

# **26<sup>TH</sup> ANNUAL REPORT**

**2018– 2019**

**INTERNATIONAL  
SECURITIES LIMITED**

## **BOARD OF DIRECTORS**

Mr. Rajeev Gupta	Whole Time Director
Mr. Amit Gupta	Whole Time Director (up to 23 <sup>rd</sup> July, 2018)
Mr. Pawan Bholusaria	Director (up to 10 <sup>th</sup> July, 20 18)
Mr. Mukesh Kumar Agarwal	Director
Mr. Jagdeep Singh Bakshi	Director
Mrs. Hemlata Aggarwal	Director
Mr. Manish Aggarwal	CFO
Ms. Shilpa Uppal	Company Secretary

## **AUDITORS**

P.P.Thukral & 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-Sixth Annual General Meeting of the Members of International Securities Limited will be held on Monday, 30th September, 2019 at 11.00 A.M. at 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi- 110001 to transact the following business:

**ORDINARY BUSINESS:**

**1. To receive, consider and adopt:**

The audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and

**2. To appoint a Director in place of Mrs. Hemlata Aggarwal (DIN 08136131), who retire by rotation and being eligible offers herself for re- appointment.**

**SPECIAL BUSINESS**

**3. INCREASE IN BORROWING POWER IN TERMS OF SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013.**

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

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. **50 Crore**.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

**4. CREATION OF CHARGE / MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending/investing agencies or bodies / trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance companies, other lending / investing agencies, or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as “Lenders”) to secure rupee/foreign currency loans, debentures/bonds and/ or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of **Rs. 50 Crore (Rupees Fifty Crore only)**.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

By Order of the Board

**INTERNATIONAL SECURITIES LIMITED**

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

**New Delhi, 14<sup>th</sup> August, 2019**  
**CIN: L74899DL1993PLC053034**  
**Registered Office:**  
14 (II Floor, Front Block), Sagar Apartments, 6,  
Tilak Marg, New Delhi-110001  
**Email:info.isl1993@gmail.com**

#### **NOTES**

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 3 & 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No.2 of the Notice, are also annexed.
- b) **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.

- c) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- d) 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.
- e) 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.
- f) 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.
- g) Route map of the venue of the Meeting (including prominent landmark) is annexed.
- h) Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
- i) Members attending the meeting are requested to bring their copy of Annual Report as extra copies will not be supplied.
- j) The Register of Members and Share Transfer Books of the Company will be closed from **Monday, 23.09.2019 to Monday, 30.09.2019**, both days inclusive
- k) 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. upto the date of the Meeting.
- l) Note that SEBI vide its circulars has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and avail various benefits of dematerialisation, members are advised to dematerialised share held by them in physical form.
- m) 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.
- n) Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant (DP).
- o) The facility for voting, through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote-voting shall be able to exercise their right at the meeting.
- p) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- q) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- r) **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th AGM by electronic means and all the items of the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **23<sup>rd</sup> September, 2019**, may cast their vote by electronic means or in the AGM. The instructions for e-voting are as under.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 27.09.2019, (9.00 a.m. IST) and ends on Sunday, 29.09.2019, (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, 23.09.2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <INTERNATIONAL SECURITIES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
**Other Instructions:**
- (i) The e-voting period commences on Friday, 27th September, 2019 (9.00 a.m. IST) and ends on Sunday, 29th September 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on Monday, 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.

- (ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 23, 2019.
- (iii) **Mr. Puneet Kumar Pandey**, Practicing Company Secretary (**Membership No. ACS 29848**), has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same and thereafter, the Chairman or the person so authorised shall declare the Results of the voting forthwith. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to Metropolitan Stock Exchange immediately.

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

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

**New Delhi, 14th August, 2019**  
**CIN: L74899DL1993PLC053034**  
**Registered Office:**  
14 (II Floor, Front Block), Sagar Apartments, 6,  
Tilak Marg, New Delhi-110001  
**Email: info.isl1993@gmail.com**

### **EXPLANATORY STATEMENT**

Pursuant to section 102 of the Companies Act, 2013 as required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 & 4 of the accompanying Notice.

#### **ITEM No- 3 & 4**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may needs additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporate or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Hence, it is proposed to avail the maximum borrowing limits up to Rs. 50,00,00,000/- (Rupees Fifty Crore only), pursuant to section 180(1)(c) of the Companies Act, 2013, Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In

order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power of Board of Directors to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. The Board recommends these resolutions for the approval of the members as Special Resolutions

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolutions set out at Item No. 3 and 4.

The Board of Directors recommends the resolution set at Item No. 3 and 4 of this Notice for your approval.

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

**(RAJEEV KUMAR GUPTA)**

Whole- Time Director

**DIN: 00039399**

**New Delhi, 14<sup>th</sup> August, 2019**

**CIN: L74899DL1993PLC053034**

**Registered Office:**

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

**Email: [info.isl1993@gmail.com](mailto:info.isl1993@gmail.com)**

**ANNEXURE-A**

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under**

<b>NAME OF THE DIRECTOR</b>	<b>Hemlata Aggarwal</b>
AGE	44 Years
QUALIFICATIONS	Graduate
EXPERIENCE	3 Years
TERMS AND CONDITIONS OF APPOINTMENT/ REAPPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID	Liable to retire by rotation.
REMUNERATION LAST DRAW (2018-19)	--
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Wide experience in HR Function
DATE OF FIRST APPOINTMENT ON TO THE BOARD	17/05/2018
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2019	--
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	Mrs. Hemlata Aggarwal is wife of Mr. Manish Aggarwal.
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	Seven
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2019	--
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	NIL

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

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

**New Delhi, 14<sup>th</sup> August, 2019**  
**CIN: L74899DL1993PLC053034**

**Registered Office:**

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

**Email:isl.info1993@gmail.com**

### DIRECTORS' REPORT

To,

The Members,

The Directors have pleasure in presenting the 26<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2019.

#### **FINANCIAL PERFORMANCE OF THE COMPANY**

During the Financial Year 2018-2019, The Financial position of the Company is as under:

(Amount in Rupees)

Particulars	Year ended 31st March , 2019	Year ended 31 <sup>st</sup> March ,2018
Gross Sales and Other Income	(1,25,35,377.08)	2,15,00,490.21
Earnings before interest, taxes, depreciation and amortization	(280,82,344.50)	28,95,809.52
Profit/ (loss) before depreciation and amortization, exceptional item and tax	(28559790.71)	1,88,2362.02
Depreciation and Amortization	38,98,672.00	49,94,251.00
Profit / (Loss) before tax	(3,24,58,462.71)	(31,11,888.98)
Exceptional Items	--	--
Provision for tax	(85,81,330.00)	(1,13,510.00)
Net Profit/(Loss)	(2,38,77,132.71)	(32,25,398.98)
Earning Per share	(7.96)	(1.0751)
Propose dividend on Equity Share	--	--
Tax on Dividend	--	--

#### **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 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.

#### **DIVIDEND**

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

## **AMOUNT TRANSFER TO RESERVES**

No amount has been transferred to reserves during the Financial Year ended 31<sup>st</sup> March, 2019.

## **SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2019 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.

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

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

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

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

## **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.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Appointment**

There was appointment of Mrs. Hemlata Aggarwal (DIN: 08136131) as Additional Non-Executive Director w.e.f 17<sup>th</sup> May, 2018 in the Board of Directors of the Company and she was subsequently regularized in 25<sup>th</sup> Annual General Meeting held during the year under review.

### **Re-appointment**

Under Section 152(6) of the Companies Act, 2013 Mrs. Hemlata Aggarwal (DIN: 08136131) shall retire at the ensuing AGM and being eligible, seeks re-appointment. The Board recommends her appointment.

### **Resignation**

There was resignation of Mr. Pawan Kumar Bholusaria and Mr. Amit Gupta from the Board of Directors of the Company w.e.f 10<sup>th</sup> July, 2018 and 23<sup>rd</sup> July, 2018 respectively during the year under review.

