

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of **THE FIRST CUSTODIAN FUND (INDIA) LIMITED** will be held on Saturday, 29th September, 2012 at the Registered Office of the Company at 11, Camac Street, Kolkata 700 017 at 11.00 AM.

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, Audited Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Sushil Mantri who retires by rotation and being eligible offers himself for re-appointment.
- 3) To re-appoint M/s. Paresh D. Shah & Co., as Statutory Auditors of the Company and to fix their remuneration.

By Order of the Board of Directors
For THE FIRST CUSTODIAN FUND (INDIA) LTD.

Registered Office:
11, Camac Street,
Kolkata 700 017.

Sd/-
Sushil Mantri
Director

Place: Mumbai
Date: 30th May, 2012

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IS ENCLOSED ALONG WITH THIS NOTICE.
2. The Proxy Form, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. For the convenience of the shareholders, Attendance Slip is annexed to this notice. Shareholders/Proxy Holders are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 24th September, 2012 to Saturday, 29th September, 2012 (both the days inclusive).
5. Corporate Members intending to send their authorized representatives at 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.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are requested to immediately notify any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Secretarial department at the Registered Office of the company or to the Registrar and Transfer Agents in respect of their holding in physical form. Members are further requested to intimate any changes in bank account details to their respective DPs.
8. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report.
9. All the shareholders are requested to register their E-Mail id with the Sharex Dynamic (India) Private Limited for the purpose of service of documents under Section 53 of the Companies Act, 1956 by E-mode instead of under posting certificate (UPC) in view of Circular No. 17/95/2011 CL-V.

To
The Members,

DIRECTOR'S REPORT

Your Directors present herewith the Twenty Sixth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2012.

1. <u>FINANCIAL RESULTS</u>	(Rs. in Lacs)	
	<u>Year Ended 31/03/2012</u>	<u>Year Ended 31/03/2011</u>
Gross Income	65.32	84.05
Total Expenditure	32.74	37.49
Interest Expenses	0.01	0.44
Gross Profit	32.57	46.56
Depreciation	1.03	1.53
Profit / (Loss) Before Tax	31.54	44.59
Less : Income Tax	10.00	8.00
Less/Add : Deferred Tax	0.19	0.06
Less : Income Tax Paid – W/ Off	5.99	0.07
Net Profit / (Loss) After Tax	15.74	36.72
Add : Profit brought forward from previous year	744.09	707.37

APPROPRIATIONS

Profit Carried Forward to Balance Sheet 744.09

2. **DIVIDEND**

Your Directors do not recommend dividend for the financial year ended 31st March, 2012, in order to conserve the resources of the Company.

3. **OPERATIONS**

The Company has earned Rs. 65.32 lacs from Operations. The Company hopes to achieve good result in baring unforeseen circumstances.

4. **DIRECTORS**

Mr. Sushil Mantri retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

5. **CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The disclosures in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, (Referred to as the rules) are as follows:

A. ***Conservation of Energy:***

The Company is not engaged in any manufacturing activity.

Hence, the Company has not taken any energy conservation measures. There are no additional investments and proposals, for reduction of consumption of energy. The Company does not fall within the category of list of industries mentioned in Schedule forming part of the rules. Hence, no disclosures are required to be given in Form A as annexed to the rules.

B. ***Technology Absorption:***

The Company has not deployed any Research and Development facility or absorbed any technology.

Hence, no disclosures are required to be given in Form B as annexed to the rules.

C. ***Foreign Exchange Earning and Outgo:***

Foreign Exchange Earnings/Outgo:	Rs. in Millions
Foreign Exchange Earned	Nil
Foreign Exchange Outgo	Nil

Note: The Company has not engaged into any activities relating to exports.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



CUSTODIAN

6. **FIXED DEPOSITS**

The Company has not accepted any deposits from the public.

7. **PARTICULARS OF EMPLOYEES**

Particulars of Employees as required under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended is not given as there was no employee drawing salary as per the limits mentioned in the said Section and Rules.

8. **LISTING OF EQUITY SHARES**

The Company's equity shares are listed on The Bombay Stock Exchange Limited. The Company has paid listing fees for the year ended 2011-12 with the Exchange.

9. **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement Under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

- i) That in the preparation of the Annual Accounts for the financial year 31st March, 2012, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Accounts for the financial year ended 31st March, 2012 on a going concern basis.

10. **COMPLIANCE CERTIFICATE**

In terms of subsection (1) of section 383A read with The Companies (Compliance Certificate) Rules, 2001, the Company has obtained the Compliance Certificate from M/s. P. P. Shah & Co., Practising Company Secretary and is attached to this Report.

