

15th Annual Report 2009 - 2010

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Wallfort Financial Services Ltd.

15th ANNUAL REPORT

BOARD OF DIRECTORS:

Mr. Anil Jain	Chairman & Managing Director
Mr. Deepak Lahoti	Whole time Director
Mr. Yash Golechha	Whole time Director
Mr. Manoj Bharadia	Wholetime Director
Mr. Ashok Bharadia	Director
Mr. Anil Parekh	Director
Mr. Krishnagopal Biyani	Director
Mr. Vijay Gaggar	Director
Mr. Ajay Mantri	Director
Mr. Pramod Gupte	Director

COMPLIANCE OFFICER

Mr. Nishit Golchha

AUDITORS

Kochar & Associates
Chartered Accountants

CONSULTANTS

Banshi Jain & Associates
Chartered Accountants

REGISTERED OFFICE:

205, Gundecha Chambers,
Nagindas Master Road,
Fort,
Mumbai 400 001

BANKERS

HDFC Bank
Punjab National Bank
Union Bank
UCO Bank
Citi Bank
Syndicate Bank
State Bank Of India

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NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of Wallfort Financial Services Limited, will be held at its Registered Office situated at 205, Gundecha Chambers, Nagindas Master Road, Fort, Mumbai 400 001 on Thursday, 30th September 2010 at 11:00 a.m. to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as on 31st March 2010 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- 2) To re-appoint M/s Kochar & Associates, Chartered Accountants, Mumbai, Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.
- 3) To appoint a Director in place of Mr. Anil Parekh, who retires by rotation and being eligible, offers himself for re appointment.
- 4) To appoint a Director in place of Mr. Vijay Gaggar, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

- 5) To Consider and if thought fit to pass, with or without modification(s) if any, the following as an Ordinary Resolution:

“RESOLVED THAT Mr. Pramod Gupte who was appointed as an additional director in the meeting of the Board of Directors of the Company held on 01st October 2009 and who holds office as such up to the date of the Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from member signifying his intention to propose Mr. Pramod Gupte as a candidate for the office of the Director of the Company, be and is hereby appointed as the Director of the company and he shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and file the necessary forms with the Registrar of Companies to give effect to the resolution”

- 6) To Consider and if thought fit to pass, with or without modification(s) if any, the following as a Special Resolution.

“RESOLVED THAT pursuant to section 198, 269, 309, 310, Schedule XIII and any other provision as applicable of the Companies Act, 1956 Mr. Anil G. Jain, Managing Director of the Company, whose term of Office expires on 18th September 2010 be and is hereby re-appointed as the Managing Director of the Company w.e.f. 19th September 2010 for a period of five years, on the terms given below:

Salary ranging between Rs. 50,000 – Rs. 2,00,000 per month and a bonus equivalent to four months salary. This will include dearness allowance and other allowance not specified therein.

Perquisites

- 1) Housing Society rent provided for the accommodation where he presently resides
- 2) The expenses incurred by the appointee on gas, electricity, water, furnishings will be reimbursed.
- 3) All medical expenses incurred for him and his family, shall be reimbursed by the Company subject to a ceiling of 1 month's salary
- 4) Leave Travel Concession: for self and family once in a year as may be sanctioned by the Board.
- 5) Fees of clubs subject to a maximum of two clubs, this will include, life membership fees.
- 6) Personal Accident Insurance, the premium of which shall not exceed Rs. 10,000/- per annum.
- 7) Provision of a car with driver for use on companies business and telephone at residence.
- 8) Leave unavailed of to be allowed to be encashed as per the rules of the company.

Mr. Anil Jain will not be liable for retirement by rotation and will not be paid any sitting fees for attending the Board Meetings, General Body Meetings or Committee Meetings.

“RESOLVED FURTHER THAT notwithstanding any contained to the contrary in the Companies Act, 1956 where in any financial year Company has no profit or inadequate profit; Mr. Anil G. Jain will be paid minimum remuneration within the ceiling limits prescribed in Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation(s) by the Central Government to Schedule XIII of the Companies Act, 1956 the Board of Directors or Committee thereof be and is hereby authorized to vary or increase the remuneration including salary, perquisites, allowances, etc. within such prescribed limit in order to give effect to such modification(s) relaxation(s) or variation(s) without any further reference to the Company in General Meeting”.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and file the necessary forms with the Registrar of Companies to give effect to the resolution”.

- 7) To Consider and if thought fit to pass, with or without modification(s) if any, the following as a Special Resolution:

“RESOLVED THAT in modification to the resolution passed at the Annual General Meeting held on 30th September 2009 and pursuant to Section 198, 269, 387 & 388 read with Schedule XIII and other applicable provisions, if any of Companies Act, 1956 (the Act) the approval of the members be and is hereby given for the increase in the remuneration paid to Mr. Deepak Lahoti, Wholetime Director of the Company, he shall be paid a salary ranging between Rs. 50,000 – Rs. 2,00,000 per month and a bonus equivalent to four months salary paid w.e.f. 1st October 2010.

RESOLVED FURTHER THAT save and except the above, the other terms and conditions of appointment and remuneration of Mr. Deepak Lahoti, Wholetime Director already approved by the shareholders at the Annual General Meeting held on 30th September 2009 are unchanged.”

- 8) To Consider and if thought fit to pass, with or without modification(s) if any, the following as a Special Resolution:

“RESOLVED THAT in modification to the resolution passed at the Annual General Meeting held on 30th September 2009 and pursuant to Section 198, 269, 387 & 388 read with Schedule XIII and other applicable provisions, if any of Companies Act, 1956 (the Act) the approval of the members be and is hereby given for the increase in the remuneration paid to Mr. Yash Golechha, Wholetime Director of the Company, he shall be paid a salary ranging between Rs. 50,000 – Rs. 2,00,000 per month and a bonus equivalent to four months salary paid w.e.f. 1st October 2010.

“RESOLVED FURTHER THAT save and except the above, the other terms and conditions of appointment and remuneration of Mr. Yash Golechha, Wholetime Director already approved by the shareholders at the Annual General Meeting held on 30th September 2009 are unchanged.”

9) To Consider and if thought fit to pass, with or without modification(s) if any, the following as a Special Resolution:

“RESOLVED THAT in modification to the resolution passed at the Annual General Meeting held on 30th September 2008 and pursuant to Section 198, 269, 387 & 388 read with Schedule XIII and other applicable provisions, if any of Companies Act, 1956 (the Act) the approval of the members be and is hereby given for the increase in the remuneration paid to Mr. Manoj Bharadia, Wholetime Director of the Company, he shall be paid a salary ranging between Rs. 50,000 – Rs. 2,00,000 per month and a bonus equivalent to four months salary paid w.e.f. 1st October 2010.

“RESOLVED FURTHER THAT save and except the above, the other terms and conditions of appointment and remuneration of Mr. Manoj Bharadia, Wholetime Director already approved by the shareholders at the Annual General Meeting held on 30th September 2008 are unchanged.”

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. The instruments appointing proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Book of the company will remain closed from Friday, 24th September 2010 to Thursday, 30th September 2010 (both days inclusive)
3. Members are requested to notify immediately any change of address:
 - to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios alongwith Bank particulars.
4. Members attending the meeting should bring their copy of Annual Report for reference at the meeting.
5. Disclosures as per Clause 49 of the Listing Agreement for appointment / reappointment of Directors. Brief particulars of Directors being appointed/ re-appointed are as under:

Name	Anil Parekh	Vijay Gaggar
Date of Birth	27/06/1966	16/01/1962
Date of Appointment	27/11/1998	11/03/2002
Directorship held in other Companies	Raghuvver Fero Alloys Pvt. Ltd., Madanpur South Coal Ltd. Chattisgarh Project (India) Pvt. Ltd.	Kalpataru Ispat Pvt. Ltd.
Memberships/ Chairmanships of Committees across Public Companies	—	—
Brief Profile covering experience, achievements etc.	He is practising FCA having vast experience in the field. He looks after day to day operation of Raipur Branch Office & also looks after Tax related works of the Company. He is also engaged in project financing.	Has experience in stock broking & general administration & gives expert advice relating to capital markets.
Shares held in the Company	—	—

Name	Pramod Gupte	Anil Jain
Date of Birth	27/05/1950	11/08/1964
Date of Appointment	1/10/2009	16/11/1994
Directorship held in other Companies	—	---
Memberships/ Chairmanships of Committees across Public Companies	—	—
Brief Profile covering experience, achievements etc.	He is having vast experience in various industries and has been corporate consultant to various Companies.	He is having experience in stock broking activities corporate consultancy, investment in finance. He has incorporated Wallfort Investment & Trading Co. Pvt. Ltd. in the year 1992 was mainly involved in stock & share sub broking.
Shares held in the Company.	—	1,225,010

6. As required under Section 173 (2) of the Companies Act, 1956 the Explanatory Statement is annexed hereto.

By and on behalf of the Board
for WALLFORT FINANCIAL SERVICES LIMITED
 Sd/-
Anil Jain
Chairman & Managing Director

Registered Office:
205, Gundecha Chambers,
Nagindas Master Road,
Fort,
Mumbai 400 001

Place: Mumbai
 Date: 05th August 2010

Annexure to Notice

Explanatory Statement to the Notice of the Annual General Meeting, pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 5

Mr. Pramod Gupte was appointed as an Additional Director of the Company w.e.f. 01st October 2009. Under Section 260 of the Companies Act, 1956, Mr. Pramod Gupte continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Mr. Pramod Gupte as a candidate for the office of Director of the Company and the requisite deposit of Rs. 500 has also been received by the Company along with such notice.

