

Corporate Information

Board of Directors	Mr. Govind Prasad Agrawal – Non-Executive Chairman Mr. Ashok Kumar Gupta – Managing Director Mr. Harjit Singh Sethi – Non-Executive Director Mr. Chand Krishna Tikku – Non-Executive & Independent Director Mr. Sanjay Grover – Non-Executive & Independent Director Mr. Shyam 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. Deepak Madaan
Bankers	HDFC Bank Ltd. AXIS Bank Ltd. Punjab National Bank
Registrar & Share Transfer Agent	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	2nd Floor, 3 Scindia House, Janpath, New Delhi-110 001

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Notice

NOTICE is hereby given that the 20th Annual General Meeting of the Members of ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED will be held on Friday the 28th day of September 2012, at 3.00 P.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as on March 31, 2012 and Statement of Profit and Loss for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shyam Sunder Lal Gupta who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint M/s. H. K. Chhabra & Co., Chartered Accountants, New Delhi as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS :

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

“RESOLVED THAT pursuant to the provisions of sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956 (hereinafter “the Act”), subject to the approval of the shareholders of the Company, and further subject to such statutory/regulatory approvals as may be necessary, Mr. Ashok Kumar Gupta, be and is hereby, appointed as Managing Director of the Company for a period of 5 years effective from December 31, 2011 upon the terms and conditions including remuneration as under :

A. Salary

- (i) Basic Salary in the scale of Rs. 45,400/- per month.

B. Perquisites

- a) House Rent Allowance @ 50% of the Basic Salary.
- b) Special Allowance of Rs. 19,910/- per month.
- c) Conveyance Allowance of Rs. 800/- per month.
- d) Reimbursement of actual medical expenses to the extent of Rs. 1,250/- per Month.
- e) Company's Contribution towards Provident Fund and Superannuation Fund as per the Rules of the Company.
- f) Gratuity as per the Rules of the Company.
- g) Bonus/ex gratia payments as per the Rules of the Company.

In addition to the above, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Ashok Kumar Gupta, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Ashok Kumar Gupta as the minimum remuneration as per relevant provisions of the Act read with Schedule XIII to the Act, and subject to such statutory / regulatory approvals, if necessary.

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

By Order of the Board of Directors

New Delhi
14th August, 2012

Deepak Madaan
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 ON A POLL ONLY 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. Explanatory Statement required pursuant to Section 173(2) of the Companies Act, 1956 in relation to Item No. 4 above is annexed hereto.
3. Members are requested to bring their copy of Annual Report for the year ended March 31, 2012 to the Meeting.
4. Members / Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.
5. 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.
6. 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.
7. All documents referred to in the accompanying Notice shall be open for public inspection at the Registered Office of the Company on

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- 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.
8. The Company has already notified the Closure of Register of Members and Share Transfer Register from 17th September 2012 to 28th September 2012 (both days inclusive).
 9. 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.
 10. Members are requested to intimate the Registrars 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.
 11. Re-appointment / Appointment of Directors :
As required under clause 49 (IV) (G) of the Listing Agreement with the Stock Exchanges, a brief resume of Mr. Shyam Sunder Lal Gupta who is proposed to be re-appointed / appointed, nature of their expertise in specific functional areas, their other Directorships and Committee memberships and their shareholdings in the Company is given below :

Mr. Shyam Sunder Lal Gupta

Mr. Shyam Sunder Lal Gupta, aged 73, is a Bachelor of Commerce and Bachelor of Law. He is advocate by profession. Mr Shyam

Sunder Lal Gupta was associated over 3 decades with the Industrial Finance Corporation of India (IFCI). After retirement from IFCI he joined M/s Orr. Dinam & Co., a renowned firm of Solicitors and advocates in Delhi as Senior Consultant.

He is now practicing independently and acting as a Arbitrator in some of the important cases.

Mr. Shyam Sunder Lal Gupta specializes in drafting, negotiating and settling legal agreements and several legal documents for lending and raising rupee and foreign currency loans.

His Directorships and Committee membership in other Companies are :

S. No.	Name of the Companies / Firms	Nature of Interest	Committee Membership / Chairmanship
1	Rama Vision Ltd.	Director	—
2	Insta Power Ltd.	Director	—

By Order of the Board of Directors

New Delhi
14th August, 2012

Deepak Madaan
Company Secretary

Explanatory Statement

Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 4

The Board of Directors of the Company in its meeting held on 31st December 2011 appointed Mr. Ashok Kumar Gupta as the Managing Director of the Company for a period of five years with effect from 31st December 2011 on the terms and conditions, including remuneration, as set out in the resolution and as recommended by the Remuneration Committee of Board of Directors subject to the approval of Members of the Company.

In accordance with the provisions of Part III of Schedule XIII to the Companies Act, 1956, the appointment and remuneration payable to Mr. Ashok Kumar Gupta, Managing Director, are subject to the approval by way of a resolution of the Members in the General Meeting. Accordingly, appointment of Mr. Ashok Kumar Gupta as Managing Director of the Company comes for approval of the Members of the Company at the very first General Meeting being held after his appointment by the Board.

Your Directors recommend the resolution for your approval. The copy of Resolutions passed by Board of Directors of the

Company in its meeting held on 31st December 2011 approving the appointment and remuneration of Mr. Ashok Kumar Gupta as Managing Director is available for inspection by the Members of the Company at its Registered Office between 11.00 AM to 1.00 PM on all working days till the date of Annual General Meeting.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract under Section 302 of the Companies Act, 1956.

Mr. Ashok Kumar Gupta is concerned and/or interested in his appointment as the Managing Director and the remuneration payable to him. No other Director is concerned or interested in the resolution.

By Order of the Board of Directors

New Delhi
14th August, 2012

Deepak Madaan
Company Secretary

Important Communication to the Members

The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies and has issued circulars stating that serving Notices / documents including Annual Reports can be made through electronic mode to its Members. To support this green initiative of the Government in full measure, the Members are requested to update their email id provided to the concerned Depository Participants. Those Members who hold shares in physical form are requested to communicate their email id by sending an email to the Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services (P) Ltd., at email id : beetalrta@gmail.com with a copy to the Company at email id : complianceacms@almondz.com

Directors' Report

To the Members,

The Board of Directors of your Company presents the 20th Annual Report of the Company alongwith the Audited statement of accounts and the Auditor's Report for the year ended 31st March, 2012.

FINANCIAL RESULTS

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

	(Rs. in Lacs)	
	Year ended 31.03.2012	Year ended 31.03.2011
Gross Income	225.17	771.46
Profit/(Loss) before Interest, Depreciation & Tax	(141.48)	381.67
Less/(Add): Prior Period Items expenses/(income)	1.27	0.28
Less : Interest	203.62	266.43
Less : Depreciation	0.55	0.87
Less : Provision for Taxes	(2.50)	99.81
Net Profit/(Loss) after Tax	(140.82)	280.68

FINANCIAL PERFORMANCE OF THE COMPANY

Total revenues for the year ended March 31, 2012 is amounted to Rs 225.17 Lacs as compared to Rs. 771.46 Lacs in the previous year. Loss before interest, depreciation and taxes for the financial year 2012 is amounted to Rs. 141.48 Lacs as against profit of Rs. 381.67 Lacs in the previous year. The Loss for the financial year 2012 is Rs. 140.82 Lacs as against profit after tax for Rs. 280.68 Lacs in the previous financial year.

RBI GUIDELINES

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. The Company continues to comply with all the requirements prescribed by the Reserve Bank of India as applicable to it.

DIVIDEND

The Board of Directors do not recommend any dividend on the Equity Shares of the Company for the current financial year.

SHARE CAPITAL

During the year 2011-12, there is no change in the share capital of the Company.

PUBLIC DEPOSITS

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

SUBSIDIARY COMPANIES

The Company has two wholly owned subsidiaries namely Moon Orchid Housing Private Limited and Meadow Real Estate Private Limited. These subsidiary companies were non-material unlisted subsidiaries of the Company.

Pursuant to general approval granted by the Central Government under Section 212(8) of the Companies Act, 1956, vide its General Circular No. 2/2011 dated 08-02-2011 the Balance Sheet,

Statement of Profit and Loss, Report of the Board of Directors and Report of the Auditors of the Subsidiary Companies, have not been attached to the Balance Sheet of your Company. The financial information relating to all the Subsidiary Companies, in the aggregate, has been disclosed in the consolidated financial statements, as required by the Central Government as part of its approval.

Further,

- The annual accounts of the Subsidiary Companies and related detailed information will be made available to the members upon request.
- Annual accounts of the Subsidiary Companies will be available for inspection by the members, at the head offices of the Company and the Subsidiary Companies concerned.

Both these subsidiaries namely Moon Orchid Housing Private Limited and Meadow Real Estate Private Limited of the Company have ceased to be subsidiaries with effect 20th April, 2012 and 7th April, 2012 respectively as the Company has divested its entire shareholding in these subsidiaries.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Clause 32 and 50 of the Listing Agreement, your Company has prepared Consolidated Financial Statements as per the Accounting Standards applicable to the Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. Audited Consolidated Financial Statements along with the Auditors' Report are annexed with this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

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

Corporate Governance Report

COMPANY'S PHILOSOPHY ON GOVERNANCE

Your Company is committed to conducting business the right way which means taking decisions and acting in a way that is ethical and in compliance with the applicable legal requirements. It will endeavour to continuously improve its Corporate Governance performance with a view to earn trust and respect of all its Stakeholders.

The Company is in compliance with the requirements of Code of Corporate Governance as prescribed in the Listing Agreement and in this regard the following details is provided for the information of stakeholders and public at large.

BOARD OF DIRECTORS

Composition of Board :

In terms of the Corporate Governance philosophy all statutory and other significant material information is placed before the Board of Directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

The Company has a Non-Executive Chairman and the number of Independent Directors is one-half of the total number of Directors. The number of Non-Executive Directors is more than 50% of the total number of Directors. The Board is presently comprises of 6 Directors, including 1 Executive Director and 5 Non Executive Directors, of which 3 are independent Directors. The Directors have expertise in their functional

areas and bring a wide range of the skills and experience on the Board.

None of the Directors on the Board of Directors on the Board is a member of more than 10 committees or chairman of more than 5 committees across all the Companies in which he is a Director. As required under Clause 49 of the Listing Agreement, necessary disclosures regarding committee positions have been made by the Directors.

Board Meetings

During the year 2011-2012 the Board of Directors met Six (6) times on the following dates :

30th May 2011, 7th July 2011, 9th August 2011, 12th November 2011, 31st December 2011 and 13th February 2012.

The gap between any two Board meetings did not exceed four months.

Categories and Attendance of Directors

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year under review along with the number of Directorship and committee memberships held by them in other companies as on 31st March 2012 are given hereunder. The Directorship in other companies exclude those held in private limited companies, association, companies incorporated outside India and alternate directorships. The Chairmanship/Memberships include membership of Audit and Shareholders' / Investor Grievance Committees.

Name of Directors	Category	Attendance at Board Meetings		No. of Directorships in other Public Companies	No. of Membership / Chairmanship in Committees of Board of Public Companies		Whether Present in Annual General Meeting
		Held	Attended		Chairman	Member	
Mr. Ashok Kumar Gupta	Managing Director	1	1	—	—	—	No
Mr. Chand Krishna Tikku	Non-Executive Director	6	6	1	—	1	No
Mr. Govind Prasad Agrawal	Non-Executive Director	6	6	4	—	3	Yes
Mr. Sanjay Grover	Non-Executive Director	6	2	—	—	—	Yes
Mr. Shyam Sunder Lal Gupta	Non-Executive Director	6	6	2	—	—	No
Mr. Harjit Singh Sethi	Non-Executive Director	6	NIL	—	—	—	No

Appointment / cessation during the year

• Appointed

Mr. Ashok Kumar Gupta was appointed as Managing Director in the Board meeting held on 31.12.2011.

• Ceased

Mr. Ramesh Peer ceased to be Managing Director w.e.f. 07.10.2011

CODE OF CONDUCT

The Board of Directors has adopted Codes of Conduct, applicable to Directors and to employees of the Company. The said Codes of Conduct have been posted on the Company's website www.almondzcapital.com. The Company has obtained declarations from all its Directors affirming their compliances with the

applicable Codes of Conduct. The declaration by the Managing Director under Clause 49 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31 March 2012 is attached to this Corporate Governance Report.

Committees of the Board

The Board of Directors has constituted 5 Committees of the Board viz.

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

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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 Agreement 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, reappointment and, if required, the replacement or removal of the statutory auditors 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 rights 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 terms of reference of the Committee are governed by a Charter, covering all applicable matters specified under clause 49 of the Listing Agreements dealing with Corporate Governance and Section 292 A of the Companies Act, 1956. The members of the Committee are :

Name of Members	Designation	Category
Mr. Sanjay Grover	Chairman	Independent Director
Mr. Chand Krishna Tikku	Member	Independent Director
Mr. Shyam Sunder Lal Gupta	Member	Independent Director
Mr. Govind Prasad Agrawal	Member	Non Executive & Non-Independent Director

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 is elected as the Chairman of the Committee.

The Company Secretary acts as the Secretary to the Audit Committee meetings. During the Financial Year under review, the Audit Committee meetings were held on 30th May 2011, 9th August 2011, 12th November 2011 and 13th February 2012. For the finalisation of the Audited Annual Accounts of the Company, the meeting of the Audit Committee was held on 30th May 2012.

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	2
Mr. Chand Krishna Tikku	4
Mr. Shyam Sunder Lal Gupta	4

REMUNERATION COMMITTEE

TERMS OF REFERENCE

The Remuneration Committee recommends and reviews the remuneration packages of the Managerial Personnel and formulation of broad policy framework for managerial remuneration.