### **Key Managerial Personnel**

Following officials are appointed as the Key Managerial Personnel ("KMP") of the Company:-

- Mr. Rajeev Kumar Gupta, Whole- Time Director;
- Mr. Manish Aggarwal, Chief Financial Officer; and
- Mrs. Shilpa Uppal, Company Secretary

## **BOARD MEETINGS**

Eight Board meetings were held during the year on **17<sup>TH</sup> MAY, 2018, 30<sup>TH</sup> MAY, 2018, 25<sup>TH</sup> JULY, 2018, 14<sup>TH</sup> AUGUST, 2018, 31<sup>ST</sup> AUGUST, 2018, 14<sup>TH</sup> NOVEMBER, 2018 , 14<sup>TH</sup> FEBRUARY, 2019 AND 15<sup>TH</sup> MARCH, 2019**. 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	2
Mr. Rajeev Kumar Gupta	Whole Time Director	8
Mr. Mukesh Kumar Agarwal	Director	8
Mr. Pawan Kumar Bholusaria**	Director	2
Mr. Jagdeep Singh Bakshi	Director	8
Mrs. Hemlata Aggarwal***	Director	7

\*Mr. Amit Gupta has resigned from the Board w.e.f July 23, 2018.

\*\*Mr. Pawan Kumar Bholusaria has resigned From the Board w.e.f July 10, 2018.

\*\*\*Ms. Hemlata Aggarwal was appointed in Board of Director of the Company w.e.f May 17, 2018.

## **BOARD EVALUATION:**

In line with the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 30th March, 2019, wherein the performance of the non-independent directors including Chairman was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings.

## **AUDIT COMMITTEE:**

The Company being a Listed Company was required to constitute an Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Company was required to constitute a Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013. The Composition of the Stakeholders Relationship Committee is provided in the Corporate Governance Report forming part of this report.

### **NOMINATION AND REMUNERATION COMMITTEE:**

The Company being a Listed Company was required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Nomination and Remuneration Committee is provided in the Corporate Governance Report forming part of this report.

Remuneration of the Key Managerial Personnel and Employees of the Company is based on the performance of the company. Remuneration of the employees are revised on timely basis and based on their performances. The company generally sees the ability and review the performance of the candidate before the appointment of the Director.

### **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 LED against CFLs and 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.

### **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**.

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

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link [www.internationalsecuritiesltd.com/pdf/RELATED%20PARTY%20TRANSACTIONS%20POLICY.pdf](http://www.internationalsecuritiesltd.com/pdf/RELATED%20PARTY%20TRANSACTIONS%20POLICY.pdf).

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

The Company has not given any Loan, any guarantee and security in connection with a Loan to any other body corporate or person and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

## **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.

## **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.

## **DEPOSITS**

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

## **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.

## **AUDITORS AND AUDITORS' REPORT**

### **1) STATUTORY AUDITORS**

The Report given by **M/s. P.P. Thukral & Co, Chartered Accountants (Firm Registration No. 000632N)**, Statutory Auditors on the financial statements of the Company for the Financial year 2018-19 is part of

Annual Report. The Notes on financial statements referred to in Auditor's Report are self explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report on Financial Statement for FY 2018-19.

## **2) SECRETARIAL AUDITORS:**

- a) Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **Mr. Puneet Kumar Pandey**, a Company Secretary in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2019. The Secretarial Audit Report is annexed as "**Annexure B**".
- b) The secretarial Auditor of the company Mr. Puneet Kumar Pandey has issued a certificate that none of Director on the Board of the Company have been debarred or disqualified from being appointed or continuing as a directors of the Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

## **3) INTERNAL AUDITOR**

As per section 138 of the Companies Act, 2013, the Company is required to have Internal Auditor. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of Mr. Krishan Kumar as the Internal Auditor of the Company.

## **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.

## **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.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and as per the listing regulations, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism. The policy adopted by the company is also posted on the website of the company. [www.internationalsecuritiesltd.com/pdf/WHISTLE%20BLOWER%20&%20VIGIL%20MECHANISM.pdf](http://www.internationalsecuritiesltd.com/pdf/WHISTLE%20BLOWER%20&%20VIGIL%20MECHANISM.pdf).

### **Code of Conduct:**

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and the same has been hosted on the Company's website at <https://http://internationalsecuritiesltd.com/code-of-conduct>. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, for the year ended March 31, 2019.

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees drawing remuneration in excess of the limits set out in the said Rules. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been enclosed with the report as **"ANNEXURE C"**.

The information required pursuant to Section 197 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company will be provided upon request. In terms of Section 136 of the Companies Act, 2013 the report and accounts are being sent to the members and others entitled thereto, excluding the information on the employees particulars which is available for inspection by the members at the registered office of the company during business hours on working days of the company upto the date of ensuing Annual General Meeting. If any members are interested in obtaining a copy thereof, such member may write to the company in this regard.

### **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.

### **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, 2019, 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, 2019 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.

**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: 14.08.2019**

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

**HEMLATA AGGARWAL  
(Director)  
DIN: 08136131**

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2019**  
*[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:**

<b>CIN</b>	<b>L74899DL1993PLC053034</b>
Registration Date	13/04/1993
Name Of The Company	International Securities Limited
Category / Sub-Category Of The Company	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: 011-23071222-230
Whether Listed Company Yes / No	yes
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: 011-26383145

**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	--

**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, 2018)				NO. OF SHARES HELD AT THE END OF THE YEAR (31 <sup>st</sup> MARCH, 2019)			
	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES
<b>A. Promoters</b>								
<b>1. Indian</b>								
Individual/HUF	1259960	-	1259960	41.99	1259960	-	1259960	41.999
Central Government	-	-	-	-	-	-	-	-
State Government	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	1259960	-	1259960	41.99	1259960	-	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>	1259960	-	1259960	41.99	1259960	-	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	126115	34900	161015	5.37	127915	33100	161015	5.37
ii) Overseas	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	50885	152240	203125	6.77	51575	151540	203115	6.77
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1285900	90000	1375900	45.87	1285910	90000	1375910	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>1464700</b>	<b>275340</b>	<b>1740040</b>	<b>58.01</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	1462900	277140	1740040	58.01	1464700	275340	1740040	58.01
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2722860</b>	<b>277140</b>	<b>3000000</b>	<b>100</b>	<b>2724660</b>	<b>275340</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, 2018)			SHARE HOLDING AT THE END OF THE YEAR (31 <sup>st</sup> MARCH, 2019)			
		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	Nil	719850	24	Nil	Nil
2.	Veena Gupta	540110	18	Nil	540110	18	Nil	Nil
	<b>Total</b>	<b>1259960</b>	<b>42</b>	<b>Nil</b>	<b>1259960</b>	<b>42</b>	<b>Nil</b>	<b>Nil</b>

**iii) Change in Promoters' Shareholding**

	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2018)		CUMULATIVE SHAREHOLDING DURING THE YEAR (1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019)	
	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 01.04.2018 to 31.03.2019			
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 2018)			SHARE HOLDING AT THE END OF THE YEAR (31 <sup>ST</sup> MARCH 2019)			% 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.	Amit Gupta	160300	5.343	-	160300	5.343	-	-
2.	Puneet Jain	145600	4.853	-	145600	4.853	-	-
3.	Rajendra Kumar Dhall	100000	3.333	-	100000	3.333	-	-
4.	Nirmal Kumar Jain	92500	3.083	-	92500	3.083	-	-
5.	Prabha Bansal Gupta	75000	2.500	-	75000	2.500	-	-
6.	Ashok Jain	73700	2.46	-	73700	2.457	-	-
7.	Deepa Gupta	55000	1.833	-	55000	1.833	-	-
8.	Santosh Gupta	42200	1.407	-	42200	1.407	-	-
9	Komalam Sardana	26200	0.87	-	26200	0.87	-	-
10.	Vimlesh Garg	23000	0.767	-	23000	0.767	-	-

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

\*Mr. Amit Gupta has resigned from the Board w.e.f July 23, 2018.

