</u>	1,749.84
	<u>1,749.84</u>	<u>1,749.84</u>
<b>SCHEDULE 'B'</b>		
<b>Reserves &amp; Surplus</b>		
Capital Reserve	6.90	6.90
Share Premium Account	2,666.69	2,666.69
General Reserve		
Balance as per Last Balance Sheet	297.88	297.88
Add :Transfer from Profit & Loss Account	<u>19.70</u>	-
	317.58	297.88
Statutory Reserve Fund (As per RBI Guidelines)		
Balance as per last Balance Sheet	1370.01	1,370.01
Add: Transfer from Profit & Loss Account	<u>157.59</u>	-
	1,527.60	1,370.01
Profit and Loss Account	<u>7,445.44</u>	6,101.16
	<u>11,964.21</u>	<u>10,442.64</u>
<b>SCHEDULE 'C'</b>		
<b>Secured Loans</b>		
From Bank	-	245.62
(Bank overdraft is secured by way of lien of Bank fixed deposits of Rs.Nil previous year Rs. 750 lacs )	-	245.62
	-	-
<b>Unsecured Loans</b>		
Inter Corporate Deposit	-	326.76
	-	326.76

### Schedule 'D': FIXED ASSETS

(Rs. in Lacs)

Description of Assets	Gross Block				Depreciation				Net Block	
	As at 01/04/2009	Additions	Deductions/ Written off	As at 31/03/2010	Up to 31/03/09	For the Year	Deductions/ Written off	Upto 31/03/2010	As at 31/03/2010	As at 31/03/09
<b>A. Owned Assets</b>										
Stock Exchange Cards	175.50	-	-	175.50	-	-	-	-	175.50	175.50
Office Premises	1135.43	-	-	1135.43	166.16	18.51	-	184.67	950.76	969.27
Computers	80.57	-	-	80.57	69.63	3.03	-	72.66	7.91	10.94
Computer Software	-	0.76	-	0.76	-	0.07	-	0.07	0.69	-
Furniture & Fixtures	223.18	-	-	223.18	95.81	14.14	-	109.95	113.23	127.37
Vehicles	91.45	-	-	91.45	41.50	8.69	-	50.19	41.26	49.95
Office Equipment	89.95	-	-	89.95	29.14	4.27	-	33.41	56.54	60.81
<b>Total</b>	<b>1796.08</b>	<b>0.76</b>	<b>-</b>	<b>1796.84</b>	<b>402.24</b>	<b>48.71</b>	<b>-</b>	<b>450.95</b>	<b>1345.89</b>	<b>1393.84</b>
CWIP	52.15	-	-	52.15	-	-	-	-	52.15	52.15
<b>Grand Total</b>	<b>1848.23</b>	<b>0.76</b>	<b>-</b>	<b>1848.99</b>	<b>402.24</b>	<b>48.71</b>	<b>-</b>	<b>450.95</b>	<b>1398.04</b>	<b>1445.99</b>
Previous Year	1815.67	32.56	-	1848.23	349.41	52.83	-	402.24	1,445.99	-

**Notes :**

Office Premises includes -

- (a) 5 shares of Rs. 50/- each of Tulsiani Chamber Premises Co-op.Society Limited.
- (b) 5 shares of Rs. 50/- each of Parekh Vora Chambers Premises Co-op.Society Limited.
- (c) 10 shares of Rs.50/- each of Laxmi Finance & Leasing Companies Commercial Premises Co-Op.Society Limited.

## ANNUAL REPORT 2009-2010

## SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

(Rs. in Lacs)

