

# **20th Annual Report 2011-2012**

For K M CAPITAL LIMITED

  
Company Secretary

# **K M CAPITAL LIMITED**

## **BOARD OF DIRECTORS**

Ms. Sunita Inder	:	Director
Mr. Mohan Hemandas Mansukhani	:	Director
Mr. Jiten Tiwari	:	Director
Ms. Shirin Bhatt	:	Director
Ms. Vibha Wadhva	:	Company Secretary

## **AUDITORS**

V B R & ASSOCIATES.  
Chartered Accountants,  
205, Laxman Palace, 19 Veer Savarkar Block,  
Delhi-110092

## **REGISTERED OFFICE**

405, Skylark Building, 60, Nehru Place  
New Delhi – 110019

## **BANKERS**

ICICI Bank Limited

<b>CONTENTS</b>	<b>PAGE NO.</b>
Notice	1
Directors' Report	3
Management Discussion Analysis	7
Report on Corporate Governance	9
Auditors' Report	14
Balance Sheet	16
Statement of Profit & Loss	17
Cash Flow Statement	18
Notes forming part of Financial Statement	19

**NOTICE**

**NOTICE** is hereby given that the 20<sup>th</sup> Annual General Meeting of the members of K M Capital Limited will be held on Saturday, 29<sup>th</sup> day of September 2012, at 10.30 AM at the Registered Office of the Company at 405, Skylark Building, 60, Nehru Place, New Delhi 110019 to transact the following business: -

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2012, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Jiten Tiwari, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution:-**

**"RESOLVED THAT** M/s. VBR & Associates, Chartered Accountants, be and hereby re-appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration as may be decided by Board of Directors of the Company."

By order of the Board of Directors  
For **K M CAPITAL LIMITED**

**SUNITA INDER**  
Director

Place : New Delhi  
Date : 16<sup>th</sup> August, 2012

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 28<sup>th</sup> September 2011 to 29<sup>th</sup> September 2012, both days inclusive.
4. Members are requested to notify the change in their address, if any.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
7. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents, M/s. Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110021.
8. Shareholders who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Resume of director proposed to be appointed at the ensuing Annual General Meeting is provided separately.
11. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically.

**Notes:**

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and will allow shareholders to contribute towards a Greener Environment. Further, it will ensure instant and definite receipt of the all notices/documents by you.

## K M CAPITAL LIMITED

Recognizing the spirit of the circular issued by MCA, we propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, to the email address provided by you and made available to us by the Depositories.

Following the government directive, the full text of these reports will also be made available in an easily navigable format on the website of the Company, [www.unimodeoverseas.com](http://www.unimodeoverseas.com). We will notify the date of the AGM and the availability of documents on the website in the prominent newspaper both English and vernacular. As before, physical copies of the Annual Report will be available at our registered office for inspection during office hours.

All Shareholders are requested to be a part of this green initiative of Government of India by registering their e-mail address for enabling the Company to send the communication including Annual Report to shareholders by e-mail. Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:

**Skyline Financial Services Private Limited**

Email:

### E-COMMUNICATION REGISTRATION FORM

(Pursuant to Circular nos. 17/2011 dated 21.04.11 and 18/2011 dated 29.04.11 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID :

Name of First Registered Shareholder :

Name(s) of Joint Shareholder(s):

Registered Address :

E-mail address (to be registered) :

I/we, shareholders(s) of Unimode Overseas Limited agree to receive all communication from the Company in electronic mode. Please register the above mentioned e-mail address in your records for sending communication through electronic mode.

Dated :

Signature of First Holder

#### Notes:

- The format given above is also available at the website of the Company at [www.unimodeoverseas.com](http://www.unimodeoverseas.com)
- Shareholders holding shares in dematerialized form are requested to register their e-mail addresses with their Depository Participant, if not done so far.
- Please note that as a member of the Company you are entitled to receive all communications in physical form upon making specific request in this regard.
- Shareholder(s) are requested to keep the Company/Depository Participants informed as and when there is any change in their registered e-mail address.

### DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT/ APPOINTMENT DURING THE YEAR

(In pursuance to Clause 49 of the Listing Agreement)

<b>1. Shri Jiten, Non-Executive and Independent Director</b>	
Date of Birth	11/09/1986
Expertise in Specific Functional Area	Experience in Funds Flow and Management Accounting
Directorship in other Companies	NIL
Committee Position	Chairman
Shareholding in the Company	NIL

**DIRECTORS' REPORT**

Dear Shareholders,

We are pleased to present the Twentieth Annual Report of K M Capital Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31<sup>st</sup> March 2012. The Financial Highlights for the year under review are given below:

<b>Financial Results</b>	<b>(Rs. In Lacs ) 2011-12</b>	<b>(Rs.in Lacs) 2010-11</b>
Total Income	5.09	NIL
Total Expenditure	(5.00)	()
Profit / (Loss) before Interest and Tax,	0.09	(0.05)

**Dividend**

In view of the brought forward losses, your Directors have been unable to recommend any dividend.

**Business Operations Overview & Future Outlook**

The Company is planning to raise funds and start trading and manufacturing activities on the larger scale. The management will emphasize on increasing its Goodwill in the market and will create long term assets for all stakeholders of the Company.

