

Notice

NOTICE is hereby given that the 19th Annual General Meeting of the Members of ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED will be held on Thursday the 29th day of September 2011, at 2.00 P.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi - 110054, to transact the following businesses :

ORDINARY BUSINESS :

1. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account of the Company for the year ended on that date, together with the Directors’ Report and the Auditors’ Report thereon as presented to the meeting, be and are hereby, approved and adopted.”

2. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Chand Krishna Tikku, Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby, re-appointed as a Director of the Company.”

3. To consider and if thought fit, with or without modification(s), pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT the retiring Auditors M/s. H. V. & Associates, Chartered Accountants, New Delhi, whose name has been changed to H. K. Chhabra & Co., Chartered Accountants be and are hereby re-appointed as the Auditors of the Company in new name to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company in consultation with the Audit Committee thereof.”

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 pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956 (hereinafter “the Act”) and further subject to such statutory/regulatory approvals as may be necessary, Mr. Ramesh Peer, be and is hereby, re-appointed as Managing Director of the Company for a further period of 5 years effective from July 8, 2011 upon the existing terms and conditions including remuneration as under :

A. Salary

- (i) Basic Salary in the scale of Rs. 42,500 – 5,000 –62,500/- per month.

- (ii) House Rent Allowance @ 50% of the Basic Salary

B. Perquisites

- a) Reimbursement of actual medical expenses, premia towards mediclaim policy of insurance for self and family (including dependent children and parents), as per Rules of the Company.
- b) Reimbursement of petrol expenses, one driver's salary and running expenses of own car subject to maximum amount of Rs. 15,000/- per month.
- c) Personal Accident Insurance Premium as per the Rules of the Company.
- d) Company's Contribution towards Provident Fund and Superannuation Fund as per the Rules of the Company.
- e) Gratuity as per the Rules of the Company.
- f) Bonus / ex gratia payments as per the Rules of the Company
- g) Leave and encashment of leave, in accordance with the Rules of the Company.
- h) Reimbursement of the Actual Corporate Relations expenses.
- i) Annual Performance Incentive as may be decided by the Board / Committee of the Board.

In addition to the above, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Ramesh Peer, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Ramesh Peer as the minimum remuneration as per relevant provisions of the Act read with Schedule XIII to the Act, and subject such statutory/regulatory approvals, if necessary.

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 and any other applicable provisions therein, including any modification / amendment thereto from time to time, the following new Clause 68A, be and is hereby, inserted after Clause 68 in the existing Articles of Association of the Company :

“68A. Meetings, Decisions and Voting by some or all members by Digital Electronic means like e-mail, Internet Conference, Video Conference, Telephone Conference etc., will have the same effect as a Meetings, Decisions, and Voting done in a meeting, physically attended by members.”

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

“RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 and any other applicable provisions therein, including any modification/amendment thereto from time to time, the following new Clause 100A, be and is hereby, inserted after Clause 100 in the existing Articles of Association of the Company:

“100A. Subject to the applicable provisions, if any, of the Companies Act, 1956 and other regulatory provisions, if any, the Board of Directors may participate in a meeting by means of a conference telephone or a video conference telephone or similar communications equipment by which all members participating in the meeting are able to hear and be heard by all other members of the Board without the need for a member to be in the physical presence of another member(s) and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting, and all relevant articles dealing with Board or Committee Meetings shall be read mutatis mutandis. The members participating in any such meeting shall be counted in the quorum for such Board Meeting and subject to there being a requisite quorum under these Articles, all resolutions agreed by the members in such Board Meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Board members duly convened and held. A Board Meeting conducted by means of a conference telephone or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Board members and where the Chairman or the Secretary is attending the Board Meeting.”