COMPOSITION

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

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

During the year under report 2 meetings of Remuneration Committee was held. Mr. Shyam Sunder Lal Gupta, Non Executive & Independent Director, has been nominated as the Chairman for the Committee meetings.

REMUNERATION OF DIRECTORS

The Company has not paid any remuneration to any of its Non-Executive Directors, except the Sitting Fees for attending meetings of the Board / Committee meetings. Managing Director is the only executive director in the company. The compensation of the Managing Director comprises a fixed component and a performance incentive. The Managing Director is not paid sitting fees for any board / committee meetings attended by him. Details of the remuneration of directors for the year ended 31 March, 2012 are as follows :

(a) Executive Director :

Name	Category	Salary & Perquisites (Rs.)
Mr. Ashok Kumar Gupta	Managing Director	90,060/- per month with perquisites

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(b) Non-Executive Directors :

Name	Category	Sitting Fees (Rs.) As on 31.03.2012
Mr. Govind Prasad Agrawal	Director	84,000/-
Mr. Sanjay Grover	Director	24,000/-
Mr. Chand Krishna Tikku	Director	72,000/-
Mr. Shyam Sunder Lal Gupta	Director	80,000/-
Mr. Harjit Singh Sethi	Director	NIL

SHARE TRANSFER AND SHAREHOLDERS' GRIEVANCE COMMITTEE

The Board of Directors of the Company has re-constituted a Share transfer and Shareholders Grievance Committee. At present, the Share Transfer and Shareholders' Grievance Committee comprises of Mr. Shyam Sunder Lal Gupta, Mr. Chand Krishna Tikku, Mr. Govind Prasad Agrawal and Mr. Ashok Kumar Gupta, being a nonexecutive Director is the Chairman of the Committee :

Sl. No.	Name	Category
1.	Mr. Shyam Sunder Lal Gupta	Non-Executive & Independent Director
2.	Mr. Chand Krishna Tikku	Non-Executive & Independent Director
3.	Mr. Govind Prasad Agrawal	Non-Executive Director
4.	Mr. Ashok Kumar Gupta	Managing 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

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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. Deepak Madaan, Company Secretary is the Compliance Officer of the Company.

COMMITTEE FOR FURTHER ISSUE OF SHARES

The Board of Directors of the Company has re-constituted a Further Issue of Shares Committee. At present the Further Issue of Shares comprises of Mr. Shyam Sunder Lal Gupta, Mr. Chand Krishna Tikku, Mr. Govind Prasad Agrawal and Mr. Ashok Kumar Gupta. Mr. Ashok Kumar Gupta Managing Director of the Company elected as the Chairman for the Committee meetings. During the year under review no meeting of the Committee were held.

Sl. No.	Name	Category
1.	Mr. Shyam Sunder Lal Gupta	Non-Executive & Independent Director
2.	Mr. Chand Krishna Tikku	Non-Executive & Independent Director
3.	Mr. Govind Prasad Agrawal	Non-Executive Director
4.	Mr. Ashok Kumar Gupta	Managing Director

MANAGEMENT COMMITTEE

The Board of Directors of the Company had re-constituted a Management Committee and delegated the powers of

GENERAL BODY MEETINGS

Details of the last three Annual General Meetings :

Financial Year Ended	AGM	Location	Date	Time
31.03.2011	19th	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054	29th September 2011	2.00 P. M.
31.03.2010	18th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	28th September 2010	4.30 P. M.
31.03.2009	17th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	24th September 2009	11.30 A. M.

The details of Special Resolution(s) passed at the last 3 (three) Annual General Meetings are as follows :

Annual General Meeting	Particulars of Special Resolutions Passed
19th Annual General Meeting	1 Confirmation of the re-appointment of Mr. Ramesh Peer as the Managing Director of the Company for a further period of 5 years effective from July 8, 2011 upon the existing terms and conditions
18th Annual General Meeting	No Special Resolution was passed
17th Annual General Meeting	No Special Resolution was passed

borrowing, lending and acquisition of the securities of any other body corporate/s and the powers pertaining to the general administration and management of the Company with the objective of business expediency. The Committee presently comprises of Mr. Shyam Sunder Lal Gupta, Mr. Ashok Kumar Gupta and Mr. Govind Prasad Agrawal. Mr. Ashok Kumar Gupta is Chairman of the committee.

The Company Secretary is Secretary of the Committee meetings. During the year under review 4 meetings of the management Committee were held.

SUBSIDIARY COMPANIES

As on March 31, 2012 the Company had two material non-listed Indian Subsidiary Companies, namely Moon Orchid Housing Private Limited and Meadow Real Estate Private Limited. The Audit Committee reviews the financial statements and investments made by unlisted subsidiary companies. The minutes of the Board meetings as well as statements of all significant transactions of the unlisted subsidiary companies are placed regularly before the Board of Directors for their review.

Both these subsidiaries namely Moon Orchid Housing Private Limited and Meadow Real Estate Private Limited of the Company have ceased to be subsidiaries with effect from 20th April, 2012 and 7th April, 2012 respectively as the Company has divested its entire shareholding in these subsidiaries

No special resolutions were put through postal ballot during the last year.

MEANS OF COMMUNICATION

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to all the Stock Exchanges with whom the Company has listing arrangements. These financial results, in the prescribed format, as per amended clause 41 of the listing agreement, are published in newspapers. The results are normally being published in "The Business Standard" and "Jansatta Financial Express" in English and Hindi. The Company has also designated "complianceacms@almondz.com" as an email id for the purpose of registering complaints by investors and displayed the same on the Company's website.

INSIDER TRADING

Code of Conduct for Prevention of Insider Trading

The Company has adopted a comprehensive Code of Conduct pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992, for prevention of insider trading in shares of the Company. The Code of Conduct is implemented diligently mandating initial and continual disclosures. The transactions of the insiders in the shares of the Company are subjected to trading window closures, pre-clearance of trades etc. as envisaged in the Code. The Code has been disseminated through the Company's intranet for easy access to the employees and is updated from time to time.

CEO / COMPANY SECRETARY CERTIFICATION

The CEO i.e. the Managing Director of the Company and the Company Secretary, heading the finance function has certified to the Board as required under Clause 49(V) of the Listing Agreement.

DISCLOSURE

In Respect of Related party Transactions

Transactions with related parties are disclosed in notes of schedules to the accounts in the annual report. There were no materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of 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, RBI 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. Deepak Madaan, Company Secretary as the Compliance Officer.

Address :

2nd Floor, 3 Scindia House,
janpath, New Delhi-110001
e-mail compliancecsm@almondz.com
Phone : 011-32947374
Fax : 011- 41514665

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date : 28th September, 2012

Time : 3.00 P. M.

Venue : M. P. C. U. Shah Auditorium,
Shree Delhi Gujrati Samaj (Regd.),
2, Raj Niwas Marg, Civil Lines, Delhi – 110 054

Financial Year 1st April to 31st March

Financial Calendar 2012-2013 (Tentative)

First quarter results : July / August 2012
Second quarter results : October / November 2012
Third quarter results : January / February 2013
Fourth quarter results : April / May 2013 if unaudited quarterly results or alternatively last week of June, 2013 in case of audited results for the year.
Annual General Meeting : August / September 2013

Book Closure Dates :

17th September, 2012 to 28th September, 2012 (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
Listing Fee as applicable has been paid

Stock Code :

Scrip ID at BSE : ALMONDZ
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 :

Bombay Stock Exchange Ltd. (BSE)			
Month	Month's High	Month's Low	Volume (Nos.s)
April'11	21.35	17.70	107451
May'11	18.90	15.90	32737
June'11	18.45	14.30	6455
July'11	16.35	13.85	42536
August'11	15.70	12.70	16637
September'11	14.50	12.55	72194
October'11	13.84	12.00	11808
November'11	13.00	10.35	31803
December'11	13.40	10.95	16704
January'12	12.60	10.00	17968
February'12	12.00	10.61	8277
March'12	12.00	9.81	42273

Evolution of Capital :

Date of Allotment	No. of Shares	Reasons for Allotment	Cumulative No. of Shares	Cumulative Listed / Traded Capital
Incorporation	20	On Incorporation	20	—
15.05.1992	50	Preferential Allotment	70	—
15.12.1992	199930	Preferential Allotment	200000	—
29.01.1993	800000	Preferential Allotment	1000000	—
30.06.1993	600000	Preferential Allotment	1600000	—
04.05.1994	1600000	Public Issue	3200000	3200000
20.05.1996	4122700	Public – cum Rights Issue	7322700	7322700
08.06.1997	269491	Conversion of Fully paid Zero Interest Unsecured Fully Convertible Debentures of Rs. 25/- each	7592191*	3860491
30.09.1998	7189	Conversion of Fully paid Zero Interest Unsecured Fully Convertible Debentures of Rs. 25/- each	7599380	3867680
29.03.2004	2352320	Reissue of forfeited shares	7599380	6220000**
19.08.2006	465000	Preferential Allotment	8064380	6685000
30.03.2007	2825000	Preferential Allotment	10889380	9510000
19.09.2007	505900	Preferential Allotment	11395280	10015900
10.05.2010	1755000	Allotment of shares pursuant to Conversion of Warrants issued on Preferential Basis	13150280	11770900
20.11.2010	2000000	Allotment of shares pursuant to Conversion of Warrants issued on Preferential Basis	15150280	13770900

Notes :

* Out of 7592191 shares 3731700 shares were forfeited in September 2009.

** Out of 3731700 shares 2352320 shares were reissued in 2004.

Distribution of Shareholding as on 31st March, 2012 :

No. of Equity Shareholders	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up To 5000	2570	86.10	290014	2.1060
5001 To 10000	170	5.70	140136	1.0176
10001 To 20000	84	2.81	127356	0.9248
20001 To 30000	42	1.41	109967	0.7985
30001 To 40000	16	0.54	57645	0.4186
40001 To 50000	23	0.77	106939	0.7766
50001 To 100000	29	0.97	202621	1.4714
100001 AND ABOVE	51	1.71	12736222	92.4865
TOTAL	2985	100.00	13770900	100.0000

Shareholding Pattern of Almondz Capital & Management Services Limited for the Quarter ended March 31, 2012 :

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
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
(a)	Individuals / Hindu Undivided Family	2	3797549	3797549	27.58	27.58	—	—
(b)	Central Government / State Government(s)	—	—	—	—	—	—	—
(c)	Bodies Corporate	1	2796702	2796702	20.31	20.31	—	—
(d)	Financial Institutions / Banks	—	—	—	—	—	—	—
(e)	Any Other (specify)	—	—	—	—	—	—	—
	Sub-Total (A) (1)	3	6594251	6594251	47.89	47.89	—	—
2	Foreign							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	—	—	—	—	—	—	—
(b)	Bodies Corporate	—	—	—	—	—	—	—
(c)	Institutions	—	—	—	—	—	—	—
(d)	Any Other (specify)	—	—	—	—	—	—	—
	Sub-Total (A) (2)	—	—	—	—	—	—	—
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	3	6594251	6594251	47.89	47.89	—	—
(B)	Public Shareholding	—	—	—	—	—	N. A.	N. A.
1	Institutions	—	—	—	—	—	N. A.	N. A.
(a)	Mutual Funds / UTI	—	—	—	—	—	—	—
(b)	Financial Institutions / Banks	1	2600	—	0.02	0.02	—	—
(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)	—	—	—	—	—	—	—
	Sub-Total (B) (1)	1	2600	—	0.02	0.02	—	—

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
2	Non-Institutions	—	—	—	—	—	N. A.	N. A.
(a)	Bodies Corporate	102	3284876	3031376	23.85	23.85	—	—
(b)	Individuals :							
	i. Individual shareholders holding nominal share capital upto Rs. 1 Lakh	2785	834391	659891	6.06	6.06	—	—
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	31	2914727	2863127	21.17	21.17	74150	2.54
(c)	Any Other (specify)							
	i NRI	17	39713	22213	0.29	0.29	—	—
	ii HUF	45	100341	100341	0.73	0.73	—	—
	iii Clearing Members	1	1	1	0.00	0.00	—	—
	Sub-Total (B) (2)	2981	7174049	6676949	52.10	52.10	74150	1.03
	Total Public Shareholding							
	(B) = (B)(1)+(B)(2)	2982	7176649	6676949	52.11	52.11	74150	1.03
	TOTAL (A)+(B)	2985	13770900	13271200	100.00	100.00	74150	0.54
(C)	Shares held by Custodians and against which Depository Receipts have been issued	—	—	—	*****	—	N. A.	N. A.
	GRAND TOTAL (A)+(B)+(C)	2985	13770900	13271200	N. A.	100.00	74150	0.54

Reconciliation of Share Capital Audit Report

Pursuant to the provisions of the SEBI (Depositories & Participants) Regulations, 1996, quarterly audit is being undertaken by a Practising Company Secretary for reconciliation of share capital of the Company.

The audit report inter alia covers and certifies that the total shares held in NSDL, CDSL and those in physical form tally with the issued and paid-up capital of the Company, the Register of Members is duly updated, demat requests are confirmed within stipulated time etc.

Details of changes, if any, in the share capital of the Company during the quarter, are also covered in the report. The Reconciliation of Share Capital Audit Report is submitted with BSE and DSE and is also placed at the meetings of the Board of Directors.

Status of Dematerialisation of Shares as on 31 March 2012

Particulars	No. of Shares	% of Total capital
Dematerialised	13271200	96.37
Physical	499700	3.63
Total	13770900	100.00

Registrars & 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

All matters connected with the share transfer both physical and electronic, dividends and other matters are handled by the Registrar & Transfer Agents located at the address mentioned elsewhere in this report. Shares lodged for transfer are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Grievances received from shareholders and other miscellaneous correspondence on change of address, etc., are processed by the Registrar & Transfer Agents. Pursuant to Clause 47(c) of the Listing Agreement with Stock Exchanges, certificates, on half-yearly basis, have been issued by a Company Secretary-in-practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in-practice for timely dematerialization of the shares

of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. The Company, as required under Clause 47(f) of the Listing Agreement, has designated the following e-mail IDs, namely complianceacms@almondz.com in for the purpose of registering complaints, if any, by the shareholders and expeditious redressal of their grievances. Shareholders are, therefore, requested to correspond with the Registrar & Transfer Agents for transfer/transmission of shares, change of address and queries pertaining to their shareholding, at their address given in this report.

