

NOTICE

Notice is hereby given that the **9th (Nineth)** Annual General Meeting of the members of ASE Capital Markets Ltd. will be held on **Wednesday**, **30th September 2009 at 5:00 p.m. at "Memories"**, **Hotel The Grand Bhagwati**, **S. G. Road**, **Ahmedabad – 380054** to transact the following business:

Ordinary Business:

- To receive, consider and adopt the audited Balance Sheet as at 31st March 2009 and Profit & Loss Account for the year ended on that date, the reports of Directors' and Auditors' thereon.
- 2. To declare dividend on Equity shares for the year ended 31st March 2009.
- 3. To appoint Statutory Auditors of the company for the year 2009-2010 and to authorize the Board of Directors to fix their remuneration.

Special Business:

- 4. To consider and if thought fit, to pass the ordinary resolutions for filling up 3 (Three) vacancies of Member Directors on the Board of Directors of the Company, whose requisitions, if any, as may be received, in accordance with the provisions of Section 257 of the Companies Act, 1956.
- 5. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to SEBI letter no. MRD/DSA/ AKS/137196/2008 dated 9th September 2008, intimating No objection of SEBI on appointment of Mr. A. Manickavelu as Chief Executive Officer of the company and provisions of Section 269 read with schedule XIII of the companies Act, 1956 and Other applicable provisions, consent of members of the Company be and is hereby accorded to the appointment of Mr. A. Manickavelu as Chief Executive Officer of the Company for a period of three years with effect from 31st December 2008 on the terms and conditions of appointment letter dated 3rd November 2008.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be requisite in this behalf to give effect to this resolution."

> By Order of the Board For, ASE Capital Markets Ltd.

Place: Ahmedabad Date : 24th August 2009 Bhadren Darji Company Secretary-i/c

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Proxy in order to be valid should be lodged at the registered office of the Company not later than 48 hours of the time of the Annual General Meeting of the company.

- 2. Members are requested to intimate the change in their address, if any.
- 3. Members are requested to bring their copy of the Annual Report at the time of Annual General Meeting.
- 4. Dividend on Equity Shares as recommended by Board, if declared at the meeting, will be paid to the eligible shareholders of the company whose names appear on the Register of Members on 30th September 2009, being the Record Date for the purpose and the dividend shall be paid on or before 30th October 2009.
- 5. In terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividends declared by the Company which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government on the due dates. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim by surrendering the unencashed warrants immediately to the Company.
- 6. Members may note that the Company intends to appoint 3 (Three) Directors under the provisions of Article No. 89(a) of Articles of Association of the Company. Therefore, interested member may submit a requisition to the Company, at least 14 clear days' before the Annual General Meeting, in accordance with relevant provisions of SEBI circulars/directives and Section 257 of the Companies Act, 1956 and Memorandum of Association and Articles of Association of the company.

Explanatory Statement:

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

Item No. 4: As per Article no. 87 of the Articles of Association of the Company, unless otherwise determined by a general meeting of the members of the company, number of directors shall not exceed 15, and pursuant to Article no. 89 of Articles of Association of the Company, the Board of Directors of the Company consists of 6 (Six) member-directors to be appointed by the members in annual general meeting, 6 (Six) Public

representative directors, not having trading rights, to be nominated by ASE, 2 (Two) Officer Directors to be nominated by ASE, one of whom shall be Executive Director and other senior officer of ASE and One Chief Executive Officer of the Company.

Out of 6 (Six) directors positions, following are the member directors elected by the members on the Board of Directors of the Company at present: -

- Mr. Hasmukh H. Khetani was appointed as Additional Director of the Company in the board meeting held on 01/ 11/07. He was appointed by the members in AGM held on 26/09/08 and retires by rotation who is also eligible for reappointment.
- 2. Mr. Snehal I. Patel was appointed as Additional Director of the Company in the board meeting held on 01/11/07. He was appointed by the members in AGM held on 26/09/08 and retires by rotation who is also eligible for reappointment.
- 3. Mr. Shilpesh M. Shah, Mr. Vicky R. Jhaveri and Mr. Jignesh R. Shah were appointed by the members in AGM held on 26/09/08.
- 4. One position is vacant on account of resignation of Mr. Rajendra A. Shah, Member Director.

At present there are 6 (Six) Public Representatives on the Board. Hence, there can be 6 (Six) Member Directors as per SEBI Circular no. SMD/POLICY/CIR-4/2003 dated 1st February 2003.

Out of the 6 Member Directors, 1/3 of them are due for retirement at this Annual General Meeting and therefore appointment for the 3 (Three) positions (including one vacant position) of member directors is to be done as per the provisions of Section 257 of the Companies Act, 1956.

Accordingly, the members may consider filling up 3 (Three) balance vacancies on the Board of directors, in the annual general meeting as per the provisions of Section 257 of the Companies Act, 1956.

None of the directors of the Company, except those whose reappointment or re-election takes place, may be deemed to be concerned or interested in the respective concerned resolution.

Item No. 5: Mr. A. Manickavelu was appointed as Chief Executive Director of the Company with effect from 31st December 2008. The Board of Directors at its meeting held



on 13th January 2009, subject to approval of members in general meeting and under section 269 of the Companies Act, 1956 had passed the resolution regarding his appointment on the terms and conditions as per the appointment letter dated 3rd November 2008, at a remuneration not exceeding Rs. 12,00,000/- per annum.

None of the Directors except Mr. A. Manickavelu of the Company may be deemed to be concerned or interested in the said resolution.

