

**16th
Annual
Report
2010-2011**



APEX CAPITAL MARKETS LIMITED

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APEX CAPITAL MARKETS LIMITED

BOARD OF DIRECTOR

MR. KAMAL KISHORE LALWANI, CHAIRMAN

DIRECTORS

MRS. SNEHLATA LALWANI
MR. SANJAY KUMAR DHANCHOLIA
MRS. MANISHA DHANCHOLIA
MR. PRAMOD BAJAJ



STATUTORY AUDITORS

M/S CHOPRA & COMPANY
CHARTERED ACCOUNTANTS
CHOPRA HOUSE
133, CANNING STREET
KOLKATA-700 001



REGISTRARS & SHARE TRANSFER AGENT

R & D INFOTECH PVT.LTD.
7A BELTALA ROAD 1ST FLOOR,
KOLKATA 700026
WEST BENGAL, INDIA



BANKERS

ORIENTAL BANK OF COMMERCE
INDIAN BANK



REGISTERED OFFICE

OM TOWER
SUITE NO. 205, 2ND FLOOR
32, JAWAHARLAL NEHRU ROAD
KOLKATA-700 071

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of APEX CAPITAL MARKETS LIMITED will be held at "OM TOWER", Suite no. 205, 2nd Floor, 32, Jawahar Lal Nehru Road, Kolkata-700 071 on Wednesday, the 28th day of September, 2011 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March'2011 and the Profit and Loss Account for the year ended as on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Snehlata Lalwani, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Shri Pramod Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors who shall hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

NOTES:

1. The relevant details in respect of item No. 2 & 3 as above, pursuant to clause 49 of the Listing Agreement are annexed hereto.
2. Every Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not to be a shareholder. The proxy form should, however, be deposited at the Registered office /Head office of the Company not later than 48 hours before the commencement of the meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies attending the meeting are requested to bring their copy of the Attendance Slip duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for convenience.
5. The Register of Members and Share Transfer Books of the Company in respect of Equity share shall remain closed from 21st Sept'2011 to 28th Sept'2011 (both day inclusive).

6. Members desirous of getting any information in respect of the Account of the Company are requested to send their queries in writing to the Company at the Registered Office/Head Office so as to reach us at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
7. Members are requested to notify change of address, if any, with pin code quoting reference to their folio numbers immediately to the Company at its Registered Office.
8. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.
9. The Company's Equity Shares are listed on:-
 - (a) The Calcutta Stock Exchange Association Ltd.,
7, Lyons Range,
Kolkata- 700 001
 - (b) The Delhi Stock Exchange Association Ltd.,
DSE HOUSE, 3/1 Asaf Ali Road,
New Delhi – 110 002
 - (c) Ahmedabad Stock Exchange Ltd.,
Kamdhenu Complex,
Opp. Sahajanand College, Panjarapole,
Ahmedabad- 380 015

The Company has paid the Annual listing fees for the year 2011-12.

By Order of the Board of Directors
For Apex Capital Markets Limited

Date: 01 August 2011
Place: Kolkata

Sd/-
Kamal Kishore Lalwani
Managing Director

Annexure as Referred to in the notes on Notice

(Information pursuant to Clause 49 of the listing Agreement regarding appointment of new Director or re-appointment of a Director)

a) Smt. Snehlata Lalwani

Smt. Snehlata Lalwani, is a Non Executive –Non Independent Director of your Company, she has varied experience in the matters pertaining to business and commerce. The Company has always benefited from her leadership skills and efforts for growth. It will be in the interest of the Company that Smt. Snehlata Lalwani continues as a director of the Company.

Smt. Snehlata Lalwani is also the Director of Several Companies as per details given below:

Sl.No.	Name of the Company /Firm	Nature of Interest	Chairmanship/Membership of Committee
1.	M/s Lalwani Ferro Alloys Ltd.	Director	—
2.	M/s Lalwani Capital Markets Ltd.	Director	—
3.	M/s Lalwani Industries Ltd.	Director	—
4.	M/s Lalwani Metallica Pvt Ltd.	Director	—

Smt. Snehlata Lalwani holds 196400 Equity Shares of the Company.

None of the Directors are interested except Mr. Kamal Kishore Lalwani in the above re-appointment. Your Board of Directors recommends the above re-appointment.

b) Sri. Pramod Bajaj

Sri. Pramod Bajaj, is a Non Executive – Independent Director of your Company, he has been a able leader and also possesses invaluable experience in the finance business which has been of immense help to the company.

Sri.Pramod Bajaj holds Directorship in Several Companies as per details given below:

Sl.No.	Name of the Company /Firm	Nature of Interest	Chairmanship/Membership of Committee
—	—	—	—

Sri. Pramod Bajaj holds Nil Equity Shares of the Company.

None of the Directors are interested in the above re-appointment. Hence, your Board of Directors recommends the above re-appointment.

Date: 01 August, 2011
Place: Kolkata

By order of the Board of Directors
For Apex Capital Markets Limited

Sd/-
Kamal Kishore Lalwani
Managing Director

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the Sixteenth Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS:

	Amount in Rs.	
	<u>2010-11</u>	<u>2009-10</u>
Profit before depreciation	242715	593521
Less: Depreciation	5131	6243
Profit before Tax	237584	587278
Provision for Income tax	34668	88495
Provision for deferred tax	515	229188
Prvision for Tax for Earlier year	135802	Nil
Profit after Tax	66599	269595
Dividend	Nil	Nil
Balance brought forward from previous period	944290	728614
Statutory Reserve	13320	53919
Balance carried to Balance Sheet	997569	944290

DIVIDEND:

Your Directors have been conservative. Hence, no dividend was recommended during the year under review.

OPERATIONS:

Your company continued with its policy of financing activities as its core business. As a result, your company managed to maintain the interest income at the same levels as per previous year. The interest income during the year under review marginally Decrease to Rs 31.53 lacs as against Rs. 34.35 lacs in the corresponding previous year. Profit before tax for the year under review stood at Rs. 2.38 lacs as against Rs. 5.87 lacs in the corresponding previous year.

DIRECTORS' 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:

- i) That in the preparation of the accounts for the financial year ended 31st March, 2011, the

applicable Accounting Standards have been followed along with proper explanation, wherever required, and no material departures have been made from the same.

- ii) That the directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year and of the Profits or Loss of the Company for that period.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 in safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- iv) That the directors had prepared the Annual Accounts on a going concern basis.

AUDITORS' REPORT:

The observation made in the Auditors' Report are self explanatory and therefore do not call for further comments under Section 217 of the Companies Act, 1956.

The Notes to Accounts forming part of the financial statement are self explanatory and needs no further explanation. There are no qualifications or adverse remarks in auditors' Report which require any clarification/explanation.