11. **AUDITORS**

M/s. Paresh D. Shah & Co., Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made would be within the prescribed limits specified under Section 224(1B) of the Companies Act, 1956.

12. **ACKNOWLEDGMENT**

The Board wishes to acknowledge and appreciate all its customers, employees and bankers for their continuous support to the Company.

By Order of the Board of Directors
For THE FIRST CUSTODIAN FUND (INDIA) LTD.

Place: Mumbai
Date: 30th May, 2012

Sd/-
Sushil Mantri
Director



FORM[SEE RULE 3]

Co. No. : 21 – 38900

Auth. Capital : Rs. 6 Crores

COMPLIANCE CERTIFICATE

To The Members,
The First Custodian Fund (India) Limited

We have examined the registers, records, books and papers of The First Custodian Fund (India) Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the rules made thereunder (except document mentioned at point no. 1 to Annexure B). The Company has duly paid additional filing fees in accordance with the provisions of Schedule X and Section 611 of the Act for delay in filing the document.
3. The company is a public limited company, hence, the restriction clauses as provided in section 3(1)(iii) of the Companies Act, 1956, is not applicable.
4. During the financial year, the Board of Directors duly met 4 times i.e. on 30th May, 2011, 29th July, 2011, 28th October, 2011 and 10th February, 2012 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed.

The Company has constituted Shareholders / Investor Grievances Committee consisting of some Board Members. During the financial year the Committee met 4 times i.e. 30th May, 2011, 29th July, 2011, 28th October, 2011 and 10th February, 2012 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed.

5. During the financial year, the company has closed its Register of Members and Share Transfer Register from 17th September, 2011 to 24th September, 2011 after complying the provisions of section 154 of the Companies Act, 1956.
6. The annual general meeting for the financial year ended on 31st March, 2011 was held on 24th September, 2011 after publishing notice in newspapers by the company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced any loans to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act.

10. The company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Shareholders / Investors Grievances Committee approves the issue of duplicate share certificates from time to time.
13. The Company has:
 - (i) not made any allotment of securities during the financial year. 10,57,955 equity shares representing 70.53 % of the shares of the Company are dematerialized and 4,42,045 equity shares representing 29.47 % of the shares of the Company are in physical form. The transfer/transmission of shares in dematerialised form is through depositories mechanism. The transfer/transmission of physical shares is duly executed by the Company's appointed Registrar and Share Transfer Agent, M/s. Sharex Dynamic (India) Private Limited. The Shareholders/Investors Grievances Committee takes on record all the physical share transfers from time to time and resolves any investor grievances with respect to non-transfer of shares through depository mode.

Further, all the share certificates lodged for transfers/transmission are duly delivered to the shareholders in accordance with the provisions of the Act.
 - (ii) not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) not posted warrants to any member of the company, as no dividend was declared during the financial year.
 - (iv) no unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid and as are required to be transferred to Investor Education and Protection Fund.
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The company is not required to appoint any Managing Director / Whole Time Director / Manager during the financial year.
16. The company has not appointed any sole-selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other applicable authorities as may be prescribed in the Act during the year under review.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The company has not issued any shares/debentures/other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. The company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The company has not borrowed any amount during the financial year.
25. The company has not made any loans or given guarantees or provided securities to other bodies corporate and consequently no entries are made in the Register kept for the purpose. The company has made investments in other bodies corporate and the necessary entries in respect of same have been made in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company during the financial year for offences under the Act.
32. The company has not received any money as security from its employees during the financial year under certification as per provisions of section 417(1) of the Act.
33. The company was not required to deposit both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For P. P. SHAH & CO.

Sd/-

(PRADIP C. SHAH)

Practising Company Secretary

Partner

Membership No. 1483

Certificate Practice 436

Place: Mumbai
Date: 30th May, 2012

Annexure A

Registers as maintained by the Company

1. Register of Members u/s. 150.
2. Register of Transfers
3. Register of Directors, Managing Director, Manager and Secretaries u/s. 303.
4. Register of Contracts with the Companies and firms in which directors are directly or indirectly interested u/s. 301.
5. Register of Director's Shareholding u/s. 307.
6. Minutes of the Annual General Meeting/Extra Ordinary General Meeting and Board Meeting under section 193.
7. Register of Charges
8. Register of Investments.
9. Register of Fixed Assets.

Note: Since, 70.53 % of the shares of the Company are in dematerialized format, the register of beneficial owners as per Section 11 of Depositories Act, 1996 is maintained by the concerned Depository.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2012.

