

**23<sup>rd</sup> ANNUAL REPORT**

**2015– 2016**

**INTERNATIONAL  
SECURITIES LIMITED**

**BOARD OF DIRECTORS**

Mr. Rajeev Gupta	Whole Time Director
Mr. Amit Gupta	Whole Time Director
Mr. Pawan Bholusaria	Director
Mr. Mukesh Kumar Agarwal	Director
Mr. Jagdeep Singh Bakshi	Director

**AUDITORS**

Agarwal Sudeep & Co.  
New Delhi

**BANKERS**

Axis Bank  
Canara Bank  
HDFC Bank

**SHARE TRANSFER & DEMAT AGENT**

MAS SERVICES LIMITED  
T – 34, IInd Floor,  
Okhla Industrial Area, Phase II,  
New Delhi-110020

**REGISTERED OFFICE**

Flat No. 14 (Second Floor, Front Block),  
Sagar Apartments, 6, Tilak Marg,  
New Delhi – 110001

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## NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of **International Securities Limited** will be held on Friday, 30th September, 2016 at 10.00 A.M at the Registered Office of the Company at Flat No. 14 (Second Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi-110001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajeev Kumar Gupta (DIN: 00039399), who retire by rotation and being eligible offers himself for re- appointment.
3. 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 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of **M/s Agarwal Sudeep & Co, Chartered Accountants** (Firm Registration No. **007852N**) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company to be held in year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013.

“**RESOLVED THAT** pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body

corporate whether Indian or overseas up to maximum amount of 50 Crores (Rupees Fifty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

By Order of the Board  
**INTERNATIONAL SECURITIES LIMITED**

**(Amit Gupta)**  
Whole-Time Director  
**DIN: 00039400**

**New Delhi,  
September 5<sup>th</sup>, 2016**

#### **NOTES**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10 % of total share of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A Proxy does not have the right to speak at the meeting and can vote only on a poll.  
Proxy form is annexed to the Notice.

- b) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- c) Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easier and faster dispatch of the notices of the general meetings and other communications by electronic mode from time to time.
- d) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- e) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f) Route map of the venue of the Meeting (including prominent landmark) is annexed.
- g) The Register of Members and Share Transfer Books of the Company will be closed from **Friday, 23.09.2016 to Friday, 30.09.2016**, both days inclusive.
- h) Relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
- i) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- j) Members are requested to notify any change in their address, bank details, etc.:
  - (i) To their Depository Participants (DPs) in respect of shares held in demat form; and
  - (ii) To the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.

By Order of the Board  
**INTERNATIONAL SECURITIES LIMITED**

**(Amit Gupta)**  
Whole-Time Director  
DIN: 00039400

**New Delhi, September 5<sup>th</sup>, 2016**

**CIN: L74899DL1993PLC053034**

**Registered Office:**

(Flat No. 14 2nd Floor, Front Block, Sagar Apartments,  
6, Tilak Marg, New Delhi – 110001)

**Email: [guptaamit26@gmail.com](mailto:guptaamit26@gmail.com)**

**Tel: 011-23071222**

**EXPLANATORY STATEMENT**  
**PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item 4 of the accompanying Notice.

In view of increased turnover during the Past, Sometime Company may have spare funds. For better utilization of these Liquid funds in the hands of the Company, may be invested into securities. It may also require to giving loan, guarantee or provide security during course of business in the interest of company.

As per the provisions of section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

It is therefore necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of ` 50 Crores (Rupees Fifty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees/ securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 4 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

**RE-APPOINTMENT OF DIRECTORS:**

A Brief Resume of Directors proposed to be re-appointed is given in terms of Secretarial Standards issued by ICSI:

<b>PARTICULARS</b>	<b>MR. RAJEEV KUMAR GUPTA</b>
Age	46 Years
Date of first Appointment	22/08/2008
Qualification	B.COM (HONS)
Experience	24 YEARS
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> <li>1) Shree Balaji Stock Holdings Pvt. Ltd</li> <li>2) International Developers Pvt. Ltd.</li> <li>3) Butterworth Holdings Pvt. Ltd</li> <li>4) Straits Holdings Pvt. Ltd.</li> <li>5) International Infradevelopers Pvt. Ltd.</li> <li>6) Causeway Holdings Pvt. Ltd.</li> <li>7) Northwood Publishers Pvt. Ltd</li> <li>8) Realway Holdings Pvt. Ltd.</li> <li>9) Halkin Holdings Pvt. Ltd.</li> <li>10) Churchwood Holdings Pvt. Ltd.</li> <li>11) Cardiff Corporate Advisors Pvt. Ltd.</li> <li>12)Cautious Infradevelopers Pvt. Ltd.</li> <li>13)Himalayan Media Pvt. Ltd.</li> <li>14) Ciso Cybersecurity Pvt Ltd.</li> </ol>
Memberships/Chairmanships of Committees of other Companies	NIL
Number of shares held in the Company	174100 Equity Shares
Relationship with other Directors	Related with Amit Gupta
Number of the Meetings of the Board attended during the year	Four
Remuneration Last Drawn	Rs. 2,00,000 /-p.m.
Terms and conditions of re-appointment along with details of remuneration	As per terms of appointment.

## DIRECTORS' REPORT

To,  
The Members,

The Directors have pleasure in presenting the 23<sup>rd</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2016.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY

During the Financial Year 2015-2016, The Financial position of the Company is as under:

(Amount in Rupees)

PARTICULARS	YEAR ENDED 31 <sup>st</sup> March 2016	YEAR ENDED 31 <sup>st</sup> March 2015
Total Revenue	13,164,900.96	56,250,540.71
<b>Profit Before Interest, Depreciation &amp; Tax</b>	<b>(12393762.69)</b>	<b>862,054.41</b>
Interest & Financial Charges	156,378.20	69,193.02
Depreciation	2,856,908.00	5,036,228.00
<b>Profit before Taxation</b>	<b>(15,407,048.89)</b>	<b>(4,243,366.61)</b>
Less: - Provisions for Income Tax	--	--
Add/(Less): - Mat Credit adjustments	--	--
Add/(Less): - Deferred tax Assets/ (liabilities)	(4,723,080.00)	(1,383,521.00)
Less:-Wealth Tax	--	70,250.00
<b>Net profit after tax</b>	<b>(10,683,968.89)</b>	<b>(2,930,095.61)</b>
Equity	<b>(3.561)</b>	<b>(0.977)</b>
Earnings Per Share	<b>(3.561)</b>	<b>(0.977)</b>

### VARIATION IN THE NET WORTH OF THE COMPANY

(In Rupees)

PARTICULARS	31 <sup>ST</sup> MARCH, 2016	31 <sup>ST</sup> MARCH, 2015
Paid-Up Share Capital	30,000,000.00	30,000,000.00
Add: Free Reserves	94,053,711.05	104,737,679.94
<b>Net Worth</b>	<b>124,053,711.05</b>	<b>134,737,679.94</b>

### 2. STATE OF COMPANY'S AFFAIRS

**INTERNATIONAL SECURITIES LIMITED** is a public limited Company registered under The Companies Act, 1956. The Company is engaged in trading/dealing in Stock/Securities/Shares and Commodities. The Company is in the business of providing securities broking and advisory services and is a corporate member of capital market, and derivative segment of NSE .The Company through various types of brokerage accounts provides product and services related to purchase and sale of securities listed in NSE.



