
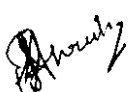

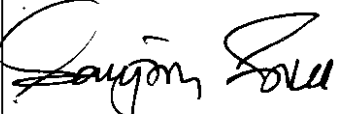


Avonmore Capital & Management Services Ltd.

(Formerly Almondz Capital & Management Services Ltd.)

FORM A

1.	Name of the Company	Avonmore Capital & Management Services Ltd. (Formerly Almondz Capital & Management Services Ltd)
2.	Annual Financial Statements for the year ended	31 st March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	Signed by  Ashok Kumar Gupta Managing Director  Shruti Aggarwal CFO  H.K. Chhabra Partner H.K. Chhabra & Co. Statutory Auditors  Sanjay Grover Chairman Audit Committee	

Corporate Information

Board of Directors	Mr. Govind Prasad Agrawal – Non-Executive Chairman Mr. Ashok Kumar Gupta – Managing Director Mr. Chand Krishna Tikku – Non-Executive & Independent Director Mr. Sanjay Grover – Non-Executive & Independent Director Mr. Shyam Sunder Lal Gupta – Non-Executive & Independent Director
Auditors	M/s. H. K. Chhabra & Co., Chartered Accountants 324, Dhaka Chambers, 2068/38, Naiwala, Karol Bagh, New Delhi -110 005
Bankers	HDFC Bank Ltd. AXIS Bank Ltd. Punjab National Bank
Registrar & Share Transfer Agent	M/s. Beetal Financial & Computer Services Pvt. Ltd. "Beetal House", 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062
Registered Office	2nd Floor, 3 Scindia House, Janpath, New Delhi-110 001

Contents	Page No.
Notice	2
Directors' Report	3
Corporate Governance Report	5
Management Discussion & Analysis Report	17
Auditors' Report	18
Balance Sheet	21
Statement of Profit & Loss	22
Cash Flow Statement	23
Significant Accounting Policies & Notes to the Financial Statements	24
Consolidated Financial Statements	42

Notice

NOTICE is hereby given that the 21st Annual General Meeting of the Members of ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED will be held on Monday the 23rd day of September, 2013, at 2.00 P. M. at M. P. C. U. Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2013 and Statement of Profit and Loss for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Govind Prasad Agrawal, who retires by rotation, and being eligible, offers himself for reappointment.

3. To appoint M/s. H. K. Chhabra & Co., Chartered Accountants, New Delhi as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration in consultation with the Audit Committee of the Company.

By Order of the Board of Directors

New Delhi
14th August, 2013

Ashok Kumar Gupta
Managing Director

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN WRITING, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to bring their copy of Annual Report for the year ended March 31, 2013 to the Meeting.
3. Members / Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.
5. Members who hold shares in the Dematerialised form, are requested to write their Client ID and DP ID Numbers and those who hold shares in the Physical form are requested to write their Folio Numbers in the Attendance Slip for attending the Meeting.
6. All documents referred to in the accompanying Notice shall be open for public inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto and inclusive of the date of the Annual General Meeting.
7. The Company has already notified the Closure of Register of Members and Share Transfer Register from 12th September 2013 to 23rd September 2013 (both days inclusive).
8. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

9. Members are requested to intimate the Registrars and Share Transfer Agents of the Company - M/s Beetal Financial & Computer Services (P) Ltd. "Beetal House", 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi -110 062, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in Dematerialised form.

10. Re-appointment / Appointment of Directors :

As required under clause 49(IV) (G) of the Listing Agreement with the Stock Exchanges, a brief resume of Mr. Govind Prasad Agrawal who is proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, his other Directorships and Committee memberships and his shareholdings in the Companies is given below :

Mr. Govind Prasad Agrawal

Mr. Govind Prasad Agrawal, is a Law graduate and Fellow member of 'The Institute of Company Secretaries of India'. He has got rich experience of over 29 years in the fields of Finance, Law and Administration.

He is presently providing his valuable contribution to Almondz Global Securities Ltd., as a Executive Director & CFO of the Company and also serving to the Board of Almondz Capital & Management Services Limited as a Non-Executive Director and Committees' member of the Company.

He also serves on the Board of Almondz Finanz Ltd., Almondz Insurance Brokers Pvt. Ltd., Rini Corporate Services Pvt Ltd., Almondz Reinsurance Brokers Pvt. Ltd., Margo Finance Ltd., Rama Vision Ltd., and Yartex Exports Ltd.

By Order of the Board of Directors

New Delhi
14th August, 2013

Ashok Kumar Gupta
Managing Director

Important Communication to the Members

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

Directors' Report

To the Members,

The Board of Directors of your Company have pleasure in presenting the 21st Annual Report of the Company alongwith the Audited statement of accounts and the Auditor's Report for the year ended 31st March, 2013.

FINANCIAL RESULTS

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

	(Rs. in Lacs)	
	Year ended 31.03.2013	Year ended 31.03.2012
Gross Income	180.83	225.17
Profit before Interest, Depreciation & Tax	21.07	62.12
Less / (Add) : Prior Period Items expenses / (income)	(0.19)	1.27
Less : Interest	20.92	203.62
Less : Provision / (Reversal of Depreciation)	1.76	0.55
Less : Provisions Taxes	3.48	(2.50)
Net Profit after Tax	(4.90)	(140.82)

FINANCIAL PERFORMANCE OF THE COMPANY

Total revenues for the year ended March, 31, 2013 amounted to Rs 180.83 Lacs as compared to Rs. 225.17 Lacs in the previous year. Profit before interest, depreciation and taxes for the financial year 2012-13 is amounted to Rs. 21.07 Lacs as against Rs. 62.12 Lacs in the last year. The Loss for the financial year 2012-13 is Rs. 4.90 Lacs as against the Loss of Rs. 140.82 Lacs in the previous financial year.

RBI GUIDELINES

The Company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998. The Company continues to comply with all the requirements prescribed by the Reserve Bank of India as applicable to it.

DIVIDEND

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

SHARE CAPITAL

During the financial year 2012-13, there is no change in the share capital of the Company.

PUBLIC DEPOSITS

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

CHANGE OF NAME

The Shareholders of your Company has Passed a Resolution through Postal Ballot on 21st June 2013 to change the Name of your Company from Almondz Capital & Management Services Limited to Avonmore Capital & Management Services Limited. The Company has applied to the Registrar of Companies (ROC) for approval of the change of name. Final approval from Registrar of Companies (ROC) is awaited.

SUBSIDIARY COMPANIES

During the Financial Year ended March 31, 2013, your Company incorporated three wholly owned subsidiaries by name, North Square Projects Pvt. Ltd. On August 6, 2012; SKIFFLE Healthcare Services Limited on December 14, 2012 and Almondz Infosystem Pvt. Ltd., on December 31, 2012. These subsidiary companies are non-material unlisted subsidiaries of the Company.

One of its subsidiary named SKIFFLE Healthcare Services Limited ceased to be the subsidiary of the Company w.e.f. February 15, 2013 as your Company has divested its entire shareholding by transferring its 100000 equity shares of Rs. 10/- each to others.

In view of the general approval granted by the Central Government under Section 212(8) of the Companies Act, 1956, vide its General Circular No.2/2011 dated 08-02-2011 the Balance Sheet, Profit and Loss Account, Report of the Board of Directors and Report of the Auditors of the Subsidiary Companies, have not been attached to the Balance Sheet of your Company. The financial information relating to all the Subsidiary Companies, in the aggregate, has been disclosed in the consolidated financial statements, as required by the Central Government as part of its approval.

Further,

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

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Clause 32 and 50 of the Listing Agreement, your Company has prepared Consolidated Financial Statements as per the Accounting Standards applicable to the Consolidated Financial

Corporate Governance Report

COMPANY'S PHILOSOPHY ON GOVERNANCE

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

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

BOARD OF DIRECTORS

Composition of Board :

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

The Company has a Non-Executive Chairman and the number of Independent Directors is more than one-half of the total number of Directors. The number of Non-Executive Directors is also more than 50% of the total number of Directors. The Board is presently comprises of 5 Directors, including 1 Executive Director and 4 Non Executive Directors, of which 3 are Independent Directors. The Directors have expertise in their functional areas and bring a wide range of the skills and experience on the Board.

None of the Directors on the Board is a member of more than 10 committees or chairman of more than 5 committees across all the Companies in which he is a Director. As required under Clause 49 of the Listing Agreement, necessary disclosures regarding committee positions in other public companies as on March 31, 2013 have been made by the Directors to the Company.

Meetings and Attendance

During the year 2012-2013 the Board of Directors met Five (5) times on the following dates :

30th May 2012, 14th August 2012, 12th Nov 2012, 4th December 2012 and 13th February 2013.

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

Categories and Attendance of Directors

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year under review along with the number of Directorship and committee memberships held by them in other companies as on 31st March 2013 are given hereunder. The Directorship in other companies exclude those held in private limited companies, association, companies incorporated outside India and alternate directorships. The Chairmanship / Memberships include membership of Audit and Shareholders' / Investor Grievance Committees.

Name of Directors	Category	Attendance at Board Meetings		No. of Directorships in other Public Companies	No. of Membership / Chairmanship in Committees of Board of Public Companies		Whether Present in Annual General Meeting
		Held	Attended		Chairman	Member	
Mr. Ashok Kumar Gupta	Managing Director	5	5	—	—	—	Yes
Mr. Chand Krishna Tikku	Non-Executive Director	5	5	—	—	—	No
Mr. Govind Prasad Agrawal	Non-Executive Director	5	5	4	—	5	Yes
Mr. Sanjay Grover	Non-Executive Director	5	1	—	—	—	Yes
Mr. Shyam Sunder Lal Gupta	Non-Executive Director	5	4	2	1	—	No
Mr. Harjit Singh Sethi **	Non-Executive Director	4	NIL	—	—	—	No

** Mr. Harjit Singh Sethi ceased to be Director of the Company w.e.f. 12.02.2013

CODE OF CONDUCT

The Board of Directors has adopted Codes of Conduct, applicable to Directors and to employees of the Company. The said Codes of Conduct have been posted on the Company's website www.almondzcapital.com. The Company has obtained declarations from all its Directors affirming their compliances with the applicable Codes of Conduct. The declaration by the Managing Director under Clause 49 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31 March 2013 is attached to this Corporate Governance Report.

Committees of the Board

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

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

The Board determines the terms of reference of these Committees from time to time. Meetings of these Committees

are convened by the respective Committee Chairman. At each Board Meeting, minutes of these Committees are placed before the Directors for their perusal and noting.

AUDIT COMMITTEE

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

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Sub-section (2AA) of Section 217 of the Companies Act, 1956;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- 5A. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors, any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

COMPOSITION

The terms of reference of the Committee are governed by a Charter, covering all applicable matters specified under clause 49 of the Listing Agreements dealing with Corporate Governance and Section 292 A of the Companies Act, 1956. The members of the Committee are :

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

The Committee members have requisite experience in the fields of Finance and Accounts, Banking and Management. The Audit Committee met 4 times during the year. The quorum of the Committee is 1/3rd of the total strength of the Committee or 2 members, whichever is higher and minimum of two independent Directors. Mr. Sanjay Grover, who is a non-executive and independent Director, having sufficient accounting and financial management expertise and is elected as the Chairman of the Committee.

During the financial Year under review, the Audit Committee meetings were held on 30th May 2012, 14th August 2012, 12th November 2012, and 13th February 2013. For the finalisation of the Audited Annual Accounts of the Company, the meeting of the Audit Committee was held on 28th May 2013.

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

Name of Directors	No. of Committee Meetings attended
Mr. Govind Prasad Agrawal	4
Mr. Sanjay Grover	Nil
Mr. Chand Krishna Tikku	4
Mr. Shyam Sunder Lal Gupta	4

REMUNERATION COMMITTEE

TERMS OF REFERENCE

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

COMPOSITION

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

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

During the year under report no meeting of Remuneration Committee was held. Mr. Shyam Sunder Lal Gupta, Non Executive & Independent Director, has been nominated as the Chairman for the Committee meetings.