Your directors recommend the adoption of Resolution.

By Order of the Board For, ASE Capital Markets Ltd.

Place: Ahmedabad Date : 24th August 2009 Bhadren Darji Company Secretary-i/c

DIRECTORS' REPORT

Dear Stakeholders,

Your directors have pleasure in presenting the Nineth Annual Report along with audited accounts for the financial year ended on 31st March 2009.

Financial Highlights

Particulars	Year ended on 31.3.2009 (Rs. In Lacs)	Previous Year ended on 31.3.2008 (Rs. In Lacs)
Income from Operations	312.21	377.93
Add: Interest & Other Income (including selling of BSE shares)	326.96	804.89
Total Income	639.17	1182.82
Profit Before Tax	167.76	630.52
Provision for taxation	52.74	148.94
Profit After Tax	115.02	481.58
Balance brought forward from previous year/s	619.60	156.95
Sum available for appropriation	734.62	638.53
Appropriations:		
Proposed Dividend on Equity Shares for the year and Dividend Tax	43.11	17.24
Balance carried forward to balance sheet	691.51	619.60

Dividend

Your directors are pleased to recommend 5% dividend on the Equity Shares (5 paisa per equity share) of Rs. 1/- each for the year ended on 31.3.2009.

Appropriations

In view of the adequacy of profit for the financial year 2008-09, the Board has recommended 5% dividend on equity shares and has transferred total amount of Rs. 36.85 lacs towards proposed dividend payment to the shareholders of the company.

Stock Markets-2008-2009-Global Scenario

The **global financial crisis of 2008–2009** began in July 2007 when a loss of confidence by investors in the value of securitized mortgages in the United States and other developed western countries resulted in a liquidity crisis that prompted a substantial injection of capital into financial markets by the United States Federal Reserve, Bank of England and the European Central Bank. The indicator of perceived credit risk in the general economy, spiked up in July 2007, remained volatile for a year, then spiked even higher in September 2008, as stock markets worldwide crashed and entered a period of high volatility, and a considerable number of banks, mortgage lenders and insurance companies failed in the following weeks. What many are now calling the "Great Recession", the financial crisis of 2007–2009 has been noted as the most serious and global financial crisis since the Great Depression of 1929-1930, by leading economists, with its global effects characterized by the failure of key businesses, declines in consumer wealth estimated in the trillions of U.S. dollars, substantial financial commitments incurred by governments, and a significant decline in economic activity. Many causes have been proposed, with varying weight assigned by experts. Both market-based and regulatory solutions have been implemented or are under consideration, while significant risks remain for the world economy.

The following table gives a picture of how global markets have crashed during the financial year 2008-09:

Index	March 2009	March	Fa	all
	2009	2008	in points	In %
Dow jones	7608	12262	4654	38
Industrial				
Average				
NASDAQ	1528	2279	751	33
Composite				
FTSE 100	3926	5702	1776	31
Nifty	3020	4734	1714	36
Sensex	9708	15644	5936	38

In spite of the Recessionary Global Trend that prevailed during the year 2008-09, your company could achieve positive results in terms of turnover, profit etc.

Overview of the operations

During the year under review, the Company has earned an operational income of Rs. 312.21 lacs as compared to Rs. 377.93 lacs in the previous year, with a 17.39% decrease. The Profit after tax, has decreased to Rs. 115.02 lacs compared to Rs. 481.58 lacs, a decrease of Rs. 341.31 lacs over the previous year and the Earning per Share of the Company decreased from Rs. 0.81 to Rs. 0.16 for the last fiscal. The previous year profit included the extra ordinary profit on sale of investment held in BSE shares and the same is not comparable with current year profit.

In view of the global recession that prevailed during the year, the trading volume on BSE (Cash Segment) has decreased to Rs. 20493.97 Crore, against Rs. 24495 Crore in the previous year. The trading volume on NSE (Cash Segment) has decreased to Rs. 438.89 Crore as compared to Rs. 717.22 Crore in the previous year. The number of Members registered as sub- brokers of the Company for BSE and NSE operations, are 188 and 97 respectively (Previous year- 180-BSE & 91-NSE). Your company, being DP of NSDL continued to provide Demat related facility to its members, their clients, members of Ahmedabad Stock Exchange Ltd. and general public and the total number of active Demat accounts as on 31st March 2009 were 15083 (Previous year – 14920).

In order to further strengthen the internal control, the company has appointed concurrent auditor M/s. M.R. Pandhi & Associates, Chartered Accountants, to verify 100% all demat related activities, w.e.f. 01/04/2008.

Future Outlook

In the last year members were informed that the management is putting its best efforts to get clearance of SEBI for NSE Futures & Options (F&O). Your directors are pleased to inform you that SEBI has given the permission to your company to deal in the NSE Derivative Segment vide their registration no. INF231107435 dated 19/02/2009.

During the year the number of trading clients increased to 88,328 (BSE-77385 & NSE-10943) as on 31st March 2009, (72,200 on 31.3.2008). Your company hopes to surpass the previous year turnover through increasing the investors' satisfaction level and by gaining the trust of investors.

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Further, your Company has also obtained the membership of Currency Derivatives Segment, in MCX-SX as well as in NSE vide SEBI Registration No. INE261107435 dated 06/02/2009 and INF231107435 dated 19/02/2009 respectively. Your company is thinking of introducing new products such as Interest Rate Futures, Portfolio Investment Scheme (PIS) for NRI clients, etc. Also, your company is exploring the ways and means of expanding DP Client base by opening new DP branches.

