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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. T. B. Subramanian (Chairman)
	:	Mr. K. V. S. Shyamsunder
	:	Mr. Sunil Goyal (Managing Director)
	:	Mr. Deepak Ladha (Executive Director w.e.f. 11 th August 2011)
	:	Mr. Manoj Singrodia
	:	Mr. K. Raghuraman
	:	Mr. K. M. Tulsian
	:	Mr. Dhaval Desai
	:	Mr. Parimal Sheth (Whole-time Director & CEO)
	:	Mr. Rajesh Murarka (Whole-time Director & CFO - Resigned w.e.f. 6 th January, 2012)
REGISTERED OFFICE	:	A-204, Rajeshri Accord, Telly Cross Lane, Off S. N. Road, Andheri (East), Mumbai – 400 069
CORPORATE OFFICE	:	102-A, 1 st Floor, Hallmark Business Plaza, Near Gurunanak Hospital Road, Bandra (East), Mumbai – 400 051
BANKERS	:	Axis Bank
	:	Bank of Maharashtra
	:	Dhanalaxmi Bank Limited
AUDITORS	:	M/s. Khurdia Jain & Co., Chartered Accountants, Mumbai
REGISTRAR AND SHARE TRANSFER AGENTS	:	Sharex Dynamic (India) Private Limited Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual General Meeting of the Members of Ladderup Finance Limited will be held on Saturday, the 29th day of September, 2012 at 10.00 a.m. at Hotel Mirage, International Airport Approach Road, Off Andheri Kurla Road, Marol, Andheri (East), Mumbai 400 059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012; the Profit and Loss Account for the period ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Manoj Singrodia, who retires by rotation & being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT the vacancy caused by the retirement by rotation of Mr. Dhaval Desai who has conveyed in writing to the Company his unwillingness to offer himself for re-appointment, be not filled up."

5. To appoint Auditors & to fix their remuneration and in this regard, to consider and if deemed fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Khurdia Jain & Co., Chartered Accountants, bearing Registration No. 120263W be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors or any Committee thereof."

By Order of the Board of Directors

Date : 4th August 2012
Place : Mumbai
Regd. Office : A-204 Rajeshri Accord,
Telly Cross Lane, Off S.N. Road,
Andheri (East), Mumbai - 400 069

(Sunil Goyal)
Managing Director

NOTES TO NOTICE

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM .
2. Members/ Proxies are requested to bring their attendance slips alongwith a copy of the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at entrance of the venue. Proxies submitted on behalf of the Limited Companies, Societies, Partnership Firms etc. must be accompanied by appropriate resolution/authority.
3. The Register of Members and Share Transfer Register will remain closed from Saturday, 22nd September, 2012 to Saturday, 29th September, 2012 (both days inclusive) for the purpose of dividend entitlement.
4. Payment of dividend for the financial year ended 31st March, 2012 as recommended by the Board, if approved at the AGM, shall be paid to those Members whose names appear in the Company’s Register of Members as on 21st September, 2012 and to the Beneficiary Holders as per the Beneficiary List provided for the said purpose by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on that date.
5. Memembers who have not so far encashed the Dividend Warrant(s) for the Dividend declared for the FY 2010-11 are requested to make their claims to the Company at the earliest. The dividends that are not encashed/ claimed within seven years from the date of declaration of dividend will, as per Section 205A of the Companies Act, 1956, be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
6. Members holding shares in demat electronic form are hereby informed that bank particulars registered with their respective Depository Participants will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from Members holding shares in demat/electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
7. Members holding shares in Physical Certificate and Demat Form are requested to notify/send the following to Registrar and Transfer Agent (RTA) of the Company to facilitate better servicing and record purpose:
 - a) Any change in their address/ email address/copy of PAN card.
 - b) Particulars of their Bank Account, in case the same have not been furnished earlier.
8. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company’s website at www.ladderup.com.
9. Relevant documents referred to in the accompanying Notice are open for inspection to the Members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of AGM.

By Order of the Board of Directors

Date : 4th August, 2012
Place : Mumbai
Regd. Office : A-204 Rajeshri Accord,
Telly Cross Lane, Off S.N. Road,
Andheri (East), Mumbai - 400 069

(Sunil Goyal)
Managing Director

DIRECTORS' REPORT

The Members,

Yours Directors are pleased to present the Nineteenth Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended 31st March, 2012.

1. **FINANCIAL RESULTS:**

(₹ in Lacs)

Particulars	2011-12	2010-11	2011-12	2010-11
	Consolidated		Standalone	
Operational and Other Income	1210.32	1415.28	167.46	176.72
Profit before Depreciation and Tax	282.59	522.70	146.05	112.36
Less: Depreciation	18.45	18.26	3.81	3.62
Profit before Tax	264.14	504.44	142.23	108.74
Less: Provision for Taxation	108.00	146.76	16.00	12.20
Less/(Add): Deferred Tax	(19.14)	(13.50)	(1.32)	0.44
Less : Taxation of earlier years	4.87	0.71	2.28	0.71
Profit after Tax	170.41	370.47	125.26	95.39

The Consolidated Statements provide the results of Ladderup Finance Limited together with those of its Subsidiaries for the FY 2011-12.

2. **FINANCIAL HIGHLIGHTS:**

On a Standalone Basis, the income from the investing activity stood at ₹ 167 lacs as compared to ₹ 176 lacs in the previous year. The Profit before Tax is ₹ 142 Lacs as against ₹ 109 Lacs in the previous year. The growth in the profit is basically attributed towards better returns extracted from the investment in the listed and unlisted securities.

On the Consolidated Basis, your Company has recorded total revenue of ₹ 1210.32 Lacs in FY 2011-12 as compared to ₹ 1415.28 Lacs in FY 2010-11. The Profit after Tax in FY 2011-12 is ₹ 170.41 Lacs as compared to ₹ 370.47 Lacs in FY 2010-11.

Your Company as in the few previous years continues to invest in asset based transactions with good growth prospects. In the year under review, the Company invested in three new ventures viz. Packaging, Information Technology and Financial Services, all having sound business models.

In FY 2011-12, your Company's Subsidiary, i.e. Ladderup Corporate Advisory Private Limited (LCAPL) continued its in-depth coverage and servicing of large and mid-market corporate clients during the year. It was able to build significant relationships with many well known, reputed corporate groups while focusing on deepening relationships with the existing clients through an array of customized and regular product offerings.

LCAPL also advised on a number of significant cross-border and domestic M&A deals and was able to close two transactions in the packaging and real estate space.

The Company is strengthening its Merchant Banking Team and expects that the Equity Capital Market (ECM) vertical to contribute in the mid-long term time frame.

Ladderup Wealth Management Private Limited, the other Subsidiary of your Company is engaged in wealth management solutions for HNIs, SMEs and Corporates. The Company is in its initial years of operation and has chalked out extensive growth plans in the wealth management services by increasing its product basket.

DIRECTORS' REPORT

In the year under review, your Company was adjudged as “Best Financial Advisors – IFA – West Zone – India 2012 “by CNBC TV 18 and UTI Mutual Fund.

Looking at good opportunities, your Company had entered into Insurance Business through one its Subsidiary, Ladderup Insurance Broking Private Limited. During the year under review, the Company received the Insurance Broking Licence from Insurance Regulatory and Development Authority (IRDA) for carrying out Life and General Insurance business. This Company hopes for good growth opportunities in the forthcoming financial year.

3. DIVIDEND:

Your Directors have recommended a dividend of ₹ 0.75 (7.5%) per Equity Share for the financial year ended 31st March, 2012 amounting to ₹ 9,639,450/-. The Dividend will be paid to members whose names appear in the Register of Members and to those beneficial owners as per details furnished by the Depositories as on 21st September 2012.

4. NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY (NBFC):

The Company has been registered as a Non-Banking Financial Institution on 24th February, 1998 In terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, your Company is categorized as an Non-deposit taking Non-Banking Financial Company. The Company has not accepted any deposits from the public during the year pursuant to the provisions of Section 58A of the Companies Act, 1956.

5. DIRECTORS:

Mr. Manoj Singrodia & Mr. Dhaval Desai, Directors of the Company retire by rotation at the ensuing Annual General Meeting of the Company. Mr. Manoj Singrodia being eligible, offers himself for re-appointment. However, Mr. Dhaval Desai is not willing to offer himself for re-appointment.

Mr. Deepak Ladha was appointed as the Executive Director in the Company w.e.f. 11th August 2011.

Mr. Rajesh Murarka, Whole-time Director resigned from the Board during the year. The Board acknowledges the guidance and expertise rendered by him to the Company during his tenure of Directorship.

6. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 the Board of Directors confirms:

- a) that in the preparation of the accounts, the applicable accounting standards have been followed.
- b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the Profit of the Company for the year ended 31st March, 2012.
- c) that the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) that the Directors have prepared the Annual Accounts on a going concern basis.

DIRECTORS' REPORT

7. SUBSIDIARIES:

The Company has three Subsidiaries i.e. Ladderup Corporate Advisory Private Limited, Ladderup Wealth Management Private Limited and Ladderup Insurance Broking Private Limited. In accordance with the general circular issued by Ministry of Corporate Affairs, the Balance Sheet, Profit & Loss Account and other documents relating to the Subsidiary Companies are not attached with the Balance Sheet of the Company. The Company will enable the Members who may be interested in obtaining the Annual Accounts and other documents of the Subsidiary Companies. The same will also be placed and kept open for inspection at the registered office of the Company. The Consolidated Financial Statements presented by the Company include the financial results of its Subsidiary Companies. A statement containing details as required under Section 212 of the Companies Act, 1956 is annexed with this Annual Report.

8. AUDITORS & AUDITORS' REPORT:

M/s. Khurdia Jain & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of ensuing Annual General Meeting and offer themselves for re-appointment.

A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and that they do not disqualify for re-appointment within the meaning of that said Act.

The Notes on Accounts referred to in the Auditors' Report are self explanatory and do not call for any further comments.

9. CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

Pursuant to Clause 49 (VII) of the Listing Agreement with the Stock Exchange, a separate report on Corporate Governance and a requisite Certificate from the Auditors of the Company confirming compliance with conditions of Corporate Governance are enclosed to this report.

A Certificate from the CEO of the Company in terms of sub-clause (v) of Clause 49 of the Listing Agreement, interalia, confirming the correctness of the Financial Statement, adequacy of the internal control measure and reporting of matters to the Audit Committee is also annexed herewith.

10. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT (MDA) :

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of this Annual Report.

11. PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are required to be given under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

12. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information required to be given under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 does not apply to your Company. There was no foreign exchange earnings or outgoings during the year.

DIRECTORS' REPORT

13. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates, the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

For and on behalf of the Board of Directors

Date : 4th August, 2012

Place : Mumbai

Regd. office : A-204 Rajeshri Accord,
Telly Cross Lane, Off S.N. Road,
Andheri (East), Mumbai - 400 069

Sunil Goyal
Managing Director

Parimal Sheth
Whole-time Director & CEO

MANAGEMENT'S DISCUSSION AND ANALYSIS

LADDERUP IN 2011-12 – BUSINESS & FINANCIAL PERFORMANCE

Ladderup Finance Ltd (LFL)

The Parent Company being a registered NBFC with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies. The investment portfolio of your Company is diversified across various sectors such as Financial Services, Healthcare, Retail, Packaging, Information Technology, Real Estate, among others.

On a Standalone Basis, the income from the investing activity stood at ₹ 167 Lacs as compared to ₹ 176 Lacs in the previous year. The Profit before Tax is ₹ 142 Lacs as against ₹ 109 Lacs in the previous year.

Your Company as in the few previous years continues to invest in asset based transactions with good growth prospects. In the year under review, LFL invested in three new ventures viz: Packaging, Information Technology and Financial Services, all having sound business models. The resolution of the portfolio acquired in the previous years' continues to be stable and your Company believes most of the investments will yield decent returns in time to come.

Ladderup Corporate Advisory Private Limited (LCAPL):

The FY 2011-12 was an extremely difficult and uncertain year for Companies operating in the financial space. Both the global macroeconomic conditions as well as domestic market conditions converged simultaneously to create strong headwinds. There was perceptible impact on margins and profitability for most companies in the financial space.

Your Company's revenues marginally decreased from ₹ 1134 Lacs in previous year to ₹ 1018 Lacs. Profit before Tax (PBT) amounted to ₹ 275 Lacs as against ₹ 393 Lacs in the previous year.

Your Company continued its in-depth coverage and servicing of large and mid market corporate clients during the year. Your Company was able to build significant relationships with many well known, reputed corporate groups while focusing on deepening relationships with the existing clients through an array of customized and regular product offerings.

The year saw mixed trends in the credit environment. Some sectors underwent stress while others continued to show growth. Your Company focused mainly on the growth sectors. The year saw a stable trend in credit demand from the corporate and mid market business segments for working capital and term facilities. Your Company's debt vertical was able to tap this opportunity and increase its share of business by offering a variety of products and services, in all raising structured debt in excess of INR 1500 crores for various corporate.

The volatility and weak sentiment in the secondary markets for most of the year considerably impacted the primary markets. While LCAPL started the financial year with a number of private equity offerings in the pipeline, many of them could not be launched due to challenging market conditions. However, during FY 2011-12, LCAPL successfully completed two private equity deals in the financial services space. Besides, your Company was able to close a large transaction in the renewable energy space with private equity fund raising for a 100 MW IPP project.

LCAPL also advised on a number of significant cross-border and domestic M&A deals and was able to close two transactions in the packaging and real estate space.

Your Company is strengthening its Merchant Banking Team and expects that the Equity Capital Market (ECM) vertical to contribute in the mid-long term time frame.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Despite macro headwinds causing a slowdown in the economy and investment climate, we believe that the India growth story remains intact and the Company is re-orienting itself to capture the opportunities that arise from them. There is a large inventory of significant work completed in lot of assignments undertaken by the Company in the previous years which could materialize into income during the current financial year.

Ladderup Wealth Management Private Limited (LWMPL)

In the year under review, your Company was adjudged as “Best Financial Advisors – IFA – West Zone – India 2012 “by CNBC TV 18 and UTI Mutual Fund. This award was received by the Company after being nominated for the same award for the past two consecutive years. This achievement is a testimony to the various best practices adopted by your Company in providing the right, customized and innovative wealth management concepts and structured solutions across all asset class to its clients.

All this was possible as substantial investments were made by the Company in training and developing employees across levels to improve productivity, service quality, personal effectiveness and supervisory capability.

Ladderup Insurance Broking Private Limited (LIBPL)

Adding to the bouquet of all financial services under the Ladderup Umbrella, LIBPL, during the year received the Insurance Broking License from IRDA for carrying out Life and General Insurance business. Your Company is now building up this business by recruiting personnel at all levels and setting up the infrastructure.

Life Insurance has played a pivotal role in channelizing household savings into long-term investments and has immense growth potential in India given the current low penetration. Life Insurance segment, thus, presents to us an exciting prospect for long-term growth and is a part of our overall strategy to enlarge our retail footprint in the Insurance Business.

On the General Insurance front, LIBPL expects to generate substantial business from the existing clientele of the Ladderup Group.

ECONOMIC & INDUSTRY OVERVIEW:

The global economic environment in FY 2011-12 was challenging. Prolonged uncertainty around the resolution of the Eurozone sovereign debt crisis, rating downgrades of sovereigns and slow recovery of the US economy increased risks to global growth. The macro-economic environment in India is also impacted by global cues and the economy is passing through a slowdown and moderation in economic activity during Fiscal 2012. India was also caught between conflicting challenges of managing economic growth v/s inflation throughout the year.

India achieved GDP of around 6.5% in FY 2011-12, compared to a healthy ~8.4% in FY 2010-11. Apart from global macro factor the slowdown in the economy can be attributed due to decline in investments, high rate of inflation, tight monetary policy, decline in business confidence, slippage in fiscal and current account deficit. During this period, the industrial sector grew by 3.3% compared to 7.0% in the corresponding period of the previous year. The services sector grew by 8.8%, similar to the growth in the previous year, while the agriculture sector grew by 3.2% compared to 6.8%. The Index of Industrial Production (IIP) recorded a growth of 2.8% year-on-year (y-o-y) during the Fiscal Year 2012 compared to 8.1% increase in the corresponding period of Fiscal Year 2011. During this period, production in the mining sector declined by 2.1%, while the manufacturing sector recorded a growth of 3.7% and electricity sector of 8.7%, as compared to growth of 5.8%, 8.7% and 5.3% respectively in the Fiscal 2011. Wholesale Price

MANAGEMENT'S DISCUSSION AND ANALYSIS

Index (WPI), remained above 9.0% levels between April - November 2011 but moderated from thereon to end the year at 6.9% in March 2012. Average inflation for Fiscal 2012 was 8.8% as compared to 9.5% in Fiscal 2011. The decrease was largely driven by falling inflation in food articles, which declined from 15.8% in Fiscal 2011 to 7.4% in Fiscal 2012. Manufactured products inflation initially went up to above 8.0% levels till November 2011, but moderated to 4.9% by March 2012.

Due to the current scenario, the global investors are skeptical on the Indian growth story and are cautious on making new investments.

Fiscal 2013 for India would be challenging and the Government would need to take some strong steps to boost the investor's and business confidence for reviving the economy.

FINANCIAL AND CAPITAL MARKET:

Indian Capital Market did not remain untouched with global uncertainty and was also affected. For most part of FY 2011-12 the market went through extremely challenging time and underperformed most of the other markets.

India's Capital Market response was also lukewarm in FY 2011-12, as there was decline in number of IPO and M&A activity in India. With Sensex hitting 2 year lows in December 2011, several IPO's were withdrawn in the second half of the year.

Private Equity: There were total 373 PE transactions worth US \$ 8.75 bn PE investments in Calendar Year 2011. The highest proportions of PE Investment were made in Real Estate & Infrastructure Sector and IT & ITES which accounted for around 37% of PE Investment made in India during the calendar year 2011.

Mergers & Acquisitions: There were a total of 644 M & A transactions worth US \$ 44.61 bn in India in Calendar Year 2011 as compared to 662 transaction valuing US \$ 49.78 bn in Calendar Year 2010. Out of these 142 transactions were inbound, 146 outbound and 356 transactions were domestic. There was a slight dip in number of M&A transaction and overall transaction value signaling slowdown in the M&A activity. The biggest transaction for the year were Vedanta acquiring Cairn India with deal size of US \$ 9 bn and British Petro – RIL deal worth US \$ 7 bn.