REMUNERATION OF DIRECTORS

The Company has not paid any remuneration to any of its Non-Executive Directors, except Sitting Fees for attending meetings of the Board / Committee meetings. Managing Director is the only executive director in the company. The compensation of the Managing Director comprises a fixed component and a performance incentive. The Managing Director is not paid sitting fees for any board / committee meetings attended by him. Details of the remuneration of directors for the year ended 31 March, 2013 are as follows :

(a) Executive Director :

Name	Category	Salary & Perquisites (Rs.)
Mr. Ashok Kumar Gupta	Managing Director	94,643/- per month

(b) Non-Executive Directors :

Name	Category	Sitting Fees (Rs.) As on 31.03.2013
Mr. Govind Prasad Agrawal	Director	70,000/-
Mr. Sanjay Grover	Director	12,000/-
Mr. Chand Krishna Tikku	Director	58,000/-
Mr. Shyam Sunder Lal Gupta	Director	42,000/-
Mr. Harjit Singh Sethi **	Director	NIL

** Mr. Harjit Singh Sethi ceased to be Director of the Company w.e.f. 12.02.2013

SHARE TRANSFER AND SHAREHOLDERS' GRIEVANCE COMMITTEE

TERMS OF REFERENCE

The Board of Directors of the Company has constituted a Share transfer and Shareholders' Grievance Committee to look into the redressal of complaints of investors.

COMPOSITION

The Share transfer and Shareholders' Grievance Committee is presently constituted of three Non-executive directors and a Managing Director of the Company.

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

During the year under review, 2(Two) Share Transfer and Shareholders' Grievance Committee meetings were held on 25th April 2012 and 24th January 2013. Mr. Govind Prasad Agrawal, Non-Executive Director, has been nominated as the Chairman of the Committee for all its meetings.

The various issues addressed in connection with Shareholders' and Investors' Services & Grievances are :

(a) Share Transfer :

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

(b) Shareholders'/ Investors' Complaints :

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

The Secretarial Department of the Company and the Registrar and Share Transfer Agents Beetal Financial & Computers Services Pvt. Ltd. attend to all the grievances of the shareholders and investors received. The minutes of this Committee are being placed in the subsequent Board Meeting held after the Committee meeting. Continuous efforts are made to insure that grievances are more expeditiously redressed to the complete satisfaction of the shareholders.

COMMITTEE FOR FURTHER ISSUE OF SHARES

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

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

GENERAL BODY MEETINGS

Details of the last three Annual General Meetings :

Financial Year Ended	AGM	Location	Date	Time
31.03.2012	20th	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054	28th September 2012	3.00 P. M.
31.03.2011	19th	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054	29th September 2011	2.00 P. M.
31.03.2010	18th	P H D Chamber of Commerce & Industry, P H D House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	28th September 2010	4.30 P. M.

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

Annual General Meeting	Particulars of Special Resolutions Passed
20th Annual General Meeting	Appointment of Mr. Ashok Kumar Gupta as Managing Director of the Company for a period of 5 years effective from December 31, 2011
19th Annual General Meeting	Confirmation of the re-appointment of Mr. Ramesh Peer as Managing Director of the Company for a further period of 5 years effective from July 8, 2011 upon the existing terms and conditions]
18th Annual General Meeting	No Special Resolution was passed

MANAGEMENT COMMITTEE

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

During the year under review 6 meeting of the management Committee were held on 23rd June 2012, 26th July 2012, 14th August 2012, 30th October 2012, 4th December 2012 and 18th December 2012, which were attended by all the three members of the Company.

SUBSIDIARY COMPANIES

During the Financial Year ended March 31, 2013, the Company has incorporated three wholly owned subsidiaries by name, North Square Projects Pvt. Ltd., SKIFFLE Healthcare Services Limited and Almondz Infosystem Pvt. Ltd. These subsidiary companies are non-material unlisted subsidiaries of the Company.

One of its subsidiary named SKIFFLE Healthcare Services Limited ceased to be the subsidiary w.e.f. February 15, 2013 as the Company has divested its entire shareholding by transferring its 100% equity shares to others.

The Audit Committee reviews the financial statements and investments made by unlisted subsidiary companies. The minutes of the Board Meetings as well as statements of all significant transactions of the unlisted subsidiary companies are placed regularly before the Board of Directors for their review.

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

DETAILS OF RESOLUTION(S) PASSED THROUGH POSTAL BALLOT, THE PERSON WHO CONDUCTED THE POSTAL BALLOT AND DETAILS OF THE VOTING PATTERN

During the year under report, the Company had completed a Postal Ballot process and therein passed 1 Special Resolution. The Board of Directors of the Company, at its meeting had appointed Scrutinizer for conducting Postal ballot in fair and transparent manner. The Postal Ballots received were kept in boxes sealed by the Scrutinizer.

Particulars of Resolution passed on 21st June 2013 :

- Change of Name of the Company from Almondz Capital & Management Services Limited to Avonmore Capital & Management Services Limited.

Particulars	Detail / Dates
Date of Board Meeting	16th May 2013
Scrutinizer appointed by the Board of Directors at its meeting	Ms. Ashu Gupta, Practising Company Secretary
Date of Notice seeking Shareholders approval	16th May 2013
Date of Completion of Dispatch of Notice	20th May 2013
Last Date of receipt of duly filled Postal ballot Form	20th June 2013
Date of submission of Scrutinizer's report to the Chairman	21st June 2013
Date of Declaration of Results	21st June 2013

The Summary of the voting pattern under the Postal ballot declared on 21st June 2013 is as under :

SI No.	Particulars	Resolution No. 1 Special Resolution	
		No. of Postal Ballots	No. of Shares
A	Postal Ballot Forms received	23	9439623
B	Less : Invalid Postal Ballot Forms	4	—
C	Net Valid Postal Ballot Forms of which :	19	9439623
	(i) Total No. of shares with Assent for the resolution	19	9439623 (100%)
	(ii) Total No. of shares with Dissent for the resolution	NIL	NIL

MEANS OF COMMUNICATION

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to all the Stock Exchanges with whom the Company has listing arrangements. These financial results, in the prescribed format, as per amended clause 41 of the listing agreement, are published in newspapers. The results are normally being published in "The Financial Express" in English and "Jansatta" in Hindi.

The Company has also designated "complianceacms@almondz.com" as an email id for the purpose of registering complaints by investors and displayed the same on the Company's website.

INSIDER TRADING

Code of Conduct for Prevention of Insider Trading

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

CEO / COMPANY SECRETARY CERTIFICATION

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

DISCLOSURE

In Respect of Related party Transactions

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

Disclosure of Accounting Treatment

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

COMPLIANCE

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

COMPLIANCE CERTIFICATE OF THE AUDITORS

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

COMPLIANCE OFFICER

The Board had designated Mr. Ashok Kumar Gupta as the Compliance Officer.

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

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date : 23rd September, 2013
Time : 2.00 P. M.
Venue : M. P. C. U. Shah Auditorium,
 Shree Delhi Gujrati Samaj (Regd.),
 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054

Financial Year 1st April to 31st March

Financial Calendar 2013-2014 (Tentative)

First quarter results : July / August 2013
 Second quarter results : October / November 2013
 Third quarter results : January / February 2014
 Fourth quarter results : April / May 2014 if unaudited quarterly results
 or alternatively last week of June, 2014 in
 case of audited results for the year.
 Annual General Meeting : August / September 2014

Book Closure Dates :

12th September, 2013 to 23rd September, 2013 (both Days
 inclusive)

Stock Market Data :

Bombay Stock Exchange Ltd. (BSE)			
Month	Month's High	Month's Low	Volume (Nos.)
April'12	10.25	8.16	12720
May'12	11.25	9.70	11712
June'12	10.10	7.95	166361
July'12	9.57	8.56	118794
August'12	9.87	8.09	24769
September'12	10.20	9.00	51590
October'12	9.94	8.37	74698
November'12	10.65	8.58	15212
December'12	12.60	10.46	22033
January'13	14.87	11.52	24384
February'13	13.00	11.13	4951
March'13	11.70	8.41	2568

Listing on Stock Exchanges :

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

Stock Code :

Scrip ID at BSE : ALMONDZ
 Scrip Code at BSE : 511589
 Demat ISIN No. for NSDL and CDSL : INE323B01016
 for Equity Shares

Depositories :

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

Evolution of Capital :

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

Notes :

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

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

Distribution of Shareholding as on 31st March, 2013 :

No. of Equity Shareholders	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up To 5000	2559	86.63	280700	2.0384
5001 To 10000	164	5.55	135279	0.9824
10001 To 20000	83	2.81	126909	0.9216
20001 To 30000	39	1.32	101483	0.7369
30001 To 40000	14	0.47	50593	0.3674
40001 To 50000	18	0.61	84190	0.6114
50001 To 100000	23	0.78	162558	1.1804
100001 AND ABOVE	54	1.83	12829188	93.1616
TOTAL	2954	100.00	13770900	100.0000

Shareholding Pattern of Almondz Capital & Management Services Limited for the Quarter ended March 31, 2013 :

Category Code	Category of Shareholders	Number of Shareholders	Total No. of Shares	No. of Shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
(a)	Individuals / Hindu Undivided Family	1	3792549	3792549	27.54	27.54	—	—
(b)	Central Government / State Government(s)	—	—	—	—	—	—	—
(c)	Bodies Corporate	1	2796702	2796702	20.31	20.31	—	—
(d)	Financial Institutions / Banks	—	—	—	—	—	—	—
(e)	Any Other (specify)	1	5000	5000	0.04	0.04	—	—
	Sub-Total (A) (1)	3	6594251	6594251	47.89	47.89	—	—
2	Foreign							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	—	—	—	—	—	—	—
(b)	Bodies Corporate	—	—	—	—	—	—	—
(c)	Institutions	—	—	—	—	—	—	—
(d)	Any Other (specify)	—	—	—	—	—	—	—
	Sub-Total (A) (2)	—	—	—	—	—	—	—
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	3	6594251	6594251	47.89	47.89	—	—
(B)	Public Shareholding	—	—	—	—	—	N. A.	N. A.
1	Institutions	—	—	—	—	—	N. A.	N. A.
(a)	Mutual Funds / UTI	—	—	—	—	—	—	—
(b)	Financial Institutions / Banks	1	2600	—	0.02	0.02	—	—
(c)	Central Government / State Government (s)	—	—	—	—	—	—	—
(d)	Venture Capital Funds	—	—	—	—	—	—	—
(e)	Insurance Companies	—	—	—	—	—	—	—
(f)	Foreign Institutional Investors	—	—	—	—	—	—	—
(g)	Foreign Venture Capital Investors	—	—	—	—	—	—	—
(h)	Any Other (Specify)	—	—	—	—	—	—	—
	Sub-Total (B) (1)	1	2600	—	0.02	0.02	—	—

Category Code	Category of Shareholders	Number of Shareholders	Total No. of Shares	No. of Shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
2	Non-Institutions	—	—	—	—	—	N. A.	N. A.
(a)	Bodies Corporate	90	3175154	2922354	23.06	23.06	—	—
(b)	Individuals :							
	i. Individual shareholders holding nominal share capital upto Rs. 1 Lakh	2765	797680	623670	5.79	5.79	—	—
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	31	3044969	2993369	22.11	22.11	—	—
(c)	Any Other (specify)							
	i NRI	16	39433	21933	0.29	0.29	—	—
	ii HUF	47	116663	116663	0.85	0.85	—	—
	iii Clearing Members	1	150	150	0.00	0.00	—	—
	Sub-Total (B) (2)	2950	7174049	6678139	52.11	52.11	—	—
	Total Public Shareholding							
	(B) = (B)(1)+(B)(2)	2951	7176649	6678139	52.11	52.11	—	—
	TOTAL (A)+(B)	2954	13770900	13272390	100.00	100.00	—	—
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	—	—	—	*****	—	—	—
2	Public	—	—	—	—	—	—	—
	Sub-Total (C)	—	—	—	N. A.	—	—	—
	GRAND TOTAL (A)+(B)+(C)	2954	13770900	13272390	N. A.	100.00	—	—

Reconciliation of Share Capital Audit Report

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

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

Details of changes, if any, in the share capital of the Company during the quarter, are also covered in the report. The

Reconciliation of Share Capital Audit Report is submitted with BSE and DSE and is also placed at the meetings of the Board of Directors.

Status of Dematerialisation of Shares as on 31 March 2013

Particulars	No. of Shares	% of Total capital
Dematerialised	13272390	96.38
Physical	498510	3.62
Total	13770900	100.00

Registrars & Transfer Agents :

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

SHARE TRANSFER SYSTEM

All matters connected with the share transfer both physical and electronic, dividends and other matters are handled by the Registrar & Transfer Agents located at the address mentioned elsewhere in this report. Shares lodged for transfer are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Grievances received from shareholders and other miscellaneous correspondence on change of address, etc., are processed by the Registrar & Transfer Agents. Pursuant to Clause 47(c) of the Listing Agreement with Stock Exchanges, certificates, on half-yearly basis, have been issued by a Company Secretary-in-practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in-practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. The Company, as required under Clause 47(f) of the Listing Agreement, has designated the following e-mail IDs, namely complianceacms@almondz.com in for the purpose of registering complaints, if any, by the shareholders and expeditious redressal of their grievances. Shareholders are, therefore, requested to correspond with the Registrar & Transfer Agents for transfer/transmission of shares, change of address and queries pertaining to their shareholding, at their address given in this report.

