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**almondz**  
*the financial powerhouse*

Almondz Capital & Management Services Ltd.

## Corporate Information

### Board of Directors

Mr. Govind Prasad Agrawal	– Chairman – Non-Executive Director
Mr. Ramesh Peer	– Managing Director
Mr. Chand Krishna Tikku	– Non-Executive & Independent Director
Mr. Sanjay Grover	– Non-Executive & Independent Director
Mr. Shiam Sunder Lal Gupta	– Non-Executive & Independent Director

### Auditors

M/s. H.K. Chhabra & Co.,  
Chartered Accountants  
324, Dhaka Chambers,  
2068/38, Naiwala, Karol Bagh,  
New Delhi-110 005

### Company Secretary

Mr. Ajay Pratap

### Bankers

HDFC Bank Ltd.  
AXIS Bank Ltd.

### Registrars & Share Transfer Agents

M/s. Beetal Financial & Computer Services Pvt. Ltd.  
"Beetal House", 3rd Floor, 99 Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi-110 062

### Registered Office

4A, 3rd Floor, 3 Scindia House,  
Janpath, New Delhi-110 001

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## Notice

Notice is hereby given that the 17th Annual General Meeting of the Members of Almondz Capital & Management Services Ltd., will be held on Thursday the 24th day of September, 2009, at 11.30 A.M. at PHD Chambers of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016, to transact the following business :

1. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :  
"RESOLVED THAT the Audited Balance Sheet as at 31st March 2009 and the Profit and Loss Account of the Company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting, be and are hereby, approved and adopted."
2. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :  
"RESOLVED THAT Mr. Govind Prasad Agrawal, Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby, re-appointed as a Director of the Company."
3. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :  
"RESOLVED THAT the retiring Auditors M/s. H. K. Chhabra & Co, Chartered Accountants, New Delhi, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company in consultation with the Audit Committee thereof."

By Order of the Board of Directors

New Delhi  
30.06.2009

**Ajay Pratap**  
Company Secretary

### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN WRITING, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Shareholders are requested to bring their copy of Annual Report to the Meeting.
3. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.

4. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.
5. Members who hold shares in the Dematerialised form, are requested to write their Client ID and DP ID Numbers and those who hold shares in the Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. All documents referred to in the accompanying Notice shall be open for public inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto and inclusive of the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Register shall remain closed from 17th September 2009 to 24th September 2009 (both days inclusive).
8. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
9. Members are requested to intimate the Registrar and Share Transfer Agents of the Company – M/s Beetal Financial & Computer Services (P) Ltd. "Beetal House", 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110 062 , immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in Dematerialised form.
10. Re-appointment/Appointment of Directors :

At the ensuing Annual General Meeting, Mr. Govind Prasad Agrawal, Director of the Company, retires by rotation and, being eligible, offers himself for re-appointment. Mr. Govind Prasad Agrawal does not hold any shares (either in his name or in the name of any other person on a beneficial basis) in the Company.

The information or details pertaining to Mr. Govind Prasad Agrawal, to be provided in terms of Clause 49 of Listing Agreements, are furnished in the Statement on Corporate Governance in this Annual Report.

By Order of the Board of Directors

New Delhi  
30.06.2009

**Ajay Pratap**  
Company Secretary

## Directors' Report

### To the Members,

The Board of Directors of your Company have pleasure in presenting the 17th Annual Report of the Company alongwith the Audited statement of accounts and the Auditor's Report for the year ended 31st March, 2009.

### FINANCIAL HIGHLIGHTS

Financial Results of the Company for the year under review are summarized as under :

	(Rs. In Lacs)	
	Year ended 31.03.2009	Year ended 31.03.2008
Gross Income	112.14	97.50
<b>Profit before Interest, Depreciation &amp; Tax</b>	<b>54.12</b>	45.46
Less / (Add) : Prior Period Items expenses / (income)	(0.78)	0.48
Less : Interest	0.11	0.18
Less : Depreciation	1.54	2.12
Less : Taxes	3.54	1.79
<b>Net Profit after Tax</b>	<b>49.71</b>	40.89
Less : Special Reserve (U/s 45-1C, RBI Act, 1934)	9.94	—
Profit Brought Forward	457.98	417.09
Balance carried forward to Balance Sheet	497.75	457.98

Total revenues for the year ended March, 31, 2009 amounted to Rs 112.14 Lacs. Profit before interest, depreciation and taxes for the financial year 2008-09, amounted to Rs. 54.12 Lacs. The Profit after Tax for the financial year is Rs. 49.71 Lacs as against Rs. 40.89 Lacs in the previous financial year, however, for the financial year ended 31st March, 2009, the surplus carried to the Balance Sheet amounted to Rs. 497.75 Lacs as against the surplus of Rs. 457.98 in the last financial year ended 31st March, 2008.

### REGISTRATION WITH RESERVE BANK OF INDIA AS NBFC

The Company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998.

### INVESTMENTS

Your Company has made investments in quoted and unquoted shares of Group Companies and other companies. The market value of investment in quoted shares as on 31.03.2009 is Rs. 19.24 Crores and book value of unquoted investments as on 31.03.2009 is Rs. 28.73 Lacs.

### DIVIDEND

It is felt for your Company to conserve the resources, your Directors have decided not to recommend any dividend on the Equity Shares of the Company for the current financial year.

### SHARE CAPITAL

During the year 2008-09, there is no change in the share capital of the Company. However, the Company after taking approval of the shareholders in the General meeting held on 18th May 2009, issued 1755000 warrants on 28th May 2009,

to two body corporate, other than Promoters. The said warrants were issued with a right to subscribe equal number of equity shares of Rs. 10/- each on conversion within a period of 18 months from the date of allotment of these warrants.

### FIXED DEPOSITS

Your Company has neither accepted any Public Deposits during the year nor the Company has any plan to accept any fixed deposits from the public.

### SUBSIDIARY COMPANY

As there are no subsidiaries of the Company, investment made in subsidiaries is NIL.

### MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, covering matters listed in Clause 49 of the Listing Agreements for the year under review, is given as a separate statement elsewhere in the Annual Report.

### DIRECTORS

There was no change in the Directors during the year. In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mr. Govind Prasad Agrawal retires at the 17th Annual General Meeting and being eligible offers himself for reappointment.

A brief resume of the Director being re-appointed, nature of his expertise in the specific functional areas is mentioned in the Corporate Governance section. Other details of Director and names of companies in which he holds the Directorship and / or Membership/Chairmanship of Committees of the Board, as stipulated under Clause 49 of the Listing Agreements, is given

in the Statement of Corporate Governance elsewhere in the Annual Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed :

- (a) that in preparation of the Balance Sheet and the Profit & Loss Account of the Company, the applicable accounting standards have been followed alongwith the proper explanation relating to the material departures;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors have prepared the annual accounts on a going concern basis.

#### **AUDITORS AND AUDITORS' REPORT**

M/s H. K. Chhabra & Co., Chartered Accountants, Statutory Auditors of the Company will retire at the conclusion of the forthcoming Annual General Meeting are recommended for re-appointment of the Company's Auditors. A letter from them confirming that, if they are re-appointed as the Statutory auditors of the Company, such appointment will be in accordance with the provisions of Section 224(1B) of the Companies Act, 1956, and they are not disqualified in terms of Section 226 of the Companies Act, 1956, from being appointed as the Statutory Auditors of the Company, has been received.

The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

#### **STATUTORY STATEMENT**

The statements, pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, with respect to the conservation of energy, technology absorption, foreign exchange earnings and outgo, and pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, with respect to the employee(s) of the Company drawing remuneration exceeding the sum prescribed therein, are not applicable to your Company.

Your Company has not accepted any Fixed Deposits during the year under review.

The Equity shares of the Company are listed at Delhi Stock Exchange Ltd., and Bombay Stock Exchange Ltd. and the Annual Listing fees have been paid to each of these Stock Exchanges.

#### **CORPORATE GOVERNANCE**

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the

requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreements are complied with.

A separate report on Corporate Governance and a Management Discussion and Analysis Report are being published as a part of the Annual Report of the Company. The Auditors of the Company have certified that conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreements are complied by the Company and their Certificate is annexed to the Report on Corporate Governance

#### **ACKNOWLEDGEMENT**

Your Directors would like to express their grateful appreciation for the assistance, co-operation and trust reposed in your Company by the Investors, Banks, Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and other Government Authorities during the financial year under review.

Your Directors also wish to place on record their sincere appreciation of the contribution made by the employees of the Company and are thankful to the Shareholders for their continued patronage and support.

For and on behalf of the Board of Directors

New Delhi  
30.06.2009

**Ramesh Peer**  
Managing Director

**Govind Prasad Agrawal**  
Director

## Corporate Governance Report

Your Company continues to practice transparency in its dealings with emphasis on integrity and compliance of regulatory provisions. It attaches great importance to practice of good corporate governance for meeting the interests and aspirations of the stakeholders. Your Company has implemented the requirements regarding Corporate Governance as mentioned in Clause 49 of the Listing Agreements.

The detailed report on the implementation by the Company, of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreements with the Stock Exchanges is set out below :

### COMPANY'S PHILOSOPHY ON GOVERNANCE

The Company firmly believes in and has proactively adopted the best policies of corporate governance to ensure transparency, professionalism and accountability in its dealing with shareholders and every person who enters into contact with the Company. The Company believes in monitoring its performance regularly and with utmost transparency so as to enable the optimum utilization of its resources.

The Company has a professional Board, which provides strong oversight and strategic counsel to the operational management. Almondz has established systems and procedures to ensure that it remains fully complied with all mandated regulations and achieve business excellence to enhance stakeholder value.