	As at 31st March,2010	As at 31st March,2009
<b>SCHEDULE 'E'</b>		
<b>Investments</b>		
<b>In Associates</b>		
b) Antique Stock Broking Ltd	-	1,444.62
c) Antique Finance Pvt Ltd	5,128.94	3,732.67
<b>In Others</b>	<u>4,243.75</u>	<u>3,065.29</u>
	<u>9,372.69</u>	<u>8,242.58</u>
<b>SCHEDULE 'F'</b>		
<b>Current Assets</b>		
Stock-in-Trade (Certified and valued by Management)	2,404.37	904.05
Sundry Debtors (Unsecured, Considered good) Outstanding for a period -		
(a) exceeding six months	2.42	-
(b) Other debts	346.82	7.95
	<u>349.24</u>	7.95
Cash & Bank Balances		
Cash in hand	3.03	3.03
Balance with Scheduled Banks		
— In Current Accounts	288.07	88.82
— In Fixed Deposit Account	152.62	1,124.48
	<u>440.69</u>	1,213.30
	<u>3,197.33</u>	<u>2,128.33</u>
<b>SCHEDULE 'G'</b>		
<b>Loans and Advances (considered good)</b>		
Sundry Deposits	1,143.96	317.97
Advance Income Tax (net of provisions)	43.11	2,262.48
Loans	283.87	3.84
Advances recoverable in cash or in kind or for value to be received	16.96	48.09
	<u>1,487.90</u>	<u>2,632.38</u>
<b>SCHEDULE 'H'</b>		
<b>Current Liabilities</b>		
Sundry Creditors(Other than MSME)	1,109.82	11.24
Unclaimed Dividend **	19.37	14.42
Advance against sale of Securities	-	988.00
Other Liabilities	132.50	228.90
	<u>1,261.69</u>	<u>1,242.56</u>
<b>SCHEDULE 'I'</b>		
<b>Provisions</b>		
Proposed Dividend on Equity Shares	209.98	174.99
Dividend Tax	35.69	29.74
	<u>245.67</u>	<u>204.73</u>
<b>SCHEDULE 'J'</b>		
<b>Miscellaneous Expenditure</b> (To the extent not written off or adjusted)		
Preliminary Expenses	-	0.26
	<u>-</u>	<u>0.26</u>

\*\* There are no amount due and outstanding to be credited to Investor Education and Protection Fund.



## SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(Rs. in Lacs)

	2009-10	2008-09
<b>SCHEDULE 'K'</b>		
<b>Income from Operations</b>		
Interest	83.26	151.39
(Tax deducted at source Rs.8.81Lacs Previous Year Rs. 26.37 Lacs)		
Professional fees and Advisory Fees (Tax deducted at source Rs.40.26Lacs Previous Year Rs. 6.38 Lacs)	365.00	56.33
Brokerage	162.03	436.91
Bad debts recovered	195.00	50.00
Profit / (Loss) on dealing in securities (Net)	332.24	(1,026.29)
	<b>1,137.53</b>	<b>(331.66)</b>
<b>SCHEDULE 'L'</b>		
<b>Income from Investment</b>		
Profit / (Loss) on sale of investments(Net)	(90.54)	90.26
	<b>(90.54)</b>	<b>90.26</b>
<b>SCHEDULE 'M'</b>		
<b>Other Income</b>		
Dividend		
From Investments	44.79	41.16
From Others	24.94	3.35
	<b>69.73</b>	<b>44.51</b>
Rent and Compensation (Tax deducted at source Rs.30.96 lacs previous year Rs 37.60 lacs)	190.10	147.60
Interest on Income Tax Refund	24.14	128.61
Miscellaneous Income	0.09	0.30
	<b>284.06</b>	<b>321.02</b>
<b>SCHEDULE 'N'</b>		
<b>Administrative Expenses</b>		
Payment to Employees		
Salary, Bonus & Allowances	44.87	90.16
Contribution to Provident & Gratuity fund	1.25	3.14
Welfare Expenses	0.53	2.42
	<b>46.65</b>	<b>95.72</b>
Professional and Other Service Charges	60.41	148.01
Transaction Charges	6.38	16.08
Stamp duty and Revenue Charges	10.81	24.45
Telephone & Lease line charges.	7.76	12.22
Membership and Subscriptions	3.00	12.15
Rent, Rates, Taxes & Hire Charges	32.98	44.03
Postage and Telegrams	1.77	2.28
Business Promotion	-	5.51
Repairs & Maintenance		
Computer	2.48	4.80
Office	2.46	6.58
Printing & Stationery	3.44	3.39
Payment to Auditors	3.70	3.55
Directors Sitting Fees	3.64	4.09
Travelling & Conveyance:		
Foreign Travelling	-	1.02
Others	3.93	6.48
Electricity Charges	6.30	10.00
Donations	10.80	7.71
Securities Transaction Tax paid	54.76	12.77
Miscellaneous Expenses	8.14	9.15
	<b>269.41</b>	<b>429.99</b>
<b>SCHEDULE 'O'</b>		
<b>Miscellaneous Expenditure written off</b>		
Preliminary Expenses	0.26	0.26
	<b>0.26</b>	<b>0.26</b>
<b>SCHEDULE 'P'</b>		
<b>Interest &amp; Financial Charges</b>		
Financial Charges	75.64	215.70
Demat Charges	7.37	8.81
Bank Charges	6.77	1.94
	<b>89.78</b>	<b>226.45</b>