Interest	NIL	NIL
Profit / (Loss) before Tax	0.09	(.05)
Tax	0.09	(.05)
<b>Profit/Loss before Tax</b>	<b>0.09</b>	<b>(.05)</b>
Provision for Taxation	(0.03)	NIL
<b>Profit /(Loss) after Tax</b>	<b>(0.06)</b>	<b>(.05)</b>

**Performance**

During the year under review, the Company has incurred losses. The performance of the Company is expected to be better in the coming years.

**Fixed Deposits**

The Company has not accepted any deposits during the financial year under review.

**Directors**

In terms of the provisions of Companies Act, 1956 and the Articles of Association of the Company, Shri Jiten Tiwari, Director of the Company is retiring by rotation and being eligible, offer himself for re-appointment as Non-Executive Director.

**Directors' Responsibility Statement**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

- that in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2011, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- 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 of the Company for the year under review;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the Directors have prepared the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2011 on a 'going concern' basis.

## **K M CAPITAL LIMITED**

---

### **Particulars of Energy, Technology and Foreign exchange**

- A. Energy conservation — NIL
- B. Research and Development — NIL
- C. Technology absorption, adaption and innovation — NIL
- D. Foreign Exchange Earning and Outgo— NIL

### **Personnel and Particulars of Employees**

During the year, the Company did not have any employee drawing a salary of Rs. 5 Lakh per month or more.

### **Auditors**

M/s VBR & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, being eligible offer themselves for re-appointment. The Company has received a certificate from them stating that their re-appointment if made would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

### **Auditors' Report**

The Auditors Report is self explanatory and therefore do not call for any further explanation u/s 217(3) of the Companies Act' 1956.

### **Audit Committee recommendations**

The Audit Committee of the Company has been constituted with Shri Mohan Hemandas Mansukhani, Smt. Sunita Inder and Ms Shirin Bhatt as Members and Shri Jiten Tiwari as Chairman of the Committee.

### **Secretarial Compliance Certificate**

Secretarial Compliance Certificate pursuant to Section 383A of the Companies Act, 1956 obtained from Ms. Anjali Tomar, Company Secretary in Practice, New Delhi is attached and forms part of this report.

### **Corporate Governance Report**

The Company complies with mandatory Corporate Governance requirement under Clause 49 of Listing Agreement. It strives to attain high standards of corporate governance while interacting with all our stakeholders.

A separate section on Corporate Governance along with Certificate from M/s VBR & Associates, Chartered Accountants, confirming level of Compliance is annexed and forms part of the Directors' Report.

### **Appreciation**

Your Directors greatly appreciate the efforts of all stakeholders for the support.

### **For and on Behalf of the Board**

Place : New Delhi

Date : 16<sup>th</sup> August, 2012

**Sunita Inder**  
Director

**Mohan Hemandas Mansukhani**  
Director

**COMPLIANCE CERTIFICATE**

CIN NO.: U65910DL1992PLC048421  
Nominal Capital: 1, 20,000,000

To,  
The Members

**KM CAPITAL LIMITED**

We have examined the registers, records, books and papers of **KM CAPITAL LIMITED** (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year;

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has not filed all applicable forms/returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, NCT of Delhi, and New Delhi within the time prescribed under the act and rules made there under.
3. The Company being a Public Limited Company, no comments are required.
4. The Board of Directors duly met 5 times on 28.04.2011, 28.07.2011, 11.09.2011, 31.10.2011, and 31.01.2012 in respect of which proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minute Book maintained for the purpose.
5. The company has closed its Register of Members from 28<sup>th</sup> September, 2011 to 29<sup>th</sup> September, 2011, during the financial year.
6. The Annual General Meeting of the financial year ended on 31.03.2011 was held on 30.09.2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held, during the year.
8. There was no transaction pursuant to Section 295 of the Companies Act, 1956.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company was not required to make any entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificate, during the financial year.
13. During the financial year:
  - a. There was no allotment/transfer/transmission.
  - b. The Company has not declared any Dividend.
  - c. The company was not required to pay/post warrants for Dividends to all members of the company as there was no declaration of any dividend.
  - d. The company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - e. The Company has duly complied with the requirements of the section 217 of the act.
14. The Board of directors of the Company is duly constituted.
15. The Company has not made any appointment pursuant to the provisions of Section 269 of the Companies Act, 1956.
16. The company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain approval of Central Government, Company Law Board or any other authority designated under the Act, during the financial year.

## K M CAPITAL LIMITED

18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares/ debentures, during the financial year.
22. There was no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares or bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not taken any loans in excess of the limits prescribed under section 293(1) (d) of Companies Act, 1956.
25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the Register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office, during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company, during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the company, during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the company, during the year.
30. The company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company, no fines and penalties or any other punishment imposed on the company during the financial year, for the offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted and deposited the contribution towards Provident Fund during the financial year.