### BOARD OF DIRECTORS

#### (a) Composition and Category of Directors :

The Company has a Non-executive Chairman and Number of Non Executive Directors is more than 50% of the Total Number of Directors. None of the Directors on the Board of Directors is a member of more than 10 committees or chairman of more than 5 committees as specified in Clause 49 of the Listing Agreements.

The Board of Directors of the Company consists of 5 (Five) Directors. The composition and the category of Directors as well as the Number of Directorships in other Companies and Number of Chairmanship / Membership in other Board Committees are as under :

Sl. No.	Name	Date of Joining the Board	Category	No. of Directorships in other Companies*		No. of Membership/ Chairmanship in other Board Committees **	
				Public	Private	Member	Chairman
1	Mr. Ramesh Peer	8th July, 2006	Managing Director	—	—	—	—
2	Mr. Chand Krishna Tikku	3rd January, 2008	Non-Executive Director	2	—	1	1
3	Mr. Govind Prasad Agrawal	19th March, 2007	Non-Executive Director	4	1	2	—
4	Mr. Sanjay Grover	8th July, 2006	Non-Executive Director	—	1	—	—
5	Mr. Shiam Sunder Lal Gupta	30th July 2008	Non-Executive Director	2	—	—	2

\* This does not include foreign companies and companies under Section 25 of the Companies Act, 1956.

\*\* The Committee includes only Audit Committee and Share Transfer and Investor Grievance Committee.

### Meetings and Attendance

During the year, the Board of Directors met 4 times, twice on 29th April, 2008, 30th July, 2008, 25th October, 2008 & 24th January, 2009. The gap between two Board Meetings was within the maximum time gap prescribed in Clause 49 of the Listing Agreements.

The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under :

Sr. No.	Name of Director	Number of Board Meetings Attended	Whether present at the Annual General Meeting
1	Mr. Ramesh Peer	4	Yes
2	Mr. Chand Krishna Tikku	4	No
3	Mr. Govind Prasad Agrawal	4	Yes
4	Mr. Sanjay Grover	4	Yes
5	Mr. Shiam Sunder Lal Gupta	2	No

#### (b) Brief Particulars of Directors Being Re-appointed

Information in case of reappointment of Director as required under Listing Agreement.

Mr. Govind Prasad Agrawal retires by rotation at the ensuing General Meeting and being eligible offers himself for reappointment.

A brief resume and other information of Mr. Govind Prasad Agrawal as required under Clause 49 (VI)(G) is as under :

#### Mr. Govind Prasad Agrawal

Mr. Govind Prasad Agrawal, is a Law graduate and Fellow member of 'The Institute of Company Secretaries of India'. He has got rich experience of over 25 years in the field of Finance, Law and Administration.

Mr. Govind Prasad Agrawal also serves on the Board of Almondz Finanz Ltd., Almondz Insurance Brokers Pvt. Ltd., Indocount Finance Ltd., Rama Vision Ltd., and Yartex Expots Ltd.

## COMMITTEES OF THE BOARD

The Board of Directors has constituted 4 Committees of the Board viz.

- Audit Committee
- Remuneration Committee
- Share Transfer and Shareholders' Grievance Committee
- Committee for Further Issue of Shares

The Board determines the terms of reference of these Committees from time to time. Meetings of these Committees are convened by the respective Committee Chairman/ Company Secretary. At each Board Meeting, minutes of these Committees are placed before the Directors for their perusal and noting.

### AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company, inter-alia provides assurance to the Board on the adequacy of the internal control system and financial disclosure.

The terms of reference of the Audit Committee of the Company are wide enough to cover the matters as specified for Audit Committee under Clause 49 of the Listing Agreements as well as in Section 292A of the Companies Act, 1956 which are broadly as under:

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 Directors' Responsibility Statement to be included in the Board's report in terms of Sub-section (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.
- 5A. 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 right issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. 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.
8. Discussion with internal auditors, any significant findings and follow up there on.
9. 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.
10. 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.
11. 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.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### COMPOSITION

The present composition of the Audit Committee is as under:

Sl. No.	Name	Category
1.	Mr. Sanjay Grover	Non-Executive & Independent Director
2.	Mr. Chand Krishna Tikku	Non-Executive & Independent Director
3.	Mr. Govind Prasad Agrawal	Non-Executive Director
4.	Mr. Shiam Sunder Lal Gupta	Non-Executive & Independent Director

*Mr. Shiam Sunder Lal Gupta, became the member of the Audit Committee w.e.f. 20th April 2009.*

The Committee members have requisite experience in the fields of Finance and Accounts, Banking and Management. The Audit Committee met 4 times during the year.

The quorum of the Committee is 1/3rd of the total strength of the Committee or 2 members, whichever is higher and minimum of two independent Directors. Mr. Sanjay Grover, who is a non-executive and independent Director, having sufficient accounting and financial management expertise

and was elected as the Chairman of the Committee for all its meetings. The terms of reference of the Audit Committee are in conformity with the provisions of Section 292A of the Companies Act, 1956 as well as with the requirements of Clause 49 of the Listing Agreements as entered into by the Company with the Stock Exchanges.

Mr. Ajay Pratap, Company Secretary act as the Secretary to the Audit Committee meetings.

During the Financial Year under review, the Audit Committee meetings were held on 29th April 2008; 30th July, 2008; 25th October, 2008 and 24th January, 2009. For the finalisation of the Audited Annual Accounts of the Company, the meeting of the Audit Committee was held on 30th June, 2009.

The attendance of the individual Directors in the aforesaid meetings was as follows :

Name of Directors	No. of Committee Meetings attended
Mr. Govind Prasad Agrawal	4
Mr. Sanjay Grover	4
Mr. Chand Krishna Tikku	4

#### INTERNAL AUDITORS

The Company has appointed Mohan Gupta & Co. Chartered Accountants as internal Auditors of the Company to review the Internal Control System of the Company and to report thereon. The report of the Internal Auditors is reviewed by Audit Committee.

#### REMUNERATION COMMITTEE

##### TERMS OF REFERENCE

To deal with the determination of the Company's policy on specific remuneration packages for the executive directors, including pension rights and any compensation payment.

To review market practices and to decide on or make recommendations to the Board on remuneration packages applicable to the Managing Director and other Executive Directors of your Company.

##### COMPOSITION

The Remuneration Committee is presently constituted of four Directors, the Chairman being an Independent Director.

Name	Category
Mr. Chand Krishna Tikku	Non Executive & Independent Director
Mr. Sanjay Grover	Non Executive & Independent Director
Mr. Shiam Sunder Lal Gupta	Non Executive & Independent Director
Mr. Govind Prasad Agrawal	Non Executive Director

During the year under report no meeting of Remuneration Committee was held.

Mr. Sanjay Grover, Non Executive & Independent Director, has been nominated as the Chairman of the Committee for all its meetings.

#### REMUNERATION OF DIRECTORS

##### (a) Executive Directors :

Name	Category	Salary & Perquisites (Rs.)
Mr. Ramesh Peer	Managing Director	29,500/- per month with perquisites

##### (b) Non-Executive Directors :

During the year under report, the Company has not paid any remuneration to Non-executive Directors except sitting fee @ Rs. 10,000/- per meeting for attending the Board meetings and Rs. 2,000/- for attending the meeting of its Audit Committee held during the Financial Year.

Name	Category	Sitting Fees (Rs.) As on 31.03.2009
Mr. Govind Prasad Agrawal	Director	48,000/-
Mr. Sanjay Grover	Director	48,000/-
Mr. Chand Krishna Tikku	Director	48,000/-
Mr. Shiam Sunder Lal Gupta	Director	40,000/-

#### SHARE TRANSFER AND SHAREHOLDERS' GRIEVANCE COMMITTEE

The Board of Directors of the Company has constituted a Share transfer and Shareholders Grievance Committee. At present, the Share Transfer and Shareholders' Grievance Committee comprises of Mr. Ramesh Peer and Mr. Govind Prasad Agrawal. Mr. Govind Prasad Agrawal, being a non-executive Director is the Chairman of the Committee for all its meetings.

Sl. No.	Name	Category
1.	Mr. Ramesh Peer	Managing Director
2.	Mr. Govind Prasad Agrawal	Non Executive Director

During the year under review, 4 (Four) Share Transfer and Shareholders' Grievance Committee meetings were held. The various issues addressed in connection with Shareholders and Investors Services & Grievances are :

##### (a) Share Transfer :

- (i) Approve and effect Transfer and Transmission of Shares
- (ii) Issue of new Share Certificates in lieu of the lost/ mutilated Share Certificates
- (iii) Consolidation of Folios/Transposition of Names

##### (b) Shareholders'/Investors' Complaints :

- (i) Non-receipt of Shares after Transfer/Transmission
- (ii) Non-receipt of Annual Report
- (iii) Other matters including change of address, etc.



The Secretarial Department of the Company and the Registrar and Share Transfer Agents Beetal Financial & Computers Services Pvt. Ltd. attend to all the grievances of the shareholders and investors received.

The minutes of this Committee are being placed in the subsequent Board Meeting held after the Committee meeting.

Continuous efforts are made to insure that grievances are more expeditiously redressed to the complete satisfaction of the shareholders.

Mr. Ajay Pratap, Company Secretary is the Compliance Officer of the Company.

#### COMMITTEE FOR FURTHER ISSUE OF SHARES

The Committee for Further Issue of Shares comprises of Mr. Ramesh Peer and Mr. Govind Prasad Agrawal. Mr. Ramesh Peer, Managing Director of the Company elected as the Chairman of the Committee for all its meetings.