By Order of the Board of Directors

New Delhi
9th August, 2011

Ajay Pratap
Assistant Vice President
& Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT 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. Explanatory Statement for Item Nos. 4, 5 and 6 of this Notice is annexed hereto.
3. Shareholders are requested to bring their copy of Annual Report to the Meeting.
4. Members / Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.
5. 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.
6. 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 Number in the Attendance Slip for attending the Meeting.
7. 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.
8. The Company is in the process of notifying the Closure of Register of Members and Share Transfer Register from 17th September 2011 to 29th September 2011 (both days inclusive).
9. 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.
10. Members are requested to intimate the Registrar and Share Transfer Agent 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.
11. Re-appointment / Appointment of Directors :
At the ensuing Annual General Meeting, Mr. Chand Krishna Tikku, Director of the Company, retires by rotation and, being eligible, offers himself for re-appointment. Mr. Chand Krishna Tikku does not hold any share (either in his name or in the name of any other person on a beneficial basis) in the Company.
The information or details pertaining to these Directors, to be provided in terms of Clause 49 of Listing Agreement, are furnished in the Statement on Corporate Governance in this Annual Report.

By Order of the Board of Directors

New Delhi
9th August, 2011

Ajay Pratap
Assistant Vice President
& Company Secretary

Explanatory Statement

Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 4

The Board of Directors of the Company in its meeting held on 8th July 2006 appointed Mr. Ramesh Peer as the Managing Director of the Company for a period of five years with effect from 8th July, 2006 which was later on confirmed by the shareholders in their meeting. The present term of appointment of Mr. Ramesh Peer expires on 7th July, 2011.

In view of the contributions made by Mr. Ramesh Peer, the Board of Directors of the Company, has re appointed Mr. Ramesh Peer, as the Managing Director of the Company in its meeting held on 7th July, 2011 for a further period of five years commencing from July 8, 2011 on the terms and conditions, including remuneration, as set out in the resolution and as recommended by the Remuneration Committee of Board of Directors subject to the approval of Members of the Company

In accordance with the provisions of Part III of Schedule XIII to the Companies Act, 1956, the re-appointment and remuneration payable to Mr. Ramesh Peer, Managing Director, are subject to the approval by way of a resolution of the Members in the General Meeting. Accordingly, Mr. Ramesh Peer's re-appointment as Managing Director of the Company comes for approval of the Members of the Company at the very first General Meeting being held after his reappointment by the Board.

Your Directors recommend the resolution for your approval. The copy of Resolutions passed by Board of Directors of the Company in its meeting held on 7th July 2011 approving the re-appointment and remuneration of Mr. Ramesh Peer as Managing Director is available for inspection by the Members of the Company at its Registered Office between 11.00 AM to 1.00 PM on all working days till the date of Annual General Meeting.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract under Section 302 of the Companies Act, 1956.

Mr. Ramesh Peer is concerned and/or interested in his re-appointment as the Managing Director and the remuneration payable to him. No other Director is concerned or interested in the resolution.

Item No. 5 & 6

Pursuant to the recent *"Green Initiative in the Corporate Governance"* prescribed by Ministry of Corporate Affairs, the meetings of Board/Committee thereof as well as meetings of the members of a Company may be conducted through video conferencing subject to compliance/ fulfillment of various conditions prescribed therein by the said Ministry.

Accordingly, in order to provide for a general enablement in the extant Articles of Association of the Company, it is required to amend the extant Articles of Association by inserting two new Clauses, i.e. Clause 68A and Clause 100A as mentioned in the afore stated resolutions pertaining thereto.

The Board of Directors recommends the resolutions appearing under Item Nos. 5 and 6 for the members' approval in the manner as mentioned therein.

None of the Directors of the Company is, in any way, interested or concerned in the said Resolution.

By Order of the Board of Directors

New Delhi
9th August, 2011

Ajay Pratap
Assistant Vice President
& Company Secretary

Directors' Report

To the Members,

The Board of Directors of your Company have pleasure in presenting the 19th Annual Report of the Company alongwith the Audited statement of accounts and the Auditor's Report for the year ended 31st March, 2011.