DETAILS OF SHAREHOLDERS COMPLAINT RECEIVED, NOT SOLVED AND PENDING SHARE TANSFER

The total number of complaints received and replied to the satisfaction of shareholders during the year ended 31st March, 2012 were 8. There were no complaints outstanding as on 31st March 2012.

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

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

For any query on Annual Report :

Secretarial Department
Almondz Capital & Management Services Ltd.
2nd 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

Ashok Kumar Gupta
Managing Director

Govind Prasad Agrawal
Director

New Delhi
14th August, 2012

Appendix to the Statement on Corporate Governance

Appendix - I

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, 2012, 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, 2012, 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
Firm Registration No. 010917N

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

New Delhi
May 30, 2012

Appendix to the Statement on Corporate Governance

Appendix - II

CERTIFICATION BY MANAGING DIRECTOR & COMPANY SECRETARY TO THE BOARD

To
The Board of Directors
Almondz Capital & Management Services Ltd.

1. We have reviewed the financial statements for the year and that to the best of our 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 our 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. We 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. We 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. We 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.

For **Almondz Capital & Management Services Limited**

New Delhi
30th May 2012

ASHOK KUMAR GUPTA
Managing Director

DEEPAK MADAN
Company Secretary

Management Discussion & Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

The business of the Company is that of a Non Banking Finance Company (NBFC).

A robust banking and financial sector is critical for financing and facilitating higher economic growth. Financial intermediaries like Non-banking finance companies ("NBFCs") have a definite and very important role in the financial sector, particularly in a developing economy like India, where demand for credit is growing fast. Therefore, the role of NBFCs in both manufacturing and services sector is significant as they facilitate the flow of credit to end consumers.

In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban areas. NBFC's are playing significant role in financing the road transport and infrastructure and have reached the gross root level through Micro finance. With the growing importance assigned to financial inclusion. NBFCs have come to be regarded as important financial intermediaries particularly for the small-scale and retail sectors. NBFCs have been pioneering at retail asset backed lending, lending against securities, microfinance etc. and have been extending credit to retail customers in under-served areas and to unbanked customers.

On the regulatory front, NBFCs are regulated by the Reserve Bank of India (RBI) almost at par with banks. All the prudential norms for asset classification, income recognition, provisioning etc., are applicable to NBFCs in India.

BUSINESS OPERATIONS

During the year under review, the Company has generated its income of Rs. 221.67 Lacs from Investment & Trading of Securities as compared to Rs. 603.25 Lacs in the previous year. The main reasons behind low income for this year in this segment was due to poor performance of the Capital Market.

OPPORTUNITIES AND THREATS

The economy all over the world is going through bad phase, the Indian economy, though not affected substantially, has suffered and the opportunities have become limited in all sphere of businesses. The financial market has suffered a lot including the business for NBFC's.

The business of the company may be affected by increased competition from the local and global players operating in India and regulatory changes. Your company will also face competition from the players offering advisory services coupled with provision of funds for their client's needs.

The Company is exposed to all risks & threat which Financial Market & Non Banking Finance Company faces. The company is also facing risk of heavy ups and down in stock market which can be minimize due to risk management system of our company.

OUTLOOK, RISK AND CONCERNS

The general tone for the industry is one of optimism and most indicators appear positive. A significant portion of the company's income arises from investment and trading operation, which are

largely dependent on the conditions of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of several factors like low inflation, growing domestic savings, surging portfolio investments into India etc. The unusual developments in the global economy indicate heightened uncertainties and new challenges for the emerging market economies like India. The Company will continue focusing on trading in securities, financing and fee based activities and besides that the company will continue to explore opportunities in other areas related to its operations.

In Today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. As an NBFC, your Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPA's in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and is confident of managing these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY

The established Internal Control Systems of your company are adequate to ensure that all the activities are monitored and controlled against any misuse or misappropriation of asset and that the transactions are authorized, recorded and reported correctly. More so, these internal control systems are regularly monitored by the audit committee of your company and are improved upon on regular basis.

HUMAN RESOURCE

The Company is having dedicated employees who help the company in achieving its goals.

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

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 2012 and the Statement of Profit and Loss 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 (Auditor's 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, Statement of Profit and Loss and cash flow statement dealt with by this report are in agreement with the books of accounts;
 - d) In our opinion, the Balance Sheet, Statement of Profit & Loss 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 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (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, 2012; and
- ii) In the case of Statement of Profit and Loss 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
Firm Registration No. 010917N

New Delhi
May 30, 2012

H. K. Chhabra
Partner
(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) Fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumptions.
- 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) During the year Company has taken unsecured loans from companies covered in the register maintained under Section 301 of the Companies Act, 1956. The details thereof is furnished hereunder :

S. No.	Name of the Party	Amount (Rs. in Lacs)	Year-end Balance (Rs. in Lacs)	Maximum Balance (Rs. in Lacs)
1	Almondz Global Securities Limited (Associate Company)	NIL	NIL	NIL
2	Almondz Finanz Limited (Associate Company)	1184.00	604.81	604.81

The interest charged and other terms and conditions of the loan taken are prima facie not prejudicial to the interest of the Company.

- (b) During the year company has granted unsecured loans to companies covered in the register maintained under Section 301 of the Companies Act, 1956. The details thereof is furnished hereunder :

S. No.	Name of the Party	Amount (Rs. in Lacs)	Year-end Balance (Rs. in Lacs)	Maximum Balance (Rs. in Lacs)
1	Almondz Global Securities Limited (Associate Company)	NIL	NIL	NIL
2	Almondz Finanz Limited (Associate Company)	784.50	NIL	167.00

The interest charged and other terms and conditions of the loan taken are 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 31.03.2012 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) We are of the opinion that the Company has maintained adequate records where the Company has granted 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) In our opinion, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- 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

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

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) During the year the company has not issued any debentures.
- 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
Firm Registration No. 010917N

New Delhi
May 30, 2012

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

Balance Sheet as at 31 March, 2012

(Amount in Indian Rupees)

Particulars	Notes	As at 31 March 2012	As at 31 March 2011
Equity & Liabilities			
Shareholders' funds			
Share capital	2.1	144,217,131	144,217,131
Reserves and surplus	2.2	289,970,508	304,052,737
		434,187,639	448,269,868
Non-current liabilities			
Long-term borrowings	2.3	—	60,700,603
Long-term provisions	2.4	8,211	113,631
		8,211	60,814,234
Current liabilities			
Short-term borrowings	2.5	63,302,707	115,008,877
Trade Payable	2.6	28,323	40,285
Other current liabilities	2.7	2,667,004	5,532,659
Short-term Provisions	2.8	213,939	280,844
		66,211,973	120,862,665
TOTAL		500,407,823	629,946,767
Assets			
Non-current assets			
Fixed assets			
Tangible assets	2.9	57,775	886,330
Intangible assets	2.10	946,745	—
		1,004,520	886,330
Non current investments	2.11	351,244,753	349,433,733
Other non-current assets	2.12	2,772,259	2,327,210
		354,017,012	351,760,943
Current assets			
Trade receivables	2.13	—	18,187,750
Inventories	2.14	46,806,937	119,317,909
Cash and cash equivalents	2.15	4,171,048	8,325,280
Short-term loans and advances	2.16	85,575,598	112,337,731
Other Current Assets	2.17	8,832,708	19,130,824
		145,386,291	277,299,494
TOTAL		500,407,823	629,946,767
Significant Accounting Policies & the notes referred to above form an integral part of the financial statements	1 & 2		

As per our report of even date

For and on behalf of Board of Directors

 For H. K. Chhabra & Co.,
 Chartered Accountants

 H. K. Chhabra
 Partner
 (FCA – Membership No. 089616)
 New Delhi
 May 30, 2012

 Deepak Madaan
 Company Secretary

 G. P. Agrawal
 Director

 Ashok Kumar Gupta
 Managing Director

Statement of Profit & Loss for the year ended 31st March, 2012

(Amount in Indian Rupees)

Particulars	Notes	For the Year ended	
		31 March 2012	31 March 2011
Income			
Operating Income	2.18	15,373,581	67,378,762
Other Operating Income	2.19	6,794,246	9,595,425
Other income	2.20	349,088	171,843
Total revenue		22,516,915	77,146,030
Expenses			
Operating Expenses	2.21	20,359,998	35,139,959
Employee benefits expenses	2.22	1,599,679	1,800,266
Other expenses	2.23	14,705,990	2,038,541
Finance cost	2.24	2,367	3,018
Depreciation and Amortisation expenses	2.9 & 2.10	54,546	86,536
Total expenses		36,722,580	39,068,320
Profit before extraordinary, prior period items and taxes		(14,205,665)	38,077,710
Prior Period (Income) / Expense		126,808	28,188
Profit / (Loss) before tax		(14,332,473)	38,049,522
Tax expense			
Current income tax		—	9,241,862
Income Tax for Earlier Year		476,055	738,758
MAT Credit		(726,299)	—
Profit for the period		(14,082,229)	28,068,902
Earnings Per Equity Share			
— Basic	2.27	(1.02)	1.82
— Diluted	2.27	(1.02)	1.69
Significant Accounting Policies & the notes referred to above form an integral part of the financial statements	1 & 2		

As per our report of even date

For and on behalf of Board of Directors

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

H. K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
May 30, 2012

Deepak Madaan
Company Secretary

G. P. Agrawal
Director

Ashok Kumar Gupta
Managing Director

Cash Flow Statement for the year ended 31st March, 2012

(Amount in Indian Rupees)

Particulars	31.03.2012	31.03.2011
A. Cash Flow from Operating Activities		
Net Profit before tax & extra-ordinary items adjusted for :	(14,205,665)	38,077,710
Depreciation	54,546	86,536
Provision for Employee benefits	(105,420)	51,717
Liability no longer payable w/o	35,285	—
Provision for doubtful debts	12,239,347	—
Loss/(profit) on Assets discarded	811,384	—
Excess provision for diminution in value of investment	—	(138,300)
Provision for standard assets	(66,905)	280,844
Interest Received	(16,774,898)	(25,559,285)
Dividend Received	(6,794,246)	(9,595,425)
Operating Profit before working capital changes adjusted for :	(24,806,572)	3,203,797
(Increase)/Decrease in Stock in trade	72,510,972	(69,346,689)
(Increase)/Decrease in Trade receivables	4,687,750	(18,187,750)
(Increase)/Decrease in Other receivables	36,615,200	(55,091,769)
Increase/(Decrease) in Trade & other payables	(1,652,250)	4,205,646
Cash used in operations	87,355,100	(135,216,765)
Extra Ordinary and Prior Period Items	(126,808)	(28,188)
Taxes Paid	250,244	(9,980,620)
Net cash generated from Operating Activities	(A) 87,478,537	(145,225,573)
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(984,120)	(8,000)
Purchase of investments	(4,311,020)	(5,000,000)
Sale of investments	2,500,000	—
Dividend received	6,794,246	9,595,425
Net cash used in Investing Activities	(B) 3,999,106	4,587,425
C. Cash Flow from Financing Activities		
Proceeds from issue of share capital / share premium	—	60,242,500
Proceeds from secured loan term borrowings	(60,700,603)	20,715,206
Proceeds from unsecured loan term borrowings	(51,706,170)	34,674,685
Interest Received	16,774,898	25,559,285
Net cash generated from Financing Activities	(C) (95,631,875)	141,191,676
Cash and cash equivalents (Opening Balance)	8,325,280	7,771,752
Net cash inflows for the year	(A+B+C) (4,154,232)	553,528
Cash and cash equivalents (Closing Balance)	4,171,048	8,325,280

As per our report of even date

For and on behalf of Board of Directors

For H. K. Chhabra & Co.,
Chartered Accountants

H.K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
May 30, 2012

Deepak Madaan
Company Secretary

G. P. Agrawal
Director

Ashok Kumar Gupta
Managing Director

1.0 Significant Accounting Policies

1.1 Background

Almondz Capital & Management Services Limited ("ACMS" or "the Company") is a company, incorporated in the year 1991. The company is presently listed on the Bombay Stock Exchange (BSE) and Delhi Stock Exchange (DSE). The company got registered as Non-Banking Finance Company (NBFC) with RBI dated 07-10-2008. The company is in the business of non banking financial services.

1.2 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.

In preparation and presentation of these financial statements, the Company has adopted the Revised Schedule VI to the Companies Act, 1956. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI of the Companies Act, 1956. Previous year's figures have been regrouped/reclassified to conform to the classification of assets and liabilities as at 31 March 2012.

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.

1.3 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.

1.4 Revenue from services

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

1.5 Dividends

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

1.6 Interest

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

1.7 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. Leave Encashment liability incurred and provided for on the basis of actuarial valuation made at the end of the financial year.
- iv) Actuarial gains/losses are debited to profit and loss account and are not deferred.

1.8 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.

1.9 Depreciation

Depreciation on all the assets of the company is provided on straight line method at rates provided in Schedule XIV to the Companies Act, 1956. Depreciation on assets costing upto Rs.5,000/- are depreciated at the rate of 100% on pro-rata basis except those which constitute more than 10% of the aggregate actual cost of Plant & Machinery, on which the applicable rate of depreciation is charged. Depreciation on additions to assets or on sale/adjustments of assets is calculated pro-rata from the date of such addition or up to the date of such sale/adjustment. Intangible assets are recorded at cost and amortised over the period the Company expects to derive economic benefits from their use.