IPO: The Calendar year 2011 saw the worst performance in the recent past with fund raising through IPO was around US \$ 1.2 bn (15% of the previous year fund raising) indicating low confidence in the investor community.

In the coming years, the Company believes strongly about the growth prospects of the Indian economy and the financial markets. Indian Companies will draw significant attention from domestic as well as global investors which would lead to healthy fund raising from primary markets – from IPOs as well as PE funds. Also, tremendous growth opportunities for Companies across industries and growing aspirations of Indian corporates will result in significant M&A activity with divestitures / mergers / reorganizations, etc. taking place in large numbers.

OPPORTUNITIES:

The sentiment in the Indian financial market has changed considerably over the years; the economy is growing at a healthy rate in the last few years. This has presented ongoing opportunities for financial intermediaries to spread and benefit from the investment culture across the country.

Following factors present specific opportunities across our businesses:

- Growing corporate activities and related need for fund raising, re-organisation and acquisitions;
- Low penetration of financial services and products in India;

MANAGEMENT'S DISCUSSION AND ANALYSIS

- Globalization - corporates are looking at expanding in overseas/domestic markets through merger & acquisitions;
- Growing mid size segment of corporate activity where the need for customised solution is particularly high;
- Regulatory reforms aiding greater participation by all class of investors. Wealth Management and Insurance business is also seeing huge opportunity as the financial service market is maturing
- Growing Financial Services industry's share of wallet for disposable income
- Wealth management business is transforming from mere wealth safeguarding to growing wealth
- Regulatory reforms would aid greater participation by all class of investors
- Emerging technology to enable best practices and processes
- Size of the Indian capital market and favourable demographics like huge middle class, larger younger population with disposable income and investible surplus and risk taking abilities of the youth;

In this backdrop, Ladderup Group has evolved into a strong and focused financial services organisation over the years and is set to further accentuate its business growth in the investment banking, wealth management and insurance space.

THREATS:

Despite great opportunities, there are significant factors presenting threats to our businesses viz.

- Impact on economic growth of the rising prices of oil and industrial raw materials, decelerating investment demand and high inflation;
- Reducing capital expenditure by industries;
- Uncertainty of political situation in the country leading to concerns of diffused focus on growth stimulus and infrastructure building;
- Regulatory changes impacting the landscape of business;
- Increased competition from local and global players operating in India;
- Continuous downward pressure on the fees, commissions and brokerages caused by an overbanked market and willingness of most players to deliver services at very low fees;

However, your Company is well aware of the above threats and has worked steadily to strengthen its business operations by putting appropriate policies and measures in place and well positioned to counter any adverse threat successfully.

RISK AND CONCERN:

In this era of globalization, the financial service sector has been integrated with the global markets and is becoming more complex and competitive with introduction of newer and complex products & transactions, stringent legislative and regulatory environment. The ability to manage risks across geographies, products, asset classes, customer segments and functional departments is of paramount importance for the hindrance free growth of the organisation which helps in delivering superior shareholder value by achieving an appropriate tradeoff between risks and returns.

Risk is inevitable in business and there are various risks associated with your Company also like portfolio risk, industry risk, credit risk, internal control risk, technology risk, regulatory risk, human resources risk, competition risk. Company's focus of risk management is all about risk reduction and avoidance. It has

MANAGEMENT'S DISCUSSION AND ANALYSIS

comprehensive integrated risk management framework that comprise of clear understanding of Company's strategies, policies, initiatives, norms, reporting and controls at various level.

Timely and effective risk management is of prime importance to our continued success. The risk for the Company arises mainly out of the risks associated with the operations we carry. Experienced professionals review and monitor risks in our Company. We have comprehensive risk management policies and processes to mitigate the risks that are encountered in conducting business activities. The management also periodically reviews the policies and procedures and formulates plans for control of identified risks and improvements in the systems.

HUMAN RESOURCES:

We are a dynamic and progressive group that actively fosters a challenging work environment and encouraging entrepreneurship. We groom leaders to drive our future in knowledge intensive, people driven business, such as, ours. We strive towards creating an empowering environment to support the development of highly motivated and skilled professionals in their pursuit of excellence. With trust being the critical part of our business belief, we lay strong emphasis on integrity, teamwork, innovation, performance and partnership.

Our Human Resource department is committed and focused on identifying and retaining the right talent to meet the overall business strategy and organization objective. The broad range of activity of HR team includes viz. robust manpower planning process in line with the business objective, enhancement of employee skill-sets by identifying training and development needs, retention programs, reward and recognition, learning and development.

We aim to continue on the path of pursuing excellence through unorthodox means and out of the box methodologies thereby expanding the horizons of our conventional wisdom. The coming year will see us harnessing the maximum benefits from these initiatives and unleashing the power of human capital.

INTERNAL CONTROL AND THEIR ADEQUACY:

Your Company being in Service Industry, has in place clear processes and well-defined roles and responsibilities for its employees at various levels. The Management has a defined reporting system, which facilitates monitoring and adherence to the process and systems and various statutory compliances. These have been designed to provide reasonable assurance with regard to maintaining proper accounting controls, monitoring economy and efficiency of operations, protecting assets from unauthorized use or losses and ensuring reliability of financial and operational information published from time to time.

OUTLOOK – 2012-13:

The Economic Outlook for Fiscal 2013 looks challenging for India. The uncertain global economic environment couple with domestic issues such as high inflation and falling investment has weakened economy. Business confidence levels are low. The current uncertain scenario poses a challenge for Investment Banking and Advisory Business in the current fiscal. Though the pace of growth in India has slowed down but still the long term growth story is intact. India's strong domestic fundamentals are expected to remain operative over the long-term, with the twin drivers of consumption and investment supporting sustained high growth for the economy.

These would lead to adequate demand for financial resources from the corporate for host of activities such as M&A and structured fund raising through PE and Debt. Further, the current slump in the economy would result in moderation of valuation expectation and would increase the number of transactions. This would result in increased M&A and PE activity in the coming years, thus giving Investment Bankers opportunity to play a wider role.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's key growth drivers would be deepening its existing network on PAN India level, launch of new product offerings in the debt and the ECM segment, tapping new clients in the SME and Mid cap space, focusing more on M&A and Cross Border deals. Coupled with this, the Company would look forward to ramp up its high yielding basket of PE with sector-wise focus and traditional debt products.

The Company believes that its mix of business model, infrastructure, technology, management bandwidth and operational team force would propel it to higher growth trajectory in future.

CAUTIONARY STATEMENT:

The Statements in this Management's Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual Results might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

1. **CORPORATE GOVERNANCE PHILOSOPHY:**

Ladderup Group is committed to Good Corporate Governance. The Company is of the view that Good Corporate Governance is an optimum mix of regulatory compliances as well as voluntary disclosures and practices. The Company is focused on attaining highest levels of transparency, fairness and accountability in its dealings with all the constituents of its business. Towards this end, substantial disclosures on the Board of Directors, its Committees and Financial Performance has been made in this Annual Report.

2. **BOARD OF DIRECTORS:**

The Board of Directors ("the Board") of your Company is responsible for and is committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the interest of the Shareholders and other Stakeholders. This belief is reflected in our governance practice, under which we strive to maintain an effective, informed and independent Board to ensure best practices.

Composition and Category of Board of Directors:

In keeping with the commitment of the management to comply with the principle of transparency in business operations, the Company's policy is to have an appropriate blend of Independent and Non-Independent Directors. During the year under review, the Board comprised Ten Directors consisting of Four Independent Directors, Four Executive Directors and Two Non-Executive Directors. The Chairman is a Non-Executive Director and more than 1/3rd of the Board comprises of Independent Directors.

The Composition and Category of Board of Directors during the year 2011-12 was as follows:

Category	Name of the Directors
Independent Directors	T.B.Subramanian, Chairman
	K.V.S. Shyamsunder
	K.Raghuraman
	Dhaval Desai
Executive Directors	Sunil Goyal – Managing Director
	Parimal Sheth – Chief Executive Officer
	Deepak Ladha – Executive Director ¹
	Rajesh Murarka – Chief Finance Officer ²
Non-Executive Directors	Manoj Singrodia
	K.M. Tulsian

¹Appointed as Executive Director w.e.f. 11th August, 2011

²Resigned as Director w.e.f. 6th January, 2012

Meetings and Attendance:

The Company's Governance Policy which is in pursuance with the Listing Agreement is strictly followed by the Board. The Board meets at regular intervals to discuss and decide on Company's business policy along with the other Board business. However, in case of a special and urgent business need, the Board approval is taken by passing resolutions by circulation, as permitted by law, which is then confirmed in the ensuing Board Meeting.

REPORT ON CORPORATE GOVERNANCE

Four Board Meetings were held during the financial year ended 31st March, 2012 and the gap between two meetings was not more than four months. These Meetings were held on 26th May, 2011, 11th August, 2011, 3rd November, 2011 & 3rd February, 2012.

Information's placed before the Board:

The Board of Directors are provided with all the required information wherever applicable and materially significant. These information are submitted either as a part of agenda papers or are tabled in the course of the Board Meeting for enabling them to give their valuable inputs.

The following are the regular items that are tabled for the Board's periodic review/information/approval:

- General Notice of Interest of Directors.
- Inter-Corporate Investment, Loans and Guarantees.
- Appointment/Resignation of Directors/Senior Managerial Personnel.
- Formation/Re-constitution of the Board Committees.
- Minutes of Unlisted Subsidiaries and Board Committees.
- Quarterly Results of the Company and its Subsidiaries along with the operating divisions or business segments.
- Annual Operating Plans of business and any updates thereon.
- Statement of significant and other arrangements entered by the Company or its Subsidiaries.
- Status of Legal Compliances.
- All other matters required to be placed before the Board for its review/information/approval under various statutes including Clause 49 of the Listing Agreement.

Attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorship and Chairmanship/Memberships of Committees of each Director in various Companies is as under:

Name of the Directors	Attendance at Meetings during 2011-12		No. of other Directorships ¹	No. of other Committee Chairmanship(s)/ Membership(s) ²
	Board Meetings	Last AGM held on 24 th September, 2011		
T.B.Subramanian	3	Present	2	4
K.V.S. Shyamsunder	4	Present	2	-
K.Raghuraman	4	Absent	7	3
Sunil Goyal	4	Present	1	1
Deepak Ladha	3	Present	-	-
Manoj Singrodia	4	Present	-	-
Parimal Sheth	4	Present	-	-
K.M. Tulsian	2	Present	-	-
Dhaval Desai	1	Absent	5	-
Rajesh Murarka	3	Present	-	-

REPORT ON CORPORATE GOVERNANCE

¹ The Directorship held by the Directors as mentioned above, do not include directorships in Private Limited Companies and Private Companies which are subsidiaries of Public Limited Company.

²In accordance with Clause 49 of the Listing Agreement, the Membership/ Chairmanship of only the Audit Committee and the Shareholders'/ Investors' Grievance Committee in all Public Limited Companies are considered. None of the Directors on the Board is a Member of more than Ten Committees or a Chairman of more than Five Committees, across all the Companies in which they are Directors. The Directors have made the necessary disclosures regarding Committee positions.

Post-Meeting follow-up mechanism:

An effective post Meeting follow-up, review and reporting process for the decisions taken by the Board or its Committees are promptly communicated to those concerned in the Company. Action Taken Report on the progress of the Company is placed at the succeeding meeting of the Board/ Committee for noting.

Directors seeking Appointment/Re-appointment

Mr. Manoj Singrodia - Mr. Manoj Singrodia is a Promoter of the Company. He is a Practising Chartered Accountant and specialises in Tax and Regulatory matters. He holds Membership in Shareholders Grievance Committee, Preferential Issue Committee and Investment Committee of the Board. Mr. Manoj Singrodia holds 1,21,400 Equity Shares in the Company.

3. BOARD COMMITTEES:

Currently, there are Six Board Committees – Audit Committee, Shareholders'/Investors' Grievance Committee, Remuneration Committee, Investment Committee, Preferential Issue Committee and Compensation Committee. The terms of reference of these Committees are defined by the Board from time to time. Meeting of each Board Committee is convened by the respective Committee Chairman and its signed minutes are circulated and discussed in the Board Meeting. The role and composition of these Committees including the number of meetings held during the financial year and their respective attendance details are provided below.

a) Audit Committee:

The Audit Committee, *inter alia*, provides reassurance on the existence of an effective internal control environment that ensures efficiency and effectiveness of operations; safeguarding of assets and adequacy of provisions of all liabilities. It assists the Board on the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The broad terms of reference and functions of the Audit Committee are as follows:

- Discussion with Statutory Auditors before the Audit commences, about the nature and scope of Audit as well as post-audit discussion to ascertain any areas of concern.
- Reviewing Audit Reports with the Management and the Statutory Auditors.
- Reviewing Financial Reporting Systems.
- Approval of payment to Statutory Auditors for any other services rendered by them.
- Reviewing with the Management, the quarterly/annual financial statements before submission to the Board for approval.
- Reviewing Management's Discussion and Analysis Report of the Company.
- Reviewing statement of significant related party transactions submitted by the management.
- Reviewing accounting treatment and confirmation of the fact that the financial

REPORT ON CORPORATE GOVERNANCE

statements are giving true and fair view.

- Reviewing with the management, the statement of uses/ application of funds raised through public issue, right issue, preferential issue, etc. and making appropriate recommendations to the Board to take up steps in this matter.

Composition, Meetings and Attendance:

The Audit Committee presently comprises of four members, majority of them being Independent Non-Executive Directors. All the members of the Committee are financially literate and have accounting & financial management expertise. During the financial year ended 31st March, 2012; Four meetings were held on 26th May, 2011, 11th August, 2011, 3rd November, 2011 & 3rd February, 2012.

Name of the Members	Category	No. of Meetings attended
T.B. Subramanian	Chairman (Independent Non-Executive Director)	3
K. Raghuraman	Member (Independent Non-Executive Director)	4
K.V.S. Shyamsunder	Member (Independent Non-Executive Director)	4
Sunil Goyal	Member (Managing Director)	4

b) Shareholders'/Investors' Grievance Committee:

The Committee oversees redressal of Shareholders'/Investors' Grievances and is empowered to perform the following functions on behalf of the Board in relation to handling of Shareholders'/Investors' Grievances. It primarily focuses on:

- Review of investor complaints and their redressal.
- Review of the queries received from the investors.
- Review of the work done by Share Transfer Agents.
- Review of corporate actions related work.
- Monitoring implementation and compliance of Company's Code of Conduct.

Composition, Meetings and Attendance:

The Committee presently comprises of three members, two of whom are Independent Directors. The Chairman of the Committee is an Independent Non-Executive Director. During the financial year ended 31st March, 2012; Four meetings were held on 26th May, 2011, 11th August 2011, 3rd November, 2011 & 3rd February, 2012.

Name of the Members	Category	No. of Meetings attended
K.V.S. Shyamsunder	Chairman (Independent Non-Executive Director)	4
Dhaval Desai	Member (Independent Non-Executive Director)	-
Manoj Singrodia	Member (Non-Executive Director)	4

Shareholders'/Investors' Redressal:

During the year under review, the Company did not receive any complaints for non-receipt of transferred Share Certificates, Annual Reports, Warrants etc. and hence no complaints were

REPORT ON CORPORATE GOVERNANCE

outstanding as on 31st March, 2012. To expedite these processes, the Board has delegated necessary powers to the Registrar and Share Transfer Agents viz. M/s. Sharex Dynamic (India) Private Limited.

c) Remuneration Committee:

The Committee is entrusted with all necessary powers and authority to ensure appropriate disclosure on the remuneration of the Directors and to deal with all elements of the remuneration package of all the Directors including but not restricted to the following:

- To review, assess and recommend the appointment and remuneration of Executive Directors.
- To review the remuneration packages payable to Executive Directors periodically and recommend suitable revision/ increments, whenever required to the Board of Directors.
- To recommend the commission, if any payable to the Non-Executive Director(s) in accordance with and up to the limits laid down under the Companies Act, 1956.
- To carry out such other functions as delegated by the Board from time to time.

Composition, Meetings and Attendance:

The Remuneration Committee comprises of four Non-Executive Directors and the Chairman is an Independent Non-Executive Director. During the financial year ended 31st March, 2012, No meetings of the Committee were held.

Name of the Members	Category
T.B. Subramanian	Chairman (Independent Non-Executive Director)
K. Raghuraman	Member (Independent Non-Executive Director)
Manoj Singrodia	Member (Non. Executive Director)
K.M. Tulsian	Member (Non. Executive Director)

Remuneration Policy :

The Remuneration Policy aims at attracting and retaining high caliber talent. The Policy of the Company is in consonance with the existing industry practice. The remuneration package of the Executive Directors is determined by the Remuneration Committee within the permissible limits, subject to approval by the Board and Shareholders in the General Meeting and as per applicable provisions of the Companies Act, 1956. The Executive Directors are paid remuneration as fixed by the Board/Shareholders. However, the Non-Executive Independent Directors do not receive any remuneration except sitting fees.

Details of Sitting fees paid to the Directors during the financial year 2011-12:

Name of the Directors	Sitting Fees ₹
T. B. Subramanian	15,000
K. Raghuraman	20,000
K.V.S. Shyamsunder	20,000

REPORT ON CORPORATE GOVERNANCE

Shares held by the Non-Executive Directors:

Name of the Non-Executive Directors	Number of Equity Shares	Non Convertible Instruments
Manoj Singrodia	1,21,400	Nil
K. M. Tulsian	-	Nil
T. B. Subramanian	4,100	Nil
K. Raghuraman	-	Nil
K.V.S. Shyamsunder	-	Nil
Dhaval Desai	-	Nil

d) Investment Committee:

The Investment Committee constituted by the Board performs the following functions:

- To invest surplus funds of the Company in all types of securities as defined in the Investment Policy.
- To execute necessary investment documents.
- To buy, sell, trade, hold, pledge in all types of securities
- To take any other necessary actions related to investment/ disinvestment.
- To report to the Board about the investments/ disinvestments in securities

Composition, Meetings and Attendance:

The Investment Committee consists of Four members and the Chairman is a Non-Executive Director. During the financial year ended 31st March, 2012; Six meetings were held on 26th May, 2011, 11th August, 2011, 18th August, 2011, 7th September, 2011, 3rd November, 2011 & 3rd February, 2012.