### **3. DIVIDEND**

Considering the losses incurred during the year under review, your Directors have not recommended any dividend for the financial year under review.

### **4. AMOUNT TRANSFER TO RESERVES**

No amount has been transferred to reserves during the Financial Year ended 31<sup>st</sup> March, 2016.

### **5. SHARE CAPITAL**

The paid up Equity Share Capital as on 31st March, 2016 was Rs 3.00 Crore. During the year under review, the Company has not issued any shares.

The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### **6. CHANGE IN THE NATURE OF BUSINESS**

During the financial year under review, no changes have occurred in the nature of the Company's business.

### **7. SUBSIDIARY, JOINT VENTURE AND ASSOCIATES**

The Company does not have any Subsidiary, Associate and Joint Venture.

### **8. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATED AND THE DATE OF AUDIT REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report.

### **9. DIRECTORS**

#### **Appointment**

There was no appointment in the Board of Directors of the Company during the year, under review.

#### **Resignation**

There was no resignation in the Board of Directors of the Company during the year, under review.

## **10. BOARD MEETINGS**

Four Board meetings were held during the year on 30<sup>th</sup> May, 2015, 13<sup>th</sup> August 2015, 29<sup>th</sup> October, 2015 and 12<sup>th</sup> February 2016. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Details of the attendance of the Directors attending the Board Meeting(s) are provided hereunder:

<b>NAME OF THE DIRECTOR</b>	<b>CATEGORY</b>	<b>NO. OF MEETINGS ATTENDED</b>
Mr. Amit Gupta	Whole Time Director	4
Mr. Rajeev Kumar Gupta	Whole Time Director	4
Mr. Mukesh Kumar Agarwal	Director	4
Mr. Pawan Kumar Bholusaria	Director	4
Mr. Jagdeep Singh Bakshi	Director	4

## **11. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

The management has been highly conscious of conservation of energy at all the operational levels and efforts are made in this direction on a continuous basis

- **Conservation of Energy:** Adequate measure have been taken to reduce energy consumption as per following details:-
  - Fans in the lobby and rooms, will be used as and when required basis and discontinued the uses of air conditioners to save the cost.
  - Saving energy by using CFLs against incandescent light bulbs.
  - Using capacitors to main power factor and to save electricity energy.
- **Technology Absorption:**

Efforts made for technology absorption	:	Nil
Benefits derived	:	Nil
Expenditure on Research &Development, if any	:	Nil
Details of technology imported, if any	:	Nil
- **Foreign Exchange Earnings and Outgo:**

Particulars of foreign exchange Expenditure and earning are given in Notes to Accounts.

## **12. EXTRACT OF ANNUAL RETURN**

As provided under Section 92(3) of the Act, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-A**.

## **13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

There was no contract or arrangements taken up by the Company which come under the preview of related party transactions during the year under review.

#### **14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

#### **15. INTERNAL CONTROL AND ITS ADEQUACY**

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

#### **16. PARTICULARS OF EMPLOYEES**

No employee of the Company received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **17. DEPOSITS**

During the year under review, your Company has neither accepted nor renewed any deposits.

#### **18. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNAL**

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

#### **19. STATUTORY AUDITORS**

Pursuant to Section 139 of the Act and Rules made thereunder, **M/s. Agarwal Sudeep & Co.**, Chartered Accountants, were appointed as statutory auditors of the Company at the Annual General Meeting held on 29th September, 2014 for a period of 3 years commencing from the closure of the 21<sup>st</sup> Annual general Meeting till the closure of the 24th Annual, subject to ratification by the members at every AGM. Accordingly, your directors recommend the ratification of the appointment of **M/s. Agarwal Sudeep & Co.**, as statutory auditors of the Company from the conclusion of the 23rd Annual General Meeting till the conclusion of the 24<sup>th</sup> Annual General Meeting.

#### **20. AUDITORS' REPORT**

The Notes on Financial Statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The auditors' report does not contain any qualifications, reservations or adverse remarks and is self-explanatory.

## **21. EXPENSES ON CORPORATE SOCIAL RESPONSIBILITY**

The provisions of the corporate social responsibility do not apply to the Company. So there is no expense on the corporate social responsibility activity by the Company.

## **22. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Board of the Directors feels that there is no such risk element which may threaten the existence of the Company. However the Board of Directors is in processes of developing the risk management policy.

## **23. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

## **24. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

## **25. INDEPENDENT DIRECTORS DECLARATION**

The Company has received the necessary declaration from each ID in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013.

## **26. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178**

As per SEBI circular No CIR/MRD/DSA/05/2015 issued dated 17th April, 2015, the exclusively listed companies which fail to obtain listing in any other nationwide stock exchange will cease to be a Listed Company; therefore our Company would be treated as deemed unlisted Public Company. Thus for the Financial Year under review, Section 178 is not applicable on our Company.

## **27. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- i) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) 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 as at 31<sup>st</sup> March, 2016 and of the profit and loss of the Company for that period;
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The directors had prepared the annual accounts on a going concern basis;
- v) 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.

## **28. ACKNOWLEDGMENT**

Your Directors place on record their sincere appreciation for contribution made by all concerned at all levels through their dedication, hard work, work commitment and look forward to their continued support.

**By Order of the Board  
INTERNATIONAL SECURITIES LIMITED**

**Place: New Delhi  
Date: 05.09.2016**

**RAJEEV KUMAR GUPTA  
(Whole Time Director)  
DIN: 00039399**

**AMIT GUPTA  
(Whole Time Director)  
DIN: 00039400**

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH,**  
**2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L74899DL1993PLC053034
Registration Date	13/04/1993
Name Of The Company	International Securities Limited
Category / Sub-Category Of The Company	Listed Public Limited Company
Address Of The Registered Office And Contact Details	14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi – 110001 Tel: 011-23071222
Whether Listed Company Yes / No	No**
Name, Address and Contact details of Registrar and Transfer Agent, if any	MAS Services Limited T-34, IIInd Floor, Okhla Industrial Area, Phase II, New Delhi – 110020 Tel: 011-2638 3145

\*\*As per SEBI circular No CIR/MRD/DSA/05/2015 issued dated 17<sup>th</sup> April, 2015, the exclusively listed companies which fail to obtain listing in any other nationwide stock exchange will cease to be a listed company Therefore our Company would be treated as deemed unlisted Public Company.

