

INTERNATIONAL SECURITIES LIMITED

INFORMATION MEMORANDUM

INFORMATION MEMORANDUM

For Listing of

30,00,000 Equity Shares of Rs. 10/- (Rupees Ten) Each Fully Paid Up

OF

INTERNATIONAL SECURITIES LIMITED

CIN: L74899DL1993PLC053034

PAN: AAACI0561M

TAN: DELI04998A



INTERNATIONAL SECURITIES LIMITED

(A Company registered under Companies Act, 1956)

Reg. Off: 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi-110001

CIN: L74899DL1993PLC053034, Email id: guptaamit26@gmail.com

INFORMATION MEMORANDUM FOR LISTING OF 30,00,000 EQUITY SHARES OF RS.10/- (RUPEES TEN) EACH FULLY PAID UP

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest in the equity shares of International Securities Limited (the Company) unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of the Company. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

Each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters.

ABSOLUTE RESPONSIBILITY OF INTERNATIONAL SECURITIES LIMITED

International Securities Limited having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of International Securities Limited was listed on Delhi Stock Exchange (DSE) and Jaipur Stock Exchange (JSE) and is proposed to be listed on the Metropolitan Stock Exchange of India Limited.

An application is being made along with this Information Memorandum to Metropolitan Stock Exchange of India Limited (MSEI) seeking listing. The Information Memorandum has also been made available on our Company's website viz www.internationalsecuritiesltd.com.

REGISTRAR AND SHARE TRANSFER AGENT

MAS Services Limited
T-34, IInd Floor,
Okhla Industrial Area, Phase II
New Delhi- 110020
Ph. No. 011-26387281, 26387282, 2638723
Email: sm@masserv.com



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I. DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS

Unless the context otherwise indicates, the following terms have the meaning as described against them. References to the statutes, rules, regulations, guidelines and policies will be deemed to include a reference to all amendments and modifications notified thereto.

Company/ Industry Related Term:

Term	Description
Company/The Company/our Company/ International Securities Limited	International Securities Limited, a Company registered under the Companies Act, 1956, having its Registered Office at 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi-110001
Act/Companies Act	The Companies Act, 1956; The Companies Act, 2013 and rules made there under, the amendments made thereto and the notifications and clarifications issued in respect thereof from time to time.
Articles/AOA	Articles of Association of International Securities Limited
AGM	Annual General Meeting
Auditor	The Statutory Auditors of International Securities Limited being Agarwal Sudeep & Co., Chartered Accountants
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Banker(s) to the Company	The Bankers of International Securities Limited
Board of Directors / Board/ Directors	The Board of Directors of International Securities Limited
MSEI	Metropolitan Stock Exchange of India Limited
CDSL	Central Depository Services (India) Limited
CSR	Corporate Social Responsibilities
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
DP	Depository Participant as defined under the Depositories Act, 1996,
DIN	Director Identification Number
Director(s)	Directors on the Board of International Securities Limited
DSE	Delhi Stock Exchange Limited
EGM	Extraordinary General Meeting
EPS	Earnings per Equity Share



Equity Shares	Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) each, unless otherwise specified in the context thereof.
Equity Shareholders	Equity Shareholders of International Securities Limited
FDI	Foreign Direct Investment
Financial Year/Fiscal Year/FY	12 months period ending on March 31 of a particular year, unless otherwise stated.
GDP	Gross Domestic Product
Information Memorandum	This document as filed with the Bombay Stock Exchange is known as and referred to as the Information Memorandum
JSE	Jaipur Stock Exchange
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
I T Act	The Income Tax Act, 1961 and subsequent amendments thereto.
MOA/ Memorandum/ Memorandum of Association	The Memorandum of Association of International Securities Limited.
NSDL	National Securities Depository Limited
NCT	National Capital Territory
Non Resident/ NRI	A Person resident outside India, as defined under FEMA and includes a Non-Resident Indian
PAT	Profit After Tax
PAN	Permanent Account Number allotted under the Income Tax Act, 1961 of India
PBT	Profit Before Tax
RBI	Reserve Bank of India
ROC	Registrar of Companies, NCT of Delhi and Haryana
RSE	Designated Regional Stock Exchange
Rs./Rupees	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956 and the rules and regulations made there under, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957 and rules thereof, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992 and the rules and regulations made there under, as amended from time to time.
SEBI Regulations	ICDR SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.



CERTAIN CONVENTIONS AND USE OF FINANCIAL DATA

Certain convention

In this Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared and in accordance with the applicable regulations.

Financial Data

Unless indicated otherwise, the financial data in this Information Memorandum is derived from our Financial information for fiscal year 2016-17, 2015-16 and 2014-15, prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") and the Companies Act, 2013 and the Rules made there under, as amended from time to time.

Unless otherwise stated, our financial year commences on April 1st of the immediately preceding year and ends on March 31 of that year, so all references to a particular financial year are to the 12 month period ended March 31 of that year. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

The information contained in this Information Memorandum has been taken from Financial Statements and Annual Reports of the Company and Directors' Report and Auditors' Report thereon and the information pertaining to related industry has been derived from government websites and other reliable sources. We believe that industry data used in this Information Memorandum is reliable though it has not been independently verified by the Company.

FORWARD LOOKING STATEMENT

We have included statements in this Information Memorandum which contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expression or variations of such expressions, that are "forward-looking statements". Similarly statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in India and other countries;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Changes in the value of the Indian Rupee and other currency changes;
- The occurrence of natural disasters or calamities.
- Changes in laws and regulations in India;
- Changes in political conditions in India;



- The Loss of our Key Employees and Staff.
- Any adverse outcome in the legal proceedings in which the Company is involved.
- The Company's ability to meet its capital expenditure requirements;
- Changes in the foreign exchange control regulations in India.