Your Directors recommend, the resolution for the appointment of Mr. Pramod Gupte as a Director liable to retire by rotation, to the members for their approval

None of the Directors except Mr. Pramod Gupte is interested in the resolution.

Item No. 6

Having regard to the valuable services rendered by Mr. Anil Jain to the Company the Board of Directors of the Company considered reappointing them as Managing Director of the Company for a period of five years subject to approval of the members and as per the terms and conditions as are given in the aforesaid resolution and as per applicable provisions of the Companies Act, 1956.

Your Directors recommend the resolution for the appointment of Mr. Anil Jain as a Managing Director of the Company, to the members for their approval.

The given resolution is proposed to be passed as a Special Resolution

None of the Directors except Mr. Anil Jain is interested in the resolution.

Item No. 7

Mr. Deepak Lahoti has a vast knowledge and experience in the field of Stock Broking and his expertise has been of great contribution to the progress and profitability of the Company.

Hence in the context of the growing profitability of the Company it was decided to increase the remuneration paid to Mr. Deepak Lahoti as per the limits set out in the resolution w.e.f. 1st October 2010.

The Board had passed resolution to that effect, however the same was subject to the approval of the members to be taken in a General Meeting and hence your Directors seek your approval for the same at the ensuing Annual General meeting.

Thus the approval of the members is being sought for the increase in remuneration paid to Mr. Deepak Lahoti w.e.f. 1st October 2010 as per the limits set out in the resolution

The given Resolution is proposed to be passed as a special resolution.

None of the Directors Except Mr. Deepak Lahoti are interested in the resolution.

Item No. 8

Mr. Yash Golechha has a vast knowledge and experience in the field of Stock Broking and his expertise has been of great contribution to the progress and profitability of the Company.

Hence in the context of the growing profitability of the Company it was decided to increase the remuneration paid to Mr. Yash Golechha as per the limits set out in the resolution w.e.f. 1st October 2010.

The Board had passed resolution to that effect, however the same was subject to the approval of the members to be taken in a General Meeting and hence your Directors seek your approval for the same at the ensuing Annual General meeting.

Thus the approval of the members is being sought for the increase in remuneration paid to Mr. Yash Golechha w.e.f. 1st October 2010 as per the limits set out in the resolution.

The given Resolution is proposed to be passed as a Special Resolution.

None of the other Directors except Mr. Yash Golechha are interested in the resolution.

Item No. 9

Mr. Manoj Bharadia has a vast knowledge and experience in the field of Stock Broking and his expertise has been of great contribution to the progress and profitability of the Company.

Hence in the context of the growing profitability of the Company it was decided to increase the remuneration paid to Mr. Manoj Bharadia as per the limits set out in the resolution w.e.f. 1st October 2010.

The Board had passed resolution to that effect, however the same was subject to the approval of the members to be taken in a General Meeting and hence your Directors seek your approval for the same at the ensuing Annual General meeting.

Thus the approval of the members is being sought for the increase in remuneration paid to Mr. Manoj Bharadia w.e.f. 1st October 2010 as per the limits set out in the resolution

The given Resolution is proposed to be passed as a Special Resolution

None of the other Directors Except Mr. Manoj Bharadia are interested in the resolution.

**By and on behalf of the Board
for WALLFORT FINANCIAL SERVICES LIMITED**

**Sd/-
Anil Jain
Chairman & Managing Director**

Registered Office:
205, Gundecha Chambers,
Nagindas Master Road,
Fort,
Mumbai 400 001

Place: Mumbai
Date: 5th August 2010

DIRECTOR'S REPORT

To,

The Shareholders
Wallfort Financial Services Limited

Dear Shareholders,

Your Directors present their Fifteenth Annual Report and the Audited Statements of Accounts for the financial period ended on 31st March 2010.

Financial Results

The bird eye view of the summarized financial highlights is depicted below:

(Amt. Rs. In Lakhs)

PARTICULARS	For the year ended March 31, 2010	For the year ended March 31, 2009.
Gross Profit (+)Loss(-) After Interest But Before Deprecation & Taxation	2597.52	-260.13
Depreciation	42.78	39.09
Profit Before Income Tax After Depreciation	2554.73	-299.22
Short Provision of Earlier Years	25.44	397.25
Prior Period Expenses	4.84	76.00
Provision For Taxation	546.74	10.68
Net Profit After Tax	2018.92	-783.15
Balance carried forward from last year	3007.08	3790.23
Balance carried forward to Balance Sheet	5026.00	3007.08

Performance and Future Prospects

The performance of the Company has been satisfactory due to good market condition. The Company has seen some gains from the investing/trading of shares and securities. The Stock markets have been showing positive signs and it is expected that the trend shall continue in future.

Dividend

To conserve the funds, the Directors do not recommend any dividend for the year 2009-2010.

Directors

During the year under review, following were the changes in the Composition of Board of Directors:

Mr. Anil Parekh and Mr. Vijay Gaggar who retire by rotation at the ensuing Annual General Meeting are proposed to be re-appointed.

Mr. Anil Jain whose term for Managing Director ends on 18th September 2010 shall be re-appointed subject to member's approval at the ensuing Annual General Meeting.

Mr. Pramod Gupte was appointed as Additional Director, pursuant to Section 260 of the Companies Act, 1956; he holds office upto the date of ensuing Annual General Meeting and being eligible offer himself for appointment.

Mr. Deepak Lahoti & Mr. Yash Golechha were appointed as Wholetime Director w.e.f. 01st April 2009 and the Shareholders have approved their appointment at the Annual General Meeting dated 30th September 2009.

Directors Responsibility Statement As Per Section 217 (2AA) of the Companies Act, 1956

The Board of Directors hereby confirms that:

- i. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- ii. that the Directors had 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 at the end of the financial year and of the profit or loss of the Company for that period;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the Annual Accounts on a going concern basis.

Auditors Report

The observation made in the Auditors Report are self explanatory and therefore no further comments are required under Section 217(3) of the Companies Act, 1956.

Auditors

M/s. Kochar & Associates, Chartered Accountants appointed as the Auditors of the Company, retire at the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment. The Company has received their consent pursuant to Section 224 (1B) of the Companies Act, 1956.

Particulars of Employees

During the year under review there were no employees who were in receipt of the remuneration beyond the limits prescribed under Section 217(2A) of the Companies Act, 1956 and therefore no disclosures need to be made under the said section.

Corporate Governance

The amendments to the Companies Act, 1956 and the listing agreements executed with the Stock Exchanges require compliance with specified Corporate Governance practices. A detailed Report on Corporate Governance approved by the directors is annexed. A certificate on compliance of Corporate Governance requirements issued by the Statutory Auditors of the company in pursuance to clause 49 of the listing agreement is placed with the report on Corporate Governance.

Conservation of Energy, Technological Absorption and Foreign Exchange Earnings and Outing

The Company is not engaged in any manufacturing activity and therefore there are no particulars to be disclosed under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988. Foreign Exchange Details are as follows :

Inflows : Rs. Nil Outflows: Rs. 552138/-

Acknowledgement

Your Directors take this opportunity to thank all the Employees, Shareholders, Bankers to the Company, The Securities & Exchange Board of India, Bombay Stock Exchange, other Government Agencies and esteemed clients for their support and co-operation during the year under review.

By and on behalf of the Board
for **WALLFORT FINANCIAL SERVICES LIMITED**

Sd/-
Anil Jain
Chairman & Managing Director

Place: Mumbai
Date: 05th August 2010

CORPORATE GOVERNANCE REPORT

1. THE COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

Wallfort Financial Services Limited has been practicing the principles of good corporate governance since its inception. The principle of Corporate Governance lays emphasis on transparency, accountability & responsibility in all facets of its operation & all interaction with Shareholders, Investors, Lenders, Employees & Government.

Wallfort Financial Services Corporate Governance initiative is based on two core principles:

- i. Management must have executive freedom to drive the enterprise forward without undue restraints
- ii. This freedom management must be exercised within the framework of effective accountability. Wallfort Financial Services believes the practice of each of these leads to creation of right corporate culture in which the company is managed in a manner that fulfills the purpose of Corporate Governance.

2. BOARDS OF DIRECTORS:

The Composition of the Board of Directors with reference to the number of Executive and Non Executive Directors meets the requirement of clause 49 of listing agreement on Corporate Governance. The Board is headed by the Executive Chairman. The Boards of Directors presently comprises 10 members. More than 50 % of the directors are non-executive and more than 2/3rd % are Independent. The composition of the Board in detail is as follows:

Sr No.	Name Of The Directors	Category	*No. of Other Directorships	Membership of other committees
1	Mr. Anil Jain (Chairman & Managing Director)	Executive & Promoter	0	None
2	Mr. Ashok Bharadia	Non executive & Promoter	1	4
3	Mr. Manoj Bharadia (Whole-time Director)	Executive & Promoter	1	2
4	Mr. Deepak Lahoti (Whole-time Director)	Executive & Promoter	1	2
5	Mr. Yash Golechha (Whole-time Director)	Executive & Promoter	2	2
6	Mr. Anil Parekh	Non-executive and Independent	3	2
7	Mr. Krishan Gopal Biyani	Non Executive and Independent	2	1
8	Mr. Ajay Mantri	Non Executive and Independent	None	2
9	Mr. Vijay Kumar Gagar	Non Executive and Independent	1	None
10	Pramod Gupte (Additional Director)	Non Executive and Independent	-	-

* Includes Directorships of Private Limited Companies.