## V. INDEBTEDNESS

### INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT:

	SECURED LOANS EXCLUDING DEPOSITS	UN-SECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
Indebtedness at the beginning of the financial year				
i ) Principal Amount-	54,93,821.83	--	--	54,93,821.83
ii) Interest due but not paid-	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	54,93,821.83	--	--	54,93,821.83
<b>Change in Indebtedness during the financial year</b>				
Addition	405002.21	5000000	--	5405002.21
Reduction	--	--	--	--
<b>Net Change</b>	405002.21	5000000		5405002.21
<b>Indebtedness at the end of the financial year</b>				
i ) Principal Amount	5898824.04	5000000	--	10898824.04
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	5898824.04	5000000		10898824.04

Sl. No.	Particulars of Remuneration	Rajeev Kumar Gupta	Amit Gupta	Total Amount
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 u/s 17(3) Income-tax Act, 1961	36,00,000	--	36,00,000
2.	Stock Option	-	--	-
3.	Sweat Equity	-	--	-
4.	Commission - as % of profit - Others, specify...	- -	-- --	- -
5.	Others, please specify	-	--	-
	<b>Total (A)</b>	<b>36,00,000</b>	<b>--</b>	<b>36,00,000</b>

	Ceiling as per the Act		The payment is as per schedule and as per section 197 of Company at 2013 and as approved by the ministry of Corporate affairs.
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**VI. REMUNERATION OF DIRECTORS:**

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

**B. Remuneration to other directors:**

**Directors:**

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

**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	4,32,000	1,20,000	<b>5,52,000.00</b>
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>4,32,000</b>	<b>1,20,000</b>	<b>5,52,000.00</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:14.08.2019**

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

**HEMLATA AGGARWAL  
(Director)  
DIN: 08136131**

**PUNEET KUMAR PANDEY**  
**Company Secretary**  
**R/o-C-4/216, Sector-6**  
**Rohini, New Delhi-110085**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

To,  
The Members,  
**INTERNATIONAL SECURITIES LIMITED**  
14 (II FLOOR, FRONT BLOCK),  
SAGAR APARTMENTS, 6, TILAK MARG,  
NEW DELHI 110001

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

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i). The Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB). **(Not Applicable to the Company during the Audit Period)**
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
  - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the Company during the Audit Period)**
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable to the Company during the Audit Period)**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit Period)**
- (vi) RBI Act, 1934 **Not Applicable**
- (vii) Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007. **Not Applicable**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**I further report that:**

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

I further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

*Place:* Delhi  
*Date:* 14.08.2019

Puneet Kumar Pandey  
Company Secretary  
ACS No.: 29848  
C. P. NO. 10913

Note: This report is to be read with my letter of even date which is annexed as "Annexure-A" and forms an integral part of this report.

## Annexure-A

To,  
The Members,  
**INTERNATIONAL SECURITIES LIMITED**  
14 (II FLOOR, FRONT BLOCK),  
SAGAR APARTMENTS, 6, TILAK MARG,  
NEW DELHI 110001

The Secretarial Audit Report of even date is to be read along with this letter.

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

*Place:* Delhi  
*Date:* 14.08.2019

Puneet Kumar Pandey  
Company Secretary  
ACS No.: 29848  
C. P. NO. 10913

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided hereunder:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

<b>Director</b>	<b>Ratio to median remuneration</b>
Rajeev Kumar Gupta	10.71

2. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year.**

<b>Particular</b>	<b>% increase in remuneration in the financial year</b>
Rajeev Kumar Gupta ( WTD )	Nil
Manish Aggarwal (CFO)	Nil
Shilpa Uppal(CS)	Nil

3. The percentage increase in the median remuneration of employees in the financial year: NIL

4. The number of permanent employees on the rolls of Company: 12

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

There was nil increase in the salaries of the employees in comparison to the last financial year. Percentile increase in the managerial remuneration is NIL.

6. **Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company affirms remuneration is as per the remuneration policy of the Company.

**INTERNATIONAL SECURITIES LIMITED**  
**Annexure 'D' to Director Report**  
**Report on Corporate Governance**

**1. Philosophy on code of Corporate Governance:**

The Fundamental object of Corporate Governance is the enhancement of Shareholder value, keeping in view the interest of other stakeholders. It refers to a blend of law, regulations and voluntary practices, which enable the company to harness financial and human capital, perform efficiently and expediently, and thereby perpetuate it into generating long term association and economic value for its Shareholders, while respecting interests of other stakeholders and the society at large.

It aims to align interests of the company with its Shareholders and other key stakeholders. The principal Characteristics of Corporate Governance are-Transparency, Independence, Accountability, Responsibility, Social Responsibility.

To sum, Corporate Governance focuses on equitable treatment of all shareholders and reinforces that it is “Your Company” as it belongs to you, the Shareholders.

The Chairman and Board of Directors are your fiduciaries and trustees pushing the business towards maximizing value for its shareholders.

**2. Board of Directors**

i. The Board of Directors comprises of Four Directors. The Composition of Board of Directors is as under:-

Category	No. of Directors
Executive Director	1
Independent Director	2
Non Executive Director (including a women director)	1
<b>Total</b>	<b>4</b>

ii. None of the directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2019 have been made by the directors.

iii. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 (“Act”).

iv. During the year 2018-19, the board met 8 (Eight) times (as against the minimum requirement of four meetings) on the following dates, namely:-

17<sup>th</sup> May, 2018, 30<sup>th</sup> May, 2018, 25<sup>th</sup> July, 2018, 14<sup>th</sup> August, 2018, 31<sup>st</sup> August, 2018, 14<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019 And 15<sup>th</sup> March, 2019.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the last Annual General Meeting are given below:

Sl. No.	Name	Category Membership	Attendance Particulars		Number of Directorships		Number of committee positions held in other public companies	
			Board Meeting	Last AGM	In all other companies	Excl. Pvt. Ltd., *Foreign & Sec. 8 companies	Chairman	Member
01.	Mr. Amit Gupta* DIN:00039400	Whole-Time Director (Executive Director)	2	YES	20	1	--	--
02.	Mr. Rajeev Kumar Gupta DIN: 00039399	Whole-Time Director (Executive Director)	8	YES	15	--	--	--
03.	Mr. Pawan Bholusaria** DIN: 00092492	Director (Independent)	2	YES	2	2	3	2
04.	Mr. Mukesh Kumar Agarwal DIN: 00502269	Director (Independent)	8	NO	4	--	--	--
05.	Mr. Jagdeep Singh Bakshi DIN: 02791032	Director (Independent)	8	YES	1	--	--	--
06.	Mrs. Hemlata Aggarwal *** DIN: 08136131	Non-Executive Director	7	No	--	--	--	--

\*Mr. Amit Gupta has resigned from the Board w.e.f July 23, 2018.

\*\*Mr. Pawan Bholusaria resigned from the Board w.e.f July 10, 2018.

\*\*\* Mrs. Hemlata Aggarwal was appointed as Additional non-executive Director of the Company on May 17, 2018.

### 3. Audit Committee

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. All the recommendations made by the Audit Committee were accepted by the Board.

The terms of reference of the audit committee are broadly as under:

- 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 auditors' report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the director's responsibility statement to be included in the board's 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 judgment 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 transactions
  - g) Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized 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 rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- 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 there on;
- 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; and
- The appointment, removal and terms of remuneration of the chief internal auditor.

**The composition of the audit committee as at 31st March, 2019 and the details of meetings attended by its members are given below:**

Name	Category	No. of Meetings during the Financial Year 2018-19	
		Held	Attended
Mr. Mukesh Kumar Agarwal (Chairman)	Non Executive Independent Director	4	4
Mr. Pawan Bholusaria* (Member)	Non Executive Independent Director	1	1
Mr. Jagdeep Singh Bakshi (Member)	Non Executive Independent Director	4	4
Mrs. Hemlata Aggarwal** (Member)	Non Executive Director	3	3

\* Mr. Pawan Bholusaria has resigned from the board w.e.f. July 10, 2018.

\*\* Mrs. Hemlata Aggarwal was appointed as Additional Non-Executive director w.e.f. May 17, 2018.

During the financial year 2018-19, meetings of the Audit Committee were held Four times i.e. 30th May 2018, 14th August, 2018, 14th November, 2018 and 14th February, 2019.