1. Form No. 23AC -- XBRL containing the Balance Sheet and Form No. 23ACA – XBRL containing the Profit & Loss Account for the year ended 31st March, 2011 was filed as per Section 220 of the Act with the Registrar of Companies, West Bengal, on 13th March, 2012.
2. Form No. 66 containing the Compliance Report of M/s. P. P. Shah & Co. for the year ended 31st March, 2011, was filed as per Section 383A of the Act with the Registrar of Companies, West Bengal on 8th October, 2011.
3. Form No. 20B containing the Annual Return as per Schedule V of the Act as on the date of Annual General Meeting held on 24th September, 2011 was filed as per Section 159 of the Act with the Registrar of Companies, West Bengal, on 21st October, 2011.

For P. P. SHAH & CO.

Sd/-
(PRADIP C. SHAH)

Practising Company Secretary
Partner

Membership No. 1483
Certificate Practice 436

Place: Mumbai
Date: 30th May, 2012



AUDITORS REPORT

Auditor's report of the members of M/S. THE FIRST CUSTODIAN FUND (I) Limited.

We have audited the attached Balance Sheet of M/S THE CUSTODIAN FUND (I) Ltd. As at 31st March, 2012 and also the profit and loss account for the year ended on that date annexed thereto; these financial statement 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 misstatements. An audit also 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 evaluation the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Further to our comments in the annexure referred to above, 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 account as required by law have been kept by the company, so far as appears from our examination of the books;
- 3) The Balance sheet and the profit and loss account referred to in this report are in agreement with the books of accounts.
- 4) In our opinion, the profit and loss account and balance sheet comply, in all material respects, with the accounting standards referred to in sub-section 3(c) of section 211 of the Companies Act, 1956. except that the value of the unquoted Investment and physical shares cannot be ascertain and they are shown at purchase value.
- 5) On the basis of written representations received from the director's as on 31st March, 2012 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of Sub- Section (1) of section 274 of the Companies Act, 1956.
- 6) The explanation give to us, the said accounts together with the notes thereto give the information required by the Companies Act, 1956 in the manner so required and gives a true and fair vies : -
 - i) In the case of the Balance Sheet, of the state of the affairs of the Company as at March 31st 2012.
 - ii) In the case of the profit and loss account, of the Profit for the year 31st March, 2012.
- 7) As required by the Companies (Audits Report) order 2003 (as amended) issued by the Company law board in terms of section, 227(4-A) of the companies act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanation given to us, we further report on the clause wherever applicable, that :

THE FIRST CUSTODIAN FUND (INDIA) LTD.



- i) a) The Company is maintaining proper records showing full particulars on fixed assets.
- b) The fixed assets are physically verified by the management at regular Interval.
- ii) The Fixed assets have not been revalued during the year.
- iii) The system followed by the management for physical verification of stock is adequate in relation to the size of the Company and the nature of its business.
- iv) On the basis of the examination of stock records we are of the opinion that the valuation of the stock is fair and in accordance with normally accepted accounting principles. The valuation of Investment is at cost.
- v) No material discrepancies were notice on physical verification of stock as compared to book records.
- vi) In our opinion and according to the information and explanation given there is adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of securities / and fixed assets and for the sale of securities / and services. During the course of audit no major weakness has been noticed in the internal control system in respect of these areas.
- Vii. a) According to the information and explanation given, the Company has granted unsecured loans to companies listed in the register maintained under section 301.
- (b) There is no Interest taken on Loan granted.
- (c) The party is regular in repayment of principal as stipulated.
- (viii) According to the information and explanation given, the Company has not taken unsecured loans from companies listed in the register maintained under section 301.
- ix) Based on the audit procedures applied, in our opinion, and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements u/s 301 of the Act have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- x) In our opinion and according to the information and explanations given the company has not accepted deposits from the public. As informed no order has been passed by the CLB or National company law Tribunal or the RBI or any court or any other Tribunal during the year to the company in this Regard.
- xi) In view of the internal controls existing in the company, the company did not find it necessary to have a formal internal Audit system during the year.
- xii) As informed, the company is not required to maintain any cost records prescribed by the Central Government under (d) of sub-section (l) of section 209 of the Act.
- Xiii (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income tax wealth Tax, Service Tax, Provident fund and other material statutory Dues applicable to it. As informed, statutory dues in the nature of Employees State insurance, investor Education & Protection fund, Sales tax, Custom duty, Excise duty and Cess are not applicable to the company. According to the information and explanation given, no undisputed amount payable in respect of Income-tax. Wealth tax, service tax, sales tax, Custom Duty, Excise Duty and Cess were in arrears as at 31/3/2012 for a period of more than six months from the date they became payable.