**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:-

SL. NO.	NAME AND DESCRIPTION OF MAIN PRODUCTS / SERVICES	NIC CODE OF THE PRODUCT/ SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	Dealing in Shares/Securities & Commodities	6599	97.90%

**III. PARTICULARS OF HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES –**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
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							
	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2015)				NO. OF SHARES HELD AT THE END OF THE YEAR (31 <sup>st</sup> MARCH, 2016)			
	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES
<b>A. Promoters</b>								
<b>1. Indian</b>								
Individual/HUF	1219760	40200	1259960	41.99	1219760	40200	1259960	41.999
Central Government	-	-	-	-	-	-	-	-
State Government	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	1219760	40200	1259960	41.99	1219760	40200	1259960	41.999
<b>2. Foreign</b>								
NRIs –Individual	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/Financial Institutions	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	1219760	40200	1259960	41.99	1219760	40200	1259960	41.999
<b>B. Public Shareholding</b>								
<b>1. Institutions</b>								
Mutual Funds	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-
Central Government	-	-	-	-	-	-	-	-
State Government	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>								
a) Bodies Corporate								
i) Indian	126147	34900	161047	5.37	126115	34900	161015	5.37
ii) Overseas	-	-	-	-	-	-	-	-

b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	50853	152240	203093	6.77	50885	152240	203125	6.77
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1285900	90000	1375900	45.87	1285900	90000	1375900	45.863
c) Others(specify)	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2682660</b>	<b>317340</b>	<b>3000000</b>	<b>100</b>	<b>2682660</b>	<b>317340</b>	<b>3000000</b>	<b>100</b>

## ii) Shareholding of Promoters

SL NO	PROMOTORS' NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2015)			SHARE HOLDING AT THE END OF THE YEAR (31 <sup>st</sup> MARCH, 2016)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Rajender Parshad Gupta	719850	23.994	Nil	719850	23.994	Nil	Nil
2.	Veena Gupta	540110	18.003	Nil	540110	18.003	Nil	Nil
	<b>Total</b>	<b>1259960</b>	<b>41.997</b>	<b>Nil</b>	<b>1259960</b>	<b>41.997</b>	<b>Nil</b>	<b>Nil</b>

## iii) Change in Promoters' Shareholding

	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2015)		CUMULATIVE SHAREHOLDING DURING THE YEAR (1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year				
Change during the year (specify reason)	There is no change in Promoters' Shareholding between 01.04.2015 to 31.03.2016			
At the End of the year				



**iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):**

SL NO	NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 <sup>ST</sup> APRIL 2015)			SHARE HOLDING AT THE END OF THE YEAR (31 <sup>ST</sup> MARCH 2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1.	Puneet Jain	145600	4.853	-	145600	4.853	-	-
2.	Rajendra Kumar Dhall	100000	3.333	-	100000	3.333	-	-
3.	Nirmal Kumar Jain	92500	3.083	-	92500	3.083	-	-
4.	Prabha Bansal Gupta	75000	2.500	-	75000	2.500	-	-
5.	Ashok Jain	73700	2.457	-	73700	2.457	-	-
6.	Deepa Gupta	55000	1.833	-	55000	1.833	-	-
7.	Santosh Gupta	42200	1.407	-	42200	1.407	-	-
8.	Vimlesh Garg	23000	0.767	-	23000	0.767	-	-
9.	Worth Finance and leasing Pvt Ltd	21000	0.70	-	21000	0.70	-	-
10.	Archana Gupta	19300	0.643	-	19300	0.643	-	-

**v) 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.	Rajeev Kumar Gupta	174,100	5.803	174,100	5.803
2.	Amit Gupta	160,300	5.343	160,300	5.343

**V. INDEBTEDNESS****INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT:**

	<b>SECURED LOANS EXCLUDING DEPOSITS</b>	<b>UN- SECURED LOANS</b>	<b>DEPOS ITS</b>	<b>TOTAL INDEBT- EDNESS</b>
Indebtedness at the beginning of the financial year	5,90,549.02	--	--	5,90,549.02
i ) Principal Amount-	--	--	--	--
ii) Interest due but not paid-	--	--	--	--
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>5,90,549.02</b>	<b>--</b>	<b>--</b>	<b>5,90,549.02</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	10,09,838.20	--	--	--
Reduction	--	--	--	--
<b>Net Change</b>	<b>10,09,838.20</b>	<b>--</b>	<b>--</b>	<b>10,09,838.20</b>
<b>Indebtedness at the end of the financial year</b>				
i ) Principal Amount	16,00,387.22	--	--	16,00,387.22
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>16,00,387.22</b>	<b>--</b>	<b>--</b>	<b>16,00,387.22</b>

**VI. REMUNERATION OF DIRECTORS:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Rajeev Kumar Gupta</b>	<b>Amit Gupta</b>	<b>Total Amount</b>
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	24,00,000	48,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-

2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	- -	- -	- -
5.	Others, please specify	-	-	-
	Total (A)	24,00,000	24,00,000	48,00,000
	Ceiling as per the Act	the payment are as per schedule and as per section 197 of Company at 2013 and as approved by the ministry of Corporate affairs.		

**B. Remuneration to other directors:**

**1. Independent Directors:**

Particulars of Remuneration	MUKESH KUMAR AGARWAL	JAGDEEP SINGH BAKSHI	PAWAN KUMAR BHOLUSARIA	TOTAL
· Fee for attending board committee meetings	-	-	-	-
· Commission	-	-	-	-
· Others, please specify	-	-	-	-
Total (1)	-	-	-	-

**2. Non – Executive Directors:**

There is no Non- Executive Director in the Company.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Manish Aggarwal (CFO)	Shilpa Uppal (CS)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3,60,000	1,20,000	- - - -
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	- -	- -	- -

5.	Others, please specify	-	-	-
	<b>Total</b>	-	-	-
	<b>Ceiling as per the Act</b>	The payments are as per schedule and as per Section 197 of Companies Act, 2013 and as approved by the Ministry of Corporate Affairs.		

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There is no Penalty, Punishment and Compounding of offences.

**By Order of the Board  
INTERNATIONAL SECURITIES LIMITED**

Place: New Delhi  
Date: 05.09.2016

**RAJEEV KUMAR GUPTA**  
(Whole Time Director)  
DIN: 00039399

**AMIT GUPTA**  
(Whole Time Director)  
DIN: 00039400

## **INDEPENDENT AUDITORS' REPORT**

To The Members of  
**INTERNATIONAL SECURITIES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of International Securities Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the 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 stated 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls 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.