For further discussion of factors that could cause our actual results to differ, see the section titled "Risk Factors". By their nature, certain risk disclosures are only estimates and could be materially different from what actually occur in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

We do not have any obligation to and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

II. RISK FACTORS AND MANAGEMENT PERCEPTIONS THEREOF

A. INTERNAL RISK FACTORS

- a) **Our growth will depend on our ability to provide customized services and failure to do so will adversely affect our ability to compete in the industry.**

Management Perception

We believe that promoting and positioning our services in the market is necessary for achieving recognition of our services. Promotion activities may not yield increased revenues and even if they do, increased revenues may not offset the expenses we incur in providing services. If we fail to set up our identity in the market, our business, financial condition and result of operation could be affected.

- b) **Our Company may experience delays in enforcing the collateral when borrowers default on their obligations, which will result in failure to recover the expected value of collateral and affect our financial performance.**

Management Perception

Our Company may not be able to realize the full value of the collateral as a result of delay in bankruptcy and foreclosure proceedings, inability to foreclose, defects in the title of collateral, fraudulent transfers by borrowers and other factors which includes legislative changes and judicial pronouncements. The inability to recover the expected value of collateral could expose our Company to losses, which will have impact on business and financial performance.

- c) **Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.**

Management Perception



The business substantially depends on the continued service of our key personnel. The future growth in our business will also depend on the ability to attract skilled personnel. Our Company could experience difficulty from time to time in hiring the personnel necessary to support our business. In addition, success in expanding the business will also depend, in part, on the ability to attract, motivate and retain highly skilled personnel. Our inability to attract and retain skilled personnel or resignation or loss of key personnel may have an adverse impact on our business and future financial performance.

- d) **We may require additional funds to satisfy our capital needs, which we may not be able to procure.**

Management Perception

Our growth is dependent on having a strong balance sheet to support our activities. We may need to raise additional capital from time to time, which we may not be able to procure. Additional capital requirements imposed due to changes in the regulatory regime, new guidelines or significant depletion in our existing capital base due to unusual operating losses or margin pressure from our lending activities also may drive demand for additional financing. We may make further equity offerings in the future and any fresh issue of shares or convertible securities would dilute existing holdings. Moreover, additional funds may not be available on attractive terms and conditions, or at all. Our inability to procure additional funds to support our activities could have an adverse effect on our results of operations.

B. EXTERNAL RISK

1. **A slowdown in economic growth in India could cause business to suffer.**

Management Perception

Our performance and the quality and growth of our assets are necessarily dependent on the health of the overall Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our asset portfolio, the quality of our assets, and our ability to implement our strategy. India's economy could be adversely affected by a general rise in interest rates, weather conditions adversely affecting the growth of industrial, manufacturing and services sector. In addition, the Indian economy is in a state of transition. The share of the services sector of the economy is rising while that of the industrial, manufacturing and agricultural sectors is declining. It is difficult to gauge the impact of these fundamental economic changes on our business.

2. **Political instability or changes in the government could delay the liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact financial results and prospects.**

Management Perception



Our Company is subject to various regulations and policies. The Government of India has traditionally exercised and continues to exercise a dominant influence on the Companies registered in India. Our business prospects could be materially affected by changes in the said regulations and policies. We cannot control or predict the future course of the policies framed by Government of India. Any significant change in the Government's policies or political instability could adversely affect business and economic conditions in India and also adversely affect our Company's business and financial performance.

3. **Any downgrading of India's debt rating by an independent agency may harm ability to raise debt financing.**

Management Perception

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on capital expenditure plans, business and financial performance.

4. **Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.**

Terrorist attacks and other acts of violence or war may negatively affect the Indian financial markets and also adversely affect the worldwide financial markets. In addition, any deterioration in relations between India and its neighboring countries might result in investor concern about stability in the region, which could adversely affect the business. India has witnessed civil disturbances in the past and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact. Such incidents could also create perception in the minds of investors that, investment in Indian Companies involve a higher degree of risk.

5. **Natural Calamities could have negative impact on the Indian Economy and cause our business to Suffer.**

India has experienced natural calamities such as earthquake, tsunami, floods and drought in the past. The extent and severity of these natural disasters determines their impact on the Indian economy, which have an adverse impact on our business.

III. GENERAL INFORMATION



The Company was incorporated with name "**International Securities Limited**" and the Certificate of Incorporation was granted by the Registrar of Companies, NCT of Delhi & Haryana on 13th April, 1993 vide registration No. 53034. The Corporate Identification Number of the Company is **L74899DL1993PLC053034**.

The Company is primarily engaged in stock broking and trading/dealing in shares and derivatives.

Presently, the shares of the Company are listed at the Delhi Stock Exchange Limited and Jaipur Stock Exchange. The Company got its shares listed on when it came with Initial Public Offer inviting public to subscribe for its shares. The IPO of the Company was successful.

Registered Office	:	International Securities Limited 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi- 110001
Corporate Identification Number	:	L74899DL1993PLC053034
E-Mail	:	info.isl1993@gmail.com
Website	:	<u>www.internationalsecuritiesltd.com</u>
Registrar of Companies	:	NCT of Delhi & Haryana, 4thFloor, IFCI Tower, 61, Nehru Place, New Delhi - 110019
Stock Exchange Where Company is Listed	:	Delhi Stock Exchange Ltd., DSE House-3/1, Asaf Ali Road, New Delhi-110 002 Jaipur Stock Exchange Ltd., Stock Exchange Building, JLN Marg Malviya Nagar, Jaipur-302017
Registrar and Transfer Agent	:	MAS Services Pvt. Ltd T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020. Ph. No. 011-26387281, 26387282, 26387283 Email: <u>info@masserv.com</u>
Auditors to the Company	:	P.P. Thukral & Co., Chartered Accountants 42, Ground Floor, World Trade Centre, Baber Road, New Delhi-110001
Bankers to the Company	:	Axis Bank, Canara Bank and HDFC Bank.