Name of the Members	Category	No. of Meetings attended
Manoj Singrodia	Chairman (Non-Executive Director)	6
Sunil Goyal	Member (Managing Director)	6
Parimal Sheth	Member (Executive Director)	6
Dhaval Desai	Member (Non-Executive Director)	-

e) Preferential Issue Committee:

The primary role of Preferential Issue Committee is to review, monitor and provide strategic direction for utilization/usage of application money received from the proposed allottees of Convertible Share Warrants.

The other functions performed by this Committee are as follows:

- To obtain In-principal approval from Bombay Stock Exchange.
- To allot the Convertible Warrants to the proposed allottees.
- To issue Equity Shares upon conversion of Share Warrants on preferential basis.
- To carry out formalities for listing of Equity Shares upon conversion of Share Warrants on preferential basis.
- To carry out any other acts, deeds and activities which the Committee feels necessary in relation to issue of preferential warrants.

REPORT ON CORPORATE GOVERNANCE

Composition, Meetings and Attendance:

The Preferential Issue Committee comprises of three members who are Non-Executive Directors and of whom two Members are Independent Directors. During the financial year ended 31st March 2012; Four meetings were held on 26th May, 2011, 11th August, 2011, 3rd November, 2011 & 3rd February, 2012.

Name of the Members	Category	No. of Meetings attended
Manoj Singrodia	Chairman (Non-Executive Director)	4
K.V.S. Shyamsunder	Member (Independent Non-Executive Director)	4
Dhaval Desai	Member (Independent Non-Executive Director)	-

Note: Post Balance Sheet date, on receipt of balance allotment money for 50,00,000 Convertible Warrants, the Committee converted these Warrants into Equity Shares which was ratified by the Board.

f) Compensation Committee:

The Compensation Committee was constituted with the objective of issuing Employee Stock Option Scheme for the employees of the Company and its Subsidiaries. The Broad terms of reference & function was to formulate the detailed terms and conditions of the Employee Stock Option Scheme including:—

- (a) the quantum of option to be granted under an ESOS per employee and in aggregate;
- (b) the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
- (c) the period within which the employee should exercise the option failing which the option would lapse;
- (d) the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
- (e) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (f) the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others.
- (g) the grant, vest and exercise of option in case of employees who are on long leave; and
- (h) the procedure for cashless exercise of options.

Composition, Meetings and Attendance:

The Compensation Committee comprises of three members who are Non-Executive Directors. During the financial year ended 31st March 2012, No meetings were held.

Name of the Members	Category
Manoj Singrodia	Chairman (Non-Executive Director)
K.V.S. Shyamsunder	Member (Independent Non-Executive Director)
Dhaval Desai	Member (Independent Non-Executive Director)

REPORT ON CORPORATE GOVERNANCE

3. GENERAL BODY MEETINGS:

Annual General Meeting:

The Venue, Date, Time and Special Resolutions of the Annual General Meeting held during the preceding three years are as follows:

2010-11

Venue: Hotel Mirage, International Airport Approach Road, Off Andheri Kurla Road, Marol, Andheri (East) Mumbai-400 059

Date and Time: 24th September, 2011 at 10.00 a.m.

Special Resolutions passed:

- Appointment of Mr. K. Raghuraman as a Director from Additional Director
- Appointment of Mr. Deepak Ladha as a Director from Additional Director
- Change in Designation of Mr. Deepak Ladha from Director to Executive Director

2009-10

Venue: Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (E), Mumbai – 400 069.

Date and Time: 21st September, 2010 at 10.00 a.m.

Special Resolutions passed:

- Variation in managerial remuneration of Mr. Rajesh Murarka, Chief Financial Officer.
- Amendment in the Share Capital Clause of Articles of Association.
- Issue and allotment of 50,00,000 (Fifty Lacs) Convertible Share Warrants.
- Insertion of a new Clause No. 11 in the Articles of Association.
- Approval of LFL – ESOP 2010 Scheme for the employees of the Company.
- Approval of LFL – ESOP 2010 Scheme for the employees of the Subsidiaries.

2008-09

Venue: Hotel Suba Galaxy, N. S. Phadke Road, Off Western Express Highway, Andheri (E), Mumbai-400 069.

Date and Time: 9th September, 2009 at 10.00 a.m.

Special Resolutions passed: Variation in managerial remuneration of Mr. Rajesh Murarka, Chief Financial Officer.

- **Special Resolution passed through Postal Ballot:**

No Special Resolutions were passed through Postal Ballot during the FY 2011-12. None of the businesses proposed to be transacted in the ensuing Annual General Meeting required passing of a Special Resolution through Postal Ballot.

4. DISCLOSURES:

- **Materially significant related party transactions which may have potential conflict with the interests of the Company at large:**

During the FY 2011-12, there were no transactions of material nature with the Directors

REPORT ON CORPORATE GOVERNANCE

or the Management or their Subsidiaries or Relatives that had potential conflict with the interest of the Company. The details of transactions with the related parties are tabled before the Audit Committee on a quarterly basis. The register of contracts containing the transactions in which the Directors are interested are placed regularly before the Board for their approval/signature.

- **Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange / SEBI / Statutory Authorities on any matter related to Capital Markets during last three years:**

The Company has complied with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

- **Directors disqualification under Section 274(1)(g) and any other provisions of Companies Act, 1956.**

None of the Directors are disqualified under Section 274(1)(g) of the Companies Act, 1956

- **Proceeds from IPO & Preferential Issues**

The Company discloses to the Audit Committee, the uses/ applications of proceeds/ funds raised from Preferential Allotment of Convertible Share Warrants as part of its quarterly review of financial results till the proceeds are used for the objects of the Issue.

- **Material Non-listed Subsidiary Companies as defined in Clause 49 of the Listing Agreement with the Stock Exchange.**

M/s. Ladderup Corporate Advisory Private Limited

- **Reconciliation of Share Capital Audit:**

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

- **Adoption of Insider Trading Policy:**

The Company has implemented a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities Exchange Board of India ("SEBI"), which has been laid down for employees, connected persons and persons deemed to be connected, while trading in the securities of the Company. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. The Code of Conduct for Insider Trading is adopted by the Board and uploaded on the website of the Company.

- **Adoption of Code of Conduct:**

The Board of Directors have approved and adopted a Code of Conduct for the Members of the Board and Senior Managerial Personnel of the Company. This Code of Conduct is posted on the website of the Company and the Members of the Board and Senior Management have affirmed the annual compliance of the Code.

REPORT ON CORPORATE GOVERNANCE

Declaration as required under Clause 49 of the Listing Agreement

All Directors and Senior Managerial Personnel of the Company have affirmed compliance and adoption of the Code of Conduct for the financial year ended 31st March, 2012.

Parimal Sheth

Mumbai, 4th August, 2012

Whole-time Director & CEO

● **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Clause 49 of the Listing Agreement.**

The Company is compliant with all the mandatory requirements of Clause 49 of the Listing Agreement. As far as the non-mandatory recommendations are concerned, the Board has complied with the following suggestions:

(i) Remuneration Committee:

The Board has constituted a Committee under the nomenclature "Remuneration Committee", the details of which are provided in this Report under the section Board Committees.

(ii) Audit Qualification:

The Company has taken steps towards regime of unqualified financial statement of the Company. There are no qualifications in the Company's financial statements for the year ended 31st March, 2012.

5. MEANS OF COMMUNICATION:

The quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchange in terms of the requirements of Clause 41 of the Listing Agreement. The Audited/ Un-Audited Results are published in Business Standard, (English daily) and in Mumbai Lakshadweep, (Marathi daily) being the regional language and also displayed on the website of the Company www.ladderup.com shortly after its submission to the Stock Exchange. No official news release and presentations to the Institutional Investors or Analysts are made by the Company.

The Company's website is a comprehensive reference on Ladderup's vision, mission, policies, corporate governance, investor relation, updates and news. The section on "Investor Relations" on the website serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to Stock Exchange, Registrars, Share Transfer Agents among others.

6. GENERAL SHAREHOLDERS' INFORMATION:

7.1 Annual General Meeting:

- | | |
|----------------------|---|
| - Day, Date and Time | : Saturday, 29 th September, 2012
at 10.00 a.m. |
| - Venue | : Hotel Mirage, International Airport
Approach Road, Off. Andheri Kurla Road,
Marol, Andheri (East), Mumbai 400 059 |

7.2 Financial Year/Calendar 2011-12 (Tentative):

Results for first quarter ended June 30, 2012 : On 4th August, 2012

REPORT ON CORPORATE GOVERNANCE

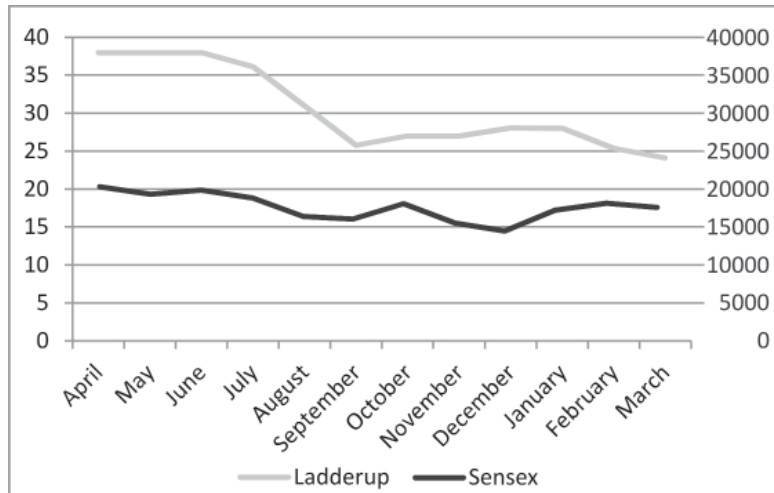
- Results for second quarter ending September 30, 2012 : On or before 14th November, 2012
- Results for third quarter ending December 31, 2012 : On or before 14th February, 2013
- Results for financial year ending March 31, 2013 : On or before 30th May, 2013
- 7.3 Book Closure date** : 22nd September, 2012 to 29th September, 2012 (both days inclusive for the purpose of AGM & dividend)
- 7.4 Listing of Equity Shares on Stock Exchange** : Bombay Stock Exchange
- 7.5 Stock Code** : 530577
- 7.6 Demat ISIN Number in NSDL and CDSL** : INE 519D01015
- 7.7 Registrar and Share Transfer Agents** : M/s. Sharex Dynamic (India) Private Limited
- 7.8 Share Transfer System** : Share Transfers and Share Certificates are processed and returned within 30 days from the date of receipt subject to the documents being valid and complete in all respects. A summary of transfers/transmission of securities of the Company from the Registrar and Transfer Agent is placed before every Shareholder's Grievance Committee Meeting.
- 7.9 Outstanding Warrants** : The Company issued 50,00,000 Convertible Share Warrants of face value of ₹ 10/- each having a premium of ₹ 20/- on 25th October, 2010. Upon receipt of full Share Application Money of ₹ 15,00,00,000/-, the Company converted the Warrants into Equity Shares on 24th April, 2012. Due to the said conversion, the Paid-up Capital of the Company increased from ₹ 7,85,26,000/- to ₹ 12,85,26,000/- on that date.
- 7.10 Plant Location** : Since the Company is dealing in shares, stocks and other non fund based activities, the information about Plant Location is not applicable.

REPORT ON CORPORATE GOVERNANCE

7.11 The Market Price Data of the Company are as given below:

No.	Period	Bombay Stock Exchange	
		High (₹)	Low (₹)
1.	April-11	32.00	28.00
2.	May-11	37.95	32.00
3.	June-11	37.95	32.00
4.	July-11	36.10	36.10
5.	August-11	36.10	30.95
6.	September-11	30.95	25.75
7.	October-11	27.00	25.75
8.	November-11	27.00	25.75
9.	December-11	28.05	26.90
10.	January-12	28.00	26.70
11.	February-12	26.65	25.35
12.	March-12	24.10	24.10

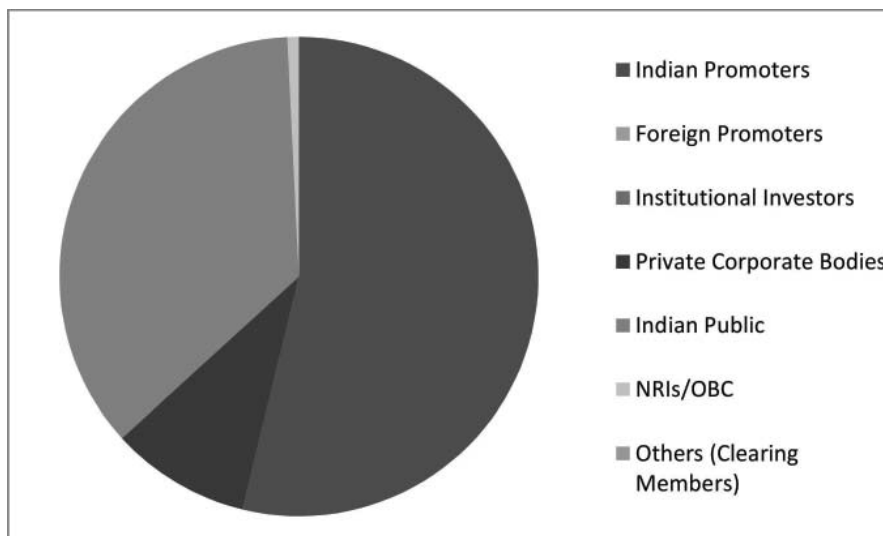
7.12 Share Price performance in comparison to broad-based indices - BSE Sensex during the year



7.13 Distribution of Shareholding as on 31st March, 2012:

Distribution of Shares (Slab-Wise)	Shareholders		Share Amount	
	Nos.	% of Total Nos.	Amt. In Lacs	% of Total Amt.
Upto 5000	618	91.02	9.56	1.22
5001-10000	17	2.50	8.63	1.10
10001- 100000	26	3.83	33.40	4.25
1,00,000 & Above	18	2.65	733.67	93.43
Total	679	100.00	785.26	100.00

REPORT ON CORPORATE GOVERNANCE



Shareholding Pattern as on 31st March, 2012:

Category	No. of Shares	% of Shares
Indian Promoters	4,223,750	53.787
Foreign Promoters	0	0
Persons Acting in Concerts	0	0
Institutional Investors	0	0
Private Corporate Bodies	740,649	9.432
Indian Public	2,827,601	36.009
NRIs/OBC	60,600	0.772
Others (Clearing Members)	0	0
	7,852,600	100

7.14 Address for Correspondence:

(i) Investors Correspondence

: For Shares held in Physical Form

M/s. Sharex Dynamic (India) Private Limited.

Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072

Phone. 022-2851 5606.

For Shares held in Demat Form

To the respective Depository Participants.

(ii) Any query on Annual Report

: Parimal Sheth, Compliance Officer
Ladderup Finance Limited

REPORT ON CORPORATE GOVERNANCE

A-204, Rajeshri Accord, Telly Cross Lane,
Off S.N. Road, Andheri East,
Mumbai – 400 069

Phone: 022-4033 6363, Fax: 022-4033 6364

E-mail Id for Investor Grievance : investor@ladderup.com

(iii) Corporate Website : www.ladderup.com

For and on behalf of the Board of Directors

Date : 4th August, 2012
Place : Mumbai

Sunil Goyal
Managing Director

Parimal Sheth
Whole-time Director & CEO

CORPORATE GOVERNANCE CERTIFICATE

The Members,

Ladderup Finance Limited

We have examined the compliance of the conditions of Corporate Governance by Ladderup Finance Limited ("the Company"), for the financial year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by The Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with 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 according to the explanations given to us, and the representations made by the Directors and the Management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement during the financial year 2011-12.

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

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Date: 4th August, 2012
Place: Mumbai

Sampat Khurdia
Partner
Mem.No. 33615

CEO/CFO CERTIFICATION

**The Board of Directors,
LADDERUP FINANCE LIMITED**
A-204, Rajeshri Accord,
Telly Cross Lane, Off S. N. Road,
Andheri (East), Mumbai – 400 069.

We hereby certify that for the financial year ended 31st March, 2012 on the basis of the review of the financial statements and to the best of our knowledge and belief that:-

1. these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. 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
4. we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. we further certify that:
 - a) There have been no significant changes in internal control for the financial year ended, 31st March, 2012;
 - b) There have been no significant changes in accounting policies for the financial year ended, 31st March, 2012;
 - c) There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

FOR LADDERUP FINANCE LIMITED

FOR LADDERUP FINANCE LIMITED

Parimal Sheth
Chief Executive Officer

Sunil Goyal
Managing Director

Date : 4th August, 2012
Place : Mumbai

AUDITORS' REPORT

The Members,

We have audited the attached Balance Sheet of **Ladderup Finance Limited** as at 31st March, 2012 and also the annexed Statement of Profit and Loss and Cash Flow Statement for the year ended on that date. 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.

1. 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 misstatements. 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.
2. As required by the Companies (Auditors Report) Order, 2003 and amendments thereto issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company as it appears from our examination of such books.
 - c) The Company's Balance Sheet and Statement of Profit & Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement comply in all material aspects with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
 - e) On the basis of written representation received from the directors as on 31st March, 2012 and taken on record by the Board, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with 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 case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 and
 - (ii) In case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
 - (iii) In case of Cash flow Statement, of the cash flows for the year ended on that date.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Place : Mumbai
Date : 26th May, 2012

Sampat Khurdia
Partner
Mem No : 33615

ANNEXURE TO AUDITORS REPORT

Annexure referred to in Paragraph 2 of the Auditors Report to the members of **Ladderup Finance Limited** for the year ended 31st March, 2012.