### **Auditors' 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, as 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. 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 according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, its loss and its cash flows for the year ended on that date.

**AGARWAL SUDEEP & CO.  
CHARTERED ACCOUNTANTS**

*H-222, NARAINA VIHAR, NEW DELHI – 110028 PHONE: 25793506, 25791737*

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. 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 it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the 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 the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".
  - g) 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 derivative contracts for which there were any material foreseeable losses.
    - iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

**For Agarwal Sudeep & Co.  
Chartered Accountants  
Firm Reg. No. 007852N**

**(CA. Sudeep Agarwal)  
Proprietor  
M. No. 086583**

**Place: New Delhi  
Date: 5<sup>th</sup> September, 2016**

**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph 1 of our Report on Other Legal and Regulatory Requirements)**

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on such verification which were not material have been properly dealt with in the books of account.  
c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties are held in the name of the Company.
2. The inventory has been physically verified by the management during the year at reasonable intervals. The discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of account.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause (iii) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided any guarantees or security covered under section 185 of the Act. Section 186 of the Companies Act, 2013 is not applicable for the Company during the year.
5. The Company has not accepted any deposit from the public and accordingly, the provisions of section 73 to 76 or any other relevant provisions of the Act are not applicable.
6. According to information and explanations given to us, the maintenance of cost records under section 148(1) of the Act has not been specified and accordingly, the provision of Clause 3(vi) of the order is not applicable to the Company.
7. a) According to information and explanations given to us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, sales tax, customs duty, excise duty, value added tax, cess and any other material statutory dues applicable to it.  
According to the information and explanations given to us, there are no undisputed amounts payable in respect of aforesaid dues 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 are no amounts of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, which have not been deposited with the appropriate authorities on account of disputes.
8. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institutions. There are no debenture holders and loan from Government.

**AGARWAL SUDEEP & CO.  
CHARTERED ACCOUNTANTS**

*H-222, NARAINA VIHAR, NEW DELHI – 110028 PHONE: 25793506, 25791737*

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9. The Company has not raised moneys by way of initial public offer or further public offer during the year. In our opinion and according to the information and explanation given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.
10. According to the information and explanation given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and accordingly, the provisions of Clause 3 (xii) of the order are not applicable.
13. According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transaction with the related parties and the details of related party transaction have been disclosed in financial statements as required by the applicable standards.
14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and accordingly, the provisions of Clause 3 (xiv) of the Order are not applicable to the Company.
15. In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors and accordingly, the provisions of Clause 3 (xv) of the order are not applicable to the Company.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For Agarwal Sudeep & Co.  
Chartered Accountants  
Firm Reg. No. 007852N**

**(Sudeep Agarwal)  
Proprietor  
M. No. 086583**

**Place: New Delhi  
Dated: 5<sup>th</sup> September, 2016**



**ANNEXURE-B TO INDEPENDENT AUDITORS' REPORT**  
**(Report on the Internal Financial Controls under Clause (i) of Sub section 3**  
**of Section 143 of the Companies Act, 2013 ("the Act"))**

We have audited the internal financial controls over financial reporting of International Securities Limited ("the Company"), as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**For Agarwal Sudeep & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 007852N**

**(Sudeep Agarwal)**  
**Proprietor**  
**M. No. 086583**

**Place: New Delhi**  
**Dated: 5<sup>th</sup> September, 2016**

# INTERNATIONAL SECURITIES LIMITED

## BALANCE SHEET AS AT MARCH 31, 2016

(Amount in Rs)

	Particulars	NOTE NO.	As at 31 March, 2016	As at 31 March, 2015
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	3	30,000,000.00	30,000,000.00
	(b) Reserves and Surplus	4	94,053,711.05	104,737,679.94
			<b>124,053,711.05</b>	<b>134,737,679.94</b>
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Long-Term Borrowings	5	766,754.05	310,693.47
	(b) Deferred Tax Liabilities (Net)	6	(5,588,109.00)	(865,029.00)
	(c) Long-Term Provisions	7	1,658,728.00	1,456,821.00
			<b>(3,162,626.95)</b>	<b>902,485.47</b>
<b>3</b>	<b>Current Liabilities</b>			
	(a) Trade Payables	8	32,000,000.00	32,000,000.00
	(b) Other Current Liabilities	9	963,401.10	466,461.63
	(c) Short-Term Provisions	10	75,355.00	129,466.00
			<b>33,038,756.10</b>	<b>32,595,927.63</b>
	<b>TOTAL</b>		<b>153,929,840.20</b>	<b>168,236,093.04</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	11	9,898,278.00	10,570,602.00
			<b>9,898,278.00</b>	<b>10,570,602.00</b>
	(b) Non-Current Investments	12	9,000.00	9,000.00
	(c) Long Term Loans and Advances	13	11,011,733.00	15,245,526.00
			<b>11,020,733.00</b>	<b>15,254,526.00</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories	14	245,000.00	245,000.00
	(b) Trade Receivables	15	3,603,486.23	-
	(c) Cash and Cash Equivalents	16	10,040,314.74	6,242,225.51
	(d) Short Term Loans and Advances	17	118,514,647.27	135,601,647.27
	(e) Other Current Assets	18	607,380.96	322,092.26
			<b>133,010,829.20</b>	<b>142,410,965.04</b>
	<b>TOTAL</b>		<b>153,929,840.20</b>	<b>168,236,093.04</b>
	<b>Summary of Significant Accounting Policies</b>	2		

The accompanying notes (1 to 26) form an integral part of the Financial Statements