Compliance Officer

Ms. Shilpa Uppal
Contact: 011-23071221
E-mail id: shilpauppal12@gmail.com

Board of Directors:

The following table sets out the details regarding our board as on the date of filing of this Information Memorandum:

Name of the Director and Designation	Age (Years)	Residential Address	DIN	Directorship held in other Companies
Rajeev Kumar Gupta Whole time director	46 Years	C - 1, Oberoi Apartments 2, Shamnath Marg, Civil Lines Delhi 110054	00039399	Shree Balaji Stock Holdings Private Limited International Developers Private Limited Butterworth Holdings Private Limited Straits Holdings Private Limited International Infradevelopers Private Limited Causeway Holdings Private Limited Northwood Publishers Private Limited Realway Holdings Private Limited Halkin Holdings Private Limited Churchwood Holdings Private Limited Cardiff Corporate Advisors Private Limited Cautious Infradevelopers Private Limited Himalayan Media Private Limited Ciso Cybersecurity Private Limited Blue Sparrow Homes Private Limited
Amit Gupta Whole time director	41 Years	B - 15, Oberoi Apartments, 2, Shamnath Marg, Civil Lines Delhi 110054	00039400	Snowview Hills Private Limited Himalayan Media Private Limited Butterworth Holdings Private Limited Cardiff Corporate Advisors Private Limited Causeway Holdings Private Limited International Realbuild Private Limited International Infradevelopers Private Limited Chowringhee Prakashan Private Limited Havelock Publishers Private Limited Bellway Publishers Private Limited Realway Holdings Private Limited Halkin Holdings Private Limited Churchwood Holdings Private Limited The Statesman Net Private Limited Ciso Cybersecurity Private Limited Deus Corporate Consultants Private Limited Blue Sparrow Homes Private Limited Yes Stock And Securities Private Limited
Pawan Kumar	64 Years	26/11 Shakti	00092492	Kei Industries Limited



Bholusaria (Independent Director)		Nagar New Delhi 110007		PKB Portfolio Private Limited SPA CAPITAL ADVISORS LIMITED
Mukesh Kumar Agarwal (Independent Director)	42 Years	Plot no. 197, 2nd Floor, Blk- B Lok Vihar, Pitampura Delhi 110034	00502269	Deus Corporate Consultants Private Limited Yes Financial Services Private Limited Cautious Infradevelopers Private Limited Smart Edge Consultancy Private Limited Juris Spaces Private Limited JMD Hostels LLP
Jagdeep Singh Bakshi	60 Years	B- 187,Gujranwala Town Ps-Model Town Delhi 110009	02791032	Nil

Listing of Equity Shares on MSEI:

The Equity Shares of the Company are listed on:

Delhi Stock Exchange Limited, Delhi

Jaipur Stock Exchange Limited, Jaipur

Now, the Equity Shares of the Company i.e. International Securities Limited shall be admitted for direct listing on Metropolitan Stock Exchange of India Limited. Such admission for listing shall be subject to fulfillment by the Company of listing criteria of MSEI for direct listing, applicable to Companies exclusively listed on the exiting Recognized Stock Exchanges or De-recognized Stock Exchanges and also subject to such other terms and conditions as may be prescribed by MSEI at the time of the application by the Company seeking listing.

Presently the Company is in process of fulfilling the criteria required for getting directly listed on MSEI and therefore, this application is being made to MSEI for permission, to deal in and for an official quotation of the Equity Shares of the Company.

Eligibility Criterion:

The Company is submitting its Information Memorandum to MSEI, containing information about itself, for listing of Equity Shares under new norms for direct listing for the Companies exclusively listed on the exiting Recognized Stock Exchanges and for making the said Information Memorandum available to public through its website.

Prohibition by SEBI:

The Company, its directors, its promoters, other companies promoted by the promoters and Companies with which the Company's Directors are associated as Directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution:



The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause of MSEI:

As required, a copy of this Information Memorandum is being submitted to MSEI. The MSEI does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that this Company's securities will be traded or will continue to be traded on the MSEI; or
- take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the MSEI. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the MSEI whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Demat

Company has appointed MAS Services Limited RTA. Company is having demat connectivity at NSDL and has applied with CDSL for the same.

The Shareholding of the Company is as under:-
As on Quarter ended 30/09/2017

Particulars	Promoter & Promoter Group	Public
CDSL	-	-
NSDL	1259960	1462900
Physical form	-	277140
Total	1259960	1740040
No. of Shareholders	2	468



IV. CAPITAL STRUCTURE OF THE COMPANY

	Amount (in Rs.)
A. Authorized Capital 35,00,000 Equity Shares of Rs. 10/- each	3,50,00,000.00
B. Issued, Subscribed & Paid up Capital 30,00,000 Equity Shares of Rs.10/- each (fully Paid-up)	3,00,00,000.00

EVOLUTION OF SHARE CAPITAL OF THE COMPANY

Year of Allotment	Mode of Issue	No. of Shares*	Distinctive Numbers	Face Value	Total Amount	Consideration
13.04.1993	Subscriber to the MOA	250	01 - 250	10	2500	Cash
02.11.1993	Preferential Allotment	450000	251- 450250	10	4500000	Cash
02.05.1994	Preferential Allotment	549750	450251-1000000	10	5497500	Cash
24.07.1995	Initial Public Offer	2000000	1000001-3000000	10	20000000	Cash
Total		3000000	01-3000000	10	30000000	

**None of the shares issued above have been forfeited or issued at a premium/Discount.*



Shareholding Pattern for the last 4 quarter is enclosed as Annexure-A



V. INDUSTRY OVERVIEW

The information in this section is derived from various government publications and other industry sources. Neither we nor any other person connected with the Issue have verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

Our Industry Segment:

The primary business of our company is stock broking and trading/dealing in shares and derivatives.