The Board has considered all recommendations of the Audit Committee as and when provided during the year under review and hence, do not call for any disclosure under Section 177(8) of the Companies Act, 2013.

#### 4 Nomination and Remuneration Committee

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 composition of the Nomination and Remuneration Committee as at 31st March, 2019 and the details of meetings attended by its members are given below:**

Name	Category	No. of Meetings during the Financial Year 2018-19	
		Held	Attended
Mr. Jagdeep Singh Bakshi (Chairman)	Non Executive Independent Director	2	2
Mr. Pawan Bholusaria (Member)*	Non Executive Independent Director	1	1
Mr. Mukesh Kumar Agarwal (Member)	Non-Executive Independent Director	2	2
Mrs. Hemlata Aggarwal** (Member)	Non Executive Independent Director	1	1

\* Mr. Pawan Bholusaria resigned from the board w.e.f. July 10, 2018.

\*\* Mrs. Hemlata Aggarwal was appointed as Non-Executive Additional director w.e.f. May 17, 2018.

During the financial year 2018-19, two meetings of the Committee were held i.e. on 17<sup>th</sup> May, 2018 and 14<sup>th</sup> February, 2019.

**The Details of remuneration paid to Executive Directors are given below:**

Particulars	Mr. Amit Gupta (Whole Time Director)	Mr. Rajeev Kumar Gupta (Whole Time Director)

Salary and Allowance	Nil	Rs. 36,00,000/-
Contribution to Superannuation Fund(Rs,)	Nil	Nil
Bonus and performance linked Incentive (Rs.)	Nil	Nil

**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. Jagdeep Singh Bakshi	NIL	NIL	NIL
2	Mr. Pawan Bholusaria	NIL	NIL	NIL
3	Mr. Mukesh Kumar Agarwal	NIL	NIL	NIL

#### **5. i) Stakeholders Relationship Committee**

During the financial year 2018-19, meetings of the Stakeholder Relationship Committee were held Four times i.e. 30th May 2018, 14th August, 2018, 14th November, 2018 and 14th February, 2019.

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

Name	Category	No. of Meetings during the Financial Year 2018-19	
		Held	Attended
Mr. Jagdeep Singh Bakshi (Chairman)	Non Executive Independent Director	4	4
Mr. Pawan Bholusaria (Member)*	Non Executive Independent Director	1	1
Mr. Amit Gupta (Member)**	Executive Director	1	1
Mrs. Hemlata Aggarwal***	Non Executive Non-Independent Director	3	3
Mr. Rajeev Kumar Gupta (Member)	Executive Director	3	3

\*Mr. Pawan Bholusaria has resigned from the Board w.e.f July 10, 2018.

\*\*Mr. Amit Gupta has resigned from the Board w.e.f July 23, 2018.

\*\*\* Mrs. Hemlata Aggarwal was appointed as Additional non-executive Director of the Company on May 17, 2018.

#### **Details of investor complaints received and redressed during the year 2018-19 are as follows**

Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL

## ii) Independent Directors' Meeting

During the year under review, One meeting of Independent Directors was held on 30<sup>th</sup> March, 2019 and independent Directors reviewed the all the matters as per schedule IV of the Companies Act, 2013.

All the Independent Directors were present at the meeting.

## 7. General Body Meeting

Detail of location, time and date of last three AGMs are given below:-

Financial year	Date	Time	Place
2015-2016	30.09.2016	10.00 A.M	14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI- 110001
2016-2017	29.09.2017	11.00 AM	14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI- 110001
2017-2018	29.09.2018	11.000AM	14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI- 110001

Special Resolutions passed at the last 3 (three) AGMs:

Financial year	Items
2015-2016	a) 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.
2016-2017	a) Resolution for re-appointment of Mr. Amit Gupta, as Whole Time Director for a period of three Years. b) Resolution for re-appointment of Mr. Rajeev Kumar Gupta, as Whole Time Director for a period of three Years. c) Resolution for appointment of Mr. Mukesh Kumar Agarwal as Independent Director for period of Five Year. d) Resolution for appointment of Mr. Jagdeep Singh Bakshi as Independent Director for period of Five Year.
2017-2018	-----


## **7. Disclosures**

### **i. Related Party transactions**

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link [www.internationalsecuritiesltd.com/pdf/RELATED%20PARTY%20TRANSACTIONS%20POLICY.pdf](http://www.internationalsecuritiesltd.com/pdf/RELATED%20PARTY%20TRANSACTIONS%20POLICY.pdf)

ii. Details of non-compliance by the Company, penalties, structures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2016-17, 2017-18 and 2018-19 respectively: **NIL**

iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link [www.internationalsecuritiesltd.com/pdf/WHISTLE%20BLOWER%20&%20VIGIL%20MECHANISM.pdf](http://www.internationalsecuritiesltd.com/pdf/WHISTLE%20BLOWER%20&%20VIGIL%20MECHANISM.pdf)

### **iv. Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

### **v. 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, 2019. The Annual Report of the Company contains a Certificate by the Managing Director in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **8. Postal Ballot:**

During the financial year under review, no postal ballot was conducted by the company and no special resolution is proposed to be conducted through postal ballot by the Company.

## **9. Means of communication:**

The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India which include The Financial Express (English) and Jansatta (Hindi). The results are also displayed on the Company's website "www.internationalsecuritiesltd.com". The company is also providing regular information to the Stock Exchanges as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A management discussion and analysis report is a part of the Company's annual report.

## 9. GENERAL SHAREHOLDER INFORMATION

### 9.1 Annual General Meeting

Date and Time 30<sup>th</sup> September, 2019 at 11.00 A.M.  
 Venue 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi New Delhi 110001

### 9.2 Financial Calendar (2019-20)

Annual General Meeting  
 For the next year ending 31st March, 2020 before 30th September 2020

9.3 Book Closure date 23.09.19 to 30.09.19

9.4 Dividend Payment date N.A.

9.5 Listing of Equity Shares on MSEI

Stock Exchange at

9.6 Stock Code

(i) ISIN Numbers

Equity Shares **INE086D01015**

9.7 Registrar and Share Transfer Agent

MAS Services Limited  
 T-34, IIInd Floor, Okhla Industrial Area,  
 Phase II, New Delhi – 110020

### 9.8 Share Transfer Systems:

Share transfers are presently registered within a maximum period of fifteen days from the date of receipt provided the documents are complete in all respects. Board of Directors has authorized Registrar to approve all share transfers. Now, since the requirement of issuing option letter no more exist. The Registrar on receipt of Share transfer request, after confirming all details transfer the shares as per law and directly dispatches the same to the transferee.

### 9.9. Categories of equity shareholders as on March 31, 2019:

Category	No. of Shares	% of Shares
Promoter's Holding	1259960	41.99
(including foreign Promoters if any)	1740040	58.01
Non Promoter's Holding		
TOTAL	3000000	100

### 9.10. Distribution of Share holding as on March 31, 2019

No of Equity Shares Held	No of shareholder	% of Shareholder	Number of Shares	% of Shareholding
1-500	341	72.863	71300	2.37
501-1000	29	6.197	24000	0.8
1001-2000	23	4.915	35430	1.181
2001-3000	9	1.923	21700	0.723
3001-4000	5	1.068	18600	0.62
4001-5000	2	0.427	8800	0.293
5001-10000	7	1.496	53100	1.77
10001 and above	52	11.111	2767070	92.236
Total	469	100	3000000	100

### 9.11 Top ten equity shareholders of the Company as on March 31, 2019

S.NO	Name of the shareholder	No. of Shares held	Percentage of shares held
1.	Amit Gupta	160300	5.343
2.	Puneet Jain	145600	4.853
3.	Rajendra Kumar Dhall	100000	3.333
4.	Nirmal Kumar Jain	92500	3.083
5.	Prabha Bansal Gupta	75000	2.500
6.	Ashok Jain	73700	2.46
7.	Deepa Gupta	55000	1.833
8.	Santosh Gupta	42200	1.407
9.	Komalam Sardana	26200	0.87
10.	Vimlesh Garg	23000	0.767

### 9.12 Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. Equity shares of the Company representing 90.85% of the Company's equity share capital are dematerialised as on March 31, 2019. The Company's equity shares are regularly traded on MSEI IN dematerialised form. Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is **INE086D01015**.