The Directors furnished Notice of Disclosure of Interest as specified in Section 299(3) of the Companies Act 1956.

Responsibilities Of The Boards:

The Board discharges the duties responsibilities as required under the applicable statute(s) including the Companies Act, 1956, Guidelines issued by SEBI and other regularities bodies from time to time. The Board of Directors ensures that other responsibilities do not have any material impact on their responsibilities as Directors of the Company

Role of the Independent Directors:

The Independent Directors play an important role & participate in all the deliberations of the Board and contribute to the decision making process with their rich knowledge and expertise in the areas of Account, Financial, Law, & other professional areas.

Meetings Of The Board:

Normally the meetings of the Board are held at Mumbai, dates of which are decided in advance. The members of the Boards have access to all information and records of the Company. Senior officials are invited to attend the meeting and provide clarification as and when required. The Board met 8 times during the year.

Attendance:

Sr No.	Name Of The Directors	Meetings held during the tenure of the Director from 1/4/2009 to 31/3/2010	No of Meetings attended	Attendance at the last AGM
1	Mr. Anil Jain	8	8	Yes
2	Mr. Ashok Bharadia	8	8	Yes
3	Mr. Manoj Bharadia	8	8	Yes
4	Mr. Deepak Lahoti	8	8	Yes
5	Mr. Yash Golechha	8	8	Yes
6	Mr. Krishan Gopal Biyani	8	7	No
7	Mr. Ajay Mantri	8	8	No
8	Mr. Anil Parekh	8	8	No
9	Mr. Vijay Kumar Gaggar	8	7	Yes
10	Mr. Pramod Gupte	5	4	N.A.

Changes in Directors

During the year under review, following were the changes in the Composition of Board of Directors:

Mr. Anil Parekh and Mr. Vijay Gaggar who retire by rotation at the ensuing Annual General Meeting are proposed to be re-appointed.

Mr. Anil Jain whose term for Managing Director ends on 18th September 2010 shall be re-appointed subject to member's approval at the ensuing Annual General Meeting.

Mr. Pramod Gupte was appointed as Additional Director, pursuant to Section 260 of the Companies Act, 1956; he holds office upto the date of ensuing Annual General Meeting and being eligible offer himself for appointment.

Mr. Deepak Lahoti & Mr. Yash Golechha were appointed as Wholetime Director w.e.f. 01st April 2009 and the Shareholders have approved their appointment at the Annual General Meeting dated 30th September 2009.

3. COMMITTEES OF THE BOARD

With a view to enable more focused and timely attention on the affairs of the company, the Board has constituted the following committees with delegation in particular areas.

Audit Committee:

The Composition of the Audit Committee and the details of meetings attended by the members of the Audit Committee are given below:-

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Ajay Mantri (Chairman)	Non Executive and Independent	5	5
Mr. Ashok Bharadia	Non Executive and Promoter	5	5
Mr. Manoj Bharadia	Executive and Promoter	5	4
Mr. Krishnagopal Biyani	Non Executive and Independent	5	4

The Committee consists of experienced Directors having knowledge in accounts, law and other related subjects. The Quorum of the meeting is two independent Directors.

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.

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

Shareholders and Investor Grievances Committee:

The Composition of the Shareholders/Investors Grievance Committee and details of Meetings attended by the Directors are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Ashok Bharadia (Chairman)	Non Executive and Promoter	5	5
Mr. Deepak Lahoti	Executive and Promoter	5	5
Mr. Yash Golecha	Executive and Promoter	5	5
Mr. Anil Parekh	Non Executive and Independent	5	2

The Committee has been delegated authority by the Board to approve transfers/transmission of shares, issue of share certificates etc. The committee meets as and when there transfers/transmission of shares, or any complaints/ queries of the shareholders need to be attended.

The Committee also reviews the queries and complaints received from the shareholders and the steps taken for their redressal. There were no complaints pending as on 31st March 2010.

Remuneration Committee

The Composition of the Remuneration Committee and details of Meetings attended by the Directors are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Ajay Mantri (Chairman)	Non Executive and Independent	1	1
Mr. Krishnagopal Biyani	Non Executive and Independent	1	1
Mr. Anil Parekh	Non Executive and Independent	1	1

The Remuneration Committee is authorized to determine on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.

Director's Remuneration:

Sr No.	Name Of The Directors	Designation	Salary per month	Bonus
1.	Mr. Anil Jain	Managing Director	Rs. 50,000/-	2,00,000
2.	Mr. Deepak Lahoti	Wholetime Director	Rs. 35,000/-	1,40,000
3.	Mr. Yash Golechha	Wholetime Director	Rs. 40,000/-	1,60,000
4.	Mr. Manoj Bharadia	Wholetime Director	Rs. 25,000/-	1,00,000

4. ANNUAL GENERAL MEETING (AGMS):

The particulars of Annual General Meeting held during the last three years are as follows:

Year	Date	Time	Venue
2006-2007	10 th September 2007	11:00 a.m.	205, Gundecha Chambers, N.M. Road Fort, Mumbai 400001
2007-2008	30 th September 2008	11:00 a.m.	205, Gundecha Chambers, N.M. Road Fort, Mumbai 400001
2008-2009	30 th September 2009	11:00 a.m.	205, Gundecha Chambers, N.M. Road Fort, Mumbai 400001

Special resolution : On 30th September 2008, Mr. Manoj Bharadia was appointed as the whole time director of Company for a period of five years from 1st November 2007.

No special resolution was passed through postal ballot during the last three years.

5. DISCLOSURES

The disclosure of related party transactions has been made in the Point No. 9 of Part B (Notes Forming Part of the Accounts) of Schedule M to the Balance sheet as on 31st March 2010.

No penalties or strictures have been imposed on the Company on any matter relating to the capital market by any regulatory authority for non-compliance for any laws during the last three years.

6. COMMUNICATION TO SHAREHOLDERS

The main source of the information to the Shareholder is the Annual Reports, which include, inter alia, the Director's Report, the report of Board of Directors on Corporate Governance, Management Discussion and analysis Report and the auditor's financial results. The unaudited quarterly/Audited results, notices of general Meetings are published for the information of the Shareholders in leading national and regional daily newspapers and intimation to the Stock Exchanges as required under the Listing Agreements.

7. MANAGEMENT DISCUSSION ANALYSIS REPORT

The Management Discussion Analysis report forms a part of the Annual Report.

8. CODE OF CONDUCT

All the Directors and Senior Management personnel have affirmed compliance with the code of conduct.

Declaration by the Chairman and Managing Director under Clause 49 of the Listing Agreement regarding adherence to Code of Conduct:

In accordance with Clause 49(1)(D) of the Listing Agreement all the Directors and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended 31st March 2010.

Sd/-
Anil Jain
Chairman & Managing Director

9. SHAREHOLDERS INFORMATION:**i. Annual General Meeting**

The Annual General Meeting of the company for the year ended 31st March 2010 will be held at its Registered Office situated at 205, Gundecha Chambers, Nagindas Master Road, Fort, Mumbai 400 001 on Thursday, 30th September 2010 at 11:00 a.m.

ii. Financial Calendar for 2010-2011(Provisional)

1	Results for the Quarter ended 30 th June 2010	By end of July 2010
2	Results for the Quarter ended 30 th September 2010	By end of October 2010
3	Results for the Quarter ended 31 st December 2010	By end of January 2011
4	Results for the Quarter ended 31 st March 2011	By end of April 2011
5	Results for the Year ended 31 st March 2011	By end of August 2011
6	Annual general Meeting for the year ended 31 st March 2011	By end of September 2011

iii. Book Closure

The Register of Members and Share Transfer books are closed keeping in view the proposed dates of Annual General Meeting. For the year reference the above registers/books would be closed from Friday, 24th September 2010 to Thursday, 30th September 2010 (both days inclusive) and was notified accordingly.

iv. Listing Of Shares:

The equity shares issued by the company are listed on the following Stock Exchanges,

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

v. Dematerialization Of Shares:

The Equity Shares of the Company are to be traded compulsorily in Dematerialised form. About 83.15% of paid-up Equity Capital has been dematerialised as on 31/03/2010.

The Company has entered in to agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for the purpose.
ISIN number for NSDL & CDSL: INE121B01014

vi. Dividend Payment:

No dividend has been recommended for the year 2009-2010

vii. Stock Code

The Stock code of the company is
BSE- 532053

viii. Stock Market Price data

Month	High	Low
April 2009	15.79	13.00
May 2009	29.10	16.55
June 2009	38.70	29.00
July 2009	43.05	29.00
August 2009	44.60	32.80
September 2009	44.60	35.15
October 2009	45.00	38.80
November 2009	39.50	30.15
December 2009	40.50	32.10
January 2010	48.00	39.75
February 2010	51.90	40.90
March 2010	47.00	38.30

ix. Registrar & Transfer Agent

With a view to provide prompt and efficient services to the investors the company has entered into an agreement with M/s. Satellite Corporate Services Pvt. Ltd, Registrar & Transfer Agents registered with SEBI.

Address:

B-302, Sony Apartment, Opp. St. Jude's High School,
Off. Andheri-Kurla Road,
Jarimari, Sakinaka,
Mumbai-400072

x. Share Transfer System

With a view to provide prompt and efficient services to the investors the company has entered into an agreement with M/s. Satellite Corporate Services Pvt. Ltd, Registrar & Transfer Agents registered with SEBI.