1.10 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.

1.11 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.

1.12 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 event; 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.

1.13 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.

1.14 Operating leases taken

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

1.15 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'.

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.1 Share capital

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number of Shares	Amount	Number of Shares	Amount
Authorised 20,000,000 Equity shares of Rs. 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
Issued and subscribed 15,150,280 Equity shares of Rs. 10/- each (1,379,380 shares forfeited)	15,150,280	151,502,800	15,150,280	151,502,800
	15,150,280	151,502,800	15,150,280	151,502,800
Paid Up Capital 13,770,900 Equity shares of Rs. 10/- each, fully paid up Add : 1,379,380 shares forfeited	13,770,900 1,379,380	137,709,000 6,508,131	13,770,900 1,379,380	137,709,000 6,508,131
	15,150,280	144,217,131	15,150,280	144,217,131

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.1 (a) Details of shareholders holding more than 5% shares of the Company

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Navjeet Singh Sobti	3,792,549	27.54	3,792,549	27.54
Innovative Money Matters Pvt. Ltd.	2,796,702	20.31	2,796,702	20.31
Swift Buildwell Pvt. Ltd.	995,717	7.23	985,868	7.16
Jasmeet Kaur Sethi	920,000	6.68	900,000	6.54
KKM Enterprises Pvt. Ltd.	915,550	6.65	915,472	6.65
	9,420,518	68.41	9,390,591	68.20

2.2 Reserve and surplus

Particulars	As at 31 March 2012	As at 31 March 2011
Share Premium		
At the beginning of the year	136,417,900	109,337,900
Add : addition during the year	—	27,080,000
At the end of the year	136,417,900	136,417,900
Capital Reserve	74,448,968	74,448,968
Special reserve		
At the beginning of the year	9,477,558	3,863,778
Add : addition during the year	—	5,613,780
At the end of the year	9,477,558	9,477,558
(Deficit)/surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	83,708,311	61,253,189
Add / (less) : Profit / (loss) for the year	(14,082,229)	28,068,902
Less : Appropriations		
Special reserve (U/s 45-IC, RBI act, 1934)	—	5,613,780
Surplus carried from profit and loss account	69,626,082	83,708,311
	289,970,508	304,052,737

2.3 Long-term borrowings

Particulars	As at 31 March 2012	As at 31 March 2011
Secured Loans		
— Working Capital Loan (Secured by way of holding securities includes Shares / Mutual Funds units / AA & above rated bonds and further secured by personal guarantee of promoter)	—	60,700,603
	—	60,700,603

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.4 Long-term provisions

Particulars	As at 31 March 2012	As at 31 March 2011
Provision for employee benefits		
— Gratuity	(48,091)	34,981
— Compensated absences	56,302	78,650
	8,211	113,631

2.5 Short-term borrowings

Particulars	As at 31 March 2012	As at 31 March 2011
Secured	—	—
Unsecured		
Loan From Body Corporate	63,302,707	115,008,877
	63,302,707	115,008,877

2.6 Trade Payable

Particulars	As at 31 March 2012	As at 31 March 2011
Sundry Creditors		
Trade Payable	28,323	40,285
	28,323	40,285

2.7 Other current liabilities

Particulars	As at 31 March 2012	As at 31 March 2011
Other Liabilities	—	137,167
Expenses Payable	267,115	2,639,051
Statutory liabilities	1,636,041	2,436,928
Unpaid Dividend	310,538	319,513
Advance Received form Customer	453,310	—
	2,667,004	5,532,659

2.8 Short-term Provisions

Particulars	As at 31 March 2012	As at 31 March 2011
Contingent provision for standard Assets	213,939	280,844
	213,939	280,844

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.9 Tangible assets

Cost	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Furniture and fixtures	1,368,383	—	—	1,368,383	—	1,288,463	79,920
Computers and peripherals	93,300	—	—	93,300	—	—	93,300
Office equipments	13,800	8,000	—	21,800	—	—	21,800
Total	1,475,483	8,000	—	1,483,483	—	1,288,463	195,020

Depreciation	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Furniture and fixtures	413,852	85,379	—	499,231	16,254	477,079	38,406
Computers and peripherals	92,824	476	—	93,300	—	—	93,300
Office equipments	3,941	681	—	4,622	917	—	5,539
Total	510,617	86,536	—	597,153	17,171	477,079	137,245

Carrying amounts	As at 31 March 2011	As at 31 March 2012
Furniture and fixtures	869,152	41,514
Computers and peripherals	—	—
Office equipments	17,178	16,261
Total	886,330	57,775

2.10 Intangible assets

Cost	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Painting and sculpture	—	—	—	—	984,120	—	984,120
Total	—	—	—	—	984,120	—	984,120

Amortisation	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Painting and sculpture	—	—	—	—	37,375	—	37,375
Total	—	—	—	—	37,375	—	37,375

Carrying amounts	As at 31 March 2011	As at 31 March 2012
Painting and sculpture	—	946,745
Total	—	946,745

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.11 Non - current Investments (valued at cost unless otherwise stated)

Particulars	As at 31 March 2012	As at 31 March 2011
Long - term, other investment		
(A) Unquoted		
Investment in subsidiaries		
Moon Orchid Housing Pvt. Ltd. [50,000 (Previous year 50,000) equity shares of Rs.10/- each fully paid up]	500,000	500,000
Meadow Real Estate Pvt. Ltd. [50,000 (Previous year 50,000) equity shares of Rs.10/- each fully paid up]	500,000	500,000
Total (a)	1,000,000	1,000,000
Investment in equity shares		
Globus Industries & Services Ltd. 10,000 (Previous year 10,000) equity shares of Rs.10/- each fully Paid up	100,000	100,000
Latitude 23 Communications Ltd. 75,000 (Previous year 75,000) equity shares of Rs.10/- each fully Paid up	750,000	750,000
Shiivaz Spas & Hospitality Pvt Ltd. 20,000 (Previous year 20,000 equity shares of Rs.10/- each fully Paid up	200,000	200,000
Almondz Commodities Pvt. Ltd. 2,50,000 (Previous year 2,50,000) equity shares of Rs.10/- each fully Paid up	2,500,000	2,500,000
	3,550,000	3,550,000
Less : Diminution in the value of investment	(588,700)	(588,700)
Net Total (b)	2,961,300	2,961,300
(B) Quoted		
Investment in equity shares		
Almondz Global Securities Ltd. 1,28,58,814 (Previous year 1,26,53,314) equity shares of Rs. 6/- each, fully paid up	347,283,453	342,972,433
Total (c)	347,283,453	342,972,433
Investment in Mutual Funds		
Canara Robeco Mutual Fund NIL, (Previous Year 2,48,632.5211, units of Rs. 10.0550/- each)	—	2,500,000
Total (d)	—	2,500,000
Government securities		
National Savings Certificate	23,000	23,000
Less : Diminution in the value of investment	(23,000)	(23,000)
Net Total (e)	—	—
Total (a+b+c+d+e)	351,244,753	349,433,733
Aggregate market value of quoted investment	159,449,294	358,776,216
Aggregate book value of quoted investment	347,283,453	345,472,433
Aggregate cost of unquoted investment	4,573,000	4,573,000

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.12 Other Non Current Assets

Particulars	As at 31 March 2012	As at 31 March 2011
Security deposits (For Premises taken on Rent)	—	281,250
Minimum alternate tax recoverable	2,772,259	2,045,960
	2,772,259	2,327,210

2.13 Trade receivables

Particulars	As at 31 March 2012	As at 31 March 2011
Considered good		
outstanding for more than six months	—	13,500,000
— other debts	—	4,687,750
Considered doubtful		
— outstanding for more than six months	13,500,000	—
— other debts	—	—
	13,500,000	18,187,750
Less: Provision for doubtful debts	13,500,000	—
	—	18,187,750

2.14 Inventories

Particulars	As at 31 March 2012	As at 31 March 2011
Equity Shares, quoted at Cost	46,806,937	116,558,909
Corporate, Central Government & State Government Bonds	—	2,759,000
	46,806,937	119,317,909

2.15 Cash and cash equivalents

Particulars	As at 31 March 2012	As at 31 March 2011
Cash in Hand	450,352	485,973
Balances with scheduled banks :		
— on current accounts	3,720,696	7,839,307
	4,171,048	8,325,280

2.16 Short-term loans and advances

Particulars	As at 31 March 2012	As at 31 March 2011
Loans to Body Corporate		
Secured	28,312,111	27,313,740
Unsecured, Considered good	57,263,485	85,023,991
	85,575,596	112,337,731

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.17 Other Current Assets

Particulars	As at 31 March 2012	As at 31 March 2011
Advances recoverable in cash or in kind or for value to be received		
— advances to subsidiaries	—	6,789,340
— advances to Others	5,128,778	9,680,641
Prepaid Expenses	5,136	13,689
Service tax centvat receivable	1,735,300	931,496
Advance tax and tax deducted at source	1,963,494	1,715,658
	8,832,708	19,130,824

2.18 Operating Income

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
A) Fee, Commission and brokerage		
Fee, Commission and brokerage	—	16,682,342
TOTAL	—	16,682,342
B) Net Income from Trading of Shares and Securities		
Opening Stock of Shares and Securities	119,317,909	49,971,220
Add: Purchase of Shares and Securities	275,976,313	2,022,909,478
	395,294,222	2,072,880,698
Less: Closing Stock of Shares and Securities	46,806,937	119,317,909
Cost of Shares and Securities sold	348,487,285	1,953,562,789
Less: Sale of Shares and Securities	348,489,035	2,007,933,346
	1,750	54,370,557
Profit/(Loss) on derivatives	(1,403,067)	(29,200,043)
TOTAL	(1,401,317)	25,170,514
C) INTEREST INCOME		
Interest on others	16,774,898	25,525,906
Gross of tax deducted at source Rs. (P.Y.Rs.11,39,757) (Previous year Rs.22,26,819/-)		
TOTAL	16,774,898	25,525,906
Total Operating Income (A+B+C)	15,373,581	67,378,762

2.19 Other Operating Income

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Dividends Received	6,794,246	9,595,425
Total	6,794,246	9,595,425

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.20 Other income

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Interest on Fixed deposits with banks (Gross of tax deducted at source Rs. Nil, Previous Year Rs. 3,338/-)	—	33,379
Miscellaneous income	133,122	164
Liability no longer payable written off	35,285	—
Excess provision of Retirement benefit written back	45,420	—
Excess provision written back	135,261	—
Excess provision for diminution in value of investment reversed	—	138,300
Total	349,088	171,843

2.21 Operating Expenses

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Professional charges	—	8,500,000
Interest Expenses — Working capital loans	20,359,998	26,639,959
Total	20,359,998	35,139,959

2.22 Employee benefits expenses

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Salaries, bonus and other allowances	1,580,005	1,704,204
Provisions for retirement benefits	—	74,466
Staff welfare	16,756	21,512
Contribution to provident and other funds	2,918	84
Total	1,599,679	1,800,266

2.23 Other expenses

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Rent	82,148	1,125,000
Printing and stationery	172,170	157,658
Travelling and conveyance	72,940	137,888
Communication expenses	52,326	133,837
Legal and professional charges	887,530	759,183
Advertisement expenses	130,357	140,284
Rates, fee and taxes	84,410	507,738
Provisions for standard assets	—	280,844
Provision for Doubtful debts	12,239,347	—
Fixed Assets written off	811,384	—
Donation & Charity	165,000	—
Miscellaneous expenses	133,378	866,109
	14,830,990	4,108,541
Less : Recovery of expenses	125,000	2,070,000
Total	14,705,990	2,038,541

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.24 Finance Cost

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Bank charges	2,367	3,018
Total	2,367	3,018

2.25 Corporate Guarantee issued in favour of Axis Bank Limited for Rs. 30,50,00,000/- for various bank limits granted to Almondz Global Securities Limited.

2.26 Deferred Tax :

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

Particulars	As at 31 March 2012	As at 31 March 2011
Deferred Tax Liabilities		
Provision for retirement benefits	72,077	1,31,034
Total Deferred Tax Liabilities	72,077	1,31,034
Deferred Tax assets		
Fixed Assets	751,466	6,04,336
Unabsorbed Capital Loss	48,75,841	75,82,392
Preliminary expenses	63,268	86,366
Total Deferred Tax Assets	56,90,575	82,73,094
Deferred Tax Assets (Net)	56,18,498	81,42,060

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.

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

Particulars	As at 31 March 2012	As at 31 March 2011
a) Net Profit After Tax available for Equity Shareholders	(14,082,229)	22,455,122
b) Weighted average No. of Equity Shares for Basic EPS (Nos.)	13,770,900	12,306,667
c) Weighted average No. of Equity Shares for Diluted EPS (Nos.)	13,770,900	13,314,886
d) Basic earning per share (Rs.)	(1.02)	1.82
e) Diluted earning per share (Rs.)	(1.02)	1.69

2.28 Managerial Remuneration :

Particulars	Year ended 31 March 2012	Year ended 31 March 2011
a) Managing Director : Salary, Wages and Allowances	956,512	1,118,704

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.29 Payment to Auditors

Particulars	Year ended 31 March 2012	Year ended 31 March 2011
Statutory Auditors : (Inclusive of Service Tax)		
Audit Fee	95,000	95,000
Certification Fee	43,505	69,498
	138,505	1,64,498

2.30 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. The obligation of leave encashment is recognized in the same manner as gratuity.