### 9.13 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2019, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**9.14 Plant Location:**

14 (II FLOOR, FRONT BLOCK),  
SAGAR APARTMENTS,  
6, TILAK MARG NEW DELHI 110001

**9.15 Address for Correspondence:**

Share Transfer and Demat

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

**Note:** Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

Any query on Annual Report:

Secretarial Department  
**INTERNATIONAL SECURITIES LIMITED.**  
14 (II FLOOR, FRONT BLOCK),  
SAGAR APARTMENTS, 6,  
TILAK MARG NEW DELHI 110001

For and on Behalf of the Board of Directors  
**INTERNATIONAL SECURITIES LIMITED**

**Place: New Delhi**

**Date: 14.08.2019**

**Rajeev Kumar Gupta**

**Whole Time Director**

**DIN: 00039399**

**Declaration by the Whole –Time Director under the Listing Regulations regarding compliance with Code of Conduct**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all Board Members and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2019.

**Rajeev Kumar Gupta**

Whole Time Director

## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the members of Hindustan Adhesives Limited

We have examined the compliance of conditions of Corporate Governance by **INTERNATIONAL SECURITIES LIMITED**, for the year ended March 31, 2019, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to procedures, and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that all investor grievances were redressed within 30 days of lodgement of grievance and as on March 31, 2019 no investor complaint is pending against the Company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**Place:** New Delhi

**Date:** 14.08.2019

**(Puneet Kumar Pandey)**

Company Secretary

C.P. No:10913

## CEO/CFO CERTIFICATION

**We, Mr. Rajeev Kumar Gupta, Whole Time Director and Mr. Manish Aggarwal, Chief Financial Officer hereby certify for the Financial year ended 31<sup>st</sup> March, 2019 that:**

a) We have reviewed the Financial Statements and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 and to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.

b) We are, to the best of my knowledge and belief; no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2019 are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit committee

(1) That there was no significant changes in internal control over financial reporting during the year;

(2) That there was no significant changes in accounting policies during the year; and

(3) That there was no instances of significant fraud of which we have become aware.

**Place:** New Delhi

**Date:** 14.08.2019

Whole Time Director

Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members**  
**International Securities Limited**  
**14 (II Floor, Front Block), Sagar Apartments,**  
**New Delhi**  
**110001**

### **Report on the Audit of the Ind AS Financial Statements**

#### **Opinion**

We have audited the financial statements of International Securities Limited (“the Company”), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and Statement of changes in equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (“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 March 31, 2019, its profit including other comprehensive income its cash flow and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Accuracy and completeness of revenue recognised and related IT systems</b></p> <p>The application of revenue recognition accounting standards involves revenue arrangements and relevant contracts. Due to the different revenue arrangements . we have considered this matter as a key audit matter. The Company’s accounting policies relating to revenue recognition are presented in note to the financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"><li>- Understanding the significant revenue processes including performance of an end to end walkthrough of the revenue assurance process and identifying the relevant controls .</li><li>- Reviewing sample contracts for accounting treatments opted and testing the related revenues recognised during the year.</li><li>- Reviewing key reconciliations performed by the Revenue Assurance team;</li><li>- Performing specific procedures to test the accuracy and completeness of adjustments relating revenue; and</li><li>- Performing procedures to ensure that the revenue recognition criteria adopted by the Company for all major revenue streams is appropriate and in line with the accounting policies.</li></ul> <p><b>Conclusion</b></p> <p>Our procedures did not identify any material exceptions</p>

## **Management’s Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with<sup>6</sup> the accounting principles

generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the companies (Indian Accounting Standards) rule, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

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 Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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) In our opinion, the managerial remuneration for the year ended March, 2019 has been paid/ provided by the company to its directors in accordance with the provisions of section 197 read with Schedule V to the act;

(h) 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:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
2. The Company did not have any long-term contracts including derivative contracts;
3. During the year, the company was not liable to transfer any amount to the Investor Education and Protection Fund.

**For P.P. Thukral & Co.**  
**Chartered Accountants**  
**FRN: 000632N**

**Date : 30-05-2019**  
**Place: New Delhi**

**SURESH SETHI**  
**Partner**  
**M. No.:089318**

## **Annexure - B to the Independent Auditor's Report**

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of International Securities Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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 31st March, 2019 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. 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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, 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 judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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 judgement, including the assessment of the risks of material misstatement of the Ind AS 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **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, to the best of our information and according to the explanations given to us, 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 31st March, 2019, based on the criteria for internal control over financial reporting 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.

**For P.P. Thukral & Co.  
Chartered Accountants  
FRN: 000632N**

**Date : 30-05-2019  
Place: New Delhi**

**SURESH SETHI  
Partner  
M. No.:089318**

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of the company on the Ind AS financial statements for the year ended **31<sup>st</sup> March 2019**, we report that:

- i. 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. And no material discrepancies have been noticed on such verification.
  - 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.
- ii. 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.
- iii. According to the information and explanations given to us, the Company has unsecured advances to the following six parties including four body corporate, covered in the register maintained under Section 189 of the Companies Act, 2013-

S. No.	Name of the Party	Amount Outstanding (Rs.)	
		31.03.2019	31.03.2018
1	Atul Sharma	82,50,000	82,50,000
2	Causeway Holdings Pvt. Ltd.	4,02,00,000	4,02,00,000
3	Chowringhee Prakashan (P) Ltd.	29,00,000	29,00,000
4	SSSN Projects Pvt Ltd	50,00,000	50,00,000
5	Snowview Hills Pvt. Ltd.	1,42,00,000	1,42,00,000
6	The Statesman Limited	-	73,00,000
7	Cardiff Corporate Advisors Pvt. Ltd.	15,00,000	-
8	Cautious Infradevelopers Pvt. Ltd.	3,00,000	-
9	Deus Corporate Consultants Pvt. Ltd	1,50,000	-
10	Yes Stock & Securities Pvt. Ltd.	30,000	-

In respect of the aforesaid advances:-

- a) The terms and conditions of the grant of such advances are as per the terms of agreement and, in our opinion, *prima facie*, not prejudicial to the interest of the company.
  - b) The maximum amount outstanding during the year in respect of the said **advances is Rs7,78,50,000.**
  - c) The amount of advances given is interest free and the schedule of repayment is as per the terms and conditions of the agreement.
  - d) In respect of the said advances, there is no overdue amount outstanding at the end of the year.
- iv. In our opinion and according to the information and explanations given to us, the company has acquired advances in terms of agreement and has given advance to **M/s Causeway Holdings Pvt. Ltd.** as per agreement covered under section 185 and 186 of The Companies Act.

- v. 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.
- vi. 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.
- vii. a) According to information and explanations given to us and the records of the company examined by us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including income tax and any other material statutory dues applicable to it.

According to the information and explanations given to us and the records of the company examined by 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 and the records of the company examined by us, there are no amounts of Income Tax which have not been deposited with the appropriate authorities on account of disputes.

<b>Nature of the statute</b>	<b>Nature of dues</b>	<b>Amount(in Rs.)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
The Income Tax Act, 1961	Tax, Interest, Penalty	20,41,789.00	A.Y 2011-12	CIT-Appeals

- viii. According to the information and explanations given to us and the records of the company examined by us, the Company has not defaulted in repayment of dues to banks and financial institutions. There are no debenture holders and loan from Government.
- ix. 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.
- x. During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees,

noticed or reported during the year, nor have we been informed of any such cases by the management.