To supplement to the prompt services given by the Registrar & Transfer Agent the Shareholders and Investors grievance Committee meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc.

All requests for dematerialisation of shares are processed and confirmation thereof is sent to the shareholders within 7 to 15 days of the receipt thereof.

xi. (A) Distribution schedule of the Shareholding as on 31st March 2010:

Share Holding Nominal Value Of		Share Holders		Share Amount	
Rs.	Rs.	Number	% in Total	Total (in Rs.)	% of Total
Up to	2500	451	27.652	493400	0.509
2501 to	5000	735	45.064	3545590	3.660
5001 to	10000	258	15.819	2320160	2.395
10001 to	20000	39	2.391	587540	0.607
20001 to	30000	20	1.226	485510	0.501
30001 to	40000	3	0.184	103750	0.107
40001 to	50000	40	2.452	1976000	2.040
50001 to	100000	26	1.594	2328610	2.404
100001 and above		59	3.617	85031440	87.777
TOTAL		1631	100.000	96872000	100.000

xii. (B) Shareholding Pattern as on 31st March 2010

	CATEGORY	Nos. of Equity Shares	TOTAL %
A	Share Holding Of Promoters		
	Promoters Group		
	1. Indian		
	Individuals / Hindu	7,238,100	74.72
	Undivided Family		
	Bodies Corporate	24,500	0.25
	SUB TOTAL	7,262,600	74.97
	2. Foreign	NIL	NIL
	Total shareholding of Promoter & Promoter Group (A)	7,262,600	74.97
B.	Publing Share Holding		
	1. Institutions		
	2. Non - Institutions		
	Bodies Corporate	238,210	2.46
	Individuals		
	Individual shareholders holding nominal share capital up to Rs.1lakh	1,125,965	11.62
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,042,104	10.76
	Any Other Specify		
	Non Resident Indians	250	—
	Hindu Undivided Families	17,631	0.18
	Clearing Members	440	—
	Sub Total	2,424,600	25.03
	Total Publing Sharholding (B)	2,424,600	25.03
	Total (A)+(B)	9,687,200	100.00
C	Shares held by Custodians and against which Depository Receipts have been issued	---	---
	Total (A)+(B)+(C)	9,687,200	100.00

xiii. Address for correspondence

205,Gundecha Chambers,Nagindas Master Road, Fort, Mumbai 400001

Date 5th August 2010

Place Mumbai

By and on behalf of the Board
for **WALLFORT FINANCIAL SERVICES LIMITED**

Sd/-
ANIL JAIN
CHAIRMAN & MANAGING DIRECTOR

Auditors Certificate on Compliance of conditions of Corporate Governance Under Clause 49 of the Listing Agreement.

To
The Members of Wallfort Financial Services Ltd.

We have examined the compliance of conditions of Corporate Governance by Wallfort Financial Services Ltd. (“the company”) for the year ended on March 31, 2010 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of Conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

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

We state that no material investor grievances for a period exceeding one month against the company as per the records maintained by the company.

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

**For Kochar & Associates
Chartered Accountants
FRN No. 105256 W
P.S. Kochar
(Partner)
M. No. 106049**

**PLACE: MUMBAI
DATED: 5th August, 2010**

AUDITORS REPORT

**TO THE MEMBERS OF
M/s. WALLFORT FINANCIAL SERVICES LTD.**

We have audited the attached Balance Sheet of **M/S. WALLFORT FINANCIAL SERVICES LTD.** as at 31st March 2010 and also the Profit and Loss Account for the period ended on that date annexed thereto and the cash flow statement for the period 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.

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

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Company Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Said Order.

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 so far as it appears from our examination of the books.
- c. The Balance Sheet and Profit and Loss Account and Cash Flow dealt with by this report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-section (3c) of Section 211 of the Companies Act, 1956.
- e. On the basis of written representations received from the directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010 from being appointed as directors 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 give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010 and
 - ii. In the case of Profit and Loss Account, of the Profit of the Company for the period ended on that date.
 - iii. In the case of cash flow statement, of the cash flows for the period ended on that date.

**For Kochar & Associates
Chartered Accountants
FRN No. 105256 W
P.S. Kochar
(Partner)
M. No. 106049**

**Place: Mumbai
Date: 5/8/2010**

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date on the accounts for the period ended 31st March 2010 of M/s Wallfort Financial Services Ltd.)

- a. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- The management during the year has physically verified the Fixed Assets and no material discrepancies were observed on such verifications.
- b. The management has physically verified stocks of shares and debentures. In our Opinion, the frequency of verification is reasonable.
- The procedures of verification of stock of shares and debentures followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- The Company is maintaining proper records of Shares and Debentures. The discrepancies noticed on verification between the physical stocks and the Book records were not material.
- c. The company has not granted any Loans.
- The Company had taken loans from 3 companies and 1 other party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 934.40 lakhs and at the year-end balance of loans taken from such parties was Rs. NIL
- The rate of Interest and the terms on which these loans have been raised are not prima facie prejudicial to the Interests of the Company.
- The Company is regular in repaying the Principal as stipulated.
- d. In our opinion and according to the information and explanations given to us there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of shares and debentures and other fixed assets and with regard to the sale of shares and debentures.
- e. According to the information and explanations given to us, we are of the opinion that particulars of Contracts or arrangements referred to under section 301 of the Companies Act, 1956 have been so entered in the register maintained under that Act.
- According to the information and explanation given to us, the transactions made in pursuance to contracts or arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of five lakhs in respect of any party, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- f. The Company has not accepted any deposits from the public during the year under review.
- g. Although the Company does not have a formal internal audit system in our opinion, its internal control procedures involves reasonable internal check of its financial transaction.
- h. The Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act 1956.

- i. The Company is generally regular in Depositing with the appropriate authorities undisputed statutory dues including Investor Education, Protection Fund, Provident Fund Dues, Employees State Insurance Dues, Income Tax, Service Tax, Stamp Duty and other material statutory dues applicable to it.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty that were outstanding as on March 31, 2010 for a period of more than six months from the date on which they became payable.

- j. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- k. The Company has not granted loans and advances on the basis of security by way of pledge of shares and debentures.
- l. We are informed that the provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit society are not applicable to the Company. Accordingly, the provisions of clause 4 (xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
- m. In our opinion and according to the explanations given to us, the Company has maintained proper record of the transactions and contracts of dealing or trading in shares and debentures and timely entries have been made therein. Also such shares securities and other investments have been held by the company in its own name except to the extent of exemption granted under section 49 of the Act.
- n. The company has not given Guarantees for Loans taken by others from Banks or Financial Institutions.
- o. The Company has not taken any Term Loans.
- p. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short- term basis have been used for Long Term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- q. As the company has not made any allotment of shares during the year hence this clause is not applicable.
- r. As the company has not issued any debentures this clause is not applicable.
- s. As the company has not raised any money by public issue during the year hence this clause is not applicable.
- t. According to the Information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place: Mumbai
Date: 5/8/2010

For Kochar & Associates
Chartered Accountants
FRN No. 105256 W
P.S. Kochar
(Partner)
M. No. 106049

WALLFORT FINANCIAL SERVICES LTD.
BALANCE SHEET AS AT 31ST MARCH 2010

	SCH.	AS AT 31/3/2010	AS AT 31/3/2009
A SOURCES OF FUNDS			
<u>1. SHAREHOLDERS FUNDS</u>			
Share Capital	A	96,872,000	96,872,000
Reserves and Surplus	B	506,670,887	304,778,049
<u>2. SECURED LOANS</u>	C	23,275,924	29,309,361
<u>3. DEFERRED TAX LIABILITY</u>		---	1,652,055
TOTAL FUNDS EMPLOYED		626,818,811	432,611,465
B APPLICATION OF FUNDS			
<u>1. FIXED ASSETS</u>			
a. Gross Block	D	38,234,829	36,589,629
b. Less: Depreciation		18,813,702	18,215,589
NET BLOCK		19,421,126	18,374,039
<u>2. INVESTMENTS</u>	E	442,739,260	220,895,207
<u>3. DEFERRED TAX ASSET</u>		409,121	---
<u>4. CURRENT ASSETS, DEPOSITS ADVANCES</u>	F		
a. Sundry Debtors		7,339,217	5,507,084
b. Cash and Bank Balances		159,317,464	143,505,201
c. Deposits and Advances		69,451,103	65,421,548
Less : <u>CURRENT LIABILITIES AND PROVISIONS</u>	G	236,107,784	214,433,834
a. Liabilities		17,774,786	20,139,615
b. Provisions		54,083,694	952,000
NET CURRENT ASSETS		71,858,480	21,091,615
		164,249,303	193,342,219
TOTAL FUNDS APPLIED		626,818,811	432,611,465

Significant Accounting Policies and Notes to Account
As per our Audit Report of Even Date Attached

M

FOR AND ON BEHALF OF BOARD

For KOCHAR & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN No. 105256 W

Sd/- ANIL JAIN
CHAIRMAN & M.D.