As required by the Companies (Auditors Report) Order, 2003 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (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 during the year and in our opinion the interval of physical verification is reasonable. No material discrepancies have been noticed on such physical verification.
 - c) The Company has not disposed off substantial fixed assets during the year.
- (ii)
 - a) The inventories of shares & securities have been physically verified by the management during the year at reasonable intervals.
 - b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories and no discrepancies have been noticed on physical verification of inventories as compared to book records.
- (iii)
 - a) The Company has granted unsecured loan (receivable on call basis) to its three subsidiaries covered in the register maintained under Section 301 of the Companies Act, 1956. The aggregate maximum amount outstanding during the year was ₹. 72,99,172/- and year end balance of such loans was ₹. 20,08,045/-.
 - b) The rate of interest and other terms & conditions on which loans have been granted are prima facie, not prejudicial to the interest of the Company.
 - c) In view of our comments in para iii (a) & (b) above, Clauses 4 (iii) (c) and (d) of the said Order are not applicable.
 - d) The Company has not taken unsecured loans from parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - e) In view of our comments in para (iii) (d) above, Clause 4 (iii) (f) and (g) of the said Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- v)
 - a) Based on our audit procedures performed by us, we are of the opinion that particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
 - b) The transaction made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regards to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The Company does not have a formal internal audit system. However, according to the information

ANNEXURE TO AUDITORS REPORT

and explanations given to us, operating control systems are commensurate with the size of the Company and nature of its business.

- (viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for the Company.
- (ix) a) The Company is regular in depositing undisputed statutory dues including Income Tax and Service Tax with appropriate authorities. There are no arrears of outstanding of these dues as at the last day of the financial year for a period of more than six months from the date they became payable. The laws relating to Provident Fund, Investor Education Protection Fund, Employee State Insurance, Sales Tax, Wealth Tax, Custom Duty, Excise Duty and Cess do not apply to the Company for the year under report.
- b) According to the information and explanations given to us, the Company has no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of disputes with the related authorities.
- (x) The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the current financial year and in the immediately preceding financial year.
- (xi) The Company has no dues to any financial institution, bank or debenture holders except in respect of vehicle loans.
- (xii) The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.
- (xiv) Based on the records examined by us, the Company is maintaining proper records of the transactions and contracts and timely entries have been made in respect of all the securities transactions and the same have been held by the Company in its own name except to the exemption, if any, granted under Section 49 of the Act.
- (xv) The Company has not given any guarantees for loan taken by others from banks and financial institutions.
- (xvi) The Company has applied the term loans during the year for the purpose they were obtained.
- (xvii) On an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by way of public issue during the year.
- (xxi) We report that no fraud on or by the Company has been noticed or reported during the year.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Place : Mumbai
Date : 26th May, 2012

Sampat Khurdia
Partner
Mem No : 33615

The Board of Directors,
Ladderup Finance Limited

As required by the "Non-Banking Financial Companies Auditors' Report (Reserve Bank) Direction, 1998" vide notification No. DFC.117/DG (SPT)-98 dated January 2nd, 1998 issued by Reserve Bank of India (RBI), and based on the books and records verified by us and according to the information and explanation given to us during the course of our audit, we give hereunder our report on matters specified in paragraphs 3 of the said Directions.

1. The Company has applied for the registration as provided in the Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and the Company has received Certificate of Registration No.13.00063 dated 24th February, 1998 from Reserve Bank of India, Department of Non-Banking Supervision, Mumbai Regional Office.
2. The Board of Directors in their meeting held on **26th May, 2012** has passed a resolution for non-acceptance of any public deposit without prior approval of Reserve Bank of India in writing.
3. As per the information and explanation given to us and as appears from the books of account of the Company, it has not accepted any deposit from the public during the year ended on 31st March, 2012.
4. In our opinion and as per the information and explanation given to us the Company has complied with prudential norms relating to income recognition, accounting standard, asset classification, and provisioning of bad and doubtful debt as applicable to it for the year ended on 31st March, 2012.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Place : Mumbai
Date : 26th May, 2012

Sampat Khurdia
Partner
Mem No : 33615

BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in ₹)

Particulars	Note Nos.	As at 31.03.2012	As at 31.03.2011
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	78,526,000	78,526,000
Reserves and Surplus	3	73,384,725	70,531,855
Money received against Share Warrants		129,750,000	107,100,000
		281,660,725	256,157,855
Non-Current Liabilities			
Long-term Borrowings	4	144,028	492,814
Deferred Tax Liabilities (Net)	5	37,860	169,656
		181,888	662,470
Current Liabilities			
Trade Payables	6	38,970	1,622,835
Other Current Liabilities	7	352,259	327,435
Short-term Provisions	8	9,650,717	7,856,266
		10,041,946	9,806,536
	Total	291,884,559	266,626,861
ASSETS			
Non-Current Assets			
Fixed Assets	9		
- Tangible Assets		3,678,344	4,952,696
Non-Current Investments	10	196,181,975	151,908,458
Long-term Loans and Advances	11	20,253,322	2,401,276
		220,113,641	159,262,430
Current Assets			
Current Investments	12	2,691,201	19,263,583
Inventories	13	-	507,652
Cash and Cash Equivalents	14	1,067,470	1,008,332
Short-term Loans and Advances	15	68,012,247	86,584,864
		71,770,918	107,364,431
	Total	291,884,559	266,626,861
Significant Accounting Policies	1		
Accompanying Notes to Accounts	21		

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner
Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

Particulars	Note Nos.	Year Ended 31.03.2012	Year Ended 31.03.2011
REVENUE			
Revenue from Operations	16	16,745,909	17,672,171
		16,745,909	17,672,171
EXPENSES			
Changes in Inventories of Shares & Securities	17	507,652	3,202,328
Finance Costs	18	55,731	46,974
Depreciation and Amortization Expenses	9	381,629	362,060
Other Expenses	19	1,577,793	3,186,767
		2,522,805	6,798,129
Profit Before Tax		14,223,104	10,874,042
Less : Tax Expenses			
Current Tax		1,600,000	1,220,000
Deferred Tax	5	(131,796)	43,668
Taxation of earlier years		228,453	71,152
Profit for the year		12,526,447	9,539,222
Earnings per Equity Share: (Nominal Value of ₹ 10/- each)	20		
- Basic		1.60	1.21
- Diluted		1.60	1.21
Significant Accounting Policies	1		
Accompanying Notes to Accounts	21		

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner
Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
A. Cash Flow from Operating Activities		
Profit Before Tax	14,223,104	10,874,041
Adjustments for:		
Depreciation on Fixed Assets	381,629	362,060
Loss on Sale of Fixed Assets	409,863	-
Interest	53,051	44,424
Operating Profit before working capital changes	15,067,647	11,280,525
Adjustments for :		
(Increase) / Decrease in Inventories	507,652	3,202,328
(Increase) / Decrease in Trade Receivables	-	2,152,166
(Increase) / Decrease in Short-term Loans and Advances	18,572,616	(62,573,192)
(Increase) / Decrease in Long-term Loans and Advances	45,000	-
Increase / (Decrease) in Trade Payables	(1,583,864)	52,558
Increase / (Decrease) in Other Current Liabilities	24,825	(582,526)
Cash generated from Operations	32,633,876	(46,468,141)
Income Tax paid	(1,600,501)	(986,706)
Net Cash Flow from/ (used in) Operating Activities	(A) 31,033,375	(47,454,847)
B. Cash Flow from Investing Activities		
Purchase of Investments	(154,879,725)	(177,724,276)
Purchase of Fixed Assets	-	(1,741,438)
Sale Proceeds from Investments	113,551,722	135,244,702
Sale/ (Purchase) of stake in Partnership Firm	13,626,869	(5,862,676)
Sales of Fixed Assets	460,000	-
Net Cash Flow used in Investing Activities	(B) (27,241,134)	(50,083,688)
C. Cash Flow from Financing Activities		
Proceeds / (repayment) of Long term borrowings	(348,786)	814,793
Proceeds / (repayment) of Short term borrowings	-	(11,725,000)
Issue of Share Warrants	22,650,000	107,100,000
Share Application Money	(18,125,000)	-
Interest	(53,051)	(44,423)
Dividend and Taxes paid thereon	(7,856,266)	-
Net Cash Flow from Financing Activities	(C) (3,733,103)	96,145,370
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	59,138	(1,393,165)
Add : Opening Cash and Cash Equivalents	1,008,332	2,401,497
Closing Cash and Cash Equivalents	1,067,470	1,008,332

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

Notes:

Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows :

Particulars	As at 31.03.2012	As at 31.03.2011
Cash in Hand	30,078	34,808
Bank Balances	1,037,392	973,524
	1,067,470	1,008,332
Significant Accounting Policies	Note 1	
Accompanying Notes to Accounts	Note 21	

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner
Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

Note 1 : Significant Accounting Policies

A Basis of Preparation of Financial Statements :

The Financial Statements are prepared under the historical cost convention, on a going concern concept and in compliance with the Accounting Standards issued by the ICAI/Companies (Accounting Standard), Rules, 2006. The Company follows mercantile system of accounting and recognizes Income & Expenditure on accrual basis to the extent measurable and where there is certainty of ultimate realization in respect of incomes. Accounting Policies not specifically referred to otherwise, are consistent and in consonance with the generally accepted Accounting Principles.

B Use of Estimates:

The preparation of Financial Statements are in conformity with generally accepted accounting principles which requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Differences between actual and estimated results are recognized in the period in which the results are materialized.

C For the financial year ended 31st March, 2012, the Revised Schedule VI notified under the Companies Act, 1956, is applicable to the Company, for presentation and disclosures in financial statements. The Company has reclassified the previous year's figures in accordance with the Revised Schedule VI as applicable in the current year.

D Revenue Recognition :

- i) Profit or Loss from dealing in Shares and Securities are recognized on settlement dates.
- ii) Dividend on Shares is being considered when the right to receive payment is established.
- iii) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

E Fixed Assets:

Fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost of acquisition comprises the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use.

F Depreciation:

- i) Depreciation on Fixed Assets is provided on 'Straight Line Method' at the rates and in the manner as specified in Schedule XIV of the Companies Act, 1956.
- ii) Depreciation on Revalued Assets to the extent of revaluation is charged from Revaluation Reserve.

G Impairment of Fixed Assets:

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the ICAI/Companies (Accounting Standard), Rules, 2006. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

H Investments:

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as Long Term Investments and are carried at cost less any provision for permanent diminution in value. Investments other than Long Term Investments being Current Investments are valued at cost or fair value whichever is lower.

I Accounting for Taxes of Income:

Current Taxes

Provision for current Income-Tax is recognized in accordance with the provisions of Indian Income-Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred Tax Assets and Liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for Income Taxes and the profits as per the Financial Statements. Deferred Tax Assets and Liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred Tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

J Employee Benefits :

- i) Company's contribution to Provident Fund and Other Funds for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.
- ii) Liability for Leave Encashment Benefits has been provided on accrual basis.
- iii) Retirement Benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

K Provisions and Contingent Liabilities:

- i) Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Payments in respect of such demands, if any, are shown as advances.
- ii) Contingent Liabilities under various fiscal laws includes those in respect of which the Company/Department is in appeal.
- iii) Contingent Liabilities if any, are disclosed by way of notes.

L Prior Period Items:

Material amount of Income and Expenditure pertaining to prior years are disclosed separately.

M Inventories:

Stock of Shares and Securities is valued at lower of Cost or Market Value.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Notes 2 :- Share Capital

a. Details of Authorised, Issued and Subscribed Share Capital

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Authorised Capital 15,000,000 Equity Shares of ₹ 10/- each	150,000,000	150,000,000
Issued Capital 7,852,600 Equity Shares of ₹ 10/- each	78,526,000	78,526,000
Subscribed and Paid-up Capital 7,852,600 Equity Shares of ₹ 10/- each	78,526,000	78,526,000
	78,526,000	78,526,000

b. Terms & Conditions

The Company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity Share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

c. Shareholders having more than 5 % shareholding

(Amount in ₹)

Name of the Shareholders	As at 31.03.2012		As at 31.03.2011	
	No. of Equity Shares held	%	No. of Equity Share held	%
Ladderup Securities Pvt. Ltd.	1,005,900	12.81%	1,005,900	12.81%
Quiet Investments Pvt. Ltd.	979,600	12.47%	979,600	12.47%
Sonu Portfolio Services Pvt. Ltd.	840,850	10.71%	840,850	10.71%
Shikha Financial Services	642,880	8.19%	-	-
Chetan Securities Pvt. Ltd.	397,400	5.06%	397,400	5.06%
Anmol Insurance Consultants Pvt. Ltd.	-	-	400,000	5.09%
Colby Mall Developers Co. Pvt. Ltd.	-	-	400,000	5.09%

d. Reconciliation of number of shares

(Amount in ₹)

Particulars	As at 31.03.2012		As at 31.03.2011	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	7,852,600	78,526,000	7,852,600	78,526,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,852,600	78,526,000	7,852,600	78,526,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 3 : Reserves and Surplus

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
a. Capital Reserve		
Opening Balance	300,000	300,000
Closing Balance	300,000	300,000
b. Securities Premium Account		
Opening Balance	38,500,000	38,500,000
Closing Balance	38,500,000	38,500,000
c. Revaluation Reserve		
Opening Balance	1,019,479	1,042,339
Less : Written back in Current Year	22,860	22,860
Closing Balance	996,619	1,019,479
d. Special Reserve under Section 451C of RBI Act		
Opening Balance	7,658,492	5,750,648
Add : Transfer during the year	2,505,289	1,907,844
Closing Balance	10,163,781	7,658,492
e. General Reserve		
Opening Balance	250,000	250,000
Closing Balance	250,000	250,000
f. Surplus		
Opening Balance	22,803,884	23,028,772
Add : Net Profit for the year	12,526,447	9,539,222
Less : Proposed Dividends	9,639,450	7,852,600
Less : Tax on Proposed Dividends	11,267	3,666
Less : Transfer to Reserves	2,505,289	1,907,844
Closing Balance	23,174,325	22,803,884
Total	73,384,725	70,531,855

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 4 : Long-Term Borrowings

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Secured		
Vehicle Loan	492,814	814,793
Less: Current Maturities of Long Term Debt (disclosed under Other Current Liabilities)	(348,786)	(321,979)
Total	144,028	492,814

Above Vehicle Loan is secured by hypothecation of vehicle financed. The loan carries rate of interest @ 8% p.a. and repayable in 35 equal installments starting from October, 2010.

Note 5 : Deferred Tax Liabilities (Net)

The major components of Deferred Tax Liability / Asset as recognised in the Financial Statement is as follows:

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Deferred Tax Liability		
Fixed Assets : Impact of difference between tax depreciation and depreciation charged for the financial reporting	37,860	169,656
Net	37,860	169,656

Note 6 : Trade Payables

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Trade Payables Other than Micro and Small Enterprises	38,970	1,622,835
Total	38,970	1,622,835

As on 31.03.2012, there are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 7 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Current Maturities of Long Term Debt	348,786	321,979
Duties & Taxes Payable	3,473	5,456
Total	352,259	327,435

Note 8 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Proposed Dividend	9,639,450	7,852,600
Tax on Proposed Dividend	11,267	3,666
Total	9,650,717	7,856,266

Note 10 : Non-Current Investments

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
(Valued at Cost, unless stated otherwise)		
Trade Investments (See Annexure "A")		
Investment in Equity Instruments	194,202,434	131,302,098
Investments in Preference Shares	1,979,541	1,979,541
Investment in Partnership Firm	-	13,626,869
Other Non-Current Investments	-	4,999,950
Total	196,181,975	151,908,458

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Aggregate Market Value of Quoted Investments	103,661,856	65,071,139
Aggregate Book Value of Quoted Investments	105,512,344	66,578,208
Aggregate Value of Unquoted Investments	90,669,631	85,330,250

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 9 : Fixed Assets

(Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	As at 01.04.2011	Deletions during the year	As at 31.03.2012	Up to 31.03.2011	Depreciation charged for the year	Adjustments due to revaluations	Adjustments on disposals	Up to 31.03.2012	As at 31.03.2012	As at 31.03.2011
Tangible Assets										
Premises	2,078,750	-	2,078,750	571,715	11,024	22,860	-	605,598	1,473,152	1,507,035
Furniture & Fixtures	748,433	-	748,433	286,760	47,376	-	-	334,136	414,297	461,672
Vehicles	3,633,592	(1,892,154)	1,741,438	988,402	292,240	-	(1,022,289)	258,353	1,483,085	2,645,190
Office Equipments	352,850	-	352,850	237,142	16,760	-	-	253,902	98,948	115,708
Computers	1,187,485	-	1,187,485	1,187,485	-	-	-	1,187,485	-	-
Air Conditioners	299,552	-	299,552	76,461	14,229	-	-	90,690	208,862	223,091
Total	8,300,662	(1,892,154)	6,408,508	3,347,965	381,629	22,860	(1,022,289)	2,730,164	3,678,344	4,952,696
Previous Year	6,559,224	1,741,438	8,300,662	2,963,046	362,060	22,860	-	3,347,965	4,952,696	3,596,178

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 11 : Long-term Loans and Advances

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Security Deposits (Unsecured, considered Good)		
- To Related Parties	2,035,000	2,035,000
- To Others	-	45,000
	2,035,000	2,080,000
Other Loans and Advances		
Advance Tax & TDS (Net of Provisions)	93,322	321,276
Share Application Money (Unsecured, considered Good)		
- To Others	18,125,000	-
	18,218,322	321,276
Total	20,253,322	2,401,276

Loans & Advances to Related Parties includes :

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Key Management Personnel		
Sunil Goyal	300,000	300,000
Manoj Singrodia	500,000	500,000
Relatives of Key Management Personnel		
Santosh Singrodia	935,000	935,000
Usha Goyal	300,000	300,000
Total	2,035,000	2,035,000

Note 12 : Current Investments

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
(Valued at lower of cost or fair value, unless stated otherwise) (See Annexure "A")		
Investments in Mutual Funds	2,691,201	19,263,583
Total	2,691,201	19,263,583

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Aggregate Market Value of Quoted Investments	-	-
Aggregate NAV of Unquoted Investments	2,691,201	19,263,583
Aggregate Value of Unquoted Investments	2,691,201	19,263,583

Note 13 : Inventories

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
(As taken, valued & certified by the management)		
Shares & Securities	-	507,652
Total	-	507,652

Note 14 : Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Balances with Banks		
- Current Account	1,037,392	973,524
Cash on Hand	30,078	34,808
Total	1,067,470	1,008,332

Note 15 : Short-term Loans and Advances

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Loans and Advances (Unsecured, considered Good)		
- To Related Parties	5,634,914	5,976,171
- To Others	62,369,384	80,574,793
	68,004,298	86,550,964
Other Loans and Advances (Unsecured, considered Good)		
Prepaid Expenses	7,949	33,900
Total	68,012,247	86,584,864