- b) According to the information and explanation given, there are no dues of Income-Tax / Sales Tax / Service Tax / Custom Duty / Excise Duty / Cess which have been deposited on account of any dispute.
- xiv) The Company doesnot have accumulated losses at the end of the financial year and not incurred cash losses during the financial year and in the immediately preceding financial year.
- xv) In our opinion and according to the information and explanation given, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
- xvi) In our opinion and based on the documents and records produced before 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.
- xvii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of clause 4(xiii) (a), (b), (c) & (d) of the order are not applicable to the company.
- xviii) The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities and timely entries have been made there in. The shares, securities, & other investments have been held by the company in its own name except to the extent of the exemption granted under section 49 of the Act.
- xix) In our opinion and according to information and explanation given, the company has not given guarantees for loans taken by other from banks or financial institutions.
- xx) According to the information and explanations given, the company has not raised any term loans which were applied for the purpose for which they were raised.
- xxi) According to the information and explanations given and on an overall examination of the balance sheet of the company, we report than no funds raised on short-term basis have been used for long- term investment.
- xxii) The Company has not made preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Act.
- xxiii) According to the information and explanation given, the company has not issued any debentures. Accordingly, the provision of clause 4(xix) of the Order is not applicable to the company.
- xxiv) The Company has not raised any money through public issue during the year. Accordingly, the provision of clause 4(xx) of the Order is not applicable to the company.
- xxv) Based upon the audit procedures performed and information and explanations given, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

Place : Mumbai

Dated : 30/5/2012

For Pares D. Shah & Co.
Chartered Accountants

P. D. Shah

Proprietor

BALANCE SHEET AS AT 31st MARCH 2012

	PARTICULARS	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
(1)	Equity and Liabilities			
	Shareholders' fund			
	(a) Share Capital	A	15000000	15000000
	(b) Reserve and Surplus	B	79591155	78016475
(2)	Current Liabilities			
	(a) Trade Payables	C	41852303	55795215
	(b) Other current Liabilities	D	3512745	1546732
	(c) Short-term provisions	E	245902	516942
	Total		140202105	150875364
	(1) Non-current Assets			
	(a) Fixed Assets			
	(i) Tangible assets	F	304160	407129
	(c) Deffered tax Assets(Net)		1213120	1194067
	(2) Current Assests			
	(a) Inventories	G	32417487	32404199
	(b) Trade Receivables	H	50590084	64121602
	(c) Cash and cash equivalents	I	39494107	32762238
	(d) Short-term loans and advances	J	16183146	19986129
	Total		140202105	150875364

AS PER OUR ATTACHED REPORT OF EVEN DATE

For PARESH D SHAH & CO
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(CA. PARESH D SHAH)
(Proprietor)
M No: 40648
FR No. 1075000W
PLACE : MUMBAI
DATE : 30.05.2012

DIRECTORS



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2012

PARTICULARS	SCH	CURRENT YEAR RS.	PREVIOUS YEAR RS.
INCOME			
INTEREST		2,359,957	2,199,685
DIVIDEND		261,579	365,175
INCOME FROM OPERATION		1,610,083	2,200,618
MUTUAL FUND		13,287	9,383
LONG TERM CAPITAL GAIN			417,123
SHORT TERM CAPITAL GAIN			2,978,240
INTEREST ON INCOME TAX REFUND		26,480	
F & O PROFIT		22,60,980	234,510
		65,32,366	8,404,734
EXPENSES			
PAYMENT TO EMPLOYEES	L	1,033,169	921,372
ADMINISTRATIVE & OTHER EXP.	K	2,240,771	2,827,512
FINANCIAL EXPENSES		746	44,035
DEPRECIATION	F	102,969	152,567
		3,377,654	3,945,485
PROFIT/(LOSS) Before Tax Rs.		3,154,712	4,459,248
<i>Current Tax</i>		(1,000,000)	(800,000)
<i>Deferred Tax Assets</i>		19,053	6,248
<i>Income Tax Paid-W/off/Provision Add Back</i>		(599,085)	6,841
PROFIT/(LOSS) After Tax Rs.		15,74,680	3,672,337
BALANCE B/F FROM PREVIOUS YEAR		74,409,917	70,737,580
PROFIT AVAILABLE FOR APPROPRIATION		75,984,597	74,409,917
EARNING PER SHARE (Face Value Rs.10/- Per Share)		1.05	2.45
NOTES ON ACCOUNTS	M		

AS PER OUR ATTACHED REPORT OF EVEN DATE

For PARESH D SHAH & CO
CHARTERED ACCOUNTANTS

(CA. PARESH D SHAH)
(Proprietor)
M No: 40648
FR No. 1075000W
PLACE : MUMBAI
DATE : 30.05.2012

FOR AND ON BEHALF OF THE BOARD

DIRECTORS

THE FIRST CUSTODIAN FUND (INDIA) LTD.