Deposits

During the year under review, the company has not accepted deposits from the public within the meaning of The Companies (Acceptance of Deposits) Rules, 1975 and rules made there under.

Share Capital

During the year (2008-09), there is no change in the paid up share capital of the company and the shareholding pattern of the company has remained as under:

Shareholding By	Equity Share	Equity Share
	Capital (%)	Capital in(Rs.)
Ahmedabad Stock		
Exchange Ltd.	54.27	4 00 00 000
ASE Capital Market	22.94	1 69 04 800
Development Board		
Members of Ahmedabad	22.79	1 67 95 700
Stock Exchange Ltd. including		
Subscribers to Memorandum		
of Association		
Total	100	7 37 00 500

Directors Responsibility Statement

As required under provisions of sub section 217(2AA) of the Companies Act, 1956, the Directors confirm that,

- a) in the preparations of Annual Accounts, the applicable Accounting standards had been followed and no material departures have been made from the same;
- b) the directors have 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 profit or loss of the company for that period;

- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared Annual Accounts on a going concern basis.

Committees

Audit Committee :

Your company has constituted an Audit Committee of Directors as mandated by Section 292(A) of the Companies Act, 1956. Mr. Hasmukh H. Khetani, Mr. Piyushchandra R. Vyas, Mr. Keyoor Bakshi, Mr. K K Mishra and Mr. A Manickavelu Directors are the members of the Committee. During the year, four meetings of the Audit Committee were held and the discussions were held with auditors periodically on quarterly accounts and internal control systems. Further annual financial statements were also reviewed by the Audit Committee.

Other Committees :

In addition to the audit committee, your company has formed Share Allotment and Transfer committee, Investment committee, Computerization committee and Business Development committee, consisting of Member Directors, Public Representative Directors and CEO.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

Since the Company is not engaged in the manufacturing activities, the particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earning and outgo pursuant to Section 217(1) (e) of the Companies Act, 1956 are Nil.

Particulars of Employees

There was no employee who was in receipt of remuneration exceeding the limits as prescribed under section 217 (2A) of the Companies Act, 1956.

Directors

Mr. Hasmukh H. Khetani and Mr. Snehal I. Patel were appointed as additional directors in the Board meeting held on 1st November 2007 and were elected in AGM held on 26th September 2008. Mr. Vicky R. Jhaveri, Mr. Jignesh R. Shah, Mr. Shilpesh M. Shah and Mr. Rajendra A. Shah were also elected in AGM held on 26th September 2008. Mr. Rajendra A. Shah resigned from the Board w.e.f. 13th January 2009.

Mr. M. C. Gupta Public Representative Director resigned w.e.f.

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26th December 2008. During the year, SEBI vide letter no. MRD/ DSA/ASE/DA/112948/2008 dated 07/01/2008, communicated no objection to the re-nomination of Mr. Piyushchandra R. Vyas and Mr. Keyoor Bakshi and appointment of Mr. Shailesh Gandhi, Mr. Vinod Kumar Sharma, Mr. Vinod Mehta and Dr. (Ms) Sarla Achuthan as Public Representative Directors of the company. Accordingly, they have become the Public representative directors of the company w.e.f. 22nd May 2009.. In view of the fresh nominations by ASEL, Mr. S. Manikutty, Mr. Navin Pahwa and Mr. Sandipan Kar vacated their office as Public Representative Directors.

The Board places on record, its appreciation and thanks for their valuable guidance and services rendered by all the outgoing Directors.

During the year, Mr. A Manickavelu joined as CEO of the company w.e.f. 31st December 2008. He is a B.B.A.(Bachelor of Business Administration), a C.A.I.I.B.(Certified Associate of the Indian Institute of Bankers) and an M.F.M.(Master of Financial Management) from Jamnalal Bajaj Institute of Management Studies, Mumbai. Before joining our company, he was the Managing Director of OTC Exchange of India, Mumbai. He has served in SEBI – I.E.S (Investigation, Enforcement and Surveillance) Department as Officer on Special Duty. In view of his joining as CEO, Mr. Bhadren Darji vacated the charge of CEO (O).

Auditors

M/s. G. K. Choksi & Co., Chartered Accountants, Ahmedabad, the Statutory Auditors of the Company retires at the ensuing Annual General Meeting and are eligible for re-appointment.

Acknowledgement

The Board wishes to place on record its sincere appreciation for the co-operation received from SEBI, ROC, NSEIL, BSEL, ASEL, MCX-SX, NSDL and Other Government Agencies, Bankers, Auditors, Sub brokers and clients of the company. The Board also expresses its appreciation for the support extended by the shareholders and employees of the organisation.

For and on behalf of the Board of Directors of ASE CAPITAL MARKETS LIMITED.

Hasmukh H. Khetani Chairman

Place: Ahmedabad Date: 24th August 2009

9th Annual Report 2008-09

AUDITORS' REPORT

To The Members, **ASE CAPITAL MARKETS LIMITED** Ahmedabad.

- We have audited the attached Balance Sheet of ASE CAPITAL MARKETS LIMITED as at 31st March, 2009 and the Profit and Loss Account 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.
- 2. 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 misstatements. An audit includes examining, on a test basis, evidence supporting, the amounts and disclosures in the financial statements. An audit also includes assessing 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.
- 3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
- 4. Further to our comments in the Annexure refer to above, we report that:
 - We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;

- In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
- In our opinion, the Balance Sheet and Profit and Loss Account comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- e. On the basis of written representation received from the directors of the company as at March 31st, 2009 and taken on record by the board of directors, we report that none of the directors is disqualified from being appointed as director of company under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009.

and

ii. in the case of the Profit and Loss Account, of the profit for the year ended on that date.