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

The total numbers of complaints received and replied to the satisfaction of shareholders during the year ended 31st March, 2013 were 3. There was no complaint outstanding as on 31st March 2013.

Investors Correspondence / Query

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

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

For any query on Annual Report :

Secretarial Department
Almondz Capital & Management Services Limited
2nd Floor, 3 Scindia House,
Janpath, New Delhi-110 001

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

COMPLIANCE CERTIFICATE FROM AUDITORS OF THE COMPANY

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

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion & Analysis has been given separately in this Annual Report.

For and on behalf of the Board of Directors

Ashok Kumar Gupta
Managing Director

Govind Prasad Agrawal
Director

New Delhi
14th August, 2013

Appendix to the Statement on Corporate Governance

Appendix - I

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

**To the Shareholders of
ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Almondz Capital & Management Services Limited. for the year ended 31st March, 2013, as stipulated under Clause 49 of the Listing Agreement as entered into by the Company with the Stock Exchanges in India.

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

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

We state that in respect of the investors' grievances received during the year ended 31st March, 2013, no investors' grievances are pending against the Company for period exceeding one month as per the records maintained by the Company, which are presented to the Shareholders'/Investors' Grievance Committee.

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

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

New Delhi
28th May, 2013

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

Appendix to the Statement on Corporate Governance

Appendix - II

CERTIFICATION BY MANAGING DIRECTOR & COMPANY SECRETARY TO THE BOARD

To
The Board of Directors
Almondz Capital & Management Services Limited

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

For **Almondz Capital & Management Services Limited**

New Delhi
28th May, 2013

ASHOK KUMAR GUPTA
Managing Director

DEEPAK MADAN
Company Secretary

Management Discussion & Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

Non-Banking Financial Companies are those companies, which are not banking companies under the banking regulation Act, but carry out financial activities of providing finance. The scope of NBFCs is fast growing with multiplication of financial services. In recent times non-banking financial companies (NBFCs) have emerged substantial contributors to the Indian economics growth by supplementing the effort of banks and other financial institutions. They play key role in the direction of saving and investment. NBFCs are intermediate between saver and investor. NBFCs provide prompt, tailor made service with least hassles. This more than compensates for the higher lending rates of NBFCs as compared to Banks & FIs. They provide financial assistance to their borrowers in case of emergency needs.

At present, NBFCs in India have become prominent in a wide range of activities like hire-purchase finance, equipment lease finance, loans, investments, etc. By employing innovative marketing strategies and devising tailor-made products, NBFCs have also been able to build up a clientele base among the depositors, mop up public savings and command large resources as reflected in the growth of their deposits from public, shareholders, directors and other companies.

The importance of NBFCs in delivering credit to the unorganized sector and to small borrowers at the local level in response to local requirements is well recognized. The rising importance of this segment calls for increased regulatory attention and focused supervisory scrutiny in the interests of financial stability.

Accordingly, to monitor the financial health and prudential functioning of NBFCs, the RBI has issued many directions to companies and prudential norms like capital adequacy, income recognition, asset classification, provisioning for bad and doubtful assets, exposure norms and other measures.

BUSINESS OPERATIONS

During the year under review, the Company has generated its income of Rs. 155 Lacs from Fee, Commission, Brokerage as compared to NIL of the previous year but also incurred losses of Rs. 174.37 Lacs from Trading of Securities. Consequently, the Company has generated Total Net Operating Income of Rs. 56.10 Lacs in this financial year. Total Investment of the Company for the year under review were Rs. 3512.45 Lacs.

OPPORTUNITIES AND THREATS

The last couple of years has seen significant developments in the financial sector that has raised competition across-the-board. Risk containment is also critical in the financial sector.

Your Company is facing stiff competition from the banks both public and new private sector banks. Company has felt the pressure most. Consequently, your company has to contend with heavy competition even in areas that were its preserve. The Company is facing structural challenges, as to benefit the banks for long term, RBI have tightened its policy around the NBFCs.

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

The company is also facing risk of heavy ups and downs in stock market which can be minimized due to risk management system of our company.

OUTLOOK, RISK AND CONCERNS

The general tone for the industry is one of optimism and most indicators appear positive. A significant portion of the company's income arises from investment and trading operation, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of several factors like low inflation, growing domestic savings, surging portfolio investments into India etc. The unusual developments in the global economy indicate heightened uncertainties and new challenges for the emerging market economies like India. The Company will continue focusing on trading in securities, financing and fee based activities and besides that the company will continue to explore opportunities in other areas related to its operations.

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

HUMAN RESOURCE

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

CAUTIONARY STATEMENT

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

Auditors' Report

**To the Members of
ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of Almondz Capital & Management Services Limited, which comprise of the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013, and
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

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

New Delhi
28th May, 2013

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

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management according to a regular program in a phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (c) Fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumptions.
- ii) (a) As explained to us, physical verification of inventory of shares and securities has been conducted by the management at reasonable intervals.
- (b) In our opinion, the procedures of physical verification of inventory of shares and securities followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- iii) (a) During the year Company has taken unsecured loans from companies covered in the register maintained under Section 301 of the Companies Act, 1956. The details thereof is furnished hereunder :

S. No.	Name of the Party	Amount (Rs. in Lacs)	Year-end Balance (Rs. in Lacs)	Maximum Balance (Rs. in Lacs)
1	Almondz Global Securities Limited (Associate Company)	383.19	NIL	325.00
2	Almondz Finanz Limited (Associate Company)	419.36	NIL	480.77

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

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

S. No.	Name of the Party	Amount (Rs. in Lacs)	Year-end Balance (Rs. in Lacs)	Maximum Balance (Rs. in Lacs)
1	North Square Projects Private Limited (Subsidiary Company)	54.65	54.65	54.65
2	Almondz Commodities Private Limited (Associate Company)	375.40	NIL	325.00

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

- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets etc., During the course of our audit, no major weakness has been noticed in the internal controls.
- v) In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 ;
- (a) To the best of our knowledge and belief and according to the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) In our opinion and according to the information given to us, the Company has not accepted any deposits from the public during the year within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.
- vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- viii) We were informed that the Central Government has not prescribed the maintenance of Cost records under Section 209(1)(d) of the Companies Act, 1956.
- ix) According to the information and explanations given to us in respect of statutory and other dues :
- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, customs duty, excise duty and cess were outstanding as at 31st March, 2013 for a period of more than six months from the date they became payable.
- x) The Company has no accumulated losses as on the balance sheet date. The Company incurred cash losses during the current financial year and in the immediately preceding financial year.

- xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- xii) We are of the opinion that the Company has maintained adequate records where the Company has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is neither a chit fund nor nidhi/mutual benefit fund/society and hence Clause 4 (xii) of the Order is not applicable to the Company.
- xiv) The Company has maintained proper records of transaction and contracts in respect of all shares, debentures and other securities, which have been held by the Company in its own name and timely entries have been made therein.
- xv) In our opinion, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- xvi) In our opinion and according to the information and explanations given to us, the Company has not applied for any term loan during the year.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix) During the year the Company has not issued any debentures.
- xx) The Company has not raised any money by public issue during the year.
- xxi) According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

New Delhi
28th May, 2013

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

Balance Sheet as at 31 March, 2013

(Amount in Indian Rupees)

Particulars	Notes	As at 31 March 2013	As at 31 March 2012
Equity & Liabilities			
Shareholders' funds			
Share capital	2.1	144,217,131	144,217,131
Reserves and surplus	2.2	289,480,706	289,970,508
		433,697,837	434,187,639
Non-current liabilities			
Long-term provisions	2.3	97,590	8,211
		97,590	8,211
Current liabilities			
Short-term borrowings	2.4	—	63,302,707
Other Current Liabilities	2.5	706,820	2,695,327
Short-term Provisions	2.6	511,972	213,939
		1,218,792	66,211,973
TOTAL		435,014,219	500,407,823
Assets			
Non-current assets			
Fixed assets			
Tangible assets	2.7	29,014	57,775
Intangible assets	2.8	1,182,978	946,745
		1,211,992	1,004,520
Non current investments	2.9	351,244,753	351,244,753
Other non-current assets	2.10	—	2,772,259
		351,244,753	354,017,012
Current assets			
Inventories	2.11	12,563,012	46,806,937
Trade receivables	2.12	—	—
Cash and cash equivalents	2.13	1,227,678	4,171,048
Short-term loans and advances	2.14	65,665,916	85,580,734
Other Current Assets	2.15	3,100,868	8,827,572
		82,557,474	145,386,291
TOTAL		435,014,219	500,407,823

Significant accounting policies and notes to financial statements 1 & 2

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
 For **H. K. Chhabra & Co.**,
 Chartered Accountants
 Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
 Partner
 (FCA – Membership No. 089616)
 New Delhi
 28th May, 2013

Deepak Madaan
 Company Secretary

Govind Prasad Agrawal
 Director

Ashok Kumar Gupta
 Managing Director

Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in Indian Rupees)

Particulars	Notes	For the Year ended	
		31 March 2013	31 March 2012
Income			
Operating Income	2.16	4,398,281	15,373,581
Other Operating Income	2.17	1,212,066	6,794,246
Other income	2.18	12,473,139	349,088
Total revenue		18,083,486	22,516,915
Expenses			
Operating Expenses	2.19	2,092,223	20,359,998
Employee benefits expenses	2.20	2,331,822	1,599,679
Depreciation and Amortisation expenses	2.21	176,082	54,546
Other expenses	2.22	13,644,373	14,708,357
Total expenses		18,244,500	36,722,580
Profit/(Loss) before extraordinary, prior period items and taxes		(161,014)	(14,205,665)
Prior Period (Income)/Expense		(19,047)	126,808
Profit/(Loss) before tax		(141,967)	(14,332,473)
Tax expense			
Current income tax		—	—
Income Tax for Earlier Year		—	476,055
MAT Credit		347,835	(726,299)
Profit/(Loss) for the year		(489,802)	(14,082,229)
Earnings Per Equity Share			
— Basic	2.25	(0.04)	(1.02)
— Diluted	2.25	(0.04)	(1.02)

Significant accounting policies and notes to financial statements 1 & 2

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For **H. K. Chhabra & Co.**,
Chartered Accountants
Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
28th May, 2013

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

Cash Flow Statement for the year ended 31st March, 2013

(Amount in Indian Rupees)

Particulars	For the Year ended	
	31 March 2013	31 March 2012
A. Cash Flow from Operating Activities		
Net Profit before tax & extra-ordinary items adjusted for :	(161,014)	(14,205,665)
Depreciation	176,082	54,546
Provision for retirement benefit	89,379	(105,420)
Liability no longer payable written off	—	35,285
Bad Debts written off	12,239,347	—
Loss/(profit) on Assets discarded	—	811,384
Loss/(Profit) on sale of Investment	(1,176,811)	—
Provision for doubtful Debts	61,800	12,239,347
Provision for bad debts written back	(12,239,347)	—
Excess Provision written back	(27,800)	—
Provision for standard assets	(49,802)	(66,905)
Operating Profit before working capital changes adjusted for :	(1,088,166)	(1,237,428)
(Increase)/Decrease in Stock in trade	34,243,925	72,510,972
(Increase)/Decrease in Trade receivables	—	4,687,750
(Increase)/Decrease in Other receivables	28,413,781	36,615,200
Increase/(Decrease) in Trade & other payables	(2,022,508)	(1,652,250)
Cash used in operations	59,547,033	110,924,244
Extra Ordinary and Prior Period Items	19,047	(126,808)
Taxes Paid	—	250,244
Net cash generated from Operating Activities (A)	59,566,080	111,047,681
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(383,554)	(984,120)
Purchase of investments	—	(4,311,020)
Sale of investments	1,176,811	2,500,000
Net cash used in Investing Activities (B)	793,257	(2,795,140)
C. Cash Flow from Financing Activities		
Proceeds from secured long term borrowings	—	(60,700,603)
Proceeds from unsecured short term borrowings	(63,302,707)	(51,706,170)
Interest Received	—	—
Net cash generated from Financing Activities (C)	(63,302,707)	(112,406,773)
Cash and cash equivalents (Opening Balance)	4,171,048	8,325,280
Net cash inflows for the year (A+B+C)	(2,943,370)	(4,154,232)
Cash and cash equivalents (Closing Balance)	1,227,678	4,171,048

As per our report of even date attached
 For **H. K. Chhabra & Co.**,
 Chartered Accountants
 Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
 Partner
 (FCA – Membership No. 089616)
 New Delhi
 28th May, 2013

Deepak Madaan
 Company Secretary

Govind Prasad Agrawal
 Director

Ashok Kumar Gupta
 Managing Director

1.0 Significant Accounting Policies

1.1 Background

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

1.2 Basis of preparation

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

In preparation and presentation of these financial statements, the Company has adopted the Revised Schedule VI to the Companies Act, 1956. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI of the Companies Act, 1956. Previous year's figures have been regrouped/ reclassified to conform to the classification of assets and liabilities as at 31 March 2013.