Place : New Delhi

Date : 16<sup>th</sup> August 2012

Anjali Tomar  
Company Secretary

### Annexure 'A'

#### Registers as maintained by the Company

Section of the Companies Act	Description of the Register
150	Register of Members
193(1)	Minute Books - Meeting of Members
303(1)	Meeting of Directors
307(1)	Register of Directors
	Register of Director's Shareholding

### Annexure 'B'

#### Documents

Form No. 23B

Form No. 32

Form 21

#### Section

224

303 (2), 264 (2)

445



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES & THREATS**

The Indian financial services industry has experienced significant growth in the last few years. There has been a considerable broadening and deepening of the Indian financial markets due to various financial market reforms undertaken by the regulators, the introduction of innovative financial instruments in the recent years and the entry of sophisticated domestic and international players. Sectors such as banking, asset management and brokerage have been liberalized to allow private sector involvement, which has contributed to the development and modernization of the financial services sector. This is particularly evident in the non-banking financial services sector, such as equities, derivatives and commodities brokerage, residential mortgage and insurance services, where new products and expanding delivery channels have helped these sectors achieve high growth rates.

**OPPORTUNITIES**

With the strong growth in the economy, Indian companies are in constant pursuit of value creation. Shareholder value is gaining importance in today's times. The pursuit of value creation is leading Indian companies to constantly evaluate alternatives which help meet strategic objectives; be it restructuring of group companies to unlock shareholder value or acquiring/divesting businesses, various strategic options are being exercised by Indian companies. Corporate assets (businesses, brands, companies) changing hands is now a regular phenomenon for Indian corporates. Indian companies are also evaluating different means to raise capital in the equity and debt capital markets

**THREATS**

The financial services industry, both domestically and internationally, is undergoing change that has resulted in increasing consolidation and a proliferation of strategic transactions. This consolidation among our competitors could put us at a competitive disadvantage, which could cause us to lose customers, revenue and market share. They could force us to expend greater resources to meet new or additional competitive threats, which could harm our financial condition and operating results.

**SEGMENT WISE OR PRODUCT- WISE PERFORMANCE**

Your company is not doing any significant business as of now. We plan to offer a range of financial services.

**FUTURE OUTLOOK**

According to plans, the company is expected to perform better in the coming years.

**STRENGTHS**

We are focused on increasing our business in a profitable manner and capturing the growth opportunities available in the financial markets.

**RISK AND CONCERNS**

Business is exposed to external and internal risks. Some risks can be predicted and minimized with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your company has been facing many risks including risk to run business due to shortage of working capital. The tight fund situation may affect company's plans to enlarge its business activities. Due to tight liquidity position, we are not able to lay hands on talented people in the industry. The management of your company is planning to leverage their personal assets to raise funds for the company, to overcome this risk.

The domestic market is showing inflationary tendencies. To curb inflation, the Reserve Bank of India can tighten its monetary policy, which can affect company financial expenses. Fluctuation in value of foreign currencies can also affect export plans of the company.

## **K M CAPITAL LIMITED**

---

### **HUMAN RESOURCES**

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

### **INTERNAL CONTROL SYSTEM AND ADEQUACIES**

Your company had started its business from scratch. To grow it faster, the integrity and ethical behavior of management and employees at all levels and compliance of the laws and regulations is very essential. The systems are being put in place to ensure adequate internal controls in operations of the company. Apart from statutory audit, your company has adequate in-house internal audit practices.

### **FORWARD LOOKING STATEMENT**

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future.

The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

**REPORT ON CORPORATE GOVERNANCE****I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance assumes a great deal of importance in the future business strategies of the Company.

**II. BOARD OF DIRECTORS****(A) Composition of Board**

The Present Board of Directors of the Company comprises four Directors consisting all Non-executive Directors.

**(B) Other provisions as to Board and Committee**

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2011 to March 31, 2012 is given in the following table:

Name	Category	Attendance		No. of Directorship in other compnaies	No. of Committee position held**	
		Board meeting Attended during the Year	at last AGM		Chairman	Member
Ms. Sunita Inder	Promoter and Non- Executive	5	Yes	2	-	1
Shri Mohan Hemandas Mansukhani	Promoter and Non- Executive	5	Yes	-	-	1
Shri Jiten Tiwari	Non- Executive Independent Director	5	Yes	1	1	-
Ms. Shirin Bhatt	Non Executive Independent Director					

\*Exclusive of the Directorship in Private Limited, Companies, Non-Corporate Institutions, foreign Companies and Section 25 Companies.

\*\* Includes Audit Committee and the Shareholders'/Investors' Grievance Committee only.

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

**(C) Number of Board Meetings held and dates:**

During the financial year 2011-2012, the Board of Directors met Five times. The dates of the meetings are 28.04.2011, 28.07.2011, 11.09.2012, 31.10.2011, and 31.01.2012,

**(D) Information supplied to the Board:**

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

**(E) Code of conduct:**

The Board will make code of conduct for all the Board members and senior management personnel in the coming Board Meeting.

**III. AUDIT COMMITTEE:****(A) Qualified & Independent Audit Committee:**

The Audit Committee is functioning as under:

- I. At present the committee comprises of two Promoter and Non-Executive Directors viz. Shri Mohan Hemandas Mansukhani, and Smt. Sunita Inder and Non-Executive and Independent Director Shri Jiten Tiwari.
- II. All the members of the committee are financially literate.
- III. Mr. Jiten Tiwari was appointed as Chairman of the Audit Committee.
- IV. The term of reference of the committee have been revised in conformity with the provisions of section 292A of the Companies Act 1956 and the new/revised clause 49 of the listing agreement.