> FOR G. K. CHOKSI & CO. Chartered Accountants

ROHIT K. CHOKSI Partner Membership .No. 31103

Place : Ahmedabad Date : 24th August 2009

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ANNEXURE TO THE AUDITORS' REPORT

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The annexure referred to in the Auditors Report to the members of ASE Capital Markets Limited (the company) for the year ended 31st March 2009. We report that:

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year at reasonable intervals and no material discrepancies were noticed on such verification.
 - (c) The company has not disposed off any substantial/major part of fixed assets during the year as would affect its going concern status.
- 2 The Company's nature of operation does not require it to hold inventories. Accordingly, clause 4(ii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- 3 (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained u/s.301 of the Companies Act, 1956. Accordingly the clauses 4(ii)(b), 4(iii)(c) and 4(iii)(d) of the report are not applicable
 - (b) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, clauses 4(iii)(f) and 4(iii)(g) of paragraph 4 of the Order are not applicable to the company for the current year.
- 4 In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase of fixed assets and services. The activities of the company do not involve purchase of inventories and sale of good. There were a few cases of non-compliance to which the attention of the management has been drawn for corrective actions. *The internal control procedure in respect of Depository Participant operation needs to be strengthened to make it commensurate with the size of the company and nature of the business.*

During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control *except as referred above with respect to Depository Participant Operations.*

- (a) According to information and explanations given to us, we are of the opinion that the particulars of contracts and arrangements refer to in section 301 of the Companies Act, 1956, have been entered in the register required to be maintained under that section.
 - (b) In our opinion and according to the information and explanations given to us, having regard to the fact that the services received are of a special nature and suitable alternative sources do not exist for obtaining comparative quotations, the transaction made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6 The company has not accepted any deposits from the public within the meaning of Section 58A and 58AA or any other relevant provisions of the act and the rules framed there under.
- 7 In our opinion the system of internal audit is commensurate with the size of the company and the nature of its business.
- 8 According to information and explanation given to us, the central government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of services carried out by the company.
- 9 (a) According to information and explanation given to us, and on the basis of our examination of the books of accounts, the company has been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise



duty, cess and other material statutory dues applicable to it

(b) According to the information and explanations to given to us, the Company had disputed outstanding statutory dues as at 31st March, 2009 as stated below:

Name of the Statute	Nature of the Dues	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where dispute is pending
The Bombay Stamp Act, 1958	Stamp Duty on Turnover with BSE & NSF	197.38	2003-2004 to 2005-2006	Superitendent
The Finance Act, 1994 (Service Tax)	NSE/BSE Transaction Charges, SEBI Turnover Charges, Demat Charges	99.84 (Service Tax Demand Rs. 33.28 and Penalty Rs. 66.57 lacs)	2001-2002 to 2006-2007	Commissioner

- 10 The company does not have any accumulated losses as at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 11 According to the records of the company examined by us and on the basis of information and explanations given to us, the company has neither taken any loans from a financial institutions and a bank nor issued any debentures. Accordingly clause 4(xi) of the order is not applicable.
- The company has not granted any loans and advances on the basis of securities by way of pledge of shares, debentures and other securities. Accordingly clause 4(xii) of the order is not applicable.
- 13. The company is not Chit fund, Nidhi, Mutual Benefit Funds or a Society. Accordingly clause 4(xiii) of the order is not applicable.
- 14. The Company is not dealing in securities other than those securities which were dealt on behalf of the clients and does not have proprietary trading of shares, securities, debentures and other investments, in our opinion, the clause 4(xiv) of the Order is not applicable to the company.

- 15. In our opinion and according to the information and explanation given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions during the year. Accordingly clause 4(xv) of the order is not applicable.
- 16. In our opinion and according to the information and explanations given to us, the company has not obtained any term loans during the year under review. Accordingly clause 4(xvi) of the order is not applicable.
- 17. On the basis of an overall examination of the balance sheet of the company in our opinion and according to the information and explanations given to us, the company has not raised any funds on short term basis which has been used for long term investment.
- The company has not made any preferential allotment to parties and companies covered under register maintained under section 301 of The Companies Act, 1956 during the year. Accordingly clause 4(xviii) of the order is not applicable.
- During the period covered by audit report, the company has not issued any debentures. Accordingly clause 4(xix) of the order is not applicable.
- 20. The company has not raised any money by public issues during the year. Accordingly clause 4(xx) of the order is not applicable.
- 21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period under review.