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

1.3 Revenue Recognition

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

1.4 Revenue from services

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

1.5 Dividends

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

1.6 Interest

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

1.7 Retirement and other Employees Benefits

- i) Retirement benefits in the form of Provident fund and Family Pension fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contributions to the respective funds are due. There are no other obligations other than the contributions payable to the respective funds.
- ii) Gratuity is a defined benefit obligation. The company has taken group gratuity scheme with TATA AIG Insurance Co. Limited to cover the gratuity liability of the employees. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on the projected unit credit method made at the end of the financial year.
- iii) The Company makes a provision in its books for liability towards encashment of leave lying to the credit of employee as on the last day of current financial year, subject to the maximum period of leave allowable by the company, as if all employees are retiring on the Balance Sheet date. Leave Encashment liability is incurred and provided for on the basis of actuarial valuation made at the end of the financial year.
- iv) Actuarial gains/losses are debited to statement of profit and loss and are not deferred.

1.8 Fixed Assets

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

1.9 Depreciation

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

1.10 Investments

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

based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health of and specific prospects of the issuer.

1.11 Taxation

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

1.12 Provisions and Contingent Liability

A provision for losses arising from claims, litigation, assessments, fines, penalties, etc is recognised when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources embodying

economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

1.13 Earnings per share

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

1.14 Segmental reporting

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

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.1 Share capital

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	Amount	Number of Shares	Amount
Authorised 20,000,000 Equity shares of Rs. 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
Issued and subscribed 15,150,280 Equity shares of Rs. 10/- each (including 1,379,380 shares forfeited)	15,150,280	151,502,800	15,150,280	151,502,800
	15,150,280	151,502,800	15,150,280	151,502,800
Paid Up Capital 13,770,900 Equity shares of Rs. 10/- each, fully paid up Add : 1,379,380 shares forfeited	13,770,900 1,379,380	137,709,000 6,508,131	13,770,900 1,379,380	137,709,000 6,508,131
	15,150,280	144,217,131	15,150,280	144,217,131

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Navjeet Singh Sobti	3,792,549	27.54	3,792,549	27.54
Innovative Money Matters Pvt. Ltd.	2,796,702	20.31	2,796,702	20.31
Swift Buildwell Pvt. Ltd.	995,717	7.23	995,717	7.23
Jasmeet Kaur Sethi	920,000	6.68	920,000	6.68
KKM Enterprises Pvt. Ltd.	915,550	6.65	915,550	6.65
	9,420,518	68.41	9,420,518	68.41

The Reconciliation of the number of shares outstanding and the amount of issued and paid up share capital as at 31 March, 2013 and 31 March, 2012 is set out below :

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	13,770,900	137,709,000	13,770,900	137,709,000
Add : Shares Forfeited	1,379,380	6,508,131	1,379,380	6,508,131
Number of Shares at the end	15,150,280	144,217,131	15,150,280	144,217,131

2.2 Reserves and surplus

Particulars	As at 31 March 2013	As at 31 March 2012
Share Premium	136,417,900	136,417,900
Capital Reserve	74,448,968	74,448,968
Special reserve	9,477,558	9,477,558
(Deficit)/surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	69,626,082	83,708,311
Add/(less) : Profit/(loss) for the year	(489,802)	(14,082,229)
At the end of the year	69,136,280	69,626,082
	289,480,706	289,970,508

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.3 Long-term provisions

Particulars	As at 31 March 2013	As at 31 March 2012
Provision for employee benefits		
— Gratuity	30,253	(48,091)
— Compensated absences	67,337	56,302
	97,590	8,211

2.4 Short-term borrowings

Particulars	As at 31 March 2013	As at 31 March 2012
Loans repayable on demand		
— from others (Unsecured)	—	2,820,807
Loan and advances from related party (Unsecured)	—	60,481,900
	—	63,302,707

2.5 Other current liabilities

Particulars	As at 31 March 2013	As at 31 March 2012
Payable for Expenses	350,234	295,438
Statutory liabilities	46,348	1,636,041
Unpaid Dividend	310,238	310,538
Advance Received form Customer	—	453,310
	706,820	2,695,327

2.6 Short-term Provisions

Particulars	As at 31 March 2013	As at 31 March 2012
Contingent provision for standard Assests	164,137	213,939
Provision for Taxation (Minimum alternate tax)	347,835	—
	511,972	213,939

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.7 Tangible assets

Cost	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Furniture and fixtures	1,368,383	—	1,288,463	79,920	—	—	79,920
Computers and peripherals	93,300	—	—	93,300	—	—	93,300
Office equipments	21,800	—	—	21,800	14,200	—	36,000
Total	1,483,483	—	1,288,463	195,020	14,200	—	209,220

Depreciation	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Furniture and fixtures	499,231	16,254	477,079	38,406	41,514	—	79,920
Computers and peripherals	93,300	—	—	93,300	—	—	93,300
Office equipments	4,622	917	—	5,539	1,447	—	6,986
Total	597,153	17,171	477,079	137,245	42,961	—	180,206

Carrying amounts	As at 31 March 2012	As at 31 March 2013
Furniture and fixtures	41,514	—
Computers and peripherals	—	—
Office equipments	16,261	29,014
Total	57,775	29,014

2.8 Intangible assets

Cost	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Painting and sculpture	—	984,120	—	984,120	369,354	—	1,353,474
Total	—	984,120	—	984,120	369,354	—	1,353,474

Amortisation	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Painting and sculpture	—	37,375	—	37,375	133,121	—	170,496
Total	—	37,375	—	37,375	133,121	—	170,496

Carrying amounts	As at 31 March 2012	As at 31 March 2013
Painting and sculpture	946,745	1,182,978
Total	946,745	1,182,978

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	As at 31 March 2013	As at 31 March 2012
Long-term, other investment		
(A) Unquoted		
Investment in subsidiaries		
Almondz Infosystem Pvt. Ltd. [50,000 (P. Y. Nil) equity shares of Rs. 10/- each fully paid up]	500,000	—
North Square Projects Pvt. Ltd. [50,000 (P. Y. Nil) equity shares of Rs. 10/- each fully paid up]	500,000	—
Moon Orchid Housing Pvt. Ltd. [Nil (P. Y. 50,000) equity shares of Rs. 10/- each fully paid up]	—	500,000
Meadow Real Estate Pvt. Ltd. [Nil (P. Y. 50,000) equity shares of Rs. 10/- each fully paid up]	—	500,000
Total (a)	1,000,000	1,000,000
Investment in equity shares		
Globus Industries & Services Ltd. 10,000 (P. Y. 10,000) equity shares of Rs. 10/- each fully Paid up	100,000	100,000
Latitude 23 Communications Ltd. 75,000 (P. Y. 75,000) equity shares of Rs. 10/- each fully Paid up	750,000	750,000
Shiivaz Spas & Hospitality Pvt Ltd. 20,000 (P. Y. 20,000) equity shares of Rs. 10/- each fully Paid up	200,000	200,000
Almondz Commodities Pvt. Ltd. 2,50,000 (P. Y. 2,50,000) equity shares of Rs. 10/- each fully Paid up	2,500,000	2,500,000
	3,550,000	3,550,000
Less: Diminution in the value of investment	(588,700)	(588,700)
Total (b)	2,961,300	2,961,300
(B) Quoted		
Investment in equity shares		
Almondz Global Securities Ltd. 1,28,58,814 (P. Y. 1,28,58,814) equity shares of Rs. 6/- each, fully paid up	347,283,453	347,283,453
Total (c)	347,283,453	347,283,453
Government securities		
National Savings Certificate	23,000	23,000
Less: Diminution in the value of investment	(23,000)	(23,000)
Total (d)	—	—
Total (a+b+c+d+)	351,244,753	351,244,753
Aggregate market value of quoted investment	93,869,342	159,449,294
Aggregate book value of quoted investment	347,283,453	347,283,453
Aggregate cost of unquoted investment	4,573,000	4,573,000

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.10 Other Non Current Assets

Particulars	As at 31 March 2013	As at 31 March 2012
Minimum alternate tax recoverable	—	2,772,259
	—	2,772,259

2.11 Inventories

Particulars	As at 31 March 2013	As at 31 March 2012
Equity Shares, quoted at Cost or net realisable value, whichever is lower	12,563,012	46,806,937
	12,563,012	46,806,937

2.12 Trade receivables

Particulars	As at 31 March 2013	As at 31 March 2012
Considered good		
outstanding for more than six months	—	—
– other debts	—	—
Considered doubtful		
– outstanding for more than six months	61,800	13,500,000
– other debts	—	—
	61,800	13,500,000
Less: Provision for doubtful debts	61,800	13,500,000
	—	—

2.13 Cash and cash equivalents

Particulars	As at 31 March 2013	As at 31 March 2012
Cash in Hand	424,282	450,352
Balances with scheduled banks: —on current accounts	803,396	3,720,696
	1,227,678	4,171,048

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.14 Short-term loans and advances

Particulars	As at 31 March 2013	As at 31 March 2012
Loans and advances to Related Party Unsecured, Considered good	5,465,000	—
Loans and advances to Other Secured	—	28,312,111
Unsecured, Considered good	60,189,979	57,263,485
Prepaid Expenses	10,937	5,138
	65,665,916	85,580,734

2.15 Other Current Assets

Particulars	As at 31 March 2013	As at 31 March 2012
Advances recoverable in cash or in kind or for value to be received – advances to subsidiaries	21,924	—
– advances to Others	115,089	5,128,778
Service tax cenvat receivable	79,389	1,735,300
Advance tax and tax deducted at source	2,884,466	1,963,494
	3,100,868	8,827,572

2.16 Operating Income

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
A) Fee, Commission and brokerage Fee, Commission and brokerage	15,500,000	—
Total	15,500,000	—
B) Net Income from Trading of Shares and Securities Opening Stock of Shares and Securities	46,806,937	119,317,909
Add: Purchase of Shares and Securities	107,313,443	275,976,313
	154,120,380	395,294,222
Less: Closing Stock of Shares and Securities	12,563,012	46,806,937
Cost of Shares and Securities sold	141,557,368	348,487,285
Less: Sale of Shares and Securities	135,749,018	348,489,035
	(5,808,350)	1,750
Profit/(Loss) on derivatives	(11,629,104)	(1,403,067)
Total	(17,437,454)	(1,401,317)
C) INTEREST INCOME Interest on others	6,335,735	16,774,898
Total	6,335,735	16,774,898
Total Operating Income (A+B+C)	4,398,281	15,373,581

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.17 Other Operating Income

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Dividends received	35,255	6,794,246
Profit on Sale of Investment	1,176,811	—
Total	1,212,066	6,794,246

2.18 Other income

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Miscellaneous income	156,190	133,122
Liability no longer payable written off	—	35,285
Excess provision of Retirement benefit written back	27,800	45,420
Excess provision written back	49,802	135,261
Provision for Bad debts Written back	12,239,347	—
Total	12,473,139	349,088

2.19 Operating Expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Interest Expenses - Working capital loans	2,092,223	20,359,998
Total	2,092,223	20,359,998

2.20 Employee benefits expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Salaries, bonus and other allowances	2,214,720	1,580,005
Provision for retirement benefits	89,379	—
Staff welfare	17,079	16,756
Contribution to provident and other funds	10,644	2,918
Total	2,331,822	1,599,679

2.21 Depreciation & Amortisation expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Depreciation on :		
Tangible Assets	42,961	17,171
Intangible Assets	133,121	37,375
Total	176,082	54,546

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.22 Other expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Bank Charges	4,238	2,367
Rent	—	82,148
Printing and stationery	170,275	172,170
Travelling and conveyance	75,340	72,940
Communication expenses	52,612	52,326
Legal and professional charges	590,646	792,530
Advertisement expenses	120,872	130,357
Audit Remuneration	95,000	95,000
Rates, fee and taxes	67,031	84,410
Provision of Bad debts	61,800	12,239,347
Bad debts written off	12,239,347	—
Fixed Assets written off	—	811,384
Donation & Charity	—	165,000
Miscellaneous expenses	167,212	133,378
	13,644,373	14,833,357
Less: Recovery of expenses	—	125,000
Total	13,644,373	14,708,357

