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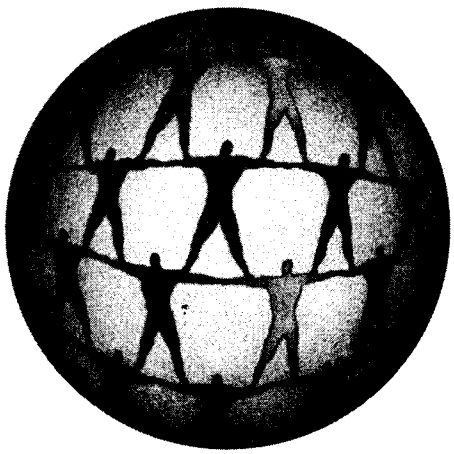
17th Annual Report
2008-09



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Corporate Information

Board of Directors

Mr. Govind Prasad Agrawal	–	Chairman – Non-Executive Director
Mr. Ramesh Peer	–	Managing Director
Mr. Chand Krishna Tikku	–	Non-Executive & Independent Director
Mr. Sanjay Grover	–	Non-Executive & Independent Director
Mr. Shiam 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

Company Secretary

Mr. Ajay Pratap

Bankers

HDFC Bank Ltd.
AXIS Bank Ltd.

Registrars & Share 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

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Registered Office

4A, 3rd Floor, 3 Scindia House,
Janpath, New Delhi-110 001

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Notice

Notice is hereby given that the 17th Annual General Meeting of the Members of Almondz Capital & Management Sevices Ltd., will be held on Thursday the 24th day of September, 2009, at 11.30 A. M. at PHD Chambers of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016, to transact the following 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 2009 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. Govind Prasad Agrawal, 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. K. Chhabra & Co, Chartered Accountants, New Delhi, be and are hereby re-appointed as the Auditors of the Company 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."

By Order of the Board of Directors

New Delhi
30.06.2009

Ajay Pratap
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSEL / 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. Shareholders are requested to bring their copy of Annual Report 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 Number 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 Register of Members and Share Transfer Register shall remain closed from 17th September 2009 to 24th September 2009 (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 Registrar 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 :

    At the ensuing Annual General Meeting, Mr. Govind Prasad Agrawal, Director of the Company, retires by rotation and, being eligible, offers himself for re-appointment. Mr. Govind Prasad Agrawal does not hold any shares (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 Mr. Govind Prasad Agrawal, to be provided in terms of Clause 49 of Listing Agreements, are furnished in the Statement on Corporate Governance in this Annual Report.

By Order of the Board of Directors

New Delhi
30.06.2009

Ajay Pratap
Company Secretary

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Directors' Report

To the Members,

The Board of Directors of your Company have pleasure in presenting the 17th Annual Report of the Company alongwith the Audited statement of accounts and the Auditor's Report for the year ended 31st March, 2009.

FINANCIAL HIGHLIGHTS

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

(Rs. In Lacs)

	Year ended 31.03.2009	Year ended 31.03.2008
Gross Income	**112.14**	97.50
Profit before Interest, Depreciation & Tax	**54.12**	45.46
Less / (Add) : Prior Period Items expenses / (income)	**(0.78)**	0.48
Less : Interest	**0.11**	0.18
Less : Depreciation	**1.54**	2.12
Less : Taxes	**3.54**	1.79
Net Profit after Tax	**49.71**	40.89
Less : Special Reserve (U/s 45-1C, RBI Act, 1934)	**9.94**	—
Profit Brought Forward	**457.98**	417.09
Balance carried forward to Balance Sheet	**497.75**	457.98

Total revenues for the year ended March, 31, 2009 amounted to Rs 112.14 Lacs. Profit before interest, depreciation and taxes for the financial year 2008-09, amounted to Rs. 54.12 Lacs. The Profit after Tax for the financial year is Rs. 49.71 Lacs as against Rs. 40.89 Lacs in the previous financial year, however, for the financial year ended 31st March, 2009, the surplus carried to the Balance Sheet amounted to Rs. 497.75 Lacs as against the surplus of Rs. 457.98 in the last financial year ended 31st March, 2008.