FINANCIAL RESULTS

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

	(Rs. in Lacs)	
	Year ended 31.03.2011	Year ended 31.03.2010
Gross Income	771.46	773.74
Profit before Interest, Depreciation & Tax	648.07	475.36
Less / (Add) : Prior Period Items expenses / (income)	0.28	(0.76)
Less : Interest	266.43	349.13
Less : Provision / Reversal of Depreciation	0.86	(2.78)
Less : Provision for Taxes	99.81	(13.70)
Net Profit after Tax	280.69	143.47
Less : Special Reserve (U/s 45-1C, RBI Act, 1934)	56.14	28.69
Profit Brought Forward	612.53	497.75
Balance carried forward to Balance Sheet	837.08	612.53

FINANCIAL PERFORMANCE OF THE COMPANY

Total revenues for the year ended March, 31, 2011 amounted to Rs. 771.46 Lacs as compared to Rs. 773.74 Lacs in the previous year. Profit before interest, depreciation and taxes for the financial year 2011, amounted to Rs. 648.07 Lacs as against Rs. 475.36 Lacs in the last year. The Profit after Tax for the financial year is Rs. 280.69 Lacs as against Rs. 143.47 Lacs in the previous financial year, however, for the financial year ended 31st March, 2011, the surplus carried to the Balance Sheet amounted to Rs. 837.08 Lacs as against the surplus of Rs. 612.53 Lacs in the last financial year ended 31st March, 2010.

The higher profit is largely attributable to reduction in administrative cost and low interest cost.

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 does not recommend any dividend on the Equity Shares of the Company for the current financial year.

SHARE CAPITAL

During the year 2010-11 the Company after obtaining the approval of the members issued 2000000 convertible warrants on 21st May 2010 to one of the Promoter and to two other members other than promoters. The said warrants were issued @ Rs. 23.54 per warrant with a right to

subscribe equal number of equity shares on conversion of Rs. 10/- each within a period of 18 months from the date of allotment of these warrants. The Company has converted the aforesaid warrants and issued 2000000 equity shares of the Company on 20th November 2010.

PUBLIC DEPOSITS

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

SUBSIDIARY COMPANIES

The Company has two wholly owned subsidiaries namely Moon Orchid Housing Private Limited and Meadow Real Estate Private Limited. These subsidiary companies are non-material unlisted subsidiaries of the Company.

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 Statements issued by the Institute of Chartered Accountants of India. Audited Consolidated Financial Statements along with the Auditors' Report are annexed with this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, covering matters listed in Clause 49 of the Listing Agreement for the year under review, is given as a separate statement elsewhere in the Annual Report.

DIRECTORS

In accordance with the provision of the Companies Act, 1956 and Articles of Association of the Company Mr. Chand Krishna Tikku retires at the 19th Annual General Meeting and being eligible offers himself for reappointment. A brief resume of Director being re-appointed, nature of his expertise in the specific functional areas is mentioned in the Corporate Governance section. Other details of Directors and names of companies in which they hold the Directorship and/or Membership/ Chairmanship of Committees of the Board, as stipulated under Clause 49 of the Listing Agreement, is given in the Statement of Corporate Governance elsewhere in the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- that in preparation of the Balance Sheet and the Profit & Loss Account of the Company, the applicable accounting standards have been followed alongwith the proper explanation relating to the 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 or loss 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 Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts on a going concern basis.

AUDITORS AND AUDITORS' REPORT

M/s H. V & Associates, Chartered Accountants, Statutory Auditors of the Company whose firm name has been changed to H.K.Chhabra & Co., will retire at the conclusion of the forthcoming Annual General Meeting are recommended for re-appointment of the Company's Auditors. A letter from them confirming that, if they are re-appointed as the Statutory auditors of the Company, such appointment will be in accordance with the provisions of Section 224(1B) of the Companies Act, 1956, and they are not disqualified in terms of Section 226 of the Companies Act, 1956, from being appointed as the Statutory Auditors of the Company, has been received. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

STATUTORY STATEMENT

The statements, pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, with respect to the conservation of energy, technology absorption, foreign exchange earnings and outgo, and pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, with respect to the employee(s) of the Company drawing remuneration exceeding the sum prescribed therein, are not applicable to your Company.

Your Company has not accepted any Fixed Deposits during the year under review.

The Equity shares of the Company are listed at Delhi Stock Exchange Ltd, and Bombay Stock Exchange Ltd. and the Annual Listing fees have been paid to each of these Stock Exchanges.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate from the Auditors of the Company regarding the compliance with conditions of Corporate Governance as also the Management Discussion and Analysis Report as stipulated under Clause 49 of the Listing Agreement is annexed to this Report.