VI. COMPANY HISTORY AND MANAGEMENT

Brief History of the Company

International Securities Limited was incorporated on 13th April, 1993 under the provisions of Companies Act, 1956 with Registrar of Companies, NCT of Delhi and Haryana. It obtained the certificate of commencement of business on 23rd April, 1993. The Company is established with the main object of carrying on the business of Share Brokers, to take membership of Stock Exchanges, to invest in securities and to carry on Management Consultancy Services of all types.

Major Events since Incorporation till Date:

Date	Events
13/04/1993	Incorporated as a Public limited Company under the name 'International Securities Limited'
21/09/1993	Admitted as Member of Delhi Stock Exchange (DSE) to act as Stock Broker
03/12/1993	Obtained Certificate of Registration from SEBI as Stock Broker at DSE
16/05/1994	Admitted as Member of National Stock Exchange of India Limited (NSE) to act as Stock Broker
11/07/1994	Authorised Capital increased from Rs. 100 Lakh to Rs. 200 Lakh
26/10/1994	Obtained Certificate of Registration from SEBI as Stock Broker at NSE
01/02/1995	Authorised Capital increased from Rs. 200 Lakh to Rs. 300 Lakh
24/07/1995	Initial Public Offer (IPO) for 20,00,000 equity shares
1995-96	Listing of 30,00,000 equity shares at BSE, DSE and JSE
20/04/2004	Delisted from BSE Ltd
31/07/2015	Surrender of Stock Broking Membership with NSE



The Issued, Subscribed and Paid up Capital of the Company since incorporation till date is as under:

Sr.No.	Date of allotment	No. of Shares	Nominal Value	Total Amount (Rs)
1.	13/04/1993	250	10	2500
2.	02/11/1993	450000	10	4500000
3.	02/05/1994	549750	10	5497500
4.	24/07/1995	2000000	10	20000000
TOTAL		3000000	10	30000000

DETAILS OF OUTSTANDING CONVERTIBLE INSTRUMENTS INCLUDING WARRANTS PENDING CONVERSION

NIL

NAME AND DETAILS OF THE GROUP OR SUBSIDIARY/IES OF THE COMPANY, IF ANY.

N.A.

DIVIDEND AND CASH BONUS PAID BY THE COMPANY

The Company has not paid any dividend or cash bonus.

STATEMENT OF COMMISSION, BROKERAGE, DISCOUNT PAID

Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person is not applicable to the Company, since the Company is not involved in any such activities where these kinds of payment are required.

STATEMENT CONTAINING PARTICULARS OF MATERIAL CONTRACTS

The Company has not entered into any material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other arrangements, and undertakes to produce the same, if any such documents are executed by the Company in future.

VII. PROMOTERS & MANAGEMENT OF THE COMPANY

International Securities Limited was initially promoted by Mr. Rajender Parshad Gupta and Mrs. Veena Gupta.

Mr. Rajender Parshad Gupta is 62 years old. He is a fellow member of the Institute of Chartered Accountants of India having 35 years of experience in Finance, Project Consultancy, Taxation and Equity Market operations. He is an expert in financial planning, capital structuring and equity research and analysis. He set up his practice as Chartered Accountant in 1982 and was engaged in audit, taxation and consultancy. He left practice and became member of Delhi Stock Exchange Association Ltd. in 1988. He



has been an active Stock Broker of Delhi Stock Exchange. He, however, resigned from the membership in March 1994.

Mrs. Veena Gupta is M.Sc. M.Ed. and has more than 4 years of valued experience in stock Broking Management & Administration. She was a member of Delhi Stock Exchange from 1990 to 1993.

Subsequently, other continuing Directors also assisted in the expansion and diversification of the affairs of company.

International Securities Limited is a professionally managed company, promoted by experienced professionals with wide range of expertise in respective industries and sectors. The overall management is vested in the Board of Directors, comprising of qualified and experienced persons. We presently have five Directors on our Board out of which two are Executive Directors and three are Independent Directors.

DETAILED PROFILE OF DIRECTORS:

1) Mr. Rajeev Kumar Gupta

Whole time Director

PAN: AAJPG4157D

DIN: 00039399

Date of Birth: 03/07/1970

Address: C - 1, Oberoi Apartments 2, Shamnath Marg, Civil Lines Delhi 110054

Mr. Rajeev Kumar Gupta is 47 years old and is a Graduate in Commerce having 25 years of experience in stock broking and trading.

2) Mr. Amit Gupta

Whole time Director

PAN: AAJPG4156C

DIN: 00039400

Date of Birth: 26.06.1975

Address: B - 15, Oberoi Apartments, 2, Shamnath Marg, Civil Lines Delhi 110054

Mr. Amit Gupta is 42 years old and is a Graduate in Commerce and fellow member of Institute of Chartered Accountants of India. He is having 18 years of experience in trading and broking.

3) Mr. Pawan Kumar Bholusaria

Independent Director

PAN: AADPB9207H

DIN: 00092492

Date of Birth: 27/07/1952

Address: 26/11 SHAKTI NAGAR NEW DELHI- 110007

Mr. Pawan Kumar Bholusaria is 64 years old. He is a member of Institute of Chartered Accountants of India. He is a Practicing Chartered Accountant.

4) Mr. Mukesh Kumar Agarwal.



Independent Director

PAN: AFLPA2913C

DIN: 00502269

Date of Birth: 03.03.1975

Address: Plot no. 197, 2nd Floor, Blk-B Lok Vihar, Pitampura Delhi 110034

Mr. Mukesh Kumar Agarwal is 42 years old. He is a Graduate in Commerce and Law and a member of Institute of Company Secretaries of India. He is a Practicing Company Secretary.