Sl. No.	Members	Category
1.	Mr. Ramesh Peer	Managing Director
2.	Mr. Govind Prasad Agrawal	Non Executive Director

#### GENERAL BODY MEETINGS

The location and time for the last three Annual General Meetings were as follows :

Financial Year Ended	AGM	Location	Date	Time
31.03.2008	16th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	24th September 2008	11.30 A.M.
31.03.2007	15th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	18th September 2007	11.30 A.M.
31.03.2006	14th	M. P. C. U. Shah Auditorium Shree Delhi Gujrati Samaj (Regd.) 2, Raj Niwas Marg, Civil Lines, Delhi-110054	30th September 2006	4.00 P. M.

#### DETAILS OF SPECIAL RESOLUTION(S) PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS

A.	2006	NIL
B.	2007	NIL
C.	2008	NIL

#### MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the quarterly and annual financial results in the proforma prescribed by Clause 41 of the Listing Agreements within one month of close of the respective period.

The approved financial results are forthwith sent to the Listed Stock Exchanges and are published in two newspapers, viz. Financial Express (English) and Jansatta (Hindi).

The Company has a website [www.almondzcapital.com](http://www.almondzcapital.com). The Company's E-mail ID for the purpose of investors for any grievance is [complianceacms@almondz.com](mailto:complianceacms@almondz.com).

#### CODE OF CONDUCT

The Board of Directors have adopted Code of business and ethics for Directors. This code has been communicated to Directors.

#### INSIDER TRADING

##### Code of Conduct for Prevention of Insider Trading

The Company has adopted a "Code of Conduct for Prevention of Insider Trading". The Code is applicable to all Directors and designated employees of the Company.

#### CEO/CFO CERTIFICATION

The CEO and CFO i.e. the Managing Director of the Company has certified to the Board as required under Clause 49(V) of the Listing Agreements.

#### DISCLOSURE

##### In Respect of Related Party Transactions

During the year under review, there were no materially significant related party transactions with the promoters, directors, management and subsidiaries, and their relatives, that had a potential conflict with the interest of the Company at large.

##### Disclosure of Accounting Treatment

In preparation of financial statements, the Company has followed the Accounting Standard referred in Section 211(3) (C) of the Companies Act, 1956. The significant accounting policies which are constantly applied are set out in the Annexures to Notes to the Accounts.

#### COMPLIANCE

The Company has complied with the requirements of the Stock Exchanges, SEBI, and other Statutory Authorities during the immediately preceding three financial years on all matters related to the Capital Market, and no strictures and penalties have been imposed on the Company by the abovesaid Authorities during the last three years.

**COMPLIANCE CERTIFICATE OF THE AUDITORS**

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements with Stock Exchanges.

**COMPLIANCE OFFICER**

The Board had designated Mr. Ajay Pratap, Company Secretary as the Compliance Officer

Address :

4A, 3rd Floor, 3 Scindia House, Janpath, New Delhi - 110001

e-mail : complianceacms@almondz.com

Phone : 011 - 32947374

Fax : 011 - 41514665

**GENERAL SHAREHOLDERS' INFORMATION**

**Annual General Meeting**

**Date** 24th September, 2009

**Time** 11.30 A. M.

**Venue** PHD Chamber of Commerce & Industry,  
PHD House, 4/2, Siri Institutional Area,  
August Kranti Marg, New Delhi-110016

**Financial Year** 31st March 2009

**Financial Calander**

Financial Reporting for the quarter ended June 30 2008 End July 2008

Financial Reporting for the quarter ended September 30 2008 End October 2008

Financial Reporting for the quarter ended December 31 2008 End January 2009

Financial Reporting for the year ended March 31 2009 End June 2009

**Book Closure Dates**

17th September, 2009 to 24th September, 2009  
(both Days inclusive)

**Listing on Stock Exchanges :**

- (a) The Delhi Stock Exchange Ltd.  
DSE House, 3/1 Asaf Ali Road, Delhi-110 002
- (b) Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

**Stock Code :**

Scrip Code at BSE : 511589

Demat ISIN No. for NSDL and CDSL : INE323B01016  
for Equity Shares

**Depositories :**

- (a) The National Securities Depository Ltd.  
4th Floor, Trade World, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
- (b) Central Depository Services (India) Ltd.  
Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street,  
Mumbai - 400 023

**Stock Market Data :**

Month	Bombay Stock Exchange Ltd. (BSE)		
	Month's High	Month's Low	Volume (Nos)
April' 08	35.35	24.40	96099
May' 08	30.05	22.10	129263
June' 08	31.00	17.15	100265
July' 08	21.90	15.00	62298
August' 08	18.75	15.15	46970
September' 08	16.90	12.00	29552
October' 08	14.40	4.89	54115
November' 08	9.60	6.11	42907
December' 08	9.41	5.87	36666
January' 09	10.45	7.39	5634
February' 09	8.70	7.23	4204
March' 09	9.13	6.85	516229

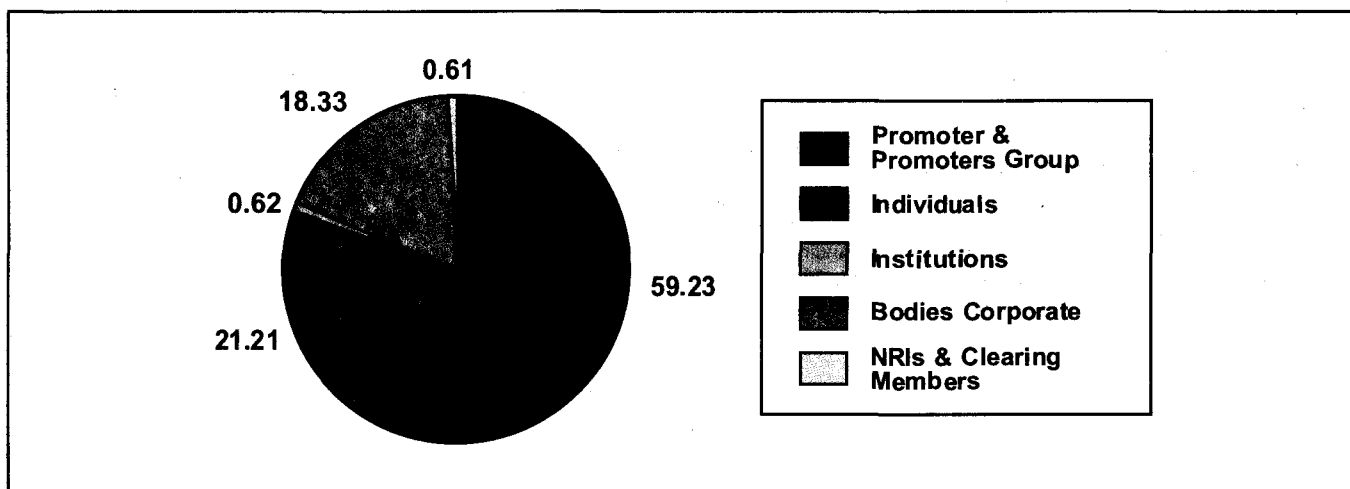
**Distribution of Shareholding as on 31st March, 2009 :**

No. of Equity Shareholders	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up To 5000	2560	86.49	321724	3.2121
5001 To 10000	181	6.11	149599	1.4936
10001 To 20000	68	2.30	105660	1.0549
20001 To 30000	51	1.72	133065	1.3285
30001 To 40000	20	0.68	71794	0.7168
40001 To 50000	18	0.61	85885	0.8575
50001 To 100000	24	0.81	179631	1.7935
100001 AND ABOVE	38	1.28	8968542	89.5430
<b>TOTAL</b>	<b>2960</b>	<b>100.00</b>	<b>10015900</b>	<b>100.0000</b>

**Shareholding Pattern as on 31st March 2009**

Category Code	Category of Shareholders	Number of Shareholders	Total No. of Shares	No. of Shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) (VIII)/(IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	2	3797549	972549	37.92	37.92	—	—
(b)	Central Government / State Government(s)	—	—	—	—	—	—	—
(c)	Bodies Corporate	1	2134702	2134702	21.31	21.31	—	—
(d)	Financial Institutions / Banks	—	—	—	—	—	—	—
(e)	Any Other (specify)	—	—	—	—	—	—	—
	<b>Sub-Total (A) (1)</b>	<b>3</b>	<b>5932251</b>	<b>3107251</b>	<b>59.23</b>	<b>59.23</b>	—	—
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	—	—	—	—	—	—	—
(b)	Bodies Corporate	—	—	—	—	—	—	—
(c)	Institutions	—	—	—	—	—	—	—
(d)	Any Other (specify)	—	—	—	—	—	—	—
	<b>Sub-Total (A) (2)</b>	—	—	—	—	—	—	—
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)</b>	<b>3</b>	<b>5932251</b>	<b>3107251</b>	<b>59.23</b>	<b>59.23</b>	—	—
<b>(B)</b>	<b>Public Shareholding</b>	—	—	—	—	—	<b>N.A.</b>	<b>N.A.</b>
<b>1</b>	<b>Institutions</b>	—	—	—	—	—	<b>N.A.</b>	<b>N.A.</b>
(a)	Mutual Funds / UTI	—	—	—	—	—	—	—
(b)	Financial Institutions / Banks	2	62250	59650	0.62	0.62	—	—
(c)	Central Government / State Government(s)	—	—	—	—	—	—	—
(d)	Venture Capital Funds	—	—	—	—	—	—	—
(e)	Insurance Companies	—	—	—	—	—	—	—
(f)	Foreign Institutional Investors	—	—	—	—	—	—	—
(g)	Foreign Venture Capital Investors	—	—	—	—	—	—	—
(h)	Any Other (Specify)	—	—	—	—	—	—	—
	<b>Sub-Total (B) (1)</b>	<b>2</b>	<b>62250</b>	<b>59650</b>	<b>0.62</b>	<b>0.62</b>	—	—