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

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Opening defined benefit obligation	144,608	79,170
Interest cost	11,930	6,729
Current service cost	37,860	29,985
Benefits paid	(122,596)	—
Actuarial (gain)/ loss on obligation	(67,193)	28,724
Closing defined benefit obligation	4,609	1,44,608

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

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Opening fair value of plan assets	109,627	101,919
Expected return	9,044	8,663
Contributions by employer	60,000	—
Benefits paid	(122,596)	—
Actuarial gain / (losses)	(3,376)	(955)
Closing fair value of plan assets	52,699	109,627

iii) Profit and Loss account

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Current service cost	37,860	29,985
Interest cost	11,930	6,729
Expected return on plan assets	(9,044)	(8,663)
Actuarial gain / (losses)	(63,817)	29,679
Net benefit expense	(23,071)	57,730
Actual return on plan assets	5,668	7,708

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

iv) Balance sheet

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Defined benefit obligation	34,981	1,44,608
Fair value of plan assets	(23,071)	1,09,627
Employer Contribution	(60,000)	—
Plan Liability / (Asset)	(48,090)	34,981

Liability in respect of leave encashment at the end of the current year amounts to Rs. 56,301/-

Actuarial Assumptions

Particulars	Gratuity		Leave Encashment	
	2011-12	2010-11	2011-12	2010-11
Mortality table (LIC)	(1994-96)	(1994-96)	(1994-96)	(1994-96)
Discount rate	8.25%	8.50%	8.50%	8.25%
Expected rate of return on plan assets	8.25%	8.50%	0.00%	0.00%
Rate of escalation in salary per annum	7.50%	7.50%	7.50%	7.50%
Employee turnover up to 30 years	1.00%	1.00%	1.00%	1.00%
Above 30years but up to 44 years	1.00%	1.00%	1.00%	1.00%
Above 44 years	1.00%	1.00%	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.

* Withdrawal Rates : 1% Age related + 10% Service Related

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.31 Segment Reporting

Segment Reporting as on 31-03-2012				
For the year ended 31st March, 2012				
Particulars	Fees and Commission	Income from Investments and Trading	Unallocable	Total
Segment Revenue				
Gross Segment Revenue	— (16,682,342)	22,167,827 (60,325,224)	349,088 (138,464)	22,516,915 (77,146,030)
Less : Inter Segment Adjustment	— (—)	— (—)	— (—)	— (—)
Net Segment Revenue	— (16,682,342)	22,167,827 (60,325,224)	349,088 (138,464)	22,516,915 (77,146,030)
Segment Results				
Segment Result before Extra-Ordinary Items	(12,239,347) (8,182,342)	1,790,887 (33,043,810)	(3,757,205) (-3,148,442)	(14,205,665) (38,077,710)
Prior Period Expenses / (Income) & Provisions	— (—)	— (—)	126,808 (28,188)	126,808 (28,188)
Profit before Tax	(12,239,347) (8,182,342)	1,790,887 (33,043,810)	(3,884,013) (-3,176,630)	(14,332,473) (38,049,522)
Less : Provision for Tax	— (—)	— (—)	(250,244) (9,980,620)	(250,244) (9,980,620)
Profit after Tax	(12,239,347) (8,182,342)	1,790,887 (33,043,810)	(36,33,769) (-13,157,250)	(14,082,229) (28,068,902)
Other Information				
Segment Assets	1,260,652 (19,063,250)	491,666,228 (597,518,484)	7,480,943 (13,365,033)	500,407,823 (629,946,767)
Segment Liabilities	1,713,963 (4,455,903)	63,640,029 (176,138,536)	866,192 (1,082,460)	66,220,184 (181,676,899)
Capital Expenditure	— (—)	— (—)	984,120 (8,000)	984,120 (8,000)
Depreciation	— (—)	— (—)	54,546 (86,536)	54,546 (86,536)
Non cash expenditure other than depreciation (net of non-cash income)	— —	— (-138,300)	(215,966) (332,561)	(215,966) (194,261)

- 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.
- Fees and Commission activities comprises of broking/ commission/ underwriting/ arranger fees mainly in the nature of services involving no or negligible financial risk.
- Income from Investments and trading comprises of dividend received on shares, interest on Fixed Deposits, Profit on trading activities, Profit on sale of Investment & Interest on loan.
- 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 Note '1' to the accounts

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.32 Related Party Disclosures

Names of related parties & description of relationship :

(i) Subsidiaries :

(Entities with which control relationship exists)

- a) M/s Moon Orchid Housing Private Limited
- b) M/s Meadow Real Estate Private Limited

ii) Associates:

- a) M/s Almondz Global Securities Ltd.
- b) M/s Almondz Insurance Brokers Pvt. Ltd.
- c) M/s Almondz Finanz Limited
- d) M/s Almondz Commodities Pvt. Ltd.
- e) M/s Innovative Money Matters Pvt. Ltd.
- f) M/s Shivaz Spas & Hospitality Pvt. Ltd.

iii) Key Managerial Personnel :

- a) Mr. Ramesh Peer- Managing Director (Till 07th October 2011)
- b) Mr. Ashok Kumar Gupta - Managing Director (From 31st December 2011)

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.

	Subsidiaries	Associates	Key Managerial Personnel	Total
Loans & Advances				
Balance as at 01.04.2011	6,789,340	31,250,000	—	38,039,340
	(4,439,340)	(—)	(—)	(4,439,340)
Paid during the year	3,155,377	78,450,000	—	81,605,377
	(2,350,000)	(424,600,000)	(—)	(426,950,000)
Receipts / Adjustments during the year	9,944,717	109,700,000	—	119,644,717
	(—)	(393,350,000)	(—)	(393,350,000)
Balance as at 31.03.2012	—	—	—	—
	(6,789,340)	(31,250,000)	(—)	(38,039,340)
Investments				
Balance as at 01.04.2011	—	345,472,433	—	345,472,433
	(—)	(200,000)	(—)	(200,000)
Purchase of Investments	—	4,311,020	—	4,311,020
	(—)	(2,500,000)	(—)	(2,500,000)
Sale during the year	—	—	—	—
	(—)	(200,000)	(—)	(200,000)
Balance as at 31.03.2012	—	349,783,453	—	349,783,453
	(—)	(2,500,000)	(—)	(2,500,000)

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

	Subsidiaries	Associates	Key Managerial Personnel	Total
Unsecured Loan				
Balance as at 01.04.2011	—	100,000,000	—	100,000,000
	(—)	(80,334,192)	(—)	(80,334,192)
Received during the year	—	118,400,000	—	118,400,000
	(—)	(436,150,000)	(—)	(436,150,000)
Repayment of loan during the year	—	159,800,000	—	159,800,000
	(—)	(416,484,192)	(—)	(416,484,192)
Balance as at 31.03.2012	—	58,600,000	—	58,600,000
	(—)	(100,000,000)	(—)	(100,000,000)
Sundry Debtors				
Balance as at 31.03.2012	—	3,965,285	—	3,965,285
	(—)	(9,445,214)	(—)	(9,445,214)
Share Capital / Premium received	—	—	—	—
	(—)	(14,124,000)	(—)	(14,124,000)
Income				
Dividend	—	5,314,392	—	5,314,392
	(—)	(5,314,392)	(—)	(5,314,392)
Rent	—	137,875	—	137,875
	(—)	(2,283,216)	(—)	(2,283,216)
Profit on sale of Investment	—	—	—	—
	(—)	(—)	(—)	(—)
Interest received	—	835,036	—	835,036
	(—)	(7,173,864)	(—)	(7,173,864)
Sale of Securities	—	3,491,916	—	3,491,916
	(—)	(50,693,356)	(—)	(50,693,356)
Expenditure				
Payments & Provision of Salary / Retirement benefits to Key Managerial Personnel	—	—	956,512	956,512
	(—)	(—)	(1,118,704)	(1,118,704)
Interest paid	—	2,546,383	—	2,546,383
	(—)	(745,438)	(—)	(745,438)
Expenses Reimbursed	—	27,051	—	27,051
	(—)	(17,435)	(—)	(17,435)
Brokerage and DP Charges	—	3,694,185	—	3,694,185
	(—)	(12,276,427)	(—)	(12,276,427)

(i) Previous year figures are indicated in brackets (-).

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.33 Statement of quantitative details for closing stock of shares / securities held as stock in trade on the last day of the reporting year is as follows:

As On 31.03.2012

Particulars	Quantity (Nos.)	Cost of Securities (As per FIFO method) (A) (in Rs.)	Market / Fair value of Securities (B) (in Rs.)	Closing Stock as on 31st March, 2012 (Lower of A or B) (in Rs.)
Quoted Shares				
Astrazenecea Pharma	3,000	6,414,475	6,223,650	6,223,650
Elder Pharmaceuticals Ltd.	63,714	23,666,571	21,570,374	21,570,374
United Breweries	2,000	1,096,515	1,082,300	1,082,300
Omkar Specialities Chemical Ltd.	303,138	20,025,933	17,930,613	17,930,613
Total value of Stock of Shares	371,852	51,203,494	46,806,937	46,806,937

As On 31.03.2011

Particulars	Quantity (Nos.)	Cost of Securities (As per FIFO method) (A) (in Rs.)	Market / Fair value of Securities (B) (in Rs.)	Closing Stock as on 31st March, 2011 (Lower of A or B) (in Rs.)
Non Government Securities / Bonds				
9.95% State Bank of India 2026	270	2,759,000	2,814,210	2,759,000
Total value of Stock of Securities (A)	270	2,759,000	2,814,210	2,759,000
Quoted Shares				
Dhanuka Agritech Ltd.	40,000	3,136,330	3,120,000	3,120,000
Diamond Power Infrastructure Ltd.	13,900	3,590,636	2,140,600	2,140,600
Elder Pharmaceuticals Ltd.	1,43,089	56,008,895	55,819,019	55,819,019
Hira Ferro Alloys Ltd.	1,000	405,288	305,750	305,750
IL & FS Engineering & Construction Company Ltd.	2,20,100	44,880,302	41,796,990	41,796,990
IVRCL Assets & Holdings Limited	1,21,000	15,597,298	7,229,750	7,229,750
Patel Engineering Limited	10,000	2,368,085	1,403,500	1,403,500
Spice jet Ltd.	45,000	3,617,290	1,723,500	1,723,500
Uflex Ltd.	21,000	4,429,641	3,019,800	3,019,800
Total value of Stock of Shares (B)	6,15,089	134,033,765	116,558,909	116,558,909
Total (A+B)	6,15,359	136,792,765	119,373,119	119,317,909

Notes to the Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.34 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2012.

As per our report of even date

For and on behalf of Board of Directors

For H. K. Chhabra & Co.,
Chartered Accountants

H.K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
May 30, 2012

Deepak Madaan
Company Secretary

G. P. Agrawal
Director

Ashok Kumar Gupta
Managing Director

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANY**

(Rs. In Lacs)

Subsidiary	Moon Orchid Housing Private Limited
Financial period ended	March 31, 2012
Holding Company's interest	100% in equity shares (Wholly owned Subsidiary)
Shares held by the Holding Company in Subsidiary Company fully paid up	50,000 equity shares of Rs. 10/- each
Net aggregate profit/loss of the subsidiary for the current period so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	0.28 (Loss)
b) not dealt with or provided for in the accounts of the holding Company	Nil
Net aggregate profit/loss of the subsidiary for the previous financial year so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	0.18 (Loss)
b) not dealt with or provided for in the accounts of the holding Company	N. A.

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANY**

(Rs. In Lacs)

Subsidiary	Meadow Real Estate Private Limited
Financial period ended	March 31, 2012
Holding Company's interest	100% in equity shares (Wholly owned Subsidiary)
Shares held by the Holding Company in Subsidiary Company fully paid up	50,000 equity shares of Rs. 10/- each
Net aggregate profit/loss of the subsidiary for the current period so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	1.17 (Loss)
b) not dealt with or provided for in the accounts of the holding Company	Nil
Net aggregate profit/loss of the subsidiary for the previous financial year so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	0.18 (Loss)
b) not dealt with or provided for in the accounts of the holding Company	N. A.

Auditors' Report

To the Board of Directors

Almondz Capital & Management Services Ltd.

1. We have audited the attached Consolidated Balance Sheet of **Almondz Capital & Managements Services Ltd.**, as at 31 March 2012, and also the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date, annexed thereto. These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the 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. The consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard 21, Consolidated Financial Statements notified by the Companies (Accounting Standards) Rules, 2006.
4. We report that based on our audit in our opinion and to the best of our information and according to the explanations given to us, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India :

- (a) in the case of the consolidated Balance sheet, of the state of affairs of the Group as at 31 March 2012;
- (b) in the case of the consolidated statement of Profit and Loss, of the profit for the year ended on that date, and
- (c) in the case of the consolidated Cash flow statement, of the cash flows for the year ended on that date.