(P. S. KOCHAR)
PARTNER
M. No. 106049

Sd/- MANOJ BHARADIA
DIRECTOR

PLACE : MUMBAI
DATED : 5th August 2010

Sd/- DEEPAK LAHOTI
DIRECTOR

WALLFORT FINANCIAL SERVICES LTD.
PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2010

INCOME	SCH.	YEAR ENDED 31/3/2010	YEAR ENDED 31/3/2009
Income from Operation	H	337,541,055	15,586,928
Other Income	I	18,877,220	24,420,905
TOTAL		356,418,276	40,007,833
EXPENDITURE			
Personnel	J	21,209,613	12,842,875
Administrative Expenses	K	66,980,261	46,584,694
Finance Charges	L	5,698,191	6,258,686
Loss on Sale of Assets		2,777,813	334,445
Depreciation	E	4,278,791	3,909,447
TOTAL		100,944,669	69,930,146
Profit before tax		2,55,473,606	-29,922,314
Less: Short Provision of Earlier Years		2,544,065	39,725,000
Less: Prior Period Expenses		484,380	7,599,911
Less : Provision For Taxation			
Wealth Tax		113,500	---
Current Tax		52,500,000	511,000
Fringe Benefit Tax		—	441,000
Deferred Tax		2,061,176	116,476
Profit after tax		201,892,838	-78,315,701
Add : Balance carried forward from Last Year		300,708,049	379,023,750
Balance carried forward to Balance Sheet		502,600,887	300,708,049
Earnings Per Share		20.84	-7.46

Significant Accounting Policies and Notes to Account
As per Audit Report of Even Date Attached

M

For KOCHAR & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN No. 105256 W

(P. S. KOCHAR)
PARTNER
M. No. 106049

PLACE : MUMBAI
DATED : 5th August 2010

FOR AND ON BEHALF OF BOARD

Sd/- ANIL JAIN
CHAIRMAN & M.D.

Sd/- MANOJ BHARADIA
DIRECTOR

Sd/- DEEPAK LAHOTI
DIRECTOR

WALLFORT FINANCIAL SERVICES LTD.
SCHEDULES ATTACHED TO AND FORMING PART
OF THE BALANCE SHEET AS AT 31ST MARCH 2010

PARTICULARS	31/3/2010	31/3/2009
<u>SCHEDULE : A SHARE CAPITAL</u>		
<u>AUTHORISED</u>		
1,10,00,000 Equity Shares of Rs. 10 Each	110,000,000	110,000,000
<u>ISSUED</u>		
1,05,01,200 Equity Shares of Rs. 10 Each fully paid-up	105,012,000	105,012,000.00
Less: Allotment Money Unpaid	—	—
Less: 814000 Equity Shares of Rs. 10 Each forfeited	8,140,000	8,140,000
<u>SUBSCRIBED AND PAID-UP</u>		
9687200 Equity Shares of Rs. 10 Each fully paid up		
TOTAL	96,872,000	96,872,000
<u>SCHEDULE : B RESERVES AND SURPLUS</u>		
Capital Reserve on Forefeiture of Shares	4,070,000	4,070,000
Profit and Loss Account		
Balance as per Last Balance Sheet	300,708,049	379,023,750
Add : Profit During the Year	201,892,838	-78,315,701
TOTAL	506,670,887	304,778,049
<u>SCHEDULE : C SECURED LOANS</u>		
Loans and Advances from Banks (Secured by Pledge/ Mortgage of the Companies Securities and Guaranteed by some of the Directors and some relatives jointly and severally)	23,275,924	29,309,361
TOTAL	23,275,924	23,309,361
<u>SCHEDULE : E INVESTMENTS</u>		
(Refer Annexure "A" Attached) (Aggregate Market Value of Quoted Investments Rs 51.45 crores)	442,739,260	220,895,207
TOTAL	442,739,260	220,895,207
<u>SCHEDULE : F CURRENT ASSETS, LOANS & ADVANCES</u>		
A) <u>SUNDRY DEBTORS</u>		
(Unsecured, Considered Good)		
Outstanding for More than 6 months		
Others	7,339,217	5,507,084
TOTAL	7,339,217	5,507,084

WALLFORT FINANCIAL SERVICES LTD.**SCHEDULE D : STATEMENT OF DEPRECIATION FOR THE PERIOD ENDED 31ST MARCH 2010**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 1-4-2009	ADDITION	DEDN.	AS ON 31-03-2010	UP TO 1-04-2009	DURING THE YEAR	DEDN.	TOTAL	AS ON 31-03-10	AS ON 1-4-2009
Computers	13,098,418	483,607	---	13,582,025	10,580,514	2,146,374	---	12,726,888	855,137	2,517,904
Vehicles	15,069,667	10,861,805	8,795,491	17,135,981	4,797,672	1,691,082	3,680,678	2,808,076	14,327,905	10,271,995
Plant & Machinery	1,018,754	---	---	1,018,754	242,197	48,391	---	290,588	728,166	776,557
Stock Exchange Cards	1,250,000	---	1,250,000	---	---	---	---	---	---	1,250,000
Furniture & Fixture	5,250,214	345,279	---	5,595,493	2,323,946	335,812	---	2,659,758	2,935,735	2,926,268
Office Equipment	902,575	---	---	902,575	271,259	57,133	---	328,392	574,183	631,316
TOTAL	36,589,629	11,690,691	10,045,491	38,234,829	18,215,589	4,278,791	3,680,678	18,813,702	19,421,126	18,374,039
Previous Year	35,185,929	3,174,310	1,770,610	36,589,629	14,989,807	3,909,447	683,665	18,215,589	18,374,039	20,196,121

PARTICULARS	31/3/2010	31/3/2009
B) CASH & BANK BALANCE		
Cash	875,421	1,045,141
Balances with Scheduled Bank		
In Current Account	1,073,789	-6,350,188
In Deposit Account	154,332,868	1,42,461,151
Interest Accrued and Due	3,035,368	6,349,096
	159,317,464	143,505,201
C) DEPOSITS & ADVANCES		
a) Deposits	13,876,160	14,224,407
b) Advances Recoverable in Cash or Kind or for value to be received	7,693,224	48,248,849
c) Advance Tax & TDS	47,881,719	2,948,293
	69,451,103	65,421,548
TOTAL	236,107,784	214,433,834
SCHEDULE : G		
CURRENT LIABILITIES & PROVISIONS		
Sundry Creditor's and other Liabilities	17,774,786	20,139,615
Provisions for Tax	52,500,000	952,000
Provision for Wealth Tax	113,500	—
Provision for Gratuity	1,470,194	—
TOTAL	71,858,480	21,091,615
SCHEDULE : H INCOME FROM OPERATIONS		
Income from Sale of Investments	257,806,775	-49,005,414
Business Income	29,180,697	26,093,983
Income from Mutual Fund Investments	2,448	-56,463
Income from Brokerage	50,234,737	38,449,898
Income from Mutual Fund Distribution	316,398	104,923
TOTAL	337,541,055	15,586,928
SCHEDULE : I OTHER INCOME		
Interest Income (TDS Rs.15.03 lakhs; P.Y. Rs. 31.77 lakhs)	10,975,228	15,625,806
Dividend	7,191,249	8,649,080
Income from DP Operations	5,540	10,800
Interest on Income Tax Refund	361,877	---
Other Income	343,326	135,219
TOTAL	18,877,220	24,420,905
SCHEDULE : J PERSONNEL COST		
Directors Remuneration	2,400,000	1,800,000
Salaries & Employee Benefits	16,105,923	10,093,588
Employers Contribution to Provident & Other Funds	250,243	260,059
Provident Fund Administration Charges	17,532	16,109
Gratuity	1,470,194	---
Staff Mediclaim	166,712	202,366
Staff Welfare	799,009	470,753
TOTAL	21,209,613	12,842,875

PARTICULARS	31/3/2010	31/3/2009
SCHEDULE : K ADMINISTRATIVE EXPENSES		
Advertisement	15,536	24,497
Annual Subscription	140,300	144,944
Audit Fees	137,875	55,150
Assessment Dues	133,894	—
Bad Debts	143,463	162,150
Bank Charges	86,462	97,250
Charities & Donation	357,000	178,600
Club Expenses	91,223	67,831
Computer Expenses	1,060,670	775,836
Consultancy & Professional Charges	1,168,745	991,246
Conveyance	57,897	156,186
Courier & Postage Expenses	294,316	172,058
Data Subscription	2,506,154	1,639,133
Exchange Gain	-9,015	—
Electricity	1,738,475	1,580,997
Insurance	46,296	53,015
Interest on Tds	5,920	41,765
Listing Expenses	15,000	30,000
Mutual Fund Expenses	---	24,610
Vehicle Expenses	1,657,587	1,615,917
Depository Charges	332,785	271,935
Network Management	296,984	557,918
Office Expenses	2,911,132	1,144,051
Printing & Stationery	249,333	428,712
Profession Tax	2,500	2,500
Registrar & Share Transfer Charges	37,975	40,200
Rent	5,466,333	1,420,651
Repairs and Maintainance	326,854	202,794
SEBI Fees	524,559	475,845
Securities Transaction Tax	30,174,984	20,732,120
Service Tax	11,784	154
Stamp Duty	5,873,971	4,443,278
Stock Exchange Expenses	6,573,552	5,917,013
Telecommunication Expenses	2,056,457	1,869,831
Travelling Expenses	2,116,194	962,281
VSAT Expenses	377,065	304,226
TOTAL	66,980,261	46,584,694
SCHEDULE : L FINANCIAL CHARGES		
Bank Guarantee & Processing Charges	3,799,454	4,580,042
Bank Interest	593,655	513,965
Interest on Loans	1,305,082	1,118,164
Interest on Vehicle Loans	---	46,514
TOTAL	5,698,191	6,258,686

Schedule M:**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS****(A) SIGNIFICANT ACCOUNTING POLICIES****1. Basis of preparation of financial statements**

The accompanying financial statements are prepared under the historical cost convention, in accordance with Generally Accepted Accounting Principles in India comprising the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956, on the accrual basis, as adopted consistently by the Company.