Category Code	Category of Shareholders	Number of Shareholders	Total No. of Shares	No. of Shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage (IX)/(VIII)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>2</b>	<b>Non-Institutions</b>	—	—	—	—	—	N.A.	N.A.
(a)	Bodies Corporate	118	1835601	1584401	18.33	18.33	—	—
(b)	Individuals :							
i.	Individual shareholders holding nominal share capital Upto Rs. 1 Lakh	2791	854116	650899	8.53	8.53	—	—
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	23	1270491	1248891	12.68	12.68	—	—
(c)	Any Other (specify)							
	NRI	19	60016	12516	0.60	0.60	—	—
	Clearing Members	4	1175	1175	0.01	0.01	—	—
	<b>Sub-Total (B) (2)</b>	2955	4021399	3497882	40.15	40.15	—	—
	<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	2957	4083649	3557532	40.77	40.77	N.A.	N.A.
	TOTAL (A) + (B)	2960	10015900	6664783	100.00	100.00	—	—
(C)	Shares held by Custodians and against which Depository Receipts have been issued	—	—	—	N.A.	—	N.A.	N.A.
	<b>GRAND TOTAL (A) + (B) + (C)</b>	2960	10015900	6664783	N.A.	100.00	N.A.	N.A.



### Secretarial Audit for Reconciliation of Capital

As stipulated by SEBI, a qualified Practising Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited ( NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out in every quarter and report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total listed and paidup capital is in agreement with the aggregate of total number of shares in dematerialized form (held with NSDL & CDSL) and the total number of shares in physical form.

### Status of Dematerialisation of Shares as on 31 March 2009

Particulars	No. of Shares	% of Total capital
Dematerialised	6664783	66.54
Physical	3351117	33.46
Total	10015900	100.00

### Registrars & Share Transfer Agents :

#### M/s Beetal Financial & Computer Services Pvt. Ltd.

"Beetal House", 3rd Floor, 99, Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi – 110 062

### SHARE TRANSFER SYSTEM

The Registrars and Share Transfer Agents, M/s Beetal Financial & Computer Services Pvt. Ltd., deals with share transfers, both in physical and dematerialized modes. Securities lodged for transfer are normally processed within 15 days from the date of lodgement, if the documents are in order in all respects. All requests for dematerialisation of securities are processed and the confirmation is given to the depositories within 15 days. Grievances received from investors and other miscellaneous correspondence is processed either by the Registrars & Share Transfer Agents or by the Secretarial Department of the Company, as the case may be, within 15 days. Pursuant to Clause 47(c) of the Listing Agreements with the Stock Exchanges, certificates on half-yearly basis have been issued by a Company Secretary in wholetime practice for due compliance of share transfer formalities by the Company. As per SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary in wholetime practice for timely dematerialisation of the shares and conducting a Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company.

### DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFER

The total number of complaints received and replied to the satisfaction of shareholders during the year ended 31st March, 2009 were 14. There were no complaints outstanding as on 31st March 2009. The number of shares pending for transfer and for dematerialization were nil as on 31st March 2009.

### Investors Correspondence / Query :

For Transfer/Transmission, Dematerialisation of shares, and any other query relating to the shares of the Company :

M/s Beetal Financial & Computer Services Pvt. Ltd.  
"Beetal House", 3rd Floor, 99, Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi – 110 062

### For any query on Annual Report :

Secretarial Department  
Almondz Capital & Management Services Ltd.  
4A, 3rd Floor, 3 Scindia House  
Janpath, New Delhi-110 001

### COMPLIANCE CERTIFICATE FROM AUDITORS OF THE COMPANY :

As required under Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an Appendix to the Statement on Corporate Governance.

### Management Discussion And Analysis

The Management Discussion & Analysis has been given separately in the annual report.

For and on behalf of the Board of Directors

New Delhi  
30.06.2009

**Ramesh Peer**    **Govind Prasad Agrawal**  
Managing Director    Director

**CERTIFICATION BY MANAGING DIRECTOR TO THE BOARD**

I, Ramesh Peer, Managing Director of Almondz Capital & Management Services Limited, certify that :

1. I have reviewed the financial statements for the year and that to the best of my knowledge and belief :
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for the company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and reports significant issues to the Audit Committee of the Board of Directors. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
4. I indicate to the Auditors and to the Audit Committee :
  - a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year;
5. I further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct under Clause 49 of the Listing Agreement, for the current year.

New Delhi  
30.06.2009

**Ramesh Peer**  
Managing Director

**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS**

To the Shareholders of

**M/S ALMONDZ CAPITAL & MANAGEMENT SERVICES LTD.**

We have examined the compliance of the conditions of Corporate Governance by M/s Almondz Capital & Management Services Ltd. for the year ended 31st March, 2009, as stipulated under Clause 49 of the Listing Agreement as entered into by the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We state that in respect of the investors' grievances received during the year ended 31st March, 2009, no investors' grievances are pending against the Company for period exceeding one month as per the records maintained by the Company, which are presented to the Shareholders'/Investors' Grievance Committee.

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

*For* **H. K. CHHABRA & Co.,**  
Chartered Accountants

New Delhi  
June 30, 2009

**H. K. Chhabra**  
Partner  
(FCA – Membership No. 089616)

## Management Discussion & Analysis Report

### OPERATIONS

During the year under review Company has earned income in the form of dividend income and income from financial consultancy.

### INTERNAL CONTROL SYSTEM

Company has adequate internal control system commensurate with its size and nature of business. Internal Auditors are mandated to carry out audit and report on areas of noncompliances/ weaknesses and the corrective actions are being taken to further strengthen the internal control systems. These reports are reviewed by the Audit Committee of the Board of Directors for follow-up action, and instructions are issued for taking necessary measures.

### FUTURE OUTLOOK

The Company operates its business as an investment company, future of which largely depends upon financial and capital markets. Your Company has investments in financially sound Companies and Company will continue to earn dividend and capital appreciation. The Management is optimistic about the future outlook of the Company.

### HUMAN RESOURCES

Operating in the service industry, your Company's performance is heavily dependent on the knowledge and expertise of its personnel. The Company is having dedicated team of persons.

### CAUTIONARY STATEMENT

*Some of the statements in this "Management Discussion and Analysis Report" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations.*

*Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operations include global and Indian demand supply conditions, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India.*



## Auditors' Report

To the Members of

**ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED**

1. We have audited the attached Balance Sheet of ALMONDZ CAPITAL & MANAGEMENT SERVICES LTD., New Delhi as at 31st March 2009 and the Profit and Loss Account and the Cash Flow Statement of the Company 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.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order 2003, issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph (3) 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 purposes of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such 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 accounts;
  - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
  - e) On the basis of the written representations received from the Directors as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of Subsection(1)of Section 274 of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other 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 Balance Sheet, of the State of Affairs of the Company as at March 31, 2009;
  - 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 Cash Flow Statement, of the Cash Flows for the year ended on that date.

For **H. K. CHHABRA & Co.**,  
Chartered Accountants

**H. K. Chhabra**  
Partner

New Delhi  
June 30, 2009

(FCA – Membership No. 089616)

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE**

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management according to a regular program in a phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, the Company has not made any substantial disposals during the year.
- ii) (a) As explained to us, physical verification of inventory of shares and securities has been conducted by the management at reasonable intervals.
- (b) In our opinion, the procedures of physical verification of inventory of shares and securities followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- iii) (a) In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, we wish to state that the Company had not taken loans from any company.
- (b) In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register maintained u/s 301 of the Companies Act, 1956, we wish to state that there was one loan outstanding (P. Y. One Company) and whose name is appearing in the Register maintained u/s 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 144.26 Lacs (P. Y. Rs. 200 Lacs) and Rs. 144.26 Lacs (P. Y. Rs. Nil) was outstanding as on 31.03.2009. According to the information and explanations given to us we are of the opinion that the rate of interest and other terms and conditions of such loan were prima facie not prejudicial to the interest of the Company.
- 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 the nature of its business with regard to purchase of inventory and fixed assets etc. During the course of our audit, no major weakness has been noticed in the internal controls.
- v) In respect of transactions entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956:
- (a) To the best of our knowledge and belief and according to the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) In our opinion and according to the information given to us, the Company has not accepted any deposits from the public during the year within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.
- vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- viii) We were informed that the Central Government has not prescribed the maintenance of Cost records under Section 209(1)(d) of the Companies Act, 1956.
- ix) According to the information and explanations given to us in respect of statutory and other dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Cess and any other statutory dues with the appropriate authorities during the year.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, customs duty, excise duty and cess were outstanding as at 31.03.2009 for a period of more than six months from the date they became payable.
- x) The Company has no accumulated losses as on the balance sheet date. The Company has not incurred any cash losses during the financial year covered by our audit or the immediately preceding financial year.
- xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- xii) According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is neither a chit fund nor nidhi / mutual benefit fund / society and hence Clause 4 (xii) of the Order is not applicable to the Company.
- xiv) The Company has maintained proper records of transaction and contracts in respect of all shares, debentures and other securities, which have been held by the Company in its own name and timely entries have been made therein.
- xv) Based on our examination of the records, we are of the opinion that the Company has not given guarantee for loans taken by others from banks or financial institutions.
- xvi) In our opinion and according to the information and explanations given to us, the Company has not applied for any term loan during the year.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- xix) The Company has not issued any debentures during the year.
- xx) The Company has not raised any money by public issue during the year.
- xxi) According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For **H. K. CHHABRA & Co.**,  
Chartered Accountants