AUDITORS:

M/s Chopra & Company, Chartered Accountants, 133, Canning Street, Kolkata-700 001, the Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The company has received letters from them that their appointment, if made, would be within the limits prescribed under section 224 (1B) of the Companies Act, 1956.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public during the year ended 31st March 2011 within the meaning of Section 58A of the Companies Act 1956.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has no activity relating to Conservation of energy and Technology Absorption in terms of Section 217(1) (e) of the Companies Act, 1956. The Company has no Foreign Exchange earning and outgo during the year under review.

PERSONNEL:

During the year under review, industrial relations in the Company remained cordial. The Board records its appreciation for the effort and contributions made by all the employees at all levels and look forward to their total involvement. The Company has no employee in respect of whom information under Section 217(2A) of the Companies Act, 1956 and the Companies (Particular of Employees) Rules, 1975 is required to be annexed.

MANAGEMENT'S DISCUSSION & ANALYSIS REPORT:
1 INDUSTRY STRUCTURE & DEVELOPMENT:

The confidence in the capital market regained and it showed positive signs during the current year under review. Inflation numbers coming under control as well reduction in the fiscal deficit turned the mood of the capital market.

2 OPPORTUNITIES AND CHALLENGES:

Your company has been very cautious in dealing with the capital market to prevent the capital erosion. The company has been actively looking at its financing business as its core business. The proposed monetary measures by the Reserve bank have set the ball rolling for increase in the interest rate thus a lucrative opportunity for further increase in interest income.

3 INTERNAL CONTROLS:

Your company has put in place sufficient systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorised, recorded and reported correctly.

4 FUTURE PROSPECTS:

Your directors have continued with its previous strategies to finance the needy companies at lucrative interest rates. In the present scenario, your directors believe that the company's future prospect seems very bright.

CORPORATE GOVERNANCE:

Your Company has fully complied with the requirement of Clause 49 of the listing Agreement regarding Corporate Governance.

A report on Corporate Governance Practices and the Certificate on Compliance of Mandatory requirement thereof is given as annexure to this report.

FINANCIAL STATEMENTS:

Pursuant to Clause 41 of the Listing Agreement entered into with the stock exchanges, the Board of Director has pleasure in attaching the financial statement prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountant of India.

Since your Company does not have any Subsidiary, preparation of the Consolidated Financial Statement is not required.

DIRECTORS:

Smt. Snehlata Lalwani and Sri. Pramod Bajaj, Director of the Company, retire by way of rotation at the ensuing Annual General Meeting and being eligible, offers herself/himself for re-appointment.

None of the Directors of the Company are disqualified as per section 274(1) (g) of the Companies Act, 1956. The Directors have made necessary disclosures as required under various provisions of the Act and Clause 49 of the Listing Agreement.

SECRETARIAL AUDIT /COMPLIANCE REPORT:

The Secretarial Compliance Certificate confirms that the Company had complied with all the applicable provision of the Companies Act, 1956, Listing Agreement with the Stock Exchanges, Securities Contract (Regulation) Act, 1956, and all the other Regulations of SEBI as applicable to the Company, including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and the SEBI (Prohibition of Insider Trading) Regulations, 1992.

ACKNOWLEDGEMENT:

Yours Directors take this opportunity to thank the Financial Institution, Bankers, Government Authorities, Customers, Vendors, Shareholders and Employees for their continued assistance, cooperation and support to the Company.

Date: 30th June, 2011
Place: Kolkata

By order of the Board of Directors
For Apex Capital Markets Limited

Sd/-
Kamal Kishore Lalwani
Managing Director

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2010-11
(As per under Clause 49 of the listing Agreement entered into with the stock exchanges)
1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Philosophy of the Company in relation to Corporate Governance is to ensure fairness, transparency, integrity, equity, honesty and accountability in its dealing with its customers, dealers, employees, lenders, Government and other stakeholders including shareholders. The Company is committed to achieve and maintain the highest standards of Corporate Governance

2. BOARD OF DIRECTORS:
(i) Composition of Board, Directorship and Committee Membership in other companies as at 31.03.11

Sl. No.	Director	Executive/Non-Executive/Independent*	No. of other directorships**	Other Committee(s)	
				As Chairman	As Member
1	Mr. Kamal Kishore Lalwani	Executive Chairman	3	—	—
2	Mrs. Snehlata Lalwani	Non-Executive	3	—	—
3	Mr. Sanjay Kumar Dhancholia	Independent	1	—	—
4	Mrs. Manisha Dhancholia	Independent	—	—	—
5	Mr. Pramod Bajaj	Independent	—	—	—

* An Independent Director is a director who apart from receiving director's remuneration (sitting fees) does not have any material pecuniary relationship or transactions with the company or its management which in the judgement of the Board may affect his independence of judgment.

** Excludes directorships held in Private Limited Companies.

(ii) Attendance of Directors in meetings held during the financial year 2010-11.

The Board of Directors of the Company met six times during the year 2010-11 on the following dates:- 28.05.10, 30.07.10, 19.08.10, 29.09.10, 29.10.10, 27.01.11.

The attendances at the Board Meetings and Annual General Meeting during the financial year 2010-11 were as under:

Name of Directors	Attendance	
	Board Meeting	AGM held on 29-09-10
Mr Kamal Kishore Lalwani	6	Yes
Mrs Snehlata Lalwani	6	Yes
Mr Sanjay Kumar Dhancholia	5	Yes
Mrs Manisha Dhancholia	3	Yes
Mr Pramod Bajaj	4	Yes

3. COMMITTEE OF THE BOARD :

The Board Committees focus on certain specific area and make informed decision within the delegated authority. Each Committee of the Board function according to its charter that defines its composition, scope, power and role in accordance with the companies Act, 1956 and the Listing Agreement. The Board is responsible for constituting, assigning and co-opting the members of the Committee. Presently the Board has the following three Committees.