2.23 Contingent Liabilities

Particulars	As at 31 March 2013	As at 31 March 2012
Corporate Guarantee (issued in favour of Almondz Global Securities Limited to Axis Bank Limited)	255,000,000	305,000,000

2.24 Deferred Tax Assets :

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

Particulars	As at 31 March 2013	As at 31 March 2012
Deferred Tax Liabilities		
Provision for retirement benefits	33,171	2,664
Provision for Contingent Provision	55,790	69,413
Total Deferred Tax Liabilities	88,961	72,077
Deferred Tax assets		
Fixed Assets	625,501	751,466
Unabsorbed Capital Loss	2,650,606	4,875,841
Preliminary expenses	44,187	63,268
Total Deferred Tax Assets	3,320,294	5,690,575
Deferred Tax Assets (Net)	3,231,333	5,618,498

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

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
a) Net Profit After Tax available for Equity Shareholders	(489,802)	(14,082,229)
b) Weighted average No. of Equity Shares for Basic EPS (Nos.)	13,770,900	13,770,900
c) Weighted average No. of Equity Shares for Diluted EPS (Nos.)	13,770,900	13,770,900
d) Basic earning per share (Rs.)	(0.04)	(1.02)
e) Diluted earning per share (Rs.)	(0.04)	(1.02)

2.26 Managerial Remuneration :

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
a) Managing Director : Salary, Wages and Allowances	1,135,720	956,512

2.27 Payment to Auditors

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Statutory Auditors :		
Audit Fee	95,000	95,000
Tax Audit Fee	20,000	35,000
Certification Fee	66,185	51,504
Others	8,871	13,001
Total	190,056	194,505

2.28 Gratuity and Leave benefit plans : (AS 15 Revised)

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

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

Particulars	Gratuity	
	Year ended 31 March 2013	Year ended 31 March 2012
Opening defined benefit obligation	4,609	144,608
Interest cost	392	11,930
Current service cost	22,287	37,860
Benefits paid	—	(122,596)
Actuarial (gain)/ loss on obligation	(224)	(67,193)
Closing defined benefit obligation	27,064	4,609

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	Gratuity	
	Year ended 31 March 2013	Year ended 31 March 2012
Opening fair value of plan assets	52,699	109,627
Expected return	4,743	9,044
Contributions by employer	—	60,000
Benefits paid	—	(122,596)
Actuarial gain / (losses)	(49,512)	(3,376)
Closing fair value of plan assets	7,930	52,699

iii) Profit and Loss account

Particulars	Gratuity	
	Year ended 31 March 2013	Year ended 31 March 2012
Current service cost	22,287	37,860
Interest cost	392	11,930
Expected return on plan assets	(4,743)	(9,044)
Actuarial gain / (losses)	49,288	(63,817)
Net benefit expense	(67,224)	(23,071)
Actual return on plan assets	(44,769)	5,668

iv) Balance sheet

Particulars	Gratuity	
	As at 31 March 2013	As at 31 March 2012
Defined benefit obligation	(48,090)	34,981
Fair value of plan assets	(78,343)	(23,071)
Employer Contribution	—	(60,000)
Plan Liability / (Asset)	(30,253)	(48,090)

Liability in respect of leave encashment at the end of the current year amounts to Rs. 67,337/-

Actuarial Assumptions

Particulars	Gratuity		Leave Encashment	
	2012-13	2011-12	2012-13	2011-12
Mortality table (LIC)	(1994-96)	(1994-96)	(1994-96)	(1994-96)
Discount rate	8.20%	8.25%	8.20%	8.50%
Expected rate of return on plan assets	9.00%	8.25%	N.A	N.A
Rate of escalation in salary per annum	7.50%	7.50%	7.50%	7.50%
Employee turnover up to 30 years	1.00%*	1.00%	1.00%*	1.00%
Above 30 years but up to 44 years	1.00%*	1.00%	1.00%*	1.00%
Above 44 years	1.00%*	1.00%	1.00%*	1.00%

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

Actuarial Assumptions

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

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.29 Segment Reporting

Segment Reporting For the year ended 31st March, 2013				
Particulars	Fees and Commission	Income from Investments and Trading	Unallocable	Total
Segment Revenue				
Gross Segment Revenue	27,739,347 (—)	(9,839,852) (22,167,827)	183,991 (349,088)	18,083,486 (22,516,915)
Less: Inter Segment Adjustment	— (—)	— (—)	— (—)	— (—)
Net Segment Revenue	27,739,347 (—)	(9,839,852) (22,167,827)	183,991 (349,088)	18,083,486 (22,516,915)
Segment Results				
Segment Result before Extra-ordinary Items	15,438,200 (-12,239,347)	(11,971,034) (1,790,887)	(3,628,180) (-3,757,205)	(161,014) (-14,205,665)
Prior Period Expenses / (Income)	— (—)	— (—)	(19,047) (126,808)	(19,047) (126,808)
Profit before Tax	15,438,200 (-12,239,347)	(11,971,034) (1,790,887)	(3,609,133) (-3,884,013)	(141,967) (-14,332,473)
Less: Provision for Tax	— (—)	— (—)	347,835 (-250,244)	347,835 (-250,244)
Profit after Tax	15,438,200 (-12,239,347)	(11,971,034) (1,790,887)	(3,956,968) (-3,633,769)	(489,802) (-14,082,229)
Other Information				
Segment Assets	— (1,260,652)	429,769,470 (491,730,071)	5,245,183 (7,417,098)	435,014,653 (500,407,821)
Segment Liabilities	— (1,713,963)	547 (63,640,029)	967,997 (866,192)	968,544 (66,220,184)
Capital Expenditure	— (—)	— (—)	369,354 (984,120)	369,354 (984,120)
Depreciation	— (—)	— (—)	176,082 (54,546)	176,082 (54,546)
Non cash expenditure other than depreciation (net of non-cash income)	— (—)	(49,802) (66,905)	(27,800) (149,061)	(77,602) (215,966)

Previous year figures are indicated in brackets (—).

- Primary Business Segments: The Company's business segments have been classified as above. This business segregation forms the basis for review of operating performance by the management.
- Fees and Commission activities comprises of broking / commission / underwriting / arranger fees mainly in the nature of services involving no or negligible financial risk.
- Income from Investments and trading comprises of dividend received on shares, interest on Fixed Deposits, Profit on trading activities, Profit on sale of Investment & Interest on loan.
- The accounting policies of the segments are the same, to the extent possible, as those described in the summary of significant accounting policies as referred to in Note '1' to the accounts.

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.30 Related Party Disclosures

Names of related parties & description of relationship :

(i) **Subsidiaries :**

(Entities with which control relationship exists)

- a) M/s. Almondz Infosystem Private Limited (w.e.f. 31st December 2012)
- b) M/s. North Square Projects Private Limited (w.e.f. 6th August 2012)
- c) M/s. Skiffle Healthcare Services Private Limited (Till 14th February 2013)
- d) M/s Moon Orchid Housing Private Limited (Till 20th April 2012)
- e) M/s Meadow Real Estate Private Limited (Till 7th April 2012)

ii) **Associates:**

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

iii) **Key Managerial Personnel :**

- a) Mr. Ashok Kumar Gupta - Managing Director

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

	Subsidiaries	Associates	Key Managerial Personnel	Total
Loans & Advances				
Balance as at 01.04.2012	—	—	—	—
	(6,789,340)	(31,250,000)	(—)	(38,039,340)
Paid during the year	5,465,000	37,500,000	—	42,965,000
	(3,155,377)	(78,450,000)	(—)	(81,605,377)
Receipts / Adjustments during the year	—	37,500,000	—	37,500,000
	(9,944,717)	(109,700,000)	(—)	(119,644,717)
Balance as at 31.03.2013	5,465,000	—	—	5,465,000
	(—)	(—)	(—)	(—)
Investments				
Balance as at 01.04.2012	1,000,000	349,983,453	—	350,983,453
	(—)	(345,672,433)	(—)	(345,672,433)
Purchase of Investments	1,000,000	—	—	1,000,000
	(—)	(4,311,020)	(—)	(4,311,020)
Sale during the year	1,000,000	—	—	1,000,000
	(—)	(—)	(—)	(—)
Balance as at 31.03.2013	1,000,000	349,983,453	—	350,983,453
	(1,000,000)	(349,983,453)	(—)	(350,983,453)

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

	Subsidiaries	Associates	Key Managerial Personnel	Total
Unsecured Loan				
Balance as at 01.04.2012	—	58,600,000	—	58,600,000
	(—)	(100,000,000)	(—)	(100,000,000)
Received during the year	—	78,200,000	—	78,200,000
	(—)	(118,400,000)	(—)	(118,400,000)
Repayment of loan during the year	—	136,800,000	—	136,800,000
	(—)	(159,800,000)	(—)	(159,800,000)
Balance as at 31.03.2013	—	—	—	—
	(—)	(58,600,000)	(—)	(58,600,000)
Advances for Expenses				
Balance as at 01.04.2012	—	—	—	—
	(—)	(—)	(—)	(—)
Received during the year	84,294	—	—	84,294
	(—)	(—)	(—)	(—)
Repayment during the year	62,370	—	—	62,370
	(—)	(—)	(—)	(—)
Balance as at 31.03.2013	21,924	—	—	21,924
	(—)	(—)	(—)	(—)
Sundry Debtors				
Balance as at 31.03.2013	—	111,395	—	111,395
	(—)	(3,965,285)	(—)	(3,965,285)
Income				
Dividend	—	—	—	—
	(—)	(5,314,392)	(—)	(5,314,392)
Rent	—	—	—	—
	(—)	(137,875)	(—)	(137,875)
Profit on sale of Investment	1,000,000	—	—	1,000,000
	(—)	(—)	(—)	(—)
Interest received	64,372	40,068	—	104,440
	(—)	(835,036)	(—)	(835,036)
Sale of Securities	—	—	—	—
	(—)	(3,491,916)	(—)	(3,491,916)

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

	Subsidiaries	Associates	Key Managerial Personnel	Total
Expenditure				
Payments & Provision of Salary / Retirement benefits to Key Managerial Personnel	—	—	1,198,920	1,198,920
	(—)	(—)	(956,512)	(956,512)
Interest paid	—	2,053,647	—	2,053,647
	(—)	(2,546,383)	(—)	(2,546,383)
Expenses Reimbursed	—	—	—	—
	(—)	(27,051)	(—)	(27,051)
Brokerage and DP Charges	—	2,514,079	—	2,514,079
	(—)	(3,694,185)	(—)	(3,694,185)

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

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

As On 31.03.2013

Particulars	Quantity (Nos.)	Cost of Securities (As per FIFO method) (A) (in Rs.)	Market / Fair value of Securities (B) (in Rs.)	Closing Stock as on 31st March, 2013 (Lower of A or B) (in Rs.)
Quoted Shares				
Andhra Pradesh Paper Mills Ltd.	22,000	6,863,041	4,242,700	4,242,700
Linde India Limited	7,000	3,065,376	1,956,150	1,956,150
Elder Pharmaceuticals Ltd.	950	299,867	269,895	269,895
Assam Company (India) Ltd.	100,000	914,038	523,000	523,000
Fairfield Atlas Ltd.	30,000	5,073,047	5,481,000	5,073,047
Saint Gobain Sekurit India Ltd.	22,493	1,093,931	498,220	498,220
Total	182,443	17,309,300	12,970,965	12,563,012

As On 31.03.2012

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

Notes to the Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.32 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2013.

As per our report of even date attached
For **H. K. Chhabra & Co.**,
Chartered Accountants
Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
28th May, 2013

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

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

(Rs. In Lacs)

Subsidiary	North Square Projects Private Limited
Financial period ended	March 31, 2013
Holding Company's interest	100% in equity shares (Wholly owned Subsidiary)
Shares held by the Holding Company in Subsidiary Company fully paid up	50,000 equity shares of Rs. 10/- each
Net aggregate profit/loss of the subsidiary for the current period so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	0.34 (Loss)
b) not dealt with or provided for in the accounts of the holding Company	Nil
Net aggregate profit/loss of the subsidiary for the previous financial year so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	N. A.
b) not dealt with or provided for in the accounts of the holding Company	N. A.