**H. K. Chhabra**  
Partner

New Delhi  
June 30, 2009

(FCA – Membership No. 089616)

## Balance Sheet as at 31st March, 2009

(Rs. in '000)

Particulars	Schedule No.	As at	
		31.03.2009	As at 31.03.2008
<b>Sources of Funds</b>			
<b>Shareholders' funds</b>			
Share capital	1	106,667.13	106,667.13
Reserves & surplus	2	234,556.10	237,584.94
		<b>341,223.23</b>	<b>344,252.07</b>
		<b>341,223.23</b>	<b>344,252.07</b>
<b>Application of Funds</b>			
<b>Fixed assets</b>			
Gross block	3	1,475.48	1,475.48
Less : depreciation		788.83	634.70
<b>Net block</b>		<b>686.65</b>	<b>840.78</b>
<b>Investments</b>	4	<b>320,260.91</b>	<b>325,196.82</b>
<b>Current assets, loans &amp; advances</b>	5		
<b>A) Current assets</b>			
Sundry debtors		1,732.60	—
Cash and bank balances		1,522.15	16,407.87
Other current assets		24.39	169.12
<b>B) Loans &amp; advances</b>			
		18,329.08	2,531.06
		21,608.22	19,108.05
<b>Less : Current liabilities &amp; provisions</b>	6	1332.55	893.58
<b>Net current assets</b>		<b>20,275.67</b>	<b>18,214.47</b>
		<b>341,223.23</b>	<b>344,252.07</b>
<b>Significant accounting policies</b>	11		
<b>Notes to the accounts</b>	12		

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

As per our report of even date  
For **H.K. CHHABRA & Co.**,  
Chartered Accountants

**H.K. Chhabra**  
Partner  
(FCA – Membership No. 089616)  
New Delhi  
June 30, 2009

For and on behalf of Board of Directors

**Ajay Pratap**  
Company Secretary

**G. P. Agrawal**  
Director

**Ramesh Peer**  
Managing Director

**Profit & Loss Account for the year ended 31st March, 2009**

(Rs. in '000)

Particulars	Schedule No.	Year Ended 31.03.2009	Year Ended 31.03.2008
<b>Income</b>			
Fee, commission & brokerage		4,448.11	1,023.63
Dividends received		3,668.30	6,473.40
Interest & other income	7	3,097.85	2,252.98
		<u>11,214.26</u>	<u>9,750.01</u>
<b>Expenditure</b>			
Personnel expenditure	8	1,612.83	2,079.73
Administrative & other expenses	9	3,438.97	2,898.46
Interest & finance charges	10	11.00	18.32
Fixed assets discarded		—	225.80
Depreciation		154.13	212.02
Diminution in the value of investment		750.00	—
		<u>5,966.93</u>	<u>5,434.33</u>
<b>Profit before extra ordinary, prior period items &amp; taxes</b>		<b>5,247.33</b>	<b>4,315.68</b>
Prior period expenses / (income) (Net)		(78.48)	47.54
<b>Profit before tax</b>		<b>5,325.81</b>	<b>4,268.14</b>
<b>Provision for taxes</b>			
Income tax for current year		338.15	—
Income tax for earlier year		—	159.86
Fringe benefit tax for current year		16.50	19.10
		<u>354.65</u>	<u>178.96</u>
<b>Net profit for the year</b>		<b>4,971.16</b>	<b>4,089.18</b>
Less: Special reserve (U/s 45-IC, RBI act, 1934)		994.23	—
		<u>3,976.93</u>	<u>4,089.18</u>
Surplus brought forward		45,798.07	41,708.89
<b>Net surplus carried to balance sheet</b>		<b>49,775.00</b>	<b>45,798.07</b>
<b>Basic &amp; diluted earning per share</b>		<b>0.50</b>	<b>0.42</b>
(See note no. 3 of schedule '12')			
<b>Significant accounting policies</b>	11		
<b>Notes to the accounts</b>	12		

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

As per our report of even date  
For **H.K. CHHABRA & Co.,**  
Chartered Accountants

For and on behalf of Board of Directors

**H.K. Chhabra**  
Partner  
(FCA – Membership No. 089616)  
New Delhi  
June 30, 2009

**Ajay Pratap**  
Company Secretary

**G. P. Agrawal**  
Director

**Ramesh Peer**  
Managing Director

**Schedules forming part of the balance sheet as at 31 March, 2009**

(Rs. in '000)

Particulars	As at 31.03.2009	As at 31.03.2008
<b>Schedule – 1</b>		
<b><u>Share Capital</u></b>		
<b>Authorised</b>		
1,50,00,000 (Previous year 1,50,00,000) Equity shares of Rs. 10/- each	<u>150,000.00</u>	<u>150,000.00</u>
<b>Issued and subscribed</b>		
11,395,280 (Previous year 11,395,280) Equity shares of Rs.10/- each	<u>1,13,952.80</u>	<u>113,952.80</u>
<b>Paid-up capital</b>		
10,015,900 (Previous year 10,015,900) Equity shares of Rs. 10/- each, fully paid up	100,159.00	100,159.00
Add : 1,379,380 shares forfeited	6,508.13	6,508.13
	<u>106,667.13</u>	<u>106,667.13</u>
	<u>106,667.13</u>	<u>106,667.13</u>
<b>Schedule – 2</b>		
<b><u>Reserves &amp; Surplus</u></b>		
<b>Share premium account</b>		
As per Previous year balance sheet	109,337.90	83,537.00
Add : Addition during the year on issue of Nil (Previous year 5,05,900) Equity shares	—	25,800.90
	<u>109,337.90</u>	<u>109,337.90</u>
<b>Capital reserve account</b>		
As per Previous year balance sheet	82,448.97	11,095.89
Add : Receipt on account of name change (Refer note no. 7 of schedule no. '12')	—	71,353.08
Less : Loss on forfeiture of option warrant (Refer note no. 8 of schedule no. '12')	8,000.00	—
	<u>74,448.97</u>	<u>82,448.97</u>
Surplus carried from profit & loss account	49,775.00	45,798.07
Special reserve (U/s 45-IC, RBI act,1934)	994.23	—
	<u>234,556.10</u>	<u>237,584.94</u>
	<u>234,556.10</u>	<u>237,584.94</u>

Schedules forming part of the balance sheet as at 31 March, 2009

**Schedule- 3**

**Fixed Assets**

(Rs. in '000)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2008	Additions during the Year	Deletion / Adjust- ments during the year	As at 31.03.2009	Up to 01.04.2008	For the year	Deletions / Adjust- ments during the Year	Up to 31.03.2009	As at 31.03.2009	As at 31.03.2008
Computers & Peripherals	93.30	—	—	<b>93.30</b>	82.00	4.52	—	<b>86.52</b>	<b>6.78</b>	11.30
Furniture & Fixtures	1,368.38	—	—	<b>1,368.38</b>	551.52	147.85	—	<b>699.37</b>	<b>669.01</b>	816.86
Office Equipments	13.80	—	—	<b>13.80</b>	1.18	1.76	—	<b>2.94</b>	<b>10.86</b>	12.62
<b>Total</b>	1,475.48	—	—	<b>1,475.48</b>	634.70	154.13	—	<b>788.83</b>	<b>686.65</b>	840.78
<b>Previous Year</b>	2,560.73	13.80	1,099.05	<b>1,475.48</b>	1,295.92	212.02	873.24	<b>634.70</b>	<b>840.78</b>	1,264.81

Schedules forming part of the balance sheet as at 31 March, 2009

(Rs. in '000)

Particulars	As at 31.03.2009	As at 31.03.2008
<b>Schedule – 4</b>		
<b>Investments</b>		
<b>Long Term (Other than trade)</b>		
<b>1) Investment in shares</b>		
<b>a) Quoted (fully paid up)</b>		
Almondz Global Securities Ltd. 11,984,707 (Previous year 11,802,667) equity shares of Rs. 6/- each	317,387.91	314,473.82
<b>b) Unquoted (Fully paid up)</b>		
Suraj Solvent & Vanaspati Pvt. Ltd. 10,000 (Previous year 10,000) equity shares of Rs. 10/- each	100.00	100.00
Latitude 23 Communications Ltd. 75,000 (Previous year 5,000) equity shares of Rs. 10/- each	750.00	50.00
Almondz Insurance Brokers Pvt. Ltd. 255,000 (Previous year 255,000) equity shares of Rs. 10/- each	2,550.00	2,550.00
Shivaz Spas & Hospitality Pvt. Ltd. 20,000 (Previous year Nil) equity shares of Rs. 10/- each	200.00	—
	3,600.00	2,700.00
Less : Diminution in the Value of Investment	750.00	—
	<b>2,850.00</b>	<b>2,700.00</b>
<b>c) Option Warrants</b>		
Almondz Global Securities Ltd. Nil (Previous year 1,000,000) Option warrant of Rs. 80/- each, Rs. 8/- paid up		
Opening balance	8,000.00	8,000.00
Less : Options not exercised so forfeited (Refer note no. 8 of schedule no. '12')	8,000.00	8,000.00
	—	—
	<b>23.00</b>	<b>23.00</b>
<b>2. Government Securities</b>		
N.S.C.	23.00	23.00
<b>TOTAL</b>	<b>320,260.91</b>	<b>325,196.82</b>
<i>Aggregate market value of quoted investments</i>	<b>192,354.55</b>	<b>629,082.15</b>
<i>Aggregate book value of quoted investments</i>	<b>317,387.91</b>	<b>314,473.82</b>
<i>Aggregate cost of unquoted investments</i>	<b>3,623.00</b>	<b>2,723.00</b>