5) Mr. Jagdeep Singh Bakshi

Independent Director

PAN: AAKPB3925B

DIN: 02791032

Date of Birth: 23.11.1956

Address: B-187, Gujranwala Town PS-Model Town Delhi 110009

Mr. Jagdeep Singh Bakshi is 61 years old. He is a Law Graduate. He is having 35 years of experience as an Advocate.



STATUS ON CORPORATE GOVERNANCE

The Company is committed to maintain the high standards of Corporate Governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented the stipulations prescribed. The Company adopts best practice in complying with the features of Corporate Governance code as per Listing Agreement with the Stock Exchanges.

The Status of the Corporate Governance code of the Listing Agreement by International Securities Limited is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good corporate governance is a pre-requisite for enhancing shareholder's long-term value. The company's policies and practices are aimed at efficient conduct of business and effectively meeting its obligations to shareholders. The Company believes in and has consistently followed good Corporate Governance. A sound governance process consists of various business practices, which not only result in enhanced shareholders' value in the long run but also enables the Company to fulfill its obligations towards its customers, employees, vendors and to the society in general. Company's thrust on transparency, integrity, accountability and disclosure has enabled it to accomplish best Corporate Governance practices.

International Securities Limited firmly believes that good corporate practices underscore its drive towards competitive strength and sustained performance.

2. BOARD OF DIRECTORS:

(A) COMPOSITION OF BOARD

The Board of Directors consists of an optimal mix of Executive and Independent Directors possessing in-depth knowledge of business. Presently, the strength of the Board is 5 Directors comprising of 2 Executive Directors and 3 Independent Directors. The Board of Directors consists of professionals drawn from diverse fields who are constantly serving the company through their sincere and dedicated efforts directed towards taking the company on the path of success.

More than half of the Board comprise of Independent Directors. 'Independent Directors' i.e. Directors who apart from receiving Directors' remuneration, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which, in the judgment of the Board, may affect the independence of judgment of the Director.

(B) BOARD'S FUNCTIONING AND PROCEDURE

The Board of "International Securities Limited" plays a pivotal role in ensuring good governance. Its style of functioning is democratic. The Members of the Board have always had complete freedom to express their opinion and decisions are taken on the basis of a consensus arrived at after detailed discussion. The Members are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman.



The Agenda is circulated well in advance to the Board Members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. The Board is kept informed of major events/ items and approvals taken wherever necessary. The Chairman at the Board Meetings keeps the Board apprised of the overall performance of the Company.

The Board also sets standards ethical behavior at all times and strict compliance with prevailing laws and regulations.

(C) DIRECTORS' ATTENDANCE RECORD AND DETAILS OF DIRECTORSHIPS/ COMMITTEE POSITIONS HELD

The particulars of Directors, their attendance at the Board Meetings and Annual General Meeting and other Directorships in committees of other companies as at 31st March, 2017 are as under:

Name of the Directors	Category	No. of Shares Held	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorship In other public Companies**
Mr. Amit Gupta	Whole Time Director	160300	6	Yes	Nil
Mr. Rajeev Kumar Gupta	Whole Time Director	174100	6	Yes	Nil
Mr. Mukesh Kumar Agarwal	Independent Director	-	6	Yes	Nil
Mr. Pawan Kumar Bholusaria	Independent Director	-	6	Yes	2
Mr. Jagdeep Singh Bakshi	Independent Director	-	6	Yes	Nil

* The Board of Directors met for 6(Six) times during the Financial Year 2016-17 and the gap between the two meetings did not exceed four months.

** Excluding private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profits or which prohibits payment of dividend).



(D) BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2016-17

Serial No.	Date of Board Meeting
1	04 th June, 2016
2	05 th Sep, 2016
3	06 th December, 2016
4	06 th January, 2017
5	22 nd March, 2017
6	25 th March, 2017

(E) CODE OF CONDUCT

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2017. The Annual Report of the Company contains a Certificate by the Whole Time Director, in terms of Clause 49 of the listing agreement based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

3. COMMITTEE OF THE BOARD:

The Board has constituted three committees of the Board - the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee.

The role and composition of the Committees, including the number of the meetings held are as follows:

AUDIT COMMITTEE:

As on 31st March, 2017 the Audit Committee comprises of 3 Non Executive Independent Directors of which Mr. Mukesh Kumar Agarwal, Mr. Jagdeep Singh Bakshi and Mr. Pawan Kumar Bholusaria are the members of the committee. All the Members of the Committee have good financial and accounting knowledge. The minutes of the Audit Committee Meetings are placed before subsequent Board Meeting. The Audit Committee provides necessary directions and reviews year-end certificates issued by the statutory auditors. Quarterly and Annual Accounts is reviewed by the Audit Committee, prior to their presentation to the Board.

All the members are financial literate and one member has accounting and financial expertise.

S. No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Mukesh Kumar Agarwal	Chairman	Independent & Non-Executive Director



2.	Mr. Jagdeep Singh Bakshi	Member	Independent & Non-Executive Director
3	Mr. Pawan Kumar Bholusaria	Member	Independent & Non-Executive Director

The terms of major reference of the Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the directors responsibility statement to be included in the board report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same.
 - (c) Major accounting entries involving estimates based on the exercise of judgement by management.
 - (d) Significant adjustments made in the financial statements arising out of audit findings.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transaction
 - (g) Qualifications in the draft audit report
- Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing with management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue, etc.) , the statements of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the board to take up steps in this matter.
- Review and monitor the auditor independence and performance and effectiveness of audit process.
- The Committee shall have post audit discussions with the independent auditors to ascertain any area of concern.
- Approval or any subsequent modification of transactions of the Company with related parties.
- To look into the matters pertaining to the Director's Responsibility Statement with respect to compliance with Accounting Standards and accounting policies.



- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of Whistle Blower mechanism.
- Approval of appointment of CFO.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

To mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions (as defined by the audit committee), submitted by management.
- Management letters/ letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses
- The appointment, removal and terms of remuneration of the chief internal auditor.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was constituted in accordance with Section 178 (1) of the Companies act, 2013 of which Mr. Mukesh Kumar Agarwal (Independent Director), Mr. Jagdeep Singh Bakshi (Independent Director) and Mr. Pawan Kumar Bholusaria (Independent director) are the members.



The broad terms of reference of the Nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

The Details of remuneration paid during the financial year 2016-17 to Executive Directors are given below:

Particulars	Mr. Amit Gupta (Whole Time Director)	Mr. Rajeev Kumar Gupta (Whole Time Director)
Salary and Allowance	-	36,00,000
Contribution to Superannuation Fund (Rs.)	-	-
Bonus and performance linked Incentive (Rs.)	-	-

The Details of remuneration paid to Non Executive Director and number of shares held are given below:

S.No.	Name	Commission Payable(Rs.)	Sitting Fees	Shares held
1	Mr. Mukesh Kumar Agarwal	-	-	-
2	Mr. Jagdeep Singh Bakshi	-	-	-
3	Mr. Pawan Kumar Bholusaria	-	-	-

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The working of the Stakeholders Relationship Committee of your Company and its composition and other details are given below:



Name of Chairman/ Member	Meetings held	Meeting Attended
Mr. Jagdeep Singh Bakshi	Chairman	Independent & Non-Executive Director
Mr. Pawan Kumar Bholusaria	Member	Independent & Non-Executive Director
Mr. Amit Gupta	Member	Independent & Non-Executive Director

4. DETAILS ON GENERAL MEETINGS:

Venue, Date and Time of last three Annual General Meetings:

Financial Year	Date	Day	Time	Venue	Purpose
2016-17	29 th September, 2017	Friday	11.00 A.M.	14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi- 110001	Ordinary Business & Special Business(1. appointment of Mr Mukesh Kumar Agarwal as independent director; 2. appointment of Mr Jagdeep Singh Bakshi as independent director; 3. Reappointment of Mr Amit Gupta as whole time director 4. Reappointment of Mr Rajeev Kumar Gupta as whole time director
2015-16	30 th September, 2016	Friday	10.00 A.M.	14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi- 110001	Ordinary Business & Special Business(To give Loan/guarantee/investment u/s 186)
2014-15	30 th	Wednesday	11.00	14 (II Floor, Front	Ordinary Business



	September, 2015		A.M.	Block), Sagar Apartments, 6, Tilak Marg New Delhi- 110001	
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* No Extra Ordinary General Meeting was held in the preceding three financial years.

5. DISCLOSURES:

A) MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis report forms part of the annual report to the shareholders.

B) DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

Transactions with related parties are being disclosed separately in notes to the accounts in the annual report. There was no transaction of material nature with the Directors or the Management during the year that had potential conflicts with the interest of the Company at large.

C) DETAIL OF NON-COMPLIANCE, PENALTIES, STRICTURES ETC.

During the last three years, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any statutory authority for non-compliance of any matter related to capital market.

D) WHISTLE BLOWER POLICY

The Company is in the process of adopting a proper procedure in this regard. Employees can report to the management their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

E) CODE OF CONDUCT

The Company is in the process of adopting a Code of Conduct for its Directors and Senior Executives. The same will be placed on the Company's website under the head 'Investor Relations'.

6. MEANS OF COMMUNICATION

The information about the financial performance of the Company is disseminated on a regular basis through newspapers and website of the Company besides communicating the same to the Stock Exchange.

7. BRIEF SHAREHOLDING PATTERN AS ON 30TH SEPTEMBER, 2017

Category of Shareholders	No. of Shares held	Percentage of shareholding
Promoter and Promoter Group	12,59,960	42



NRIs/OCBs/FIIs	Nil	Nil
Banks /Mutual Funds/Financial Institutions	Nil	Nil
Bodies Corporate	1,61,015	5.37
General Public	15,79,025	52.63
Other: Foreign Bodies Corporate	Nil	Nil
Foreign Bodies Corporate	Nil	Nil
Trusts	Nil	Nil
Total	30,00,000	100

VIII. UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2017

The Unaudited Financial Results for the financial year ended 30th June, 2017 has been attached herewith vide **Annexure B**.

IX. FINANCIAL PERFORMANCE OF THE COMPANY

Statement of Assets & Liabilities for the financial years 2012-13 till 2016-17

Particulars	As on 31.03.2017 (In Rupees)	As on 31.03.2016 (In Rupees)	As on 31.03.2015 (In Rupees)	As on 31.03.2014 (In Rupees)	As on 31.03.2013 (In Rupees)
EQUITY AND LIABILITIES					
1. Shareholder's Funds					
a) Share Capital	3,00,00,000	3,00,00,000	3,00,00,000	3,00,00,000	3,00,00,000
b) Reserves & Surplus	94055035.34	9,40,53,711.05	10,47,37,679.94	10,85,17,824.55	10,84,98,229.68
2. Share Application money pending allotment	-	-	-	-	-
3. Non- Current liabilities					
a) Long term borrowings	5493821.83	7,66,754.05	3,10,693.47	5,73,000	-
b) Unsecured Loans	-	-	-	-	-
c) Security	-	-	-	-	-