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Loans & Advances to Related Parties include :

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Subsidiary Companies		
Ladderup Corporate Advisory Pvt. Ltd.	-	4,008,284
Ladderup Insurance Broking Pvt. Ltd.	-	60,000
Ladderup Wealth Management Pvt. Ltd.	2,008,045	1,907,887
Other Related Party		
New India Spinning Company	3,626,869	-
	5,634,914	5,976,171

Note 16 : Revenue from Operations

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Interest	5,513,889	2,707,296
Others		
Sale of Shares & Securities	673,313	3,200,000
Profit from Sale of Shares & Securities	399,495	7,200,843
Bad Debts Recovered	-	15,000
Share of Profit from Partnership Firm	-	3,362,676
Dividend		
- from Subsidiary Companies	7,830,000	-
- from Others	2,329,212	1,186,356
Total	16,745,909	17,672,171

Note 17 : Changes in Inventories of Shares & Securities

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Closing Inventory of Shares & Securities	-	507,652
Opening inventory of Shares & Securities	507,652	3,709,980
Net	(507,652)	(3,202,328)

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 18 : Finance Costs

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Bank Charges	2,680	2,550
Interest Expense	53,051	44,424
Total	55,731	46,974

Note 19 : Other Expenses

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Rent	88,988	101,700
Communication Cost	12,196	12,660
Insurance	10,185	19,437
Travelling & Conveyance	15,169	2,268
Professional Fees	20,750	42,500
Printing & Stationery	18,343	55,870
Advertisements	85,681	103,233
Payment to Auditors	30,000	20,000
Statutory Expenses	93,996	485,458
Loss on Sale of Fixed Assets	409,863	-
Bad Debts Written Off	-	1,993,400
Director Sitting Fees	55,000	53,000
Securities Transaction Tax	62,276	212,998
Donations	421,000	-
Miscellaneous Expenses	254,346	84,243
Total	1,577,793	3,186,767

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Payment to Auditors include :

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Audit Fees	22,500	15,000
Tax Audit Fees	6,000	4,000
Other Services	1,500	1,000
Total	30,000	20,000

Exclusive of Service Tax

Note 20 : Earnings per Equity Share:

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Basic Earnings Per Share		
Profit attributable to Equity Shareholders	12,526,447	9,539,222
Weighted Average number of Equity Shares	7,852,600	7,852,600
Basic Earnings Per Share	1.60	1.21
Face Value Per Share	10	10
Dilutive Earnings Per Share		
Profit after adjusting Interest on potential Equity Shares	12,526,447	9,539,222
Weighted Average number of Equity Share after considering potential Equity Shares	7,852,600	7,852,600
Dilutive Earnings Per Share	1.60	1.21
Face Value Per Share	10	10

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 21 : Accompanying Notes to Accounts

- A) In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- B) Some of the Sundry Debtors, Sundry Creditors, Loans and Advances are subject to confirmation and reconciliation. Consequential Adjustment thereof, if any, will be given effect into the books of account in the year of such adjustment.

C) Disclosure pursuant to Accounting Standard – 15 “Employee Benefits”

No Provision for retirement benefits in terms of the Accounting Standard (AS)- 15 (Revised) is required, since the Company did not have any employees during the year.

D) Segment Reporting

a. Basis of preparation

In accordance with the requirements of Accounting Standard–17 “Segment Reporting”, issued by ICAI/Companies (Accounting Standards) Rules, 2006 the Company’s business activities can be classified into two segments namely Investment & Trading in Shares & Securities, and Finance Activities. The information about all the segments are given below.

b. Information about Primary Segments –Business Segments:

Segment Information

Particulars	31.03.2012		31.03.2011	
Segment Revenue (Net) from Sales to External				
Investment & Trading Activities	11,232,020		14,949,875	
Finance Activities	5,513,889		2,722,296	
Total		16,745,909		17,672,171
Segment Results -				
Investment & Trading Activities	11,154,004		11,499,725	
Finance Activities	5,513,889		2,722,296	
Total		16,667,893		14,222,021
Less: Unallocated Corporate Expenses -		2,444,789		3,347,979
Profit before Tax		14,223,104		10,874,042
Less : Tax Expense		1,696,657		1,334,820
Net Profit		12,526,447		9,539,222

Note :

Fixed Assets and Other Assets used in the Company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets are used interchangeably between segments. Hence, it is not practicable to provide segment disclosures relating to total assets and liabilities.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

E) Related Party Disclosures

a. List of Related Parties

Name of the Parties	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Manoj Singrodia	Director
Mr. Parimal Sheth	Whole-time Director & CEO
Mr. Deepak Ladha (w.e.f. 11.08.2011)	Executive Director
Mr. Rajesh Murarka (Resigned w.e.f. 06.01.2012)	Executive Director
Mrs. Usha Goyal	Relative of Key Management Personnel
Mrs. Santosh Singrodia	Relative of Key Management Personnel
Ladderup Corporate Advisory Private Limited	Subsidiary Company
Ladderup Wealth Management Private Limited	Subsidiary Company
Ladderup Insurance Broking Pvt. Ltd.	Subsidiary Company
Singrodia Goyal & Co	Enterprises over which key management personnel or their relatives are able to exercise significant influence
Quiet Investments Pvt. Ltd.	Enterprises over which key management personnel or their relatives are able to exercise significant influence
Ladderup Securities Pvt. Ltd.	Enterprises over which key management personnel or their relatives are able to exercise significant influence
Sonu Portfolio Services Pvt. Ltd.	Enterprises over which key management personnel or their relatives are able to exercise significant influence
New India Spinning Company (upto 31.03.2011)	Partnership Firm
New India Spinning Company (w.e.f. 01.04.2011)	Enterprises over which key management personnel or their relatives are able to exercise significant influence

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

b. Transactions with Related Parties :

Name of the Parties	Nature of Transaction	Year ended 31.03.2012	Year ended 31.03.2011
Mr. Sunil Goyal	Rent Paid	18,244	20,856
Mr. Manoj Singrodia	Rent Paid	26,250	30,000
Mr. Manoj Singrodia	Director Sitting Fees	-	8,000
Mrs. Usha Goyal	Rent Paid	18,244	20,856
Mrs. Usha Goyal	Purchase of Shares	-	35,000
Mrs. Santosh Singrodia	Rent Paid	26,250	30,000
Mrs. Santosh Singrodia	Purchase of Shares	-	50,000
Ladderup Corporate Advisory Pvt. Ltd.	Loan Granted	3,370,000	7,000,000
Ladderup Corporate Advisory Pvt. Ltd.	Repayment of Loan given	7,472,949	3,058,949
Ladderup Corporate Advisory Pvt. Ltd.	Interest Income	94,665	67,233
Ladderup Wealth Management Pvt. Ltd.	Loan Granted	2,370,000	1,650,000
Ladderup Wealth Management Pvt. Ltd.	Repayment of Loan given	2,425,574	714,091
Ladderup Wealth Management Pvt. Ltd.	Interest Income	155,732	140,902
Ladderup Wealth Management Pvt. Ltd.	Professional Fees paid	-	37,500
Ladderup Insurance Broking Pvt. Ltd.	Loan Granted	570,000	60,000
Ladderup Insurance Broking Pvt. Ltd.	Interest Income	7,795	-
Ladderup Insurance Broking Pvt. Ltd.	Repayment of Loan given	637,795	-
Ladderup Insurance Broking Pvt. Ltd.	Investment in Shares	5,206,250	-
Ladderup Insurance Broking Pvt. Ltd.	Investment in Subsidiary Company	-	85,000
Singrodia Goyal & Co.	Allocation of Expenses	444,612	305,100
Quiet Investments Pvt. Ltd.	Receipt of Warrant Money	16,750,000	6,000,000
Quiet Investments Pvt. Ltd.	Sale of Shares	-	3,200,000
Ladderup Securities Pvt. Ltd.	Unsecured Loan taken	-	4,920,000
Ladderup Securities Pvt. Ltd.	Repayment of Loan	-	16,645,000
Ladderup Securities Pvt. Ltd.	Receipt of Warrant Money	-	27,000,000
Sonu Portfolio Services Pvt. Ltd.	Receipt of Warrant Money	5,900,000	6,000,000
New India Spinning Company	Investment in Partnership Firm	(13,626,869)	2,500,000
New India Spinning Company	Loan Granted	3,626,869	-

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

c. Balance Outstanding of Related Parties : (Amount in ₹)

Name of the Parties	Receivable / Payable	Year ended 31.03.2012	Year ended 31.03.2011
Mr. Sunil Goyal	Receivable	300,000	300,000
Mr. Manoj Singrodia	Receivable	500,000	500,000
Mrs. Usha Goyal	Receivable	300,000	300,000
Mrs Santosh Singrodia	Receivable	935,000	935,000
Ladderup Corporate Advisory Pvt. Ltd.	Receivable	-	4,008,284
Ladderup Wealth Management Pvt. Ltd.	Receivable	2,008,045	1,907,887
Ladderup Wealth Management Pvt. Ltd.	Payable	-	25,000
Ladderup Insurance Broking Pvt. Ltd.	Receivable	-	60,000
New India Spinning Company	Investment in Partnership Firm	-	13,626,869
New India Spinning Company	Receivable	3,626,869	-

F) Proposed Dividend

Information in respect of Proposed Dividend to the Equity Shareholders for the year ended 31st March, 2012:

Particulars	Year ended 31.03.2012	Year ended 31.03.2011
Amount of Proposed Dividend	9,639,450	7,852,600
Proposed Dividend Per Share	0.75	1.00
Tax on Proposed Dividend	11,267	3,666
Transfer to General Reserve	-	-

G) Additional Information pursuant to Clause 32 of Listing Agreement

Particulars	As at 31.03.2012		As at 31.03.2011	
	Amount	Maximum Amount Outstanding	Amount	Maximum Amount Outstanding
Ladderup Corporate Advisory Pvt. Ltd.	-	4,008,284	4,008,284	4,008,284
Ladderup Wealth Management Pvt. Ltd.	2,008,045	2,653,873	1,907,887	2,310,146
Ladderup Insurance Broking Pvt. Ltd.	-	637,015	60,000	60,000

H) Company has transferred an amount of ₹ 25,05,289/- (P.Y. ₹ 19,07,844/-) equivalent to 20% of the Profits after Tax of the Company to Special Reserve Account in compliance with section 451C of the Reserve Bank of India Act.

I) On 25th October 2010, the Company has allotted 5,000,000 Share Warrants on preferential basis convertible into Equity Shares of Face Value of ₹ 10/- each fully paid up at a price of ₹ 30/- per share (including premium of ₹ 20/-) to Promoter Group and Other Investors in accordance with SEBI Guidelines. The Company has received an amount aggregating to ₹ 129,750,000 against these

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Convertible Warrants. Out of the total money received, the Company has utilized ₹ 128,806,864 towards the objects as mentioned in the offer document. The balance amount of ₹ 9,43,136 pending utilization is lying with Mutual Funds & Banks.

- J) The previous year's figures have been re-grouped / re-classified to conform to this year's classification which is as per Revised Schedule VI. This adoption does not impact recognition and measurement principles followed for preparation of financial statements as at 31st March, 2011.

In terms of our report of even date

For Khurdia Jain & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia

Partner

Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Annexure A (Refer Note : 10 & 12)

NON CURRENT INVESTMENTS

Name of the Body Corporate	Subsidiary Associate/ JV/ Controlled Entity	No.of Shares/Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount		Whether stated at Cost Yes / No
		31.03.2012	31.03.2011			31.03.2012	31.03.2011	
1. Investment in Equity Instruments								
Investment in subsidiaries - unquoted								
Ladderup Corporate Advisory Pvt. Ltd.	Subsidiary	290,000	290,000	Unquoted	Fully Paid	20,000,000	20,000,000	Yes
Ladderup Insurance Broking Pvt. Ltd.	Subsidiary	425,000	8,500	Unquoted	Fully Paid	5,291,250	85,000	Yes
Ladderup Wealth Management Pvt. Ltd.	Subsidiary	134,000	85,000	Unquoted	Fully Paid	5,360,000	3,400,000	Yes
		849,000	383,500		(A)	30,651,250	23,485,000	
Investment in Others - Quoted								
Ajanta Pharma Ltd.	Others	3,500	2,756	Quoted	Fully Paid	1,257,484	586,942	Yes
Asian Hotels (East) Ltd.	Others	7,343	5,342	Quoted	Fully Paid	2,546,996	1,966,529	Yes
Astec Life Sciences Ltd.	Others	-	19,750	Quoted	Fully Paid	-	1,474,477	Yes
Atual Ltd.	Others	25,000	54,500	Quoted	Fully Paid	4,434,688	7,404,191	Yes
Bhuwarka Steel Industries Ltd.	Others	-	2,741	Quoted	Fully Paid	-	89,172	Yes
Capman Financial Ltd.	Others	50,000	50,000	Quoted	Fully Paid	500,000	500,000	Yes
Dhanlakshmi Bank Ltd.	Others	18,000	-	Quoted	Fully Paid	1,863,418	-	Yes
Dhanuka Agritech Ltd.	Others	54,934	33,783	Quoted	Fully Paid	4,464,096	2,443,486	Yes
DIC India Ltd.	Others	10,000	9,875	Quoted	Fully Paid	3,139,595	3,114,391	Yes
Grauer & Weil India Ltd.	Others	6,12,621	36,953	Quoted	Fully Paid	4,063,290	2,247,815	Yes
Gruh Finance Ltd.	Others	-	3,525	Quoted	Fully Paid	-	1,378,290	Yes
Hero Honda Motors Ltd.	Others	-	500	Quoted	Fully Paid	-	784,495	Yes
IDBI Bank Ltd.	Others	4,500	4,500	Quoted	Fully Paid	718,763	718,763	Yes
IFB Industries Ltd.	Others	12,251	11,000	Quoted	Fully Paid	1,354,686	1,443,801	Yes
India Nivesh Ltd.	Others	125,000	-	Quoted	Fully Paid	50,000,000	-	Yes
Indian Hotels Co. Ltd.	Others	20,000	20,000	Quoted	Fully Paid	1,944,799	1,944,799	Yes
Jai Hind Projects Ltd.	Others	-	5,377	Quoted	Fully Paid	-	898,910	Yes
JSW Energy Ltd.	Others	-	5,000	Quoted	Fully Paid	-	610,354	Yes
Kamadgiri Fashions Ltd.	Others	-	10,078	Quoted	Fully Paid	-	575,114	Yes
Kisan Mouldings Ltd.	Others	125,000	125,000	Quoted	Fully Paid	4,125,000	4,125,000	Yes
LIC Housing Finance Ltd.	Others	15,000	10,000	Quoted	Fully Paid	3,205,304	1,947,974	Yes
Lloyds Steel Ind. Ltd.	Others	-	50,000	Quoted	Fully Paid	-	1,011,881	Yes
L & T Ltd.	Others	2,400	2,800	Quoted	Fully Paid	4,006,025	4,006,025	Yes
Lupin Ltd.	Others	7,500	9,200	Quoted	Fully Paid	2,807,390	3,318,584	Yes
Mahindra & Mahindra Ltd.	Others	2,000	2,200	Quoted	Fully Paid	885,252	969,249	Yes

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

NON CURRENT INVESTMENTS

Name of the Body Corporate	Subsidiary Associate/ JV/ Controlled Entity	No.of Shares/Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount		Whether stated at Cost Yes / No
		31.03.2012	31.03.2011			31.03.2012	31.03.2011	
Mphasis Ltd.	Others	-	2,500	Quoted	Fully Paid	-	1,886,904	Yes
Nesco Ltd.	Others	5,100	4,400	Quoted	Fully Paid	1,982,783	1,741,473	Yes
Nicco Corporation Ltd.	Others	-	15,000	Quoted	Fully Paid	-	583,937	Yes
Oil Country Tabular Ltd.	Others	17,975	18,198	Quoted	Fully Paid	1,610,344	1,630,273	Yes
Omnitech Infosolution Ltd.	Others	12,000	-	Quoted	Fully Paid	1,705,730	-	Yes
Panama Petrochem Ltd.	Others	4,800	-	Quoted	Fully Paid	1,315,249	-	Yes
Ramsarup Industry Ltd.	Others	-	4,000	Quoted	Fully Paid	-	438,938	Yes
Ranbaxy Laboratories Ltd.	Others	-	3,000	Quoted	Fully Paid	-	1,395,311	Yes
Remi Metals (Gujarat) Ltd.	Others	-	58,105	Quoted	Fully Paid	-	988,443	Yes
Shekhawati Polyyarn Ltd.	Others	-	565	Quoted	Fully Paid	-	16,950	Yes
Spicejet Ltd.	Others	65,000	30,000	Quoted	Fully Paid	2,349,989	1,725,282	Yes
Sterlite Industries Ltd.	Others	8,000	8,000	Quoted	Fully Paid	1,461,423	1,461,423	Yes
TCS Ltd.	Others	1,500	1,500	Quoted	Fully Paid	910,920	910,920	Yes
Tata Global Beverages Ltd.	Others	-	5,000	Quoted	Fully Paid	-	558,778	Yes
Tata Motor (DVR)	Others	5,000	500	Quoted	Fully Paid	641,776	391,290	Yes
Tech Mahindra Ltd.	Others	-	3,500	Quoted	Fully Paid	-	2,492,005	Yes
Thomas Cook India Ltd.	Others	10,000	12,000	Quoted	Fully Paid	753,455	905,714	Yes
Timex Group India Ltd.	Others	8,000	22,000	Quoted	Fully Paid	269,664	890,372	Yes
Vaibhav Gems Ltd	Others	27,073	-	Quoted	Fully Paid	1,194,225	-	Yes
		1,259,497	663,148		(B)	105,512,354	61,578,255	
Investment in Others - Unquoted								
Invent Bio-Media Pvt. Ltd.	Others	40,000	40,000	Unquoted	Fully Paid	4,000,000	4,000,000	Yes
Algorhythm Tech Pvt. Ltd.	Others	15	15	Unquoted	Fully Paid	5,625	5,625	Yes
Speakwell Enterprises Pvt. Ltd.	Others	15	15	Unquoted	Fully Paid	15,060	15,060	Yes
JIR Technologies Pvt. Ltd.	Others	11,612	-	Unquoted	Fully Paid	7,000,000	-	Yes
Jumboking Foods Pvt. Ltd.	Others	98,901	98,901	Unquoted	Fully Paid	8,855,155	8,855,155	Yes
Mobile Magic Pvt. Ltd.	Others	137,894	137,894	Unquoted	Fully Paid	16,000,000	16,000,000	Yes
Annapurna Pet Pvt. Ltd.	Others	48,000	-	Unquoted	Fully Paid	4,800,000	-	Yes
Parag Milk & Milk Products Pvt. Ltd..	Others	200,000	200,000	Unquoted	Fully Paid	12,500,000	12,500,000	Yes
Lotus Spaces Pvt. Ltd.	Others	100,000	100,000	Unquoted	Fully Paid	2,000,000	2,000,000	Yes
Tops Security Ltd.	Others	40,900	40,900	Unquoted	Fully Paid	2,863,000	2,863,000	Yes
		677,337	617,725		(C)	58,038,840	46,238,840	
Investment in Equity Instruments					(A)+(B)+(C)	194,202,434	131,302,095	

