



India Finsec Limited
(L65923DL1994PLC060827)

To
BSE Limited
PJ Towers
Dalal Street
Mumbai

Date: 01.09.2015

Form A

As per Clause 33 of the BSE SME Listing Agreement

1.	Name of the Company	India Finsec Limited
2.	Annual Financial Statements for the year ended	31 st March, 2015
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	N.A.
5.	To be Signed by Mr. Gopal Bansal Managing Director Mr. Mukesh Kumar Whole Time Director Mr. Manoj Kumar Gupta Chief Financial Officer M/s V. N. Purohit & Co. Chartered Accountant Statutory Auditor Mr. Basant Mittal Chairman of Audit Committee	 For V. N. PUROHIT & CO. Chartered Accountants (GAURAV JOSHI) Partner Membership No. 516027 FRN 204040E



ANNUAL REPORT 2014-2015

Contents

Serial No.	Particulars	Page No.
1	Corporate Information	1
2	Notice of Twenty First Annual General Meeting (2015)	2-11
3	Board's Report Annexure-1 Secretarial Audit Report (MR-3) Annexure-2 Extract of Annual Return (MGT-9) Annexure-3 Declaration by Independent Director Annexure-4 Nomination & Remuneration Policy Annexure-5 Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties (AOC-2)	12-51
4	Management Discussion & Analysis Report	52-53
5	Corporate Governance Report Attachment-1 Brief Resume of Directors Attachment-2 Corporate Governance Certificate Attachment-3 Chairman's declaration on code of conduct Attachment-4 CEO/CFO Certifications Attachment-5 Declaration regarding compliance by board members and Senior Management personnel with the company's code of conduct	54-70
6	Auditor's Report	71-75
7	Balance Sheet	76-77
8	Statement of Profit and loss	78
9	Schedule to the Balance Sheet of a Non-Banking Financial Company	79-81
10	Notes Forming part of Accounts	82-95
11	Cash Flow Statement	96-97
12	Attendance Slip, Proxy Form & other attached forms	98-101

Corporate Information

India Finsec Limited

CIN:-L65923DL1994PLC060827,

Contact No: - 011-45805612, 09350655363,

Email: - indiafinsec@yahoo.com

Website: - www.indiafinsec.com

Shares Listed at: - BSE SME Exchange

Board of Directors

- Mr. Gopal Bansal, Managing Director
- Mr. Mukesh Sharma, Whole Time Director
- Mr. Basant Mittal, Independent Director
- Ms. Charu Goyal, Independent Director

Chief Financial Officer

- Mr. Manoj Kumar Gupta

Company Secretary & Compliance Officer

- Ms. Richa Sharma

Registrar & Share Transfer Agent

- M/s Skyline Financial Services Private Limited
Address: D-153 A, First Floor, Okhla Industrial Area,
Phase-1, New Delhi-110020 Tel: 011- 30857575

Statutory Auditor

- M/s V. N. Purohit & Co.(Chartered Accountants)
Address: 214, New Delhi House, 2nd Floor,
27, Barakhamba Road, New Delhi-110001
Tel: 011-43596011

Secretarial Auditor

- Ms Rachna Bhasin, Practicing Company Secretary

Bankers

- Punjab National Bank, Pitampura (Delhi)



Date: September 01, 2015

Dear Members/ Directors/ Auditors,

You are cordially invited to attend the Annual General Meeting (the “AGM”) of the members of India Finsec Limited to be held on September 29, 2015 at 03:00 p.m. at D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, Delhi-110085.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For and on behalf of the Board

India Finsec Limited

**Sd/-
Gopal Bansal
Managing Director
DIN-01246420**

Enclosed:

1. *Notice of the Annual General Meeting*
2. *Attendance Slip*
3. *Proxy Form*

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of **India Finsec Limited** will be held on Tuesday, 29th September, 2015 at 03.00 p.m. at the registered office of the company at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the financial statements of the company for the year ended March 31, 2015 including Audited Balance Sheet as on March 31, 2015, the statement of Profit and Loss, for the year ended on March 31, 2015 along with the reports of the Board of Directors('the Board') and the Auditors thereon.
2. To appoint Mr. Mukesh Sharma, Whole Time Director (DIN:00274217), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s V. N. Purohit & Co., Chartered Accountants (FRN 304040E), as the statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2018 be and is hereby ratified and that Board of Directors be and are hereby authorized to fix such remuneration (excluding out of pocket expenses) as may be recommended by the Audit Committee in consultation with the Auditors for the financial year ending March 31, 2016 and that such remuneration may be paid on such basis as may be agreed upon between the Board of Directors of the Company and the Auditors.”

Special Business:

4. To ratify increase the remuneration of Managing Director of the company

“RESOLVED THAT the recommendation and approval of managerial remuneration to be paid to Mr. Gopal Bansal, Managing Director, by the Nomination and Remuneration Committee be and is hereby approved and adopted and forwarded for the approval of shareholders in the Annual General Meeting of the Company as per the notice of Annual General Meeting and other approval if required.

RESOLVED FURTHER THAT Mr. Mukesh Sharma, Director or Ms. Richa Sharma, Secretary of the Company be and is hereby authorised for filing of any statutory forms or

other related documents for seeking approval to the increase in the remuneration and to do all such act and things as may be necessary in this regard.”

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

**By Order of the Board of Directors
For India Finsec Limited**

Date: September 01, 2015
Place: Delhi

**Sd/-
Richa Sharma
Company Secretary**

Notes:

1. The Statement annexed to the notice, pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) in respect of the special business under Item No. 4 of the Notice, is annexed hereto.

2. Proxy/Authorized Representative

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the annual general meeting (“AGM”). Proxy Form is enclosed with the Notice. Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

- (ii) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- (iii) Members/ Proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

3. Book Closure

Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2015 to September 29, 2015 (both days inclusive) for the purpose of AGM.

4. Cut- off date:

- (i) This Notice is being sent to all the members whose name appears as on August 28, 2015 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.

- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on September 22, 2015, (the “**Cut- off Date**”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

5. Communication To Members

- (i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of annual report are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same and also to the auditors and directors of the Company. For members who have not registered their email addresses, physical copies of the abridged annual report along with aforesaid documents are being sent by the permitted mode.
- (ii) Abridged and full version of the annual report and notice of AGM will also be available on the website of the Company at <http://www.indiafinsec.com/investors-info/> and at the website of NSDL at ‘<https://www.evoting.nsdl.com>’. Hard copies of the full annual reports will be sent to those shareholders who will request the same.
- (iii) All the documents referred to in the accompanying notice and Register of directors and key managerial personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
- (iv) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id “indiafinsec@yahoo.com”, at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (v) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc, to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

5. Voting By Members

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (“**Remote E-voting**”) in the manner provided below during the e-voting period as mentioned below in Para 5(I)(C).

- (ii) At the venue of AGM, voting shall be done through ballot papers (“**Ballot Paper**”) and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) Voting Through Electronic Means

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19 March 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

(A) Instruction for e-voting by Members whose email ID’s are registered with the Company/Depository Participant(s)

- (i) Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the “USER-ID” and “PASSWORD”.
- (ii) Open email and open PDF file viz.; “India Finsec Limited e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (iii) Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- (iv) Click on Shareholder – Login.
- (v) Enter the user ID and password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (viii) Select “EVEN” (E Voting Event Number) of India Finsec Limited.

- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to csrachna@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) Instruction for e-voting by Members whose email ID’s are not registered with the Company/Depository Participant(s)

- (i) For Members whose email IDs are not registered with the Company/Depository Participant(s), will be receiving notice of AGM by post. :
- (ii) Initial password is provided on the attendance slip for the AGM.
- (iii) Please follow all steps from Sr. No. iii. to Sr. No. xiii of (IA) above, to cast vote.

Notes: (i) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.

(ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(iii) You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

(iv) Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.

(C) E-voting Period

The Remote E-voting period commences on Saturday, September 26, 2015 (10:00 am) and ends on Monday, September 28, 2015 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. After September 28, 2015 (5:00 p.m.) the Remote E-voting facility will be blocked.

(D) User ID and Password for the members who became Members after dispatch of AGM notice:

Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of September 22, 2015, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or NSDL.

(E) Queries in relation to E-voting:

In case of any queries, you may refer the "*Frequently Asked Questions (FAQs) for members and e-voting user manual for members*" available at the 'downloads' section of www.evoting.nsdl.com. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No. +91- 22 24994600/24994738,

Toll Free No.1800222990

Email ID: evoting@nsdl.co.in.

(II) Voting Through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders/Proxy holders/Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (3) against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

(6) Scrutinizer

(I) Ms. Rachna Bhasin, Company Secretary in practice (Membership No. 23539) having consented to act as a scrutinizer has been appointed as scrutinizer ("**Scrutinizer**") for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

(II) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

(7) Declaration of Results

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared on the date of AGM i.e. on September 29, 2015 by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutiniser shall be placed on the website of the company i.e. <http://www.indiafinsec.com/investors-info/> and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.

(9) Nomination

Members holding shares in physical form and desirous of making/changing a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents (RTA), M/s Skyline Financial Services Private Limited. (Enclosed with this Notice)

(10) Dematerlization

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. *Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.*

(11) Additional Information

Additional information pursuant to Clause 52 (III)(E) of the Listing Agreement pertaining to the Directors proposed to be reappointed vide Item No. 2 of the Notice, is provided in the Report on Corporate Governance forming part of Annual Report of 2014-2015. The Director(s) have furnished the requisite consents/declarations for their appointment/re-appointment.

(12) Other Information

As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

**STATEMENT ANNEXED TO THE NOTICE
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 4

The Nomination and Remuneration Committee, in its meeting held on August 25, 2015 recommended and the Board of Directors, in its meeting held on September 1, 2015 approved the payment of remuneration of Rs. 50,000/- per month to Mr. Gopal Bansal (holding DIN 01246420), as Managing Director of the Company with effect from October 1, 2015, for remainder of duration of appointment upto January 9, 2016 subject to the approval of the shareholders in the General Meeting and such other approvals as may be required.

Approval of the shareholders are sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from January 10, 2013 to Mr. Gopal Bansal as Managing Director of the Company.

With his vast experience of above Ten years in the field of Financing , Taxation, Audits etc. the Board of Directors considered it to be desirable to approve ratification and approval of remuneration payable to him for his current tenure of appointment as Managing Director.

No Director, Key Managerial Personnel or their relatives, except Mr. Gopal Bansal, to whom the resolution relates, are interested or concerned in this resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

By Order of the Board of Directors

**Date: September 01, 2015
Place: Delhi**

**Sd/-
Richa Sharma
Company Secretary**

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting the Twenty First Annual Report of the Company with the Audited Financial Statements and the Auditor's Report of your Company for the year ended 31st March, 2015.

1. STATEMENT OF AFFAIRS

The Company's Performance during its Twenty First years of Operations is summarized below:

FINANCIAL RESULTS

Particulars	Financial year ended (in INR)	
	March 31, 2015	March 31, 2014
Total Income	3,25,83,835.78	6,80,94,846.22
Total expenditure	3,22,23,437.49	6,78,18,946.66
Profit/(Loss) before tax	3,60,398.29	2,75,899.56
Profit/ (Loss) after tax	2,49,034.30	2,34,653.56
Paid- up Share Capital	24,94,17,150	19,44,17,150
Reserves and Surplus	16,30,36,612.61	15,39,70,933.65

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Clause 52 of the SME Listing Agreement, the Management's discussion and analysis is set out in the Annual Report.

3. DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for the financial year under consideration.

4. TRANSFER TO GENERAL RESERVES

As the company has not declared any dividend, therefore, the Company has not proposes to carry any sum to the General Reserves of the Company for the period under consideration.

5. CHANGE IN THE NATURE OF BUSINESS

The Company is engaged in the business of Financing, Inter Corporate Deposits, advancing Short term loans, Long term loans, credits to individuals & companies etc. It also deals in stocks, shares and securities and there has been no change in the nature of business during the year under review by the Company.

6. MATERIAL CHANGES AND COMMITMENTS

There is no material change which may affect the financial position of the Company between the financial year and up to the date of this report.

7. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report

8. DETAILS OF SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES

The Company does not have any Subsidiary/ Joint Venture/ Associate Companies.

9. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES.

The company has no subsidiaries, joint venture companies so there is no requirement of description of performance of Subsidiaries and Joint Venture companies. .

10. PUBLIC DEPOSITS

During the year under review, the company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975.

11. AUDITORS

STATUTORY AUDITOR

M/s V.N. Purohit & Co., Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment.

The Company has received letter from them to the effect that their appointment/re-appointment, if made, would be within the prescribed limits under Section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment/re-appointment within the meaning of Section 139 (1) of the said Act.

AUDITOR'S REPORT

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments under section 197(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Rachna Bhasin (CP No.: 12952, ACS: 23539), Practising Company Secretaries, to undertake the secretarial audit of the Company.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the financial year ended March 31, 2015 does not contain any qualification, reservation or adverse remark.

A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed with the Report. *(Annexure-1)*

INTERNAL AUDITOR

Ms. Rakhi Rani, Internal auditor, conducted the audit of the all the functions and activities of the company and provided an Internal Audit Report for the Financial Year 2014-2015 which was reviewed by the Audit Committee.

12. SHARE CAPITAL

A. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any equity shares with differential rights so no disclosure is required as per rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014

B. ISSUE OF SWEAT EQUITY SHARES

The Company has not issued sweat equity shares, so no disclosure is required as per rule 8 (13) of the Companies (Share Capital and Debentures) Rules 2014

C. ISSUE OF EMPLOYEE STOCK OPTIONS

The Company has not issued employee stock options, so no disclosure is required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

D. PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARE BY EMPLOYEES OR BY TRUSTEE FOR THE BENEFIT OF EMPLOYEES

The Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

E. ISSUE OF SHARES ON PREFERENTIAL BASIS

The Company has issued 55,00,000 equity shares of Rs. 10/- each at a premium of Rs. 1.65/- per share on preferential basis on October 09, 2014.

13. LISTING FEES

The Company has paid the Annual Listing Fees to BSE Ltd for the financial year ended March 31, 2015.

14. EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in **Form No.MGT – 9** as '*Annexure -2*' has been enclosed with the Board's Report.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

A. CONSERVATION OF ENERGY

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy are not applicable.

B. TECHNOLOGY ABSORPTION

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding Technology absorption are not applicable.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There has been no expenditure and/or earning in foreign exchange.

16. RISK MANAGEMENT POLICY

The Company has implemented risk management policy duly approved by the Board of directors and the same is available on the website of the Company i.e. <http://www.indiafinsec.com/corporate-governance/>

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED

During the financial year 2014-15, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

18. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to provision of Section 135 of the Companies Act, 2013, every company having a net worth of rupees five hundred crore or more or turnover of rupees thousand crore or more or net profit is rupees five crore or more during any financial year, is required to constitute a Corporate Social Responsibility Committee of the Board. But this provision is not applicable on our company; because in any previous financial year (including 2014-2015) our company has not reached this limit.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. DIRECTORS

There is no appointment, resignation or any other changes in the directors of the Company.

B. WHOLE TIME DIRECTOR

Mr. Mukesh Sharma retires by rotation and being eligible has offered himself for reappointment.

C. CHIEF FINANCIAL OFFICER

The Company has appointed Mr. Manoj Kumar Gupta as Chief Financial Officer pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013 and any amendments thereto, on such terms and conditions as may be decided by the Management.

D. COMPANY SECRETARY & COMPLIANCE OFFICER & INTERNAL AUDITOR

The Company has appointed Ms. Richa Sharma, an Associate Member of the Institute of Company Secretaries of India, as Company Secretary & Compliance Officer and Internal auditor

of the Company for the f.y 2015-16 pursuant to the provisions of Section 203 & Section 138 and other applicable provisions of the Companies Act, 2013 and any amendments thereto, on such terms and conditions as may be decided by the Management.

20. REMUNERATION OF KEY MANAGERIAL PERSONNEL

Mr. Gopal Bansal (Managing Director) the Key Managerial Personnel of the Company be paid Gross monthly remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of his performance and policy of the Company.

Mr. Mukesh Sharma (Whole Time Director) the Key Managerial Personnel of the Company be paid Gross monthly remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of his performance and policy of the Company.

Mr. Manoj Kumar Gupta who was appointed as a Chief Financial Officer, the Key Managerial Personnel of the Company be paid Gross monthly remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of his performance and policy of the Company.

Ms. Richa Sharma who was appointed as a Company Secretary, the Key Managerial Personnel of the company be paid Gross monthly remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of her performance and policy of the Company.

21. DECLARATION BY THE INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors (Mr. Basant Mittal and Ms. Charu Goyal) of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 52 of the SME Listing Agreement with the Stock Exchanges. (Details of Such declaration are enclosed as *Annexure- 3*).

22. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 52 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process. The Board of

Directors reviewed all the laws applicable on the company, prepared by the company and taking steps to rectify instances of non-compliances.

23. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors consist Four (4) Directors including two (2) Independent Directors during the period under report.

The Board of Directors duly met **Eight times (8)** during the year as on 30.05.2014, 04.06.2014, 20.06.2014, 04.08.2014, 27.08.2014, 09.10.2014, 12.11.2014 and 14.03.2015, in respect of which notices were given and the proceedings were recorded and signed. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

24. COMMITTEES AND THEIR MEETINGS

The company has an Audit Committee comprising Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director), Mr. Gopal Bansal (Managing Director) and Ms. Richa Sharma (Secretary of the Audit Committee). The terms of reference of the Audit Committee inter alia include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors. All the recommendation made by Audit Committee are accepted.

The Meetings of Audit Committee were held on 26.05.2014, 20.08.2014, 05.11.2014 and 25.02.2015

NOMINATION AND REMUNERATION COMMITTEE

The company has a Nomination & Remuneration committee of Directors in compliance with provisions of the Companies Act, 2013 and clause 52 of the SME Listing Agreement as amended from time to time. The Committee's scope of work includes nominate the directors as per their qualifications, experience and positive attributes, deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation and

The Committee comprises Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director) and Mr. Gopal Bansal (Managing Director).

The Meetings of Nomination and Remuneration Committee were held on 14.04.2014 and 20.08.2014

NOMINATION AND REMUNERATION POLICY

The details of Nomination and Remuneration Policy are covered in the Corporate Governance Report. It is hereby affirmed that the remuneration paid is as per Remuneration Policy of the Company. The Nomination & Remuneration Policy is attached with this report as an *Annexure-4*

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has a stakeholder relationship committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc.

The Committee comprises Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director) and Mr. Gopal Bansal (Managing Director).

The Meetings of stakeholder relationship Committee were held on 15.05.2014, 29.09.2014, 26.11.2014 and 05.01.2015

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. The company believes on the honesty, integrity, ethics, transparency and good conduct for its professional environment and provides such kind of environment to its employees and directors and always encourages its team to follow such standards in their activities. The directors, employees and other team members are free to report on the issues which require genuine concern. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically. This policy is explained in corporate governance report and also posted on the website on <http://www.indiafinsec.com/corporate-governance/> under Corporate Governance section.

RISK MANAGEMENT COMMITTEE

The Board of Directors have constituted a Risk Management Committee pursuant to relevant clause of the Listing Agreement.

25. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statement provided in this Annual Report.

26. PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES

The Company has entered into any contract and arrangements with related party and complied with the provisions of section 188 of the Companies Act, 2013. *(Details of Such Contracts and Arrangements are enclosed as Annexure- 5 in Form AOC-2).*

27. CORPORATE GOVERNANCE CERTIFICATE

The Company believes that the essence of Corporate Governance lies in the phrase “Your Company”. It is “Your” Company because it belongs to you-“the Shareholders”. The Chairperson and Directors are “Your” fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes “Your” long term value. Besides adhering to the prescribed Corporate Governance practices as per clause 52 of the Listing Agreement, the company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest. The Corporate Governance Report is a part of this Annual report.

A certificate from Secretarial Auditors of the company regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Clause 52 of the Listing Agreement is also attached to this Annual Report.

28. BRIEF RESUME

The Company provides a brief resume of Mr. Mukesh Sharma, Whole Time Director (DIN:00274217) of the company who is re-appointed in the Annual General Meeting as required under Clause 52 of the SME Listing Agreement

29. PARTICULARS OF EMPLOYEES

None of the employees of the Company were in receipt of remuneration in excess of limits as prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

30. SEXUAL HARRASEMENT

During the Financial Year, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

31. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with Clause (c) Of Sub-Section (3) of Section 134 of the Companies Act, 2013 the Board of Directors of the company informed the members that:

- (A) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (B) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (C) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (D) the directors had prepared the annual accounts on a going concern basis; and

(E) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively .

32. The Company came up with an Initial Public Offering ('IPO' or 'ISSUE') in June 2013. The equity shares were listed on the Bombay Stock Exchange Limited (BSE) SME platform on June 10, 2013. The IPO was floated for 60,00,000 Equity shares of Rs. 10/-each at par aggregating to Rs. 600 lacs. Pursuant to the special resolution passed by the members of the Company on dated September 27, 2014, IPO Proceeds will be utilized for the objects other than those mentioned in the prospectus filed with BSE. IPO funds will be utilized for meeting working capital requirements.

33. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

34. PRUDENTIAL NORMS & DIRECTIONS OF RBI FOR NBFCS

Your company has complied with all the requirements prescribed by the Reserve Bank of India and has filed the required returns.

35. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER –SE

None of the Directors are related to each other.

36. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.indiafinsec.com The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

37. CAUTIONARY NOTE

The statements forming part of the Board's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

38. ACKNOWLEDGEMENT

The Board expresses its sincere gratitude to the shareholders, bankers and clients for their continued support. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of all the staff and employees of the Company.

For India Finsec Limited

Sd/-

(Gopal Bansal)

Managing Director

DIN-01246420

A-1/11, First Floor, Varun Apartment,
Sector-9, Rohini, Delhi-110085

Sd/-

(Mukesh Sharma)

Whole time Director

DIN-00274217

F-155, Arya Samaj Road, Uttam Nagar, New
Delhi-110059

Place: Delhi

Date:30.05.2015

SECRETARIAL AUDIT REPORT

(Form No. MR-3)

For the financial year ended 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
India Finsec Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **India Finsec Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **India Finsec Limited** (“the Company”) for the financial year ended on 31/03/2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;-NOT APPLICABLE
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;-NOT APPLICABLE

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -NOT APPLICABLE
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -NOT APPLICABLE
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;- NOT APPLICABLE
- (vi) Income Tax, Act 1961.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and no dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has allotted 55,00,000 equity shares on 09/10/2014 at a premium of Rs. 1.65/- per share on preferential basis.