Further, as required under Clause 49 of the Listing Agreement, a certificate, duly signed by the Managing Director and Chief Financial Officer on the Financial Statements of the Company for the year ended March 31, 2011, was submitted to the Board of Directors at their meeting held on August 9, 2011. The certificate is attached to the Report on Corporate Governance.

Group coming within the definition of groups defined in the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969)

The following persons constitute the Group coming within the definition of group as defined in the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969) :

Mr. Navjeet Singh Sobti

Ms. Gurpreet N S Sobti

Innovative Money Matters Pvt. Ltd.

Almondz Global Securities Ltd.

Or any other Company, firm or trust promoted or controlled by the above. The above disclosure has been made; inter alia, for the purpose of Regulation 3(1)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their appreciation for the commitment displayed by employees, in the performance of the Company during the year.

For and on behalf of the Board of Directors

Ramesh Peer **Govind Prasad Agrawal**
Managing Director Director

New Delhi
9th August, 2011

Corporate Governance Report

COMPANY'S PHILOSOPHY ON GOVERNANCE

Your Company believes that a well defined and fully implemented corporate governance system is its utmost priority, and believes in transparency, professionalism and accountability, which are the basic principles of corporate governance.

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 is provided for the information of stakeholders and public at large :

BOARD OF DIRECTORS

Composition :

The composition of the Board is in conformity with Clause 49 of the Listing Agreement, as amended from time to time. The Company has a Non-Executive Chairman and the number of Independent Directors is one-half of the total number of Directors. The number of Non-Executive Directors is more than 50% of the total number of Directors. The Board is presently comprise of 6 Directors, including 1 Executive Director and 5 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 of 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 have been made by the Directors.

Meetings and Attendance

During the year 2010-2011 the Board of Directors met Six (6) times on the following dates :

9th April 2010, 29th May 2010, 13 August 2010, 12th November 2010, 23rd November 2010 and 11th February 2011.

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 2011 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. Ramesh Peer	Managing Director	6	6	—	—	—	Yes
Mr. Chand Krishna Tikku	Non-Executive Director	6	6	1	—	1	No
Mr. Govind Prasad Agrawal	Non-Executive Director	6	6	4	—	2	Yes
Mr. Sanjay Grover	Non-Executive Director	6	5	—	—	—	Yes
Mr. Shiam Sunder Lal Gupta	Non-Executive Director	6	6	2	1	—	No
Mr. Harjit Singh Sudershan Sethi	Non-Executive Director	4	NIL	—	—	—	No

CODE OF CONDUCT

The Board has laid down Code of Conduct for Board members and employees of the Company ("Codes"). The Codes have been posted on the Company's website www.almondzcapital.com. All Board members and employees have affirmed compliance with the Codes. A declaration signed by the Managing Director to this effect is enclosed at the end of this report.

Committees of the Board

The Board of Directors has constituted 6 Committees of the Board viz.

- Audit Committee
- Remuneration Committee
- Share Transfer and Shareholders' Grievance Committee

- Committee for Further Issue of Shares
- Management Committee
- Debenture 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 / Company Secretary. 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 Agreements as well as in Section 292A of the Companies Act, 1956 which are broadly are 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, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - a. Matters required to be included in the 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 right issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors, any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected

fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

COMPOSITION

The committee presently comprises of 4 Non Executive Members namely Mr. Sanjay Grover, Mr. Chand Krishna Tikku, Mr. Govind Prasad Agrawal and Mr. Shiam Sunder Lal Gupta. Except Mr. Govind Prasad Agrawal, all members are Independent Directors.

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 is the elected Chairman of the Committee for all its meetings. The terms of reference of the Audit Committee are in conformity with the provisions of Section 292A of the Companies Act, 1956 as well as with the requirements of Clause 49 of the Listing Agreement as entered into by the Company with the Stock Exchanges.

Mr. Ajay Pratap, Assistant Vice President & Company Secretary act as the Secretary to the Audit Committee meetings. During the Financial Year under review, the Audit Committee meetings were held on 29th May 2010; 13th August, 2010, 12th November, 2010 and 11th February, 2011. For the finalisation of the Audited Annual Accounts of the Company, the meeting of the Audit Committee was held on 30th May 2011.