## ANNUAL REPORT 2009-2010

### ACCOUNTING POLICIES ON NOTES ON CONSOLIDATED ACCOUNTS

#### SCHEDULE 'Q'

#### Significant accounting policies & Notes to Accounts

##### 1. Significant Accounting Policies :

###### A. Principles of consolidation :

The consolidated financial statements relate to Shardul Securities Limited ("the Company") and its subsidiary companies. The consolidated financial statements have been prepared on the following basis;

- i) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard (AS) 21- Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
- ii) The financial statements of the Company and its associates companies have been combined by the equity method in accordance with Accounting Standard (AS) 23- Accounting for investments in associates issued by the Institute of Chartered Accountants of India
- iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

###### B. Other significant accounting policies :

These are set out under "Significant Accounting Policies" of the financial statements of the Company, Shriyam Broking Intermediary Limited and Shardul Commodities International Limited.

##### 2. Note on consolidated accounts :

- A. i) The Company has followed the Reserve Bank of India Guidelines applicable to the Non Banking Financial Companies in respect of prudential norms for Income Recognition, Assets Classification and Capital Adequacy.
- ii) In compliance with the Prudential Norms issued by the Reserve Bank of India, effective May, 1998 the unrealised interest / lease income on accounts which have been classified as non-performing assets has been reversed. The lease income on assets to leasee which are classified as non performing assets is not recognised
- B. In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated, if realised in the ordinary course of business. The provisions of all known liabilities are adequate and neither in excess of or nor short of the amounts reasonably necessary.

###### C. Earning per Share

	<b>2009-2010</b>	<b>(Rs. In Lacs)</b> 2008-2009
i) Net Profit/(Loss) after tax available for Equity Shareholders (Rs. in lacs)	<b>1767.24</b>	(153.96)
ii) Weighted average of number of Equity Shares outstanding during the year (in lacs).	<b>174.98</b>	174.98
iv) Basic and Diluted Earnings per share of Rs.10/- each (in Rs.)	<b>10.10</b>	(0.88)

###### D. Related Party Disclosures

List of related parties with whom transactions have taken place during the year:

- i) Group Companies :
  - A to Z Broking Services Pvt. Ltd.
  - Pradeep Sandeep Trading & Investments Pvt. Ltd.
  - Shriyam Commodities Intermediary Pvt. Ltd.
  - Chaturvedi & Shah Consulting Pvt Ltd.
- ii) Associates :
  - Antique Stock Broking Ltd.
  - Antique Finance Pvt. Ltd.
- iii) Key Managerial Personnel
  - Shri R. Sundaresan - Executive Director & Director (Subsidiary)
  - Shri Yogendra Chaturvedi - Executive Director (Subsidiary)
  - Shri Saurabh Chaturvedi - CFO


**SHARDUL  
Securities Limited**

iv) Transactions during the year with related parties. Reimbursement of expenses has not been treated as related party transactions.