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

NON CURRENT INVESTMENTS

Name of Body Corporate	Subsidiary Associate/ JV/ Controlled Entity	No. of Shares/Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount		Whether stated at Cost Yes / No
		31.03.2012	31.03.2011			31.03.2012	31.03.2011	
2. Investments in Preference Shares								
Algorhythm Tech Pvt. Ltd.	Others	1,319	1,319	Unquoted	Fully Paid	494,625	494,625	Yes
Speakwell Enterprises Pvt. Ltd.	Others	1,479	1,479	Unquoted	Fully Paid	1,484,916	1,484,916	Yes
		2,798	2,798			1,979,541	1,979,541	
3. Investments in Partnership Firms								
New India Spinning Company	Others	NA	NA	NA	NA	-	13,626,869	Yes
						-	13,626,869	
4. Other Non Current Investments :								
Investment in Exchange Traded Fund								
Motilal Oswal Most Shares Nasdaq	Others	-	100	Quoted	NA	-	4,999,950	Yes
		-	100			-	4,999,950	

12. CURRENT INVESTMENTS

Name of Body Corporate	Subsidiary Associate/ JV/ Controlled Entity	No. of Shares/Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount		Whether stated at Cost Yes / No
		31.03.2012	31.03.2011			31.03.2012	31.03.2011	
Investments in Mutual Funds - Unquoted								
Birla Sunlife Saving Fund	Others	-	667,189	Unquoted	NA	-	6,676,431	Yes
Reliance Money Manager Fund Retail DD	Others	-	12,573	Unquoted	NA	-	12,587,151	Yes
Morgan Stanley Liquid Fund - Dividend	Others	2,165	-	Unquoted	NA	2,165,545	-	Yes
Reliance Money Manager Fund Instalment DD	Others	525	-	Unquoted	NA	525,656	-	Yes
		2,690	679,762			2,691,201	19,263,582	

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL
COMPANY AS ON 31ST MARCH, 2012**

[as required in terms of paragraph 13 of Non Banking Financial (Non deposit accepting or Holding)
Companies Prudential Norms (Reserve Bank) Directions, 2007

(Amount in ₹ Lacs)

Sr. No.	Particulars	Amount outstanding	Amount overdue
	LIABILITIES SIDE		
(1)	Loans and Advances availed by the Non Banking Financial Company inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	Nil	NA
	Unsecured (other than falling within the meaning of Public deposits*)	Nil	NA
	(b) Deferred Credits	Nil	NA
	(c) Term Loans	492,814	Nil
	(d) Inter-corporate Loans and Borrowings	Nil	NA
	(e) Commercial Paper	Nil	NA
	(f) Other Loans	Nil	NA
	*Please see Note 1 below		
	ASSETS SIDE		
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding	
	(a) Secured		Nil
	(b) Unsecured		88,265,569
			88,265,569
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities		
	(i) Lease Assets including Lease Rentals under Sundry Debtors :		
	(a) Financial Lease		Nil
	(b) Operating Lease		Nil
	(ii) Stock on Hire including hire charges under Sundry Debtors:		
	(a) Assets on Hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other Loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL
COMPANY AS ON 31ST MARCH, 2012**

(4)	Break-up of Investments:	
	Current Investments:	
1	Quoted:	
	(i) Shares : (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of Mutual Funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
2	Unquoted:	
	(i) Shares : (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of Mutual Funds	2,691,201
	(iv) Government Securities	Nil
	(v) Others	
	Long Term Investments	
1	Quoted:	
	(i) Shares : (a) Equity	105,512,344
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of Mutual Funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
2	Unquoted:	
	(i) Shares : (a) Equity	58,038,840
	(b) Preference	1,979,541
	(ii) Debentures and Bonds	Nil
	(iii) Units of Mutual Funds	Nil
	(iv) Government Securities	Nil
	(v) Others	30,651,250
	Total	198,873,176

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL
COMPANY AS ON 31ST MARCH, 2012**

(5)	Borrower Group - Wise Classification of Assets financed as in (2) and (3) above Please see Note 2 below			
	Category	Amount net of Provisions		
		Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	Nil	2,008,045	2,008,045
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other Related Parties	Nil	5,661,869	5,661,869
	2. Other than Related Parties	Nil	80,595,655	80,595,655
	Total	Nil	88,265,569	88,265,569
(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	Market Value / Break up	Book Value (Net	
	Category	or Fair Value or NAV		of Provisions)
	1. Related Parties			
	(a) Subsidiaries	103,246,758		30,651,250
	(b) Companies in the same group	Nil		Nil
	(c) Other Related Parties	38,606,545		27,355,155
	2. Other than Related Parties	143,582,202		140,866,771
	Total	285,435,505		198,873,176

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

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL
COMPANY AS ON 31ST MARCH, 2012**

Notes :

- 1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- 2 Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Auditor's Report to the Board of Directors of **Ladderup Finance Limited** on the Consolidated Financial Statements of Ladderup Finance Limited and its subsidiaries.

We have audited the attached Consolidated Balance Sheet of **Ladderup Finance Limited** (hereinafter referred as "the Company"), the holding company and its subsidiaries (hereinafter collectively referred to as "the Group") as at 31st March, 2012, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date prepared in accordance with the accounting principles generally accepted in India.

1. These Financial Statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our Audit. We conducted our Audit in accordance with generally accepted auditing standards in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An Audit includes, examining on a test basis, evidence supporting the amounts and disclosures in financial statements. An Audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
2. We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements" and other applicable Accounting Standards issued by ICAI/Companies (Accounting Standards) Rules, 2006 and on basis of the separate Audited Financial Statements of the Company and its subsidiaries included in the Consolidated Financial Statements.
3. On the basis of the information and explanations given to us, we are of the opinion that the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (a) In case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at 31st March, 2012;
 - (b) In case of the Consolidated Statement of Profit and Loss, of the consolidated results of operation of the Group for the year ended on that date.
 - (c) In case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Group for the year ended on that date.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Place : Mumbai
Date : 26th May, 2012

Sampat Khurdia
Partner
Mem No : 33615

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in ₹)

Particulars	Notes Nos	As at 31.03.2012	As at 31.03.2011
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	78,526,000	78,526,000
Reserves and Surplus	3	133,374,282	125,656,723
Money received against Share Warrants		129,750,000	107,100,000
		341,650,282	311,282,723
Minority Interest		1,347,093	291,320
Non-Current Liabilities			
Long-term Borrowings	4	144,028	492,814
Long-term Provisions	5	1,528,869	942,584
		1,672,897	1,435,398
Current Liabilities			
Short-term Borrowings	6	2,680,000	2,500,000
Trade Payables	7	10,220,465	9,889,908
Other Current Liabilities	8	16,651,391	14,880,652
Short-term Provisions	9	11,636,372	9,329,824
		41,188,228	36,600,384
		385,858,500	349,609,825
ASSETS			
Non-Current Assets			
Fixed Assets	10		
- Tangible Assets		13,516,058	10,519,218
- Intangible Assets		155,021	217,576
Non-current Investments	11	172,838,224	138,860,130
Deferred Tax Assets (Net)	12	3,055,425	1,141,871
Long-term Loans and Advances	13	48,448,234	29,418,527
		238,012,962	180,157,322
Current Assets			
Current Investments	14	2,691,201	31,515,232
Inventories	15	-	507,652
Trade Receivables	16	44,514,918	43,716,135
Cash and Cash Equivalents	17	26,828,917	6,800,210
Short-term Loans and Advances	18	73,113,705	86,240,771
Other Current Assets	19	696,797	672,503
		147,845,538	169,452,503
		385,858,500	349,609,825
Significant Accounting Policies	1		
Accompanying Notes to Accounts	27		

In terms of our report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Mem. No. 33615

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

**CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT FOR
THE YEAR ENDED 31ST MARCH, 2012**

(Amount in ₹)

Particulars	Note Nos	Year Ended 31.03.2012	Year Ended 31.03.2011
REVENUE			
Revenue from Operations	20	119,195,285	139,963,943
Other Income	21	1,836,503	1,563,788
		121,031,788	141,527,731
EXPENSES			
Changes in Inventories of Shares & Securities	22	507,652	3,202,328
Employee Benefits Expenses	23	51,059,802	36,739,558
Finance Costs	24	242,670	108,569
Depreciation and Amortization Expenses	10	1,844,555	1,826,119
Other Expenses	25	40,963,052	49,207,561
		94,617,731	91,084,135
Profit before Tax		26,414,057	50,443,596
Less : Tax Expenses			
Current Tax		10,800,000	14,676,000
Deferred Tax	12	(1,913,554)	(1,349,642)
Taxation of Earlier Years		486,960	70,861
Profit for the Year		17,040,651	37,046,377
Less : Minority Interest		(1,529,940)	179,339
Profit for the year after Minority Interest		18,570,591	36,867,038
Earnings per Equity Share: (Nominal value of ₹ 10/- each)	26		
- Basic		2.36	4.69
- Diluted		2.36	4.69
Significant Accounting Policies	1		
Accompanying Notes to Accounts	27		

In terms of our report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner
Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED
31ST MARCH, 2012**

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
A. Cash Flow from Operating Activities		
Profit before tax	26,414,057	50,443,596
Adjustments for:		
Depreciation on Fixed Assets	1,844,556	1,826,120
Loss on Sale of Fixed Assets	409,863	340,219
Interest	223,795	98,774
Dividend	(691,480)	(584,326)
Profit on Sale of Investments	(290,047)	(21,930)
Operating Profit before working capital changes	27,910,744	52,102,453
Adjustments for :		
(Increase) / Decrease in Inventories	507,652	3,202,328
(Increase) / Decrease in Trade Receivables	(798,781)	(17,103,960)
(Increase) / Decrease in Short Term Loans and Advances	13,127,065	(60,219,573)
(Increase) / Decrease in Long Term Loans and Advances	322,500	16,582,441
(Increase) / Decrease in Other Current Assets	(24,294)	-
Increase / (Decrease) in Short Term Borrowings	-	52,558
Increase / (Decrease) in Trade Payables	330,558	6,884,698
Increase / (Decrease) in Other Current Liabilities	1,770,740	6,353,323
Increase / (Decrease) in Short Term Provisions	229,826	203,336
Increase / (Decrease) in Long Term Provisions	586,285	942,584
Cash generated from Operations	43,962,295	9,000,188
Income Tax paid	(11,014,170)	(13,320,726)
Net Cash Inflow from/ (Outflow) from Operating Activities (A)	32,948,125	(4,320,538)
B. Cash Flow from Investing Activities		
Purchase of Investments	(181,658,475)	(227,075,948)
Investment in Fixed Deposits	(1,500,000)	-
Sale Proceeds from Investments	163,167,591	167,040,186
Purchase of Fixed Assets	(5,671,565)	(6,156,458)
Sale of Partnership Stake	13,626,869	(5,862,676)
Proceeds from Sale of Fixed Assets	-	1,112,500
Sale Proceeds from Fixed Assets	460,000	-
Share Application Money	(18,125,000)	(20,000,000)
Dividend Received	691,480	584,326
Net Cash Outflow from Investing Activities (B)	(29,009,100)	(90,358,070)
C. Cash Flow from Financing Activities		
Proceeds from issue of Shares including Premium	2,958,750	15,000
Proceeds from issue of Share Warrants	22,650,000	107,100,000

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED
31ST MARCH, 2012**

(Amount in ₹)

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Proceeds from Short-term Borrowings	180,000	7,645,095
Proceeds from Long-term Borrowings	-	814,793
Repayment of Short-term Borrowings	-	(17,322,654)
Repayment of Long-term Borrowings	(348,786)	-
Interest	(223,795)	(98,774)
Dividend and Taxes paid thereon	(9,126,488)	-
Net Cash inflow from Financing Activities (C)	16,089,681	98,153,460
Net increase in Cash and Cash Equivalents (A+B+C)	20,028,706	3,474,852
Add : Opening Cash and Cash Equivalents	6,800,211	3,325,359
Closing cash and Cash Equivalents	26,828,917	6,800,211

Notes:

Cash and Cash equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows :

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Cash on Hand	111,354	104,290
Bank Balances		
- On Current Account	24,277,737	6,695,921
- Fixed Deposits with Maturity of less than 3 months	2,439,826	-
	26,828,917	6,800,211
Significant Accounting Policies	Note 1	
Accompanying Notes to Accounts	Note 27	

In terms of our report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner
Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

Note 1 : Significant Accounting Policies:

A Basis of Consolidation:

The Consolidated Financial Results comprise of the Financial Statements of Ladderup Finance Limited (LFL) and its Subsidiaries Ladderup Corporate Advisory Private Limited (LCAPL), Ladderup Wealth Management Private Limited (LWMPL) and Ladderup Insurance Broking Private Limited (LIBPL), which are consolidated in accordance with the Accounting Standard 21 on "Consolidated Financial Statements" issued by the Companies (Accounting Standards) Rules, 2006.

The Consolidated Financial Statements related to Ladderup Finance Limited ("the Company") and its Subsidiary Companies have been prepared on the following basis:

- i) The Financial Statements of the Company and its subsidiaries have been combined on a line by line basis by adding together the balances of like items of assets, liabilities, incomes and expenditures after fully eliminating the intra group balances and intra group transactions resulting in unrealised profit or loss.
- ii) The Consolidated Financial Statements have been prepared using uniform accounting policies like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements except :

In case of the Company

Depreciation and Fixed Assets is provided on Straight-Line method at the rates in the manner as specified in Schedule XIV of the Companies Act, 1956.

Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

In case of Ladderup Corporate Advisory Private Limited

Depreciation on Fixed Assets is provided on Straight-Line Method considering estimated useful lives of respective assets and their estimated residual value as under :

Sr. No.	Description of Assets	Estimated Useful life	Residual Value (% of Cost)
1.	Computers	3 Years	10%
2.	Office Equipments	3 Years	Nil
3.	Furniture & Fixtures	10 Years	Nil
4.	Vehicles	3 Years	25%
5.	Air Conditioners	3 Years	Nil
6.	Electrical Installation	10 Years	Nil

In case of Ladderup Wealth Management Private Limited

Depreciation on Fixed Assets is provided on Straight-Line Method considering estimated useful lives of respective assets and their estimated residual value as under :

Sr. No.	Description of Assets	Estimated Useful life	Residual Value (% of Cost)
1.	Office Equipments	3 Years	Nil
2.	Computers	3 Years	10%
3.	Air Conditioners	3 Years	Nil

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

In case of Ladderup Insurance Broking Private Limited

Depreciation on Fixed Assets is provided on Straight-Line Method considering estimated useful lives of respective assets and their estimated residual value as under :

Sr. No.	Description of Assets	Estimated Useful life	Residual Value (% of Cost)
1.	Office Equipments	3 Years	Nil
2.	Software	3 Years	10%

B Other Significant Accounting Policies

These are set out in the notes to accounts under significant accounting policies for Financial Statements of respective Companies – Ladderup Finance Limited, Ladderup Corporate Advisory Private Limited, Ladderup Wealth Management Private Limited and Ladderup Insurance Broking Private Limited.

C Companies included in Consolidated Financial Statements are

Name of the Company	Country of Incorporation	% of Voting power held as at 31.03.2012
LCAPL	India	100
LWMPL	India	67
LIBPL	India	85

D For the year ended 31st March, 2012, the Revised Schedule VI notified under the Companies Act, 1956, is applicable to the Company, for presentation and disclosures in Financial Statements. The Company has reclassified the previous year's figures in accordance with the Revised Schedule VI as applicable in the current year.

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 2 : Share Capital

a. Details of Authorised, Issued and Subscribed Share Capital

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Authorised Capital 150,00,000 Equity Shares of ₹ 10/- each	150,000,000	150,000,000
Issued Capital 78,52,600 Equity Shares of ₹ 10/- each	78,526,000	78,526,000
Subscribed and Paid up Capital 78,52,600 Equity Shares of ₹ 10/- each	78,526,000	78,526,000
	78,526,000	78,526,000

b. Terms & Conditions

The Company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shareholders having more than 5% Shareholding

Name of the Shareholders	As at 31.03.2012		As at 31.03.2011	
	No. of Equity Shares held	%	No. of Equity Shares held	%
Sonu Portfolio Services Pvt. Ltd.	840,850	10.71%	840,850	10.71%
Quiet Investments Pvt. Ltd.	979,600	12.47%	979,600	12.47%
Ladderup Securities Pvt. Ltd.	1,005,900	12.81%	1,005,900	12.81%
Shikha Financial Services	642,880	8.19%	-	-
Chetan Securities Pvt. Ltd.	397,400	5.06%	397,400	5.06%
Anmol Insurance Consultants Pvt. Ltd.	-	-	400,000	5.09%
Colby Mall Developers Co. Pvt. Ltd.	-	-	400,000	5.09%

d. Reconciliation of Number of Shares

Particulars	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	7,852,600	78,526,000	7,852,600	78,526,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares Outstanding at the end of the year	7,852,600	78,526,000	7,852,600	78,526,000

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 3 : Reverse and Surplus

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
a. Capital Reserves		
Opening Balance	300,000	300,000
Closing Balance	300,000	300,000
b. Securities Premium Account		
Opening Balance	38,500,000	38,500,000
Closing Balance	38,500,000	38,500,000
c. Revaluation Reserve		
Opening Balance	1,019,479	1,042,339
Less : Written Back in Current Year	22,860	22,860
Closing Balance	996,619	1,019,479
d. General Reserve		
Opening Balance	4,700,000	1,950,000
Add : Transfer during the year	2,000,000	2,750,000
Closing Balance	6,700,000	4,700,000
e. Special Reserve under Section 45IC of RBI Act		
Opening Balance	7,658,492	5,750,648
Add : Transfer during the year	2,505,289	1,907,844
Closing Balance	10,163,781	7,658,492
f. Surplus in Profit and Loss Account		
Opening Balance	73,478,752	50,396,046
Add : Net Profit for the year	18,570,590	36,867,038
Less : Minority Interest	(373,038)	-
Less : Proposed Dividends	9,639,450	7,852,600
Less : Tax on Proposed Dividends	1,563,760	1,273,888
Less : Transfer to Reserves	4,505,289	4,657,844
Closing Balance	76,713,881	73,478,752
Total	133,374,282	125,656,723

Note 4 : Long-term Borrowings

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Secured		
Vehicle Loan	492,814	814,793
Less: Current Maturities of Long-term Debt (disclosed under Other Current Liabilities)	(348,786)	(321,979)
Total	144,028	492,814

Above Vehicle loan is secured by hypothecation of vehicle financed. The loan carries rate of Interest @ 8% p.a. The loan is repayable in 35 equal installments starting from 3rd October, 2010.