A) AUDIT COMMITTEE :

The Audit committee consists of 3 Non Executive independent members, all having financial management & accounting knowledge. During the financial year ended 31st March'2011, four meetings of the Committee were held on 28.06.10, 29.07.10, 29.10.10 and 31.01.11. The composition of the Committee and attendance of each member at these meetings are as under:-

The Composition of the Committee are as under:-

SL No	Members	Executive/ Non-executive/ Independent
1	Mr. Sanjay Kumar Dhancholia	Non-executive & Independent
2	Mrs. Manisha Dhancholia	Non-executive & Independent
3	Mr. Pramod Bajaj	Non-executive & Independent

Terms of reference /Powers:

The Audit Committee was constituted with the following terms/powers:

- Overseeing your Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditor, fixation of audit fees and also approval for payment for any other services.
- Reviewing with the management, the quarterly and annual financial statements before submission to the Board for approval focusing primarily on:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
 - Changes, if any, in accounting policies and practices and reason for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments to financial statements arising out of audit finding;
 - Compliance with listing and other legal requirements relating to financial statement.
 - Disclosure of any related party transaction; and
 - Qualification in draft audit report.
- Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

- (e) Reviewing the adequacy of internal audit function including the structure of the internal audit department, if any, for the time being and staffing and seniority of the official heading the same and reporting structure coverage and frequency of internal audit.
- (f) Carrying discussion with internal auditors on any significant findings and follow up there on.
- (g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure on internal control systems of a material nature and reporting the matter to the Board.
- (h) Carrying 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.
- (i) Reviewing the company's financial and risk management policies.
- (j) Looking into the reasons for substantial defaults in the payment to the shareholders (in case of dividends) and creditor

The Audit Committee also reviews such matters as considered appropriate by it or referred to it by the Board.

Meetings & Attendance

SL No	Members *	Executive/ Non-executive / Independent	No. of Meeting attended
1	Mr. Sanjay Kumar Dhancholia	Non-executive & Independent	4
2	Mrs. Manisha Dhancholia	Non-executive & Independent	4
3	Mr. Pramod Bajaj	Non-executive & Independent	4

* Members present at the meeting elect one of themselves as Chairman of the Meeting
Mr. Kamal Kishor Lalwani, Director of the company act as the Compliance officer to the Audit Committee.
The Company's Statutory Auditors are the permanent invitees at the committee meetings.

B) Remuneration Committee:

The Remuneration committee was formed with a view to reviewing and making recommendations on annual salaries, performance, commissions, perquisites and other employment conditions of Managing/ Wholetime Directors and other Executives and officials. The Committee also takes into consideration remuneration practices followed by leading companies as well as information provided by reputed consultants while determining the overall remuneration package.

The Composition of the committee are as under:-

SL No	Members *	Executive/ Non-executive/ Independent
1	Mr. Sanjay Kumar Dhancholia	Non-executive & Independent
2	Mrs. Manisha Dhancholia	Non-executive & Independent
3	Mr. Pramod Bajaj	Non-executive & Independent

* Members present at the meeting elect one of themselves as Chairman of the Meeting
Mr. Kamal Kishore Lalwani, Director of the company act as the compliance officer to the Remuneration Committee.

Detail of Remuneration paid to the Directors in 2010-11

Sl. No.	Name of the Director	Salary & Benefit (Rs.)	Commission (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
1.	Mr. Kamal Kishore Lalwani	2, 67,320	Nil	Nil	2, 67,320

The above remuneration is within the limits prescribed under the provisions of the Companies Act, 1956.

C) Share Transfer & Shareholders'/ Investors' Grievance Committee

The committee comprises of three non-executive independent Directors. As on March 31, 2011 the members of the "Share Transfer & Shareholders'/Investors' Grievances Committee are;

SL No.	Members	Executive/Non-executive/ Independent
1	Mr. Sanjay Kumar Dhancholia	Non-executive & Independent
2	Mrs. Manisha Dhancholia	Non-executive & Independent
3	Mr. Pramod Bajaj	Non-executive & Independent

Mr. Kamal Kishore Lalwani, Director of the Company act as the Compliance officer to the Share Transfer & Shareholders'/Investors' Grievances Committee.

Term of reference

The Board terms of reference includes the following as the performance of the function as recommended in the listing agreement;

- To oversee the redressal of grievances of shareholders and investors on issues like share transfer, non receipt of annual report, declared dividends, issue of duplicate share certificates, among others.
- Monitoring the transfers, transmissions, dematerialization, splitting & consolidation of shares.

- (iii) Any such other acts, deeds, matters and things as the Board may consider think fit and as may be required for effective and efficient redressal of shareholders and/or investor grievances.

In accordance with Clause 49 of the Listing agreement of the stock exchanges, the Board has delegated power of share transfers to Registrar & Share Transfer Agents M/s R & D Infotech Pvt. Ltd, 1st Floor, 7A, Beltala Road, Kolkata-700026; they review the Share Transfer every fortnight.

Meeting & Attendance

For the financial year ended March 31, 2011 meetings of the Share Transfer and Shareholders' /Investors' Grievances Committee, were held on August 3, 2010 and March 29, 2011.

SL No.	Members *	No of Meeting Attended
1	Mr. Sanjay Kumar Dhancholia	2
2	Mrs. Manisha Dhancholia	2
3	Mr. Pramod Bajaj	2

* Members present at the meeting elect one of themselves as Chairman of the Meeting

(a) Shareholders' complaints and redressal during 2010-11

Number of complaints pending at the beginning of the year	No. of complaints received during the year	No. of complaints redressed during the year	Number of complaints pending at the end of the year
NIL	NIL	NIL	NIL

(b) Number of pending Share transfers as at 31.03.2011: NIL

4 GENERAL BODY MEETINGS:

- A) The location and time of the Annual General Meetings held during the last 3 years is as follows:-

AGMs	Date	Time	Venue	No. of Special Resolutions passed
13th AGM	30.09.08	11.00 A.M	"OM TOWER", Suite No. 205, 2nd Floor, 32, Jawaharlal Nehru Road, Kolkata - 700071	–
14th AGM	30.09.09	11.00 A.M	"OM TOWER", Suite No. 205, 2nd Floor, 32, Jawaharlal Nehru Road, Kolkata - 700071	–
15th AGM	29.09.10	11.00 A.M	"OM TOWER", Suite No. 205, 2nd Floor, 32, Jawahar Lal Nehru Road, Kolkata - 700071	2

The Special resolutions, if any, are usually passed on show of hands and mostly unanimously.

- B) No Postal Ballot was used in last year. The Company doesn't have any proposal for postal ballot at present.
- C) Information about Directors proposed to be appointed and reappointed as required under Clause 49 IV (G) (i) of the Listing Agreement with the stock exchanges form part of the notice for the Annual General Meeting annexed to the Annual Report

5 DISCLOSURES:

None of the transactions with any of the related parties were in conflict with the interests of the Company. However, the details of related party relationships and transaction are disclosed in Note 11 of the Schedule L (ii) to the Annual Accounts. The Company complied with regulatory requirements on capital markets. No penalties/strictures have ever been imposed against it.

All the mandatory requirement of clause 49 of the listing Agreement have been complied with and the disclosure on adoption of non –mandatory requirements are dealt with at the end of the report.

6 MEANS OF COMMUNICATION:

- a) The Annual, Half yearly and Quarterly Results are submitted to the stock exchanges in accordance with the listing agreement and published in English and also in a Bengali newspaper.
- b) Management Discussion & Analysis Report is forming a part of the Annual Report.