FOR G. K. CHOKSI & CO. Chartered Accountants

ROHIT K. CHOKSI Partner Membership .No. 31103

Place : Ahmedabad Date : 24th August 2009

Particulars Schedule As at 31/03/2009 As at 31/03/2008 Amount (Rs.) Amount (Rs.) Amount (Rs.) SOURCES OF FUNDS Shareholders' Funds : 737 00 500 Share Capital 1 7 37 00 500 **Reserves and Surplus** 2 8 04 51 532 7 32 60 452 15 41 52 032 14 69 60 952 Deferred Tax Liabilities (Net) 70 100 177964 Total 15 42 22 132 14 71 38 916 **APPLICATION OF FUNDS Fixed Assets** 3 Gross Block 3 17 28 781 30170411 Less : Depreciation 2 36 39 396 2 09 60 690 80 89 385 92 09 721 989 Investments 4 989 **Current Assets, Loans & Advances** 5 Interest accrued on Deposits 85 47 725 54 55 345 Sundry Debtors 3 01 74 995 3 43 97 500 Cash and Bank Balances 397428087 46 51 95 989 Loans and Advances 56595278 3 94 31 316 49 27 46 085 54 44 80 150 Less : Current Liabilities & Provisions 6 **Current Liabilities** 34 23 03 032 40 46 58 909 Provisions 43 11 295 18 93 035 34 66 14 327 40 65 51 944 **Net Current Assets** 14 61 31 758 13 79 28 206 Total: 15 42 22 132 14 71 38 916 Significant Accounting Policy 11 Notes forming part of Accounts 12

Balance Sheet as at 31st March, 2009

As per attached report of even date

FOR G. K. CHOKSI & CO. Chartered Accountants

ROHIT K. CHOKSI Partner

Place: Ahmedabad Date: 24th August 2009

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF

ASE CAPITAL MARKETS LIMITED

HASMUKH KHETANIMEMBER DIRECTORPIYUSHCHANDRAR. VYASP R DIRECTORA. MANICKAVELUCHIEF EXECUTIVE OFFICERVIPUL PATELOFFICER DIRECTOR

Place : Ahmedabad Date : 24th August 2009

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Profit and Loss Account for the year ended 31st March, 2009

Particulars	Schedule	Currer	nt Year	Previous Year
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
INCOME :				
Income from Operations	7	3 12 21 155		3 77 92 829
Profit on sale of BSE Shares		0		5 30 28 170
Other Income	8	3 26 96 248		2 74 61 173
			6 39 17 403	11 82 82 172
EXPENDITURE :	_			
Operating Expenses	9	1 49 51 669		1 79 26 304
Administrative and Other Expenses	10	1 11 93 318		1 34 61 104
Interest and Financial Charges		2 04 95 945		2 04 87 301
Depreciation		26 78 706	4 93 19 638	<u>33 55 389</u> 5 52 30 098
Profit before Tax & Prior period adjust	monte		1 45 97 765	<u> </u>
Add/Less: Prior period adjustments	ments		21 78 666	0 30 32 074
Profit before Tax			1 67 76 431	6 30 52 074
			10110401	0 00 02 01 4
Less: Provision for Taxation				
Current Tax (Inclding Income tax	of Previous Years	s) 53 75 000		1 65 68 305
Deferred Tax		(107864)		(17 19 873)
Fringe Benefit Tax		6 920		45 721
			52 74 056	1 48 94 153
Profit after Tax			1 15 02 375	4 81 57 921
Balance brought forward			6 19 60 282	1 56 95 396
Profit available for appropriation			7 34 62 657	6 38 53 317
APPROPRIATION				
Proposed Dividend on Preference Sha	ares		0	1 44 038
Dividend Tax on Preference Shares			0	24 479
Proposed Dividend on Equity Shares			36 85 025	14 74 010
Dividend Tax on Equity Shares Transferred to General reserve			6 26 270 0	2 50 508 0
Balance Carried to Balance Sheet			6 91 51 362	6 19 60 282
	0		7 34 62 657	6 38 53 317
Basic and Diluted Earnings Per Equit	y Share		0.16	0.81
(Refer Note No. 5 of Schedule-'12')	4.4			
Significant Accounting Policy	11			
Notes forming part of Accounts	12			
As per attached report of even date		FOR AND ON BEH	ALF OF THE BOARD OF I	DIRECTORS OF
FOR G. K. CHOKSI & CO.		ASE CAPITAL MAR	RKETS LIMITED	
Chartered Accountants		HASMUKH KHET	ANI MEMBER	DIRECTOR
		PIYUSHCHANDR	A.R. VYAS P.R. DIRE	CTOR
ROHIT K. CHOKSI				
		A. MANICKAVELU	CHIEF EX	ECUTIVE OFFICER
ROHIT K. CHOKSI				ECUTIVE OFFICER DIRECTOR
ROHIT K. CHOKSI		A. MANICKAVELU	OFFICER	

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Schedule - 1 : Share Capital

Particulars	As at 31	As at 31/03/2008	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
Authorised Capital 10,00,00,000 Equity Shares of Re. 1/- each (Previous Year 10,00,00,000 shares of Rs. 1/- each)		10 00 00 000	10 00 00 000
Issued, Subscribed and Paid up Equity Share Capital (73700500 shares of Re.1 each fully paid up P. Y. 73700500 shares of Rs.1 each fully paid up)		7 37 00 500	7 37 00 500
[Out of above, 4,00,00,000 (Previous period 4,00,00,000) Equity Shares are held by Ahmedabad Stock Exchange Limited, the holding company.] Total:		7 37 00 500	7 37 00 500

Schedule - 2 : Reserves and Surplus					
Particulars	As at 31	As at 31/03/2008			
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)		
Customers Protection Fund General Reserve		10 00 000	10 00 000		
Opening Balance Transferred From 1% Redeemable Pref. Shares Redemption Reserve	1 03 00 170 0		3 00 170 1 00 00 000		
Profit and Loss Account As per annexed Profit and Loss Account		1 03 00 170 6 91 51 362	1 03 00 170 6 19 60 282		
Total :		8 04 51 532	7 32 60 452		