Place: Delhi
Date: 30-05-2015

Sd/-
(Rachna Bhasin)
Signature
Company Secretary in practice
ACS No. - 23539
C P No. - 12952

'ANNEXURE A' TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
India Finsec Limited
D-16, First Floor, Above ICICI Bank,
Prashant Vihar, Sector-14, Rohini,
New Delhi-110085

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Delhi
Date: 30-05-2015

Sd/-
Rachna Bhasin
Practicing Company Secretary
Membership No: 23539

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L65923DL1994PLC060827
ii.	Registration Date	10.08.1994
iii.	Name of the Company	India Finsec Limited
iv.	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 Telephone No.- 9350655363/ 011-45805612 Email:- indiafinsec@yahoo.com Website:- www.indiafinsec.com
vi.	Whether listed company	Yes (Listed at BSE SME Exchange)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Telephone No. 011-30857575 Website- www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Providing Finance (Long & Short Term)	-	73.83
2	Dealing in Shares & Securities	-	26.17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.					
2.			NIL		

IV. SHARE HOLDING PATTERN (Equity Share capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2415015	0	2415015	12.42	2415015	0	2415015	9.68	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	4537050	0	4537050	23.34	4537050	0	4537050	18.19	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Subtotal(A)(1):-	6952065	0	6952065	35.76	6952065	0	6952065	27.87	0
2) Foreign									
g) NRIs- Individuals	0	0	0	0	0	0	0	0	0
h) Other- Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total	0	0	0	0	0	0	0	0	0

(A)(2):-									
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	6952065	0	6952065	35.76	6952065	0	6952065	27.87	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. (i) Indian	1416000	5557650	6973650	35.87	6862000	0	6862000	27.51	0
(ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2492000	41750	2533750	13.03	2426000	61000	2487000	9.97	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	602000	1580250	2182250	11.22	692000	7118650	7810650	31.32	0
c) Others(HUF)	800000	0	800000	4.11	830000	0	830000	3.33	0
Sub-total (B)(2)	5310000	7179650	12489650	64.24	10810000	7179650	17989650	72.13	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	12262065	7179650	19441715	100.00	10810000	7179650	17989650	72.13	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	12262065	7179650	19441715	100.00	17762065	7179650	24941715	100.00	0

(i) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to	% change in share holding
1.	Fidelo Foods Pvt Ltd	4537050	23.34	0	4537050	18.19	0	0
2.	Mukesh Sharma	1292540	6.65	0	1292540	5.18	0	0

3.	Gopal Bansal	349500	1.80	0	349500	1.40	0	0
4.	Damodar Sharma	82250	0.42	0	82250	0.33	0	0
5.	Manoj Sharma	678475	3.49	0	678475	2.72	0	0
6.	Arvind Kumar Bansal (Karta of Arvind Kumar Bansal HUF)	12250	0.06	0	12250	0.05	0	0
	Total	6952065	35.76	0	6952065	27.87	0	0

(ii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Fidelo Foods Private Limited				
	At the beginning of the year	4537050	23.34	4537050	23.34
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	4537050	18.19	4537050	18.19
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2.	Mukesh Sharma	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1292540	6.65	1292540	6.65
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	1292540	5.18	1292540	5.18

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Gopal Bansal				
	At the beginning of the year	349500	1.80	349500	1.80
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	349500	1.40	349500	1.40
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Damodar Sharma				
	At the beginning of the year	82250	0.42	82250	0.42
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	82250	0.33	82250	0.33
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Manoj Sharma				
	At the beginning of the year	678475	3.49	678475	3.49
	Date wise Increase / Decrease in Promoters Share holding during the year	Nil	Nil	Nil	Nil

	specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	678475	2.72	678475	2.72
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6.	Arvind Kumar Bansal(Karta of Arvind Kumar Bansal HUF)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12250	0.06	12250	0.06
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	12250	0.05	12250	0.05

(iii) **Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs)**

Sr. no	Name of Shareholder	Shareholding at the beginning of the year (as on 01/04/2014)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-2014/ end of the year (31-03-2015))	% of total shares of the company				No. of shares	% of total shares of the company
1	Daisy Distributors Pvt Ltd	0	0.00	31/03/2014				
				05/12/2014	2000000	Purchase	2000000	8.02
		2000000	8.02	31/03/2015			2000000	8.02
2	Maa Sharda Distributors Pvt Ltd	0	0.00	31/03/2014				
				05/12/2014	2000000	Purchase	2000000	8.02
		2000000	8.02	31/03/2015			2000000	8.02
3	Jagtarni Traders Pvt Ltd	0	0.00	31/03/2014				
				05/12/2014	1500000	Purchase	1500000	6.01
		1500000	6.01	31/03/2015			1500000	6.01
4	Stellar Capital Services Ltd	630000	2.53	31/03/2014				
				20/06/2014	80000	Purchase	710000	2.85
		710000	2.85	31/03/2015			710000	2.85
5	Yamini investments Co. Ltd	230000	0.92	31/03/2014				
					0	No Movement		
		230000	0.92	31/03/2015			230000	0.92
6	Shri Parasram Holdings Pvt Ltd	286000	1.15	31/03/2014				
				09/05/2014	-8000	Sale	278000	1.11
				16/05/2014	8000	Purchase	286000	1.15
				23/05/2014	8000	Purchase	294000	1.18
				30/05/2014	-8000	Sale	286000	1.15
				30/05/2014	-8000	Sale	286000	1.15

				20/06/2014	-88000	Sale	198000	0.79
		198000	0.79	31/03/2015			198000	0.79
7	Pankaj Gupta	150000	0.60	31/03/2014				
					0	No Movement		
		150000	0.60	31/03/2015			150000	0.60
8		Autolite Agencies Pvt Ltd	0	0.00	31/03/2014			
				09/05/2014	116000	Purchase	116000	0.47
				06/06/2014	8000	Purchase	124000	0.50
				01/08/2014	8000	Purchase	132000	0.53
	124000		0.50	31/03/2015			124000	0.50
9.	Shilip Aggarwal	70000	0.28	31/03/2014				
					0	No Movement		
		70000	0.28	31/03/2015			70000	0.28
10	Kamal Aggarwal	70000	0.28	31/03/2014				
					0	No Movement		
		70000	0.28	31/03/2015			70000	0.28

(iv) Shareholding of Directors and Key Managerial Personnel

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Gopal Bansal Managing Director				
	At the beginning of the year	349500	1.80	349500	1.80
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	349500	1.40	349500	1.40
2	Mr. Mukesh Sharma	Shareholding at the beginning of the year		Cumulative Shareholding during the year	

	Whole Time Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1292540	6.65	1292540	6.65
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	1292540	5.18	1292540	5.18
3	Mr. Basant Mittal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Independent Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
4	Ms. Charu Goyal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Independent Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

5	Ms. Richa Sharma	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Company Secretary	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
6	Mr. Manoj Kumar Gupta	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	CFO	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0

iii) Interest accrued but not	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
- Addition	0	0	0	0
- Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Gopal Bansal	Mr. Mukesh Sharma	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25000	20000	45000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0

4.	Commission - as % of profit - others, specify...	0 0	0 0	0 0
5.	Others, please specify	0	0	0
6.	Total (A)	25000	20000	45000
	Ceiling as per the Act	28945.24	28945.24	57890.48

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Basant Mittal	Ms. Charu Goyal	
	<u>Independent Directors</u>			
	· Fee for attending board committee meetings	18000	18000	18000
	· Commission	0	0	0
	· Others, please specify	0	0	0
	Total (1)	18000	18000	18000
	<u>Other Non-Executive Directors</u>			
	· Fee for attending board committee meetings	0	0	0
	· Commission	0	0	0
	· Others, please specify	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	18000	18000	36000
	Total Managerial Remuneration (A)	25000	20000	45000
	Overall Ceiling as per the Act	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Ms. Richa Sharma, Company Secretary	Mr. Manoj Kumar Gupta, CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the	20000	80000	100000

	Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5.	Others, please specify	0	0	0
	Total	20000	80000	100000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment			NIL		
Compounding					
B. Directors					
Penalty					
Punishment			NIL		
Compounding					
C. Other Officers In Default					
Penalty					
Punishment			NIL		
Compounding					

DECLARATION OF INDEPENDENT DIRECTORS

To

**The Board of Directors
M/s India Finsec Limited
D-16, 1st Floor, Above ICICI Bank,
Prashant Vihar, Sector-14
Rohini, New Delhi-110085**

Subject: Declaration of independence under clause 52 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013

Dear Sir,

I Basant Mittal, hereby declare that I am a Non-executive Independent Director of **India Finsec Limited**, comply with all the criteria of independent director as envisaged in Clause 52 of the Listing Agreement and the Companies Act, 2013.

I declare that:

- (a) I am a person of integrity and possess relevant expertise and experience.
- (b) I am not a promoter of the company neither I was and not related to any director of the company.
- (c) I have or had no pecuniary relationship with the company or their promoters, or directors during the two immediately preceding financial years or during the current financial year.
- (d) None of my relatives has or had any pecuniary relationship or transaction with the company or their promoters, or directors, amounting to two percent or more of its gross turnover or total income of Fifty Lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial years. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (e) Neither I am nor my relatives
 - (i) Related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
 - (ii) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (1) The statutory audit firm or the internal audit firm that is associated with the company and

- (2) The legal firm(s) and consulting firm(s) that have a material association with the company.
- (iii) Hold together two percent or more of the total voting power of the company, or
(iii) is a Chief Executive or director, by whatever name called, of any Non- profit organization that receives twenty five percent or more of its receipts from the company, any of its promoters, directors that holds two percent or more of the total voting power of the company.
- (f) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking You.
Yours Faithfully,

Sd/-
Basant Mittal
(Independent Director)
DIN-06462662
53, JP Block, Pitampura
Delhi-110034

Date: 30.05.2014
Place: New Delhi

DECLARATION OF INDEPENDENT DIRECTORS

To

**The Board of Directors
M/s India Finsec Limited
D-16, 1st Floor, Above ICICI Bank,
Prashant Vihar, Sector-14
Rohini, New Delhi-110085**

Subject: Declaration of independence under clause 52 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013

Dear Sir,

I Charu Goyal, hereby declare that I am a Non-executive Independent Director of **India Finsec Limited**, comply with all the criteria of independent director as envisaged in Clause 52 of the Listing Agreement and the Companies Act, 2013.

I declare that:

- (g) I am a person of integrity and possess relevant expertise and experience.
- (h) I am not a promoter of the company neither I was and not related to any director of the company.
- (i) I have or had no pecuniary relationship with the company or their promoters, or directors during the two immediately preceding financial years or during the current financial year.
- (j) None of my relatives has or had any pecuniary relationship or transaction with the company or their promoters, or directors, amounting to two percent or more of its gross turnover or total income of Fifty Lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial years. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (k) Neither I am nor my relatives
 - (iv) Related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
 - (v) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (1) The statutory audit firm or the internal audit firm that is associated with the company and

- (2) The legal firm(s) and consulting firm(s) that have a material association with the company.
 - (iii) Hold together two percent or more of the total voting power of the company, or
 - (vi) is a Chief Executive or director, by whatever name called, of any Non- profit organization that receives twenty five percent or more of its receipts from the company, any of its promoters, directors that holds two percent or more of the total voting power of the company.
- (l) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking You.
Yours Faithfully,

Sd/-
Charu Goyal
(Independent director)
DIN-06464406
340, First Floor, Street No. 1,
Than Singh Road,
Anand Parvat, Delhi-110005

Date: 30.05.2014
Place: New Delhi

Nomination and Remuneration Policy

Our Policy is on the appointment and remuneration of directors, Key Managerial Personnel and other senior management team for providing equitable remuneration to the directors and to recommend the qualified directors to the Board. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act, 2013. The Policy is also available on the website of the company.