Nature of Transaction	Associates	Key Management Personnel	Relative of Director	Total
	Amount in Lacs	Amount in Lacs	Amount in Lacs	Amount in Lacs
<b>Investment:</b>				
Made during the year	—	—	—	—
	(3595.00)	(—)	(—)	(3595.00)
Sold during the year	988.00	—	—	988.00
	(—)	(—)	(95.48)	(95.48)
Balance as at 31.03.10	3673.13	—	—	3673.13
	(4661.13)	(—)	(—)	(4661.13)
<b>Current Liabilities:</b>				
Advance received for sale of shares	—	—	—	—
	(988.00)	(—)	(—)	(988.00)
Balance as at 31.03.10	—	—	—	—
	(988.00)	(—)	(—)	(988.00)
<b>Loans advances and Deposit to :</b>				
Given during the year	—	—	—	—
	(—)	(6.00)	(—)	(6.00)
Return During the year	—	1.20	—	1.20
	(200.00)	(0.50)	(—)	(200.50)
Balance as at 31.03.10	—	4.30	—	4.30
	(—)	(5.50)	(—)	(5.50)
<b>Creditors:</b>				
as at 31.03.10	—	—	—	—
	(—)	(0.15)	(—)	(0.15)
<b>Debtors:</b>				
as at 31.03.10	17.90	—	—	17.90
	(—)	(—)	(—)	(—)
<b>Payment for Remuneration and services:</b>				
Paid during the year	—	14.16	—	14.16
	(—)	(14.82)	(—)	(14.82)
<b>Income Brokerages:</b>				
Received during the year	7.31	—	—	7.31
	(0.78)	(—)	(—)	(0.78)
<b>Expenses Brokerages:</b>				
Paid during the year	3.88	—	—	3.88
	(—)	(—)	(—)	(—)
<b>Income:</b>				
Interest Received during the year	—	0.49	—	0.49
	(—)	(0.25)	(—)	(0.25)
Advisory Fees received during the year	315.00	—	—	315.00
	(—)	(—)	(—)	(—)
<b>Share of Profit</b>				
	939.65	—	—	939.65
	(516.16)	(—)	(—)	(516.16)

(Figure in brackets indicates figure of previous year)

**Significant related party transactions during the year:**

- Investment sold during the year includes Rs 988 lacs to Antique Finance Pvt. Ltd.
- Payment and provision for remuneration & services to key management personnel includes Rs. 6.50 lacs paid to Shri R. Sundaresan, Rs. 3.36 Lacs to Shri Saurabh Chaturvedi and Rs. 4.30 lacs paid to Shri Yogendra Chaturvedi.
- Brokerage received includes Rs. 0.93 lacs received from A to Z Broking Services Pvt. Ltd., Rs. 1.75 lacs received from Pradeep Sandeep Trading & Investments Pvt. Ltd. & Rs. 4.63 received from Shriyam Commodities Intermediary Pvt. Ltd.
- Brokerage of Rs. 3.88 lacs paid to Antique Finance Pvt. Ltd.

## ANNUAL REPORT 2009-2010

E. The Company is organised into following reportable segments referred to in Accounting Standard (AS 17) "Segment Reporting".

	(Rs. in Lacs)			
	Investment with Related activities	Others	Elimination	Total
<b>Revenues</b>				
External	1127.89	203.16	-	1331.05
	(-506.96)	(586.58)	(-)	(79.62)
Inter Segment	-3.47	3.47	-	-
	(118.02)	(-118.02)	(-)	(-)
Total	1124.42	206.63	-	1331.05
	(-388.94)	(468.56)	(-)	(79.62)
<b>Results</b>				
Segment Result (Before Tax)	859.43	63.46		922.89
	(-847.95)	(218.03)		(-629.92)
Provision for Tax				94.69
				(38.90)
Profit/(Loss) after Tax				828.20
				(-668.82)
<b>Other Information</b>				
Segment Assets	10160.08	5295.86		15455.94
	(10192.72)	(4256.57)		(14449.29)
Segment Liabilities	585.21	1156.68		1741.89
	(2096.40)	(160.92)		(2257.32)
Capital Expenditure	0.76	—		0.76
	(31.44)	(1.12)		(32.56)
Depreciation	43.89	4.82		48.71
	(41.84)	(11)		(52.84)
Non-cash expenses other than depreciation.	—	0.26		0.26
	(-)	(0.26)		(0.26)

**Notes :**

- i) The Company's main business segment is Investment Banking & related activities, other operation include Broking.
- ii) Since all the operations of the Company are within India, as such there is no separate reportable geographical segment. (Figure in brackets indicates figure of previous year)