Schedules forming part of the balance sheet as at 31 March, 2009

		(Rs. in '000)	
Particulars	As at 31.03.2009	As at 31.03.2008	
<b>Schedule – 5</b>			
<b>Current Assets, Loans &amp; Advances</b>			
<b>A. Current Assets</b>			
<b>Sundry debtors</b>			
Unsecured considered good			
— more than six months	300.00	—	
— others	1,432.60	—	
	<u>1,732.60</u>	<u>—</u>	
<b>Cash &amp; bank balances</b>			
Cash in hand	334.04	118.09	
Balances with scheduled banks :			
— in current accounts	738.11	6,089.78	
— in deposits accounts	450.00	10,200.00	16,407.87
	<u>1,522.15</u>	<u>10,200.00</u>	
<b>Other current assets</b>			
Interest accrued on fixed assets / NSC	24.39	169.12	
<b>Total (A)</b>	<u><u>3,279.14</u></u>	<u><u>16,576.99</u></u>	
<b>B. Loans &amp; advances</b>			
Advances	77.31	—	
Recoverable in cash or in kind or for value to be received*			
Security deposits	281.25	281.25	
Share application money – pending allotment	—	700.00	
Prepaid expenses	15.33	14.62	
Service tax cenvat receivable	103.80	75.51	
Loans to body corporates & others*	16,694.15	—	
Tax deducted at source	1,157.24	1,459.68	
(Net of provision of Rs. 368,351/- (previous year Rs. Nil))			
<b>Total (B)</b>	<u><u>18,329.08</u></u>	<u><u>2,531.06</u></u>	
<b>Total (A+B)</b>	<u><u>21,608.22</u></u>	<u><u>19,108.05</u></u>	
<b>* Notes</b>			
Due from the company under the same management (Almondz Insurance Brokers Pvt. Ltd.)	19.71	—	
Maximum balance outstanding during the year	70.17	—	
Shivaz Spas & Hospitality Pvt. Ltd.	14,426.32	—	
Maximum Balance outstanding during the year	14,426.32	—	
<b>Schedule – 6</b>			
<b>Current Liabilities &amp; Provisions</b>			
<b>A. Current liabilities</b>			
<b>Sundry creditors</b>			
Dues of creditors other than micro & small enterprises	542.69	51.69	
Expenses payable	133.64	357.17	
Other liabilities	245.91	45.63	
Unpaid dividend	356.37	361.84	
<b>Total (A)</b>	<u><u>1,278.61</u></u>	<u><u>816.33</u></u>	
<b>B. Provisions</b>			
Proposed for retirement benefits	53.94	77.25	
<b>Total (B)</b>	<u><u>53.94</u></u>	<u><u>77.25</u></u>	
<b>Total (A+B)</b>	<u><u>1,332.55</u></u>	<u><u>893.58</u></u>	
<b>Dividend for the Financial Year</b>	<b>Declared on</b>	<b>Due by</b>	<b>Amount</b>
2005-06	30-09-2006	30-09-2013	131.17
2006-07	18-09-2007	18-09-2014	225.20
			<u><u>356.37</u></u>



**Schedules forming part of the profit & loss account for the year ended 31 March, 2009**

(Rs. in '000)

Particulars	Year Ended 31.03.2009	Year Ended 31.03.2008
<b>Schedule – 7</b>		
<b>Interest and Other Income</b>		
Interest on Fixed deposits with banks [Gross of tax deducted at source Rs. 58,509 (Previous year Rs. 48,425)]	284.03	475.12
Interest from Others [Gross of tax deducted at source Rs. 1,28,205/- (Previous year Rs Nil)]	622.36	—
Rental Income [Gross of tax deducted at source Rs. 4,38,930/- (Previous year Rs. 4,25,831)]	2,092.50	1,177.86
Recovery of expenses	—	600.00
Miscellaneous income	98.96	—
	<u>3,097.85</u>	<u>2,252.98</u>
<b>Schedule – 8</b>		
<b>Personnel Expenditure</b>		
Salaries, bonus & other allowances	1,508.56	1,980.62
Contribution to provident fund & other funds	3.61	29.20
Staff welfare & other amenities	15.33	22.53
Provision for employees benefits	85.33	47.38
	<u>1,612.83</u>	<u>2,079.73</u>
<b>Schedule – 9</b>		
<b>Administrative &amp; Other Expenses</b>		
Rent	1,109.37	1,152.36
Printing & stationery	68.45	269.04
Travelling & conveyance	161.47	164.65
Communication expenses	51.03	79.54
Payment to auditors	40.00	40.00
Electricity & water charges	13.29	14.32
Legal & professional charges	433.56	633.27
Internal audit fee	60.00	60.00
Advertisement expenses	66.43	168.37
Rates, fee & taxes	137.76	245.54
Office repair & maintenance	10.60	8.71
Equipment repairs & maintenance	2.00	—
Insurance expenses	1.42	2.09
Claim paid	1,250.00	—
Other expenses	33.59	60.57
	<u>3,438.97</u>	<u>2,898.46</u>
<b>Schedule – 10</b>		
<b>Interest &amp; Finance Charges</b>		
Bank & demat charges	9.90	15.92
Interest paid	—	—
— Others	1.10	2.40
	<u>11.00</u>	<u>18.32</u>

**Schedule – 11**

**Significant Accounting Policies**

**Background**

Almondz Capital & Management Services Limited (“ACMS” or “the Company”) is a company, The company was incorporated in the year 1991. The company subsequently got listed and is presently listed on the BSE and DSE. The company got registered as NBFC with RBI dated 07-10-2008. The company is in the business of non banking financial services.

**Basis of Preparation**

The financial statements are prepared under the historical cost convention, in accordance with the Indian Generally Accepted Accounting Principles (GAAP), Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006, pronouncements of the Institute of Chartered Accountants of India (ICAI) and the provisions of the Companies Act, 1956, and NBFC (Non-deposit accepting or holding) companies prudential norms (Reserve Bank) Directions, 2007, as adopted consistently by the Company.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standards.

**Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

**Revenue from Services**

Revenue from services rendered is recognised as the service is performed based on agreements/arrangements with the concerned parties.

**Dividends**

Revenue is recognised when the shareholders’ right to receive payment was established during the accounting year.

**Interest**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Retirement and other Employees Benefits**

- i) Retirement benefits in the form of Provident fund and Family Pension fund is a defined contribution scheme and the contributions are charged to the profit and loss account for the year when the contributions to the respective funds are due. There are no other obligations other than the contributions payable to the respective funds.
- ii) Gratuity is a defined benefit obligation. The company has taken group gratuity scheme with TATA AIG Insurance Co. Limited to cover the gratuity liability of the employees. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on the projected unit credit method made at the end of the financial year.

- iii) The Company makes a provision in its books for liability towards encashment of leave lying to the credit of employee as on the last day of current financial year, subject to the maximum period of leave allowable by the company, as if all employees are retiring on the Balance Sheet date. Actuarial valuation has not been carried out keeping in view that amount of leave encashment is not material.
- iv) Actuarial gains/losses are debited to profit and loss account and are not deferred.

**Fixed Assets**

Fixed assets are stated at cost and other incidental expenses, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the assets to its working condition for its intended use.

**Depreciation**

Depreciation on assets, acquired on or after 1st July, 1995 is calculated on the written down value method at the rates specified in Schedule XIV to the Companies Act, 1956. Additions/deletions made during the year are depreciated on a prorata basis from the month of acquisition/deletion. Assets costing less than Rs.5,000/- are fully depreciated in the year of acquisition.

**Investments**

Investments are classified into long-term investments and current investments based on intent of the management at the time of making the investment. Investments intended to be held for more than one year are classified as long-term investments. Current investments are valued at lower of cost or market value. The diminution in current investments is charged to the profit and loss account; appreciation, if any, is recognised at the time of sale. Long-term investments, including investments in subsidiaries, are valued at cost unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health of and specific prospects of the issuer.

**Taxation**

Income tax expense is recognised in accordance with Accounting Standard 22 prescribed under the Companies (Accounting Standards) Rules, 2006. Income tax expense comprises current tax and deferred tax. Current tax expense is the amount of tax for the period determined in accordance with the income-tax law and deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Consequent to the introduction of Fringe Benefits Tax ("FBT") effective 1 April 2005, in accordance with the guidance note on accounting for fringe benefits tax issued by the Institute of Chartered Accountants of India, the Company has made a provision for FBT in accordance with the provisions of the Income tax Act, 1961.

#### Provisions and Contingent Liability

A provision for losses arising from claims, litigation, assessments, fines, penalties, etc is recognised when the Company has a present obligation as a result of a past events; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

#### Earnings Per Share

In accordance with Accounting Standard 20 prescribed under the Companies (Accounting Standards) Rules, 2006, basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive potential shares outstanding during the year, except where the results would be anti-dilutive.

#### Operating leases taken

Lease payments under operating lease are recognised as an expense on a straight line basis over the lease term.