2. Use of estimates

The preparation of financial statements in accordance with Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses including the disclosures of contingent assets and liabilities as of the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

3. Fixed Assets and Depreciation

Fixed Assets are stated at cost less accumulated depreciation. The cost of the Fixed Assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. The company provides pro-rata depreciation from the date on which asset is acquired / put to use. In respect of assets sold, pro rata depreciation is provided up to the date on which the asset is sold. On all assets depreciation has been provided using the Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

Depreciation on assets whose actual cost is not more than five thousand rupees has been provided at the rate of 100%.

4. Borrowing Costs

Interest and other costs in connection with the borrowing of the funds to the extent related / attributed to the acquisition of qualifying fixed assets are capitalized upto the date when such assets are ready for its intended use and other borrowing costs are charged to the Profit and Loss Account.

5. Investments

Investments are stated at cost.

6. Revenue Recognition

Income from operations comprises profit / loss on sale of investments and derivative instruments.

Dividend Income is recognized when the right to receive payment is established.

Interest on fixed deposits is recognized on time proportion basis.

In respect of other heads of income the company accounts the same on accrual basis.

7. Employee Benefits**Defined Contribution Schemes:**

The Company has Defined Contribution Plans for post employment benefits namely Provident Fund that is recognized by the Income Tax Authorities.

Under the Provident Fund Plan, the company to the Government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution.

The company contributes to state plans namely Employees State Insurance Fund and Employees Pension Scheme and has no further obligation beyond making its contribution.

The company's contribution to the above funds is charged to revenue every year.

Defined Benefit Plans:

Gratuity is post employment benefit and is in the nature of Defined Benefit Plan. The liability recognized in the Balance sheet in respect of gratuity is the present value of defined benefit obligation at the balance sheet date together with the adjustments for unrecognized actuarial gains or losses and the past service cost. An independent actuary calculates the defined benefit obligation at the balance sheet date. Actuarial Gains or losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Profit and Loss account as Income or Expense.

Compensated Absences:

As per the policy of the company, an employee cannot carry forward leave. The accumulated leave has to be encashed annually. As no obligation arises on account of employees rendering service that increases their entitlement to future compensated absences, the amount of compensated absence paid is charged to the Profit and Loss account.

Termination benefits are recognized as an expense as and when incurred.

8. Taxes on Income

Income Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Current Tax:

Provision for current tax is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act 1961 after considering tax allowances and exemptions, if any.

Deferred Tax:

A deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance sheet date. Deferred tax charge or credit is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount. Deferred tax assets are recognized only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are re-assessed for the appropriateness of their respective carrying values at each balance sheet date.

9. Impairment of Assets

The carrying value of fixed assets is reviewed for impairment at each Balance Sheet date to determine whether there is any indication of impairment.

If the carrying value of the fixed assets exceeds its estimated recoverable amount, an impairment loss is recognized in the Profit & Loss account and the fixed assets are written down to their recoverable amount.

10. Foreign Currency Transactions

Transactions in the foreign currency, which are of revenue nature, are accounted for at the exchange rate prevailing on the date of transaction. Current liabilities and/or assets are translated at the year-end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation at the end of the year is recognized as income or expenses as the case may be.

11. Provisions, Contingent Liabilities and Contingent Assets

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resource is remote, no provision or disclosure is made. Contingent liabilities are disclosed by way of a note.

Contingent assets are not recognized. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

12. Prior Period

The Income or expense which arise in the current period as a result of errors and omissions in preparation of financial statement of one or more prior period are considered as prior period items and are shown separately in the financial statements.

13. Cash Flow

Cash Flows are reported using the Indirect Method whereby Profit before tax is adjusted for the effects of transaction of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, financing and investing activities of the company are segregated.

(B) NOTES FORMING PART OF THE ACCOUNTS**1. Deferred Tax**

For the current year, a sum of Rs.20, 61,176/- (Previous year - Rs. 116476/-) has been recognized as a deferred tax in the Profit & Loss Account and the same has been debited to the Deferred Tax Asset a/c in the Balance Sheet.

As on March 31, 2010, deferred tax asset on account of timing difference on depreciation of fixed assets and provision for gratuity was Rs.4, 09, 121/- (Previous year – Liability Rs.16, 52,055/-).

2. As of March 31, 2010, the Company had no outstanding dues to small-scale industrial undertakings (Previous Year Rs. Nil).
3. The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid/payable under this Act have not been given.
4. In the opinion of the Board, Current Assets, Loans & advances have the value on realization in the ordinary course of business at least equal to the amount at which they are stated.
5. The company pledges Investments towards margin requirement for trading in equity / derivatives.
6. Bank Overdraft represents Credit facility for Pay in, pay out and margin requirements
7. The National Stock Exchange and Bombay Stock Exchange have a lien on Fixed Deposits which have been kept for Margin and Base Capital Requirements.

8. Expenditure in foreign currency

- (a) Traveling – Rs. 96, 700/- (Previous year – NIL)
(b) Data Subscription – Rs.4, 55,438/- (Previous year – NIL)

9. Related party disclosure has been made as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India, as under:

Related Party Relationship

Associate Enterprises

Binodini Vyapar Pvt. Ltd.	Vijaydeep Properties Pvt. Ltd.
Knockta Dealcomm Pvt. Ltd.	Wallfort Investments & Trading Co. Ltd.
Wallfort Properties Pvt. Ltd.	Wallfort Share & Stock brokers Pvt. Ltd.
Wallfort Exim Pvt. Ltd.	
Wallfort Commodities Pvt. Ltd.	
Mohur Invest. & consultancy Pvt. Ltd.	

Key Management personnel

Anil Jain	Manoj Bharadia
Ashok Bharadia	Yash Golechha
Deepak Lahoti	

Relatives of key management personnel

Anjali Jain
Radhakishan Bharadia
Annapurna Bharadia
Raj Golechha
Damoderi Bharadia
Ramkumar Bharadia
Daxa Golechha
Rashmi Lahoti
Deepa Bharadia
Shobha Golechha
Kamladevi Bharadia
Sangeeta Bharadia
Kishnidevi Bharadia
Shrivallabh Bharadia
Manidevi Bharadia
Shyamsunder Bharadia
Megraj Golechha
Taradevi Jain
Pradeep Jain
Vandana Bharadia
Priya Jain
Vijay Bharadia
Pankaj Lahoti

Transactions

(Rs. In Lakhs)

Particulars	Associate Enterprises		Key Management Personnel		Relatives	
	2010 (Rs.)	2009 (Rs.)	2010 (Rs.)	2009 (Rs.)	2010 (Rs.)	2009 (Rs.)
Brokerage	8.25	2.81	0.33	0.23	1.04	1.21
Loans Received	2895.05	2875.59	4251.75	2347.00	-	267.15
Loans Repaid	2895.05	2875.59	4251.75	2347.00	-	267.15
Advances Refunded	200.00	-	-	-	-	-
Advances	-	200	-	-	-	-
Rent	0.96	0.96	7.92	-	12.39	-
Salary	-	-	24	18.00	6.4	4.80
Interest	-	-	13.05	-	-	-

Outstanding Balances

(Rs. In Lakhs)

Nature of Transactions	Associate Enterprises		Key Management Personnel		Relatives	
	2010 (Rs.)	2009 (Rs.)	2010 (Rs.)	2009 (Rs.)	2010 (Rs.)	2009 (Rs.)
Investments	147	147	-	-	-	-
Deposit	3.35	3.35	-	-	-	-
Advances	0	200	-	-	-	-

- Note : 1) Related party relationships are as identified by the company and relied upon by the Auditors
2) Transaction carried out with related parties referred to above are in ordinary course of business.

10. Auditors Remuneration

PARTICULARS	Amount in (Rs) CY	Amount in (Rs) LY
Statutory Audit Fees	80000	40000
Tax Auditing Fees	25000	10000
Consulting Fees	15000	—
Others (Out of Pocket Expense)	5000	—
Service Tax Audit Fees	12875	5150
Total	137875	55150

11. Contingent liabilities

- a. Unexpired Bank Guarantees – 23.26 Crores against Fixed Deposits 11.63 crores approx

12. Earnings per share

Earnings per Share has been calculated as per Accounting Standard 20 issued by the Institute of Chartered Accountants of India, as under:

Particulars	FY 2010	FY 2009
Amount used as numerator – Profit after tax	201,892,838	-78315701
No. Of Shares	9,687,200	9687200
Basic & diluted earning per share	20.84	-7.46

13. Segment Reporting

The company is engaged in single segment and there are no separate reportable segments as defined in AS – 17.

14. Provisions made for the year ended March 31, 2010 comprises of

Particulars	Opening Balances as on 1/4/2009	Provided on 31/3/2010	Provisions reversed / paid during the year ended 31/3/2010	Closing balance as of 31/3/2010
Income Tax	511000	52500000	511000	52500000
Wealth Tax	---	113500	—	113500
Fringe Benefit Tax	441000	—	441000	—
Gratuity	—	1470194	—	1470194

15. The figures have been rounded off to the nearest rupee.

16. The previous year's figures have been recast / restated, wherever necessary, to conform to the current year's classification.