For **H. K. Chhabra & Co.**,
Chartered Accountants
Firm Registration No. 010917N

H. K. Chhabra
Partner
New Delhi
May 30, 2012
(FCA – Membership No. 089616)

Consolidated Balance Sheet as at 31st March, 2012

(Amount in Indian Rupees)

Particulars	Notes	As at 31 March 2012	As at 31 March 2011
Equity and Liabilities			
Shareholders' funds			
Share capital	2.1	144,217,131	144,217,131
Reserves and surplus	2.2	328,631,836	350,673,518
		472,848,967	494,890,649
Non-current liabilities			
Long-term borrowings	2.3	—	60,700,603
Long-term provisions	2.4	8,210	113,631
		8,210	60,814,234
Current liabilities			
Short-term borrowings	2.5	73,227,707	115,008,877
Trade Payable	2.6	28,323	40,285
Other current liabilities	2.7	2,678,034	6,814,189
Short-term Provisions	2.8	213,939	280,844
		76,148,003	122,144,195
		549,005,180	677,849,078
Assets			
Non-current assets			
Fixed assets			
Tangible assets	2.9	57,775	886,330
Intangible assets	2.10	946,745	—
Capital work-in-progress		10,551,100	8,815,950
		11,555,620	9,702,280
Non current investments	2.11	389,173,054	395,176,509
Other non-current assets	2.12	4,735,753	4,042,868
		393,908,807	399,219,377
Current assets			
Trade Receivable	2.13	—	18,187,750
Inventories	2.14	46,806,937	119,317,909
Cash and cash equivalents	2.15	4,280,005	8,458,205
Short-term loans and advances	2.16	85,575,596	112,337,731
Other Current Assets	2.17	6,878,215	10,625,826
		143,540,753	268,927,421
		549,005,180	677,849,078
Significant Accounting Policies & the notes referred to above form an integral part of the financial statements	1&2		

As per our report of even date

For and on behalf of Board of Directors

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

H.K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
May 30, 2012

Deepak Madaan
Company Secretary

G. P. Agrawal
Director

Ashok Kumar Gupta
Managing Director

Consolidated Statement of Profit and Loss for the year ended 31st March, 2012

(Amount in Indian Rupees)

Particulars	Notes	For the Year ended	
		31 March 2012	31 March 2011
Income			
Operating Income	2.18	15,373,581	67,378,762
Other Operating Income	2.19	6,794,246	9,595,425
Other income	2.20	349,088	171,843
Total Revenue		22,516,915	77,146,030
Expenses			
Operating Expenses	2.21	20,359,998	35,139,959
Employee benefits expenses	2.22	1,599,679	1,800,266
Other expenses	2.23	14,847,108	2,059,126
Finance Cost	2.24	6,227	18,558
Depreciation and amortisation expenses	2.9 & 2.10	54,546	86,536
Total Expenses		36,867,558	39,104,445
Profit before extraordinary, prior period items and taxes		(14,350,643)	38,041,585
Prior Period Income/(expenses) (net)		(126,808)	(28,188)
Profit before tax		(14,477,451)	38,013,397
Tax expense :			
— Income-tax for current year/(credit)		—	9,241,862
— Income-tax for earlier year/(credit)		476,055	738,758
— Mat Credit		(726,299)	—
		(250,244)	9,980,620
Net profit for the period before Minority Interest and share of Loss of Associate		(14,227,207)	28,032,777
Minority Interest		7,994,543	736,945
Share of Profit/(loss) of associate		180,068	47,479,721
Profit for the Year		(22,041,682)	74,775,553
Earnings per share (Face value Rs.10 each)			
— Basic		(1.60)	5.62
— Diluted		(1.60)	5.19
Significant Accounting Policies & the notes referred to above form an integral part of the financial statements	1 & 2		

As per our report of even date

For and on behalf of Board of Directors

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

H.K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
May 30, 2012

Deepak Madaan
Company Secretary

G. P. Agrawal
Director

Ashok Kumar Gupta
Managing Director

Consolidated Cash Flow Statement for the year ended 31st March, 2012

(Amount in Indian Rupees)

Particulars	Year Ended 31 March 2012	Year Ended 31 March 2011
A. Cash flow from operating activities		
Profit before extraordinary, prior period items and taxes	(14,350,644)	38,041,585
Adjustments for :		
Depreciation	54,546	86,536
Provision for employee benefits	(105,420)	51,717
Provision for Bad debts	12,239,347	—
Fixed assets written off	811,384	—
Excess provision for diminution in value of investment	—	(138,300)
Dividend received from other investments	(6,794,246)	(9,595,425)
Provision for standard assets	(66,905)	280,844
Interest received	(16,774,898)	(25,559,285)
Liabilities no longer payable written off	35,285	—
Finance charges	20,359,998	26,658,517
	(4,591,553)	29,826,189
Less : Prior period expense / (income)	126,808	28,188
Operating profit before working capital changes	(4,718,361)	29,798,001
Adjusted for net changes in working capital :		
(Increase) / decrease in stock in trade	72,510,972	(69,346,689)
(Increase) / decrease in sundry debtors	4,678,750	(18,187,750)
(Increase) / decrease in loans and advances and other current assets	36,615,200	(47,570,369)
Increase / (decrease) in current liabilities and provisions	(2,922,750)	5,476,146
Cash flow before extra ordinary items and tax	106,163,811	(99,830,661)
Taxes paid	250,244	(9,980,620)
Net cash generated from / (used in) operating activities (A)	106,414,055	(109,811,281)
B. Cash flow from investing activities		
Purchase of fixed assets	(984,120)	(8,000)
(Increase) / decrease in capital work-in-progress	(1,735,150)	(8,785,950)
Proceeds from sale of investment	2,500,000	—
Investments made	(4,311,020)	(5,000,000)
Dividend received	6,794,246	9,595,425
Interest received	16,774,898	25,559,285
Net cash from / (used in) investing activities (B)	19,038,854	21,360,760
C. Cash flow from financing activities		
Proceeds from issue of share capital	—	60,242,500
Proceeds from secured long term borrowings	(60,700,603)	20,715,206
Proceeds from unsecured long term borrowings	(51,706,170)	34,674,685
Proceeds from other loans and advances	3,135,662	—
Finance charges	(20,359,998)	(26,658,517)
Net cash from / (used in) financing activities (C)	(129,631,109)	88,973,874
Net cash inflows during the year (A+B+C)	(4,178,200)	523,353
Cash and cash equivalents (opening balance)	8,458,205	7,934,852
Cash and cash equivalents (closing balance)	4,280,005	8,458,205
Notes		
1 The cash flow statement has been prepared as per the "Indirect method" in accordance with the Accounting Standard (AS) - 3 on 'Cash Flow Statement', of the Companies (Accounting Standards) Rules, 2006.		
2 Cash and cash equivalents represent cash, balances with banks in current account (Refer to schedule 8 of the financial statements).		
3 Cash and Cash equivalents include :		
Cash in hand	454,135	492,368
Balances with scheduled banks		
— on current account	3,825,870	7,965,837
Cash and cash equivalents (closing balance)	4,280,005	8,458,205
Cash and bank balances at the end of the year	4,280,005	8,458,205

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
 May 30, 2012

Deepak Madaan
 Company Secretary

G. P. Agrawal
 Director

Ashok Kumar Gupta
 Managing Director

1 Significant accounting policies

1.1 Principles of Consolidation

- (i) The Consolidated Financial Statements relate to Almondz Capital & Management Services Limited hereinafter referred to as the "Company" and its subsidiaries together hereinafter referred to as the "Almondz Capital Group" comprising of the following :

S. No.	Name of the Subsidiary Company	Country of Incorporation	% of voting power held as at 31 March 2012
a)	Moon Orchid Housing Private Limited (incorporated on 01 December 2009)	India	100%
b)	Meadow Real Estate Private Limited (incorporated on 01 December 2009)	India	100%

- (ii) In the preparation of these Consolidated Financial Statements, investment in the Subsidiary company has been accounted for in accordance with AS 21 (Accounting for Consolidated Financial Statements) prescribed by Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements are prepared, subject to the above, on the following basis :
- Subsidiary company is consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances and intra-group transactions and also unrealized profits or losses, except where cost cannot be recovered.
 - As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
 - The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended 31 March 2012.

1.2 Significant accounting policies

(i) 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, relevant 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. Almondz Capital & Management Services Limited is registered as NBFC with Reserve Bank of India.

In preparation and presentation of these financial statements, the Company has adopted the Revised Schedule VI to the Companies Act, 1956. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI of the Companies Act, 1956. Previous year's figures have been regrouped/reclassified to conform to the classification of assets and liabilities as at 31 March 2012.

(ii) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include provision for assets and estimated useful life of fixed assets. Actual results could differ from these estimates. Adjustments as a result of differences between actual and estimates are made prospectively.

(iii) Revenue recognition

- Advisory and consultancy services* : Fees is booked on the completion of task/project as per the terms of agreement. However, where the percentage of completion is significant enough to ascertain the outcome reliably, revenue is recognised to the extent it can be accurately measured.
- Broking activities* : Income from broking on distribution operations is recognised on the closure of the issue of mutual funds, bonds, fixed deposits and other money market instruments. Income from equity stock broking operations is accrued on completion of transaction at the stock exchanges for commission from equity broking operations.
- In the case of trading in bonds, the profit/ loss from the transaction is recognised on the closure of the deal and consequent physical delivery of the bond.
- Dividend income is recognised when the right to receive the income is established.
- In the case of fixed income securities/ deposits, interest is recognised on a time proportionate basis.
- In respect of other heads of income, the Company follows the practice of recognising income on accrual basis.

(iv) Interest expense

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

(v) Expenditure

Expenses are recognised on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, in India, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from expenses. Similarly, expense allocation received from other companies is included within respective expense classifications.

(vi) Retirements benefits

The Company's obligations towards various employee benefits have been recognised as follows :

(a) Short term benefits

All employee benefits payable / available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the period in which the employee renders the related service.

(b) Provident fund (Defined contribution plan)

Provident fund is a defined contribution plans. The contribution towards provident fund which are being deposited with the Regional Provident Fund Commissioner and are charged to the Profit and loss account.

(c) Gratuity (Defined benefit plan)

The Company pays gratuity to employees who retire or resign after a minimum period of five years of continuous service. The Company makes contributions to the insurer's gratuity trust. The gratuity trust invests the contribution in insurer managed scheme. The gratuity liability is determined by an independent actuary appointed by the Company. Actuarial valuation of gratuity liability is calculated based on certain assumptions regarding rate of interest, salary growth, mortality and staff attrition as per the projected unit credit method. Actuarial gains and losses are recognized immediately in the profit and loss account.

(d) Compensated absences (other long- term benefits)

The Company provides for leave encashment based on actuarial valuation using projected unit credit method in respect of past service. In respect of compensated absences arising during the tenure of service, the defined benefit obligation is calculated taking into account the pattern of availment of leave. In respect of encashment of leave, the defined benefit is calculated taking into account all types of decrements and qualifying salary projected upto the assumed date of encashment. The valuation of leave encashment benefit is done as at the balance sheet date by an independent actuary. Actuarial gains and losses are recognized immediately in the profit and loss account.

(vii) Fixed assets

Fixed assets are stated at the cost of acquisition or construction, less accumulated depreciation and

impairment losses. Cost comprises the purchase price and any attributable costs of bringing the assets to their working condition for intended use. Borrowing costs directly attributable to acquisition or construction of fixed assets, which necessarily take a substantial period of time to be ready for their intended use are capitalized. Advances paid towards acquisition of fixed assets and cost of assets not ready for use before the year end, are disclosed as capital work in progress.

(viii) Impairment

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated at each balance sheet date. An impairment loss is recognised whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

(ix) Depreciation and amortisation

- (a) Leasehold improvements are amortised over the lease period as stated in the lease agreement or over the estimated useful life, whichever is shorter.
- (b) Other assets are depreciated on straight-line method at rates specified in Schedule XIV to the Companies Act, 1956 from the date of put to use until the date of sale.
- (c) Depreciation on assets costing up to Rs. 5,000 are depreciated at the rate of 100% on pro-rata basis.
- (d) Depreciation on additions to assets or on sale/ adjustment of assets is calculated pro-rata from the date of such addition or up to the date of such sale/ adjustment.
- (e) Intangible assets are recorded at cost and amortised over the period the Company expects to derive economic benefits from their use.

(x) 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 and market value e.g. quoted shares, unquoted shares, government securities and non government securities/bonds. 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.

(xi) Foreign currency transactions

Transactions in foreign currency are recorded at the exchange rates prevailing at the date of the transaction. Exchange differences arising on settlement of foreign currency transactions are recognised in the Profit and Loss Account. Monetary assets and liabilities denominated in foreign currency are translated at year end rates and resultant gains/losses on foreign exchange translations are recognised in the Profit and Loss Account.

(xii) Taxation

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.

(xiii) Provisions, contingent liabilities and contingent assets

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, if it has become virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the financial statements of the period in which the change occurs.

(xiv) Earnings per share

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.