Objectives

This policy is framed with the following objectives:

- ◇ The remuneration of the Whole Time Directors/Executive Directors is fixed by the Remuneration Committee as constituted. The remuneration of Employees other than Whole-time Directors is approved by the Remuneration Committee based on recommendations made to it.
- ◇ To specifies remuneration packages for Whole-time Directors including pension rights and compensation payments.
- ◇ The Non-Executive Directors are not paid any remuneration. They are only entitled to sitting fees for attending Board and Committee Meetings.
 - ◇ To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
 - ◇ The policy also addresses the following items:
 - Committee member qualifications;
 - Committee member appointment and removal;
 - Committee structure and operations; and
 - Committee reporting to the Board.
 - ◇ To formulate the criteria for evaluation of performance of all the Directors on the Board;

Constitution of Nomination and Remuneration Committee

The Board has constituted the “Nomination Committee” of the Board on October 18, 2013 and renamed as “Nomination and Remuneration Committee” on May 30, 2014. This is in line with the requirements under the Companies Act, 2013.

The Committee currently comprises of:-

Name	Designation in Committee	Nature of Directorship
Mr. Basant Mittal	Chairman	Non-Executive Independent Director
Ms. Charu Goyal	Member	Non-Executive Independent Director
Mr. Gopal Bansal	Member	Chairman & Managing Director

The Board has the authority to reconstitute the Committee from time to time.

Role and Powers of the Committee

The Nomination & Remuneration committee has been constituted to recommend/review remuneration of Directors and key managerial personnel based on their performance and defined assessment criteria.

The remuneration policy of our Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The role and power of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- ◇ Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;
- ◇ Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;
- ◇ Make recommendations to the Board on appropriate criteria for the Directors. Formulate the criteria and framework for evaluation of performance of every director on the Board of the Company.
- ◇ Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

- ◇ To recommend to the Board, the remuneration packages of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- ◇ To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole-time/ Executive Directors, including pension rights and any compensation payment;
- ◇ To implement, supervise and administer any share or stock option scheme of the Company;
- ◇ To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

Policy for appointment, term, removal and retirement of Managerial Personnel, Director , KMP and Senior management

Appointment criteria and qualifications

- ◇ The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his /her appointment.
- ◇ A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- ◇ The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director/ Independent Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- ◇ A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.
- ◇ In case of Independent director shall ensure that he/she possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration , research, corporate governance , technical operations or other disciplines related to the company's business.

Term/ Tenure

◇ **Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re appointment shall be made earlier than one year before the expiry of term.

◇ **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

Policy relating to Remuneration of Directors, Managerial personnel, KMP and Senior Management

- ◇ The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
- ◇ The remuneration and commission, if any, to be paid to the Directors, Managing Director and senior management shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- ◇ Increments to the existing remuneration / compensation, structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
- ◇ Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Directors, KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

- ◇ The Remuneration / Compensation / Profit linked Incentive etc. to Directors, Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- ◇ The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- ◇ Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- ◇ If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

- ◇ If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. f. Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- ◇ Increments if declared will be effective from 1st April of each financial year in respect of Managerial Personnel, KMP, Senior Management subject to other necessary approvals from statutory authorities as may be required. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Remuneration to Non –Executive/Independent Directors

- ◇ No monthly remuneration to be paid to Non-Executive/ Independent Director.
- ◇ The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Monitoring, Evaluation and Removal

- ◇ Evaluation

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

- ◇ Removal

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

- ◇ Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

Policy Review

This policy is framed based on the provisions of the Companies Act, 2013 and rules made thereunder.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the committee. Any change or modification on the policy as recommended by the committee would be given for approval of the Board of Directors.

Disclosure

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Name of related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of contract	Salient Terms of contracts or arrangements or transactions	Justification for entering into such contracts or arrangements or transactions	Date of Approval by the Board	Amount (in INR)	Date on which Special resolution was passed in General Meeting
				NIL			

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2015 which were not at arms' length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of contract	Salient Terms	Date of Approval by the Board	Amount (in INR)
Gopal Bansal, Managing Directors	Remuneration given	-	-	14.03.2015	300000
Mukesh Sharma, Whole Time Director	Remuneration given	-	-	14.03.2015	240000
Sunita Bansal, Relative of KMP	Rent Paid Interest Received Advance Refunded	01.04.2014 to 31.03.2017	Rent Agreement	14.03.2015	720000 675000 13500000
Gopal Bansal (HUF), (Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives)	Rent Paid Interest Received Advance Refunded	01.04.2014 to 31.03.2017	Rent Agreement	14.03.2015	720000 675000 13500000

Sd/-
(Gopal Bansal)
Managing Director
(DIN:01246420)

Sd/-
(Mukesh Sharma)
Whole Time Director
(DIN:00274217)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

During the Financial Year under consideration the performance of the Company was satisfactory. Net Profit for the year 2014-15 stood at Rs. 12998.43/- as against net profit of Rs.115, 873.56 /- in the year 2013-14. Furthermore the Total Revenue for the year ended March 31st, 2015 is Rs. 3,2,583,835.78 /- as compared to Rs. 6,8,094,846.22/- revenue for the year 2013-14.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The growth of Indian Economy is depends on the financial position of its citizens in the country. To be financially strong they need money which is provided by various banks and financial institutions. The Non- Banking Financial Companies (NBFCs) are one of the providers of finances to the people and play a pivotal role in the growth of Indian Economy. Such companies engage in providing business financing, Inter Corporate Deposits, advancing short terms and long terms loans to the individuals and the companies.

The India Finsec Limited, a NBFC shows a tremendous growth in the previous years. It is engaged in providing various financial services to its prestigious clients. It has established and maintained a public image and brand in the market in a very short span.

3. OPPORTUNITIES & THREATS

There are several exciting opportunities for the company.

- ∇ India's growth rate
- ∇ Focus on Digital and Affluent customer
- ∇ Financial inclusion
- ∇ Utilize technology to provide solutions to customers
- ∇ Increase distribution strength

In the same way, there are threats for the company.

- ∇ Volatile environment
- ∇ Fiscal deficit and Current account deficit
- ∇ Attracting and retaining talent and training them for the right culture
- ∇ Inflation and economic slowdown
- ∇ Competition

4. RISK & CONCERNS

Being a NBFC, India Finsec Limited is exposed to various types of risks like interest rate volatility, economic cycle, credit risk, market risk and operational risk. Such risks are matter of concern for every NBFC. To deal with such types of risk, the company has maintained a proper policy which can mitigate the risk and has also diversified its services so that risk can be minimized. The Company has also taken adequate preventive ad precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

5. PROSPECT & OUTLOOK

The management is of view that the future prospects of your company are bright and the performance in the current year is expected to be very well. The committed clients are satisfied with the services provided by the employees of the company.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at **India Finsec Limited**. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

By Order of the Board of Directors

Sd/-
(Gopal Bansal)
Managing Director
DIN-01246420

Address: A-1/11, First Floor,
Varun Apartment, Sector-9,
Rohini, New Delhi-110085

Place: Delhi
Date: 30.05.2015

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors believes that it is imperative to manage affairs of the company with the prime objective of maximization of shareholders wealth and other stakeholders of the company. The Listing Agreement entered into by the Company with the Stock Exchanges contemplates compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportions:

- Prudence
- Transparency
- Accountability
- Impartial treatment for all Stakeholders
- Operating under the purview of the statute.
- Ethical Practices
- Shareholder's wealth Maximization

As a part of the compliances of the revised Clause 52 of Listing Agreement, the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

2. BOARD OF DIRECTORS

The Board of Directors comprises Four (4) directors consisting of Two (2) Independent-Non executive directors.

Composition and Category of Directors:

Name	Designation	Category	No. of other Directorships	Attendance at Board Meetings	Attendance at previous AGM
Gopal Bansal	Managing Director	Executive	3	Yes	Yes
Mukesh Sharma	Whole-Time Director	Executive	1	Yes	Yes
Basant Mittal	Director	Non-Executive	0	Yes	Yes
Charu Goyal	Director	Non-Executive	0	Yes	Yes

Meetings of the Board of Directors

The Board of Directors met Eight (8) times i.e. 30.05.2014, 04.06.2014, 20.06.2014, 04.08.2014, 27.08.2014, 09.10.2014, 12.11.2014 and 14.03.2015 during the financial year.

Serial No.	Name	Designation	Category	Board Meetings during the period & Attendance at Board Meetings	
				Held	Attended
1	Gopal Bansal	Managing Director	Executive	8	8
2	Mukesh Sharma	Whole-Time Director	Executive	8	8
3	Basant Mittal	Director	Non-Executive	8	8
4	Charu Goyal	Director	Non-Executive	8	8

Information supplied to the Board

The Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committees. In addition to the regular business items, the following are regularly placed before the Board to the extent applicable.

- Half yearly results of the Company
- Minutes of the Audit Committee and other Committee meetings
- Details of Agreements entered into by the Company
- Particulars of Non-Compliance of any statutory or Listing requirement

Minutes of the Board Meeting

The minutes of the proceedings of every Board and all committee meetings are prepared and approved/initialed by the Chairman within 30 days from the conclusion of the respective meeting.

Code of Ethics

The Company has prescribed a code of ethics for its Directors and senior management personnel. A declaration by the Executive Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2014-2015 is given below:

Declaration – Code of Conduct

This is to confirm that the Board of Directors has laid down a code of conduct for all Directors and senior management personnel of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have duly complied with the Company's Code of Conduct during the financial year 2014-2015, as required under Clause 52 of the Listing Agreement with the Stock Exchanges.

3. BOARD COMMITTEES:

The Board of Directors has set up committees of Directors to deal with various matters of specific nature which require concentrated and more focused attention and to arrive at quick and timely decisions in these matters.

The Board of Directors has delegated its certain powers to the committees of Directors and these committees shall exercise such power and give the report of the output to the Board for approval at subsequent meetings. The Board has constituted three committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

AUDIT COMMITTEE

Terms of Reference:

The terms of reference of the Audit committee include the following:

1. Review of the half yearly and annual financial results of the Company before submission to the Board.
2. Overseeing the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. Holding periodic discussions with statutory auditors and internal auditors of the Company concerning the accounts of the company, internal control systems, scope of audit and observations of auditors.
4. Making recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.
5. Recommendations with respect to appointment and removal of external auditors, fixation of audit fees and also approval of fee for any other services by the auditors.
6. Investigating into any matter in relation to items specified in section 177 of the Companies Act, 2013 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice if necessary.

7. Making recommendations to the Board on any matter relating to the financial management of the Company.

During the year, Four (4) Audit Committee meetings were held as on 26.05.2014, 20.08.2014, 05.11.2014, 25.02.2015 respectively.