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 5 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Provision for Employee Benefits:	-	-
Gratuity	1,528,869	942,584
Total	1,528,869	942,584

Note 6 : Short-term Borrowings

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Loans and Advances from Related Parties (Unsecured)	2,680,000 -	2,500,000 -
Total	2,680,000	2,500,000

Note 7 : Trade Payables

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Trade Payables *		
Other than Micro and Small Enterprises	10,220,465	9,889,908
Total	10,220,465	9,889,908

* As on 31.03.12, there are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006.

Note 8 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Current Maturities of Long-term Debt	348,786	321,979
Duties & Taxes Payable	8,902,644	7,507,075
Advance from Clients	29,259	814,884
Other Current Liabilities	7,370,702	6,236,714
Total	16,651,391	14,880,652

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 9 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Provision for Employee Benefits:		
Bonus	362,445	203,336
Gratuity	70,717	-
Others :		
Proposed Dividend	9,639,450	7,852,600
Tax on Proposed Dividend	1,563,760	1,273,888
Total	11,636,372	9,329,824

Note 11 : Non-Current Investments

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
(Valued at cost, unless stated otherwise)		
Trade Investments (See annexure "A")		
Investment in Equity Instruments	170,858,683	118,253,770
Investments in Preference Shares	1,979,541	1,979,541
Investments in Partnership Firms	-	13,626,869
Other Non-Current Investments	-	4,999,950
Total	172,838,224	138,860,130

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Aggregate Market Value of Quoted Investments	109,402,206	75,979,314
Aggregate Book Value of Quoted Investments	112,819,843	77,014,880
Aggregate Value of Unquoted Investments	60,018,381	61,845,250

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2012**

Note 10 : Fixed Assets

(Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation				Net Block			
	As at 01.04.2011	Additions during the year	Deductions during the year	As at 31.03.2012	Up to 31.03.2011	Depre- ciation on charges for the year	Adjustment due to revaluations	Adjustments On disposals	Up to 31.03.2012	As at 31.03.2012	As at 31.03.2011
Tangible Assets											
Premises	2,078,750	—	—	2,078,750	571,715	11,024	22,860	—	605,598	1,473,152	1,507,035
Furniture & fixtures	3,215,162	—	—	3,215,162	415,609	294,049	—	—	709,657	2,505,505	2,799,554
Vehicles	6,125,452	5,236,948	(1,892,154)	9,470,246	2,191,919	710,430	—	(1,022,289)	1,880,061	7,590,185	3,933,533
Office Equipments	512,260	72,527	—	584,787	278,155	78,763	—	—	356,918	227,869	234,105
Computers	3,569,256	330,300	—	3,899,556	2,540,438	465,954	—	—	3,006,392	893,164	1,028,818
Electric Installations	531,523	—	—	531,523	28,439	53,152	—	—	81,591	449,932	503,084
Air Conditioners	682,111	—	—	682,111	169,021	136,840	—	—	305,860	376,251	513,090
Total	16,714,514	5,639,775	(1,892,154)	20,462,135	6,195,297	1,750,211	22,860	(1,022,289)	6,946,078	13,516,058	10,519,218
Previous Year	13,671,642	3,042,872	—	16,714,514	5,892,195	1,764,859	22,860	(1,484,617)	6,195,297	10,519,218	—
Intangible Assets											
Computer Software	286,250	31,790	—	318,040	68,675	94,344	—	—	163,019	155,021	217,576
Total	286,250	31,790	—	318,040	68,675	94,344	—	—	163,019	155,021	217,576
Previous Year	110,000	176,250	—	286,250	7,414	61,261	—	—	68,675	217,575	—

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 12 : Deferred Tax Assets (Net)

The major components of Deferred Tax Liability / Asset as recognised in the Financial Statement is as follows :

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Deferred Tax Liability		
Fixed Assets : Impact of difference between tax depreciation and depreciation charged for the financial reporting	92,893	230,937
	92,893	230,937
Deferred Tax Asset		
Fixed Assets : Impact of difference between tax depreciation and depreciation charged for the financial reporting	(89,891)	(150,626)
Impact of Expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis :		
Gratuity	(514,610)	(303,731)
Bonus	(116,078)	(64,895)
Others :		
Preiminary Expenses to be Written Off	(927)	(1,869)
Carry forward Business Loss and Unabsorbed Depreciation	(2,426,812)	(851,687)
	(3,148,318)	(1,372,808)
Net	(3,055,425)	(1,141,871)

Note 13 : Long-term Loans and Advances

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Security Deposits		
(Unsecured, considered Good)		
- To Related Parties	2,035,000	2,035,000
- To Others	4,257,996	4,580,496
Other Loans and Advances		
(Unsecured, considered Good)		
Share Application Money		
- To Others	38,125,000	20,000,000
Fixed Deposit with Maturity of more than 12 months	1,500,000	
- Advance Tax & TDS (Net of Provisions)	2,530,238	2,803,031
Total	48,448,234	29,418,527

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Loans & Advances to Related Parties includes :

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Key Management Personnel		
Sunil Goyal	300,000	300,000
Manoj Singrodia	500,000	500,000
Relatives of key Management Personnel		
Santosh Singrodia	935,000	935,000
Usha Goyal	300,000	300,000
Total	2,035,000	2,035,000

Note 14 : Current Investments

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
(Valued at lower of cost or fair value, unless stated otherwise) (See annexure "A")		
Investments in Mutual Funds	2,691,201	31,515,232
Total	2,691,201	31,515,232

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Aggregate Market Value of Quoted Investments	-	-
Aggregate NAV of Unquoted Investments	2,691,201	31,515,232
Aggregate Value of Unquoted Investments	2,691,201	31,515,232

Note 15 : Inventories

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
(As taken, valued & certified by Management)		
Shares & Securities	-	507,652
Total		507,652

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 16 : Trade Receivables

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Outstanding for a period exceeding six months from the date they are due for payment	11,764,118	20,503,128
Other Debts	32,750,800	23,213,007
Total	44,514,918	43,716,135

Note 17 : Cash and Cash equivalents

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Balances with Banks		
- Current Account	24,277,737	6,695,920
- Fixed Deposits with maturity of less than 3 months	2,439,826	-
- Cash on Hand	111,354	104,290
Total	26,828,917	6,800,210

Note 18 : Short-term Loans and Advances

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Loans and Advances (Unsecured, considered Good)		
- To Related Parties	3,626,869	-
- To Others	62,369,384	80,574,793
Other Loans and Advances (Unsecured, considered Good)		
Prepaid Expenses	980,602	918,550
Staff Advance	2,971,720	2,983,204
Service Tax Receivable	8,158	764,224
Advance Recoverable in Cash or in Kind	31,000	1,000,000
Other Loans and Advances	3,000,000	-
Advance Tax & TDS	125,972	-
Total	73,113,705	86,240,771

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Loans & Advances to Related Parties includes :		
Enterprise over which Relative of Key Management Personnel are able to exercise significant influence :		
New India Spinning Company	3,626,869	-
	3,626,869	-

Note 19 : Other Current Assets

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Interest Accrued	24,294	-
Receivable from Related Parties		
Interest Receivable on Security Deposits	672,503	672,503
	696,797	672,503

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Other Current Assets from Related Parties includes :		
Enterprise over which Key Management Personnel are able to exercise significant influence :		
Structmust Realtors (Mumbai) Pvt. Ltd.	672,503	672,503

Note 20 : Revenue from Operations

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Interest	5,255,697	2,499,161
Sale of Shares & Securities	673,313	3,200,000
Profit from Sale of Shares & Securities	399,495	7,200,843
Financial & Management Consultancy fees	100,228,809	111,848,749
Brokerage & Commission	10,308,759	10,651,158
Bad Debts Recovered	-	15,000
Share of Profit from Partnership Firm	-	3,362,676
Dividend Income	2,329,212	1,186,356
Total	119,195,285	139,963,943

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 21 : Other Income

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Interest	543,799	955,344
Dividend	691,480	584,326
Profit from Sale of Shares and Securities	290,047	21,930
Reversal of Diminution in the Value of Investment	-	1,941
Interest on Tax Refund	-	247
Miscellaneous Income	311,177	-
Total	1,836,503	1,563,788

Note 22 : Changes in Inventories of Shares & Securities

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Opening Inventory	507,652	3,709,980
Closing Inventory	-	(507,652)
Total	507,652	3,202,328

Note 23 : Employee Benefit Expenses

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Salaries and Incentives	27,147,582	27,261,409
Bonus	890,538	1,015,000
Directors Remuneration	22,164,231	7,800,000
Contribution to Provident Fund	152,718	76,871
Staff Welfare Expenses	704,733	586,278
Total	51,059,802	36,739,558

Note 24 : Finance Costs

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Bank Charges	18,875	9,795
Interest Expenses	223,795	98,774
Total	242,670	108,569

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 25 : Other Expenses

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Rent	9,523,647	7,562,828
Communication Cost	880,533	722,610
Insurance	51,088	73,245
Subcommision & Brokerage	180,902	850,869
Repair & Maintenance	90,192	1,433,409
Electricity	829,420	642,325
Travelling & Conveyance	2,036,651	1,405,164
Professional Fees	12,922,317	23,123,616
Printing & Stationery	665,103	433,012
Vehicle Maintenance	3,706,317	1,998,322
Advertising and Business Promotion	2,818,067	2,216,402
Payment to Auditors	92,206	62,206
Office Expenses	984,143	742,740
Statutory Expenses	475,179	821,681
Loss on Sale of Fixed Assets	409,863	340,219
Conference & Seminar Expenses	398,406	244,530
Bad Debts Written Off	1,144,890	4,913,197
Director Sitting Fees	55,000	53,000
Securities Transaction Tax	62,276	212,998
Donation	1,736,000	315,500
Licence Fees	-	20,000
Preliminary Expenses Written Off	-	120,800
Loss on Sale of Shares & Securities	121,004	-
Miscellaneous Expenses	1,779,848	898,888
Total	40,963,052	49,207,561

Note 26 : Earnings Per Equity Share

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Basic Earnings per share		
Profit attributable to Equity Shareholders	18,570,590	36,867,038
Weighted Average number of Equity Shares	7,852,600	7,852,600
Basic Earnings per share	2.36	4.69
Face Value per share	10	10
Dilutive Earnings per share		
Profit after adjusting interest on potential equity shares	18,570,590	36,867,038
Weighted average number of equity shares after considering potential equity shares	7,852,600	7,852,600
Dilutive Earnings per share	2.36	4.69
Face Value per share	10	10

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Note 27: Accompanying Notes to Accounts

- A)** In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- B)** Some of the Sundry Debtors, Sundry Creditors, Loans and Advances are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect into the books of accounts in the year of such adjustment.

C) Segment Reporting

Basis of Preparation

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, issued by the ICAI/Companies (Accounting Standards) Rules, 2006, the Company’s business can be classified into four segments namely Investment & Trading in Shares and Securities, Financial & Management Consultancy, Finance Activities and Investment Advisory Services. The information about all the segment is given in annexure I to the accounts.

D) Related Party Disclosures

a. List of Related Parties

Name of the Parties	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Manoj Singrodia	Director
Mr. Parimal Sheth	Whole-time Director & CEO
Mr. Rajesh Murarka (Resigned w.e.f. 06.01.2012)	Executive Director
Mr. Deepak Ladha (w.e.f. 04.07.2011)	Executive Director
Mr. Nimesh Salot	Director of Subsidiary Company
Mr. Nitesh Dhandharia	Director of Subsidiary Company
Mr. Raghvendra Nath	Managing Director of Subsidiary Company
Mrs. Nisha Dhandharia	Relative of Key Management Personnel
Mrs. Santosh Singrodia	Relative of Key Management Personnel
Mrs. Usha Goyal	Relative of Key Management Personnel
New India Spinning Company (upto 31.03.2011)	Partnership Firm
New India Spinning Company (w.e.f. 01.04.2011)	
Ladderup Infra Investment Pvt. Ltd.	
Ladderup Securities Pvt. Ltd.	
Singrodia Goyal & Co.	Enterprises over which Key Management Personnel or their relatives are able to exercise significant influence.
Sonu Portfolio Services Pvt. Ltd.	
Structmast Realtors (Mumbai) Pvt. Ltd.	
Quiet Investments Pvt. Ltd.	

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

b. Transactions with Related Parties :

Name of the Parties	Nature of Transaction	Year Ended 31.03.2012	Year Ended 31.03.2011
Mr. Sunil Goyal	Director Remuneration	4,200,000	2,400,000
Mr. Sunil Goyal	Rent Paid	102,994	20,856
Mr. Manoj Singrodia	Rent Paid	110,250	30,000
Mr. Manoj Singrodia	Director Sitting Fees	-	8,000
Mr. Parimal Sheth	Director Remuneration	3,400,000	2,400,000
Mr. Rajesh Murarka	Director Remuneration	1,383,871	1,500,000
Mr. Deepak Ladha	Director Remuneration	4,686,604	-
Mr. Nimesh Salot	Director Remuneration	4,500,000	-
Mr. Nitesh Dhandharia	Director Remuneration	1,500,000	1,500,000
Mr. Nitesh Dhandharia	Issue of Shares	918,750	15,000
Mr. Nitesh Dhandharia	Capital contribution inclusive of Securities Premium	600,000	-
Mr. Raghvendra Nath	Director Remuneration	2,493,756	-
Mr. Raghvendra Nath	Capital contribution inclusive of Securities Premium	1,440,000	-
Mrs. Nisha Dhandaria	Professional Fees	540,000	540,000
Mrs. Santosh Singrodia	Purchase of Shares	-	50,000
Mrs. Santosh Singrodia	Rent Paid	110,250	30,000
Mrs. Usha Goyal	Purchase of Shares	-	35,000
Mrs. Usha Goyal	Rent Paid	102,994	20,856
Ladderup Infra Investment Pvt. Ltd.	Unsecured Loan taken	180,000	-
Ladderup Infra Investment Pvt. Ltd.	Commision Received	-	31,245
Ladderup Securities Private Limited	Unsecured Loan taken	-	4,920,000
Ladderup Securities Private Limited	Repayment of Loan	-	16,645,000
Ladderup Securities Private Limited	Warrant Money received	-	27,000,000
New India Spinning Company	Investment in Partnership Firm	(13,626,869)	2,500,000
New India Spinning Company	Loan granted	3,626,869	-
Quiet Investments Private Limited	Warrant Money received	16,750,000	6,000,000
Quiet Investments Private Limited	Sale of Shares	-	3,200,000
Singrodia Goyal & Co.	Professional Fees	1,260,000	250,000
Singrodia Goyal & Co.	Sale of Fixed Asset	-	90,000
Singrodia Goyal & Co.	Allocation of Expenses	444,612	305,100
Sonu Portfolio Services Private Limited	Warrant Money received	5,900,000	6,000,000
Structmast Realtors (Mumbai) Pvt. Ltd.	Interest Received on Deposit	-	747,226
Structmast Realtors (Mumbai) Pvt. Ltd.	Unsecured Loan taken	-	2,500,000
Structmast Realtors (Mumbai) Pvt. Ltd.	Rent Paid	-	776,000
Structmast Realtors (Mumbai) Pvt. Ltd.	Rent Deposit received back	-	21,500,000

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

c. Balance Outstanding of Related Parties :

Name of the Parties	Receivable / Payable	Year Ended 31.03.2012	Year Ended 31.03.2011
Mr. Sunil Goyal	Receivable	300,000	300,000
Mr. Manoj Singrodia	Receivable	500,000	500,000
Mr. Parimal Sheth	Payable	691,000	414,639
Mr. Deepak Ladha	Payable	1,243,800	-
Mr. Nimesh Salot	Payable	1,036,500	-
Mr. Nitesh Dhandharia	Payable	-	531,852
Mr Raghvendra Nath	Payable	12,492	-
Mrs. Nisha Dhandharia	Payable	442,000	406,000
Mrs. Santosh Singrodia	Receivable	935,000	935,000
Mrs. Usha Goyal	Receivable	300,000	300,000
Ladderup Infra Investment Pvt. Ltd.	Payable	180,000	-
Laddrup Infra Investment Pvt. Ltd.	Receivable	-	31,245
New India Spinning Company	Investment in Partnership Firm	-	13,626,869
New India Spinning Company	Receivable	3,626,869	-
Structmast Realtors (Mumbai) Pvt. Ltd.	Payable	2,500,000	2,500,000
Structmast Realtors (Mumbai) Pvt. Ltd.	Receivable	672,503	672,503

E. Proposed Dividend

Information in respect of Proposed Dividend to the Equity Shareholders for the year ended March 31st, 2012

(Amount in ₹)

Particulars	As at 31.03.2012	As at 31.03.2011
Amount of Proposed Dividend	9,639,450	7,852,600
Proposed Dividend per share	0.75	1.00
Tax on Proposed Dividend	1,563,760	1,273,888
Transfer to General Reserve	2,000,000	2,750,000

- F)** On 25th October 2010, the Company has allotted 5,000,000 Share Warrants on preferential basis convertible into Equity Shares of Face Value of ₹ 10/- each fully paid up at a price of ₹ 30/- per share (including Premium of ₹ 20/-) to Promoter Group and Other Investors in accordance with SEBI Guidelines. The Company has received an amount aggregating to ₹ 129,750,000 against these Convertible Warrants. Out of the total money received, the Company has utilized ₹ 128,806,864 towards the objects as mentioned in the offer document. The balance amount of ₹ 9,43,136 pending utilization is lying with Mutual Funds & Banks.