M/S THE FIRST CUSTODIAN FUND (INDIA) LTD
SCHEDULES A TO J FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
<u>SCHEDULE - A</u>		
<u>SHARE CAPITAL</u>		
AUTHORIZED		
30,00,000 Equity shares of Rs. 10/- each	30000000	30000000
Issued, Subscribed and Paid up :		
1500000 Equity shares of Rs. 10/- each (P.Y. 1500000 Equity share of Rs.10/- each)	15000000	15000000
PER BALANCE SHEET RS.	15000000	15000000
<u>SCHEDULE - B</u>		
<u>RESERVE AND SURPLUS</u>		
Capital Reserve	1695798	1695798
Investment Allowance Reserve	220000	220000
General Reserve	1690760	1690760
Profit & Loss	75984597	74409917
PER BALANCE SHEET RS.	79591155	78016475
<u>SCHEDULE - C</u>		
<u>TRADE PAYABLE</u>	41852303	55795215
PER BALANCE SHEET RS.	41852303	55795215
<u>SCHEDULE - D</u>		
<u>OTHER CURRENT LIABILITIES</u>		
INCOME TAX	2030383	1546732
Option Premium	1482363	
PER BALANCE SHEET RS.	3512746	1546732
<u>SCHEDULE - E</u>		
<u>SHORT TERM PROVISIONS</u>		
Creditors (Expenses)	245902	
Option Premium		516942
PER BALANCE SHEET RS.	245902	516942

THE FIRST CUSTODIAN FUND (INDIA) LTD.



CUSTODIAN

SCHEDULE F - FIXED ASSETS

PARTICULAR	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Balance as on 01.04.2011	Additions	Balance as on 31.3.2012	Balance as on 01.04.2011	During the Year	Bal. as on 31.3.2012	Bal. as on 31.3.2012	Bal. as on 01.04.2011
Air Conditioner	47722	0	47722	7511	5593	13104	34618	40211
Furniture & Fixture Computer inclusive	1617817	0	1617817	1534197	15135	1549332	68485	83620
Office Equipment	5289482	0	5289482	5006184	82240	5088424	201058	283298
CURRENT YEAR	6955021	0	6955021	6547892	102969	6650861	304160	407129
PREVIOUS YEAR	6940511	14510	6955021	6395325	152567	6547892	407129	545186

SCHEDULE - G INVESTMENT IN SHARES

NAME OF SECURITY	CURRENT YEAR		PREVIOUS YEAR	
	QUANTITY	AMOUNT RS.	QUANTITY	AMOUNT RS.
A) QUOTED				
GTL LTD	9316	1023738	9316	1023738
HALONIX LTD	50	5126	50	5126
JINDAL POLYFILM	1400	1533804	1400	1533804
JINDAL POLYFILM BONUS	2400	0	2400	0
JSW HOLDINGS LTD	2327	4076343	2327	4076343
JSW ENERGY	125000	15317000	125000	15317000
JSW STEEL	30	38038	30	38038
MAC AGRO INDUSTRIES	100	6315	100	6315
PADMINI TECHNOLOGY	1000	217960	1000	217960
PUNJAB WIRE	6100	506130	6100	506130
SANGHI POLY	351	1001	351	1001
SATYAM COMPUTOR	25	5437	25	5437
TCM	100	355	100	355
VIDEOCON INDUSTRIES	1287	292664	1287	292664
VIJAYA BANK	50000	2387500	50000	2357500
		25411411		25381411

THE FIRST CUSTODIAN FUND (INDIA) LTD.



NAME OF SECURITY	CURRENT YEAR		PREVIOUS YEAR	
	QUANTITY	AMOUNT RS.	QUANTITY	AMOUNT RS.
B) UNQUOTED				
AQUA PHARMA	20000	200000	20000	200000
AUTOPAL IND	5600	413000	5600	413000
CADUBRY	50	61847	50	61847
CHEMINAR DRUG	50	14500	50	14500
KANORIA DYECHEM	52500	525000	52500	525000
PAN AUTO	100000	1100000	100000	1100000
VISHAL FOOTWEAR	200000	1000000	200000	1000000
VISHWA AGRO	350000	3500000	350000	3500000
		6814347		6814347
C) UNITS OF MUTUAL FUNDS				
CANBANK INCOME FUND	18687	191729	17392	178442
PER BALANCE SHEET RS.		32417487		32374200

Aggregate Market Value quoted shares (Current Year : Rs/-13682227/-) (Previous Year Rs. 20752507/-)

PARTICULAR	CURRENT YEAR RS.	PREVIOUS YEAR RS.
<u>SCHEDULE - H</u>		
<u>TRADE RECEIVABLE</u>		
WITH IN SIX MONTHS	42184262	55960128
MORE THEN SIX MONTHS	8405823	8161474
PER BALANCE SHEET RS.	50590084	64121602
<u>SCHEDULE - I</u>		
CASH & CASH EQUVALENTS	34494107	32762237
PER BALANCE SHEET RS.	39494107	32762237
<u>SCHEDULE - J</u>		
LOANS & ADVANCES	16183146	19966129
PER BALANCE SHEET RS.	16183146	19966129

THE FIRST CUSTODIAN FUND (INDIA) LTD.