#### Segmental Reporting

- i) Segments are identified by the management, keeping in view the dominant source and nature of risks and returns and the internal organization and management structure.
- ii) Revenue and expenses have been identified to a segment on the basis of relationship to the operating activities of the segment.
- iii) Revenue and expenses, which relate to the company as a whole and are not allocable to a segment on reasonable basis, have been disclosed as 'Unallocable'.
- iv) Segment assets and liabilities represent assets and liabilities in respective segments. Tax related assets, and other assets and liabilities that are not reported or cannot be allocated to a segment on a reasonable basis, have been disclosed as 'Unallocable'.

#### Schedule 12

#### Notes to the Accounts

1. There are no contingent liabilities or capital commitments that have not been provided for in these accounts.
2. **Provision for Tax**

##### a) Deferred Tax :

Major components of deferred tax Assets (net) arising on account of timing difference are as under :

(Rs. in '000)

Particulars	2008-09	2007-08
Deferred Tax Liabilities		
<b>Deferred Tax assets</b>		
Fixed Assets	949.00	1058.84
Unabsorbed Depreciation	3,182.64	4,998.45
Unabsorbed Capital Loss	14,805.81	14,805.81
Deferred Tax Assets (Net)	18,937.45	20,863.10

Since net result is amounting to Deferred Tax Asset, the same has not been recognized in these accounts as per conservative accounting policies of the company.

##### b) Current Tax :

The provision for current tax has been arrived at after taking into account the brought forward losses to the extent available for set off, and the other exemptions, deductions and disallowances of certain expenditure under the Income Tax Act, as may be applicable, on the assumption that same would be available in the case of the company.

3. Earning per share is computed in accordance with the mandatory requirement of Accounting Standard AS-20

(Rs. in '000)

Particulars	2008-09	2007-08
a) Net Profit After Tax available for Equity Shareholders (Rs. in '000)	4971.16	4,089.18
b) Weighted average No. of Equity Shares (Nos.)	10,015,900	9,778,889
c) Basic / Diluted earning per share (Rs.)	0.50	0.42

#### 4. Managerial Remuneration :

(Rs. in '000)

Particulars	2008-09	2007-08
a) Managing Director : Salary, Wages & Allowances	765.00	780.00

**5. Payment to Auditors :**

(Rs. in '000)

Particulars	2008-09	2007-08
<b>Payment to Auditors</b>		
a) Statutory Auditors : (Inclusive of Service Tax)		
Audit Fee	44.14	44.94
Taxation Matters	6.00	49.49
Certification Fee	15.20	33.66
b) Internal Auditors : (Inclusive of Service Tax)		
Audit Fee	67.31	67.42
	132.65	195.51

**6. Gratuity and leave benefit plans : (AS 15 Revised)**

The company has a defined benefit gratuity plan. The present value of obligation is determined based on actuarial valuation using the projected unit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

i) **Changes in the present value of the defined benefit Obligation are as follows :**

(Rs. in '000)

Particulars	Gratuity 2008-09	Gratuity 2007-08
Opening defined benefit obligation	125.79	107.25
Interest cost	8.63	8.79
Current service cost	39.11	34.62
Actual return on plan assets	8.95	9.03
Benefits paid	149.64	27.40
Actuarial (gain)/loss on obligation	16.76	2.53
Closing defined benefit obligation	40.65	125.79

ii) **Changes in the fair value of plan assets are as follows :**

(Rs. in '000)

Particulars	Gratuity 2008-09	Gratuity 2007-08
Opening fair value of plan assets	161.70	161.08
Expected return	13.05	12.88
Contributions by employer	40.17	19.00
Benefits paid	149.64	27.40
Actuarial gain / (losses)	20.60	(3.86)
Closing fair value of plan assets	85.88	161.70

**Profit and Loss account**

Net employee benefit expense debited in gratuity & leave encashment

(Rs. in '000)

Particulars	Gratuity	Gratuity
	2008-09	2007-08
Current service cost	39.11	34.62
Interest cost	8.63	8.79
Expected return on plan assets	(13.05)	(12.89)
Actuarial gain / (losses)	38.82	(6.39)
Net benefit expense	73.51	36.91
Actual return on plan assets	8.95	9.03

**Balance sheet**

Details of provision for leave encashment benefits and gratuity

(Rs. in '000)

Particulars	Gratuity	Gratuity
	2008-09	2007-08
Defined benefit obligation	40.64	125.79
Total value of provident fund contribution on closing liability		
Fair value of plan assets	85.88	161.70
Less : Unrecognized past service cost		
Plan (Liability) / Asset	(45.24)	(35.92)

**Actuarial Assumptions**

Particulars	Gratuity	Gratuity
	2008-09	2007-08
Mortality table (LIC)	(1994-96)	(1994-96)
Discount rate	8.00%	8.20%
Expected rate of return on plan assets	7.00%	8.00%
Rate of escalation in salary per annum	7.50%	7.00%
Employee turnover up to 30 years	1.00%*	1.00%*
Above 30years but up to 44 years	1.00%*	1.00%*
Above 44 years	1.00%*	1.00%*

The estimates of future salary increase considered in actuarial valuation after taking into account the inflation, seniority, promotion and other relevant factors such as demand in the employment market and supply.

\*Withdrawal Rates 1% at each age + Service Related

Completed years of service	Withdrawal Rate
0 – 2	10.00%
3 – 4	5.00%
5 – 9	2.50%
10 or above	1.00%

7. Allianz SE (formerly known as Allianz AG), a foreign company of Germany filed a suit before the jurisdiction court of Delhi vide Civil Petition No. 1162/1995, alleging the misuse of its name by the company "Allianz Capital & Management Services Ltd" and sought to stop the use of word "Allianz" in any manner.

After a protected litigation over a period of 11 years a mutual settlement was arrived with the permission of the court, by virtue of which the company received a sum of Rs. 71353080 as compensation, during the year, Subject to the condition of stopping of use of the word "Allianz" by it and its associated group companies.

The said amount of compensation has been considered by the management as Capital Reserve (not available for

distribution of dividend) and accordingly it has been appropriately accounted for as Capital Reserves. Since this amount is Capital Receipt not eligible to tax and accordingly no provision for income tax in respect thereof has been made in these accounts.

8. The company had subscribed 10,00,000 option warrants of Rupees 80 each on September 18,2007, which were convertible into equity shares of Rupees. 6/- each fully paid up at premium of Rupees 74/- within 18 months from the date of issuance of option warrant. On 18.3.2009 market price of share of Almondz Global Securities limited was Rupees. 15.65; considering which company had decided not to exercise the option & pursuant to regulation 13.1.2.3.(c) of SEBI DIP Guidelines & term of the issue the amount received upfront by Almondz Global Securities Limited from the company i.e.Rs. 80 Lacs was being forfeited by Almondz Global Securities Limited. This forfeiture was considered capital loss and subtracted directly from capital reserves.
9. Previous Year figures have been re-grouped/re-arranged wherever considered necessary to conform to current years figures.

## 10. Segment Reporting

(Rs. in '000)

Particulars	Fees & commission	Income from Investments	Unallocable	Total
<b>Segment Revenue</b>				
Gross Segment Revenue	4,448.11 (1,023.63)	3,952.33 (6,473.40)	2,813.82 (2252.98)	11,214.26 (9,750.01)
Less : Inter Segment Adjustment	— (—)	— (—)	— (—)	— (—)
Net Segment Revenue	4,448.11 (1,023.63)	3,952.33 (6,473.40)	2,813.82 (2252.98)	11,214.26 (9,750.01)
<b>Segment Results</b>				
Segment Results before Extra-Ordinary Items	4,448.11 (1,023.63)	3,952.33 (6,473.40)	(3,153.10) (-3,181.35)	5247.34 (4315.68)
Prior Period Expenses/(Income) & Provisions	— (—)	— (—)	(78.48) (47.54)	(78.48) (47.54)
Profit before Tax	4,448.11 (1,023.63)	3,952.33 (6,473.40)	(3,074.62) (3,228.89)	5,325.82 (4,268.14)
Less : Provision for Tax	— (—)	— (—)	(354.65) (178.96)	(354.65) (178.96)
Profit after Tax	4,448.11 (1,023.63)	3,952.33 (6,473.40)	(3,429.28) (3407.85)	4971.16 (4,089.18)
<b>Other Information</b>				
Segment Assets	1732.60 (—)	320,710.91 (325,196.82)	18,779.74 (19,055.25)	341,223.25 (344,252.07)
Segment Liabilities	— (—)	— (—)	341,223.25 (344,252.07)	341,223.25 (344,252.07)

### Notes :

- a) Primary Business Segments: The Company's business segments have been classified as above. This business segregation forms the basis for review of operating performance by the management.
- b) Fees and Commission activities comprises of broking/ commission/ underwriting/ arranger fees mainly in the nature of services involving no or negligible financial risk.
- c) Income from Investments comprises of dividend received on shares and interest on Fixed Deposits.
- d) The accounting policies of the segments are the same, to the extent possible, as those described in the summary of significant accounting policies as referred to in Schedule '11' to the accounts.

**11. Related Party Disclosures**

The information given below is only in respect of the transactions entered into by the company with the related parties :

A) Names of related parties & description of relationship :

(i) Associates :

- a) M/s Almondz Global Securities Ltd.
- b) M/s Innovative Money Matters Pvt. Ltd.
- c) M/s Almondz Insurance Brokers Pvt. Ltd.