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	4
Mr. Chand Krishna Tikku	4
Mr. Shiam Sunder Lal Gupta	4

INTERNAL AUDITORS

The Company has appointed Mohan Gupta & Co., Chartered Accountants as internal Auditors of the Company to review the Internal Control System of the Company and to report thereon. The report of the Internal Auditors is reviewed by Audit Committee.

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.

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

During the year under report no meeting of Remuneration Committee was held. Mr. Sanjay Grover, Non Executive & Independent Director, has been nominated as the Chairman of the Committee for all its meetings.

REMUNERATION OF DIRECTORS

The Company has not paid any remuneration to any of its Non-Executive Directors, except the 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, 2011 are as follows:

(a) Executive Directors :

Name	Category	Salary & Perquisites (Rs.)
Mr. Ramesh Peer	Managing Director	63,750/- per month with perquisites

(b) Non-Executive Directors :

Name	Category	Sitting Fees (Rs.) As on 31.03.2011
Mr. Govind Prasad Agrawal	Director	92,000/-
Mr. Sanjay Grover	Director	58,000/-
Mr. Chand Krishna Tikku	Director	68,000/-
Mr. Shiam Sunder Lal Gupta	Director	78,000/-
Mr. Harjit Singh Sudershan Sethi	Director	NIL

ALMONDZ CAPITAL & MANAGEMENT SERVICES LIMITED

SHARE TRANSFER AND SHAREHOLDERS' GRIEVANCE COMMITTEE

The Board of Directors of the Company has constituted a Share transfer and Shareholders' Grievance Committee. At present, the Share Transfer and Shareholders' Grievance Committee comprises of Mr. Ramesh Peer and Mr. Govind Prasad Agrawal. Mr. Govind Prasad Agrawal, being a non-executive Director is the Chairman of the Committee for all its meetings.

Sl. No.	Name	Category
1.	Mr. Ramesh Peer	Managing Director
2.	Mr. Govind Prasad Agrawal	Non Executive Director

During the year under review, 4 (Four) Share Transfer and Shareholders' Grievance Committee meetings were held.

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

(a) Share Transfer :

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

(b) Shareholders' / Investors' Complaints :

- Non-receipt of Shares after Transfer / Transmission
- Non-receipt of Annual Report
- Other matters including change of address, etc.

The Secretarial Department of the Company and the Registrar and Share Transfer Agents Beetal Financial & Computer 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. Mr. Ajay Pratap, Assistant Vice President & Company Secretary is the Compliance Officer of the Company.

COMMITTEE FOR FURTHER ISSUE OF SHARE

The Committee for Further Issue of Shares comprises of Mr. Ramesh Peer and Mr. Govind Prasad Agrawal. Mr. Ramesh Peer, Managing Director of the Company elected as the Chairman of the Committee for all its meetings. During the year under review 3 meeting of the Committee were held.

Sl. No.	Members	Category
1.	Mr. Ramesh Peer	Managing Director
2.	Mr. Govind Prasad Agrawal	Non Executive Director

MANAGEMENT COMMITTEE

The Board of Directors of the Company had 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. Ramesh Peer, Mr. Shiam Sunder Lal Gupta and Mr. Govind Prasad Agrawal. Mr. Ramesh Peer is Chairman of the committee and Mr. Ajay Pratap, Assistant Vice President & Company Secretary is Secretary of all the Committee meetings. During the year under review 6 meeting of the management Committee were held which were attended by all the three members of the Company.

DEBENTURE COMMITTEE

The Board of Directors of the Company has constituted a Committee for the purpose of issue of Debentures of the Company. Presently the Committee consists of Mr. Ramesh Peer and Mr. Govind Prasad Agrawal. Mr. Govind Prasad Agrawal is the Chairman for all the Committee meetings. During the

Details of the last three Annual General Meetings :

The location and time for the last three Annual General Meetings were as follows :

Financial Year Ended	AGM	Location	Date	Time
31.03.2010	18th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	28th September 2010	4.30 P. M.
31.03.2009	17th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	24th September 2009	11.30 A. M.
31.03.2008	16th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	24th September 2008	11.00 A. M.