For Kochar & Associates
Chartered Accountants
FRN No. 105256 W

P.S. Kochar
Partner
M. No. 106049

Place: Mumbai
 Date: 5/8/2010

For and On Behalf of the Board

ANIL JAIN

MANOJ BHARADIA

DEEPAK LAHOTI

M/S Wallfort Financial Services Ltd.
Annexure "A" Statement of Investments as on March 31, 2010

Unquoted**(Long Term, at cost, other than trade)**

165000 equity shares of Special Blast of Rs 10 each fully paid	4950000
401 Equity shares of BSE Ltd of Rs. 1 each fully paid	—
250 Equity shares of CSE Ltd of Rs. 1 each fully paid	1,250,000
73300 Equity shares of Chattisgarh Project India P. Ltd. of Rs. 10 each fully paid up	5497500

In Group Companies

25000 Equity shares of Wallfort Commodities P Ltd. of Rs 10 each fully paid	2450000
175000 Equity shares of Wallfort Share & Stock Brokers p Ltd. of Rs 10 each fully paid	12250000

In Mutual Funds

50000 Units of DBS Chola Mutual Fund	500000
--------------------------------------	--------

Securities Fully Paid up

Qty.	Security	Face Value	Amount
69300	ALOK INDUSTRIES	10	762,300
50000	ARVIND MILLS	10	1,795,324
15000	BALMER LAWRI	10	9,786,330
400	BHOR WAKELOCK LTD	10	7,820
4000	BOMBAY DYEING LTD	10	1,237,876
187000	BSL LIMITED	10	6,403,180
250000	BHILWRA TEC	1	1,004,056
14700	CALADENIO LTD	10	147,000
40000	COROM INTER	2	11,323,989
190	CRONIMET	10	62,694
1000	ESS DEE ALUM	10	354,745
50000	GEOD LTD*	2	6,558,518
10000	GLOSTER JUTE	10	2,880,926
310	GMR INDUSTRIES	10	102,291
2500	GMR INFRASTRUCTURE LTD	1	86,625
150000	GUJARAT STATE FERTILISER	10	31,776,953
100000	GUJARA SIDHEE CEMENTS LTD.	10	1,083,992
125000	HARRISON MAL	10	14,158,386
7500	HONEYWEL AUT	10	16,550,474
100000	HSIL	2	5,623,630
100000	IFB INDUSTRI	10	9,443,998
100000	IKF TECHNO	1	450,000
10000	INFOTECH ENR	5	3,623,775
50000	JAYSHREE TEA	10	16,526,121
200000	KALE CONSULTANTS LTD	10	14,003,598
500	KALYANI ST.	5	102,402

Quantity	Security	Face Value	Amount
10000	KRISHN ENG W	10	51,500
500	MAGMA FIN	10	108,995
500000	MCLEOD RUSEL	5	10,923,388
25000	MERCK LTD	10	13,712,571
13	MPIL CORP L	10	747
18500	NAHAR SPG	5	1,459,269
6000	NIIT LTD	2	432,300
5000	OMAXE LTD	10	501,218
20000	PFIZER LTD.	10	18,940,099
5838	POLY MEDICUR	10	570,333
1	POWER GRID	10	107
75000	PVR LTD	10	9,347,672
10000	RESPONSE INFO LTD.	10	31,000
1400	RELIANCE INDUSTRIAL	10	1,119,561
200	STATE BK MYS	10	724,718
1000000	SPICEJET LTD	10	37,243,136
20000	SRF LIMITED	10	32,745,127
100000	STANDARD IND	5	3,774,324
25000	STAR	10	8,901,963
100000	STEEL STRI W (BSE IN)	10	10,316,433
500000	STER TECH	2	17,217,370
150	SUDARSHAN CH	10	18,753
100000	TATA ELXI	10	17,176,839
100000	TAMIL NADU NEWSPRINT	10	9,037,864
5000	TULSI EXTRU	10	138,561
40000	UTV SOFTWARE	10	18,940,127
1000	VARDH TEXT	10	152,949
50000	VENKYS INDI	10	15,733,911
5000	VIKAS WSP LT	10	140,500
10000	WEL SPUN BRANDS LTD	10	—
5000	WELSPUN INVESTMENT	10	—
200000	WELSPUN INDI	10	10,452,403
100000	WEST COAS PA	2	6,101,573
25000	ZUARI INDUST	10	13,969,449
			442,739,260

M/S Wallfort Financial Services Ltd.
Annexure "A" Statement of Investments as on 31st March 2009

Unquoted**(Long Term, at cost, other than trade)**

165000 equity shares of Special Blast of Rs 10 each fully paid	4950000.00
877 equity shares of BSE Ltd., of Rs. 1 each fully paid	1833807.00
73300 equity shares of Chattisgarh Project India P. Ltd. of Rs. 10 each fully paid up	5497500.00

In Group Companies

25000 equity shares of Wallfort Commodities P Ltd. of Rs 10 each fully paid	2450000.00
175000 equity shares of Wallfort Share & Stock Brokers P. Ltd. of Rs 10 each fully paid	12250000.00

In Mutual Funds

50000 units of Sahara Midcap Fund Growth Plan	500000.00
104.363 UTI Liquid Cash Plan	106392

Securities Fully Paid up

Qty	Security	Face Value	Amount
50000	ADHUNIK METALS	10	13,92,941
50000	ALOK INDUSTRIES	10	8,45,501
50000	ARVIND MILLS	10	8,68,568
25000	BHARAT EARTH MOVERS LTD	10	92,44,825
400	BHOR WAKELOCK	10	7,820
500000	BILT	2	1,52,51,686
24971	BL KASHYAP LTD	5	32,68,105
15000	BOMBAY BURMAH TRADING CO.	10	55,31,653
4000	BOMBAY DYEING LTD.	10	9,60,240
14700	CALADENIO LT	10	1,47,000
50000	COUNTY CLUB	2	5,03,903
50000	DEVAR GAS CHEMICAL LTD.	1	1,79,595
5000	DHANLAKSHMI BANK LTD.	10	3,97,500
200000	ELESTROSTEEL CASTING LTD	1	33,35,795
100000	EVEREDY INDUSTRIES	5	1,664,932
100000	FERTILISERS & CHEMICALS LTD.	10	2,228,257
50000	FORTIS HEALTHCARE LTD.	10	3,418,094
250	GMR INFRASTRUCTURE LTD.	2	86,625
500	GMR TECHNO I	10	164,985
10000	GOA CARBON LTD.	10	631,906
100000	GUJARA SIDHEE CEMENTS LTD.	10	1,705,000
100000	GUJARAT MINERAL DEVELOPMENT CORPORATION	2	3,969,682
100000	GUJARAT STATE FERTILIZER LTD.	10	8,583,963
100000	HANUNG TOYS & TEXTILES LTD.	10	3,633,469
50000	HIMATSINGKA SIEDE LTD.	5	1,149,334
200000	HINDUSTAN CONSTRUCTION CO.	1	9,886,157
100000	IKF SOFTWARE & TECHNOLOGIES LTD.	1	708,471
3000	JB CHEMICALS & PHARMA LRD	2	160,500
25000	KALIN RAIL NIRMAN COMPANY	10	2,276,161

Qty	Security	Face Value	Amount
25000	KLG SYSTEL LTD.	10	18,70,555
10000	KRISHNA ENGERRING	10	51,500
200000	MANG. CHEMICALS & FERTILZER	10	28,21,760
50000	MCLEOD RUSSEL LTD	5	30,98,739
85000	MERCATOR LINES LTD	1	26,48,017
100000	MIC ELECTRONICS LTD	2	22,46,523
100000	MYSORE CEMENT LTD	10	18,18,949
100000	NATIONAL FERTILIZERS LTD	10	35,09,749
50000	NETWORK 18 MEDIA COMPANY	5	52,35,068
1000	NIIT TECHNOLOGIES LTD	10	119,400
63287	NORTHGATE TECHNOLOGIES LTD	10	41,65,242
70000	PNB GILTS LTD	10	15,50,348
100000	POWER TRADING CORPORATION	10	64,16,090
21248	PRIME FOCUS LTD	10	1,611,457
40000	PVR INFO LTD	10	4,064,860
100000	RASHTRIYA CHEMICALS & FERTILIZERS LTD	10	3,671,347
10000	RESPONSE INFO LTD	10	31,000
1400	RILL LTD	10	1,415,400
2000	SAIZER ELECTRICALS LTD	10	139,400
100000	SASKEN	10	6,005,549
64955	SBBJ	10	24,105,432
20237	SOUTH PETRO CHEMICALS LTD	10	409,053
29763	SOUTHPET	10	601,703
50000	SPANC TELE SYSTEMS LTD	10	1,535,150
25000	SRF LIMITED	10	2,009,702
200	STATE BANK OF MAYSORE LTD	100	724,718
100000	STANDARD INDUSTRIES LTD	5	1,049,048
14895	STATE BANK OF TRAVANCORE	10	4,869,701
100000	STERLITE OPTICAL & TECHNOLOGIES LTD	5	6,001,814
150	SUNDRSHAN CHEMICALS LTD	10	18,753
100000	TANILA SOLUTIONS LTD	1	2,951,742
50000	TEXMACO LTD	1	3,090,009
78561	TONIRA PHARMA LTD	10	1,827,273
10000	UTV SOFTWARE LTD	10	2,186,229
50000	VVIMED LABS LTD	10	2,426,601
10000	VOLTAMP TRANSFORMERS LTD	10	3,497,499
63348	WELSPUN INDIA LTD	10	1,309,463
		TOTAL	220,895,207

**STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.**

I Registration Details

Regn. No. 11-82992	State Code – II
Balance Sheet Date	31.03.2010

II Capital Raised During the year

Public issue	Right issue
NIL	NIL
Bonus Share	Private Placement
NIL	NIL
Calls In Arrears	
NIL	

III Position of Mobilization and Deployment of Fund**Total Liabilities**

626818811

Total Assets

626818811

Source of Fund

Paid Up Capital

96872000

Secured Loans

23275924

Deferred Tax Liability

NIL

Reserve & Surplus

506670887

Unsecured Loans

NIL

Application of Fund

Net Fixed Assets

19421126

Net Current Assets

164249303

Accumulated Loss

NIL

Investment

442739260

Misc. Expenditure

NIL

Deferred Tax Assets

409121

IV Performance of Company

Turnover

356418276

Profit Before Tax

255473606

Earning Per Share

20.84

Total Expenditure

100944669

Loss after Tax

201892838

Dividend

NIL

V. Generic Names of three principal products/service of Company.

(As per monetary terms)

Item Code No.

i) Brokerage

N.A.

ii) Trading in Shares & Securities

N.A.