Composition of Audit Committee:

The Audit Committee of the Company was constituted as follows:

Meetings of the Audit Committee and Attendance of the Members during 2014-2015

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Basant Mittal	Chairman	4	4
Ms. Charu Goyal	Member	4	4
Mr. Gopal Bansal	Member	4	4
Ms. Richa Sharma	Secretary of the Committee	4	4

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. During the year all the directors, senior management personnel and other employees complied the vigil mechanism and none of the complaints are received against any directors and employees for any fraudulent dealings. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically.

The Company has established a Vigil (Whistle Blower) mechanism that provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

NOMINATION & REMUNERATION COMMITTEE:

Terms of Reference:

The Nomination & Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the Company. The Non-Executive Directors of the Company are not entitled for any remuneration

other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors including pension rights and compensation payments. The Committee also approves the Nomination & Remuneration Policy for employees other than Whole-time Directors as may be recommended to it. The Company has a regular appraisal Policy for all employees.

Composition

The Nomination & Remuneration Committee of the Company has constituted with three (3) directors.

Meetings of the Nomination & Remuneration Committee and Attendance of the Members during 2014-2015

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Basant Mittal	Chairman	2	2
Ms. Charu Goyal	Member	2	2
Mr. Gopal Bansal	Member	2	2

During the year, Two (2) Nomination & Remuneration Committee meetings were held as on 14.04.2014 and 20.08.2014 respectively.

Nomination & Remuneration Policy:

The remuneration of the Executive Director is fixed by the Nomination & Remuneration Committee as constituted above. The Non-Executive Directors are not paid any remuneration. The remuneration of Employees other than Whole-time Directors is approved by the Remuneration Committee based on recommendations made to it.

It also includes:

- attract, recruit, and retain good and exceptional talent;
- list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

Non-Executive Directors are only entitled to sitting fees for attending Board and Committee Meetings.

The Company has a Nomination & Remuneration Policy for its directors and senior management personnel under whom Nomination & Remuneration Committee functions and takes decision about the remuneration & perquisites of Directors.

(a) Details of Remuneration of all the Directors

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount (Rs.)
		Gopal Bansal	Mukesh Sharma	Basant Mittal	Charu Goyal	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25000	20000	0	0	45000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
6.	Total (A)	25000	20000	0	0	45000

(b) Details of Sitting Fees paid to Non-Executive Directors during the financial year 2013-2014

Name of the Director	Board Meeting (Rs)	Audit Committee Meeting (Rs)	Nomination & Remuneration Committee Meeting (Rs)	Stakeholders' Relationship Committee Meeting (Rs)	Total
Mr. Basant Mittal	8000	4000	2000	4000	18000
Ms. Charu Goyal	8000	4000	2000	4000	18000

There were no pecuniary relationships or transactions of the non-executive director's vis-à-vis the company during the Financial Year ended 31st March, 2015.

Criteria for Performance Evaluation by Nomination Committee

The Nomination & Remuneration Committee formulated a **Performance Evaluation Policy** for evaluation of performance of the Directors, Key Managerial Personnel and other employees of the Company. This policy aims at establishing a procedure for conducting periodical evaluation of directors' performance and formulating the criteria for determining qualification, positive attribute and independence of each and every director of the Company in order to effectively determine issues relating to remuneration of every director, key managerial personnel and other employees of the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has Stakeholders Relationship Committee that met regularly to approve share transfers, transmissions, issue of duplicate share certificates, Rematerialisation of shares and all other issues pertaining to shares and also to redress investor grievances like non receipt of dividend warrants, non receipt of share certificates, etc. The committee regularly reviews the movement in shareholding and ownership structure. The committee also reviews the performance of the Registrar and Share Transfer Agents.

Composition as on date

The Stakeholders Relationship Committee of the Company has been constituted with Three Director.

Meetings of the Stakeholders Relationship Committee and Attendance of the Members during 2014-2015

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Basant Mittal	Chairman	4	4
Ms. Charu Goyal	Member	4	4
Mr. Gopal Bansal	Member	4	4

Compliance Officer

Name	Designation
Ms. Richa Sharma	Company Secretary & Compliance Officer

No investor complaints are pending as on the date of Board's Report. The Company does not have any pending share transfers as on the date of Board's Report.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee constituted by the company is responsible for assessment of all types of risks like credit risk, market risk and operational risk etc and the find the measures to mitigate/ diversified such risks. The Company has a well framed policy for assessment of risks and their precautionary measures. The Risk Management Committee is responsible for submitting its report to the Board of Directors of the Company.

The Risk Management Committee has been constituted with the following three directors:-

Name of Member	Designation
Mr. Gopal Bansal	Chairman & Member
Ms. Charu Goyal	Member
Mr. Basant Mittal	Member

4. MEETING OF INDEPENDENT DIRECTOR

The Independent Directors of the Company had met during the year on July 19, 2014 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

5. ANNUAL GENERAL MEETINGS

Details of last three Annual General Meeting is given below:

Day	Date	Time	Venue
Saturday	29.09.2012	12:00 P.M.	340/1, Than Singh Nagar, Anand Parvat, New Delhi-110005.
Monday	30.09.2013	11:00 A.M.	D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
Monday	28.07.2014	12:00 P.M.	D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085

No resolution was placed for voting by Postal ballot in the previous Annual General Meeting.

6. DISCLOSURES

- No transaction of material nature has been entered into by the company with directors or management and their relatives etc that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
- The Company is in compliance with all the mandatory requirements of Corporate Governance and has fulfilled the non- mandatory requirements as prescribed in Annexure 1D of the revised Clause 52 of the Listing Agreement with Stock Exchanges.
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of Financial Statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of a properly defined framework.
- The Company has adopted with the Code of Conduct applicable to all Directors, senior management and employees. The Declaration as required under Clause 52 is as below:

“All the Directors and Senior Management of the Company have affirmed compliance with the Company’s Code of Conduct for the financial year ended 31st March, 2015”
- **CEO Certification:** The Executive Director has given a certificate as contemplated in Clause 52 of the Listing Agreement.
- The requirements of the Audit and other Committees as contemplated in Clause 52 have been complied with as per the report set above in respect of the same.

7. MEANS OF COMMUNICATION

The Company has published financial results within time specified i.e. 48 hours as required by the Listing agreement. No targeted presentations were made during the year under review. The Management Discussion & Analysis Report forms part of the Annual Report of the Company as required under the Listing Agreement.

8. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Schedule: Tuesday, the September 29, 2015 at 03:00 p.m. at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085.

(1) Financial Calendar (2015-2016) (Tentative) :

The Financial year of the Company is 1st April to 31st March.

Financial Year reporting for	Proposed date
Un-audited Financial Results for half year ended 30.09.2015	Last week of October, 2015
Un-audited/Audited Financial Results for half year ended 31.03.2016	Last week of April, 2016
Annual General Meeting	September, 2016

- (2) **Dates of Book Closure** - 22nd September, 2015 to 29th September, 2015 (both days inclusive)
- (3) **Dividend Payment Date** - Not Applicable
- (4) **Listing at Stock Exchanges** - Bombay Stock Exchange Ltd. (SME Platform)
- (5) **Listing Fees** - The Listing fees for the year 2014-2015 paid to BSE
- (6) **Scrp Code** - 535667
- (7) **ISIN No.** - INE474O01010
- (8) **CIN No.** - L65923DL1994PLC060827
- (9) **Market Price & Data**

Company : INDIA FINSEC LTD. 535667												
Period: 01-Apr-2014 to 31-Mar-2015												
All Prices in ₹												
Date	Open	High	Low	Close	WAP	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
											H-L	C-O
7/05/14	12.78	12.78	12.78	12.78	12.78	8,000	2	1,02,240	8,000	100.00	0.00	0.00
8/05/14	12.15	12.15	12.15	12.15	12.15	8,000	2	97,200	8,000	100.00	0.00	0.00
9/05/14	11.65	11.65	11.65	11.65	11.65	8,000	2	93,200	8,000	100.00	0.00	0.00

13/05/14	11.07	11.07	11.07	11.07	11.07	8,000	2	88,560	8,000	100.00	0.00	0.00
15/05/14	11.00	11.00	11.00	11.00	11.00	8,000	2	88,000	8,000	100.00	0.00	0.00
19/05/14	10.47	10.47	10.47	10.47	10.47	8,000	2	83,760	8,000	100.00	0.00	0.00
29/05/14	9.97	9.97	9.97	9.97	9.97	8,000	2	79,760	8,000	100.00	0.00	0.00
30/07/14	9.48	9.48	9.48	9.48	9.48	8,000	2	75,840	8,000	100.00	0.00	0.00
31/07/14	9.05	9.05	9.05	9.05	9.05	8,000	2	72,400	8,000	100.00	0.00	0.00
8/10/14	9.50	9.50	9.50	9.50	9.50	8,000	2	76,000	8,000	100.00	0.00	0.00
29/01/15	9.97	9.97	9.97	9.97	9.97	8,000	2	79,760	8,000	100.00	0.00	0.00
31/03/15	10.46	10.46	10.46	10.46	10.46	1,44,000	7	15,06,240	1,44,000	100.00	0.00	0.00

(10) **Distribution of Shareholding**

Category	Number of Equity Shares	% of Shareholding
Promoters	6952065	27.87
Corporate Bodies	6862000	27.51
Overseas Corporate Bodies	NIL	NIL
Public	11127650	44.62

(11) **Dematerialization of shares**

- The Company has entered into an Agreement with M/s Skyline Financial Services Pvt. Limited as Registrar and Share Transfer Agents.

(12) **Outstanding Bonds/
Convertible Instruments**

- Nil

(13) **Address for Communication
and Registered Office**

: D-16, 1st Floor, Above ICICI Bank, Prashant Vihar
Sector-14, Rohini, New Delhi-110085
Tel: 011- 45805612
E-Mail: indiafinsec@yahoo.com

By Order of the Board of Directors

**Place: Delhi
Date: 30.05.2015**

**Sd/-
(Gopal Bansal)
Managing Director
DIN-01246420**

CORPORATE GOVERNANCE CERTIFICATE

The Members of
India Finsec Limited
New Delhi

I have examined the compliance of conditions of Corporate Governance by **India Finsec Limited** for the year ended on March 31, 2015, as stipulated in Clause 52 of the SME Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of Management. My examination was limited to procedures and implementation thereof, adopted by the company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

I state that no investor grievances are made against the company as per the records maintained by the Investors Grievance Committee.

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

Place: Delhi
Date: 30.05.2015

Sd/-
Rachna Bhasin
Company Secretary (in practice)
M. No. 23539
C.P No. 12952

Details of the Director seeking Re-Appointment at the Annual General Meeting pursuant to Clause 52 of the Listing agreement

Name	Mr. Mukesh Sharma
Date of Birth	20 th April, 1978
Date of Appointment	18 th December, 2006
Qualifications	M.Com
Expertise in specific functional areas	Financial Management/ Portfolio Management
Brief Profile	Mr. Mukesh Sharma aged 37 years, is the Promoter of our Company i.e. M/s India Finsec Limited (NBFC, Reg No. B-14.00127) and was appointed as the Whole-time Director of our Company with effect from January 10, 2013. He has a working experience of 7 years in the field of Financing, Investment, Portfolio Management, Consultancy, Taxation, etc
Directorship held in other Public Companies	Fidelo Foods Private limited
Memberships/ Chairmanships of committees of other public companies (includes only audit Committee and Stakeholder's Relationship Committee)	Nil
Number of Shares held in the Company	1292540 shares as on 31 March, 2015

CHAIRMAN'S DECLARATION ON CODE OF CONDUCT
As required by Clause 52 of the SME Listing Agreement, the chairman's declaration for
code of conduct is given below

To,

**The Members of
India Finsec Limited
New Delhi**

I Gopal Bansal, Chairman of the Company declare that all Board Members and Senior Management of the company have affirmed compliance of code of conduct.