Schedule - 3 : Fixed Assets

	(Gross Block	(At cost)		Depre	ciation		Net Bl	ock
	As at	Additions/	As at	Up to	For the	Adjustments	Up to	As at	As at
Name of Assets	01/04/08	Adjustments	31/03/09	31/03/08	year		31/03/09	31/03/09	31/03/08
	Amount (Rs.)		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)				
Tangible Assets									
Computers	99 93 743	15 14 696	1 15 08 439	80 17 715	10 39 624	0	90 57 339	24 51 100	19 76 027
Furniture & Fixture	9 94 357	0	9 94 357	7 70 094	40 592	0	8 10 686	1 83 671	2 24 264
Office Equipment	98 093	43 674	1 41 767	83 108	3 938	0	87 046	54 721	14 985
Vehicles	5 85 628	0	5 85 628	3 20 199	68 720	0	3 88 919	1 96 709	2 65 429
Total :	1 16 71 821	15 58 370	1 32 30 191	91 91 116	11 52 874	0 ~	1 03 43 990	28 86 201	24 80 705
Intangible Assets									
Other Than Internally									
Generated									
Membership Right	97 16 000	0	97 16 000	38 11 342	8 00 000	0	46 11 342	51 04 658	59 04 658
in Stock Exchange									
Softwares	87 82 590	0	87 82 590	79 58 232	7 25 832	0	86 84 064	98 526	8 24 358
Total :	1 84 98 590	0	1 84 98 590	1 17 69 574	15 25 832	0 '	1 32 95 406	52 03 184	67 29 016
Grand Total :	3 01 70 411	15 58 370	3 17 28 781	2 0960 690	26 78 706	0 2	2 36 39 396	80 89 385	92 09 721
Previous Year :	2 91 92 817	9 77 594	3 01 70 411	1 76 05 301	33 55 389	0 2	2 09 60 690	92 09 721	

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Schedule - 4 : Investment

Particulars	As at 31/03/2009 Amount (Rs.)	As at 31/03/2008 Amount (Rs.)
Equity Shares of Bombay Stock Exchange Ltd. 12857 (P. Y. 989) Equity Shares of Rs. 1 each fully paid	989	989

Schedule - 5 : Current Assets, Loans and Advances

Amount (Rs.)		
/ (1100111 (1103.)	Amount (Rs.)	Amount (Rs.)
	85 47 725	54 55 345
6 528		17 760
3 01 68 467		3 43 79 740
	3 01 74 995	3 43 97 500
36 893		39 951
10 11 26 547		10 27 95 891
29 62 64 647		36 23 60 147
	39 74 28 087	46 51 95 989
92 85 850		79 30 632
4 11 364		2 55 560
57 48 564		39 97 624
4 11 26 000		2 72 26 000
23 500		21 500
	5 65 95 278	3 94 31 316
I	49 27 46 085	54 44 80 150
	<u>3 01 68 467</u> 36 893 10 11 26 547 <u>29 62 64 647</u> 92 85 850 4 11 364 57 48 564 4 11 26 000 23 500	$\begin{array}{r} 6528\\ 30168467\\ 30174995\\ 36893\\ 101126547\\ \underline{296264647}\\ 397428087\\ \end{array}$

Schedule - 6 : Current Liabilities and Provisions

Particulars	As at 31/03/200		As at 31/03/2008
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
Current Liabilities			
Sundry Creditors	11 98 67 620		12 21 37 733
Other Liabilities	22 24 35 412		28 25 21 176
		34 23 03 032	40 46 58 909
Provisions			
Dividend Tax on Equity Shares	6 26 270		2 50 508
Dividend on Equity shares	36 85 025		14 74 010
Dividend Tax on Preference Shares	0		24 479
Dividend on Preference Shares	0		1 44 038
		43 11 295	18 93 035
Total :		34 66 14 327	40 65 51 944

Schedule - 7 : Income from Operations

Particulars	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Brokerage and other charges	2 41 38 575	2 88 64 697
Depository Income	70 82 580	89 28 132
Total :	3 12 21 155	3 77 92 829

Particulars	Current Year	Previous Year	
	Amount (Rs.)	Amount (Rs.)	
Interest Income [TDS Rs. 59,41,188 Previous Year Rs. 63,33,564]	3 08 80 492	2 72 10 406	
New Admission Fees	12 00 000	0	
Delayed Delivery charges recovered Dividend	2 10 861 1 17 032	63 925 0	
Misc. Income	<u> </u>	1 86 842	
Total :	3 26 96 248	2 74 61 173	

Schedule - 9 : Operating Expenses				
Particulars	Current Year	Previous Year		
	Amount (Rs.)	Amount (Rs.)		
Stock Exchange / Depositories Charges	27 62 374	31 94 520		
SEBI Fees	2 01 000	50 570		
Software Development and Maintenance Charges	14 00 000	14 00 000		
Computer Rental Charges	0	40 000		
Infrastructure and other facilities Usage Charges	1 02 89 959	1 28 11 717		
Email and sms charges	2 94 254	4 17 856		
Loss on Account of Short Delivery	4 082	11 641		
Total :	1 49 51 669	1 79 26 304		

Schedule - 10 : Administrative and Other Expenses

Particulars	rticulars Current Year	
	Amount (Rs.)	Amount (Rs.)
Payment to and provision for employees	37 65 844	29 28 934
Electricity	2 44 919	4 44 330
Repairs and Maintenance	12 49 391	14 70 905
Professional Fees and Legal Charges	6 08 408	6 40 155
Auditor's Remuneration	1 00 000	60 000
Printing & Stationery	6 66 537	8 19 652
Telephone & Postage	9 08 605	13 51 850
Travelling and Conveyance	3 16 637	1 94 856
DP Franchisee Commission	26 86 405	39 17 382
Internet Charges	40 024	35 932
Advertisement Expenses	8 900	6 62 699
Other Expenses	5 97 648	3 97 226
Placement Fees for BSE Shares	0	5 37 183
Total :	1 11 93 318	1 34 61 104

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Schedule - 11 : Significant Accounting Policies

(1) Accounting Conventions :

These financial statements have been prepared on the accrual basis of accounting, under the historical cost convention, in accordance with the Companies Act, 1956 and the applicable accounting standards issued by The Institute of Chartered Accountants of India.