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

- G)** The previous year's figures have been re-grouped / re-classified to conform to this year's classification which is as per Revised Schedule VI. This adoption does not impact recognition and measurement principles followed for preparation of Financial Statements as at 31st March, 2011.

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director

Deepak Ladha
Executive Director

Sampat Khurdia
Partner
Mem. No. 33615

Parimal Sheth
Whole-time Director & CEO

K.V.S. Shyamsunder
Director

Place : Mumbai
Date : 26th May, 2012

Place : Mumbai
Date : 26th May, 2012

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Annexure I

Consolidated Segment Information

Particulars	31.03.2012		31.03.2011	
Segment Revenue (Net) from Sales to External Customers				
Investment & Trading Activities	3,402,020		14,949,875	
Consultancy Services	100,228,809		111,848,749	
Finance Activities	5,513,889		2,722,296	
Investment Advisory Services	10,308,759		10,688,658	
Total segment revenue		119,453,477		140,209,578
Less : Inter Segment Revenue		258,192		245,635
Net Income from Operations		119,195,285		139,963,943
Segment Results :				
Investment & Trading Activities	3,324,004		11,499,725	
Consultancy Services	26,001,521		37,690,387	
Finance Activities	5,513,889		2,722,296	
Investment Advisory Services	(7,696,067)		315,380	
Total		27,143,347		52,227,788
Less: Unallocated Corporate Expenses		2,565,793		3,347,979
Add: Unallocated Income		1,836,503		1,563,788
Profit before tax		26,414,057		50,443,597
Less : Tax Expense		9,373,406		13,397,219
Net Profit		17,040,651		37,046,378

Note :

Fixed Assets and Other Assets used in the Company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets are used interchangeably between segments. Hence, it is not practicable to provide segment disclosures relating to total assets and liabilities.

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Annexure A (Refer Note : 11 & 14)

11-NON CURRENT INVESTMENTS

Sr. No.	Name of the Body Corporates	Subsidiary / Associate / JV / Controlled entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly paid/ Fully paid	Amount		"Whether stated at cost Yes/No"
			31.03. 2012	31.03. 2011			31.03. 2012	31.03. 2011	
1	Investment in Equity Instruments- Quoted								
	Ajanta Pharma Ltd.	Others	3,500	2,756	Quoted	Fully paid	1,257,484	586,942	Yes
	Asian Hotels (East) Ltd.	Others	7,343	5,342	Quoted	Fully paid	2,546,996	1,966,529	Yes
	Astec Life Sciences Ltd.	Others	—	19,750	Quoted	Fully paid	—	1,474,477	Yes
	Atul Ltd.	Others	25,000	54,500	Quoted	Fully paid	4,434,688	7,404,191	Yes
	Bhuwarka Steel Industries Ltd.	Others	—	2,741	Quoted	Fully paid	—	89,172	Yes
	Capman Financial Ltd.	Others	50,000	50,000	Quoted	Fully paid	500,000	500,000	Yes
	Dhanlakshmi Bank	Others	18,000	—	Quoted	Fully paid	1,863,418	—	Yes
	Dhanuka Agritech Ltd.	Others	54,934	33,783	Quoted	Fully paid	4,464,096	2,443,486	Yes
	DIC India Ltd.	Others	10,000	9,875	Quoted	Fully paid	3,139,595	3,114,391	Yes
	Grauer & Weil India Ltd.	Others	612,621	36,953	Quoted	Fully paid	4,063,290	2,247,815	Yes
	Gruh Finance Ltd.	Others	—	3,525	Quoted	Fully paid	—	1,378,290	Yes
	Hero Honda Motors Ltd.	Others	—	500	Quoted	Fully paid	—	784,495	Yes
	IDBI Bank Ltd.	Others	4,500	4,500	Quoted	Fully paid	718,763	718,763	Yes
	IFB Industries Ltd.	Others	12,251	11,000	Quoted	Fully paid	1,354,686	1,443,801	Yes
	India Nivesh Ltd.	Others	125,000	—	Quoted	Fully paid	50,000,000	—	Yes
	Indian Hotels Co. Ltd.	Others	20,000	20,000	Quoted	Fully paid	1,944,799	1,944,799	Yes
	Jai Hind Projects Ltd.	Others	—	5,377	Quoted	Fully paid	—	898,910	Yes
	JSW Energy Ltd.	Others	—	5,000	Quoted	Fully paid	—	610,354	Yes
	Kamadgiri Fashions Ltd.	Others	—	10,078	Quoted	Fully paid	—	575,114	Yes
	Kisan Mouldings Ltd.	Others	125,000	125,000	Quoted	Fully paid	4,125,000	4,125,000	Yes
	LIC Housing Finance Ltd.	Others	15,000	10,000	Quoted	Fully paid	3,205,304	1,947,974	Yes
	Lloyds Steel Ind. Ltd.	Others	—	50,000	Quoted	Fully paid	—	1,011,881	Yes
	L & T Ltd.	Others	2,400	2,800	Quoted	Fully paid	4,006,025	4,006,025	Yes
	Lupin Ltd.	Others	7,500	9,200	Quoted	Fully paid	2,807,390	3,318,584	Yes
	Mahindra & Mahindra Ltd.	Others	2,000	2,200	Quoted	Fully paid	885,252	969,249	Yes
	Mphasis Ltd.	Others	—	2,500	Quoted	Fully paid	—	1,886,904	Yes
	Nesco Ltd.	Others	5,100	4,400	Quoted	Fully paid	1,982,783	1,741,473	Yes
	Nicco Corporation Ltd.	Others	—	15,000	Quoted	Fully paid	—	583,937	Yes
	Oil Country Tabular Ltd.	Others	17,975	18,198	Quoted	Fully paid	1,610,344	1,630,273	Yes
	Omnitech Infosolution	Others	12,000	—	Quoted	Fully paid	1,705,730	—	Yes
	Panama Petrochem Ltd.	Others	4,800	—	Quoted	Fully paid	1,315,249	—	Yes
	Ramsarup Industry Ltd.	Others	—	4,000	Quoted	Fully paid	—	438,938	Yes
	Ranbaxy Laboratories Ltd.	Others	—	3,000	Quoted	Fully paid	—	1,395,311	Yes
	Remi Metals (Gujarat) Ltd.	Others	—	58,105	Quoted	Fully paid	—	988,443	Yes
	Shekhawati Polyyarn Ltd.	Others	—	565	Quoted	Fully paid	—	16,950	Yes
	Spicejet Ltd.	Others	65,000	30,000	Quoted	Fully paid	2,349,989	1,725,282	Yes
	Sterlite Industries Ltd.	Others	8,000	8,000	Quoted	Fully paid	1,461,423	1,461,423	Yes
	TCS Ltd.	Others	1,500	1,500	Quoted	Fully paid	910,920	910,920	Yes
	Tata Global Beverages Ltd.	Others	—	5,000	Quoted	Fully paid	—	558,778	Yes
	Tata Motor (DVR)	Others	5,000	500	Quoted	Fully paid	641,776	391,290	Yes
	Tech Mahindra Ltd..	Others	—	3,500	Quoted	Fully paid	—	2,492,005	Yes
	Thomas Cook India Ltd.	Others	10,000	12,000	Quoted	Fully paid	753,455	905,714	Yes
	Timex Group India Ltd.	Others	8,000	22,000	Quoted	Fully paid	269,664	890,372	Yes

**ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2012**

Sr. No.	Name of the Body Corporates	Subsidiary / Associate / JV/ Controlled entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly paid/ Fully paid	Amount		"Whether stated at cost Yes/No"
			31.03. 2012	31.03. 2011			31.03. 2012	31.03. 2011	
	Vaibhav Gems Ltd.	Others	27,073	—	Quoted	Fully paid	1,194,225	—	Yes
	Financial Technologies India Ltd.	Others	—	2,500	Quoted	Fully paid	—	1,760,527	Yes
	IDBI Bank Ltd.	Others	15,500	15,500	Quoted	Fully paid	2,188,702	2,188,702	Yes
	Reliance Industries Ltd.	Others	—	1,500	Quoted	Fully paid	—	1,368,646	Yes
	Tata Motor (DVR)	Others	12,500	2,500	Quoted	Fully paid	1,713,579	1,713,579	Yes
	Tinplate Company of India Ltd.	Others	50,000	50,000	Quoted	Fully paid	3,405,219	3,405,219	Yes
			1,337,497	735,148			112,819,844	72,014,928	
	Invent Bio-Media Pvt. Ltd.	Others	40,000	40,000	Unquoted	Fully paid	4,000,000	4,000,000	Yes
	Algorhythm Tech Pvt Ltd.	Others	15	15	Unquoted	Fully paid	5,625	5,625	Yes
	Speakwell Enterprises Pvt Ltd.	Others	15	15	Unquoted	Fully paid	15,060	15,060	Yes
	JIR Technologies Pvt. Ltd.	Others	11,612	—	Unquoted	Fully paid	7,000,000	—	Yes
	Jumboking Foods Pvt. Ltd.	Others	98,901	98,901	Unquoted	Fully paid	8,855,155	8,855,155	Yes
	Mobile Magic Pvt. Ltd.	Others	137,894	137,894	Unquoted	Fully paid	16,000,000	16,000,000	Yes
	Annapura Pet Pvt. Ltd.	Others	48,000	—	Unquoted	Fully paid	4,800,000	—	Yes
	Parag Milk & Milk Products Pvt. Ltd.	Others	200,000	200,000	Unquoted	Fully paid	12,500,000	12,500,000	Yes
	Lotus Spaces Pvt. Ltd.	Others	100,000	100,000	Unquoted	Fully paid	2,000,000	2,000,000	Yes
	Tops Security Ltd.	Others	40,900	40,900	Unquoted	Fully paid	2,863,000	2,863,000	Yes
			677,337	617,725			58,038,840	46,238,840	
	Investment in Equity Instruments		2,014,834	1,352,873			170,858,684	118,253,768	
2	Investments in Preference Shares								
	Algorhythm Tech Pvt Ltd..	Others	1,319	1,319	Unquoted	Fully paid	494,625	494,625	Yes
	Speakwell Enterprises Pvt Ltd.	Others	1,479	1,479	Unquoted	Fully paid	1,484,916	1,484,916	Yes
			2,798	2,798			1,979,541	1,979,541	
3	Investments in Partnership Firms								
	New India Spinning Company	Others	—	—			—	13,626,869	Yes
			—	—			—	13,626,869	
4	Other Non Current Investments :								
	Investment in Exchange Traded Funds								
	Motilal Oswal Most Shares Nasdaq	Others	—	100	Quoted	NA	—	4,999,950	Yes
			—	100			—	4,999,950	

14-CURRENT INVESTMENTS

Sr. No.	Name of the Body Corporates	Subsidiary / Associate / JV/ Controlled entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly paid/ Fully paid	Amount		"Whether stated at cost Yes/No"
			31.03. 2012	31.03. 2011			31.03. 2012	31.03. 2011	
1	Investments in Mutual Funds								
	Birla Sunlife Saving Fund	Others	—	667,189	Unquoted	NA	—	6,676,431	Yes
	Reliance Money Manager Fund Retail DD	Others	—	12,573	Unquoted	NA	—	12,587,151	Yes
	Morgan Stanley Liquid Fund-Dividend	Others	—	—	Unquoted	NA	2,165,545	—	Yes
	Reliance Money Manager Fund Instalment DD	Others	—	—	Unquoted	NA	525,656	—	Yes
	Reliance Money Manager Fund - Daily Dividend	Others	—	—	Unquoted	NA	—	8,068,776	Yes
	Fidelity Ultra Short-Term Debt Fund-Weekly Dividend	Others	—	—	Unquoted	NA	—	4,182,873	Yes
			—	679,762			2,691,201	31,515,231	

STATEMENT REGARDING SUBSIDIARY COMPANIES

Name of the Subsidiary Company	Ladderup Corporate Advisory Private Limited	Ladderup Wealth Management Private Limited	Ladderup Insurance Broking Private Limited
Capital	2,900,000	2,000,000	5,000,000
Reserves	73,333,998	318,352	(1,119,747)
Total Assets	115,072,763	7,137,626	4,475,409
Total Liabilities	115,072,763	7,137,626	4,475,409
Investment:-			
Long Term	7,307,499	-	-
Current	-	-	-
Total	7,307,499	-	-
Turnover	101,841,435	9,236,325	1,296,311
Profit/(Loss) before Taxation	27,493,142	(5,251,548)	(2,220,641)
Provision for Taxation	9,312,028	(1,615,977)	(19,302)
Profit/(Loss) after Taxation	18,181,114	(3,635,571)	(2,201,339)
Dividend (Including Dividend Distribution Tax)	11,122,493	-	-

FOR LADDERUP FINANCE LIMITED

FOR LADDERUP FINANCE LIMITED

Sunil Goyal
Managing Director

Parimal Sheth
Whole-time Director & CEO

Date: 26th May, 2012
Place: Mumbai.

LADDERUP FINANCE LIMITED



Dear Shareholders,

Sub.: Green Initiative – Registration of E-mail address

This is to inform that as a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs (MCA) vide its circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively; has permitted the Companies to serve the documents viz. Annual Reports, Notices of General Meetings / Postal Ballot, other documents etc to the Members through electronic mode.

In order to support this "Green Initiative", we are pleased to serve you the above referred documents and also any other documents as specified by MCA from time to time through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your e-mail address and / or changes therein from time to time with the Company's Registrar & Transfer Agent (R & T Agent) viz. Sharex Dynamic (India) Private Limited at Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072, in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication and with your Depository Participant (DP), in case you are holding shares in dematerialized mode.

In case you require physical copies of Annual Reports and other documents, you may send an email at info@ladderup.com or write to the Company's R & T Agent by quoting the name of first/sole shareholder, Folio no. /DP ID and Client ID. The above documents will be sent to you free of cost.

We request your whole-hearted support to this "Green Initiative" by opting electronic mode of communication for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,

For Ladderup Finance Limited

Parimal Sheth

Compliance Officer

Place : Mumbai

Date : 4th August, 2012

Registered Office: A-204, Rajeshri Accord, Tolly Cross Lane,

Off S. N. Road, Andheri (East), Mumbai – 400 069

Tel.: 91-22-4033 6363 Fax : 4033 6364

Website : www.ladderup.com

TEAR HERE

TEAR HERE

REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively issued by Ministry of Corporate Affairs)

Sharex Dynamic (India) Private Limited

Unit 1, Luthra Industrial Premises, Safed Pool,
Andheri Kurla Road, Andheri (East), Mumbai – 400 072.

I/We shareholder(s) of Ladderup Finance Limited hereby accord my/our approval to receive documents viz. Annual Reports, Notices of General Meeting/Postal Ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in electronic mode.

I/We request you to note my/our latest email address, as mentioned below. If there is any change in the e-mail address. I/We will promptly communicate the same to you. I/We attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of the First/Sole Shareholder	
Name of the Joint Shareholder(s) if any	
Registered Address	
E-mail Address (to be registered)	

Place:

Date:

(Signature of Shareholder/s)

Note: This form is available on Company's website www.ladderup.com

TEAR HERE

(For Shares in dematerialized mode)

You are requested to register your E-mail address and/or changes therein from time to time with your Depository Participant.

TEAR HERE



ELECTRONIC CLEARING SERVICE (ECS) MANDATE FORM

Ladderup Finance Limited
A-204, Rajeshri Accord,
Telly Cross Lane, Off. S.N. Road,
Andheri (East), Mumbai – 400 069.

Dear Sirs

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.

For Shares held in physical form

Master Folio

--	--	--	--	--	--	--	--	--	--

For Shares held in electronic form

D.P. ID

--	--	--	--	--	--	--	--	--	--

Client ID

--	--	--	--	--	--	--	--	--	--

TEAR HERE

Name of the Shareholder(s)																			
Bank Name																			
Branch Name																			
Branch Code																			
			<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																
9-Digit Code Number of the Bank appearing on the MICR Cheque issued by the Bank																			
Account Type (Please Tick () wherever applicable																			

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information. I / We shall not hold the Company responsible. I also undertake to advise changes, if any in the particular of my account to facilitate updation of records for purposes of credit of dividend amount through ECS.

I further undertake to inform the Company any change in my Bank/Branch and Account Number

Date: _____ **Signature of the Shareholder(s)**

Note:

- Whenever the shares in the given folio are entirely dematerialized, then this ECS mandate form will stand rescinded.
- For shares held in dematerialized mode nomination is required to be filled with the Depository Participant in their prescribe form.

LADDERUP FINANCE LIMITED

Registered Office: A-204, Rajeshri Accord, Telly Cross Lane, Off S. N. Road,
Andheri (East), Mumbai – 400 069.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the venue.

Folio No./Client ID No.....

No. of Shares held

Name & Address

.....

Jointly with

Full name of the Proxy if attending meeting

I hereby record my presence at the 19th Annual General Meeting of the Company to be held at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059 at 10.00 a.m. on Saturday, 29th September, 2012.

Signature of Member/Joint
Member/Proxy attending the meeting.

Note: The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued. Members attending the meeting are requested to bring their copies of Annual Report with them.

LADDERUP FINANCE LIMITED

Registered Office: A-204, Rajeshri Accord, Telly Cross Lane,
Off S. N. Road, Andheri (East), Mumbai – 400 069

PROXY FORM

I/We.....of..... being a member/
members of the above named Company hereby appoint
..... ofor failing him
. of as my/ our proxy to vote for me/us on my/ our behalf at the 19th Annual
General Meeting of the Company to be held at Hotel Mirage, International Airport Approach
Road, Off Andheri Kurla Road, Marol, Andheri (East), Mumbai 400 059 at 10.00 a.m. on Saturday,
29th September, 2012 and at any adjournment hereof.

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

Reg. Folio No.....

No. of Shares

REVENUE STAMP of ₹ 1

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting. A proxy need not be a member.