7 GENERAL SHAREHOLDER INFORMATION:

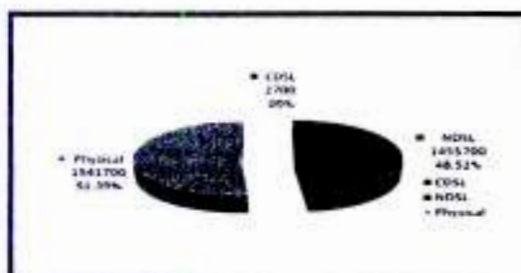
- a) **Annual General Meeting:**
 - Date and time 28th September'2011 at 11.00 A.M.
 - Venue "OM TOWER", Suite no. 205,
2nd Floor, 32, Jawahar Lal Nehru Road,
Kolkata-700 071
- b) **Financial Year** 1st April to 31st March
- c) **Date of Book Closure:** 21st September'2011 to 28th September'2011
(both days inclusive)
- d) **Dividend Payment Date:** The Board didn't propose any dividend in
respect of the year 2010-11
- e) **Outstanding GDRs/ADRs/Warrants
or any convertible instruments** Not Applicable
- f) **Listing Details:**
 - The Calcutta Stock Exchange Association Ltd., (CSE)
7, Lyons Range, Kol-1
 - Ahmedabad Stock Exchange Ltd., (ASE)
Kamdhenu Complex, Panjara pole,
Ahmedabad- 380 015
 - The Delhi Stock Exchange Association Ltd., (DSE)
DSE HOUSE, 3/1 Asaf Ali Road,
New Delhi- 110 002

- g) **Stock code** CSE =10011122
ASE = 04652
DSE = 08326
- h) **Demat ISIN Number for NSDL & CDSL for Equity Shares** ISIN INE387C01019
- i) **Corporate Identification Number (CIN)** L65999WB1995PLC067302
- j) **Annual Listing Fees** Listing fees for the financial year 2010-11 have been paid to the above stock exchanges.
- k) **Share Transfer System:** To expedite the Share Transfer process in the Physical segment, authority has been delegated to the "Share Transfer & Investors' Grievances Committee". Share Transfers/ Transmissions approved by the committee are placed at the Board Meeting from time to time.
- l) **Registrar and Share Transfer Agents:** M/s R & D Infotech Pvt Ltd.
1st Floor, 7A, Beltala Road
Kolkata – 700 026,
West Bengal- India.
- m) **Dematerialization of Equity Shares & Liquidity**

The Company Shares are available for trading in the depository systems of both National Securities Depository Ltd (NSDL) & Central Depository Services (India) Ltd. (CDSL). The ISIN of the Company as allotted by NSDL & CDSL is ISIN INE387C01019

As on March 31, 2011 the equity shares stand Dematerialized /Physical;

CDSL: 2700 (.09%)
NSDL: 1455700 (48.52%)
Physical: 1541700(51.39%)

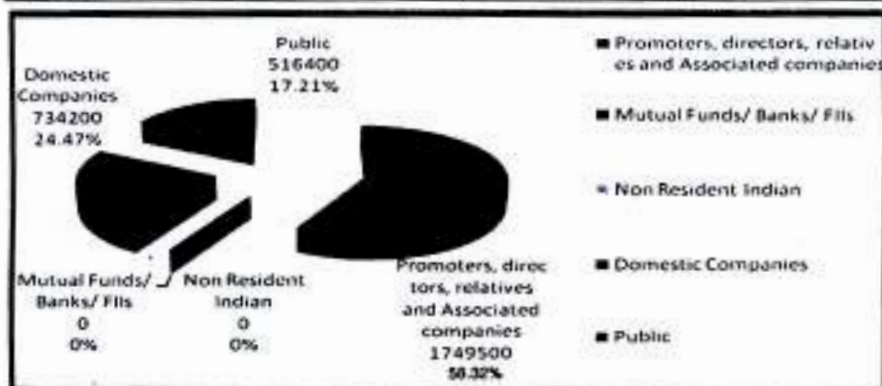


I) Distribution of shareholding as on 31.03.11

Slab of Equity Shares held	No. of Shareholders	%	No. of Equity Shares	%
1 - 500	841	89.76	119500	3.98
501 - 1000	32	3.42	29900	1.00
1001 - 2000	19	2.03	30100	1.00
2001 - 3000	3	0.32	7000	0.23
3001 - 4000	3	0.32	10700	0.36
4001 - 5000	3	0.32	14800	0.49
5001 - 10000	8	0.85	71400	2.38
10001 - 50001	17	1.81	469600	15.65
50001 - 100000	3	0.32	192200	6.41
100001 and above	8	0.85	2054900	68.49
GRAND	937	100.00	3000100	100.00

II) Categories of Shareholders as on 31-03-11

Categories	No. of Equity shares	%
Promoters, directors, relatives and Associated companies	17,49,500	58.32
Mutual Funds/Banks/FIs	—	—
Non Resident Indian	—	—
Domestic Companies	7,34,200	24.47
Public	5,16,400	17.21
TOTAL	30,00,100	100.00



n) Stock Market Data:

(i) The Calcutta Stock Exchange Ltd:

There has been no trading during the year.

**(ii) Ahmedabad Stock Exchange Ltd &
The Delhi Stock Exchange Association Ltd**

There were no quotations due to suspension of Trading. Company is earnestly pursuing the exchanges for resumption of trading activities.

o) Insider Trading:

The code of Internal procedure & Conduct and Code of Corporate Disclosure Practices as per the SEBI (Prohibition of insider Trading) Regulations, 1992 with the latest amendments approved by the Board on 30.04.03 are in force.

p) Plant Location:

The Company is a Non Banking Finance Company and is not engaged in manufacturing operations. Its registered Office is situated at "OM TOWER", Suite no. 205, 2nd Floor, 32, Jawaharlal Nehru Road, Kolkata-700 071.

q) Investor correspondence:

Mr. Kamal Kishore Lalwani
Apex Capital Markets Ltd.
"OM TOWER"
Suite no. 205, 2nd Floor,
32, Jawaharlal Nehru Road,
Kolkata-700 071

8. STATUS OF NON –MANDATORY REQUIREMENTS**Audit Qualifications**

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes to Accounts forming part of the financial statement are self explanatory and needs no further explanation.

Remuneration Committee

The Details pertaining to the Remuneration Committee have been provided in items No. 3 (B) of this Report.

Shareholder Right

Quarterly and Half yearly financial results including summary of the significant events are currently not being sent to each shareholders. However these are always available at the registered office of the Company for them.