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

(Rs. In Lacs)

Subsidiary	Almondz Infosystem Private Limited
Financial period ended	March 31, 2013
Holding Company's interest	100% in equity shares (Wholly owned Subsidiary)
Shares held by the Holding Company in Subsidiary Company fully paid up	50,000 equity shares of Rs. 10/- each
Net aggregate profit/loss of the subsidiary for the current period so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	0.40 (Loss)
b) not dealt with or provided for in the accounts of the holding Company	Nil
Net aggregate profit/loss of the subsidiary for the previous financial year so far as it concerns the members of the holding Company	
a) dealt with or provided for in the accounts of the holding Company	N. A.
b) not dealt with or provided for in the accounts of the holding Company	N. A.

For and on behalf of the Board of Directors

New Delhi
28th May, 2013

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

Auditors' Report

**To the Board of Directors,
Almondz Capital & Management Services Limited**

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Almondz Capital & Management Services Limited, which comprise the consolidated Balance Sheet as at 31st March, 2013, consolidated Statement of Profit and Loss for the year ended on that date and the consolidated Cash Flow Statement for the year on that date, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the separate audit reports on the financial statements / financial information of the subsidiaries, the consolidated

financial statements give a true and fair view in conformity with the accounting principles generally accepted in India :

- (i) In the case of the consolidated balance sheet, of the state of affairs of the Company as at 31 March, 2013;
- (ii) In the case of the consolidated statement of profit and loss account, of the profit for the year ended on that date; and
- (iii) In the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.

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

New Delhi
28th May, 2013

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

Consolidated Balance Sheet as at 31st March, 2013

(Amount in Indian Rupees)

Particulars	Notes	As at 31 March 2013	As at 31 March 2012
Equity & Liabilities			
Shareholders' funds			
Share capital	2.1	144,217,131	144,217,131
Reserves and surplus	2.2	342,803,931	328,631,836
		487,021,062	472,848,967
Non-current liabilities			
Long-term provisions	2.3	97,590	8,210
		97,590	8,210
Current liabilities			
Short-term borrowings	2.4	22,000	73,227,707
Other current liabilities	2.5	714,159	2,706,357
Short-term Provisions	2.6	511,974	213,939
		1,248,133	76,148,003
		488,366,785	549,005,180
Assets			
Non-current assets			
Fixed assets			
Tangible assets	2.7	5,972,867	10,608,875
Intangible assets	2.8	1,182,978	946,745
		7,155,845	11,555,620
Non current investments	2.9	403,642,314	389,173,054
Other non-current assets	2.10	—	2,772,259
		403,642,314	391,945,313
Current assets			
Inventories	2.11	12,563,012	46,806,937
Trade Receivable	2.12	—	—
Cash and cash equivalents	2.13	1,713,755	4,280,005
Short-term loans and advances	2.14	60,200,915	85,580,732
Other Current Assets	2.15	3,090,944	8,836,573
		77,568,626	145,504,247
		488,366,785	549,005,180

Significant accounting policies and notes to financial statements 1 & 2

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
 For **H. K. Chhabra & Co.**,
 Chartered Accountants
 Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
 Partner
 (FCA – Membership No. 089616)
 New Delhi
 28th May, 2013

Deepak Madaan
 Company Secretary

Govind Prasad Agrawal
 Director

Ashok Kumar Gupta
 Managing Director

Consolidated Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in Indian Rupees)

Particulars	Notes	For the Year ended	
		31 March 2013	31 March 2012
Income			
Operating Income	2.16	4,398,281	15,373,581
Other Operating Income	2.17	1,212,066	6,794,246
Other income	2.18	12,473,139	349,088
Total Revenue		18,083,486	22,516,915
Expenses			
Operating Expenses	2.19	2,092,223	20,359,998
Employee benefits expenses	2.20	2,331,822	1,599,679
Depreciation and amortisation expenses	2.21	176,082	54,546
Other Expenses	2.22	13,718,709	14,853,335
Total Expenses		18,318,836	36,867,558
Profit/(Loss) before extraordinary, prior period items and taxes		(235,350)	(14,350,643)
Prior Period Income/(expenses) (net)		19,047	(126,808)
Profit/(Loss) before tax		(216,303)	(14,477,451)
Tax expense :			
— Income-tax for current year/(credit)		—	—
— Income-tax for earlier year/(credit)		—	476,055
— Mat Credit		347,835	(726,299)
		347,835	(250,244)
Net profit/(Loss) for the period before Minority Interest and share of Profit/(Loss) of Associate		(564,138)	(14,227,207)
Share of Profit/(Loss) of associate		14,469,259	(7,814,475)
Profit/(Loss) for the Year		13,905,121	(22,041,682)
Earnings per share (Face value Rs.10 each)			
— Basic		1.01	(1.60)
— Diluted		1.01	(1.60)

Significant accounting policies and notes to financial statements 1 & 2

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For **H. K. Chhabra & Co.,**
Chartered Accountants
Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
28th May, 2013

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

Consolidated Cash Flow Statement for the year ended 31st March, 2013

(Amount in Indian Rupees)

Particulars	Year Ended 31 March 2013	Year Ended 31 March 2012
A. Cash flow from operating activities		
Profit before extraordinary, prior period items and taxes	(235,350)	(14,350,643)
Adjustments for:		
Depreciation	176,082	54,546
(Profit)/loss on sale of investment	(1,176,811)	—
Provision for employee benefits	89,379	(105,420)
Provision for Bad debts	61,800	12,239,347
Fixed assets written off	—	811,384
Bad debts written off	(12,239,347)	—
Excess provision written back	(27,800)	—
Provision for Bad debts written back	12,239,347	—
Provision for standard assets	(49,802)	(66,905)
Liabilities no longer payable written off	—	35,284
Finance charges	2,092,223	20,359,998
Less: Prior period expense/(income)	929,721 (19,047)	18,977,591 126,808
Operating profit before working capital changes	948,768	18,850,783
Adjusted for net changes in working capital:		
(Increase)/decrease in stock in trade	34,243,925	72,510,972
(Increase)/decrease in sundry debtors	—	4,678,750
(Increase)/decrease in loans and advances and other current assets	33,871,782	36,615,200
Increase/(decrease) in current liabilities and provisions	(1,976,242)	(2,922,750)
Cash flow before extra ordinary items and tax	67,088,233	129,732,955
Taxes paid	—	250,244
Net cash generated from/(used in) operating activities (A)	67,088,233	129,983,199
B. Cash flow from investing activities		
Purchase of fixed assets	(6,327,407)	(984,120)
(Increase)/decrease in capital work-in-progress	—	(1,735,150)
Proceeds from sale of investment	29,676,811	2,500,000
Investments made	(27,500,000)	(4,311,020)
Net cash from/(used in) investing activities (B)	(4,150,596)	(4,530,290)
C. Cash flow from financing activities		
Proceeds from secured long term borrowings	—	(60,700,603)
Proceeds from unsecured short term borrowings	—	(51,706,170)
Proceeds from other loans and advances	—	3,135,662
Repayment of secured long term borrowings	(63,302,707)	—
Finance charges	(2,092,223)	(20,359,998)
Net cash from/(used in) financing activities (C)	(65,394,930)	(129,631,109)
Net cash inflows during the year (A+B+C)	(2,457,293)	(4,178,200)
Less: Closing Balance of Last year subsidiaries ceased to be subsidiaries of the company in current year	(108,957)	—
Cash and cash equivalents (opening balance)	4,280,005	8,458,205
Cash and cash equivalents (closing balance)	1,713,755	4,280,005
Notes		
1 The cash flow statement has been prepared as per the "Indirect method" in accordance with the Accounting Standard (AS) - 3 on 'Cash Flow Statement', of the Companies (Accounting Standards) Rules, 2006.		
2 Cash and cash equivalents represent cash, balances with banks in current account (Refer to schedule 8 of the financial statements).		
3 Cash and Cash equivalents include:		
Cash in hand	437,772	454,135
Balances with scheduled banks		
— on current account	1,275,983	3,825,870
Cash and cash equivalents (closing balance)	1,713,755	4,280,005
Cash and bank balances at the end of the year	1,713,755	4,280,005

As per our report of even date attached
 For H. K. Chhabra & Co.,
 Chartered Accountants
 Firm Registration No. 010917N

For and on behalf of Board of Directors
 Almondz Capital & Management Services Limited

H. K. Chhabra
 Partner
 (FCA – Membership No. 089616)
 New Delhi
 28th May, 2013

Deepak Madaan
 Company Secretary

Govind Prasad Agrawal
 Director

Ashok Kumar Gupta
 Managing Director

1 Significant Accounting Policies

1.1 Principles of Consolidation

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

S. No.	Name of the Subsidiary Company	Country of Incorporation	% of voting power held as at 31 March 2013
a)	Almondz Infosystem Private Limited (incorporated on 31 December 2012)	India	100%
b)	North Square Projects Private Limited (incorporated on 06 August 2012)	India	100%

- (ii) In the preparation of these Consolidated Financial Statements, investment in the Subsidiary company has been accounted for in accordance with AS 2 (Accounting for Consolidated Financial Statements) prescribed by Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements are prepared, subject to the above, on the following basis:

- Subsidiary company is consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances and intra-group transactions and also unrealized profits or losses, except where cost cannot be recovered.
- As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended 31 March 2013.

1.2 Significant accounting policies

(i) Basis of preparation

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

In preparation and presentation of these financial statements, the Company has adopted the Revised Schedule VI to the Companies Act, 1956. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI of the Companies Act, 1956. Previous year's figures have been regrouped/reclassified to conform to the classification of assets and liabilities as at 31 March 2013.

(ii) Use of estimates

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

(iii) Revenue recognition

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

(iv) Interest expense

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

(v) Expenditure

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

(vi) Retirements benefits

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

(a) Short term benefits

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

(b) Provident fund (Defined contribution plan)

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

(c) Gratuity (Defined benefit plan)

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

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

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

(vii) Fixed assets

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

(viii) Impairment

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

(ix) Depreciation and amortisation

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

(x) Investments

Investments are classified into long-term investments and current investments based on intent of the management at the time of making the investment. Investments intended to be held for more than one year are classified as long-term investments. Current investments are valued at lower of cost and market value e.g. quoted shares, unquoted shares, government

securities and non government securities / bonds. The diminution in current investments is charged to the profit and loss account; appreciation, if any, is recognised at the time of sale. Long-term investments, including investments in subsidiaries, are valued at cost unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health of and specific prospects of the issuer.

(xi) Foreign currency transactions

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

(xii) Taxation

Income - tax expense comprises current tax and deferred tax. Current tax expense is the amount of tax for the period determined in accordance with the income-tax law and deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or

carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

(xiii) Provisions, contingent liabilities and contingent assets

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

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

(xiv) Earnings per share

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive potential shares outstanding during the year, except where the results would be anti-dilutive.

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.1 Share capital

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	Amount	Number of Shares	Amount
Authorised 20,000,000 Equity shares of Rs. 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
Issued and subscribed 15,150,280 Equity shares of Rs. 10/- each (including 1,379,380 shares forfeited)	15,150,280	151,502,800	15,150,280	151,502,800
	15,150,280	151,502,800	15,150,280	151,502,800
Paid Up Capital 13,770,900 Equity shares of Rs. 10/- each, fully paid up Add: 1,379,380 shares forfeited	13,770,900 1,379,380	137,709,000 6,508,131	13,770,900 1,379,380	137,709,000 6,508,131
	15,150,280	144,217,131	15,150,280	144,217,131

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Navjeet Singh Sobti	3,792,549	27.54	3,792,549	27.54
Innovative Money Matters Pvt. Ltd.	2,796,702	20.31	2,796,702	20.31
Swift Buildwell Pvt. Ltd.	995,717	7.23	995,717	7.23
Jasmeet Kaur Sethi	920,000	6.68	920,000	6.68
KKM Enterprises Pvt. Ltd.	915,550	6.65	915,550	6.65
	9,420,518	68.41	9,420,518	68.41

The Reconciliation of the number of shares outstanding and the amount of issued and paid up share capital as at 31 March, 2013 and 31 March, 2012 is set out below :

Particulars	As at March 31, 2013		As at March 31, 2012	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	13,770,900	137,709,000	13,770,900	137,709,000
Add : Shares Forfeited	1,379,380	6,508,131	1,379,380	6,508,131
Number of Shares at the end	15,150,280	144,217,131	15,150,280	144,217,131

2.2 Reserves and surplus

Particulars	As at 31 March 2013	As at 31 March 2012
Share Premium	136,417,900	136,417,900
Capital Reserve	74,448,968	74,448,968
Special reserve	9,477,558	9,477,558
(Deficit)/surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	108,554,384	130,329,092
Add : Profit for the Period (after Special Reserve)	(564,138)	(14,227,207)
Surplus available for Appropriation	107,990,246	116,101,885
Share of profit/(losses) of associates	14,469,259	(7,814,475)
At the end of the year	122,459,505	108,287,410
Total	342,803,931	328,631,836