**F. Deferred Tax**

- i) The break-up of deferred tax Liability as at March 31, 2010 is as under :

	(Rs. in lacs)			
	Current Year		Previous Year	
	Deferred Tax Asset	Deferred Tax Asset	Deferred Tax Asset	Deferred Tax Asset
Timing Differences on account of :				
Fixed Assets	—	234.53	—	237.39
	—	234.53	—	237.39
<b>Total</b>	—	234.53	—	237.39
<b>Net Deferred Tax Liability.</b>		234.53		237.39

**G. Payments to Auditors :**

	Current Year	Previous Year
Audit Fees	2.75	2.75
Tax Audit Fees	0.50	0.50
Certification Charges & Other capacity	0.45	0.30
<b>TOTAL...</b>	<b>3.70</b>	<b>3.55</b>

H. The announcement of the Institute of Chartered Accountants of India regarding Accounting for Derivatives is applicable for the year ending March 2010, accordingly the company has followed the said announcement and provided Rs 106.01 lacs as mark to market loss on account of loss in respect of securities held as stock in trade. However, mark to market profit on securities held as stock in trade, Rs 479.74 lacs will be accounted on actual realisation.

**I. Directors Remuneration:**

Salary to Executive Directors as under :-

	Current Year	Previous Year
Shri R. Sundaresan	6.50	6.50
Shri Naveen Chaturvedi	—	2.02
Shri Yogendra Chaturvedi	4.30	4.30

The company is of the opinion that the computation of net profit under section 349 of the Companies Act, 1956 is not required to be made as no commission is paid / payable to the Directors for the year ended 31st March, 2010.

J. Previous year's figures have been regrouped, rearranged and / or reclassified wherever necessary.

K. The subsidiary companies and associate company considered in the consolidated financial statement is –

Name of the subsidiaries	-	<b>Shriyam Broking Intermediary Limited</b>
Country of Incorporation	-	<b>India</b>
Proportion of ownership	-	
Interest (with its nominee)	-	<b>100%</b>
Name of the subsidiaries	-	<b>Shardul Commodities International Limited</b>
Country of Incorporation	-	<b>India</b>
Proportion of ownership	-	
Interest (with its nominee)	-	<b>100%</b>
Name of the associates	-	<b>Antique Finance Pvt. Limited</b>
Country of Incorporation	-	<b>India</b>
Proportion of ownership	-	
Interest (with its nominee)	-	<b>32.48%</b>

L. The investment in Associate Company Antique Stock Broking Ltd. has been transferred under the Antique Group restructuring to Antique Finance Pvt. Ltd. The same control in Antique Stock Broking Ltd. is continued to be exercised through its holding Company Antique Finance Pvt. Ltd.

**M. Contingent Liabilities:**

Particulars	As at 31.03.2010	As at 31.03.2009
Allotment money & Calls unpaid on partly paid shares / Debentures	98.19	2.19
Capital Commitment	6.18	6.18
Income Tax disputed matter pending with CIT ( Appeal)	37.49	—
SEBI turnover fees (the appeal is pending with Supreme Court)	18.83	18.83
Stamp Duty from 2005 to 2009(with stamp duty officer)	297.65	297.65