- xi. 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.
- xii. 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.
- xiii. 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 Ind AS financial statements as required by the applicable standards.
- xiv. 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.
- xv. 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.
- xvi. 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 P.P. Thukral & Co.  
Chartered Accountants  
FRN: 000632N**

**Date : 30-05-2019  
Place: New Delhi**

**SURESH SETHI  
Partner  
M. No.:089318**

## INTERNATIONAL SECURITIES LIMITED

### BALANCE SHEET AS AT MARCH 31, 2019

(Amount in Lakhs)

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>(1) ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4	228.13	195.09
<b>(b) Financial Assets</b>			
(i) Non Current Investments	5	0.09	0.09
(iii) Loans	6	8.92	74.74
(c) Deferred tax assets (net)	7	140.09	54.27
<b>(2) Current assets</b>			
(a) Inventories	8	2.45	2.45
<b>(b) Financial Assets</b>			
(i) Trade receivables	9	238.63	322.33
(ii) Cash and cash equivalents	10	5.78	9.16
(iii) Loans & Advances	11	726.20	780.48
(d) Other current assets	12	9.53	47.75
<b>Total Assets</b>		<b>1,359.82</b>	<b>1,486.37</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	300.00	300.00
(b) Other Equity	14	669.53	908.30
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
Borrowings	15	36.08	4.27
(b) Non-Current Provisions	16	18.15	26.77
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
Borrowings	15	50.00	-
(b) Trade payables	17	143.00	189.01
(c) Other financial liabilities	18	22.91	50.67
(d) Other current liabilities	19	119.15	6.31
(e) Current Provisions	20	1.01	1.04
<b>Total Equity and Liabilities</b>		<b>1,359.82</b>	<b>1,486.37</b>

Accompanying notes to the financial statements 1 to 38.

As per our report of even date attached

For P.P. Thukral & Co.  
Chartered Accountants  
Firm Regn. No. 000632N

For and on behalf of the Board of Directors

CA. Suresh Sethi Partner M. No. 089318	Rajeev Gupta W.T. Director DIN: 00039399	Hemlata Aggarwal Director DIN: 08136131	Manish Aggarwal CFO	Shilpa Uppal Co. Secretary
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Place: New Delhi  
Dated: 30-05-2019

# INTERNATIONAL SECURITIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2019

(Amount in Lakhs)

Particulars	Note No.	2018-19	20117-18
I Revenue From Operations	21	(146.69)	210.34
II Other Income	22	21.34	4.66
III Total Income (I+II)		<b>(125.35)</b>	<b>215.00</b>
IV <b>EXPENSES</b>			
Changes in inventories/ Stock in Trade	23	-	-
Employee benefits expense	24	81.81	99.64
Finance costs	25	4.77	10.13
Depreciation and amortization expense	26	38.99	49.94
Other expenses	27	73.66	86.40
Total expenses (IV)		<b>199.23</b>	<b>246.12</b>
V Profit/(loss) before exceptional items and tax (I- IV)		<b>(324.58)</b>	<b>(31.12)</b>
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		<b>(324.58)</b>	<b>(31.12)</b>
Tax expense:			
VIII (1) Current tax		-	0.00
(2) Deferred tax		85.81	-1.14
IX Profit (Loss) for the period from continuing operations (VII-VIII)		<b>(238.77)</b>	<b>(32.25)</b>
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		<b>(238.77)</b>	<b>(32.25)</b>
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will			
XIV not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will			
be reclassified to profit or loss			
Total Comprehensive Income for the			
XV period (XIII+XIV) - (Comprising Profit/(Loss) and			
Other Comprehensive Income for the period)		<b>(238.77)</b>	<b>(32.25)</b>
Earnings per equity share (for continuing operation):			
XVI (1) Basic		(0.0001)	(0.0000)
(2) Diluted		(0.0001)	(0.0000)
Earnings per equity share (for discontinued operation):			
XVII (1) Basic		-	-
(2) Diluted		-	-
Earnings per equity share (for discontinued			
XVIII & continuing operations)			
(1) Basic	28	(0.0001)	(0.0000)
(2) Diluted	28	(0.0001)	(0.0000)

**Accompanying notes to the financial statements 1 to 38.**

As per our report of even date attached

**For P.P. Thukral & Co.**

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

**Chartered Accountants**

**Firm Regn. No. 000632N**

**CA. Suresh Sethi**

**Partner**

**M. No. 089318**

**Rajeev Gupta**

**W.T.Director**

**DIN: 00039399**

**Hemlata Aggarwal Manish Aggarwal**

**Director**

**DIN: 08136131**

**Shilpa Uppal**

**CFO**

**Co. Secretary**

**Place: New Delhi**

**Dated: 30-05-2019**

## INTERNATIONAL SECURITIES LIMITED

## Cash Flow Statement For the Year Ended 31st March 2019

(Amount in Lakhs)

	2018-19	2017-18
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax and extra-ordinary items	(324.58)	(31.12)
Adjustments for:		
Depreciation	38.99	49.94
Interest Income	(1.72)	(4.53)
Finance Cost	4.77	10.13
Loss/(Profit) on sale of Fixed Assets	(0.40)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>(282.94)</b>	<b>24.43</b>
Adjusted for :		
Inventories	-	-
Other Current Assets	38.22	(14.35)
Trade Receivables	83.70	(172.05)
Short Term Loans	54.29	134.50
Trade Payables	(46.01)	44.01
Other Current Liabilities	85.08	4.54
Provisions	(8.65)	7.63
<b>Cash Generated from Operations</b>	<b>(76.32)</b>	<b>28.72</b>
Taxes Paid / Provided	-	-
Cash Flow Before Extraordinary Items	(76.32)	28.72
Extraordinary Items	-	-
<b>Net Cash From Operating Activities (A)</b>	<b>(76.32)</b>	<b>28.72</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale of Fixed Assets	3.30	-
Purchase of Fixed Assets	(74.93)	(0.92)
Interest Received	1.72	4.53
<b>Net Cash from Investing Activities (B)</b>	<b>(69.92)</b>	<b>3.62</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Long Term Borrowings	31.81	(50.67)
Short Term Borrowings	50.00	
Finance Cost	(4.77)	(10.13)
Repayment of Loans	65.82	3.23
<b>Net Cash from Financing Activities (C)</b>	<b>142.85</b>	<b>(57.57)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(3.38)</b>	<b>(25.24)</b>
Add: Opening Balance of cash & Cash Equivalents	9.16	34.40
<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>5.78</b>	<b>9.16</b>
<b>Cash and Cash Equivalents Comprise of:</b>		
Cash in hand	5.40	5.01
Balance with Banks	0.38	(18.35)
Cheques in hand	-	22.50
<b>Total</b>	<b>5.78</b>	<b>9.16</b>

**Notes:**

1) Previous year's figures have been regrouped or rearranged, wherever necessary.

As per our report of even date attached

For P.P. Thukral & Co.  
Chartered Accountants  
Firm Regn. No. 000632N

For and on behalf of the Board of Directors

CA. Suresh Sethi  
Partner  
M. No. 089318

Rajeev Gupta  
W.T. Director  
DIN: 00039399

Hemlata Aggarwal  
Director  
DIN: 0813613:

Manish Aggarwal  
CFO

Shilpa Uppal  
Co. Secretary

Place: New Delhi  
Dated: 30-05-2019

**INTERNATIONAL SECURITIES LIMITED**  
**Statement of Changes in Equity for the year ended 31st March, 2019**

(Amount in Lakhs)

<b>A. Equity Share Capital</b>	<b>Issued, Subscribed and Paid up</b>	<b>Total</b>
Balance at the end of the reporting period i.e 31st March 2018	300.00	300.00
Changes in equity share capital during the year 2018-19	-	-
Balance at the end of the reporting period i.e 31st March 2019	300.00	300.00
<b>B. Other Equity</b>	<b>Retained Earnings</b>	<b>Total</b>
Balance at the beginning of the reporting period 01.04.2018	908.30	908.30
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	908.30	908.30
Total Comprehensive Income for the year	(238.77)	(238.77)
Balance at the end of the reporting period 31.03.2019	<b>669.53</b>	<b>669.53</b>

# **INTERNATIONAL SECURITIES LIMITED**

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019**

### **1.1 Corporate Information**

International Securities Limited (“the Company”) is a listed entity incorporated in India. The registered office of the Company is located at 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi India-110001. The Company is engaged in trading/dealing in shares and derivatives.

### **1.2 Shares holding details**

Details of shares held by each shareholder holding more than 5% of shares.