REGISTRATION WITH RESERVE BANK OF INDIA AS NBFC

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.

INVESTMENTS

Your Company has made investments in quoted and unquoted shares of Group Companies and other companies. The market value of investment in quoted shares as on 31.03.2009 is Rs. 19.24 Crores and book value of unquoted investments as on 31.03.2009 is Rs. 28.73 Lacs.

DIVIDEND

It is felt for your Company to conserve the resources, your Directors have decided not to recommend any dividend on the Equity Shares of the Company for the current financial year.

SHARE CAPITAL

During the year 2008-09, there is no change in the share capital of the Company. However, the Company after taking approval of the shareholders in the General meeting held on 18th May 2009, issued 1755000 warrants on 28th May 2009, to two body corporate, other than Promoters. The said warrants were issued with a right to subscribe equal number of equity shares of Rs. 10/- each on conversion within a period of 18 months from the date of allotment of these warrants.

FIXED DEPOSITS

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

SUBSIDIARY COMPANY

As there are no subsidiaries of the Company, investment made in subsidiaries is NIL

MANAGEMENT DISCUSSION AND ANALYSIS

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

DIRECTORS

There was no change in the Directors during the year. In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mr. Govind Prasad Agrawal retires at the 17th Annual General Meeting and being eligible offers himself for reappointment.

A brief resume of the Director being re-appointed, nature of his expertise in the specific functional areas is mentioned in the Corporate Governance section. Other details of Director and names of companies in which he holds the Directorship and / or Membership/Chairmanship of Committees of the Board, as stipulated under Clause 49 of the Listing Agreements, is given

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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 :

(a) 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;

(b) 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;

(c) 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;

(d) that the Directors have prepared the annual accounts on a going concern basis.

AUDITORS AND AUDITORS' REPORT

M/s H. K. Chhabra & Co., Chartered Accountants, Statutory Auditors of the Company 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

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreements are complied with.

A separate report on Corporate Governance and a Management Discussion and Analysis Report are being published as a part of the Annual Report of the Company. The Auditors of the Company have certified that conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreements are complied by the Company and their Certificate is annexed to the Report on Corporate Governance

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for the assistance, co-operation and trust reposed in your Company by the Investors, Banks, Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and other Government Authorities during the financial year under review.

Your Directors also wish to place on record their sincere appreciation of the contribution made by the employees of the Company and are thankful to the Shareholders for their continued patronage and support.

For and on behalf of the Board of Directors

New Delhi
30.06.2009

Ramesh Peer
Managing Director

Govind Prasad Agrawal
Director

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Corporate Governance Report

Your Company continues to practice transparency in its dealings with emphasis on integrity and compliance of regulatory provisions. It attaches great importance to practice of good corporate governance for meeting the interests and aspirations of the stakeholders. Your Company has implemented the requirements regarding Corporate Governance as mentioned in Clause 49 of the Listing Agreements.

The detailed report on the implementation by the Company, of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreements with the Stock Exchanges is set out below :

COMPANY'S PHILOSOPHY ON GOVERNANCE

The Company firmly believes in and has proactively adopted the best policies of corporate governance to ensure transparency, professionalism and accountability in its dealing with shareholders and every person who enters into contact with the Company. The Company believes in monitoring its performance regularly and with utmost transparency so as to enable the optimum utilization of its resources.

The Company has a professional Board, which provides strong oversight and strategic counsel to the operational management. Almondz has established systems and procedures to ensure that it remains fully complied with all mandated regulations and achieve business excellence to enhance stakeholder value.

BOARD OF DIRECTORS

(a) Composition and Category of Directors :

The Company has a Non-executive Chairman and Number of Non Executive Directors is more than 50% of the Total Number of Directors. None of the Directors on the Board of Directors is a member of more than 10 committees or chairman of more than 5 committees as specified in Clause 49 of the Listing Agreements.

