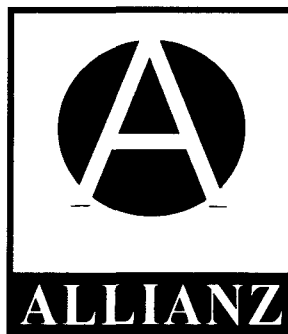


11th Annual Report 2002-2003



**ALLIANZ CAPITAL &
MANAGEMENT SERVICES LTD.**


Allianz Capital & Management Services Ltd.

Board of Directors	Mr. Samir Chhabra	Managing Director
	Mr. Ramesh Peer	Director
	Mr. Manoj Kumar Arora	Director
	Mr. Ashok Kumar Gupta	Director

Registered Office 309, Shakuntala Apartment,
59, Nehru Place,
New Delhi - 110 019

Auditors H.K. CHHABRA & Co., Chartered Accountants
324, Dakha Chambers,
2068/38, Naiwala, Karol Bagh,
New Delhi - 110 005

Bankers UTI Bank Ltd.
HDFC Bank Ltd.
Bank of Punjab Ltd.

Share Transfer Agents Beetel Financial & Computer Services (P) Ltd.
321-S, Chirag Delhi,
New Delhi - 110 007
Phone : 29250390

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Allianz Capital & Management Services Ltd.

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the Members of ALLIANZ CAPITAL & MANAGEMENT SERVICES LIMITED will be held on Tuesday, the 30th September, 2003 at 11.00 A.M. at Society Park, Gagan Vihar, Delhi to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 2003, Profit & Loss Account for the year ending on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Peer, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution :
 "RESOLVED THAT subject to such consents and permissions, if any, as may be necessary, the Equity Shares of the Company be delisted from Ahmedabad Stock Exchange, Calcutta Stock Exchange Association Ltd., Chennai Stock Exchange and Ludhiana Stock Exchange".
5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT pursuant to the provisions of Sections 198, 309, 310 and Schedule XIII of the Companies Act, 1956 as amended and other applicable provisions of the law prevailing for the time being, approval of members of the Company be and is hereby accorded, to reappoint Mr. Samir Chhabra as Managing Director of the Company with effect from 1st July 2003 for a period of one year without any remuneration. However he will be entitled for reimbursement of expenses incurred by him for carrying official activities of the Company."
6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT Mr. Manoj Kumar Arora, who was appointed as an Additional Director and who ceases to hold office as per provisions of Section 260 of the Companies Act, 1956 at the forthcoming Annual General Meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of the Director as per the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation".
7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :
 "RESOLVED THAT Mr. Ashok Kumar Gupta, who was appointed as an Additional Director and who ceases to hold office as per provisions of Section 260 of the Companies Act, 1956 at the forthcoming Annual General Meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of the Director as per the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation".

By Order of the Board of Directors
For ALLIANZ CAPITAL & MANAGEMENT SERVICES LIMITED

Place : New Delhi
 Dated : 30th July, 2003

SAMIR CHHABRA
 Managing Director



Allianz Capital & Management Services Ltd.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
3. Members/ Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members shall remain closed from Tuesday, the 16th September, 2003 to Tuesday, the 30th September, 2003 (both days inclusive).
5. Shareholders seeking any information or having any query with regard to accounts are requested to write to the Company early so as to enable the Management to keep the information ready.





Allianz Capital & Management Services Ltd.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

Explanatory Statement for Item Nos. 4 to 7 set out herein above is as under :

Item No. 4

Equity Shares of the Company are presently listed at Delhi, Mumbai, Ahmedabad, Calcutta, Chennai & Ludhiana Stock Exchanges. For quite sometime, there has been hardly any trading in the equity shares of the Company at the Ahmedabad Stock Exchange, Calcutta Stock Exchange Association Ltd., Chennai Stock Exchange and Ludhiana Stock Exchange. Recently, SEBI has promulgated the Securities & Exchange Board of India (Delisting of Securities) Guidelines, 2003, which permit the listed companies to delist voluntarily their securities from the Stock Exchanges.

It is therefore, proposed to delist the Equity Shares of the Company from Ahmedabad, Calcutta, Chennai and Ludhiana Stock Exchanges which requires approval of the Members by way of Special Resolution.

The shares of the Company, however, will remain listed at Delhi and Mumbai Stock Exchanges.

None of the Directors is concerned or interested in the proposed Resolution.

Item No. 5

The term of Mr. Samir Chhabra, who is acting as Managing Director, expired on 30.06.2003. The Board of Directors have reappointed him as Managing Director w.e.f. 01.07.2003 for a further term of one year. However the appointment is without any remuneration except the expenses to be incurred by him to carry the duties of Managing Director in the Company.

None of the Directors except Mr. Samir Chhabra is in any way concerned or interested in this matter.

The Board of Directors recommend the resolution for the Member's approval.

Item No. 6

Mr. Manoj Kumar Arora was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 1st January, 2003. He has good experience in Finance, Investment activities and other related fields. It is proposed to appoint Mr. Manoj Kumar Arora as Director of the Company in the Annual General Meeting.