By Order of the Board of Directors

**Place: Delhi
Date: 30.05.2015**

**Sd/-
(Gopal Bansal)
Chairman**

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION

I, **Manoj Kumar Gupta**, Chief Financial Officer, of **India Finsec Limited**, to the best of my knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference;
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors

Place: Delhi
Date: 30.05.2015

Sd/-
Manoj Kumar Gupta
Chief Financial Officer
PAN –AEUPG8308R

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These codes are available on the Company's website <http://www.indiafinsec.com/corporate-governance/>

I confirm that the Company has in respect of the Financial Year ended March 31, 2015, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, Managing Director, Whole Time Director and the Company Secretary as on March 31, 2015.

By Order of the Board of Directors

**Place: Delhi
Date: 30.05.2015**

**Sd/-
(Gopal Bansal)
Managing Director
DIN-01246420**

AUDITOR'S REPORT

**To the Members of
India Finsec Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of India Finsec Limited (“the company”) which comprises the Balance Sheet as at 31st March 2015, Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the

purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, We give in the Annexure statement on the matters specified in paragraph 3 & 4 of the order.
2. The Company is a Non- Banking Financial Company not accepting public deposit and the Certificate of Registration No. B-14.00127 dated March 09, 2012 from Reserve Bank of India has been issued to the Company: -
 - a) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
 - b) The company has not accepted any public deposits during the relevant year.
 - c) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
3. As required by section 143(3) of the Act, we report that: -
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) 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, the Statement of Profit and Loss, and Cash Flow Statement dealt with

by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For V.N. PUROHIT & CO.

Chartered Accountants
Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

Place: New Delhi

Date: 30th May, 2015

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of India Finsec Limited on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) In respect of fixed assets: -
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (ii) In respect of inventories: -
 - (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business.
 - (b) In our opinion and according to the information and explanations given to us, the physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of the business.
 - (c) The Company has maintained proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of stocks, as compared to book records.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a) and iii(b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and for the sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- (v) In our opinion, and according to the information and explanation given to us, the company has not accepted any deposits; hence, clause (v) is not applicable to the company. Accordingly, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable.

- (vi) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value added tax, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise or value added tax or cess which have not been deposited on account of any disputes.
- (c) Company does not have any amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Company does not have any accumulated loss at the end of the financial year and has not incurred cash losses in the financial year and in the financial year immediately preceding such financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management, we are of the opinion that the term loans taken were applied for the purpose they are obtained.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

For V.N. PUROHIT & CO.

Chartered Accountants

FRN: 304040E

Sd/-

O.P.Pareek

Partner

M. No.: 014238

Place: New Delhi

Date: 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

[Amount in Rupees]

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	3	249,417,150.00	194,417,150.00
Reserves and Surplus	4	163,036,612.61	153,970,933.65
Share Application Money Pending Allotment		-	-
Non-Current Liabilities			
Long-term Borrowings	5	220,852.30	551,927.50
Long-term Provisions	6	845,637.00	618,549.00
Deferred Tax Liability (net)		-	-
Current liabilities			
Short-term Borrowings		-	-
Trade Payables	7	457,908.00	318,554.00
Other Current Liabilities		-	-
Short-Term Provisions	8	150,724.00	85,253.00
Total		414,128,883.91	349,962,367.15
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets	9		
(i) Tangible Assets		1,058,317.00	28,357,862.00
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
Non-Current Investments		-	-
Long-term loan and advances		-	-
Capital & amortised expenses not w/off	10	-	607,985.20
Deferred Tax Assets (net)	11	137,539.00	98,179.00
Current Assets			
Current Investments		-	-
Inventories	12	11,773,376.88	9,799,802.09

Cash and Cash Equivalents	13	14,956,204.06	2,657,405.19
Trade Receivables	14	1,604,445.76	6,634,854.07
Short-term loan and advances	15	382,714,694.00	298,683,348.00
Other current assets	16	1,884,307.20	3,122,931.60
Total		414,128,883.91	349,962,367.15
Summary of significant accounting policies	2		
See accompanying notes are an integral part of the financial statements.			

**IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.**
Firm Regn. No. 304040E
Chartered Accountants

For and on behalf of the Board of Directors of
INDIA FINSEC LIMITED

Sd/-
O.P. Pareek
Partner
Membership No. 014238

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Mukesh Sharma
Director
DIN: 00274217

New Delhi, the 30th day of May 2015

Sd/-
Manoj Kumar Gupta
CFO

Sd/-
Richa Sharma
Company Secretary
MN-37557

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015			
<i>[Amount in Rupees]</i>			
Particulars	Note No.	From 1st April 2014	From 1st April 2013
		to 31st March 2015	to 31st March 2014
INCOME:			
Revenue from Operations	17	32,553,946.98	67,746,173.53
Other Income	18	29,888.80	348,672.69
Total Revenue		32,583,835.78	68,094,846.22
EXPENSES			
Purchases of Stock in trade	19	16,774,216.32	61,026,264.33
Changes in inventories of Stock in trade	20	(1,973,574.79)	(941,279.17)
Employee Benefit expenses	21	4,160,275.00	3,970,702.00
Finance Cost	22	51,713.10	366,278.80
Depreciation & Amortization expenses	23	1,042,294.86	659,536.00
Other Administrative expenses	24	12,168,513.00	2,737,444.70
Total Expenses		32,223,437.49	67,818,946.66
Profit/(loss) before tax provision		360,398.29	275,899.56
Tax expenses			
Current Tax		150,724.00	85,253.00
Deferred Tax		(39,360.00)	(44,007.00)
Excess Provision Reverse		-	
Total Tax Expenses		111,364.00	41,246.00
Profit/ (loss) for the year after tax (PAT)		249,034.30	234,653.56
Less: Contingent provision against standard assets		227,088.00	71,849.00
Less: Special reserve u/s 45-IC of the RBI Act,1934		72,079.87	46,931.00
Net profit transfer to appropriation		12998.43	115,873.56
Earning per share (EPS)			
[nominal value of share Rs. 10/-]			
Basic		0.0006	0.0121
Diluted		0.0006	0.0121
Summary of significant accounting polices	2		

Schedule to the Balance Sheet of a Non-Banking Financial Company [As required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998]

INDIA FINSEC LIMITED

CIN- L65923DL1994PLC060827

D-16, 1st Floor, Above ICICI Bank, Prashant Vihar,

Sector-14, Rohini, New Delhi-110085

RBI No. B-14-00127 Dt.21.02.2002

(Rs.in
lakhs)

Particulars		31.03.2015	
Liabilities side :			
1	Loans and advances availed by the NBFCS inclusive of Interest accrued thereon but not paid :	Amount Outstanding	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans (Car Loans)	2.21	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits*	NIL	NIL
	(g) Other Loans (specify nature) - Car Loan	NIL	NIL
	*Please see Note I below		
2	Break-up of (1)(f) above (Outstanding public deposits Inclusive of Interest accrued thereon but not paid) :		
	(a) In the form of Unsecured debentures	NIL	NIL
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	NIL	NIL
	(c) Other public deposits	NIL	NIL
Assets side :		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables[other than those Included in (4) below] :		
	(a) Secured		Nil
	(b) Unsecured		3827.15
4	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP Activities		NIL
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease		NIL
	(b) Operating Lease		NIL
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		NIL
	(b) Repossessed Assets		NIL

	(iii) Hypothecation loans counting towards EL/HP activities			
	(a) Loans where assets have been repossessed		NIL	
	(b) Loans other than (a) above		NIL	
5	Break-up of Investments :			
	Current Investments :			
	1. Quoted :			
	(i) Shares : (a) Equity		NIL	
	(b) Preference		NIL	
	(ii) Debenture and Bonds		NIL	
	(iii) Units of Mutual Funds		NIL	
	(iv) Governments Securities		NIL	
	(v) Others (please specify)		NIL	
	2. Unquoted :			
	(i) Shares : (a) Equity		NIL	
	(b) Preference		NIL	
	(ii) Debenture and Bonds		NIL	
	(iii) Units of Mutual Funds		NIL	
	(iv) Governments Securities		NIL	
	(iii) Others (Please specify)		NIL	
	Long Term Investments :			
	Current Investments :			
	1. Quoted :			
	(i) Shares : (a) Equity		NIL	
	(b) Preference		NIL	
	(ii) Debenture and Bonds		NIL	
	(iii) Units of Mutual Funds		NIL	
	(iv) Governments Securities		NIL	
	(v) Others (please specify)		NIL	
	2. Unquoted :			
	(i) Shares : (a) Equity		NIL	
	(b) Preference		NIL	
	(ii) Debenture and Bonds		NIL	
	(iii) Units of Mutual Funds		NIL	
	(iv) Governments Securities		NIL	
	(iii) Others (Please specify)		NIL	
6	Borrower group-wise classification of all leased stock-on-hire and loans and advances :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties "	NIL	NIL	NIL
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	3827.15	3827.15

	Total	NIL	3827.15	3827.15
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :			
	Category	Market Value / Break-up or Fair value or NAV		Book Value (Net of Provisions)
	1. Related Parties "	NIL		NIL
	(a) Subsidiaries	NIL		NIL
	(b) Companies in the same group	NIL		NIL
	(c) Other related parties	NIL		NIL
	2. Other than related parties	NIL		NIL
	Total	NIL		NIL
8	Other Information			
	Particulars			Amount
	(i) Gross Non-Performing Assets			NIL
	(a) Related parties			NIL
	(b) Other than related parties			NIL
	(ii) Net Non-Performing Assets			NIL
	(a) Related parties			NIL
	(b) Other than related parties			NIL
	(iii) Assets acquired in satisfaction of debt			NIL

Notes:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break-up/fair value/Nav in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

IN TERMS OF OUR REPORT ATTACHED FOR V.N. PUROHIT & CO.

Firm Regn. No. 304040E
Chartered Accountants

Sd/-
O.P. Pareek
Partner
Membership No. 014238

For and on behalf of the Board of Directors of INDIA FINSEC LIMITED

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Mukesh Sharma
Director
DIN: 00274217

New Delhi, the 30th day of May 2015

Sd/-
Manoj Kumar Gupta
CFO

Sd/-
Richa Sharma
Company Secretary
MN-37557

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2015

1. Basis of preparation of Financial Statement

The Financial Statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these Financial Statements to comply in all material respect with the accounting standards notified under the Companies (Accounting standards) Rule, 2006, (as amended) and the relevant provision of the companies Act, 2013. The Financial Statements have been prepared on the accrual basis and under the historical cost convention.

2. Summary of significant accounting policies :

a. Use of estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current event and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

b. Fixed assets

Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

c. Depreciation on Fixed assets

Depreciation on fixed asset is provided on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the asset as prescribed in Schedule II to the Companies Act 2013.

d. Revenue recognition

Having regards to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

e. Inventories

Inventories include investments in shares of other companies. The company classified such investments as inventory and valuation of them has been made at cost.

f. Taxes on Income

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period.

Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

g. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resource embodying economic benefits will be require to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are review at the end of each reporting date and adjusted to reflect the current best estimates.

h. Earning Per Share

Basic Earning per Share has been calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted Earning per Share has been computed by dividing the net profit after tax by the weighted average no. of equity shares considered for deriving basic Earning per Share and also the weighted average no. of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

i. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank and cheque in hand with the original maturity of three months or less.

j. Previous year figures

The company has reclassified previous year figures to conform to current year's classification.

3. Share Capital

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Authorised shares		
2,50,00,000 (31.03.2014: 2,04,50,000) Equity Shares of Rs.10 each.	250,000,000.00	204,500,000.00
Issued, subscribed and fully paid- up shares		
2,49,41,715 (31.03.2014: 1,94,41,715) Equity Shares of Rs.10 each fully paid up.	249,417,150.00	194,417,150.00
Total issued, subscribed and fully paid- up share capital	249,417,150.00	194,417,150.00

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2015		As at 31st March 2014	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	19,441,715.00	194,417,150.00	13,441,715	134,417,150.00
Issue during the period: -				
Equity share capital - Preferential Allotment	5,500,000.00	55,000,000.00	-	-
Equity share capital - Public Issue (IPO)	-	-	6,000,000.00	60,000,000.00
Outstanding at the end of the period	24,941,715	249,417,150.00	19,441,715	194,417,150.00

b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

c. 1,15,21,470 Equity Shares were allotted as Bonus Shares in the F.Y. 2012-13 by capitalisation of Securities Premium and Reserves.

d. 60,00,000 Equity Shares were allotted in F.Y. 2013- 14 pursuant to the scheme of Initial Public Offer (IPO).

e. 55,00,000 Equity Shares were allotted during the year under preferential allotment at a premium of Rs. 1.65 per share.

f. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2015		As at 31st March 2014	
	Nos.	% holding	Nos.	% holding
Fidelo Foods (P) Ltd	4,537,050	18.19%	4,537,050	23.34%
Mukesh Sharma	1,292,540	5.18%	1,292,540	6.65%
Maa Sharda Distributors Private Limited	2,000,000	8.02%	-	-
Daisy Distributors Private Limited	2,000,000	8.02%	-	-
Jagtarni Traders Private Limited	1,500,000	6.01%	-	-

4. Reserves and surplus

Reserves and surplus	As at 31st March 2015		As at 31st March 2014	
		(Rupees)		(Rupees)
<u>Securities premium account</u>				
Opening balance	152,006,050.00		152,006,050.00	
Add: Premium on share capital	9,075,000.00		-	
Less: Utilized/transfer during the period	-		-	
Closing balance		161,081,050.00		152,006,050.00
<u>Special reserves u/s 45-IC of the RBI Act,1934</u>				
Opening balance	512,785.00		465,854.00	
Add: transfer from P&L a/c during the year	72,080.00		46,931.00	
Less: Utilized/transfer during the period	-		-	
Closing balance		584,865.00		512,785.00

<u>Surplus/ (deficit) in statement of profit & loss</u>			
Balance as per last financial statements	1,452,098.65		1,336,225.09
Add: Profit/ (loss) for the year	12,998.43		115,873.56
Less: Adjustment in Fixed Assets*	(94,400.42)		
Add: Income tax provision reversed	63,132.00		-
Net (deficit) in statement of profit and loss		1,370,697.61	1,452,098.65
		163,036,612.61	153,970,934

* Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II related to Depreciation on fixed assets. Accordingly the unamortised carrying value is being depreciated over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit & Loss Account amounting to Rs. 94400.

5. Long-term Borrowings

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Secured		
ICICI Bank Car Loan*	220,852.30	551,927.50
	220,852.30	551,927.50

* Car Loan has been secured against hypothecation of respective vehicles.

6. Long-term provisions

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Contingent provision against standard assets*		
Opening Balance	618,549.00	546,700.00
Add: Addition(written off) during the year	227,088.00	71,849.00
	845,637.00	618,549.00

*A contingent provision against standard assets has been created at 0.25% of the outstanding standard assets in terms of the RBI circular Ref. No. DNBS (PD) CC No. 225/03.02.001/2011-12 dated July 1, 2011.

7. Trade Payables

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Audit Fee Payable	22,472.00	5,618.00
Rent Payable	108,000.00	-
Salary Payable	327,353.00	277,699.00
TDS Payable	83.00	35,237.00
	457,908.00	318,554.00

8. Short-term provisions

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Provision for income tax	150,724.00	85,253.00
	150,724.00	85,253.00

Note - 9 (Fixed Assets)

Tangible assets	Life	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		Balance as at 1 st April, 2014	Additions / Deletions	Balance as at 31 st March, 2015	Balance as at 1 st April, 2014	Depreciation during the year	RETAINED EARNING	Balance as at 31 st March, 2015	W.D.V. as on 31.03.15	W.D.V. as on 31.03.2014
(i) Tangible Assets										
(a) Aircondition	5.00	25,300	-	25,300	11,045	12,488	-	23,533	1,767.00	14,255
(b) Computers	3.00	511,904	58,732	570,636	419,334	36,629	(75,944)	531,907	38,729.00	92,570
(c) Furniture & Fixtures	10.00	45,000	-	45,000	28,318	5,481	-	33,799	11,201.00	16,682

es										
(d) I.P. Came ra	5.00	22,000	-	22,000	5,726	9,665	-	15,391	6,609.0 0	16,274
(e) LCD TV	3.00	22,800	39,65 0	62,450	9,621	10,301	(13,179)	33,101	29,349. 00	13,179
(f) Mobil e Phone	5.00	166,54 0	-	166,54 0	44,392	65,896	(5,277)	115,56 5	50,975. 00	122,14 8
(g) Motor Car- Hond a Civic	8.00	1,554,4 95	-	1,554, 495	798,222	196,54 8	-	994,77 0	559,72 5.00	756,27 3
(h) Motor Car- Wago n R	8.00	404,05 9	-	404,05 9	91,714	80,936	-	172,65 0	231,40 9.00	312,34 5
(i) Oil Heate r 9 pin	5.00	6,500	-	6,500	1,099	2,843	-	3,942	2,558.0 0	5,401
(j) RO Syste ms	5.00	10,000	-	10,000	1,265	4,394	-	5,659	4,341.0 0	8,735
(k) Prope rty at Delhi	-	27,000, 000	(27,00 0,000)	-	-	-	-	-	-	27,000, 000
(l) CCT V Came ra	5.00	-	72,00 0	72,000		622	-	622	71,378. 00	-
(m) Scoot y Activa	10.0 0	-	58,78 2	58,782		8,506	-	8,506	50,276. 00	-
Total		29,768, 598	(26,77 0,836)	2,997, 762	1,410,73 6	434,30 9	(94,400)	1,939,4 45	1,058,3 17.00	28,357, 862

Previ ous year	2,342,1 89	27,42 6,409	29,768 ,598	961,699	449,03 7	-	1,410,7 36	28,357, 862	1,380,4 90
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10. Capital & amortised expenses not w/off

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Deferred revenue expenses		
Opening Balance	607,985.20	818,484.20
Add: addition during the year	-	-
Less: written off during the year	607,985.20	210,499.00
	-	607,985.20

11. Deferred tax assets (net):

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Opening Balance	98,179.00	54,172.00
Add: Addition(written off) during the year	39,360.00	44,007.00
	137,539.00	98,179.00

12. Inventories

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
<u>Government Securities: -</u>		
<u>Nil (31.03.2014: 20,000) 7.65% West Bengal Government Bonds (SDL-2019) of Rs. 100 each</u>	-	2,020,945.21
<u>Equity Shares: -</u>		
4,60,000 (31.03.2014: Nil) Equity Shares of Rs. 10 each fully paid up in Aryaman Capital Markets Limited	5,520,000.00	-
3,90,000 (31.03.2014: 3,90,000) Equity Shares of Rs. 10 each fully paid up in Aryaman Financial Service Limited	4,733,243.96	4,733,243.96
24,674 (31.03.2014: 24,674) Equity Shares of Rs. 2 each fully paid up in Country Club Hospitality & Holiday Limited	277,829.24	277,829.24
27 (31.03.2014: 27) Equity Shares of Rs. 10 each fully paid up in IST	4,791.15	4,791.15

Limited		
399 (31.03.2014: 399) Equity Shares of Rs. 2 each fully paid up in Manugraph India Limited	19,185.82	19,185.82
33,778 (31.03.2014: 33,778) Equity Shares of Rs. 10 each fully paid up in Sumedh Fiscal services Limited	621,515.20	621,515.20
61,829 (31.03.2014: 61,829) Equity Shares of Rs. 10 each in Tijaria Polypipes Limited	499,011.51	499,011.51
8,150 (31.03.2014: 8,150) Equity Shares of Rs. 1 each fully paid up in Yamini Investment Co. Limited	97,800.00	97,800.00
Others: -		
Nil (31.03.2014: 30,824 Grams) Silver Coins	-	1,525,480.00
	11,773,376.88	9,799,802.09

13. Cash and cash equivalents

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Cash in Hand	2,403,127.00	1,366,691.00
Balances with Banks	238,233.06	1,290,714.19
Cheque in Hand	12,314,844.00	-
	14,956,204.06	2,657,405.19

14. Trade Receivables

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
(Unsecured and considered good)		
Outstanding for a period exceeding six months	26,873.36	-
Others	1,577,572.40	6,634,854.07
	1,604,445.76	6,634,854.07

15. Short-term loan and advances

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Loan portfolio* (recoverable in cash or kind, unsecured, considered	338,254,894.00	247,419,569.00

good)		
(A)	338,254,894.00	247,419,569.00
Advances against purchase & others (recoverable in cash or kind, unsecured, considered good)	37,770,000.00	46,287,551.00
(B)	37,770,000.00	46,287,551.00
Balance with government authorities		
Tax deposited / TDS	6,689,800.00	4,976,228.00
(C)	6,689,800.00	4,976,228.00
Total (A + B + C)	382,714,694	298,683,348

*Standard Assets - as per The classification of loans under the RBI guidelines.