**(B) Meetings of Audit Committee**

During the year meeting of the Audit Committee was held on 28.04.2011, 28.07.2011, 31.10.2011, and 31.01.2012.

**IV. DISCLOSURES****(A) Related Party Transaction**

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc that may have any potential conflict of interest with the company.

**(B) Disclosure of Accounting Treatment**

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

**(C) Risk Management**

In terms of new provision of Clause 49 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

**(D) Remuneration Committee (Non-Mandatory)**

At present there is no Remuneration Committee of the Company.

**(E) Shareholders'/ Investors' Grievance Committee:**

The Shareholders'/ Investors' Grievance Committee presently comprises of two (2) Promoter and Non-Executive Directors viz. Shri Mohan Hemandas Mansukhani and Shri — Jiten Tiwari .

In compliance with the SEBI guidelines, the Company has appointed M/s. Skyline Financial Services Pvt. Limited as RTA (Registered Transfer Agent) to look after the share transfer, transmission, transposition, issuance of duplicate share certificate, share de-materialization / re-materialization etc. independently under the supervision and control of the Shareholders'/Investors' Grievance Committee.

**V. REPORT ON CORPORATE GOVERNANCE**

The quarterly compliance report has been submitted to the stock exchanges where the companies' equity shares are listed in the requisite format and duly signed by the compliance officer.

**VI. COMPLIANCE**

The other information for the benefit of the shareholders is as under:

**(i) General Body Meetings:**

Particulars	Time	Dated on which held	Venue
19 <sup>th</sup> A.G.M	2.00 P.M	30 <sup>th</sup> September	M-3, Commercial Complex, Vikas Puri, New Delhi – 110018.
18 <sup>th</sup> A.G.M	2.00 P.M	30 <sup>th</sup> September 2010	M-3, Commercial Complex, Vikas Puri, New Delhi – 110018.
17 <sup>th</sup> A.G.M	11.15 A.M	30 <sup>th</sup> September 2009	M-3, Commercial Complex, Vikas Puri, New Delhi – 110018.

## K M CAPITAL LIMITED

The Company has not passed any Special Resolution in the previous three AGMs.

### (ii) Means of Communications

- Quarterly/Yearly results were published in newspapers.

### (iii) General Shareholder Information

#### Annual General Meeting

Day & Date : Saturday, 29th September, 2012  
Time : 10.30 A.M.  
Venue : 405, Skylark Building, 60, Nehru Place, New Delhi – 110019

#### Financial Calendar (Tentative):

- Next Annual General Meeting : Sept 2013
- Unaudited results for the quarter ended June 2011 : End July 2011
- Unaudited results for the quarter/half year ended September 2011 : End October 2011
- Unaudited results for the quarter ended December 2011 : End January 2012
- Un-audited results for the Quarter ended March 2012 : End April 2012
- Audited Results for the Year ending March 2012 : June/August 2012

#### Date of Book Closure:

From 28<sup>th</sup> day of September 2012 to 29<sup>th</sup> day of September 2012 (both days inclusive) for the purpose of Annual General Meeting.

#### Dividend Payment date:

The Board of Directors have not recommended any dividend on equity shares for the financial year 2011-12.

#### Name of the Stock Exchanges on which the equity shares of the Company are listed:

Delhi, Ahmedabad, Jaipur, Calcutta, Madras and Bombay Stock Exchange Ltd. (Trading Suspension )

#### Listing Fee:

Listing fee has not been paid to any of the Stock Exchanges for the financial year 2011-2012.

#### Market Price Data:

Stock Market Data is not available, since no share of the Company has been traded during the financial year.

#### Distribution of shareholding as on 31.03.2012:

Shareholding of nominal value of Rs.	Share holders		Share Amount	
	Number	% to Total	Number	% to Total
Upto – 500	748	71.58	165100	7.86
501-1000	89	8.52	75500	3.59
1001-2000	44	4.21	69600	3.31
2001-3000	69	6.60	175300	8.35
3001-4000	16	1.53	55500	2.64
4001-5000	28	2.68	138100	6.58
5001-10000	27	2.58	221200	10.53
10001 and above	24	2.30	1200000	57.14
<b>Total</b>	<b>1045</b>	<b>100.00</b>	<b>2100350</b>	<b>100.00</b>

## K M CAPITAL LIMITED

### Shareholding Pattern as on 31<sup>st</sup> March 2012:

Shareholders Category	Number of Shares	Percentage (%)
<b>(A) Promoter and Promoter Group</b>		
<b>(1) Indian Promoter Group</b>		
- Individual/HUF	970,000	26.15
- Bodies Corporate	70,000	1.89
<b>(2) Foreign Promoters:</b>	Nil	Nil
<b>Total Shareholding (A)</b>	<b>1040000</b>	<b>28.04</b>
<b>(B) Public Shareholding</b>		
<b>(1) Institutions:</b>		
Mutual Funds/UTI	Nil	Nil
Financial Institutions/Banks	Nil	Nil
<b>(2) Non-Institutions:</b>		
Bodies Corporate	Nil	Nil
Individuals	2668900	71.96
NRIs/OCBs	Nil	Nil
<b>Total Shareholding (B)</b>	<b>2668900</b>	<b>71.96</b>
<b>Total (A+B)</b>	<b>3708900</b>	<b>100</b>

#### Registrar & Share Transfer Agents:

M/s. Skyline Financial Services Pvt. Ltd

D- 153 A, 1st Floor, Okhla Industrial Area, .  
Phase – I, New Delhi – 110021.