The Board of Directors of the Company consists of 5 (Five) Directors. The composition and the category of Directors as well as the Number of Directorships in other Companies and Number of Chairmanship / Membership in other Board Committees are as under :

Sl. No.	Name	Date of Joining the Board	Category	No. of Directorships in other Companies*		No. of Membership/ Chairmanship in other Board Committees **	
				Public	Private	Member	Chairman
1	Mr. Ramesh Peer	8th July, 2006	Managing Director	—	—	—	—
2	Mr. Chand Krishna Tikku	3rd January, 2008	Non-Executive Director	2	—	1	1
3	Mr. Govind Prasad Agrawal	19th March, 2007	Non-Executive Director	4	1	2	—
4	Mr. Sanjay Grover	8th July, 2006	Non-Executive Director	—	1	—	—
5	Mr. Shiam Sunder Lal Gupta	30th July 2008	Non-Executive Director	2	—	—	2

* This does not include foreign companies and companies under Section 25 of the Companies Act, 1956.

** The Committee includes only Audit Committee and Share Transfer and Investor Grievance Committee.

Meetings and Attendance

During the year, the Board of Directors met 4 times, twice on 29th April, 2008, 30th July, 2008, 25th October, 2008 & 24th January, 2009. The gap between two Board Meetings was within the maximum time gap prescribed in Clause 49 of the Listing Agreements.

The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under :

Sr. No.	Name of Director	Number of Board Meetings Attended	Whether present at the Annual General Meeting
1	Mr. Ramesh Peer	4	Yes
2	Mr. Chand Krishna Tikku	4	No
3	Mr. Govind Prasad Agrawal	4	Yes
4	Mr. Sanjay Grover	4	Yes
5	Mr. Shiam Sunder Lal Gupta	2	No

(b) Brief Particulars of Directors Being Re-appointed

Information in case of reappointment of Director as required under Listing Agreement.

Mr. Govind Prasad Agrawal retires by rotation at the ensuing General Meeting and being eligible offers himself for reappointment.

A brief resume and other information of Mr. Govind Prasad Agrawal as required under Clause 49 (VI)(G) is as under :

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 25 years in the field of Finance, Law and Administration.

Mr. Govind Prasad Agrawal also serves on the Board of Almondz Finanz Ltd., Almondz Insurance Brokers Pvt. Ltd., Indocount Finance Ltd., Rama Vision Ltd., and Yarntex Expots Ltd.

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COMMITTEES OF THE BOARD

The Board of Directors has constituted 4 Committees of the Board viz.

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

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 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 utilistion 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. 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 present composition of the Audit Committee is as under :

Sl. No.	Name	Category
1.	Mr. Sanjay Grover	Non-Executive & Independent Director
2.	Mr. Chand Krishna Tikku	Non-Executive & Independent Director
3.	Mr. Govind Prasad Agrawal	Non-Executive Director
4.	Mr. Shiam Sunder Lal Gupta	Non-Executive & Independent Director

Mr. Shiam Sunder Lal Gupta, became the member of the Audit Committee w.e.f. 20th April 2009.

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

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and was elected as the 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 Agreements as entered into by the Company with the Stock Exchanges.

Mr. Ajay Pratap, 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 April 2008; 30th July, 2008; 25th October, 2008 and 24th January, 2009. For the finalisation of the Audited Annual Accounts of the Company, the meeting of the Audit Committee was held on 30th June,2009.

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

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

To deal with the determination of the Company's policy on specific remuneration packages for the executive directors, including pension rights and any compensation payment.

To review market practices and to decide on or make recommendations to the Board on remuneration packages applicable to the Managing Director and other Executive Directors of your Company.

COMPOSITION

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

Name	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

(a) Executive Directors :

Name	Category	Salary & Perquisites (Rs.)
Mr. Ramesh Peer	Managing Director	29,500/- per month with perquisites

(b) Non-Executive Directors :

During the year under report, the Company has not paid any remuneration to Non-executive Directors except sitting fee @ Rs. 10,000/- per meeting for attending the Board meetings and Rs. 2,000/- for attending the meeting of its Audit Committee held during the Financial Year.