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.3 Long-term provisions

Particulars	As at 31 March 2013	As at 31 March 2012
Provision for employee benefits		
- Gratuity	30,253	(48,091)
- Compensated absences	67,337	56,301
	97,590	8,210

2.4 Short-term borrowings

Particulars	As at 31 March 2013	As at 31 March 2012
Loan From Related Parties		
Unsecured	22,000	60,481,900
Loans from others		
Unsecured	—	12,745,807
	22,000	73,227,707

2.5 Other current liabilities

Particulars	As at 31 March 2013	As at 31 March 2012
Payable for Expenses	357,576	306,468
Statutory liabilities	46,345	1,636,041
Unpaid Dividend	310,238	310,538
Advance received from Customer	—	453,310
	714,159	2,706,357
* The Investor Education and Protection Fund shall be credited as follows :		
Dividend for the Financial Year	Declared on	Due by
2005-06	30-09-2006	30-09-2013
2006-07	18-09-2007	18-09-2014
	—	117,664
	—	201,849

2.6 Short-term Provisions

Particulars	As at 31 March 2013	As at 31 March 2012
Contingent provision for standard Assets	164,137	213,939
Provision for Taxation (Minimum alternate tax)	347,837	—
	511,974	213,939

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.7 Tangible assets

Cost	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Land (Plot No. A-007, Dharuhera)	—	10,551,100	—	10,551,100	5,943,853	(10,551,100)	5,943,853
Furniture and fixtures	1,368,383	—	1,288,463	79,920	—	—	79,920
Computers and peripherals	93,300	—	—	93,300	—	—	93,300
Office equipments	21,800	—	—	21,800	14,200	—	36,000
Total	1,483,483	10,551,100	1,288,463	10,746,120	5,958,053	(10,551,100)	6,153,073

Depreciation	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Land (Plot No. A-007, Dharuhera)	—	—	—	—	—	—	—
Furniture and fixtures	499,231	16,254	477,079	38,406	41,514	—	79,920
Computers and peripherals	93,300	—	—	93,300	—	—	93,300
Office equipments	4,622	917	—	5,539	1,447	—	6,986
Total	597,153	17,171	477,079	137,245	42,961	—	180,206

Carrying amounts	As at 31 March 2012	As at 31 March 2013
Land (Plot No. A-007, Dharuhera)	10,551,100	5,943,853
Furniture and fixtures	41,514	—
Computers and peripherals	—	—
Office equipments	16,261	29,014
Total	10,608,875	5,972,867

2.8 Intangible assets

Cost	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Painting and sculpture	—	984,120	—	984,120	369,354	—	1,353,474
Total	—	984,120	—	984,120	369,354	—	1,353,474

Amortisation	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	Additions	Deletions	As at 31 March 2013
Painting and sculpture	—	37,375	—	37,375	133,121	—	170,496
Total	—	37,375	—	37,375	133,121	—	170,496

Carrying amounts	As at 31 March 2012	As at 31 March 2013
Painting and sculpture	946,745	1,182,978
Total	946,745	1,182,978

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	As at 31 March 2013	As at 31 March 2012
Long-term, other investment		
(A) Unquoted		
Investment in equity shares		
Globus Industries & Services Ltd. 10,000 (Previous year 10,000) equity shares of Rs.10/- each fully Paid up	100,000	100,000
Latitude 23 Communications Ltd. 75,000 (Previous year 75,000) equity shares of Rs.10/- each fully Paid up	750,000	750,000
Shiivaz Spas & Hospitality Pvt Ltd. 20,000 (Previous year 20,000) equity shares of Rs.10/- each fully Paid up	200,000	200,000
Almondz Commodities Pvt. Ltd. 2,50,000 (Previous year 2,50,000) equity shares of Rs.10/- each fully Paid up	2,500,000	2,500,000
	3,550,000	3,550,000
Less: Diminution in the value of investment	(588,700)	(588,700)
Total (a)	2,961,300	2,961,300
(B) Quoted		
Investment in equity shares		
Almondz Global Securities Ltd. 1,28,58,814 (Previous year 1,28,58,814) equity shares of Rs. 6/- each, fully paid up	347,283,453	347,283,453
Add: Accumulated income / (losses) from associates	53,397,561	38,928,301
Total (b)	400,681,014	386,211,754
(C) Government securities		
National Savings Certificate	23,000	23,000
Less: Diminution in the value of investment	(23,000)	(23,000)
Total (c)	—	—
Total (a+b+c)	403,642,314	389,173,054

2.10 Other Non Current Asset

Particulars	As at 31 March 2013	As at 31 March 2012
Securities deposits	—	—
MAT credit entitlement	—	2,772,259
	—	2,772,259

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.11 Inventories

Particulars	As at 31 March 2013	As at 31 March 2012
Equity Shares, quoted at Cost or net realisable value, whichever in lower	12,563,012	46,806,937
	12,563,012	46,806,937

2.12 Trade receivables

Particulars	As at 31 March 2013	As at 31 March 2012
Considered good		
outstanding for more than six months	—	—
– other debts	—	—
Considered doubtful		
– outstanding for more than six months	61,800	13,500,000
– other debts	—	—
	61,800	13,500,000
Less: Provision for doubtful debts	61,800	13,500,000
	—	—

2.13 Cash and cash equivalents

Particulars	As at 31 March 2013	As at 31 March 2012
Cash in Hand	437,772	454,135
Balances with scheduled banks :		
– on current accounts	1,275,983	3,825,870
	1,713,755	4,280,005

2.14 Short-term loans and advances

Particulars	As at 31 March 2013	As at 31 March 2012
Loans and Advances from Others		
Secured	60,189,978	28,312,111
Unsecured, Considered good	—	57,263,485
Prepaid Expenses	10,937	5,136
	60,200,915	85,580,732

2.15 Other Current Asset

Particulars	As at 31 March 2013	As at 31 March 2012
Stamp Duty (Refundable)	12,000	—
Advances recoverable in cash or in kind or for value to be received	115,089	5,128,779
Balance with Service Tax Authorities	79,389	1,744,300
Advance tax and tax deducted at source	2,884,466	1,963,494
	3,090,944	8,836,573

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.16 Operating Income

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
a) Advisory and consultancy fees		
Advisory and consultancy fees	15,500,000	—
	15,500,000	—
b) Trading in shares and securities		
Net Income on trading of shares / securities		
Trading of shares		
Opening stock of shares	46,806,937	116,558,909
Add : Cost of shares purchased	107,313,443	275,310,313
	154,120,380	391,869,222
Less : Closing stock of shares	12,563,012	46,806,937
	141,557,368	345,062,285
Cost of shares sold	135,749,018	344,997,119
Less : Sale of shares		
	(5,808,350)	(65,166)
Profit / (Loss) on Derivatives	(11,629,104)	(1,403,067)
Trading of securities / bonds		
Opening stock of securities	—	2,759,000
Add : Cost of securities purchased	—	666,000
	—	3,425,000
Less : Closing stock of securities	—	—
	—	3,425,000
Cost of securities sold	—	3,491,916
Less : Sale of securities	—	
	—	66,916
	(17,437,454)	(1,401,317)
c) Interest income		
Interest from Loans	6,335,735	16,774,898
(Gross of tax deducted at source Rs. 4,69,635/-, (Previous Year Rs. 11,39,757/-)		
Total	6,335,735	16,774,898
Total Operating Income (a+b+c)	4,398,281	15,373,581

2.17 Other Operating Income

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Dividend Received	35,255	6,794,246
Profit on sale of investment	1,176,811	—
Total	1,212,066	6,794,246

2.18 Other income

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Miscellaneous income	156,190	133,122
Liability no longer payable written off	—	35,285
Excess provision of Retirement benefit written back	27,800	45,420
Excess provision written back	49,802	135,261
Provision for Bad debts Written back	12,239,347	—
Total	12,473,139	349,088

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.19 Operating Expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Interest Expenses (loans)	2,092,223	20,359,998
Total	2,092,023	20,359,998

2.20 Employee benefits expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Salaries, bonus and other allowances	2,214,720	1,580,005
Contribution to Provident and other funds	10,644	2,918
Provisions for Retirement benefits	89,379	—
Staff welfare	17,079	16,756
Total	2,331,822	1,599,679

2.21 Depreciation & Amortisation expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Depreciation on :		
Tangible Assets	42,961	17,171
Intangible Assets	133,121	37,375
Total	176,082	54,546

2.22 Other expenses

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Travelling and conveyance	75,340	72,940
Communication	52,612	52,326
Bank Charges	4,539	6,227
Rent	—	82,148
Rates and taxes	81,841	85,022
Electricity	—	5,819
Legal and professional charges	595,146	909,648
Audit Remuneration	101,742	106,030
Printing and stationery	170,275	173,170
Advertisement	120,872	130,357
Office maintenance	—	1,189
Charity and donations	—	165,000
Fine and penalties	—	121
Bad Debts written off	12,239,347	—
Provision of bad Debts	61,800	12,239,347
Fixed Assets written off	—	811,384
Other expenses	215,195	137,607
	13,718,709	14,978,335
Less : Recovery of expenses	—	(125,000)
Total	13,718,709	14,853,335

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.23 Wholly Owned subsidiaries namely Moon Orchid Housing Pvt. Ltd. and Meadow Real Estate Pvt. Ltd. have ceased to be subsidiaries of the Company with effect from 20th April 2012 and 7th April 2012 respectively as the Company has divested its entire share holding in these subsidiaries. Almondz Infosystem Pvt. Ltd. and North Square Projects Pvt. Ltd. have become the wholly owned subsidiary of the company with effect from 31st December 2012 and 6th August 2012 respectively.

2.24 Contingent Liabilities

Particulars	As at 31 March 2013	As at 31 March 2012
Corporate Guarantee issued by the company in favour of Axis Bank Limited for various bank limits granted to Almondz Global Securities Limited.	255,000,000	305,000,000

2.25 The detail of prior period items are as follows :

Particulars	As at 31 March 2013	As at 31 March 2012
Expenses		
Legal and professional charges	—	22,772
Communication expenses	—	103,954
Others	—	82
Prior period expenses	—	126,808
Income		
Legal and professional charges	11,000	—
Others	8,047	—
Prior period income	19,047	—
Prior period expenses (Net)	(19,047)	126,808

2.26 Disclosures required under AS-15-Employee Benefits

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

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

Particulars	Gratuity	
	Year ended 31 March 2013	Year ended 31 March 2012
Opening defined benefit obligation	4,609	144,608
Interest cost	392	11,930
Current service cost	22,287	37,860
Benefits paid	—	(122,596)
Actuarial (gain)/loss on obligation	(224)	(67,193)
Closing defined benefit obligation	27,064	4,609

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

Particulars	Gratuity	
	Year ended 31 March 2013	Year ended 31 March 2012
Opening fair value of plan assets	52,699	109,627
Expected return	4,743	9,044
Contributions by employer	—	60,000
Benefits paid	—	(122,596)
Actuarial gain / (losses)	(49,512)	(3,376)
Closing fair value of plan assets	7,930	52,699

iii) Profit and Loss Account :

Particulars	Gratuity	
	Year ended 31 March 2013	Year ended 31 March 2012
Current service cost	22,287	37,860
Interest cost	392	11,930
Expected return on plan assets	(4,743)	(9,044)
Actuarial gain / (losses)	49,288	(63,817)
Net benefit expense	(67,224)	(23,071)
Actual return on plan assets	(44,769)	5,668

iv) Balance sheet :

Particulars	Gratuity	
	As at 31 March 2013	As at 31 March 2012
Defined benefit obligation	(48,090)	34,981
Fair value of plan assets	(78,343)	(23,071)
Employer Contribution	—	(60,000)
Plan Liability / (Asset)	(30,253)	(48,090)

Liability in respect of leave encashment at the end of the current year amounts to Rs. 67,337/-

v) Principal Actuarial Assumptions are as follows :

Particulars	Gratuity		Leave Encashment	
	2012-13	2011-12	2012-13	2011-12
Mortality table (LIC)	(1994-96)	(1994-96)	(1994-96)	(1994-96)
Discount rate	8.20%	8.25%	8.20%	8.25%
Expected rate of return on plan assets	9.00%	8.25%	N. A.	N. A.
Rate of escalation in salary per annum	7.50%	7.50%	7.50%	7.50%
Employee turnover up to 30 years	1.00%*	1.00%*	1.00%*	1.00%
Above 30 years but up to 44 years	1.00%*	1.00%*	1.00%*	1.00%
Above 44 years	1.00%*	1.00%*	1.00%*	1.00%