Deposits					
d) Deferred Tax Liabilities	(5540972)	(55,88,109)	(8,65,029)	5,18,492	7,27,894
e) Long Term Provisions	1932319	16,58,728	14,56,821	11,58,005	12,41,208
f) Other Long Term Liabilities	-	-	-	-	-
4. Current Liabilities					
a) Other Current Liabilities	5243949.22	9,63,401.10	4,66,461.63	4,09,612.16	15,36,790.95
b) Short term provisions	85924	75,355	1,29,466	5,19,301	2,99,243
c) Trade Payable	14500000	3,20,00,000	3,20,00,000	3,20,00,000	3,87,20,000
Total Equity & Liabilities	145770077.39	15,39,29,840.20	16,82,36,093.04	17,36,96,234.71	18,10,23,365.63
ASSETS					
1. Non- Current Assets					
a) Fixed Assets					
(i) Tangible Assets	24411563	98,98,278	1,05,70,602	1,77,25,962	1,94,87,317
b) Investment	9000	9,000	9,000	9,000	9,000
c) Deferred tax Assets	Nil	Nil	Nil	Nil	Nil
d) Long Term Loans & Advances	7797383	1,10,11,733	1,52,45,526	1,37,67,391	2,03,96,543
2. Current assets					
(a) Inventories	2,45,000	2,45,000	2,45,000	3,24,16,400	3,24,16,400
(a) Trade Receivables	15028737.99	36,03,486.23	-	49,950.33	-
(b) Cash and Cash Equivalentents	3439570.12	1,00,40,314.74	62,42,225.51	1,22,12,313.12	1,70,60,397.32
(c) Short Term Loans & Advances	91404048.53	11,85,14,647.27	13,56,01,647.27	9,71,72,000	9,14,50,044.05
(d) Other Current Assets	3434774.75	6,07,380.96	3,22,092.26	3,43,218.26	2,03,664.26
Total Assets	145770077.3	15,39,29,840.	16,82,36,093.04	17,36,96,234.71	18,10,23,365.63



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Statement of Profit & Loss Account for the financial year 2012-13 till 2016-17

Particulars	As on 31.03.2017 (in Rupees)	As on 31.03.2016 (in Rupees)	As on 31.03.2015 (in Rupees)	As on 31.03.2014 (in Rupees)	As on 31.03.2013 (in Rupees)
INCOME					
Revenue from Operations	19488089.14	1,28,88,605.96	5,61,08,167.71	2,08,68,824.10	1,97,70,481.99
Other income	2224039	2,76,295	1,42,373	1,32,220	10,73,418
Total	21,712,128.14	1,31,64,900.96	5,62,50,540.71	2,10,01,044.10	2,08,43,899.99
EXPENSES					
Employee Benefit Expenses	8318220	91,98,254	91,30,001	81,59,194	86,28,719
Financial Cost	1074514.42	1,56,378.20	69,193.02	22,849.20	2,79,934.20
Depreciation & Amortization	4919171	28,56,908	50,36,228	31,02,617	31,29,784
Other Expenses	7336853.43	1,63,60,409.65	1,40,87,085.30	94,27,419.03	86,48,139.90
Purchases	-	-	-	-	-
Change in stock	-	-	3,21,71,400	-	-
Contingent provision for Standard Assets	-	-	-	-	-
Total	21648758.85	2,85,71,949.85	6,04,93,907.32	2,07,12,079.23	2,06,86,577.10
Profit/ Loss Before Exceptional and Extraordinary Items and Tax	63369.29	(1,54,07,048.89)	(42,43,366.61)	2,88,964.87	1,57,322.89
Exceptional, extraordinary and Prior Period	(3500)	-	-	(1,170)	11,05,098



Expenses					
Profit/(Loss) Before tax	59869.29	(1,54,07,048.89)	(42,43,366.61)	2,87,794.87	12,62,420.89
Current Tax	11408	-	-	3,77,932	2,50,472
Deferred Tax	47137	(47,23,080)	(13,83,521)	(2,09,402)	1,75,713
Wealth Tax		-	70,250	99,670	1,04,222
Current Tax Expense Relating to Previous Years	-	-	-	-	1,080
Profit/ Loss for the Year	1324.29	(1,06,83,968.89)	(29,30,095.61)	19,594.87	7,30,933.89
Earnings Per Equity Share (of Rs. 10 each)					
(a) Basic	0.00044	(3.561)	(0.977)	0.007	0.244
(b) Diluted	0.00044	(3.561)	(0.977)	0.007	0.244

Cash Flow Statement for the financial year 2012-13 till 2016-17

Particulars	2017	2016	2015	2014	2013
Cash flow from Operating Activities	8515982.02	1,01,29,775.85	(53,95,916.06)	38,35,566	1,26,53,096.27
Cash flow from Investing Activities	(19239362)	(20,75,663)	9,98,476	(14,85,487)	(2,80,830)
Cash flow from Financing Activities	4122635.36	(42,56,023.62)	(15,72,647.55)	4,72,968.80	(22,91,152.60)
Net increase/ (decrease) in cash or cash equivalents	(6600744.62)	37,98,089.23	(59,70,087.61)	(48,48,084.20)	1,00,81,113.67
Cash and Cash Equivalent at the beginning of the year	10040314.74	62,42,225.51	1,22,12,313.12	1,70,60,397.32	69,79,283.65
Cash and Cash Equivalent at the end of the year	3439570.12	1,00,40,314.74	62,42,225.51	1,22,12,313.12	1,70,60,397.32



Other Financial Data	2017	2016	2015	2014	2013
Net Worth (in Rs.)	12,40,55,035.3 4	12,40,53,711.0 5	13,47,37,679.9 4	13,85,17,824.5 5	13,84,98,229.6 8
Dividend (in %)	N.A.	N.A.	N.A.	N.A.	N.A.
Earnings Per Share (in Rs. per Share)	0.00044	(3.561)	(0.977)	0.007	0.244
Book Value (in Rs. per Share)	41.35	41.35	44.91	46.17	46.17

**Source: Audited Annual Accounts*

Notes:

I. FY 2012-13:

The revenue from operations earned by the Company during the year to an amount of Rs. 1,97,70,482 (Rupees One Crore Ninety Seven Lakh Seventy Thousand Four Hundred and Eighty Two Only). Further, the Company has incurred Profit after Tax of Rs. 7,30,934 (Rupees Seven Lakh Thirty Thousand Nine Hundred and Three Four Only) and there were no accumulated losses at the end of said financial year.