NO SPECIAL RESOLUTIONS(S) WERE PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS OF THE COMPANY

DETAILS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT, THE PERSON WHO CONDUCTED THE POSTAL BALLOT EXERCISE AND DETAILS OF THE VOTING PATTERN

During the year under report, the Company had completed a Postal Ballot process and therein passed 2 Ordinary Resolutions and 1 Special Resolution. The Board of Directors of the Company, at its meetings had appointed Scrutinizer for conducting Postal ballot in fair and Transparent manner. The Postal ballot received were kept in boxes sealed by the Scrutinizers.

Particulars of Resolution passed on 22nd February 2011:

- Increasing the Authorised Share Capital of the Company (hereinafter "Resolution No. 1") ;
- Alteration in the Capital Clause of Memorandum of Association of the Company (hereinafter "Resolution No. 2") ; and

year under review no meeting of the Debenture Committee were held.

SUBSIDIARY COMPANIES

The Company has two material non-listed Indian Subsidiary Company, namely Moon Orchid Housing Pvt. Ltd. and Meadow Real Estate Pvt. Ltd. The Audit Committee reviews the financial statements and investments made by unlisted subsidiary companies. The minutes of the Board meeting as well as statements of all significant transactions of the unlisted subsidiary companies are placed regularly before the Board of Directors for their review.

GENERAL BODY MEETINGS

An Extra Ordinary General Meeting of the Company for issue of 2000000 Warrants on Preferential basis was held on 7th May 2010 at PHD Chambers of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110 016

- Alteration in Share Capital Clause of Articles of Association of the Company (hereinafter "Resolution No. 3"),

Particulars	Details / Dates
Date of Board meeting	15th January 2011
Scrutinizer appointed by the Board of Directors at its meeting	Ms. Ashu Gupta, Practising Company Secretary
Date of Notice seeking Shareholders approval	15th July 2007
Date of completion of Dispatch of Notice	20th January 2011
Last Date of receipt of duly filed Postal ballot Form	21st February 2011
Date of submission of Scrutinizer's report to the Chairman	22nd February 2011
Date of Declaration of Results	22nd February 2011

The Summary of the voting pattern under the Postal Ballot which was declared on 22nd February 2011 was as under :

Sl. No.	Particulars	Resolution No. 1 Ordinary Resolution		Resolution No. 2 Ordinary Resolution		Resolution No. 3 Special Resolution	
		No. of Postal Ballots	No. of shares	No. of Postal Ballots	No. of shares	No. of Postal Ballots	No. of shares
A	Postal Ballot Forms received	18	9481633	18	9481633	18	9481633
B	Less : Invalid Postal Ballot Forms	1	100	1	100	1	100
C	Net Valid Postal Ballot Forms of which :						
(i)	Total No. of shares with Assent for the resolution	17	9481533 (100%)	17	9481533 (100%)	17	9481533 (100%)
(ii)	Total No. of shares with Dissent for the resolution	NIL	NIL	NIL	NIL	NIL	NIL

MEANS OF COMMUNICATION

The Company publishes quarterly, and annual results in Business Standard English and Hindi both. The Company results and official news releases are displayed on the Company's website <http://www.almondzcapital.com>. 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 / CFO CERTIFICATION

The CEO and CFO i.e. the Managing Director of the Company has certified to 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. Ajay Pratap, Assistant Vice President & Company Secretary as the Compliance Officer

Address :

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e-mail complianceacms@almondz.com
Phone : 011-32947374
Fax : 011- 41514665

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date : 29th September, 2011

Time : 2.00 P. M.

Venue : M. P. C. U. Shah Auditorium,
Shree Delhi Gujarati Samaj (Regd.),
2, Raj Niwas Marg, Civil Lines, Delhi – 110 054

Financial Year 1st April to 31st March

Financial Calendar 2011-2012 (Tentative)

First quarter results : July / August 2011

Second quarter results : October / November 2011

Third quarter results : January / February 2012

Fourth quarter results : April / May 2012 if unaudited quarterly results or alternatively last week of June, 2012 in case of audited results for the year.

Annual General Meeting : August / September 2012