Whistleblower Policy

The Company does not have any whistleblower policy as of now and the same will be implemented by the Company as and when required and/or deemed necessary by the Board.

Other Items

Besides constituting the remuneration Committee, the Company has not implemented other non-mandatory requirement of the code of Corporate Governance Viz. Shareholding Rights, Training of Board Members, Mechanism for performance evaluation of non executive Board Members, Whistleblower Policy etc. The same will be implemented by the Company as and when required and /or deemed necessary by the Board.

Date: 30th June, 2011
Place: Kolkata

By order of the Board of Director
For Apex Capital Markets Limited

Sd/-
Kamal Kishore Lalwani
Managing Director

CERTIFICATE FROM CEO & CFO

(In terms of Clause 49(V) of the Listing Agreement)

I, Kamal Kishore Lalwani, Managing Director, of the company, certify that:

- a) We have reviewed financial statement and the cash flow statement of the Company for the year ended 31st march 2011 and that to the best of our knowledge and belief.
- (i) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transaction entered into by the company during the period which are fraudulent, illegal or which violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal control and that we have evaluated the effectiveness of the internal control system of the company. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any in the design or operation of internal controls of which we are aware and the steps taken or proposed to be take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee
 - Significant changes, if any in the internal control over financial reporting during the year.
 - Significant changes, if any in the accounting policies during the year and the same have been disclosed in the notes to the financial statement.
 - Instance of fraud whether or not significant of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company internal control system over financial reporting.

Date: 30th June, 2011

Place: Kolkata

By order of the Board of Directors
For Apex Capital Markets Limited

Sd/-
Kamal Kishore Lalwani
Managing Director & CFO



**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT
DECLARATION BY THE DIRECTOR UNDER CLAUSE 49(I) (D) OF THE LISTING AGREEMENT**

To,
The Members of Apex Capital Markets Limited

I hereby certify that,

- a) In pursuance of the provision of Clause 49(I) (D) of the Listing Agreement, a Code of Conduct has been laid down by the Company for all the Board members and the senior Management Personnel of the Company.
- b) All the Members of the Boards and senior management personnel of the Company have affirmed their respective compliance with the Code of Conduct for the year ended March 31, 2011.

Date: 30th June, 2011
Place: Kolkata

By order of the Board of Directors
For Apex Capital Markets Limited

Sd/-
Kamal Kishore Lalwani
Managing Director & CFO

Kamal Kishore Lalwani
Managing Director & CFO

CERTIFICATE

To the Members of Apex Capital Markets Limited

We have examined the compliance of conditions of Corporate Governance by Apex Capital Markets Limited for the Year ended 31st March 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the 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 according to the 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 investor grievances received during the year ended 31st March 2011 no investor grievances are pending against the Company as per the records maintained by the Company.

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

For B.B. Das & Associates
Company Secretaries

Sd/-
Bidyut Behari Das
Proprietor
C.P. No. 5716

Place : Kolkata
Date: 30th June, 2011

AUDITORS' REPORT

To the Members of **APEX CAPITAL MARKETS LIMITED**

We have audited the attached Balance Sheet of M/S. APEX CAPITAL MARKETS LIMITED as at 31st March 2011, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that: –

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by Law have been kept by the Company so far as appears from our examination of the books of the company.
3. The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of account.
4. Based on information received from Directors and taken on record by the Board of Directors, none of the Directors is disqualified from being appointed as a Director in terms of amended Section 274(1)(g) of the Companies Act, 1956.
5. In our opinion, the Profit & Loss Account and Balance Sheet comply with the accounting standards referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.
6. In our opinion, and to the best of our information and according to the explanations given to us, the accounts read together with notes thereon give the information required by the Companies Act, 1956 in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India.
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March 2011.
 - ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
7. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.

For CHOPRA & COMPANY
Chartered Accountants
Firm Registration No. 308035E

Dated: the 30th June 2011

M. K. DUGAR
(PARTNER) (Memb.No. 053684)

Annexure to the Auditor's Report

**(Referred to in Paragraph 7 of our Report of even date on the Accounts of
M/s. Apex Capital Markets Ltd. as on 31st March 2011)**

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the period, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, no substantial part of the fixed assets have been disposed off during the period, which has bearing on the going concern assumption.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. The Company has not granted nor taken any loan, secured or unsecured, to/from Companies, Firms or other parties listed in the register maintained U/s. 301 of the Companies Act, 1956. Accordingly, Sub-Clauses (b), (c) and (d) are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and nature of its business. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, based on audit procedures applied by us, to the best of our knowledge and belief and according to the information and explanations given to us, there were no transactions that needed to be entered into the register maintained under Section 301 of the Companies Act, 1956.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public and therefore, the provisions of the Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and rules there under are not applicable to the Company.
7. The Company has no internal audit system commensurate with the size and nature of its business.
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the products of the Company.
9. According to the records of the Company and information and explanations given to us, the

company has no statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, there are no disputed or undisputed amounts payable in respect of Income-tax, Wealth Tax Sales Tax, Custom Duty and Excise Duty which were outstanding, at the year end for a period of more than six months from the date they became payable.

10. The Company has no accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year too.
11. According to the information and explanations given to us, the Company has not taken any loan from any financial institution, bank or debenture holders. Therefore, the provisions of Clause 4(xi) are not applicable to the Company.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to Chit Fund and Nidhi/Mutual benefit fund/societies.
14. The company is dealing or trading in shares, securities, debentures and other investments, proper records have been maintained of the transactions and contracts and whether timely entries have been made therein also the shares, securities, debentures and other securities have been held by the company, its own name except the extent of the exemption.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by other from banks and financial institutions.
16. To the best of our knowledge and belief and according to the information and explanations given to us, there are not term loans outstanding as at the end of the year.
17. We have been informed by the management that no funds have been raised and used and hence clause (xvii) is not applicable.
18. The Company has not made preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. Based on information and explanations furnished by the management, which have been relied upon by us, there were no frauds on or by the Company noticed or reported during the year.