Name of shareholders	Class of shares	As at 31 <sup>st</sup> March 2019		As at 31 <sup>st</sup> March 2018	
		No. of Share Holding	Percentage Holding	No. of Share Holding	Percentage Holding
Rajender Parshad Gupta	Equity	719850	23.994%	719850	23.994%
Veena Gupta	Equity	540110	18.003%	540110	18.003%
Rajeev Gupta	Equity	174100	5.803%	174100	5.803%
Amit Gupta	Equity	160300	5.343%	160300	5.343%

### **2. Basis of Preparation**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### **2.1 Presentation and disclosure of Financial Statements**

Financial statements for the year ended 31<sup>st</sup> March 2019, are prepared in accordance with Schedule III notified under the Companies Act, 2013.

## **INTERNATIONAL SECURITIES LIMITED**

### **2.2 Summary of Significant accounting policies**

#### **2.2.1 Basis of Accounting**

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

#### **2.2.2 Use of Estimates**

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

#### **2.2.3 Inventories**

Inventories are valued at cost or net realisable value, whichever is lower.

#### **2.2.4 Revenue Recognition**

Revenue is recognized as per the provisions of Accounting Standard 09 issued by the Institute of Chartered Accountants of India in this behalf.

#### **2.2.5 Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. The cost of an asset comprises purchase price and any directly attributable cost of bringing the asset to its present condition for intended use.

#### **2.2.6 Depreciation and Amortization**

The Company provided the depreciation at W.D.V. rates as prescribed in the Schedule-II of the Companies Act, 2013.

#### **2.2.7 Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account for the year in which the related services are rendered. The company's contribution to state provident fund is charged to profit and loss account.

## **INTERNATIONAL SECURITIES LIMITED**

### **2.2.8 Investments**

Investments are valued in accordance with Accounting Standard 13 issued by the Institute of Chartered Accountants of India in this behalf.

### **2.2.9 Borrowing Costs**

Borrowing Costs are capitalized as part of qualifying assets only when it is possible that they will result in future economic benefits. Other borrowing costs which are not allocable to qualifying assets are expensed.

### **2.2.10 Contingent Liabilities**

Contingent Liabilities, if any disclosed in the notes forming part of Balance Sheet and Statement of Profit and Loss. Provision is made in the accounts in respect of those contingencies that are likely to materialise into liabilities after the year-end, till the finalisation of accounts and that have material effect on the provision stated in the Balance Sheet.

### **2.2.11 Current & Deferred Taxation**

Provision for taxation is made for both current and deferred taxes. Current tax is provided on the basis of estimated taxable income in accordance with the Income Tax Act, 1961 using the applicable tax rates and tax laws.

Deferred tax assets and liabilities arising on account of timing difference which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws that have been enacted or substantively enacted as on the Balance Sheet date.

Deferred Tax Assets are recognized and carried forward only if there is a virtual certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

### **2.2.12 Earning Per Share (EPS)**

In determining earnings per share (EPS), the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item. In absence of any dilutive effect of equity shares the basic and diluted EPS are calculated on the same basis. The number of shares used in computing basic and diluted earnings per share is the weighted average number of shares outstanding during the period.

### **2.2.13 Cash Flows**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts

## **INTERNATIONAL SECURITIES LIMITED**

or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

### **2.3 Related Party Disclosure**

Related parties with whom transactions have taken place during the year:

#### **Key Management Personnel:**

- 1) Rajeev Gupta

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial

<b>Name of Related Party</b>	<b>Nature of Transactions</b>	<b>Transactions Value for the year 31.03.2019 (Rs. Lacs)</b>	<b>Transactions Value for the year 31.03.2018 (Rs.Lacs)</b>
Rajeev Gupta	Remuneration	36.00	36.00

### **2.4. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

Based on and to the extent of information received from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 as identified by Management and relied upon by the Auditors, the relevant particulars as at **31 March 2019** are furnished below:

<b>Particulars</b>	<b>31,MARCH 2019 (Rs.)</b>	<b>31,MARCH 2018 (Rs.)</b>
Dues outstanding as at the end of the year for more than 45 days	<b>NIL</b>	<b>NIL</b>

### **3.1 PARTICULARS OF OPERATIONAL REVENUE**

	<b>31st MARCH, 2019</b>	<b>31st MARCH, 2018</b>
<b>Particulars</b>	<b>Amount (Rs.Lacs)</b>	<b>Amount (Rs.Lacs)</b>
Opening Stock	2.45	2.45
Purchases	NIL	NIL
Revenue	(146.69)	210.34
<b>Closing Stock</b>	<b>2.45</b>	<b>2.45</b>

## **INTERNATIONAL SECURITIES LIMITED**

### **3.2. EARNING PER SHARE**

<b>Particulars</b>	<b>31 MARCH, 2019 (Rs.Lacs)</b>	<b>31 MARCH, 2018 (Rs.Lacs)</b>
Profit attributable to equity shareholders (Rs)	(238.77)	(32.25)
Number of Equity Shares of Rs. 10/- each (No. Of Shares)	30.00	30.00
Earnings Per Share – (Rs)	(7.96)	(1.07)

### **3.3. PAYMENT TO AUDITORS**

<b>Particulars</b>	<b>31,MARCH 2019 (Rs.Lacs)</b>	<b>31,MARCH 2018 (Rs.Lacs)</b>
Statutory Audit Fee	1.00	1.18
Tax Audit Fee	0.50	0.59
Other Matters	0.56	0.59

### **3.4 FOREIGN CURRENCY TRANSACTIONS**

<b>Particulars</b>	<b>31,MARCH 2019 (Rs.)</b>	<b>31,MARCH 2018 (Rs.)</b>
Travelling expenses	NIL	NIL
Earning in Foreign Exchanges	NIL	NIL

## Notes forming part of the Balance Sheet For the year ended 31st March, 2019

### Note No. 4

#### Property Plant and Equipments

Particulars	Furniture & Fittings	Motor Vehicles	Office Equipments	Computers and data Processing Units	Total
<b>At Cost</b>					
<b>Balance at March 31, 2018</b>	<b>13.83</b>	<b>390.87</b>	<b>32.52</b>	<b>43.16</b>	<b>480.38</b>
Additions		74.50		0.44	74.93
Disposals / Adjustment		17.30			17.30
<b>Balance at March 31, 2019</b>	<b>13.83</b>	<b>448.06</b>	<b>32.52</b>	<b>43.60</b>	<b>538.01</b>

#### Property Plant and Equipments-Accumulated Depreciation

Particulars	Furniture & Fittings	Motor Vehicles	Office Equipments	Computers and data Processing Units	Total
<b>Balance at March 31, 2018</b>	<b>12.75</b>	<b>201.72</b>	<b>30.28</b>	<b>40.54</b>	<b>285.29</b>
Depreciation expense	<b>0.26</b>	37.91	0.20	0.61	38.99
Eliminated on disposals of assets		14.40			14.40
<b>Balance at March 31, 2019</b>	<b>13.01</b>	<b>225.23</b>	<b>30.48</b>	<b>41.15</b>	<b>309.87</b>

Particulars					Total
<b>Balance at March 31, 2018</b>	<b>1.08</b>	<b>189.15</b>	<b>2.24</b>	<b>2.62</b>	<b>195.09</b>
<b>Balance at March 31, 2019</b>	<b>0.82</b>	<b>222.83</b>	<b>2.04</b>	<b>2.45</b>	<b>228.13</b>

**INTERNATIONAL SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2019**

**Note-5 Non Currents Investments**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Shares of Delhi Stock Exchange Association Limited (9000 equity shares of face value @ Rs. 1/- each)	0.09	0.09
	<b>0.09</b>	<b>0.09</b>

**Note-6 Loans**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
<b>Security Deposits - Unsecured</b> - Considered good	8.92	74.74
	<b>8.92</b>	<b>74.74</b>

**Note-7 Deferred tax assets**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
<b>Deferred Tax Assets</b>		
Disallowance under Income Tax Act, 1961	7.23	7.23
Depreciation	7.22	7.27
Business Loss Carried Forward	107.59	31.81
Mat Tax Credit Carried Forward	0.11	0.11
Unabsorbed Depreciation	17.93	7.85
	<b>140.09</b>	<b>54.27</b>

**Note-8 Inventories**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Stock of Shares (Quoted)	2.45	2.45
	<b>2.45</b>	<b>2.45</b>

Note: The inventories are valued at lower of cost or net realisable value.