For And on Behalf of The Board

Sd/-

ANIL JAIN

Chairman & Managing Director

Sd/-

MANOJ BHARADIA

DIRECTOR

Sd/-

DEEPAK LAHOTI

DIRECTOR

PLACE: MUMBAI

DATE: 5 - 8 - 2010

WALLFORT FINANCIAL SERVICES LTD.
CASH STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2010.

	31ST MARCH 2010 (AMT. IN RS.)
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before extra ordinary items	255,473,607
<u>Adjustment for:</u>	
Prior Period Expenses	-484,380
Short Provision of Earlier Year	-2,544,065
Loss on sale of Assets	2,777,813
Interest Received	-10,975,228
Provision for Gratuity	1,470,194
Dividend Received	-7,191,249
Interest Paid	1,305,082
Depreciation	4,278,791
Operating Profit before working capital changes	244,110,565
<u>Adjustment for :</u>	
Trade & Other receivable	-5,861,687
Trade payable	-3,316,829
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	234,932,049
B. CASH FLOW FROM INVESTING ACTIVITIES	
Sale of fixed Asset	3,587,000
Purchase of fixed assets	-11,690,691
Sale / Purchase of Investments	-221,844,053
Interest Received	10,975,228
Dividend Received	7,191,249
NET CASH USED IN INVESTING ACTIVITIES (B)	-211,781,267
C. CASH FLOW FROM FINANCIAL ACTIVITIES	
Loans Repaid / Received	-6,033,437
Interest Paid	-1,305,082
NET CASH USED IN FINANCIAL ACTIVITIES (C)	-7,338,519
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	15,812,263
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	143,505,201
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	159,317,464

For KOCHAR & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN No. 105256 W
 P. S. KOCHAR
 PARTNER
 M. No. 106049
 PLACE : MUMBAI
 DATE : 5-8-2010.

FOR AND ON BEHALF OF BOARD
 Sd/- ANIL JAIN
 Chairman & Managing Director
 Sd/- MANOJ BHARADIA
 DIRECTOR
 Sd/- DEEPAK LAHOTI
 DIRECTOR

AUDITOR'S CERTIFICATE

WE HAVE VERIFIED THE ABOVE CASH FLOW STATEMENT OF WALLFORT FINANCIAL SERVICES LIMITED DERIVED FROM THE AUDITED FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31 2010 AND FOUND THE SAME TO BE DRAWN IN ACCORDANCE THEREWITH AND ALSO WITH THE REQUIREMENT OF CLAUSE 32 OF THE LISTING AGREEMENT WITH STOCK EXCHANGE.

Place: Mumbai
Date: 5/8/2010

**For Kochar & Associates
Chartered Accountants
FRN No. 105256 W
P.S. Kochar
(Partner)
M. No. 106049**

WALLFORT FINANCIAL SERVICES LTD.

Regd. Office : 205, Gundecha Chambers, Nagindas Master Road, Fort, Mumbai - 400 001.

ATTENDANCE SLIP

Regd. Folio No. _____ No. of Shares held _____

I hereby record my presence at the Fifteenth Annual General Meeting of the Company to be held at Regd. Office : 205, Gundecha Chambers, Nagindas Master Road, Fort, Mumbai 400 001. On Thursday 30th Sep. 2010. at 11.00 a.m.

Member's / Proxy's Name

Member's/Proxy's Signature

NOTE : Please sign this attendance slip and hand over at the entrance of the meeting hall.

WALLFORT FINANCIAL SERVICES LIMITED

Regd. Office : 205, Gundecha Chambers, Nagindas Master Road, Fort, Mumbai - 400 001.

PROXY FORM

Regd. Folio No. _____ No. of Shares held _____

I/we _____

of _____

(Write full Address) _____

being a member/members of WALLFORT FINANCIAL SERVICES LIMITED hereby appoint _____

_____ of _____ or failing him

_____ of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the 15th Annual General Meeting of the Company to be held on Thursday, 30th September, 2010, at 11.00 a.m. at the Regd. Office : 205, Gundecha Chambers, Nagindas Master Road, Fort, Mumbai - 400 001, and at any adjournment thereof.

Signed this _____ Thursday, 30th September 2010.

Signature

**AFFIX
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NOTE : The Proxy form must be deposited at the Registered Office of the company not less than 48 hours before the time for holding of the aforesaid meeting.

BOOK - POST

To,

If undelivered please return to :

WALLFORT FINANCIAL SERVICES LTD.

205, Gundecha Chambers,

Nagindas Master Road,

Fort, Mumbai - 400 001.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Environment Overview:

The Indian economy exhibited broad based recovery in the second half of 2009-10 from the slowdown that had started in the second half of 2008-09. Despite deficient monsoon and the fragile global recovery, India achieved 7.4 per cent growth in GDP in 2009-10, one of the highest in the world. The global growth momentum also saw a rise following the unprecedented boost of liquidity by Federal Governments across countries, especially in developed economies.

While recovery in real economy remained on track, the returns from stock markets, especially in Emerging Markets were much more. The stable financial system of India continued to have a favorable impact on the overall business confidence. The growth story for India has always looked robust compared to its peers, given the long-term dynamics in its favor. The Benchmark BSE Sensex, which had dipped to 8,100 in March 2009, saw a steep recovery to close at 17527 as on March 31, 2010 – an increase of ~80% in FY 10 and an increase of ~115% from its trough.

Opportunities And Threats

Good growth of economy along with good monsoons has induced huge opportunity in the market for domestic companies. The inflows from foreign investors are citing confidence in the generally upbeat economy. Moreover, the monetary & fiscal changes and Budget announcements have helped the market with increased fiscal and monetary strength of the economy. The Stock markets have been showing positive signs and it is expected that the trend shall continue in future.

Valuation that are beginning to emerge as a key concern in India, coupled with the ongoing developments in the Euro zone regarding debt crisis, have potential to cause a treat. We see market size growing slowly with intense competition and increase in costs on all fronts, are deterrent to progress of the stock broking business.

Segment Wise / Product Wise Performance

As the company is only in one line of business i.e. stock broking segment wise or product wise disclosure of performance is not required to be made.

Outlook

The overall business growth of Stock Brokers mainly hinges on the health of the Indian Stock Markets. The Stock Markets have been very buoyant and it is expected that the trend shall continue in the future. Even Primary Market which has been robust during this period is expected to gather further momentum and a lot of Companies are planning to go for a public issue in the future. Company is also focusing on growth of Institutional Brokerage Business by building new strategy to cater existing clients and add new clients.

Risks and Concerns

Risk:

The Global markets are going through transitional phase and the stock markets in India are not immune to the global development. The global economy, which recovered faster than expected in the first quarter of 2010, slipped again into a state of uncertainty caused by concerns relating to fiscal sustainability in the Euro zone and other advanced economies. Inflation in India, Interest rate hikes, Euro zone Debt crises, turbulence in sovereign credit markets, etc are key concerns for global and India Stock Market.

Management perception and initiatives:

Boom and Bear phase are an integral part of the Stock market cycle. Although the uniform settlement cycle has resulted in reduced arbitrage opportunities.

Internal Control Systems And Adequacy

Adherence to the systems and procedures is constantly assured and monitored through interaction between various functional departments. The company has adequate internal control system which reviews the adherence and deviations of the procedures laid. The company also believes in the importance of technology and systems in improving controls at various levels and strives to enhance them on a continuous basis.

Financial Performance

This year's performance of your company has been Positive due to positive market condition. The company has gained profits from investing and trading of shares and securities.

There has been a net profit of Rs. 2018.92 Lacs during the year against the loss of Rs. 783.15 Lacs during last year.

Resources / Industrial Relations

The company recognizes the importance of Human resource development and the management has taken various initiatives for in-house and external training opportunities covering areas in risk management, research analysis, computer training, development in derivatives market, etc. The company has an adequate pool of professionally qualified and trained employees.

**By and on behalf of the Board
For Wallfort Financial Services Limited**

**Sd/- Anil Jain
Chairman & Managing Director**

Date: 5th August, 2010.
Place: Mumbai