For CHOPRA & COMPANY
Chartered Accountants
Firm Registration No. 308035E

M. K. DUGAR
(PARTNER) (Memb. No. 053684)

Dated: the 30th June 2011



BALANCE SHEET AS AT 31.03.2011

Schedule	As at 31.03.2011		As at 31.03.2010	
	Rs	P	Rs	P
I. SOURCES OF FUNDS :				
1. Shareholders' Funds:				
(a) Share Capital	"A"	30,001,000.00		30,001,000.00
(b) Reserves & Surplus	"B"	1,068,257.62		1,001,659.03
2. Deferred Tax Liability	"C"	1,774.00		1,259.00
		<u>TOTAL</u>	<u>31,071,031.62</u>	<u>31,003,918.03</u>
II. APPLICATION OF FUNDS :				
1. Fixed Assets:	"D"			
(a) Gross Block		273,397.00	243,897.00	
(b) Less: Depreciation		<u>213,280.00</u>	<u>208,149.00</u>	
(c) Net Block			60,117.00	35,748.00
2. Current Assets & Loans & Advances				
(a) Inventories	"E"	5,819,399.05	2,871,955.00	
(b) Cash & Bank balances	"F"	863,586.58	23,313,678.58	
(c) Loans & Advances	"G"	<u>24,890,602.00</u>	<u>5,536,454.00</u>	
		31,573,587.63	31,722,087.58	
Less : Current Liabilities & Provisions :				
(a) Current Liabilities	"H"	242,889.01	281,146.55	
(b) Provisions		<u>319,784.00</u>	<u>472,771.00</u>	
		562,673.01	753,917.55	
Net Current Assets			31,010,914.62	30,968,170.03
		<u>TOTAL</u>	<u>31,071,031.62</u>	<u>31,003,918.03</u>

Significant Accounting Policies and Notes on Accounts "L"

As per our Report attached
For **Chopra & Company**
Chartered Accountants
Firm Regn No. 308035E
M.K. Dugar
Partner (Mem no. 053684)
Place : Kolkata
Dated: the 30th June 2011

Kamal Kishore Lalwani, MD & CFO
Sanjay Kr. Dhancholia, Director
Snehlata Lalwani, Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.11

	<u>Schedule</u>	<u>Year ended</u> <u>31.03.2011</u>		<u>Year ended</u> <u>31.03.2010</u>	
		Rs	P	Rs	P
I. <u>INCOME:</u>					
Sales (Shares)			-	7,150,708.25	
Speculation Profit			(3100.00)	61,653.59	
Interest (Tax Deducted at Source Rs 312985/- Previous year Rs. 630,611/-)		3,152,519.00		3,435,161.00	
Dividend			16.00	14,500.00	
Increase / (Decrease) in Stock	" I "	2,947,444.05		(14,3,925.00)	
	TOTAL	6,096,879.05		10,518,097.84	
II. <u>EXPENDITURE:</u>					
Purchases (Shares)		2,947,517.05		7,230,913.41	
Personnel Expenses	" J "	2,230,550.00		1,929,793.00	
Operating & Administrative Expenses	" K "	676,097.41		763,870.00	
	TOTAL	5,854,164.46		9,924,576.41	
Profit Before Depreciation		242,714.59		593,521.43	
Less : Depreciation		5,131.00		6,243.00	
Profit Before Tax		237,583.59		587,278.43	
Less : <u>Provision for Tax</u>					
Current tax		34,668.00		88,495.00	
Deferred tax		515.00		229,188.00	
Less:- Tax for earlier years		135,802.00		-	
Profit After Tax		66,598.59		269,595.43	
Less: Transfer to Statutory Reserve		13,320.00		53,919.00	
		53,278.59		215,676.43	
Add : Profit brought forward from previous period		944,290.03		728,613.60	
		997,568.62		944,290.03	
III. <u>APPROPRIATION:</u>					
Surplus balance carried to Balance Sheet		997,568.62		944,290.03	
EPS (Basic & Diluted) before Extraordinary Items		0.018		0.070	

**Significant Accounting Policies
and Notes on Accounts "L"**

As per our Report attached

For Chopra & Company

Chartered Accountants

Firm Regn No. 308035E

M.K. Dugar

Partner (Mem no. 053684)

Place : Kolkata

Dated: the 30th June 2011

Kamal Kishore Lalwani, MD & CFO

Sanjay Kr. Dhancholia, Director

Snehlata Lalwani, Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

	2010-11	2009-10
	Rs. P.	Rs. P.
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax and Extraordinary items	237,583.59	587,278.43
Adjustments for:		
Depreciation	5,131.00	6,243.00
Advance interest tax w/off	-	8,266.00
Interest Paid	144.00	1,057.00
Interest received	(315,251.00)	(3,435,161.00)
Operating Profit before Working Capital Changes	(2,909,660.41)	(2,832,316.57)
Adjustments for:		
Trade & other receivables	(19,445,187.00)	20,757,543.00
Inventories	(294,744.05)	143,925.00
Trade Payables	(38,257.54)	95,380.00
Provisions	(126,809.00)	-
Cash generation from Operations	(25,467,358.00)	18,164,531.43
Interest Paid	(144.00)	(1,057.00)
Interest received	2,839,534.00	3,479,080.00
Direct taxes paid net of refund	207,376.00	423,698.00
Net Cash from Operating Activities	(22,420,592.00)	22,066,252.43
B. CASH FLOW FROM INVESTING ACTIVITIES :-		
Purchase of Fixed Assets	(29,500.00)	-
Sale of Fixed Assets	-	-
Net Cash from Investing Activities	29,500.00)	-
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from re-issue of Forfeited Shares	-	-
Unsecured loan taken	-	-
Net cash used in Financing Activities.	(22,450,092.00)	22,066,252.43
Net Increase in Cash and Cash Equivalents	23,313,678.58	1,247,426.15
Cash and Cash Equivalents as at 01.04.2010	863,586.58	23,313,678.58
Cash and Cash Equivalents as at 31.03.2011		

NOTE:

- Cash and cash equivalents includes cash, cheque in hand and bank balance.
- Previous year figures have been regrouped /rearranged wherever necessary.
- The above statement is subject to and read together with the notes and observations on Accounts and Schedules attached thereto.
- The above Cash flow statement has been prepared under the "Indirect method" as set out in the Accounting Standard - 3 on "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

We have examined the above Cash Flow statement of Apex Capital Markets Limited derived from the Audited Financial Statement, books and reports maintained by the Company for the year ended 31st March' 2011 and found the same in agreement therewith.