None of the Directors except Mr. Manoj Kumar Arora is in any way concerned or interested in this matter.

The Board of Directors recommend the resolution for the Member's approval.

Item No. 7

Mr. Ashok Kumar Gupta was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 29th April, 2003. He has good experience in Finance, Investment activities and other related fields. It is proposed to appoint Mr. Ashok Kumar Gupta as Director of the Company in the Annual General Meeting.

None of the Directors except Mr. Ashok Kumar Gupta is in any way concerned or interested in this matter.

The Board of Directors recommend the resolution for the Member's approval.

By Order of the Board of Directors
For **ALLIANZ CAPITAL & MANAGEMENT SERVICES LIMITED**

Place : New Delhi
Dated : 30th July, 2003

SAMIR CHHABRA
Managing Director


Allianz Capital & Management Services Ltd.

Additional Director of the Company. However Mr. Manoj Krishna Menon and Mr. Raj Kumar Bhandari have resigned from directorship w.e.f. 1st April, 2003. The Board of Directors wish to place their thanks for the service rendered by Mr. Raj Kumar Bhandari and Mr. Manoj Krishna Menon as outgoing directors.

Mr. Manoj Kumar Arora and Mr. Ashok Kumar Gupta are being appointed regular Directors of the company in the ensuing Annual General Meeting liable to retire by rotation. The Board of Directors recommend their reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed :

- that in preparation of the Balance Sheet and the Profit and Loss account of the Company, the applicable accounting standards have been followed along with the proper explanation relating to material departures:
- that the Directors have selected such Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period :
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities:
- that the Directors had prepared the accounts for the year ended 31st March, 2003 on a "going concern" basis.

AUDITORS

M/s H.K.Chhabra & Co., Chartered Accountants, Auditors of the Company are liable for retirement at the ensuing Annual General Meeting, and being eligible offered themselves for reappointment.

STATUTORY STATEMENTS

The statement pursuant to Section 217 (1) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 and pursuant to Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975 is not applicable as the Company does not have any employee drawing remuneration exceeding the sum prescribed therein.

CONSERVATION OF ENERGY

Your Company, being in the business of financial services, has not consumed energy of any significant level and accordingly no comments are necessary in respect of energy conservation and reduction of energy consumption.

TECHNOLOGY ABSORPTION

No comment is necessary considering the nature of activities undertaken by your company during the year under review.

FOREIGN EXCHANGE INCOME/OUTFLOW

There has been no foreign exchange income/outflow during the year under review.

CORPORATE GOVERNANCE

The corporate governance report as prescribed under the amended provisions of listing agreements, forms part of this Annual Report.

ACKNOWLEDGEMENTS

Your Directors place on record due appreciation of the trust reposed in your Company by the Investors, Banks, Stock Exchanges and other government agencies. Your Directors also thank its Depositors, Clients and young team of professionals for their cooperation & support in this hour of crisis.

Your Directors also place on record their sense of appreciation of the valuable contribution made by the staff of the Company.

On behalf of the Board
For **ALLIANZ CAPITAL & MANAGEMENT SERVICES LIMITED**

Place : New Delhi
Dated : 30th July, 2003

SAMIR CHHABRA
Managing Director



Allianz Capital & Management Services Ltd.

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy

The Management of the Company recognizes the importance of Corporate Governance for better transparency as well as protection of Shareholders' interest.

2. Board of Directors

The Board of Directors of the Company comprises of an optimum combination of Executive & Non-Executive Directors headed by Executive Managing Director. The present strength of the Board is 4 (Four) out of which 3 (Three) are independent Directors. The Board meets at least once in a quarter to consider amongst other matters, the quarterly unaudited financial results of the Company.

Sr. No.	Name	Category	No. of Directorship in other Companies		No. of Membership in other Board Committees
			Public	Private	
1.	Mr. Samir Chhabra	Managing Director	1	—	—
2.	Mr. Ramesh Peer	Independent Non-Executive Director	—	1	—
3.	Mr. Manoj Kumar Arora	Independent Non-Executive Director	—	—	—
4.	Mr. Manoj Krishna Menon (1)	Independent Non-Executive Director	—	—	—
5.	Mr. Ashok Kumar Gupta	Independent Non-Executive Director	—	—	—

1 Manoj Krishna Menon resigned on 29.04.2003

During the year under review, 4 Board Meetings were held on 29th April 2002, 30th July 2002, 30th October 2002, & 31st January, 2003. The last Annual General Meeting for the Financial year ending 31st March, 2002 was held on 30th September, 2002.

The attendance of the individual directors in the aforesaid meeting was as follows :

Name of Director & Category		Meeting Date & Attendance			
		29.04.2002	30.07.2002	30.10.2002	31.01.2003
Mr. Samir Chhabra	Managing Director	✓	✓	✓	✓
Mr. Ramesh Peer	Director	✓	✓	✓	✓
Mr. Raj Kumar Bhandari	Director	✓	✓	✓	x
Mr. Manoj Kumar Arora	Director	—	—	—	✓
Mr. Manoj Krishna Menon	Director	—	—	—	✓