As per our report of even date attached

**For AGARWAL SUDEEP & CO.**

**Chartered Accountants**

**Firm Regn. No. 007852N**

**For and on behalf of the Board of Directors**

**(Sudeep Agarwal)**

**Proprietor**

**M. No. 86583**

**(Rajeev Gupta)**

**Director**

**DIN: 00039399**

**(Amit Gupta)**

**Director**

**DIN: 0039400**

**(Manish Aggarwal)**

**CFO**

**(Shilpa Uppal)**

**Co. Secretary**

Place: New Delhi

Dated: 05-09-2016

# INTERNATIONAL SECURITIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Rs)

Particulars	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>1 Income</b>			
a) Revenue From Operations	19	12,888,605.96	56,108,167.71
b) Other Income	20	276,295.00	142,373.00
<b>Total Revenue</b>		<b>13,164,900.96</b>	<b>56,250,540.71</b>
<b>2 Expenses</b>			
(a) Changes in Inventory of Stock in Trade	21	-	32,171,400.00
(b) Employee Benefits Expenses	22	9,198,254.00	9,130,001.00
(c) Finance Costs	23	156,378.20	69,193.02
(d) Depreciation and Amortisation Expenses	24	2,856,908.00	5,036,228.00
(e) Other Expenses	25	16,360,409.65	14,087,085.30
<b>Total Expenses</b>		<b>28,571,949.85</b>	<b>60,493,907.32</b>
<b>3 Profit /(Loss) Before Exceptional and Extraordinary Items and Tax</b>		<b>(15,407,048.89)</b>	<b>(4,243,366.61)</b>
<b>4 Exceptional, Extraordinary and Prior Period Expenses</b>		-	-
<b>5 Profit / (Loss) Before Tax</b>		<b>(15,407,048.89)</b>	<b>(4,243,366.61)</b>
<b>6 Tax Expense</b>			
(a) Current Tax		-	-
(b) Deferred Tax		(4,723,080.00)	(1,383,521.00)
(c) Wealth Tax		-	70,250.00
(d) Current Tax Expense Relating to Previous Years		-	-
<b>7 Profit/(Loss) for the Period from Continuing Operations</b>		<b>(10,683,968.89)</b>	<b>(2,930,095.61)</b>
<b>Earnings Per Equity Share (of Rs.10/- each)</b>			
(a) Basic	26	(3.561)	(0.977)
(b) Diluted	26	(3.561)	(0.977)

As per our report of even date attached

**For AGARWAL SUDEEP & CO.**

**Chartered Accountants**

**Firm Regn. No. 007852N**

**For and on behalf of the Board of Directors**

**(Sudeep Agarwal)**

**Proprietor**

**M. No. 86583**

Place: New Delhi

Dated: 05-09-2016

**(Rajeev Gupta)**

**Director**

**DIN: 00039399**

**(Amit Gupta)**

**Director**

**DIN: 00039400**

**(Manish Aggarwal)**

**CFO**

**(Shilpa Uppal)**

**Co. Secretary**

# INTERNATIONAL SECURITIES LIMITED

## CASH FLOW STATEMENT FOR YEAR ENDED ON 31-03-2016

	31-Mar-16 (Rs)	31-Mar-15 (Rs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax and extra-ordinary items	(15,407,048.89)	(4,243,366.61)
Adjustments for:		
Depreciation	2,856,908.00	5,036,228.00
Interest Received	(167,374.00)	(142,373.00)
Finance Cost	156,378.20	69,193.02
Loss/(Profit) on sale of Fixed Assets	(108,921.00)	270,607.00
Operating Profit Before Working Capital Changes	(12,670,057.69)	990,288.41
Adjustments for Working Capital Changes:		
(Increase)/Decrease in Inventories	-	32,171,400.00
(Increase)/Decrease in Other Current Assets	(285,288.70)	21,126.00
(Increase)/Decrease in Trade Receivables	(3,603,486.23)	49,950.33
(Increase)/Decrease in Short Term Loans & Advances	17,087,000.00	(38,429,647.27)
(Increase)/Decrease in Long Term Loans & Advances	4,233,793.00	(1,478,135.00)
Increase/(Decrease) in Trade Payables	-	-
Increase/(Decrease) in Other Current Liabilities	496,939.47	56,849.47
Increase/(Decrease) in Short Term Provisions	(54,111.00)	(389,835.00)
Increase/(Decrease) in Long Term Provisions	201,907.00	298,816.00
Cash Generated from Operations	5,406,695.85	(6,709,187.06)
Taxes Paid / Provided	4,723,080.00	1,313,271.00
Cash Flow Before Extraordinary Items	10,129,775.85	(5,395,916.06)
Extraordinary Items	-	-
<b>Net Cash From Operating Activities (A)</b>	<b>10,129,775.85</b>	<b>(5,395,916.06)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale of Fixed Assets	200,000.00	1,300,000.00
Purchase of Fixed Assets	(2,275,663.00)	(301,524.00)
Purchase/ Sale of Investments	-	-
<b>Net Cash from Investing Activities (B)</b>	<b>(2,075,663.00)</b>	<b>998,476.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Long Term Borrowings	456,060.58	(262,306.53)
Finance Cost	(156,378.20)	(69,193.02)
Interest Received	167,374.00	142,373.00
Deferred Tax Assets/Liabilities	(4,723,080.00)	(1,383,521.00)
<b>Net Cash from Financing Activities (C)</b>	<b>(4,256,023.62)</b>	<b>(1,572,647.55)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>3,798,089.23</b>	<b>(5,970,087.61)</b>
Closing Balance of Cash & Cash Equivalents	10,040,314.74	6,242,225.51
Less: Opening Balance of cash & Cash Equivalents	6,242,225.51	12,212,313.12
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>3,798,089.23</b>	<b>(5,970,087.61)</b>

**Cash and Cash Equivalents Comprise of:**

Cash in hand	1,070,270.20	869,198.20
Balance with Banks	4,616,093.53	5,373,027.31
Cheques in hand	4,353,951.01	-
<b>Total</b>	<b><u>10,040,314.74</u></b>	<b><u>6,242,225.51</u></b>

**Notes:**

- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements prescribed under the Act.
- 2) Previous year's figures have been regrouped or rearranged, wherever necessary.

**FOR AND ON BEHALF OF THE BOARD**

Place: New Delhi  
Dated: 05-09-2016

(Rajeev Gupta)  
Director  
DIN : 00039399

(Amit Gupta)  
Director  
DIN : 00039400

(Manish Aggarwal)  
CFO

(Shilpa Uppal)  
Co. Secretary

**AUDITORS' CERTIFICATE**

We have verified the above Cash Flow Statement of International Securities Limited for the year ended March 31, 2016 derived from audited financial statements, prepared by the Company in accordance with clause 32 of the Listing Agreement with the Stock Exchanges and found the same in accordance therewith.

**FOR AGARWAL SUDEEP & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 007852N**

Place: New Delhi  
Dated: 05-09-2016

(SUDEEP AGARWAL)  
PROPRIETOR  
M.No. 86583

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 3

#### SHARE CAPITAL

PARTICULARS	March 31, 2016		March 31, 2015	
	No.of Shares	(Amount in Rs)	No.of Shares	(Amount in Rs)
<b>1. Authorised</b>				
<b>a) Equity Shares</b>				
Equity Shares of Rs.10/- each with voting rights	3,500,000	35,000,000.00	3,500,000	35,000,000.00
<b>b) Other Shares</b>	-	-	-	-
	<b>3,500,000</b>	<b>35,000,000.00</b>	<b>3,500,000</b>	<b>35,000,000.00</b>
<b>2. Issued, Subscribed and Paid up Shares</b>				
Equity Shares of Rs.10/- each fully paid up with voting rights	3,000,000	30,000,000.00	3,000,000	30,000,000.00
	<b>3,000,000</b>	<b>30,000,000.00</b>	<b>3,000,000</b>	<b>30,000,000.00</b>