#### System of Share Transfer:

The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

#### De-materialisation of shares and liquidity:

Company's shares are not available in Demat Form.

#### Outstanding GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity:

Not Applicable.

#### Address for correspondence:

M/s. Skyline Financial Services Pvt. Ltd  
D-153/A, 1st Floor Okhla Industrial Area Phase-I, New Delhi – 110020  
contract@skylinerta.com

#### For and on Behalf of the Board

Place : New Delhi  
Date : 16<sup>th</sup> August, 2012

Sunita Inder  
Director

Mohan Hemandas Mansukhani  
Director

## **K M CAPITAL LIMITED**

### **CERTIFICATE ON CORPORATE GOVERNANCE**

TO THE MEMBERS OF **K M CAPITAL LIMITED**

We have examined the compliance of conditions of Corporate Governance by K M Capital Limited for the year ended March 31, 2012 as stipulated in clause 49 of the listing agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of 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 statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/Investors Grievance Committee.

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 VBR & Associates  
Chartered Accountants**

**Vijay Bansal**  
Partner  
Membership No. 88744

Place : New Delhi  
Date : 16<sup>th</sup> August, 2012

### **CEO AND CFO CERTIFICATION PURSUANT TO CLAUSE 49 (V) OF THE LISTING AGREEMENT:**

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) 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.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have 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 over financial reporting.

**For K M Capital Limited**

Place : New Delhi  
Date : 16.08.2012

**Sunita Inder**  
Director

**Mohan Hemandas Mansukhani**  
Director

### **ANNUAL DECLARATION BY CEO PURSUANT TO CLAUSE 49(1)(D)(ii) OF THE LISTING AGREEMENT**

As per the requirement of clause 49 (1) (D)(ii) of the Listing Agreement, I, Sunita Inder, Director hereby declare that all the Board Members and Senior Management Personnel of the company have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year 2011-12.

Place : New Delhi  
Date : 16.08.2012

**SUNITA INDER**  
Director

**AUDITORS' REPORT**

The Members,  
**K M CAPITAL LIMITED**  
New Delhi

We have audited the attached Balance Sheet of M/S K M CAPITAL LIMITED as at 31st March 2012 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 (Auditors Report) Order, 2003 and the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in the terms of section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

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 appears from our examination of those books.
- c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement, dealt with by this report are in agreement with the books of account
- d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement, dealt with by this report, comply with the accounting standards, referred to in sub-section (3C) of section 211 of the Companies Act, 1956
- e) On the basis of written representations received from the Directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 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, and
- f) in our opinion and to the best of our information and 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 2012; and
  - ii) in the case of the Profit & Loss Account, of the Profit for the year ended on that date.
  - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**for VBR & Associates**  
Chartered Accountants

**(Vijay Bansal)**  
Partner

Place : Delhi  
Date : 16.08.2012

Membership No. 88744  
Firm's Registration No. 013174N

**ANNEXURE TO THE AUDITOR'S REPORT**

Annexure Referred to in paragraph 3 of our Auditor's Report of even date on the financial statements for the year ended 31.03.2012 of K M Capital Limited

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state 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, physical verification of a major portion of fixed assets as at 31st March 2012 was conducted by the management during the year. No material discrepancies were noticed on such verification, as confirmed by the management. The frequency of verification is reasonable.
- (c) The company does not possess any Plant & Machinery. No purchases of Plant & Machinery made during the financial year.



## K M CAPITAL LIMITED

- (ii) Not applicable since no inventory bought and/ or held during the year.
- (iii) (a) The Company has not granted any fresh loans during the year to Companies, firms and/ or other parties listed in the registers maintained under section 301 of the companies Act, 1956 and/or to the Companies under the same management within the meaning of section 370 (1-B) of the Companies Act, 1956. The Company has not given any fresh loans and/ or advances in the nature of loans to any person during the year under review.
- (b) The Company has not taken any fresh loan from Companies, firms and / or other parties listed in the register maintained under section 301 of the Companies Act, 1956 and/or from the Companies under the same management within the meaning of section 370 (1-B) of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system, commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and sale of goods & services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.
- (v) (a) There is no transaction made in pursuance of contracts or arrangement required to be entered in the register maintained under section 301 of the Companies Act, 1956; hence, not applicable.
- (vi) Company has not accepted any public deposits during the year in contravention to the provisions of section 58A and 58AA of the Companies Act, 1956 and Companies (Acceptance of Deposits) Rules 1975.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) In our opinion and according to information and explanations given to us, the maintenance of cost records, under section 209(1)(d) of the Companies Act, 1956 has not been prescribed for the company.
- (ix) (a) According to the information and explanations given to us, Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Wealth Tax, Custom Duty, Excise Duty, etc. as referred are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31st March 2012 for a period of more than six months, from the date they became payable.
- (c) According to the information and explanations given to us, no disputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31st March 2012 for a period of more than six months, from the date they became payable.
- (x) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institutions or bank.
- (xi) In our opinion and according to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/ society.
- (xiii) In our opinion, and according to the information and explanations given to us the company is not in the business of dealing or trading in shares, securities, debentures and other investments.
- (xiv) In our opinion and according to the information and explanations given to us the company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company
- (xv) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that no short-term funds have been utilized for long term investments. Further no long term funds have been used to finance short term assets, except working capital.
- (xvi) According to the information and explanations given to us, the company has not made any preferential allotment of shares during the year.
- (xvii) The company has not issued any debentures during the year.
- (xviii) The company has not raised any money by way of Public Issue during the year.
- (xix) To the best of our knowledge & belief and 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.