(2) Use of estimates :

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Differences between the actual result and estimates are recognised in the period in which the results are known/ determined.

(3) Revenue recognition:

(A) Brokerage income is accounted for on an accrual basis, net of commission to sub brokers.

(B) Interest income is accounted for on an accrual basis.

(4) Fixed Assets :

Fixed Assets are stated at their original cost including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and other attributable cost of bringing the assets to its working condition for its intended use.

(5) Impairment of Assets:

An asset is treated as impaired when its carrying cost exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

(6) Depreciation / Amortisation:

Depreciation on Fixed Assets is provided on written down value method at rates and in manner specified in Schedule XIV of the Companies Act, 1956. Depreciation on addition/deletion to assets during the period is provided on pro-rata basis.

Intangible Assets other than membership right of stock exchange is amortised over the period of three years. Membership right of stock exchange is amortised over the period of ten years.

(7) Retirement Benefits:

Defined Contribution Plan

Contribution to Defined Contribution Schemes such as Provident Fund and Employees State Insurance Corporation are charged to the Profit and loss account as and when incurred.

Defined Benefit Plan

Gratuity and Leave Benefits with respect to defined benefit schemes are accrued based on actuarial valuations, carried out by an independent actuary as at the balance sheet date and are charged against revenue. Contributions towards Gratuity are covered through Group Gratuity Scheme with Life Insurance Corporation of India.



(8) Taxation:

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax are measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognised only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

(9) **Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Schedule - '12' : Notes forming part of accounts

1. Contingent Liabilities and capital commitments:

Particulars	2008-09	2007-08
Counter Bank Guarantees Claims not acknowledged as debts Service Tax	420.00	815.00
- Tax Demand	33.28	33.28
- Penalty	66.56	66.56
Development Fees (CSE)	2.50	2.50
Stamp Duty	197.38	261.58

2. The amount of DP dividend payable and BSE F&O Client Account are not reconciled to the extent of Rs. 45,553.84/- and Rs. 20,536/- respectively. The management is in the process of reconciling the same.

3. Employee Benefits

Defined contribution to Provident Fund

The company makes contribution towards employees' provident fund plan scheme. Under the rules of these schemes, the Company is required to contribute a specified percentage of payroll costs. The company during the year recognised Rs. 67,398/- (P. Y. Rs. 50,545/-) as expense towards contributions to these plans.

[Rs. in Lacs]



[Amount in Rs.]

	[Amount in RS.]					
		March 31, 200	9		March 31, 200	8
Particulars		Leave			Leave	
	Gratuity	Encashment	Sick Leave	Gratuity	Encashment	Sick Leave
Changes in Present Value of						
-						
Obligations	74040	74045	570.45	50000	05005	N 111
Present Value of Obligation as	74313	74015	57945	58639	35635	NIL
at the beginning of the year	FF7 0	A	N III	400.4	2020	N III
Interest Cost	5573	5551	NIL	4984	3029	NIL
Current Service Cost	60574	43454	36379	32727	22281	57945
Actuarial (gain) / Loss on obligations	(6406)	40576	NIL	(22037)	47626	NIL
Benefits paid – from plan assets	NIL	NIL	NIL	NIL	NIL	NIL
Benefits paid – from own funds	NIL	(68895)	NIL	NIL	(34556)	NIL
Present value of Obligation as	134234	94701	129959	74313	74015	57945
at the end of the year						
Changes in fair value of plan assets						
Fair Value of Plan Assets at the	NIL	NIL	NIL	NIL	NIL	NIL
beginning of the year	l .					
Expected Return on Plan Assets	12776	NIL	NIL	NIL	NIL	NIL
Contributions	283911	NIL	NIL	NIL		
Actuarial Gain / (loss) on Plan Assets	(2974)	NIL	NIL	NIL	NIL	NIL
Benefits paid	NIL	NIL	NIL	NIL	NIL	NIL
Fair Value of Plan Assets at the	288713	NIL	NIL	NIL	NIL	NIL
end of the year						
Amount recognized in						
balance sheet						
Present Value of Obligations as	(134234)	(94701)	(129959)	74313	74015	57945
at the end of the year	, ,		, , , , , , , , , , , , , , , , , , ,			
Fair value of plan Assets as at	288713	NIL	NIL	NIL	NIL	NIL
the end of the year						
Net Asset / (Liability) recognized	154479	(94701)	(129959)	(74313)	(74015)	(57945)
in Balance sheet						
Expenses recognized in the						
Profit and loss account						
Current Service Cost	60754	43454	57945	32727	22281	57945
Interest Cost	5573	3029	NIL	4984	3029	NIL
Expected Return on Plan Assets	(12776)	NIL	NIL	NIL	NIL	NIL
Net actuarial (gain) /loss	1568	47626	NIL	(22037)	47626	NIL
recognized in the year						
Expenses Recognized in the	55119	72936	57945	15674	72936	57945
statement of Profit & Loss						
Investment details						
Funds with Institutions	100%	NIL	NIL	NIL	NIL	NIL
Assumptions						
Discount rate	7.50%	7.50%	7.50%	8.50%	8.50%	8.50%
Rate of increase in	6.00%	6.00%	6.00%	6.50%	6.50%	6.50%
compensation levels						
Rate of return on plan assets	9.00%	-			-	—
	L					

The estimates of rate of escalation in salary considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The actuary certifies the above information.