16. Other current assets

	As at 31st March 2015	As at 31st March 2014
	(Rupees)	(Rupees)
Deposit with BSE against Public Issue	-	600,000.00
Prepaid expenses	1,884,307.20	2,522,931.60
	1,884,307.20	3,122,931.60

17. Revenue from operations

	For the year ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
<u>Sale of Products</u>	8,518,829.09	40,597,814.48
Shares, Securities and Bonds		
<u>Income from Investments & Loans</u>		
Interest on unsecured loans	23,511,731.00	26,968,383.00
Interest on Bonds	-	77,328.75
Profit from Mutual Funds	523,386.89	102,647.30
	32,553,946.98	67,746,173.53

18. Other Income

	For the year ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
Dividend from equity shares	29,888.80	19,954.90
Dividend from mutual funds	-	328,672.79
Short & excess	-	45.00
	29,888.80	348,672.69

19. Purchase of trade goods

	For the year ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
Shares, Securities and Bonds	16,774,216.32	61,026,264.33
	16,774,216.32	61,026,264.33

20. Changes in inventories

	For the year ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
Inventories at the beginning of the year - Stock in trade	9,799,802.09	8,858,522.92
Less : Inventories at the end of the year -Stock in trade	11,773,376.88	9,799,802.09
	(1,973,574.79)	(941,279.17)

21. Employee benefit expenses

	For the year ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
Director remuneration	540,000.00	540,000.00
Salaries and wages	3,366,325.00	3,226,601.00
Bonus	25,000.00	-
Staff welfare expenses	228,950.00	204,101.00
	4,160,275.00	3,970,702.00

22. Finance costs

Finance costs	For the period ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
Bank Charges	7,584.70	8,597.33
Interest on car loan	39,331.40	87,226.90
Interest on loan	-	269,654.57
Interest on tax deposit	4,797.00	800.00
	51,713.10	366,278.80

23. Depreciation & amortise expenses

	For the year ended	For the year ended
	31st March 2015	31st March 2014

	(Rupees)	(Rupees)
Depreciation charged	434,309.05	449,037.00
Deferred revenue expenditure w/off	607,985.20	210,499.00
	1,042,294.25	659,536.00

24. Other administrative expenses

	For the year ended	For the year ended
	31st March 2015	31st March 2014
	(Rupees)	(Rupees)
Auditors remuneration	22,472.00	11,236.00
Advertisement & Publication charges	39,189.40	33,482.40
Car Insurance	24,322.00	24,526.00
Commission paid	650,000.00	569,663.00
Computer Repair & Maintenance	21,020.00	60,445.00
Conveyance expenses	115,297.00	164,773.00
Dmat A/c charges	1,678.38	1,286.80
Electricity & Water Expenses	101,179.00	79,130.00
Filing fee & Subscriptions	250,252.00	93,763.00
Loss from currency trading	2,185,077.76	-
Listing Fees	29,381.00	-
Loss on future & option contracts	4,282,469.46	17,059.50
News Paper, Books & Periodicals	18,649.00	15,261.00
Postage, Stamps & Couriers	122,092.00	63,584.00
Printing and Stationery	159,027.60	157,141.60
Professional charges	783,812.40	489,203.40
Property Tax	19,589.00	-
Rent expenses	2,340,000.00	360,000.00
Repairs & Maintenance	51,534.00	51,930.00
ROC Fee	422,700.00	-
Software Expenses	3,657.00	-
Telephone & Mobile expenses	49,976.00	66,222.00
Tours & Travelling	241,656.00	250,083.00
Vehicle Running & Maintenance	209,712.00	225,385.00
Website expenses	23,770.00	3,270.00
	12,168,513.00	2,737,444.70

25. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

26. Provisions of Accounting Standard (AS) – 17 issued by the ICAI on ‘Segment Reporting’ are not been applicable to the Company.

27. In the opinion of the management, the current assets, loans and advances have a realizable value in the ordinary course of business is not less than the amount at which they are stated in the Balance Sheet.

28. Related party disclosures/ transactions

a) Related Parties Covered: -

(i)	Key Management Personnel	Sh. Gopal Bansal- Managing Director Sh. Mukesh Goyal- Whole- time Director Sh. Basant Mittal- Director Ms. Charu Goyal- Director
(ii)	Relatives of Key Management Personnel	Ms. Sunita Bansal Mrs. Ganga Devi Bansal
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	M/s Gopal Bansal (HUF)

b) Transaction with related parties:-

Transactions With	Nature of Transaction	31/03/2015 (Rs.)	31/03/2014 (Rs.)
Gopal Bansal	Remuneration Given	3,00,000	3,00,000
Mukesh Sharma	Remuneration Given	2,40,000	2,40,000
Sunita Bansal	Rent Paid	7,20,000	1,80,000
	Interest Received	6,75,000	Nil
	Advance Refunded	1,35,00,000	Nil
Gopal Bansal (HUF)	Rent Paid	7,20,000	1,80,000
	Interest Received	6,75,000	Nil
	Advance Refunded	1,35,00,000	Nil

29. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

30.	Particulars	31/03/2015 (Rs.)	31/03/2014 (Rs.)
	Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

31. Quantitative Information in respect of Opening Stock, Purchases, Sales and Closing Stock pursuant to Schedule III of the Companies Act, 2013 are as per list attached.

32. The company does not have any pending litigations as on Balance Sheet Date.

33. Particulars	31/03/2015 (Rs.)	31/03/2014 (Rs.)
Contingent Liability not provided for	Nil	Nil

34. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification`
**IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.**
Firm Regn. No. 304040E
Chartered Accountants

For and on behalf of the Board of Directors of
INDIA FINSEC LIMITED

Sd/-
O.P. Pareek
Partner
Membership No. 014238

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Mukesh Sharma
Director
DIN: 00274217

New Delhi, the 30th day of May 2015

Sd/-
Manoj Kumar Gupta
CFO

Sd/-
Richa Sharma
Company Secretary
MN-37557

INDIA FINSEC LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015			
<i>[Amount in Rupees]</i>			
		For the year ended 31 st March 2015	For the year ended 31 st March 2014
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net profit before tax and after extra-ordinary items as per profit & loss account	360,398.29	275,899.56
	Adjustments for items not included:		
	Net prior year adjustments	-	-
	Depreciation and Amortisation Expense	1,042,294.86	659,536.00
	(Profit)/Loss on sale/discard of assets (net)	-	-
	Operating Profit before working capital changes	1,402,693.15	935,435.56
	Adjustment for Working capital:		
	(Increase)/ decrease in current loans and advances	(84,031,346.00)	(8,321,737.00)
	(Increase)/ decrease in Trade receivables	5,030,408.31	(5,074,997.05)
	(Increase)/ decrease in inventories	(1,973,574.79)	(941,279.17)
	(Increase)/ decrease in other current assets	1,238,624.40	348,197.40
	Increase/ (decrease) in short term borrowings	-	(15,670,221.00)
	Increase/ (decrease) in current liabilities	139,354.00	(1,169,596.00)
	Cash generated from operations	(78,193,840.93)	(29,894,197.26)
	Direct Taxes Paid	(21,1211.00)	(430,662.00)
	Net cash flow from operating activities (A)	(78,215,961.93)	(30,324,859.26)
B.	CASH FLOW FROM INVESTING ACTIVITIES :		
	Sale/(Purchase) of fixed assets	26,770,836.00	(27,426,409.00)
	Sale/(Purchase) of investments	-	-
	Expenses amortised or capitalised	-	-
	Net cash flow from investing activities (B)	26,770,836.00	(27,426,409.00)
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from issue of Share Capital	64,075,000.00	60,000,000.00
	Share Application Money	-	-
	Increase/ (decrease) in long-term borrowings	(331,075.20)	(165,434.10)
	Net cash flow from financing activities (C)	63,743,924.80	59,834,565.90
	Net cash flow during the year (A + B + C)	12,298,798.87	2,083,297.64
	Add: Opening cash and cash equivalents	2,657,405.19	574,107.55
	Closing cash and cash equivalents	14,956,204.06	2,657,405.19

Components of cash and cash equivalents			
Cash in hand		2,403,127.00	1,366,691.00
Deposit with banks		238,233.06	1,290,714.19
Cheque In Hand		12,314,844.00	-
Toal cash and cash equivalents		14,956,204.06	2,657,405.19

**IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.**
Firm Regn. No. 304040E
Chartered Accountants

For and on behalf of the Board of Directors of
INDIA FINSEC LIMITED

Sd/-
O.P. Pareek
Partner
Membership No. 014238

Sd/-
Gopal Bansal
Managing Director
DIN: 01246420

Sd/-
Mukesh Sharma
Director
DIN: 00274217

New Delhi, the 30th day of May 2015

Sd/-
Manoj Kumar Gupta
CFO

Sd/-
Richa Sharma
Company Secretary
MN-37557

ATTENDANCE SLIP

Full name and address of the Shareholder/Proxy Holder (in block letters)	
Joint Holder 1(in block letters)	
Joint Holder 2(in block letters)	
Folio No./DP ID*/Client ID*:	
No. of Shares Held	
I hereby certify that I am a member/proxy for the member of the Company.	
Signature of Shareholder/Proxy	

I/we hereby record my presence at the Twenty First Annual General Meeting of the Shareholders of M/s India Finsec Limited held at Tuesday, September 29, 2015 at 03.00 p.m. at D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, Delhi-110085.

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise. Shareholders are also requested to bring their copy of annual report. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting.

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of Twenty First Annual General Meeting dated September 01, 2015 for e-voting process. The E-voting period starts from September 26, 2015 at 10:00 a.m., and will end on September 28, 2015 at 5:00 p.m. The voting module shall be disabled by NDSL for voting thereafter.

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65923DL1994PLC060827

Name of the Company: India Finsec Limited

Registered Office: D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085

Name of the member(s):
Registered Address :
Email ID:
Folio No./Client ID :
DP ID :

I/ We being the member(s) holding _____ shares of the above named Company hereby appoint:

1. Name : _____
Address : _____
Email ID : _____ Or failing him
2. Name : _____
Address : _____
Email ID : _____ Or failing him
3. Name : _____
Address : _____
Email ID : _____ Or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 21st Annual General Meeting of the Company to be held on **Tuesday, September 29, 2015 at 03:00 PM at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the financial statement consisting of Balance Sheet for the year ended March 31, 2015 and the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2015 along with the reports of the Board of Directors and the Auditors thereon.
2.	To appoint a Director in place of Mr. Mukesh Sharma, Whole Time Director (DIN: 00274217), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment as a Director
3.	To appoint Statutory Auditors and fix their remuneration
4.	To increase the remuneration of Managing Director

Signed this..... Day of.....2015

Affix
Rs. 1/-
Revenue
Stamp

Signature of the member.....

Signature of the Proxy holder(s) (1)(2).....(3)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To
INDIA FINSEC LIMITED
CIN: L65923DL1994PLC060827
Regd. Office: d-16, 1ST Floor, Above ICICI Bank,
Prashant Vihar, Sector-14, Rohini,
New Delhi-110085

I/Wethe holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

(2) PARTICULARS OF THE NOMINEE/S: —

- (a) Name: _____
- (b) Date of Birth: _____
- (c) Father's/Mother's/Spouse's _____
- (d) Occupation: _____
- (e) Nationality: _____
- (f) Address: _____
- (g) E-mail Id: _____
- (h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of Birth: _____
- (b) Date of attaining maturity: _____
- (c) Name of Guardian: _____
- (d) Address of Guardian: _____

Name:

Address:

Name of the Security Holder (s)

Signature

Witness with name and address

Form No. SH-14
Cancellation or Variation of Nomination
[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

To
INDIA FINSEC LIMITED
 CIN: L65923DL1994PLC060827
 Regd. Office: d-16, 1ST Floor, Above ICICI Bank,
 Prashant Vihar, Sector-14, Rohini,
 New Delhi-110085

I/ We hereby cancel the nomination(s) made by me/us in favour of(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place ofas nominee in respect of the below mentioned securities in whom shall vest all rights in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/ varied)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

(2) PARTICULARS OF THE NEW NOMINEE: —

- (a) Name: _____
- (b) Date of Birth: _____
- (c) Father's/Mother's/Spouse's: _____
- (d) Occupation: _____
- (e) Nationality: _____
- (f) Address: _____
- (g) E-mail Id: _____
- (h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of Birth: _____
- (b) Date of attaining maturity: _____
- (c) Name of Guardian: _____
- (d) Address of Guardian: _____

Signature
Name of the Security Holder (s)

Witness with name and address