**for VBR & Associates**

Chartered Accountants

**(Vijay Bansal)**

Partner

Membership No. 88744

Firm's Registration No. 013174N

Place : Delhi  
Date : 16.08.2012

**K M CAPITAL LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2012**

Particulars	Note No.	As At 31.03.2012 (Rs.)	As At 31.03.2011 (Rs.)
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	3	370.89	370.89
Reserves and Surplus	4	-126.02	-126.08
<b>CURRENT LIABILITIES</b>			
Other Current Liabilities	5	23.15	18.48
Short-Term Provisions	6	0.03	0.00
		<u>23.18</u>	<u>18.48</u>
<b>TOTAL</b>		<u>268.05</u>	<u>263.29</u>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>FIXED ASSETS :</b>	7		
Tangible Assets		45.96	45.96
Non Current Investments	8	20.58	20.58
Long-Term Loans and Advances	9	196.75	196.75
		<u>217.33</u>	<u>217.33</u>
<b>CURRENT ASSETS</b>			
Trade Receivables	10	4.74	0.00
Cash and cash equivalents	11	0.02	0.00
		<u>4.76</u>	<u>0.00</u>
<b>TOTAL</b>		<u>268.05</u>	<u>263.29</u>

Significant Accounting Policies and  
Notes on Accounts

Notes referred to above form an integral part of the Financial Statements

As per our report of even date

**FOR VBR & ASSOCIATES**  
Chartered Accountants

For K. M. Capital Ltd.

**CA. VIJAY BANSAL**  
Partner  
M.No. 088744

**Sunita Inder**  
Director

**Mohan Hemandas Mansukhani**  
Director

Place : Delhi  
Dated : August 16, 2012

**K M CAPITAL LIMITED****STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012**

Particulars	Note No.	2011-12 (Rs.)	2010-11 (Rs.)
<b>REVENUE</b>			
Revenue from Operations	12	5.09	0.00
Other Income		0.00	0.00
<b>TOTAL</b>		<b>5.09</b>	<b>0.00</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed		0.00	0.00
Other Expenses	13	5.00	0.05
<b>TOTAL</b>		<b>5.00</b>	<b>0.05</b>
Profit before Exceptional and Extraordinary items and Tax		0.09	-0.05
Exceptional Items			
Profit before Extraordinary Items and Tax		0.09	-0.05
Profit before Tax		0.09	-0.05
Tax Expense:			
Current tax		0.03	0.00
Profit after Tax		0.06	-0.05
Profit for the year		0.00	0.00
Basic & Diluted Earnings			
Per Equity Share of Rs.10 each		0.00	0.00

Significant Accounting Policies and  
Notes on Accounts

Notes referred to above form an integral part of the Financial Statements

As per our report of even date

**FOR VBR & ASSOCIATES**

Chartered Accountants

**CA. VIJAY BANSAL**

Partner

M.No. 088744

Place : Delhi

Dated : August 16, 2012

For K. M. Capital Ltd.

**Sunita Inder**

Director

**Mohan Hemandas Mansukhani**

Director

# K M CAPITAL LIMITED

## STATEMENT OF CASH FLOWS AS ON MARCH 31, 2012

Particulars	31.03.2012 (Rs.)	31.03.2011 (Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit before taxation	0.09	(0.05)
Adjustments for:		
Depreciation	0.00	0.00
Investment Income	0.00	0.00
Preliminary Expenses Written Off	0.00	0.00
Interest Expenses	0.00	0.00
Profit / (Loss) on the sale of property, plant & equipment	0.00	0.00
Working Capital Changes:		
(Increase) / Decrease in trade and other receivables	(4.74)	0.00
(Increase) / Decrease in inventories	0.00	0.00
(Increase) / Decrease in trade payables	4.67	0.00
Cash generated from operations	0.00	0.00
Interest paid	0.00	0.00
Income tax paid	0.00	0.00
Dividend paid	0.00	0.00
Net cash from Operating activities	0.02	(0.05)
<b>Cash Flow from Investing activities</b>		
Business acquisitions, net of cash acquired	0.00	0.00
Purchase of property, plant & equipment	0.00	0.00
Proceed from sale of equipment	0.00	0.00
Acquisition of portfolio investments	0.00	0.00
Investment Income	0.00	0.00
Net cash used in Investing activities	0.00	0.00
<b>Cash Flow from Financing activities</b>		
Proceeds from issue of share capital	0.00	0.00
Proceeds from long-term borrowings	0.00	0.00
Payment of long-term borrowings	0.00	0.00
Net Cash used in financing activities	0.00	0.00
Net increase in cash & cash equivalents	0.00	0.00
Cash & cash equivalents at beginning of period	0.00	0.00
Cash & cash equivalents at end of period	0.02	0.00

As per our report of even date

**FOR VBR & ASSOCIATES**

Chartered Accountants

For K. M. Capital Ltd.