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

Actuarial Assumptions

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

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.27 Managerial Remuneration :

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Salary and other allowances	1,135,720	956,512
Total	1,135,720	956,512

2.28 Details of income and expenditure in foreign currency :

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
(i) Income earned in foreign Currency		
Brokerage	NIL	NIL
Total	NIL	NIL
(ii) Expenditure incurred in foreign Currency		
Travelling Expenses	NIL	NIL
Membership and Subscription	NIL	NIL
Books and Periodicals Expenses	NIL	NIL
Bank charges	NIL	NIL
Conference expenses	NIL	NIL
Total	NIL	NIL

2.29 Deferred tax Assets

Components	As at 31 March 2013		As at 31 March 2012	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Fixed Assets	625,501	—	751,466	—
Provision for retirement benefits	—	33,171	—	2,664
Contingent Provision	—	55,790	—	69,413
Miscellaneous expenditure to the extent not written off or adjusted	56,048	—	73,170	—
Unabsorbed Capital Loss	2,650,606	—	4,875,841	—
Total	3,332,155	88,961	5,700,477	72,077
Net deferred tax liability / (Assets)		(3,243,194)		(5,628,400)
Less: Not recognised in financials (see remark below)		(3,243,194)		(5,628,400)
As per financials		—		—

Remarks

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

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.30 Earnings per share :

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

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Net Profit After Tax available for equity shareholders (A)	13,905,120	(22,041,682)
Weighted average number of equity shares for Basic EPS (B)	13,770,900	13,770,900
Add: Weighted average number of potential equity shares that could rise on conversion of option warrants having dilution effect	NIL	NIL
Weighted average number of equity shares for Diluted EPS (C)	13,770,900	13,770,900
Basic EPS (A/B)	1.01	(1.60)
Diluted EPS (A/C)	1.01	(1.60)

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

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Statutory Auditors		
Audit Fee	98,000	98,000
Tax Audit Fee	20,000	35,000
Certification Fee	66,185	51,504
Others	8,871	13,001
Total	193,056	197,505

2.32 Related Party Disclosure

Names of related parties and description of relationship :

(i) Associates

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

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

- Innovative Money Matters Private Limited

(iii) Key Managerial Personnel

- Mr. Ashok Kumar Gupta

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

S.No.	Particulars	Amount 31-03-2013	Amount 31-03-2012
1)	Transactions during the Year		
(A)	Income	40,068	9,797,119
a	Interest received	40,068	835,036
	Associates	40,068	835,036
	Shivaz Spas & Hospitality Private Limited	—	—
	Almondz Finanz Limited	—	835,036
	Almondz Global Securities Limited	—	—
	Almondz Commodities Private Limited	40,068	—
b	Dividend Received	—	5,314,392
	Associates	—	5,314,392
	Almondz Global Securities Limited	—	5,314,392
c	Recovery of reimbursable expenses	—	155,775
	Associates	—	155,775
	Almondz Insurance Brokers Private Limited	—	—
	Almondz Global Securities Limited	—	154,775
	Almondz Finanz Limited	—	500
	Almondz Commodities Private Limited	—	500
d	Sale of Securities	—	3,491,916
	Associates	—	3,491,916
	Almondz Global Securities Limited	—	3,491,916
(B)	Expenditure	5,766,646	71,95,761
a	Managerial Remuneration	1,198,920	9,56,512
	Key Managerial Personnel	1,198,920	9,56,512
	Ramesh Peer	—	6,68,427
	Ashok Kumar Gupta	1,198,920	288,085
b	Interest Paid	2,053,647	2,546,383
	Associates	2,053,647	2,546,383
	Almondz Global Securities Limited	117,452	205,479
	Almondz Finanz Limited	1,936,195	2,340,904
c	Expenses Reimbursed	—	5,819
	Associates	—	5,819
	Almondz Global Securities Limited	—	5,819
d	Brokerage and DP Charges	2,514,079	3,687,047
	Associates	2,514,079	3,687,047
	Almondz Global Securities Limited	2,514,079	3,687,047

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

S.No.	Particulars	Amount 31-03-2013	Amount 31-03-2012
(C)	Assets / Liabilities		
a	Investments made during the year	—	4,311,020
	Associates	—	4,311,020
	Almondz Commodities Private Limited	—	—
	Almondz Global Securities Limited	—	4,311,020
b	Loans and Advances	37,500,000	78,450,000
	Loan paid/adjustments during the year		
	Associates	37,500,000	78,450,000
	Almondz Global Securities Limited	—	—
	Almondz Finanz Limited	37,500,000	78,450,000
c	Loan Receipts/adjustments during the year		
	Associates	37,500,000	109,700,000
	Almondz Global Securities Limited	—	—
	Almondz Finanz Limited	37,500,000	109,700,000
d	Unsecured Loan		
	Loan taken during the year	78,200,000	118,400,000
	Associates	78,200,000	118,400,000
	Almondz Global Securities Limited	38,200,000	—
	Almondz Finanz Limited	40,000,000	118,400,000
	Loan Repayment during the year	136,800,000	158,600,000
	Associates	136,800,000	158,600,000
	Almondz Global Securities Limited	38,200,000	100,000,000
	Almondz Finanz Limited	98,600,000	58,600,000
2)	Closing balance as at March 31, 2013		
a	Debtors / Receivables	111,395	3,965,285
	Associates	111,395	3,965,285
	Almondz Global Securities Limited (Client A/c)	111,395	3,965,285
b	Investments	349,983,453	349,983,453
	Associates	349,983,453	349,983,453
	Almondz Commodities Private Limited	2,500,000	2,500,000
	Almondz Global Securities Limited	347,283,453	347,283,453
	Shivaz Spas & Hospitality Private Limited	200,000	200,000
c	Loan and Advances	—	60,481,900
	Associates	—	60,481,900
	Almondz Finanz Limited	—	60,481,900

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.33 Segment Reporting :

Segment Reporting For the year ended 31 March 2013				
Particulars	Fees and Commission	Income from Investments and Trading	Unallocable	Total
Segment Revenue				
Gross Segment Revenue	27,739,347	(9,839,852)	183,991	18,083,486
	(—)	(22,167,827)	(349,088)	(22,516,915)
Less : Inter Segment Adjustment	—	—	—	—
	(—)	(—)	(—)	(—)
Net Segment Revenue	27,739,347	(9,839,852)	183,991	18,083,486
	(—)	(22,167,827)	(349,088)	(22,516,915)
Segment Results				
Segment Result before Extra-ordinary Items	15,438,200	(11,970,599)	(3,654,532)	(186,931)
	(-12,239,347)	(1,790,887)	(-3,902,183)	(-14,350,643)
Prior Period Expenses / (Income)	—	—	(19,047)	(19,047)
	(—)	(—)	(126,808)	(126,808)
Profit before Tax	15,438,200	(11,970,599)	(3,635,485)	(167,884)
	(-12,239,347)	(1,790,887)	(-4,028,991)	(-14,477,451)
Less : Provision for Tax	—	—	—	—
	(—)	(—)	(-250,244)	(-250,244)
Profit after Tax	15,438,200	(11,970,599)	(3,635,485)	(167,884)
	(-12,239,347)	(1,790,887)	(-3,778,747)	(-14,227,207)
Other Information				
Segment Assets	—	423,282,111	50,558,443	473,840,554
	(1,260,652)	(491,666,228)	(18,150,000)	(511,076,880)
Segment Liabilities	—	547	997,339	997,886
	(1,713,963)	(63,640,029)	(10,802,222)	(76,156,214)
Capital Expenditure	—	—	6,313,207	6,313,207
	(—)	(—)	(984,120)	(984,120)
Depreciation	—	—	176,082	176,082
	(—)	(—)	(54,546)	(54,546)
Non cash expenditure other than depreciation (net of non-cash income)	61,800	(49,802)	(27,800)	(15,802)
	(—)	(—)	(-215,966)	(-215,966)

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

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

(i) Business Segments

- Fees and Commission activities comprises of broking / commission / underwriting / arranger fees mainly in the nature of services involving no or negligible financial risk.
- Income from Investments and trading comprises of dividend received on shares, interest on Fixed Deposits, Profit on trading activities, Profit on sale of Investment & Interest on loan.
- The accounting policies of the segments are the same, to the extent possible, as those described in the summary of significant accounting policies as referred to in Schedule '18' to the accounts.

(ii) Accounting policies for segment reporting

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

Notes to the Consolidated Financial statements for the year ended 31 March 2013

(Amount in Indian Rupees)

2.34 Operating lease obligations

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

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Lease payments for the year	—	82,148

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2013.

As per our report of even date attached
For **H. K. Chhabra & Co.**,
Chartered Accountants
Firm Registration No. 010917N

For and on behalf of Board of Directors
Almondz Capital & Management Services Limited

H. K. Chhabra
Partner
(FCA – Membership No. 089616)
New Delhi
28th May, 2013

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

Almondz Capital & Management Services Ltd. (Consolidated financial statements)
Financial year ended 31 March 2013

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

(Currency : Indian rupees in lacs)

Name of the Subsidiary Company	North Square Projects Private Limited	Almondz Infosystem Private Limited
Total issued Equity Share Capital of the Subsidiary Company	5.00	5.00
Reserves of the Subsidiary	(0.34)	(0.40)
Total Assets of the Subsidiary	59.60	4.81
Total Liabilities of the Subsidiary	54.96	0.21
Investments (other than in subsidiary companies)	—	—
Total Turnover	—	—
Profit/(Loss) before taxation	(0.34)	(0.40)
Provision for taxation (including Deferred Tax and Fringe Benefit tax)	—	—
Profit/(Loss) after taxation	(0.34)	(0.40)
Proposed dividend	—	—

For and on behalf of the Board of Directors

New Delhi
28th May, 2013

Deepak Madaan
Company Secretary

Govind Prasad Agrawal
Director

Ashok Kumar Gupta
Managing Director

(Rs. in Lacs)

4)	Break - up of Investments	Amount
	Current Investments :	
	(1) Quoted :	
	(i) Shares : (a) Equity	—
	: (b) Preference	—
	(ii) Debenture and Bonds	—
	(iii) Units of mutual Funds	—
	(iv) Government Securities	—
	(v) Others (please specify)	—
	(2) Unquoted :	
	(i) Shares : (a) Equity	—
	: (b) Preference	—
	(ii) Debenture and Bonds	—
	(iii) Units of mutual Funds	—
	(iv) Government Securities	—
	(v) Others (please specify)	—
	Outstanding	
	Long Term Investments :	
	(1) Quoted :	
	(i) Shares : (a) Equity	3,472.83
	: (b) Preference	—
	(ii) Debenture and Bonds	—
	(iii) Units of mutual Funds	—
	(iv) Government Securities	—
	(v) Others (please specify)	—
	(2) Unquoted :	
	(i) shares : (a) Equity	39.62
	: (b) Preference	—
	(ii) Debenture and Bonds	—
	(iii) Units of mutual Funds	—
	(iv) Government Securities	—
	(v) Others (please specify)	—
	Total	3,512.45

5)	Borrower group - wise classification of assets financed as in (2) and (3) above : Please see Note 2 below		
Category	Amount net of provision		
	Secured	unsecured	Total
(1) Related Parties			
(a) Subsidiaries	—	54.65	54.65
(b) Companies in the same group	—	—	—
(c) Other related parties	—	—	—
(2) Other than related parties	—	601.89	601.89
Total	—	656.54	656.54

(Rs. in Lacs)

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

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



PROXY FORM

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

Regd. Office : 2nd Floor, 3 Scindia House, Janpath, New Delhi - 110 001

Regd. Folio No.....

I/We.....
of.....in the district of.....
being a member / members of the above named company, hereby appoint.....
of.....in the district of.....
or failing him/her.....
of.....in the district of.....
as my / our proxy to vote for me / us on my / our behalf at the 21st Annual General Meeting of the Company to be held on Monday the 23rd day of September, 2013, at 2.00 P. M. and at any adjournment thereof.

Signed this.....day of.....2013

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

Signature(s).....

Address.....

Affix a Revenue Stamp of Re. 1/-

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Company's Registered Office at 2nd Floor, 3 Scindia House, Janpath, New Delhi - 110 001 not less than 48 hours before the meeting.

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



ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

Regd. Office : 2nd Floor, 3 Scindia House, Janpath, New Delhi - 110 001

ATTENDANCE SLIP

Regd. Folio No.....

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

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

I hereby record my presence at the 21st Annual General Meeting of the Company being held on Monday the 23rd day of September, 2013, at 2.00 P. M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054,

Client I. D.No.

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

Signature of the Shareholder/Proxy

Notes :

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