II. FY 2013-14:

The Company has earned revenue from operations amounting to Rs. 2,08,68,824 (Rupees Two Crore Eight Lakh Sixty Eight Thousand Eight Hundred and Twenty Four Only). Besides this the Company has earned a Profit after Tax of an amount of Rs. 19,595 (Rupees Nineteen Thousand Five Hundred and Ninety Five Only).

III. FY 2014-15:

The revenue from operations earned by the Company during the year amounted to Rs. 5,61,08,168 (Rupees Five Crore Sixty One Lakh Eight Thousand One Hundred and Sixty Eight Only). Further, the Company has incurred a loss of Rs. 29,30,096 (Rupees Twenty Nine Lakh Thirty Thousand and Ninety Six Only).

IV. FY 2015-16:

The revenue from operations earned by the Company during the year to the amount of Rs. 1,28,88,606 (Rupees One Crore Twenty Eight Lakh Eighty Eight Thousand Six Hundred and Six Only). The Company has incurred a loss of Rs. 1,06,83,969 (Rupees One Crore Six Lakh Eighty Three Thousand Nine Hundred and Sixty Nine Only).

V. FY 2016-17:

The revenue from operations earned by the Company during the year to the amount of Rs. 1, 94, 88,089 (Rupees One Crore Ninety four lakh Eighty Eight Thousand and Eighty nine Only). The



Company has incurred a profit of Rs. 1324 (Rupees One Thousandth three hundred and twenty four only).



X. MANAGEMENT DISCUSSION AND ANALYSIS

Operations of the Company:

The Company undertook miscellaneous work like office management during the year.

Future Outlook:

The Company plans to expand the current activities.

Opportunities and Threats:

Stiff competition is expected from the other players in this line.

Internal control systems and their adequacy:

The Company periodically reviews internal control system, which are designated to assure that the expenses are reduced to the minimum.

Human Resource / Industrial relations:

Industrial relations during the year under review were cordial and peaceful.

Factors that may affect Results of Operations:

Except as otherwise stated in this Information Memorandum, the Risk Factors given in this Information Memorandum and the following important factors could cause actual results to differ materially from the expectations include, among others:

- ✓ General economic and business conditions;
- ✓ Company's ability to successfully implement its strategy and its growth and expansion plans;
- ✓ Increasing competition in the industry;
- ✓ Amount that the Company is able to realize from the clients;
- ✓ Changes in laws and regulations that apply to the industry;
- ✓ Changes in fiscal, economic or political conditions in India;
- ✓ Realization of Debt provided by the company to the clients.
- ✓ Social or civil unrest or hostilities with neighboring countries or acts of international terrorism;

Indian Financial Sector:

The fast growth of the economy in recent years has placed increasing demand of finance, working capital, credit facility requirement. The financial sectors have grown rapidly and still growing, recently the Government of India has decided to issue Banking Licenses to the corporate houses that are interested to start banking business. The entry of new player in Banking Sector will increase the competition in this Sector. Being a NBFC Company, the Company will also have to face the tuff competition, but the management of the Company believes that the Company will be able to manage.



XI. PURPOSE OF LISTING

The Company was listed on Delhi Stock Exchange and Jaipur Stock Exchange and regularly complied with all the Stock Exchange compliances.

Metropolitan Stock Exchange of India Limited is the one of the most active in terms of number of transactions handled through its electronic trading system. MSEI is recognized by SEBI under Section 4 of Securities Contracts (Regulation) Act 1956.

In line with global best practices and regulatory requirements, clearing and settlement is conducted through a separate clearing corporation i.e. MSEI Clearing Corporation Limited.

MSEI was granted the status of a recognized stock exchange by the MCA in December 2012. It received "commencement certificate" from market regulator SEBI for trading in segments such as Interest Rate Derivatives, futures & options on equity, whole sale debt market other than Equity.

Followings are the benefits of listing which has motivated the Management to get the securities of the Company listed on MSEI:-

- ✓ Listing provides an opportunity to the Corporates/ entrepreneurs to raise capital to fund new projects/ undertake expansions/ diversifications and for acquisitions.
- ✓ Listing also helps generate an independent valuation of the company by the market.
- ✓ Listing raises a company's public profile with customers, suppliers, investors, financial institutions and the media. A listed company is typically covered in analyst reports and may also be included in one or more of indices of the stock exchanges.
- ✓ An initial listing increases a company's ability to raise further capital through various routes like preferential issue, rights issue, Qualified Institutional Placements and ADRs/GDRs/FCCBs and in the process attract a wide and varied body of institutional and professional investors.
- ✓ Listing leads to better and timely disclosures and thus also protects the interest of the various stakeholders.
- ✓ Listing on MSEI provides a continuing liquidity to the shareholders of the listed entity. This in turn helps broaden the shareholder base. Companies listed on MSEI generally find that the market perception of their financial and business strength is enhanced.

**Source: MSEI- SX website*



XII. ANNUAL GENERAL MEETING FOR THE FY 2016-17

The Audited Annual Accounts for the Financial Year 2016-17 has been approved and adopted by the members of the Company in the Annual General Meeting held on 29th September, 2017 at 11.00 A.M. at the registered office address of the Company. The audited annual accounts for the Financial Year ending 31st March, 2017 have been annexed herewith as **Annexure C**.



XIII. DECLARATION

All the applicable provisions of the Companies Act, 2013 and the regulations issued by Securities and Exchange Board of India, as amended from time to time, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

For International Securities Limited

Amit Gupta

sd/-

Amit Gupta

Whole Time Director

DIN: 00039400



Place: New Delhi

Date: 29/11/2017