**CA. VIJAY BANSAL**

Partner

M.No. 088744

**Sunita Inder**

Director

**Mohan Hemandas Mansukhani**

Director

Place : Delhi

Dated : August 16, 2012

## K M CAPITAL LIMITED

---

(All amounts in Indian Rupees, except share data including share price, unless otherwise stated)

### NOTE 1 - NATURE OF OPERATIONS

K M Capital Limited ('the company') was incorporated at National Capital Territory of Delhi and Haryana on April 22, 1992 to carry on in India or abroad the business to act as advisors in the area of Capital Market, both primary and secondary, for the benefit of individuals, Associations, Firms, companies, corporation, authorities, organizations, institutions, or any other entity in India or any part of the world.

### NOTE 2 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of Preparation

The Financial statements have been prepared to comply in all material respects with the Notified Accounting Standard by Companies (Accounting Standard) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financials statements have been prepared under the historical cost convention on accrual basis.

#### b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### c) Revenue Recognition

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

#### Interest

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

#### d) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowings costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

#### e) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and the value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

#### f) Income Taxes

Tax expense comprises of current & deferred tax. Current income tax is measured at the amount expected to be paid to the tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the period.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

#### g) Provisions

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

#### h) Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet comprises cash at bank and in hand and short term investments with an original maturity of three months or less.

**K M CAPITAL LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS**

(Rs. in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
-------------	---------------------	---------------------

**NOTE 3 - SHARE CAPITAL****AUTHORISED CAPITAL**

1,20,00,000 Equity Shares of Rs. 10/- each	1200	1200
--	------	------

**ISSUED, SUBSCRIBED AND PAID UP**

37,08,900 Equity Shares of Rs.10/- each fully Paid.	370.89	370.89
---	--------	--------

- There is no change in the Shares Outstanding at the beginning and at the end of the Year.
- The number of Shares held by each shareholder holding more than 5% shares are given below :

Name of Shareholder	As at 31.03.2012		As at 31.03.2011	
	Number of Shares held & %		Number of Shares held & %	
Kuldip Mansukhani	752300	20.28	752300	20.28
Sunita Mansukhani	217700	5.87	217700	5.87

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. No dividend is proposed by the Board of Directors.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company in proportion to their number of equity shares after distribution of all preferential amounts.

The Equity Shares of the Company are listed at Ahmedabad, Jaipur, Calcutta, Madras and Bombay Stock Exchange Ltd. and the annual listing fee has been paid for Bombay Stock Exchange Ltd for the year.

**NOTE 4 - RESERVES & SURPLUS****Profit and Loss Account**

As per Last Balance Sheet	-126.08	-126.03
Profit/Loss During the year	0.06	-0.05
Closing balance of Profit and Loss Account	-126.02	-126.08
<b>TOTAL</b>	<b>-126.02</b>	<b>-126.08</b>

**NOTE 5 - OTHER CURRENT LIABILITIES**

Other Liabilities	18.48	18.48
Audit Fee payable	0.20	0.00
Stock Exchange Fee payable	4.47	0.00
<b>TOTAL</b>	<b>23.15</b>	<b>18.48</b>

**NOTE 6 - SHORT TERM PROVISIONS**

Taxation	0.03	0.00
<b>TOTAL</b>	<b>0.03</b>	<b>0.00</b>

**NOTE - 7 FIXED ASSETS**

(Amount in Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
	As at 01.04.2011	Addition	Deductions/ Adjustments	As at 31.03.2012	Upto 01.04.2011	For the year	Deductions/ Adjustments	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
<b>TANGIBLE ASSETS</b>										
Commercial Building	48.23	0.00	0.00	48.23	2.27	0.00	0.00	2.27	45.96	45.96
<b>TOTAL (A)</b>	<b>48.23</b>	<b>0.00</b>	<b>0.00</b>	<b>48.23</b>	<b>2.27</b>	<b>0.00</b>	<b>0.00</b>	<b>2.27</b>	<b>45.96</b>	<b>45.96</b>