- d) M/s Almondz Re-insurance Brokers Pvt. Ltd.
- e) M/s Latitude23 Communications Ltd.
- f) M/s Shrivaz Spas & Hospitality Pvt Ltd

(ii) Key Managerial Personnel :

- a) Mr. Ramesh Peer - Managing Director
- b) Mr. G P Agrawal - Director

(iii) Relative of Key Managerial Personnel :

- a) Mrs. Sunita Agrawal w/o Mr. G. P. Agrawal)

B) Transactions during the year and balances outstanding as at the year-end in respect of transactions entered into during the year with the related parties.

(Rs. In 000)

	Associate	Key Managerial Personnel	Director	Relative of Director	Total
Loans & Advances					
Balance as at 01.04.2008	— (—)	— (—)	— (—)	— (—)	— (—)
Paid during the year	14426.32 (21,677.07)	— (—)	— (—)	— (—)	14426.32 (21,677.07)
Receipts / Adjustments during the year	— (21,677.07)	— (—)	— (—)	— (—)	— (21,677.07)
Balance as at 31.03.2009	14426.32 (—)	— (—)	— (—)	— (—)	14426.32 (—)
Investments					
Balance as at 31.03.2009	3500.00 (325,073.82)	317388.00 (—)	— (—)	— (—)	320,888.00 (325,073.82)
Purchase of Investments	1200.00 (108,255.08)	2914.00 (—)	— (—)	— (—)	4114.00 (108,255.08)
Invested in Option Warrant	— (8000.00)	— (—)	— (—)	— (—)	— (8000.00)
Income					
Dividend	127.50 (6342.30)	3,541 (—)	— (—)	— (—)	3,668.50 (6342.30)
Rent	328.19 (1,302.03)	2,019.39 (—)	— (—)	— (—)	2,347.58 (1,302.03)
Expenses Recovered	— (673.80)	— (—)	— (—)	— (—)	— (673.80)
Interest Received	348.01 (—)	— (—)	— (—)	— (—)	348.01 (—)

(Rs. In 000)

	Associates	Key Managerial Personnel	Director	Relative of Director	Total
Expenditure					
Payments & Provisions of Salary / Retirement benefits to Key Managerial Personnel	— (—)	765.00 (780.00)	— (—)	— (—)	765.00 (780.00)
Advertisement / Printing & Stationery	— (35.18)	— (—)	— (—)	— (—)	— (35.18)
Rent	— (—)	— (—)	— (—)	— (90.00)	— (90.00)
Professional Fee	— (—)	— (—)	— (—)	— (160.00)	— (160.00)

Note:

(i) Previous year figures are indicated in brackets (—)

As per our report of even date  
For **H.K. CHHABRA & Co.**,  
Chartered Accountants

**H.K. Chhabra**  
Partner  
(FCA – Membership No. 089616)  
New Delhi  
June 30, 2009

For and on behalf of Board of Directors

**Ajay Pratap**  
Company Secretary

**G. P. Agrawal**  
Director

**Ramesh Peer**  
Managing Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2009**  
(PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)

	(Rs. in '000)	
	31.03.2009	31.03.2008
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax & extra-ordinary items adjusted for :	5,247.35	4,315.68
Depreciation	154.13	212.02
Fixed Assets Discarded	—	225.80
Provision for Employee Benefits	(23.31)	—
Loss/(Profit) on sale of Fixed Assets	—	27.63
Loss on Forfeiture of Option Warrent	(8,000.00)	—
Interest Received	(906.38)	(475.12)
Dividend Received	(3,668.30)	(6,473.40)
<b>Operating profit before working capital changes adjusted for :</b>	<b>(7,196.51)</b>	<b>(2,167.39)</b>
(Increase)/Decrease in Trade receivables	(1,732.60)	150.41
(Increase)/Decrease in Other receivables	(15,653.30)	9,790.80
Increase/(Decrease) in Trade & other payables	462.29	144.18
<b>Cash used in operations</b>	<b>(24,120.12)</b>	<b>7918.00</b>
Extra Ordinary and Prior Period Items	78.48	(47.54)
Taxes Paid	(354.65)	(415.70)
<b>Net cash generated from operating activities (A)</b>	<b>(24,396.31)</b>	<b>7,454.76</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale/(Purchase) of Fixed assets	—	(13.80)
Investments (Net)	4,935.91	(116,255.08)
Dividend received	3,668.30	6,473.40
<b>Net cash used in investing activities (B)</b>	<b>8,604.21</b>	<b>(109,795.48)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase in Share capital	—	5,059.00
Increase in Share premium	—	25,800.90
Receipts on Accounts of Name Change	—	71,353.08
Interest Received	906.38	475.12
Dividend & Corporate Dividend Tax	—	(5,421.89)
<b>Net cash generated from financing activities (C)</b>	<b>906.38</b>	<b>97,266.21</b>
Cash and cash equivalents (Opening Balance)	16,407.87	21,482.38
Net cash inflows for the year (A+B+C)	(14,885.71)	(5,074.51)
<b>Cash and cash equivalents (Closing Balance)</b>	<b>1,522.15</b>	<b>16,407.87</b>

As per our report of even date  
For **H.K. CHHABRA & Co.**,  
Chartered Accountants

For and on behalf of Board of Directors

**H.K. Chhabra**  
Partner  
(FCA – Membership No. 089616)  
New Delhi  
June 30, 2009

**Ajay Pratap**  
Company Secretary

**G. P. Agrawal**  
Director

**Ramesh Peer**  
Managing Director



**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details**

State Code  Registration No.   
 Balance Sheet Date     
 Date Month Year

**II. Capital Raised during the year (Amount in Rs. Thousands)**

Public Issue	<input type="text" value="NIL"/>	Rights Issue	<input type="text" value="NIL"/>
Bonus Issue	<input type="text" value="NIL"/>	Private Placement	<input type="text" value="NIL"/>

**III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)**

Sources of Funds	Total Liabilities	<input type="text" value="341223.23"/>	Total Assets	<input type="text" value="341223.23"/>
	Paid-up Capital	<input type="text" value="106667.13"/>	Reserves & Surplus	<input type="text" value="234556.10"/>
	Secured Loans	<input type="text" value="NIL"/>	Unsecured Loans	<input type="text" value="NIL"/>
Application of Funds	Net Fixed Assets	<input type="text" value="686.65"/>	Investments	<input type="text" value="320260.91"/>
	Net Current Assets	<input type="text" value="20275.67"/>	Miscellaneous Expenditure	<input type="text" value="NIL"/>
	Accumulated Losses	<input type="text" value="NIL"/>		

**IV. Performance of the Company (Amount in Rs. Thousands)**

Turnover	<input type="text" value="11214.26"/>	Total Expenditure	<input type="text" value="5966.93"/>
Profit Before Tax	<input type="text" value="5325.81"/>	Profit After Tax	<input type="text" value="4971.16"/>
Earning per Share in Rs.	<input type="text" value="0.50"/>	Dividend Rate %	<input type="text" value="NIL"/>

**V. Generic Names of Three Principal Products/Services of the Company (As per Monetary Terms)**

Item Code No. (ITC Code)	<input type="text" value="N/A"/>
Service Description	<input type="text" value="SUB BROKERY ADVISORY SERVICES"/>
Item Code No. (ITC Code)	<input type="text" value="N/A"/>
Service Description	<input type="text" value="INVESTMENT BANKING"/>

As per our report of even date  
For **H.K. CHHABRA & Co.**,  
Chartered Accountants

**H.K. Chhabra**  
Partner  
(FCA – Membership No. 089616)  
New Delhi  
June 30, 2009

For and on behalf of Board of Directors

**Ajay Pratap**  
Company Secretary

**G. P. Agrawal**      **Ramesh Peer**  
Director              Managing Director

2009



**PROXY FORM**

**ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED**

Regd. Office : 4A, 3rd Floor, 3 Scindia House, Janpath, New Delhi - 110 001

Regd. Folio No.....

I/We.....  
of.....in the district of.....  
being a member/members of the above named company, hereby appoint.....  
of.....in the district of.....  
or failing him/her.....  
of.....in the district of.....  
as my/our proxy to vote for me/us on my/our behalf at the 17th Annual General Meeting of the Company to be held on Thursday the 24th September, 2009 at 11.30 A.M. and at any adjournment thereof.

Signed this.....day of.....2009

No. of Shares held.....Ref. No. / L.F. No.....Client I.D.No.....D.P. I.D.No.....

Signature(s).....

Address.....

Affix a Revenue Stamp of Re. 1/-

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Company's Registered Office at 4A, 3rd Floor, 3 Scindia House, Janpath, New Delhi - 110 001 not less than 48 hours before the meeting.

.....(Tear Here).....



**ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED**

Regd. Office : 4A, 3rd Floor, 3 Scindia House, Janpath, New Delhi - 110 001

**ATTENDANCE SLIP**

Regd. Folio No.....

Name of the Shareholder/s / Proxy Mr. / Mrs. / Ms. ....  
(In Block Letters)

I Certify that I am the Registered Shareholder/Proxy for the Registered Shareholder/s of the Company.

I hereby record my presence at the 17th Annual General Meeting of the Company being held on Thursday the 24th September, 2009 at 11.30 A.M. at PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110 016

Client I. D.No. ....

D. P. I. D. No.....

Signature of the Shareholder/Proxy

**Notes :**

- 1. Members are requested to bring their copies of Annual Report to the meeting.
- 2. Members having any queries on accounts are requested to send them seven days in advance to the Company to enable it to make the relevant information ready.

# BOOK-POST

*If undelivered please return to:*

**Almondz Capital & Management Services Ltd.**

**4A, 3<sup>rd</sup> Floor, 3 Scindia House, Janpath, New Delhi-110001, Tel.: +91-11-32947374.**