(xv) Operating leases taken

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

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.1 Share capital

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number of Shares	Amount	Number of Shares	Amount
Authorised 20,000,000 Equity shares of Rs. 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
Issued and subscribed 15,150,280 Equity shares of Rs. 10/- each (1,379,380 shares forfeited)	15,150,280	151,502,800	15,150,280	151,502,800
	15,150,280	151,502,800	15,150,280	151,502,800
Paid Up Capital 13,770,900 Equity shares of Rs. 10/- each, fully paid up Add : 1,379,380 shares forfeited	13,770,900 1,379,380	137,709,000 6,508,131	13,770,900 1,379,380	137,709,000 6,508,131
	15,150,280	144,217,131	15,150,280	144,217,131

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.1 (a) Details of shareholders holding more than 5% shares of the Company

Particulars	As at 31 March 2012		As at 31 March 2011	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Navjeet Singh Sobti	3,792,549	27.54	3,792,549	27.54
Innovative Money Matters Pvt. Ltd.	2,796,702	20.31	2,796,702	20.31
Swift Buildwell Pvt. Ltd.	995,717	7.23	985,868	7.16
Jasmeet Kaur Sethi	920,000	6.68	900,000	6.54
KKM Enterprises Pvt. Ltd.	915,550	6.65	915,472	6.65
	9,420,518	68.41	9,390,591	68.20

2.2 Reserve and surplus

Particulars	As at 31 March 2012	As at 31 March 2011
Share Premium		
At the beginning of the year	136,417,900	109,337,900
Add: addition during the year	—	27,080,000
At the end of the year	136,417,900	136,417,900
Capital Reserve	74,448,968	74,448,968
Special reserve		
At the beginning of the year	9,477,558	3,863,778
Add: addition during the year	—	5,613,780
At the end of the year	9,477,558	9,477,558
(Deficit)/surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	130,329,092	61,167,319
Add: Profit for the Period (after Special Reserve)	(14,227,207)	22,418,997
Surplus available for Appropriation	116,101,885	83,586,316
Share of profit/(losses) of associates	(7,814,475)	46,742,776
Net Surplus carried to balance sheet	108,287,410	130,329,092
Total	328,631,836	350,673,518

2.3 Long-term borrowings

Particulars	As at 31 March 2012	As at 31 March 2011
Secured Loans		
— Working Capital Loan (Secured by way of holding securities includes Shares/ Mutual Funds units/AA & above rated bonds and further secured by personal guarantee of promoter)	—	60,700,603
	—	60,700,603

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.4 Long-term provisions

Particulars	As at 31 March 2012	As at 31 March 2011
Provision for employee benefits		
— Gratuity	(48,091)	34,981
— Compensated absences	56,301	78,650
	8,210	113,631

2.5 Short-term borrowings

Particulars	As at 31 March 2012	As at 31 March 2011
Secured	—	—
Unsecured		
Loan From Body Corporate	63,302,707	115,008,877
Loans from others	9,925,000	—
	73,227,707	115,008,877

2.6 Trade Payable

Particulars	As at 31 March 2012	As at 31 March 2011
Sundry Creditors		
Trade Payable	28,323	40,285
	28,323	40,285

2.7 Other current liabilities

Particulars	As at 31 March 2012	As at 31 March 2011
Expenses Payable	278,145	4,057,748
Statutory liabilities	1,636,041	2,436,928
Unpaid Dividend	310,538	319,513
Advance received from Customer	453,310	—
	2,678,034	6,814,189
* The Investor Education and Protection Fund shall be credited as follows :		
Dividend for the Financial Year	Declared on	Due by
2005-06	30-09-2006	30-09-2013
2006-07	18-09-2007	18-09-2014
	—	117,664
	—	201,849

2.8 Short-term Provisions

Particulars	As at 31 March 2012	As at 31 March 2011
Contingent provision for standard Assets	213,939	280,844
	213,939	280,844

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.9 Tangible assets

Cost	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Furniture and fixtures	1,368,383	—	—	1,368,383	—	1,288,463	79,920
Computers and peripherals	93,300	—	—	93,300	—	—	93,300
Office equipments	13,800	8,000	—	21,800	—	—	21,800
Total	1,475,483	8,000	—	1,483,483	—	1,288,463	195,020

Depreciation	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Furniture and fixtures	413,852	85,379	—	499,231	16,254	477,079	38,406
Computers and peripherals	92,824	476	—	93,300	—	—	93,300
Office equipments	3,941	681	—	4,622	917	—	5,539
Total	510,617	86,536	—	597,153	17,171	477,079	137,245

Carrying amounts	As at 31 March 2011	As at 31 March 2012
Furniture and fixtures	869,152	41,514
Computers and peripherals	—	—
Office equipments	17,178	16,261
Total	886,330	57,775

2.10 Intangible assets

Cost	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Painting and sculpture	—	—	—	—	984,120	—	984,120
Total	—	—	—	—	984,120	—	984,120

Amortisation	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	Additions	Deletions	As at 31 March 2012
Painting and sculpture	—	—	—	—	37,375	—	37,375
Total	—	—	—	—	37,375	—	37,375

Carrying amounts	As at 31 March 2011	As at 31 March 2012
Painting and sculpture	—	946,745
	—	946,745
Capital work in progress (including capital advances)		10,551,100

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.11 Non - current Investments (valued at cost unless otherwise stated)

Particulars	As at 31 March 2012	As at 31 March 2011
Long - term, other investment		
(A) Unquoted		
Investment in equity shares		
Globus Industries & Services Ltd. 10,000 (Previous year 10,000) equity shares of Rs.10/- each fully Paid up	100,000	100,000
Latitude 23 Communications Ltd. 75,000 (Previous year 75,000) equity shares of Rs.10/- each fully Paid up	750,000	750,000
Shiivaz Spas & Hospitality Pvt Ltd. 20,000 (Previous year 20,000) equity shares of Rs.10/- each fully Paid up	200,000	200,000
Almondz Commodities Pvt. Ltd. 2,50,000 (Previous year 2,50,000) equity shares of Rs.10/- each fully Paid up	2,500,000	2,500,000
	3,550,000	3,550,000
Less : Diminution in the value of investment	(588,700)	(588,700)
Total (a)	2,961,300	2,961,300
(B) Quoted		
Investment in equity shares		
Almondz Global Securities Ltd. 1,28,58,814 (Previous year 1,26,53,314) equity shares of Rs. 6/- each , fully paid up	347,283,453	342,972,433
Add : Accumulated income / (losses) from associates	38,928,301	46,742,776
Total (b)	386,211,754	389,715,209
(C) Investment in Mutual Funds		
Canara Robeco Mutual Fund NIL, (Previous Year 2,48,632.5211, units of Rs.10.0550/- each)	—	2,500,000
Total (c)	—	2,500,000
(D) Government securities		
National Savings Certificate	23,000	23,000
Less : Diminution in the value of investment	(23,000)	(23,000)
Total (d)	—	—
Total (a+b+c+d)	389,173,054	395,176,509

2.12 Other Non Current Asset

Particulars	As at 31 March 2012	As at 31 March 2011
Securities deposits	—	281,250
MAT credit entitlement	2,772,259	2,045,960
Advance tax and tax deducted at source	1,963,494	1,715,658
	4,735,753	4,042,868

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.13 Trade receivables

Particulars	As at 31 March 2012	As at 31 March 2011
Considered good		
outstanding for more than six months	—	13,500,000
— other debts	—	4,687,750
Considered doubtful		
— outstanding for more than six months	13,500,000	—
— other debts	—	—
	13,500,000	18,187,750
Less : Provision for doubtful debts	13,500,000	—
	—	18,187,750

2.14 Inventories

Particulars	As at 31 March 2012	As at 31 March 2011
Equity Shares, quoted at Cost or net realisable value, whichever is lower	46,806,937	116,558,909
Corporate, Central Government & State Government Bonds	—	2,759,000
	46,806,937	119,317,909

2.15 Cash and cash equivalents

Particulars	As at 31 March 2012	As at 31 March 2011
Cash in Hand	454,135	492,368
Balances with scheduled banks :		
— on current accounts	3,825,870	7,965,837
	4,280,005	8,458,205

2.16 Short-term loans and advances

Particulars	As at 31 March 2012	As at 31 March 2011
Loans to Body Corporate / Other		
Secured	28,312,111	27,313,740
Unsecured, Considered good	57,263,485	85,023,991
	85,575,596	112,337,731

2.17 Other Current Asset

Particulars	As at 31 March 2012	As at 31 March 2011
Prepaid Expenses	5,136	13,689
Advances recoverable in cash or in kind or for value to be received	5,128,778	9,680,641
Balance with service Tax Authorities	1,744,300	931,496
	6,878,214	10,625,826

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.18 Operating Income

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
a) Advisory and consultancy fees		
Advisory and consultancy fees	—	16,682,342
	—	16,682,342
b) Trading in shares and securities		
Net Income on trading of shares/securities		
Trading of shares		
Opening stock of shares	116,558,909	2,056,220
Add : Cost of shares purchased	275,310,313	1,796,926,478
	391,869,222	1,798,982,698
Less : Closing stock of shares	46,806,937	116,558,909
	345,062,285	1,682,423,789
Cost of shares sold	344,997,119	1,717,593,208
Less : Sale of shares		
	(65,166)	35,169,419
Profit/(Loss) on derivatives	(1,403,067)	(29,200,043)
Trading of securities/bonds		
Opening stock of securities	2,759,000	47,915,000
Add : Cost of securities purchased	666,000	225,983,000
	3,425,000	273,898,000
Less : Closing stock of securities	—	2,759,000
	3,425,000	271,139,000
Cost of securities sold	3,491,916	290,340,138
Less : Sale of securities		
	66,916	19,201,138
	(1,401,317)	25,170,514
c) Interest income		
Interest from Loans	16,774,898	25,525,906
(Gross of tax deducted at source Rs 11,39,757, (Previous Year Rs. 22,26,819/-)		
Total	16,774,898	25,525,906
Total Operating Income (a+b+c)	15,373,581	67,378,762

2.19 Other Operating Income

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Dividends Received	6,794,246	9,595,425
Total	6,794,246	9,595,425

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.20 Other income

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Interest on Fixed deposit with banks (Gross of tax deducted at source Rs. Nil, Previous Year Rs. 3,338/-)	—	33,379
Miscellaneous income	133,122	164
Liability no longer payable written off	35,285	—
Excess provision of Retirement benefit written back	45,420	—
Excess provision written back	135,261	—
Excess provision for diminution in value of investment written back	—	138,300
Total	349,088	171,843

2.21 Operating Expenses

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Professional charges	—	8,500,000
Interest Expenses (loans)	20,359,998	26,639,959
Total	20,359,998	35,139,959

2.22 Employee benefits expenses

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Salaries, bonus and other allowances	1,580,005	1,704,204
Contribution to Provident and other funds	2,918	84
Provisions for Retirement benefits	—	74,466
Staff welfare	16,756	21,512
Total	1,599,679	1,800,266

2.23 Other expenses

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Travelling and conveyance	72,940	137,888
Communication	52,326	133,837
Rent	82,148	1,125,000
Rates and taxes	85,022	509,208
Electricity	5,819	16,679
Legal and professional charges	1,015,678	776,998
Printing and stationery	173,170	158,958
Advertisement	130,357	140,284
Office maintenance	1,189	—
Charity and donations	165,000	2,100
Fine and penalties	121	300
Provision for standard assets	—	280,844
Provision of bad Debts	12,239,347	—
Fixed Assets written off	811,384	—
Interest on late deposit of government dues	9,606	14,052
Other expenses	128,001	832,978
	14,972,108	4,129,126
Less : Recovery of expenses	(125,000)	(2,070,000)
Total	14,847,108	2,059,126

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.24 Finance Cost

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Bank charges	6,227	18,558
Total	6,227	18,558

2.25 Wholly Owned subsidiaries namely Moon Orchid Housing Pvt. Limited and Meadow Real Estate Pvt. Ltd. have ceased to be subsidiaries of the Company with effect from 20th April 2012 and 7th April 2012 respectively as the Company has divested its entire share holding in these subsidiaries.

2.26 Contingent Liabilities

Particulars	As at 31 March 2012	As at 31 March 2011
Corporate Guarantee issued by the company in favour of Axis Bank Limited for various bank limits granted to Almondz Global Securities Limited.	305,000,000	305,000,000

2.27 The detail of prior period items are as follows :

Particulars	As at 31 March 2012	As at 31 March 2011
Expenses		
Legal and professional charges	22,772	11,000
Communication expenses	103,954	1,374
Others	82	13,791
Prior period expenses	126,808	26,165
Income		
Others	—	(2,023)
Prior period income	—	(2,023)
Prior period expenses (Net)	126,808	28,188

2.28 Disclosures required under AS-15-Employee Benefits

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. The obligation for leave encashment is recognized in the same manner as gratuity.

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

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Opening defined benefit obligation	144,608	79,170
Interest cost	11,930	6,729
Current service cost	37,860	29,985
Benefits paid	(122,596)	—
Actuarial (gain)/loss on obligation	(67,193)	28,724
Closing defined benefit obligation	4,609	144,608

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

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

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Opening fair value of plan assets	109,627	101,919
Expected return	9,044	8,663
Contributions by employer	60,000	—
Benefits paid	(122,596)	—
Actuarial gain / (losses)	(3,376)	(955)
Closing fair value of plan assets	52,699	109,627

iii) Profit and Loss Account :

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Current service cost	37,860	29,985
Interest cost	11,930	6,729
Expected return on plan assets	(9,044)	(8,663)
Actuarial (gain) / loss	(63,817)	29,679
Net benefit expense	(23,071)	57,730
Actual return on plan assets	5,668	7,708

iv) Balance sheet :

Particulars	Gratuity	
	Year ended 31 March 2012	Year ended 31 March 2011
Defined benefit obligation	34,981	144,608
Fair value of plan assets	(23,071)	109,627
Employer Contribution	(60,000)	—
Plan Liability / (Asset)	(48,090)	34,981

v) Principal Actuarial Assumptions are as follows :

Particulars	Gratuity		Leave Encashment	
	2011-12	2010-11	2011-12	2010-11
Mortality table (LIC)	(1994-96)	(1994-96)	(1994-96)	(1994-96)
Discount rate	8.25%	8.50%	8.50%	8.25%
Expected rate of return on plan assets	8.25%	8.50%	0.00%	0.00%
Rate of escalation in salary per annum	7.50%	7.50%	7.50%	7.50%
Employee turnover up to 30 years	1.00%	1%*	1.00%	1%
Above 30 years but up to 44 years	1.00%	1%*	1.00%	1%
Above 44 years	1.00%	1%*	1.00%	1%

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

* **Withdrawal Rates : 1% Age related + 10% Service Related**

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.29 Managerial Remuneration :

Particulars	Year ended 31 March 2012	Year ended 31 March 2011
Salary and other allowances	956,512	1,118,704
Total	956,512	1,118,704

2.30 Details of income and expenditure in foreign currency :

Particulars	Year ended 31 March 2012	Year ended 31 March 2011
(i) Income earned in foreign Currency		
Brokerage	NIL	NIL
Total	NIL	NIL
(ii) Expenditure incurred in foreign Currency		
Travelling Expenses	NIL	NIL
Membership and Subscription	NIL	NIL
Books and Periodicals Expenses	NIL	NIL
Bank charges	NIL	NIL
Conference expenses	NIL	NIL
Total	NIL	NIL

2.31 Deferred tax

Components	As at 31 March 2012		As at 31 March 2011	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Fixed Assets	751,466	—	604,336	—
Provision for retirement benefits	—	72,077	—	131,034
Miscellaneous expenditure to the extent not written off or adjusted	73,170	—	100,242	—
Unabsorbed Capital Loss	48,75,841	—	75,82,392	—
Total	57,00,477	72,077	82,86,970	131,034
Net deferred tax liability / (Assets)		(56,28,400)		(8,155,936)
Less : Not recognised in financials (see remark below)		(56,28,400)		(8,155,936)
As per financials		—		—

Remark

Since net results is amounting to Deferred Tax Assets in Almondz Capital & Managements Services Limited and its wholly owned subsidiaries i.e, Moon Orchid Housing Private Limited and Meadow Real Estate Private Limited, the same has not been recognized in these accounts as per conservative accounting policies of the company.