**K M CAPITAL LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS**

(Rs. in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>NOTE 8 - NON CURRENT INVESTMENTS</b>		
<b>Equity Shares (quoted) ( Trade) ( at cost)</b>		
Punsumi Foils Ltd. 50000 Shares	5.00	5.00
Koa Tools Ltd 15000 Shares	1.50	1.50
Onida Saka Ltd. 10000 Shares	4.40	4.40
Onida Savak Ltd. 12000 Shares	3.00	3.00
Picadilly Sugars & Allied Ind. Ltd. 10000 Shares	1.50	1.50
Rana Sugars Ltd. 10000 Shares	1.80	1.80
Tauras Limited 23000 Shares	2.30	2.30
Dewan Rubbers Ltd. 4000 Shares	1.08	1.08
<b>TOTAL</b>	<b>20.58</b>	<b>20.58</b>
<b>NOTE 9 - LONG TERM LOANS AND ADVANCES</b>		
- Unsecured, considered Good :		
Advances recoverable in cash or in kind or for value to be received	196.75	196.75
<b>TOTAL</b>	<b>196.75</b>	<b>196.75</b>
<b>NOTE 10- TRADE RECEIVABLES</b>		
<b>Debt outstanding for a period exceeding six months from the date they are due for payment ( Unsecured)</b>		
- Considered good	0.00	0.00
- Doubtful	0.00	0.00
	0.00	0.00
Less: Provision for Doubtful Debts	0.00	0.00
	-	0.00
<b>Other Debts</b>		
- Unsecured, considered good	4.74	0.00
<b>TOTAL</b>	<b>4.74</b>	<b>0.00</b>
<b>NOTE 11 - CASH &amp; BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
- Cash on Hand	0.02	0.00
<b>TOTAL</b>	<b>0.02</b>	<b>0.00</b>
<b>NOTE 12 - INCOME FROM OPERATIONS</b>		
Consultancy received	5.09	0.00
<b>TOTAL</b>	<b>5.09</b>	<b>0.00</b>
<b>Note 13 - OTHER EXPENSES</b>		
Listing Fee paid	4.47	0.00
Legal and Professional Charges	0.03	0.00
Audit Fee	0.20	0.05
Salaries paid	0.30	0.00
<b>TOTAL</b>	<b>5.00</b>	<b>0.05</b>

**K M CAPITAL LIMITED****NOTE 14 - PAYMENTS TO AUDITORS (ON ACCRUAL BASIS)**

(Amount in Rs.)

Particulars	Period ended March 31, 2012
Audit fees	17,800
service tax on audit fees	1,200
<b>Total</b>	<b>20,000</b>

**NOTE 15 - RELATED PARTY**

Names of Related Parties

Key Management Personnel

Mr. Mohandas Hemandas Mansukhani

Mrs. Sunita Inder

**NOTE 16 - EARNINGS PER SHARE ( EPS)**

The calculations of earning per share are based on the profit and number of shares as computed below:

Particulars	Period ended March 31, 2012
Net Profit for calculation of basis EPS	6000
Net Profit for calculation of diluted EPS	6000
Weighted average number of equity shares in calculating basis EPS	3708900
Weighted average number of equity shares in calculating basis EPS	3708900
Basis EPS	(0)
Diluted EPS	(0)

**NOTE 17.** The previous year figures have also been re-grouped or re-arranged according to revised Schedule-VI of the Companies Act wherever deem necessary to make them comparable with current year figures.

As per our report of even date

**FOR VBR & ASSOCIATES**

Chartered Accountants

For K. M. Capital Ltd.

**CA. VIJAY BANSAL**

Partner

M.No. 088744

**Sunita Inder**

Director

**Mohan Hemandas Mansukhani**

Director

Place : Delhi

Dated : August 16, 2012



# K M CAPITAL LIMITED

405, SKylark Building, 60, Nehru Place, New Delhi - 110019

## PROXY FORM

Regd Folio No.....

No. of Shares Held.....

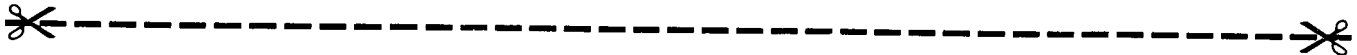
I/we .....of in The District of.....being a member/members of the above named Company hereby appoint.....of.....in the District of ..... as my proxy to vote for me/us on my/ our behalf at the **20<sup>th</sup> Annual General of the Company to be held on Saturday, 29<sup>th</sup> day of September 2012 at 10.30 A.M.** and at any adjournment thereof.

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

Signature .....

Affix  
Revenue  
Stamp

**Note:** This form in order to be effective should be duly stamped, completed and signed must be deposited with the Company's Registered Office not less than 48 hours before the time for holding the aforesaid Meeting.



# K M CAPITAL LIMITED

405, SKylark Building, 60, Nehru Place, New Delhi - 110019

## ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **20<sup>th</sup> ANNUAL GENERAL MEETING OF K M CAPITAL LIMITED at 405, Skylark Building, 60, Nehru Place, New Delhi - 110019 at 10.30 A.M. on Saturday, 29<sup>th</sup> day of September 2012.**

Name of the Shareholder:

Signature

Name of Proxy:

Signature

To be filled if Proxy attends instead of member

### NOTES :-

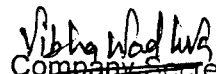
- Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance to the meeting hall.
- No Gifts/Coupons will be distributed at the meeting.**

For K M CAPITAL LIMITED

  
Company Secretary

**BOOK POST**

For K M CAPITAL LIMITED

  
Company Secretary

*If undelivered please return to:*

**K M CAPITAL LIMITED**

405, Skylark Building, 60, Nehru Place,  
New Delhi - 110019