Place : Kolkata

Dated: the 30th June 2011

For Chopra & Company
Chartered Accountants
Firm Regn No. 308035E
M.K. Dugar
Partner (Mem no. 053684)

Kamal Kishore Lalwani, MD & CFO
Sanjay Kr. Dhancholia, Director
Snehlata Lalwani, Director

Schedules Forming Part of the Accounts

	As at 31.03.2011	As at 31.03.2010
SCHEDULE 'A'		
SHARE CAPITAL		
Authorised:		
50,00,000 Equity Shares of Rs. 10/- each	50,000,000.00	50,000,000.00
30,00,100 Equity Shares of Rs. 10/- each fully paid up (Previous period : 30,00,100 Equity Shares of Rs. 10/- each fully paid up)	30,001,000.00	30,001,000.00
	30,001,000.00	30,001,000.00
SCHEDULE 'B'		
RESERVES AND SURPLUS :		
Balance in Profit & Loss Account	997,568.62	944,290.03
Statutory Reserve	57,369.00	3,450
Add: Addition during the year	13,320.00	70,689.00
	1,068,257.62	1,001,659.03
SCHEDULE 'C'		
DEFERRED TAX LIABILITY (NET)		
Deferred Tax liability		
Timing difference in depreciable assets	1,774.00	1,259.00
	1,774.00	1,259.00
SCHEDULE 'F'		
CASH AND BANK BALANCES		
Cash-in-hand (As certified by the management)	194,179.00	503,928.00
Cheque- in- hand	254,846.00	190,094.00
Balance with Scheduled bank:		
In Current Account	414,561.58	22,619,656.58
	863,586.58	23,313,678.58
SCHEDULE 'G'		
LOANS AND ADVANCES		
Loans (Unsecured & considered good)	23,741,187.00	4,265,000.00
Advances (Recoverable in cash or in kind or for value to be received)		
Income Tax Deducted at Source (includes for the A.Y. 2011-12 Rs.312985)	766,828.00	1,084,454.00
Mat Credit Entitlement	15,815.00	
Income Tax Refundable	210,772.00	
Other Advances	156,000.00	187,000.00
	24,890,602.00	5,536,454.00

**SCHEDULE 'H'****CURRENT LIABILITIES & PROVISIONS****(a) Liabilities**

Sundry Creditors for expenses
Other liabilities

As at
31.03.2011

As at
31.03.2010

189,354.00
53,535.01
242,889.01

189,354.00
91,792.55
281,146.55

(b) Provisions

Provision for Income Tax
Provision for Gratuity
Provision for Leave

138,978.00
171,239.00
9,567.00

319,784.00
562,673.01

165,156.00
307,615.00
-

472,771.00
753,917.55

SCHEDULE 'I'**INCREASE/(DECREASE) IN FINISHED STOCK**

Closing Stock
Less : Opening Stock

5,819,399.05
2,871,955.00
2,947,444.05

2,871,955.00
3,015,880.00
(143,925.00)

SCHEDULE 'J'**PERSONNEL EXPENSES**

Salary, Bonus, etc
Gratuity
Staff, Welfare Expenses

2,181,256.00
34,729.00
14,565.00
2,230,550.00

1,850,374.00
65,106.00
14,313.00
1,929,793.00

SCHEDULE 'K'**OPERATING AND ADMINISTRATIVE EXPENSES**

Advertisement
Audit fees
Advance Interest Tax written off
Bank Charges
Books & Periodicals
Conveyance expenses
Computer maintenance charges
Demat charges
Directors' Remuneration and Fees
Filing fees
Interest Paid
Listing Fees
General Expenses
Postage & Telegram
Printing & Stationery
Professional fees
Professional Tax
Rates & Taxes
Rent
Securities Transaction Tax
Shareholders service charges
Telephone Expenses

10,408.00
19,854.00
-
1,675.00
2,100.00
3,638.00
-
331.00
267,320.00
2,240.00
144.00
28,126.00
1,206.95
1,720.00
10,050.00
88,800.00
2,500.00
1,900.00
162,000.00
1,105.00
32,956.46
38,023.00
676,097.41

9,290.00
19,854.00
8,266.00
1,715.00
2,725.00
15,397.00
2,978.00
3,477.00
357,000.00
1,238.00
1,057.00
27,200.00
1,225.00
1,543.00
14,693.00
15,000.00
2,500.00
1,900.00
162,000.00
20,033.00
44,125.00
50,654.00
763,870.00

**SCHEDULED
FIXED ASSETS**

Description of Goods	GROSS BLOCK AT COST				DEPRECIATION			NET BLOCK	
	As at 31.03.2010	Additions during the year	Sales during the year	As at 31.03.2011	Upto 31.03.2010	For the Year	Adjustments during the year	Upto 31.03.2011	As at 31.03.2010
Furniture & Fixtures	18,235.00	-	-	18,235.00	17,155.00	195.00	-	17,350.00	1,080.00
Air Conditioner	33,500.00	-	-	33,500.00	17,040.00	2,250.00	-	19,330.00	16,460.00
Computer & Printer	113,000.00	-	-	113,000.00	113,000.00	-	-	113,000.00	-
Cellular Phone	11,150.00	29,500	-	40,650.00	7,446.00	628.00	-	8,074.00	3,704.00
Office Equipment	68,012.00	-	-	68,012.00	53,508.00	2,018.00	-	55,526.00	14,504.00
Total	243,897.00	29,500	-	273,397.00	208,149.00	5,131.00	-	213,280.00	35,748.00
Previous Period	243,897.00	-	-	243,897.00	201,906.00	6,243.00	-	208,149.00	-

Schedule "E"
INVENTORY (Trade Investments)

(As taken, valued & certified by the Mgt.)

INVENTORY (Trade Investments)			As at		As at	
(As taken, valued & certified by the Mgt.)			31.03.2011		31.03.2010	
In Fully Paid Up Equity Shares	Face Value in Rs.	No. of Shares	Rs	P	No. of Shares	Rs P
<u>Quoted</u>						
Future Capital Holdings Ltd.	10	16	2234.40		16	2954.00
Reliance Power Ltd.	10	24	3129.60		24	3588.00
Parsvnath Developers Ltd	10	21,000	810,622.05		-	-
Gujarat Funn waterpark	10	10000	41500.00		10000	41500.00
Indian Maize & Chem Ltd.	10	2000	2000.00		2000	2000.00
Modern Syntex Ltd.	10	150	188.00		150	188.00
Solarson Industries Ltd.	10	1000	1900.00		1000	1900.00
Vegpro Foods & seeds Ltd.	10	4500	3825.00		4500	3825.00
<u>Unquoted</u>						
Lalwani Capital Markets Ltd.	10	130000	1300000.00		130000	1300000.00
Lalwani Ferro Alloys Ltd.	10	948200	2346000.00		56200	562000.00
					-	-
Lalwani Metallica P Ltd.	10	177000	354000.00		-	-
Lalwani Industries Ltd.	10	61000	554000.00		61000	554000.00
Trister Agencies Ltd.	10	20000	200000.00		20000	200000.00
Trister Estates Pvt. Ltd.	10	20000	200000.00		20000	200000.00
			5819399.05			2871955.00
Aggregate Value of Quoted Shares			865399.05			55955.00
Aggregate Value of Unquoted Shares			4954000.00			2816000.00
Market Value of Quoted Shares			1012377.00			55955.00

SCHEDULE 'L'
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS
(I) SIGNIFICANT ACCOUNTING POLICIES:
(a) System of Accounting

The Financial Statements have been prepared under the historical cost convention in accordance with

- 1) The Generally Accepted Accounting Policies.
- 2) The accounting standards specified by the Institute of Chartered Accountants of India (ICAI) and The Provisions of the Companies Act, 1956.
- 3) All financial transactions have been recognised on accrual basis. The management has made the required estimates and assumptions in conformity with the generally accepted accounting principles wherever necessary.