**Footnotes:**

**I. Reconciliation of Shares Outstanding at the Beginning and at the End of Reporting Period**

PARTICULARS	March 31, 2016		March 31, 2015	
	No.of Shares	(Amount in Rs)	No.of Shares	(Amount in Rs)
<b>Equity Shares</b>				
Shares O/s at the beginning of year	3,000,000	30,000,000.00	3,000,000	30,000,000.00
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of year	<b>3,000,000</b>	<b>30,000,000.00</b>	<b>3,000,000</b>	<b>30,000,000.00</b>

**II. Details of Share Holders holding more than 5% Shares in the Company**

PARTICULARS	March 31, 2016		March 31, 2015	
	No.of Shares	% Holding in the class	No.of Shares	% Holding in the class
<b>Equity shares</b>				
Rajender Parshad Gupta	719,850	24.00	719,850	24.00
Veena Gupta	540,110	18.00	540,110	18.00
Rajeev Gupta	174,100	5.80	174,100	5.80
Amit Gupta	160,300	5.34	160,300	5.34
	<b>1,594,360</b>	<b>53.15</b>	<b>1,594,360</b>	<b>53.15</b>

**Explanation:**

- a) During the Financial year ended on March 31, 2016, no additional shares were issued by the company.
- b) There is no dividend proposal made during the financial year.
- c) The Company has one class of equity shares having par value of Rs. 10/- per share. These Shares rank pari passu in all respects including voting rights and entitlement to dividend.

### NOTE - 4

#### RESERVES AND SURPLUS

PARTICULARS	March 31, 2016	March 31, 2015
	(Amount in Rs)	(Amount in Rs)
<b>Surplus/(deficit) in the statement of Profit and Loss</b>		
As per the last financial statements	104,737,679.94	108,517,824.55
Add/(Less): Impact of Depreciation as per Companies Act, 2013	-	(850,049.00)
Profit/(Loss) for the year	(10,683,968.89)	(2,930,095.61)
<b>Net surplus/(deficit) in the statement of Profit and Loss</b>	<b>94,053,711.05</b>	<b>104,737,679.94</b>
<b>Total Reserves and Surplus</b>	<b>94,053,711.05</b>	<b>104,737,679.94</b>

## INTERNATIONAL SECURITIES LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

#### NOTE - 5

#### LONG-TERM BORROWINGS

PARTICULARS	March, 2016		March, 2015	
	Non-Current	Current	Non-Current	Current
<b>Secured Loans</b>				
Car Loan From HDFC Bank	-	310,693.47	310,693.47	279,855.55
Car Loan From HDFC Bank	483,314.05	320,746.70	-	-
Car Loan From KMBL (Secured against hypothecation of vehicle financed)	283,440.00	202,193.00	-	-
	<b>766,754.05</b>	<b>833,633.17</b>	<b>310,693.47</b>	<b>279,855.55</b>

#### Maturity Profile of Secured Vehicle Loan From Banks are as Under

S. No.	PARTICULARS	Rate of Interest	0-1 YEARS	1-2 YEARS	2-3 YEARS
1)	Car Loan From HDFC Bank	<b>10.50%</b>	<b>310,693.47</b>	-	-
2)	Car Loan From HDFC Bank	<b>10.50%</b>	<b>320,746.70</b>	<b>356,098.09</b>	<b>127,215.96</b>
3)	Car Loan From KMBL	<b>10.21%</b>	<b>202,193.00</b>	<b>223,834.00</b>	<b>59,606.00</b>
	<b>TOTAL</b>		<b>833,633.17</b>	<b>579,932.09</b>	<b>186,821.96</b>



# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 6

#### DEFERRED TAX LIABILITIES (NET)

PARTICULARS	March, 2016 (Amount in Rs)	March, 2015 (Amount in Rs)
<b>Deferred Tax Liabilities</b>		
Depreciation	-	-
	-	-
<b>Deferred Tax Assets</b>		
Disallowance under Income Tax Act, 1961	535,832.00	468,455.00
Depreciation	530,462.00	339,964.00
Business Loss Carried Forward	3,806,576.00	-
Unabsorbed Depreciation	715,239.00	56,610.00
	5,588,109.00	865,029.00
<b>Balance carried to the Balance Sheet</b>	<b>(5,588,109.00)</b>	<b>(865,029.00)</b>

### NOTE - 7

#### LONG-TERM PROVISIONS

PARTICULARS	March, 2016 (Amount in Rs)	March, 2015 (Amount in Rs)
Provision for Gratuity	1,658,728.00	1,456,821.00
	<b>1,658,728.00</b>	<b>1,456,821.00</b>

### NOTE - 8

#### TRADE PAYABLES

PARTICULARS	March, 2016 (Amount in Rs)	March, 2015 (Amount in Rs)
Sundry Creditors	32,000,000.00	32,000,000.00
	<b>32,000,000.00</b>	<b>32,000,000.00</b>

### NOTE - 9

#### OTHER CURRENT LIABILITIES

PARTICULARS	March, 2016 (Amount in Rs)	March, 2015 (Amount in Rs)
Current Maturities of Long Term Borrowings (Refer Note 5)	833,633.17	279,855.55
Expenses Payable	123,467.93	186,606.08
Statutory Dues	6,300.00	-
	<b>963,401.10</b>	<b>466,461.63</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 10

#### SHORT-TERM PROVISIONS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Provision For Income Tax	-	-
Provision For Wealth Tax	-	70,250.00
Provision for Gratuity	75,355.00	59,216.00
	<b>75,355.00</b>	<b>129,466.00</b>

### NOTE - 12

#### NON-CURRENT INVESTMENTS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
<b>Fully Paid up Equity Shares - Unquoted</b>		
Shares of Delhi Stock Exchange Association Limited (9000 equity shares of face value @ Rs. 1/- each)	9,000.00	9,000.00
	<b>9,000.00</b>	<b>9,000.00</b>

### NOTE - 13

#### LONG TERM LOANS AND ADVANCES

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
<b>Security Deposits - Unsecured</b>		
- Considered good	11,011,733.00	15,245,526.00
	<b>11,011,733.00</b>	<b>15,245,526.00</b>

### NOTE - 14

#### INVENTORIES

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Stock of Shares (Quoted) (As taken, valued and certified by the management)	245,000.00	245,000.00
	<b>245,000.00</b>	<b>245,000.00</b>