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary

## ANNUAL REPORT 2009-2010

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	As at 31st March, 2010		As At 31st March, 2009	
<b>A. Cash Flow from operating activities</b>				
Net Profit before tax, Extraordinary and prior period items		922.89		(629.92)
Adjustments for:				
Non cash Items				
Depreciation	48.71		52.84	
Miscellaneous Expenditure w/off	0.26	48.97	0.26	53.10
Profit on sale of Investments		90.54		(90.26)
Dividend received on investments		(44.79)		(41.16)
		94.72		(78.32)
<b>Operating Profit before working capital changes</b>		<b>1,017.61</b>		<b>(708.24)</b>
Adjustments for:				
Trade & Receivables		(341.29)		49.80
Inventories		(1,500.32)		(313.76)
Trade Payable		19.13		97.84
Loans & Advances		1,144.48		(678.00)
		(678.00)		1,532.16
				1,366.04
<b>Cash generated from / (used) in operations</b>		<b>339.61</b>		<b>657.80</b>
Direct Taxes paid		(97.54)		(41.29)
<b>Cash inflow / (outflow) before extraordinary and prior period items</b>		<b>242.07</b>		<b>616.51</b>
Extraordinary and prior period items		(0.61)		(1.30)
<b>Net cash from operation / (used) in activities</b>		<b>241.46</b>		<b>615.21</b>
<b>B. Cash flow from investing activities</b>				
Purchase of fixed assets (including capital work-in-progress)		(0.76)		(32.56)
Sale of fixed assets		-		-
Purchase of investments		(7,666.59)		(4,886.85)
Sale of investments		7,385.60		1,409.99
Preliminary Expenses incurred		-		-
Dividend received on investments		44.79		41.16
<b>Net cash (used) in investing activities</b>		<b>(236.96)</b>		<b>(3,468.26)</b>
<b>C. Cash flow from financing activities</b>				
Dividend paid on Equity Shares including tax		(204.73)		(204.73)
Bank borrowing		-		-
Bank borrowing against stock in trade		-		-
Loan from Corporate Body against stock in trade		(245.62)		245.62
Loan from Corporate Bodies		-		-
Unsecured Loan (ICD)		(326.76)		(777.11)
<b>Net cash (used) in / from financing activities</b>		<b>(777.11)</b>		<b>367.65</b>
<b>Net increase in cash and cash equivalents</b>		<b>(772.61)</b>		<b>(2,485.40)</b>
Cash and cash equivalents as at 1st April 2008		1,216.33		3,701.73
Cash and cash equivalents as at 31st March 2009		443.72		1,216.33

As per our report of even date

For and on behalf of the Board

**For Rajen Damani & Associates**  
Chartered Accountants

**Rajen J. Damani**  
Partner  
M No. 034375

Mumbai, Dated : 26<sup>th</sup> May, 2010

**Devesh Chaturvedi** : Chairman  
**Dr. V. C. Shah** : Director  
**Bhupendra Shroff** : Director  
**Kantilal Shah** : Director  
**Charul Abuwala** : Director  
**Gyandeo Chaturvedi** : Director  
**Naveen Chaturvedi** : Director  
**R. Sundaresan** : Executive Director & CEO  
**Monika Agarwal** : Company Secretary



# SHARDUL SECURITIES LIMITED

Registered Office : G-12, Tulsiani Chambers,  
212, Nariman Point, Mumbai 400 021

## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Venue

Members Folio No

Client ID No.

Name of the Member  
attending the Meeting

In case of Proxy Name of Proxy

I hereby record my presence at the **TWENTY FIFTH ANNUAL GENERAL MEETING** Senate Hall, 208, Regent Chambers, Nariman Point, Mumbai 400 021 on SATURDAY, 28<sup>th</sup> August 2010 at 10.30 a.m.

Members /Proxy Signature  
(To be filled at the time of handing over this slip)

Note : Members / Joint Members are requested to bring attendance slips with them



# SHARDUL SECURITIES LIMITED

Registered Office : G-12, Tulsiani Chambers,  
212, Nariman Point, Mumbai 400 021

## PROXY FORM

I/we \_\_\_\_\_

of \_\_\_\_\_

being a member / Members of Shardul Securities Limited hereby appoint \_\_\_\_\_

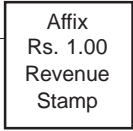
of or falling him \_\_\_\_\_ of

\_\_\_\_\_ as  
my/our Proxy and vote for me/us and on my/our behalf of at the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the company to be held at Mumbai on SATURDAY, 28<sup>th</sup> August 2010 at 10.30 a.m. *and at any adjournment hereof.*

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signed by the said \_\_\_\_\_

of \_\_\_\_\_



Note : If a **Member is unable to attend he Meeting**, He may sign this form and send it to the Company's Registered office so as to reach them not less than 48 hours before the Meeting.

**BOOK-POST**

*If undelivered, please return to:*



**SHARDUL SECURITIES LIMITED**

G-12, Tulsiani Chambers,  
212, Nariman Point, Mumbai 400 021

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cfl\_mum@crystalforms.com