(b) Income & Expenditure

All Income and Expenditure are accounted for on accrual basis.

(c) Fixed Assets

Fixed Assets are stated at cost. Cost includes all identifiable expenditure incurred to bring the assets to its present condition and location.

(d) Depreciation

Depreciation is provided on the 'Written down value' basis at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 (as amended).

(e) Valuation of Closing Stock

Closing Stock of Quoted Shares has been valued at lower of cost or market value and Unquoted Shares has been valued at cost price.

(f) Retirement benefits

Provision for gratuity is being made in the Accounts on the basis of completed years in respect of eligible employees only under The Gratuity Act 1972.

(g) Accounting for taxes:

Provision for tax is made by applying the applicable tax rates and tax laws. Deferred tax charge or credit on timing difference is recognised using current tax rates and tax laws that has been enacted or substantively enacted as of the Balance Sheet date. Deferred Tax Assets are recognised to the extent there is virtual certainty that these assets can be realised in future.

(II) NOTES ON ACCOUNTS:

- 1 Previous year's figures have been regrouped / rearranged, wherever found necessary
- 2 Estimated amount of contracts remaining to be executed on capital account Rs. NIL
(Previous year Rs. NIL)
- 3 Contingent Liability not provided for in the Accounts - NIL
- 4 Loan and Advances includes Rs.100,000/- due from M/s. Bharat Wire Industries recovery of which is doubtful. The Company has already taken legal steps against the company u/s 420 & 1203 of the Indian Penal Code.

5	Auditors Remuneration Includes :	(Amount in Rs.)	
		<u>31.03.11</u>	<u>31.03.10</u>
	Audit Fees	19,854	19,854
	Certification	9,376	-
	Income Tax	21,000	-
		<u>50,230</u>	<u>19,854</u>

- 6 There was no employee receiving remuneration to the extent as laid down under Section 217 (2A) of the Companies Act, 1956.

7	Directors salary:	<u>31.03.11</u>	<u>31.03.10</u>
	i) Salaries & Allowances	267,320.00	357,000.00
	ii) Perquisites	-	-
		<u>267,320.00</u>	<u>357,000.00</u>

- 8 Information pursuant to the provision of paragraph 3, 4C & 4D of part II of Schedule VI of the Companies Act, 1956.

Shares	31.03.11		31.03.10	
	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount
Opening Stock	304,890	2,871,955.00	298,890	3,015,880.00
Purchases	1,090,000	2,947,517.05	17,500	7,230,913.41
Sales	-	-	11,500	7,150,708.25
Closing Stock	1,394,890	5,819,399.05	304,890	2,871,955.00

The other Clauses of said Paragraph are not applicable to the Company.

- 9 Security deposits includes Rs. 152,000/- with Mrs. Snehlata Lalwani towards office premises taken on rent, being adjusted @ Rs. 1,500/- p.m. against rent amount.
- 10 The company has only one business segment "Finance & Investment". Therefore, disclosure requirements for "Segment Reporting" as per AS-17 are not applicable to the Company.
- 11 Related Party Disclosures as required as per AS-18 on "Related party disclosures" issued by the Institute of Chartered Accountants of India are as under:

1. Names of related parties and their relationship

- (a) Key Management personnel: Shri Kamal Kishore Lalwani
- (b) Relatives of key management personnel:
- Smt. Snehlata Lalwani
(wife of Kamal kishore Lalwani)
- Shri Vimal kishore Lalwani
(Brother of Kamal kishore Lalwani)
- Smt. Ruchi Lalwani
(Daughter in Law of Kamal Kishore Lalwani)

2. Transactions with related parties

	Key Mgt personnel	Relatives of key Mgt. Personnel	(Rs. In lacs) Total
Salary	2.67	10.21	12.88
Rent paid	-	0.42	0.42

- 12 In accordance with AS-22, Accounting for taxes on income, there is a Deferred tax Asset (Net) of Rs 1774/- which the management has recognised and the breakup of which is as under:

	As on 31.03.11	As on 31.03.10
<u>Deferred tax liability</u>		
Tax impact of difference between carrying amount of fixed assets in the financial statement & IT return	1774.00	1259.00
	<u>1774.00</u>	<u>1259.00</u>

- 13 Earnings Per Share Disclosures as required as per AS-20 on "Earnings Per Share" issued by the Institute of Chartered Accountants of India are as under:

	2010-11 <u>Amt (Rs.)</u>	2009-10 <u>Amt (Rs.)</u>
a) Profit after Tax used as numerator	53,279	215,676
b) Weighted avg nos. of shares used as denominator	3,000,100	3,000,100
c) Nominal Value of Equity Shares	30,001,000	30,001,000
d) Basic/ diluted earning per share	0.018	0.07

14 Additional Information as required under Part IV of Schedule VI to the Companies Act, 1956.

BALANCE SHEET ABSTRACT AND COMPANIES GENERAL BUSINESS PROFILE

I. Registration Details :

CIN No.	L65999WB1995PLC067302	State Code	21
Balance Sheet	31.03.2011		

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement/Others	NIL

III. Position of Mobilisation and deployment of Funds (Amount in Rs. Thousand)

Total Liabilities	31,633.70	Total Assets	31,633.70
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Sources of Funds :

Paid up Capital	30,001.00	Reserves & Surplus	1,068.26
Deferred Tax Liability	1.77	Unsecured Loans	NIL

Application of Funds :

Net Fixed Assets	60.12	Investments	NIL
Net Current Assets	31,010.91		

IV. Performance of Company : (Amount in Rs. Thousand)

Turnover	6,096.88	Total Expenditure	5,854.16
Profit / (Loss) before Tax	237.58	Profit / (Loss) after Tax	66.60
Earning per share in Rs.	0.018	Dividend Rate %	NIL

V. Generic names of three Principal Products / Services of Company : (As per Monetary Terms)

Item Code No.	Not Applicable
Product Description	(a) Inter Corporate Deposits (b) Share Dealings/Investments (c) Bill Discounting

Schedule 'A' to 'L' form an Integral part of the Accounts

As per our Report attached

For Chopra & Company

Chartered Accountants

Firm Regn No. 308035E

M.K. Dugar

Partner (Mem no. 053684)

Place : Kolkata

Dated: the 30th June 2011

Kamal Kishore Lalwani, MD & CFO

Sanjay Kr. Dhancholia, Director

Snehlata Lalwani, Director