**Footnote:** The inventories are valued at lower of cost or net realisable value. Cost is assigned on FIFO basis.

**INTERNATIONAL SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

**NOTE - 11**

**FIXED ASSETS - TANGIBLE**

S. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		AS ON 01.04.2015	ADDITION DURING THE YEAR	SALES DURING THE YEAR	AS ON 31.03.2016	AS ON DURING THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS ON 31.03.2016	AS ON 01.04.2015
1	FURNITURE & FIXTURES	1,382,523	-	-	1,382,523	85,224	-	211,901	297,125
2	VEHICLES	19,894,206	2,166,102	1,177,931	20,882,377	2,570,588	1,086,852	8,981,723	9,477,288
3	OFFICE EQUIPMENTS	3,162,789	60,000.00	-	3,222,789	66,236	-	338,902	345,138
4	COMPUTERS	4,133,594	49,561	-	4,183,155	134,860	-	365,752	451,051
	<b>TOTAL</b>	<b>28,573,112</b>	<b>2,275,663</b>	<b>1,177,931</b>	<b>29,670,844</b>	<b>2,856,908</b>	<b>1,086,852</b>	<b>9,898,278</b>	<b>10,570,602</b>
	PREVIOUS YEAR	37,153,742	301,524	8,882,154	28,573,112	5,036,228	8,161,596	10,570,602	17,725,962

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 15

#### TRADE RECEIVABLES

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Sundry Debtors		
- Less than six months	3,603,486.23	-
- more than six months	-	-
(All debtors are unsecured but considered good for realisation)		
	<b>3,603,486.23</b>	<b>-</b>

### NOTE - 16

#### CASH & CASH EQUIVALENTS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
a) Cash in hand	1,070,270.20	869,198.20
b) Balance in current and deposits accounts with banks	4,616,093.53	5,373,027.31
c) Cheques in hand	4,353,951.01	-
	<b>10,040,314.74</b>	<b>6,242,225.51</b>

### NOTE - 17

#### SHORT TERM LOANS AND ADVANCES

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
a) Intercompany Loans	117,850,000.00	135,100,000.00
b) Advances to Staff	663,500.00	500,500.00
c) Other Recoverables	1,147.27	1,147.27
	<b>118,514,647.27</b>	<b>135,601,647.27</b>

**Footnote** All loans and advances are unsecured, but considered good by the company

### NOTE - 18

#### OTHER CURRENT ASSETS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Balance with revenue authorities	453,998.00	92,785.00
Other Current Assets	153,382.96	229,307.26
	<b>607,380.96</b>	<b>322,092.26</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 19

#### REVENUE FROM OPERATIONS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Income From Dealing in Shares/Securities & Commodities	12,888,605.96	56,095,654.19
Brokerage Income	-	12,513.52
	<b>12,888,605.96</b>	<b>56,108,167.71</b>

### NOTE - 20

#### OTHER INCOME

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Interest Income	167,374.00	142,373.00
Profit on Sale of Fixed Asset (Car)	108,921.00	-
	<b>276,295.00</b>	<b>142,373.00</b>

### NOTE - 21

#### CHANGES IN INVENTORY OF STOCK IN TRADE

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Closing Stock	245,000.00	245,000.00
Less: Opening Stock	245,000.00	32,416,400.00
Net Increase/(Decrease) in Inventory	-	<b>(32,171,400.00)</b>

### NOTE - 22

#### EMPLOYEE BENEFITS EXPENSES

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Salary and other benefits	9,198,254.00	9,130,001.00
	<b>9,198,254.00</b>	<b>9,130,001.00</b>

**Footnote:** Disclosure as per AS - 18 attached for Directors Remuneration

### NOTE - 23

#### FINANCE COSTS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Interest Expenses	156,378.20	69,193.02
	<b>156,378.20</b>	<b>69,193.02</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 24

#### DEPRECIATION AND AMORTISATION EXPENSE

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Depreciation on Fixed Assets	2,856,908.00	5,036,228.00
	<b>2,856,908.00</b>	<b>5,036,228.00</b>

### NOTE - 25

#### OTHER EXPENSES

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
a) Payment to Auditors		
- Statutory Audit	23,000.00	34,200.00
- Tax Audit	11,500.00	22,800.00
- Other Services	-	-
b) Bank Charges	952.97	33,186.84
c) Business Promotion	185,206.05	179,089.29
d) Computer Expenses	86,355.50	68,467.20
e) Communication Expenses	1,185,672.32	1,332,961.14
f) Depository Service Fees	23,069.27	18,332.89
g) Donation	122,000.00	616,000.00
h) Fees & Subscription	126,360.00	70,496.00
i) Insurance Charges	434,387.00	363,961.00
j) Lease Line Charges	36,621.37	140,385.00
k) Legal & Professional Charges	113,535.00	86,068.00
l) Loss on Sale of Fixed Assets	-	270,607.00
m) Miscellaneous Expenses	79,017.00	94,206.94
n) Office Expenses	964,993.00	429,062.00
o) Office Rent	9,403,200.00	7,175,700.00
p) Printing and Stationery	120,727.00	162,380.00
q) Repair & Maintenance	689,524.00	677,216.00
r) Travelling & Conveyance	1,829,910.00	1,615,916.00
s) Transaction & Clearing Charges	189,450.17	145,579.00
t) Water & Electricity Charges	734,929.00	550,471.00
	<b>16,360,409.65</b>	<b>14,087,085.30</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE - 27

#### COMPUTATION OF EARNING PER SHARE AS PER AS - 20

##### Calculation of BEPS and DEPS

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
a) Basic Earning Per Share (BEPS)	(3.561)	(0.977)
b) Diluted Earning Per Share (DEPS)	(3.561)	(0.977)

#### A) Calculation of Profit Attributable to the Shareholders of the Company

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Profit/(Loss) before Tax	(15,407,048.89)	(4,243,366.61)
Less: Tax Expenses	4,723,080.00	1,313,271.00
<b>Profit Attributable to the Equity Shareholders</b>	<b>(10,683,968.89)</b>	<b>(2,930,095.61)</b>

#### B) Calculation of Weighted Avg. No. of Equity Shares Outstanding at the end of year

PARTICULARS	March, 2016	March, 2015
	(Amount in Rs)	(Amount in Rs)
Opening Balance of Shares	3,000,000	3,000,000
Add: Weighted average no. of Shares Issued during the Year	-	-
<b>Weighted Avg. no of Shares o/s at the end of year</b>	<b>3,000,000</b>	<b>3,000,000</b>

**Footnote:**

- a) Basic earning per share is calculated by dividing the Net Profits or Loss for the year attributable to equity shareholders with the weighted average number of equity shares outstanding during the year.
- b) For the purpose of calculating Diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### EMPLOYEE BENEFITS - GRATUITY