SCHEDULES "K" to "L" FORMING PART OF THE PROFIT & LOSS ACCOUNT AS AT 31st MARCH, 2012

PARTICULARS	CURRENT YEAR RS.	PREVIOUS YEAR RS.
<u>SCHEDULE - K</u>		
<u>ADMINISTRATIVE & SELLING EXPENSES</u>		
ADVERTISEMENT & PUBLICITY	48996.00	25107
AMOUNT WRITTEN OFF		970771
ANNUAL LISTING FEE	29781.00	24266
BANK CHARGES	1729.88	2898
BOOKS & PERIODICALS	4067.00	3368
CM CHARGES A/C	224647.34	249750
DMAT CHARGES	141294.77	54170
DONATION	46000.00	46000
FILING FEE - R.O.C.	6100.00	1500
GENERAL EXPENCES	52084.00	58522
HANDLING CHARGES	160047.00	0
INSURANCE PREMIUM	19303.00	19303
LICENSE FEE	12355.20	20592
LEGAL EXPENCES	110860.00	133906
MESS EXPENCES	151583.00	151386
NSE EXPENCES(CASH & FO)	13064.30	172
PAYMENT TO AUDITORS	50000.00	88930
POSTAGE EXPENCES	14911.00	17106
PRINTING & STATIONERY	59442.00	69434
PROFESSIONAL TAX FIRM	2500.00	2800
RENT	29044.00	18433
REPAIRS & MAINTENANCE	58308.00	74630
SUBSCRIPTION	100000.00	110300
STT AND OTHER EXPENSES	4632.50	118301
TELEPHONE EXPENCES	66990.00	58312
TRANSFER AGENT FEES	30686.00	14119
TRAVELLING & CONVEVANCE EXPENCES	419109.00	180246
VSAT & LEASLINE CHARGES	383236.00	315441
	<u>2240770.99</u>	<u>2827513</u>
<u>SCHEDULE - L</u>		
<u>FINANCIAL EXPENSES</u>		
SALARIES	914543.00	868003
BONUS	70046.00	45361
STAFF WELFARE EXPENCES	48579.78	8008
PER PROFIT AND LOSS ACCOUNT RS.	<u>1033168.78</u>	<u>921372</u>

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Schedule M – Notes Forming Part of Accounts Year Ended 31.3.2012.

A. Significant Accounting Policies

1. **Basis of Accounting**

The financial statements have been prepared under the historical cost convention and on accrual basis in compliance with all material aspect of the applicable Accounting Standards in India and the relevant provisions of the Companies Act, 1956, except otherwise mentioned, the accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. **Revenue Recognition**

- a. Revenue from Broking income is recognised on completed contract method.
- b. Dividend income is accounted on receipt basis.
- c. Option premium Income is booked after the same is actually realised.

3. **Expenditure**

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

4. **Fixed Assets**

Fixed Assets are stated at cost less depreciation / impairment losses, if any. Cost includes cost of purchase and other cost attributable to bringing the assets to working condition for intended use.

5. **Depreciation**

Depreciation is provided on pro rata basis using written down value method at the rate specified under Schedule XIV to the Companies Act 1956. Depreciation on assets added/ disposed during the year is provided with reference to the date of addition/ disposal.

6. **AS-28 Impairment of Assets**

The carrying amounts of assets are reviewed at each Balance Sheet date for any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value.

7. **Foreign Currency Translation**

Transactions in foreign currency (if any) are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary items are reported using closing rate of exchange at the end of the year. The resulting exchange gain/loss is reflected in the profit and loss account. Other items, like fixed assets, investments in equity shares are carried in terms of historical cost using the exchange rate at the date of transaction.

8. **Payment to Auditors**

	<u>Year</u>	<u>Year</u>
	<u>31.3.12.</u>	<u>31.3.11.</u>
For Statutory Audit	39326	38605
Tax Audit	16854	16545
	<u>56180</u>	<u>55150</u>

9. **Accounting Standard 17 – Segment Reporting**

The Company is principally engaged in the business of Broking and related activities. Accordingly, there are no reportable segments as per AS 17.