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.32 Earnings per share :

Earnings per share are computed in accordance with AS-20 Earnings per Share by dividing the net profit after tax by the weighted average number of equity shares outstanding for the period.

Particulars	Year ended 31 March 2012	Year ended 31 March 2011
Net Profit After Tax available for equity shareholders (A)	(22,041,682)	69,161,773
Weighted average number of equity shares for Basic EPS (B)	13,770,900	12,306,667
Add: Weighted average number of potential equity shares that could rise on conversion of option warrants having dilution effect	NIL	1,008,219
Weighted average number of equity shares for Diluted EPS (C)	13,770,900	13,314,886
Basic EPS (A/B)	(1.60)	5.62
Diluted EPS (A/C)	(1.60)	5.19

2.33 Auditors' remuneration included in legal and professional expenses (excluding service tax)

Particulars	Year ended 31 March 2012	Year ended 31 March 2011
Statutory Auditors		
Audit fee	105,000	105,000
Limited review	45,000	45,000
Certification fee	43,505	18,000
Total	193,505	168,000

2.34 Related Party Disclosure

Names of related parties and description of relationship :

(i) Associates

- Almondz Global Securities Limited
- Almondz Insurance Brokers Private Limited
- Almondz Finanz Limited
- Almondz Commodities Private Limited
- Shivaz Spas & Hospitality Private Limited

(ii) Enterprises over which Key Managerial Personnel are able to exercise significant influences

- Innovative Money Matters Private Limited

(iii) Key Managerial Personnel

- Mr. Ramesh Peer
- Mr. Ashok Kumar Gupta

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

Transactions during the year and the balances outstanding as at the year end with the related parties :

S.No.	Particulars	Amount 31-03-2012	Amount 31-03-2011
1)	Transactions during the Year		
(A)	Income	9,797,119	65,464,828
a	Interest received	835,036	7,173,864
	Associates	835,036	7,173,864
	Shivaz Spas & Hospitality Private Limited	—	—
	Almondz Finanz Limited	835,036	6,883,234
	Almondz Global Securities Limited	—	290,630
b	Dividend Received	5,314,392	5,314,392
	Associates	5,314,392	5,314,392
	Almondz Global Securities Limited	5,314,392	5,314,392
c	Recovery of reimbursable expenses	155,775	2,283,216
	Associates	155,775	2,283,216
	Almondz Insurance Brokers Private Limited	—	297,816
	Almondz Global Securities Limited	154,775	1,985,400
	Almondz Finanz Limited	500	—
	Almondz Commodities Pvt. Ltd.	500	—
d	Sale of Securities	3,491,916	50,693,356
	Associates	3,491,916	50,693,356
	Almondz Global Securities Limited	3,491,916	50,693,356
(B)	Expenditure	71,95,761	14,158,004
a	Managerial Remuneration	9,56,512	1,118,704
	Key Managerial Personnel	9,56,512	1,118,704
	Ramesh Peer	6,68,427	1,118,704
	Ashok Kumar Gupta	288,085	—
b	Interest Paid	2,546,383	745,438
	Associates	2,546,383	745,438
	Almondz Global Securities Limited	205,479	713,424
	Almondz Finanz Limited	2,340,904	32,014
c	Expenses Reimbursed	5,819	17,435
	Associates	5,819	17,435
	Almondz Global Securities Limited	5,819	17,435
d	Brokerage and DP Charges	3,687,047	12,276,427
	Associates	3,687,047	12,276,427
	Almondz Global Securities Limited	3,687,047	12,276,427

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

S.No.	Particulars	Amount 31-03-2012	Amount 31-03-2011
(C)	<u>Assets / Liabilities</u>		
a	Investments made during the year	4,311,020	2,500,000
	Associates	4,311,020	2,500,000
	Almondz Commodities Pvt Ltd	—	2,500,000
	Almondz Global Securities Limited	4,311,020	—
b	Loans and Advances	78,450,000	424,600,000
	Loan paid / adjustments during the year		
	Associates	78,450,000	424,600,000
	Almondz Global Securities Limited	—	26,800,000
	Almondz Finanz Limited	78,450,000	397,800,000
c	Loan Receipts / adjustments during the year		
	Associates	109,700,000	393,350,000
	Shivaz Spas & Hospitality Private Limited	—	—
	Almondz Global Securities Limited	—	26,800,000
	Almondz Finanz Limited	109,700,000	366,550,000
d	Share Capital / Premium received	—	14,124,000
	Enterprises over which Key Managerial Personnel are able to exercise significant influence	—	14,124,000
	Innovative Money Matters Private Limited	—	14,124,000
e	Unsecured Loan		
	Loan taken during the year	118,400,000	436,150,000
	Associates	118,400,000	436,150,000
	Almondz Global Securities Limited	—	430,000,000
	Almondz Finanz Limited	118,400,000	6,150,000
	Loan Repayment during the year	158,600,000	416,150,000
	Associates	158,600,000	416,150,000
	Almondz Global Securities Limited	100,000,000	410,000,000
	Almondz Finanz Limited	58,600,000	6,150,000
2)	Closing balance as at March 31, 2012		
a	Debtors / Receivables	3,965,285	9,445,214
	Associates	3,965,285	9,445,214
	Almondz Global Securities Limited (Client A/c)	3,965,285	9,445,214
b	Investments	349,783,453	345,472,433
	Associates	349,783,453	345,472,433
	Almondz Commodities Pvt Ltd	2,500,000	2,500,000
	Almondz Global Securities Limited	347,283,453	342,972,433
c	Loan and Advances	60,481,900	31,250,000
	Associates	60,481,900	31,250,000
	Almondz Finanz Limited	60,481,900	31,250,000
d	Unsecured Loan	—	100,000,000
	Associates	—	100,000,000
	Almondz Global Securities Limited	—	100,000,000

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.35 Segment Reporting :

Segment Reporting as on 31-03-2012 For the year ended 31st March, 2012				
Particulars	Fees and Commission	Income from Investments and Trading	Unallocable	Total
Segment Revenue				
Gross Segment Revenue	—	22,167,827	349,088	22,516,915
Less : Inter Segment Adjustment	—	—	—	—
Net Segment Revenue	—	22,167,827	349,088	22,516,915
Segment Results				
Segment Result before Prior Period Items	(12,239,347)	5,375,987	(3,902,183)	(10,765,543)
Add : Interest Income	—	16,774,898	—	16,774,898
Less : Interest Expenses	—	20,359,998	—	20,359,998
Prior Period Expenses / (Income)	—	—	126,808	126,808
Profit before Tax	(12,239,347)	1,790,887	(4,028,991)	(14,477,451)
Less : Provision for Tax	—	—	(250,244)	(250,244)
Profit after Tax	(12,239,347)	1,790,887	(3,778,747)	(14,227,207)
Other Information				
Segment Assets	1,260,652	490,666,228	57,078,299	549,005,179
Segment Liabilities	1,713,963	63,640,029	10,802,221	76,156,213
Capital Expenditure	—	—	984,120	984,120
Depreciation	—	—	54,546	54,546
Non Cash Expenditure other than depreciation (net of non - cash income)	—	—	(215,966)	(215,966)

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

For the year ended 31st March, 2011

Particulars	Fees and Commission	Income from Investments and Trading	Unallocable	Total
Segment Revenue				
Gross Segment Revenue	16,682,342	60,325,224	138,464	77,146,030
Less : Inter Segment Adjustment	—	—	—	—
Net Segment Revenue	16,682,342	60,325,224	138,464	77,146,030
Segment Results				
Segment Result before prior period Items	8,182,342	34,124,484	(3,184,567)	39,122,259
Add : Interest income	—	25,559,285	—	25,559,285
Less : Interest expenses	—	26,639,959	—	26,639,959
Prior Period Expenses / (Income)	—	—	28,188	28,188
Profit before Tax	8,182,342	33,043,810	(3,212,755)	38,013,397
Less : Provision for Tax	—	—	9,980,620	9,980,620
Profit after Tax	8,182,342	33,043,810	(13,193,375)	28,032,777
Other Information				
Segment Assets	19,063,250	596,518,484	62,267,344	677,849,078
Segment Liabilities	4,455,903	176,138,536	2,363,990	182,958,429
Capital Expenditure	—	—	8,000	8,000
Depreciation	—	—	86,536	86,536
Non cash expenditure other than depreciation (net of non-cash income)	—	(138,300)	332,561	194,261

(i) Business Segments

- Fees and Commission activities comprises of broking/ commission/ underwriting/ arranger fees mainly in the nature of services involving no or negligible financial risk.
- Income from Investments and trading comprises of dividend received on shares, interest on Fixed Deposits, Profit on trading activities, Profit on sale of Investment & Interest on loan.
- 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 '18' to the accounts.

(ii) Accounting policies for segment reporting

- 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.
- Revenue and expenses have been identified to a segment on the basis of relationship to the operating activities of the segment.
- 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'.
- 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'.

Notes to the Consolidated Financial statements for the year ended 31 March 2012

(Amount in Indian Rupees)

2.36 Operating lease obligations

The Company had taken various office premises on operating lease. The total of the future minimum lease payments under non-cancellable operating lease are as follows:

Particulars	Year ended 31 March, 2012	Year ended 31 March, 2011
Lease payments for the year	82,148	1,125,000

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2012.

As per our report of even date

For and on behalf of Board of Directors

For H. K. Chhabra & Co.,
Chartered Accountants

H. K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
May 30, 2012

Deepak Madaan
Company Secretary

G. P. Agrawal
Director

Ashok Kumar Gupta
Managing Director

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

Almondz Capital & Management Services Ltd. (Consolidated financial statements)
Financial year ended 31 March 2012

Details of Subsidiary Companies pursuant to Section 212(8) of the Companies Act, 1956

(Currency : Indian rupees in lacs)

Name of the Subsidiary Company	Moon Orchid Housing Private Limited	Meadow Real Estate Private Limited
Total issued Equity Share Capital of the Subsidiary Company	5.00	5.00
Reserves of the Subsidiary	—	—
Total Assets of the Subsidiary	53.16	53.52
Total Liabilities of the Subsidiary	49.05	50.30
Investments (other than in subsidiary companies)	—	—
Total Turnover	—	—
Profit/(Loss) before taxation	(0.28)	(1.17)
Provision for taxation (including Deferred Tax and Fringe Benefit tax)	—	—
Profit/(Loss) after taxation	(0.28)	(1.17)
Proposed dividend	—	—

For and on behalf of the Board of Directors

New Delhi
30th May 2012

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

(Rs. in Lacs)

4)	Break - up of Investments	Amount		
	Current Investments :			
	(1) Quoted :			
	(i) Shares : (a) Equity			—
	: (b) Preference			—
	(ii) Debenture and Bonds			—
	(iii) Units of mutual Funds			—
	(iv) Government Securities			—
	(v) Others (please specify)			—
	(2) Unquoted :			
	(i) Shares : (a) Equity			—
	: (b) Preference			—
	(ii) Debenture and Bonds			—
	(iii) Units of mutual Funds			—
	(iv) Government Securities			—
	(v) Others (please specify)			—
	Outstanding			
	Long Term Investments :			
	(1) Quoted :			
	(i) Shares : (a) Equity			3,472.83
	: (b) Preference			—
	(ii) Debenture and Bonds			—
	(iii) Units of mutual Funds			—
	(iv) Government Securities			—
	(v) Others (please specify)			—
	(2) Unquoted :			
	(i) shares : (a) Equity			39.62
	: (b) Preference			—
	(ii) Debenture and Bonds			—
	(iii) Units of mutual Funds			—
	(iv) Government Securities			—
	(v) Others (please specify)			—
	Total			3,512.45
(5)	Borrower group - wise classification of assets financed as in (2) and (3) above : Please see Note 2 below			
	Category	Amount net of provision		
		Secured	unsecured	Total
	(1) Related Parties			
	(a) Subsidiaries	—	—	—
	(b) Companies in the same group	—	—	—
	(c) Other related parties	—	—	—
	(2) Other than related parties	—	855.75	855.75
	Total	—	855.75	855.75

(Rs. in Lacs)

(6)	Investor group - wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) Please see Note 3 below		
	Category	Market Value / Break up or fair value of NAV	Book Value (net of Provisions)
	(1) Related Parties		
	(a) Subsidiaries	10.00	10.00
	(b) Companies in the same group	—	—
(c) Other related parties	3,497.83	3,497.83	
(2) Other than related parties			
	4.62	4.62	
Total			
	3,512.45	3,512.45	

(7)	Other information	
	Particulars	Amount
	(i) Gross Non - Performing Assets	
	(a) Related Parties	—
	(b) Other than related Parties	—
	(ii) Net Non - Performing Assets	
	(a) Related Parties	—
(b) Other than related Parties	—	
(iii) Assets acquired in satisfaction of debt		
	—	



PROXY FORM

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

Regd. Office : 2nd 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 20th Annual General Meeting of the Company to be held on Friday the 28th day of September, 2012, at 3.00 P. M. and at any adjournment thereof.

Signed this.....day of.....2012

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 2nd 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 : 2nd 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 20th Annual General Meeting of the Company being held on Friday the 28th day of September, 2012, at 3.00 P. M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054,

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.