PARTICULARS	March, 2016 (Amount in Rs)	March, 2015 (Amount in Rs)
<b>A. Change in the defined benefit obligations:</b>		
Liability at the beginning of the year	1,516,037.00	1,212,926.00
Current service cost	90,626.00	89,937.00
Interest cost	118,251.00	110,376.00
Liabilities extinguished on settlement	-	-
Liabilities assumed on acquisition / (settled on divestiture)	-	-
Benefits paid	-	-
Actuarial (gain)/ loss	9,169.00	102,798.00
Liability at the end of the year	1,734,083.00	1,516,037.00
<b>B. Amount recognised in the balance sheet:</b>		
Liability at the end of the year	1,734,083.00	1,516,037.00
Fair value of plan assets at the end of the year	-	-
Amount recognised in the balance sheet under "Provision for employee benefits"	1,734,083.00	1,516,037.00
<b>C. Expense recognised in the statement of profit and loss:</b>		
Current service cost	90,626.00	89,937.00
Interest cost	118,251.00	110,376.00
Expected return on plan assets	-	-
Net actuarial loss/(gain) to be recognised	9,169.00	102,798.00
Liabilities assumed on acquisition/ (settled on divestiture)	-	-
Expense recognised in the statement of profit and loss	218,046.00	303,111.00
<b>Principal assumptions:</b>		
Discount rate (p.a.)	Market Rate on Govt. Bonds	Market Rate on Govt. Bonds
Expected rate of return on assets (p.a.)	N.A.	N.A.
Salary escalation rate (p.a.)	Market Inflations	Market Inflations

**Footnote:**

Refer Note 7 & 10 attached with financial statements for classification of gratuity into Current and Non-Current Liability.

- a) The Provision for Gratuity is based on Revised 'Actuarial Valuation Report' for the year ended on March 31, 2015 in accordance with Revised AS - 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and on the assumption of going concern basis.
- b) The above valuation is arrived by following the "Project Unit Credit Method" as defined under AS - 15.
- c) The details of Retirement benefits plans for gratuity for its employees are certified by actuary and relied upon by the management and the auditors of the company.



# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### RELATED PARTY DISCLOSURE

Disclosure as required by AS - 18 "Related Party Disclosures" is as under:

Description of relationship:	Names of related parties
Key management Personnel	(i) Amit Gupta (ii) Rajeev Gupta

### DETAILS OF TRANSACTIONS AND BALANCES AT THE END OF REPORTING PERIOD

Nature of Transactions	Holding Company	Subsidiary	Fellow Subsidiary	Key Management personnel	Total
Remuneration	N.A. N.A.	N.A. N.A.	N.A. N.A.	4,800,000.00 (4,800,000.00)	4,800,000.00 (4,800,000.00)
Balance outstanding at the end of the year - Remuneration	N.A. N.A.	N.A. N.A.	- N.A. N.A.	NIL NIL	NIL NIL

Note: Figures in bracket ( ) relate to previous year

**Footnote:** Refer Note - 22 attached with the financial statements

# INTERNATIONAL SECURITIES LIMITED

## Notes to financial statements for the year ended March 31, 2016

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### NOTE – 1

#### CORPORATE INFORMATION

- 1.1 International Securities Limited (“the Company”) is a public limited company domiciled in India and incorporated under the provisions of The Companies Act, 1956 on 13<sup>th</sup> April, 1993 and deals in shares, securities & commodities.

### NOTE – 2

#### SIGNIFICANT ACCOUNTING POLICIES

##### 2.1 Basis of Preparation of Financial Statements

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards prescribed under section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act

The financial statements are prepared as a going concern on accrual basis under the historical convention. The financial statements are presented in Indian rupees.

The company is a small and medium sized company (SMC) as defined in the general instructions in respect of accounting standards notified under the Companies Act, 1956. Accordingly, the company has complied with the accounting standards as applicable to an SMC.

##### 2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

##### 2.3 Fixed Assets

Tangible Fixed assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revolution, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustment arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Assets are added to its book value only if it increases the future benefits from the existing asset beyond its previously standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

##### 2.4 Depreciation

Depreciation has been provided on straight line method based on useful life specified in Schedule II of the Companies Act, 2013 after retaining residual value of 5% of the Original Cost of the assets.

## **INTERNATIONAL SECURITIES LIMITED**

### **Notes to financial statements for the year ended March 31, 2016**

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#### **2.5 Investments**

Current investments are carried at lower of cost and quoted/fair value. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary. Earning on investments is accounted for on accrual basis.

#### **2.6 Inventories**

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

#### **2.7 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

##### **Sale of goods**

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

##### **Purchases**

Purchases are inclusive of duties and taxes, all other direct expenses and net of trade discounts.

#### **2.8 Taxation**

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 recognized only to the extent there is a reasonable certainty that sufficient future income will be available except the deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized 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.

#### **2.9 Provisions, contingent liabilities & contingent assets, Miscellaneous Expenditure**

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the past estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent assets are neither recognized nor disclosed in the financial statements. Preliminary Expenses are amortized in the first year after incorporation of the Company.

#### **2.10 Other Note**

The Previous year's figures have been regrouped / rearranged wherever considered necessary.

**PROXY FORM**

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

Name of member(s):

.....  
 .....RegisteredAddress:.....  
 EmailID:.....FolioNo:.....

I/We, being the member(s) of \_\_\_\_\_, shares of the above named Company, hereby appoint:

- i) Name \_\_\_\_\_, Address \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- ii) Name \_\_\_\_\_, Address \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- iii) Name \_\_\_\_\_, Address \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23<sup>rd</sup> Annual General Meeting** of the Company, to be held on Friday, September 30, 2016 at 10.00 A.M. at: **14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI New Delhi -110001** and at any adjournment thereof in respect of such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

<b>Resolution No.</b>	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1.	<i>Adoption of Audited Financial of the Company for the Financial Year ended 31st March, 2016 together with the reports of the Board of Directors and Auditor's thereon</i>		
2.	<i>To appoint a Director in place of Mr. Rajeev Kumar Gupta, who retire by rotation and being eligible offers himself for re- appointment.</i>		
3.	<i>Ratification of appointment of <b>M/s. Agarwal Sudeep &amp; Co</b>, Chartered Accountants, as Statutory Auditors</i>		
4.	<i>To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013</i>		

Affix Revenue Stamp of Re. 1/-

Signed this..... day of.....2016

Signature of shareholder

Signature of first proxy holder      Signature of second proxy holder      Signature of third proxy holder

**Note:**

\* This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**ATTENDANCE SLIP**

Member(s) or his/her/their proxy(ies) are requested to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

	Name and Address	No. Of Shares held
DP id No.*		
Client Id No*		
Regd. Folio No.		

\*Applicable to members holding shares in electronic form.

I hereby record my presence at the **23<sup>RD</sup> ANNUAL GENERAL MEETING** of INTERNATIONAL SECURITIES LIMITED held on Friday, the 30<sup>th</sup> day of September, 2016 at 14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI New Delhi- 110001 at 10.00 a.m.

Please (v) in the box.

Member

Proxy

.....  
Name of the Proxy in Block Letters                      Member's Signature                      Proxy's Signature

ROUTE MAP OF 23RD AGM VENUE