4. Related Party Disclosures

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

(a) List of related parties with whom transactions have taken place during the year and relationship:

	Sr. No.	Name of the Related Party	Relationship
Γ	1	Ahmedabad Stock Exchange Limited	Holding Company
	2	Shri A. Manickavelu - CEO	Key Management Personnel

(b) Transactions with related parties

Sr. No.	Name of the transaction	2008-2009	2007-2008
(i)	Managerial Remuneration - Key Management personnel	2,67,775	_
(ii)	Reimbursement of Expenditure - Holding Company	62,093	4,02,202
(iii)	Facilitation and Infrastructure Usage Charges - Holding Company	81,11,303	1,29,82,792
(vii)	Outstanding Balances as at March, 31, 2009 <i>Key Management Personnel</i> - Due by company	NIL	_
	Holding Company - Due by company	36,40,314	61,91,363

5. Particulars of Earnings per Share

Particulars	2008-2009	2007-2008
Net profit / (Loss) for the year (Rs.)	11502375	48157921
Number of weighted Equity Shares	73700500	59296683
Nominal Value of the Share (Rs.)	1	1
Earning per share (Rs.)	0.16	0.81

6. The Company estimates deferred tax/(charge) using the applicable rate of taxation based on the impact of timing difference between financial statements and estimated taxable income for the current year .

The components of the deferred tax balances are as follows :

[[]Amount in Rs.]

	2008-2009		2007-	-2008
	Deferred	Deferred tax	Deferred tax	Deferred tax
Particulars	tax asset	liability	asset	liability
Timing difference on account of : Difference between book depreciation and depreciation under Income Tax Act, 1961		180998		272116
Disallowances u/s.43B of Income Tax Act, 1961	69420		56966	
Disallowances u/s.40A(7) of Income Tax Act, 1961	41478		37187	
	110898	180998	94152	272116
Net Deferred Tax Assets/Liability	70100		177	7954

- 7. The company is yet to initiate the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). In the absence of relevant information relating to the suppliers registered under the Micro, Small and Medium Enterprises (Development) Act, 2006, the balance due to Micro, Small and Medium Enterprises at year end and interest paid or payable under MSMED Act, 2006 during the year could not be compiled and disclosed.
- 8. In the opinion of the Directors, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the Balance Sheet.
- 9. Balance of sundry debtors, creditors, loans and advances are subject to confirmation.
- **10.** Auditor's Remuneration is made up of :

[Amount in Rs.]

Particulars	2008-2009	2007-2008
Audit Fees Tax Matters	90000 10000	50000 10000
	100000	60000

11. Other information pursuant to paragraph 3, 4C and 4D of part-II of schedule–VI to the Companies Act, 1956 are NIL.

12. The previous year's figures have been regrouped, reworked and reclassified wherever necessary.

As per our attached report of even date.

FOR G. K. CHOKSI & CO. Chartered Accountants	FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF ASE CAPITAL MARKETS LIMITED		
ROHIT K. CHOKSI	HASMUKH KHETANI PIYUSHCHANDRA R. VY		
Partner	Member Director	P R Director	
	VIPUL PATEL	A. MANICKAVELU	
	Officer Director	Chief Executive Officer	
Place : Ahmedabad	Place : Ahmedabad		
Date : 24th August 2009	Date : 24th August 2009		
		Oth Annual Banart 200	



BALANCE SHEET ABSTRACTS AND COMPANY'S GENERAL BUSINESS PROFILE:

I. Registration Details:

Registration No. 37431 Balance Sheet Date 31st March 2009 State Code 04

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

Public Issue:	_	Right Issue:	_
Bonus Issue:		Private Placement:	—

III. Position of mobilisation and Deployment of Funds (Amount in Rs. Thousand)

Total Liabilities	154222	Total Assets	154222
Sources of Funds: Paid-up Capital Share Application Money Reserve and Surplus Secured Loan Unsecured Loan Deferred Tax Liabilities	73700 — 80452 — — 70	Application of Funds Net Fixed Assets Investments Net Current Assets Deferred Tax Assets Misc. Expenditure	8089 1 146132 — —

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

Turnover and Other Income	63917	Total Expenditure	49320
(+) Profit/(Loss) before tax	16776	(+) Profit/(Loss) after tax	11502
Earning per share (Rs.)	0.16	Dividend Rate	5%

V. Generic names of three principal products services of company (as per monetary terms)

Product/Service Description	Item code No.
Shares Broking and Depository Activities	Not Applicable

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF ASE CAPITAL MARKETS LIMITED

HASMUKH KHETANI Member Director

VIPUL PATEL Officer Director A. MANICKAVELU

PIYUSHCHANDRA R. VYAS

Chief Executive Officer

P R Director

Place : Ahmedabad Date : 24th August 2009

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