10. Accounting Standard 18 – Related Party disclosure

A. List of Related Parties

No subsidiary company

B. Other Parties with whom the Company has entered into the transaction during the year

i. Other Group Company

1. Harvestdeal Securities Ltd.
2. Dhanlaxmi Textiles Pvt Ltd

ii. Key Management Personnel

1. Shri Manish Banthia
2. Shri Sushil Mantri
3. Shri G. K. Damani

iii. Relatives of Key Management Personnel

<u>S.N.</u>	<u>Name</u>	<u>Relation with Key Management Personnel</u>
1.	Shri Shrikant Mantri	Brother of Sushil Mantri
2.	Shri R. K. Banthia	Father of Manish Banthia

C. During the year brokerage were earned with the related parties in the ordinary course of Business:

11. Earning per Share (EPS)

	31 st March, 2012	31 st March, 2011
Profits attributable to Shareholders (Rs.)	1,574,680	3,672,336
Nos. of Equity Shares	1,500,000	1,500,000
Basic/Diluted Earning Per Share	1.05	2.45

12. Deferred Tax (Liability)/ Asset as at the year end comprise timing difference on account Of Depreciation, Capital Gains.

13. Disclosure of provision as required under AS - 29 "Provisions Contingent Liabilities and Contingent Assets" NIL

14. All other information as required as per Para 4C and 4D of Para II of schedule VI to the Act are not applicable to the Company.

15. Information required as per Part IV of Schedule VI to the Companies Act, 1956 is attached herewith.

For **Paresh D Shah & Co.**
Chartered Accountants

P. D. Shah
Proprietor
M. No. 40648
Firm Regd. No. 107500W
Place: **Mumbai**
Dated: 30/5/2012

For and on behalf of the Board

Sushil Mantri **M. Banthia**
Director Director

THE FIRST CUSTODIAN FUND (INDIA) LTD.



CUSTODIAN

**THE FIRST CUSTODIAN FUND (INDIA) LTD.
CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING
AGREEMENT FOR THE YEAR ENDED ON 31ST MARCH 2012.**

	<u>Rupees</u>	<u>Rupees</u>
A) <u>Cash flow from operating Activities :</u>		
Net Profit Before Tax and extraordinary items		3154712
Add/(less) Adjustments for :		
Depreciation	102969	
Interest Paid	746	
Mutual fund income	(13287)	
Dividend received	(261579)	
Operation Profit before working capital change	(171151)	
Adjustments for decrease in trades & other/receivables	(1353158)	
Increase in trades payable	17035707	
Cash Generated from operation		3333038
Less : Interest Paid	(746)	
Income tax paid	-	(746)
Cash out flow before Extraordinary items		6487004
Extraordinary items		NIL
Cash in flow from operating Activities (A)		6487004
B) <u>Cash Flow Arising from Investing Activities :</u>		
Purchase of Fixed Assets	NIL	
Purchase of Investments	(30000)	
Sale of Investments	NIL	
Dividend received	261579	
Income from M. Fund	13287	
Net Cash Utilised in Investing Activities (B)		244866
C) <u>Cash Flow from Financial Activities :</u>		
Proceeds from issue of Share Capital	NIL	
Decrease of long term loans	NIL	
Dividend paid Including Dividend Tax	NIL	
Public / right issue expenses	NIL	
Net Cash flow in Finance Activities (C)		
		NIL
Net Change in cash & cash equivalents (A+B+C)		6731870
Cash and cash equivalents as at 31.03.2011		32762237
Cash and cash equivalents as at 31.03.2012		39494107

Place : Mumbai

For and on Behalf of the Board

Dated : 30.05.2012.

Sushil Mantri

M Banthia

AUDITORS CERTIFICATE

The Board of Directors
The First Custodian Fund(I) Ltd.

We have examined the attached cash flow statement of your company for the year ended 31st March, 2012. The statements has been prepared by the company in accordance with the requirements of listing agreement clause 32 and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of 30/05/2012 to the members of the company

Place : Mumbai.
Dated : 30.05.2012.

For Paresh D. Shah & Co.
Chartered Accountants
(P.D. Shah)
Proprietor

THE FIRST CUSTODIAN FUND (I) LTD

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

REGISTRATION NO	38900	STATE CODE	21		
BALANCE SHEET AS AT		DATE	31	MONTH	3 2012
					YEAR

II. CAPITAL RAISED DURING THE YEAR

(AMOUNT IN RS. THOUSAND)

<u>PUBLIC ISSUE</u>	<u>RIGHT ISSUE</u>
NIL	NIL
<u>BONUS ISSUE</u>	<u>PRIVATE PLACEMENT</u>
NIL	NIL

III. PROVISION OF MOBILISATION AND DEVELOPMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

<u>TOTAL LIABILITIES</u>	<u>TOTAL ASSETS</u>
140202	140202

SOURCES OF FUNDS:

<u>PAID OF CAPITAL</u>	<u>RESERVE & SURPLUS</u>
15000	79591
<u>SECURED LOANS</u>	<u>UNSECURED LOANS</u>
NIL	NIL

APPLICATION OF FUNDS

<u>NET FIXED ASSETS</u>	<u>INVESTMENTS</u>
304	32417
<u>NET CURRENT ASSETS</u>	<u>STOCK IN TRADE</u>
122502	NIL

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSAND)

<u>TURNOVER</u>	<u>TOTAL EXPENDITURE</u>
6532	3274
<u>PROFIT / (LOSS) BEFORE TAX</u>	<u>PROFIT / (LOSS) AFTER TAX</u>
3155	1575
<u>EARNING PER SHARE IN RS.</u>	<u>DIVIDEND RATE %</u>
1.05	0

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCT/SERVICES OF COMPANY

PRODUCT DESCRIPTION	STOCK BROKING
PRODUCT DESCRIPTION	CORPORATE ADVISORY

AS PER OUR ATTACHED REPORT OF EVEN DATE

FOR PARESH D. SHAH & CO.
FOR AND ON DEHALF OF THE BOARD
CHARTERED ACCOUNTANTS

(P. D. SHAH)
PROPRIETOR
M NO. 40648
PLACE : MUMBAI
DATED : 30/5/2012

(SUSHIL MANTRI)
DIRECTOR

(MANISH BANTHIA)
DIRECTOR

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Dear Shareholder,



Sub: "GO GREEN" initiative of the Ministry of Corporate Affairs ("MCA"), Government of India

The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011, in terms of which a company would have ensured compliance with the provisions of Section 53 of the Act, if services of documents have been made through electronic mode. Accordingly, the companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. Accordingly, henceforth, the Company proposes to send all the Annual Reports, Notices and other shareholder communications etc in electronic form to those members who have registered their email address with their Depository Participants ("DP") and made available to us by the depositories. The members who are holding shares in electronic form but who have not registered their email id with the DP are requested to register their email address with DP. Shareholders are requested to intimate the change in email address to your DP.

For shares held in physical form, shareholders are requested to register their email address with M/s. Sharex Dynamic (India) Private Limited by furnishing their name and folio number at their email address at sharexindia@vsnl.com or by writing at M/s. Sharex Dynamic (India) Private Limited Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri-Kurla Road., Safed Pool, Andheri (E), Mumbai 400072 or at the Company's registered office / email address: sharexindia@vsnl.com.

Those shareholders who have not registered their email address shall be sent all the documents in physical form by post.

Kindly also note that if you still wish to get a hard copy of the above documents, the Company will sent the same free of cost upon receipt of request from you.

We are sure that you will welcome the "Green Initiative" taken by the MCA and your company's desire to participate in the same.

We look forward to your support in this initiative.
Thanking you,
Yours faithfully,

For The First Custodian Fund (India) Limited.

(Sushil Mantri)
Director

Dated: 10-08-2012

THE FIRST CUSTODIAN FUND (INDIA) LTD.



THE FIRST CUSTODIAN FUND (INDIA) LTD.
Registered Office: 11, Camac Street, Calcutta 700 017.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the Registered Office of the Company.
I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company on Saturday, 29th September, 2012 at 11.00 AM at the registered office of the Company situated at 11, Camac Street, Calcutta 700 017.

*DP ID :		*CLIENT ID:	
NAME AND ADDRESS OF SHAREHOLDER(IN BLOCK CAPITALS)			**FOLIO NO: NO. OF SHARES:

*To be filled by Shareholders holding shares in dematerialised form
**To be filled by shareholder holding shares in physical form.

SIGNATURE OF THE SHAREHOLDER OR PROXY

THE FIRST CUSTODIAN FUND (INDIA) LTD.
Registered Office: 11, Camac Street, Calcutta 700 017.

PROXY FORM

*DP ID :		*CLIENT ID :	
**FOLIO NO:		NO. OF SHARES:	

*To be filled by Shareholders holding shares in dematerialised form
**To be filled by shareholder holding shares in physical form.

I/Weof.....
..... being a Member/Members of
THE FIRST CUSTODIAN FUND (INDIA) LIMITED hereby appoint
appoint
(or failing him)of.....
as my/our Proxy to attend and vote for me/us and on my/our behalf at Twenty Sixth Annual
General Meeting of the Company to be held on Saturday, 29th September, 2012. at 11.00 AM at
the registered office of the Company and at any adjournment thereof.

AS WITNESS my hand/our hands this _____ day of _____ 2012.

Signed by the said

100 P.S. Revenue Stamp

NOTE: The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need be a member of the Company.