Name	Category	Sitting Fees (Rs.) As on 31.03.2009
Mr. Govind Prasad Agrawal	Director	48,000/-
Mr. Sanjay Grover	Director	48,000/-
Mr. Chand Krishna Tikku	Director	48,000/-
Mr. Shiam Sunder Lal Gupta	Director	40,000/-

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 :
   (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.

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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.

Mr. Ajay Pratap, Company Secretary is the Compliance Officer of the Company.

COMMITTEE FOR FURTHER ISSUE OF SHARES

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.

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

GENERAL BODY MEETINGS

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

Financial Year Ended	AGM	Location	Date	Time
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	11.30 A.M.
31.03.2007	15th	PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	18th September 2007	11.30 A.M
31.03.2006	14th	M. P. C. U. Shah Auditorium Shree Delhi Gujrati Samaj (Regd.) 2, Raj Niwas Marg, Civil Lines, Delhi-110054	30th September 2006	4.00 P. M.

DETAILS OF SPECIAL RESOLUTION(S) PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS

A.	2006	NIL
B.	2007	NIL
C.	2008	NIL

MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the quarterly and annual financial results in the proforma prescribed by Clause 41 of the Listing Agreements within one month of close of the respective period.

The approved financial results are forthwith sent to the Listed Stock Exchanges and are published in two newspapers, viz. Financial Express (English) and Jansatta (Hindi).

The Company has a website www.almondzcapital.com. The Company's E-mail ID for the purpose of investors for any grievance is complianceacms@almondz.com.

CODE OF CONDUCT

The Board of Directors have adopted Code of business and ethics for Directors. This code has been communicated to Directors.

INSIDER TRADING

Code of Conduct for Prevention of Insider Trading

The Company has adopted a "Code of Conduct for Prevention of Insider Trading". The Code is applicable to all Directors and designated employees of the Company.

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 Agreements.

DISCLOSURE

In Respect of Related Party Transactions

During the year under review, there were no materially significant related party transactions with the promoters, directors, management and subsidiaries, and their relatives, that had a potential conflict with the interest of the 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, 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.

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COMPLIANCE CERTIFICATE OF THE AUDOTORS

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, Company Secretary as the Compliance Officer

Address :

4A, 3rd 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 24th September, 2009

Time 11.30 A. M.

Venue PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

Financial Year 31st March 2009

Financial Calander

Financial Reporting for the quarter ended June 30 2008	End July 2008
Financial Reporting for the quarter ended September 30 2008	End October 2008
Financial Reporting for the quarter ended December 31 2008	End January 2009
Financial Reporting for the year ended March 31 2009	End June 2009

Book Closure Dates

17th September, 2009 to 24th September, 2009 (both Days inclusive)

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

Stock Code :

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

Stock Market Data :

Month	Bombay Stock Exchange Ltd. (BSE)		
	Month's High	Month's Low	Volume (Nos)
April' 08	35.35	24.40	96099
May' 08	30.05	22.10	129263
June' 08	31.00	17.15	100265
July' 08	21.90	15.00	62298
August' 08	18.75	15.15	46970
September' 08	16.90	12.00	29552
October' 08	14.40	4.89	54115
November' 08	9.60	6.11	42907
December' 08	9.41	5.87	36666
January' 09	10.45	7.39	5634
February' 09	8.70	7.23	4204
March' 09	9.13	6.85	516229

Distribution of Shareholding as on 31st March, 2009 :

No. of Equity Shareholders	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share-holding
Up To 5000	2560	86.49	321724	3.2121
5001 To 10000	181	6.11	149599	1.4936
10001 To 20000	68	2.30	105660	1.0549
20001 To 30000	51	1.72	133065	1.3285
30001 To 40000	20	0.68	71794	0.7168
40001 To 50000	18	0.61	85885	0.8575
50001 To 100000	24	0.81	179631	1.7935
100001 AND ABOVE	38	1.28	8968542	89.5430
TOTAL	2960	100.00	10015900	100.0000

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