**Cost is assigned on FIFO basis.**

**Note-9 Trade receivables (Unsecured & Considered good)**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
<b>Sundry Debtors</b>		
More than six months	-	-
Others	238.63	322.33
	<b>238.63</b>	<b>322.33</b>

**Note-10 Cash and cash equivalents**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Cash in hand	5.40	5.01
Balance in current and deposits accounts with banks	0.38	(18.35)
Cheques in hand	-	22.50
	<b>5.78</b>	<b>9.16</b>

**Note-11 Loans & Advances**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Receivables purchased as basket as per terms of Assignment Agreement	323.30	376.50
Advances	402.00	402.00
Advances to Staff	0.50	0.61
Other Recoverables	0.40	1.37
	<b>726.20</b>	<b>780.48</b>

**Note-12 Other current assets**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Balance with revenue authorities	9.53	3.64
Other Current Assets	-	44.11
	<b>9.53</b>	<b>47.75</b>

**INTERNATIONAL SECURITIES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2019**

**Note-13 Equity Share Capital**

Particulars	31 <sup>st</sup> March 2019		31 <sup>st</sup> March 2018	
	No. of Shares	Amount in Lakhs	No. of Shares	Amount in Lakhs
<b>1. Authorised</b>				
<b>a) Equity Shares</b>				
Equity Shares of Rs. 10 each	3,500,000.00	350.00	3,500,000.00	350.00
<b>b) Other Shares</b>	-	-	-	-
	<b>3,500,000.00</b>	<b>350.00</b>	<b>3,500,000.00</b>	<b>350.00</b>
<b>2. Issued, Subscribed and paid up shares</b>				
Equity Shares of Rs. 10 each	3,000,000.00	300.00	3,000,000.00	300.00
	<b>3,000,000.00</b>	<b>300.00</b>	<b>3,000,000.00</b>	<b>300.00</b>

**A. Reconciliation of shares outstanding at the beginning and at the end of the period.**

Particulars	31 <sup>st</sup> March 2019		31 <sup>st</sup> March 2018	
	No. of Shares	Amount in Lakhs	No. of Shares	Amount in Lakhs
<b>Equity Shares</b>				
Shares outstanding at the beginning	3,000,000.00	300.00	3,000,000.00	300.00
Shares Issued during the year	-	-	-	-
Shares outstanding at the End	<b>3,000,000.00</b>	<b>300.00</b>	<b>3,000,000.00</b>	<b>300.00</b>

**B. Details of Shareholders' holding more than 5% Shares in the Company**

Particulars	31 <sup>st</sup> March 2019		31 <sup>st</sup> March 2018	
	No. of Shares	Holding in the class	No. of Shares	Holding in the class
<b>Equity Shares</b>				
Rajender Parshad Gupta	719,850.00	24%	719,850.00	24%
Veena Gupta	540,110.00	18%	540,110.00	18%
Rajeev Gupta	174,100.00	6%	174,100.00	6%
Amit Gupta	160,300.00	5%	160,300.00	5%
	<b>1,594,360.00</b>	<b>53%</b>	<b>1,594,360.00</b>	<b>53%</b>

**C. Rights, preferences and restriction attached to shares**

The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders.

**Note-14 Other Equity**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
<b>Retained Earnings</b>		
As per the last financial statements	908.30	940.55
During the year	(238.77)	(32.25)
<b>Net Balance</b>	<b>669.53</b>	<b>908.30</b>

**Note-15 Borrowings**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
<b>Non Current Secured - Term Loans from Banks</b>		
Car Loan From Yes Bank	36.08	-
<b>Term Loans from Others</b>		
bmw Car Loan	-	4.27
(Secured against hypothecation of vehicle financed)	<b>36.08</b>	<b>4.27</b>
<b>Current Unsecured</b>		
Loan from Director	50.00	-
	<b>50.00</b>	<b>-</b>

**Note-16 Non-Current Provisions**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Provision for Gratuity	18.15	26.77
	<b>18.15</b>	<b>26.77</b>

**Note-17 Trade Payable**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Sundry Creditors	143.00	189.01
	<b>143.00</b>	<b>189.01</b>

**Note-18 Other Financial Liabilities****Current Maturity of Long Term debt**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
<b>Secured - Term Loan from Banks</b>		
Car Loan From HDFC Bank	-	1.27
Car Loan From KMBL	-	0.60
<b>Term Loans from Others</b>		
Car Loan	22.91	48.80
(Secured against hypothecation of vehicle financed)	<b>22.91</b>	<b>50.67</b>

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

Particulars	Rate of Interest	0-1 Years	1-2 Years	2-3 Years
Car Loan From HDFC Bank	10.50%	-	-	-
Car Loan From KMBL	10.21%	-	-	-
BMW Car Loan	9.18%	4.27	-	-
Car Loan from Yes Bank	8.75%	16.68	18.24	13.10
Car Loan from Yes Bank	9.76%	1.97	1.94	2.79
<b>Total</b>		<b>22.91</b>	<b>20.18</b>	<b>15.89</b>

**Note-19 Other Current Liabilities**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Cheque issued but not presented	115.00	-
Expenses Payable	2.81	2.86
Statutory Dues	1.34	3.45
	<b>119.15</b>	<b>6.31</b>

**Note-20 Current Provisions**

## Provisions for Employee Benefits

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Provision for Gratuity	1.01	1.04
	<b>1.01</b>	<b>1.04</b>

**Note-21 Revenue From Operations**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Income From Dealing in Shares/Securities & Commodities	(146.69)	210.34
	<b>(146.69)</b>	<b>210.34</b>

**Note-22 Other Income**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Consultancy Income	17.50	-
Dividend Income	-	0.13
Interest Income	1.72	4.53
Profit on Sale of PPE (Car)	0.40	-
Prior Period Adjustments	1.72	
	<b>21.34</b>	<b>4.66</b>

**Note-23 Changes in inventories/ Stock in Trade**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Closing Stock	2.45	2.45
Less: Opening Stock	2.45	2.45
Net Increase/(Decrease) in Inventory	-	-

**Note-24 Employee benefits expense**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Salary and other benefits	81.81	99.64
	<b>81.81</b>	<b>99.64</b>

**Note-25 Finance costs**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Interest Expenses	4.77	10.13
	<b>4.77</b>	<b>10.13</b>

**Note-26 Depreciation and amortization expense**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Depreciation on PPE (As per Note 4)	38.99	49.94
	<b>38.99</b>	<b>49.94</b>

**Note-27 Other expenses**

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
	Amount in Lakhs	Amount in Lakhs
Payment to Auditors	2.06	2.36
Bank Charges	0.03	0.11
Business Promotion	2.18	2.38
Computer Expenses	0.62	1.04
Communication Expenses	5.27	7.97
Depository Service Fees	0.02	0.02
Donation	2.02	1.66
Fees & Subscription	0.95	9.51
Insurance Charges	5.58	3.73
Legal & Professional Charges	0.62	0.75
Miscellaneous Expenses	2.39	0.97
Office Expenses	2.94	6.93
Office Rent	24.37	21.31
Printing and Stationery	0.48	0.98
Repair & Maintenance	1.22	1.13
Travelling & Conveyance	19.60	21.54
Water & Electricity Charges	3.32	4.03
	<b>73.66</b>	<b>86.40</b>

**Note-28 Earning Per Share**

	2018-19	2017-18
<b>Face Value Per Equity Share</b>	<b>10.00</b>	<b>10.00</b>
<b>Basic Earnings per Share</b>	<b>(0.0001)</b>	<b>(0.0000)</b>
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Share Holders	(238.77)	(32.25)
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	3,000,000	3,000,000
<b>Diluted Earnings per Share</b>	<b>(0.0001)</b>	<b>(0.0000)</b>
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Share Holders	(238.77)	(32.25)
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	3,000,000	3,000,000

**Note-29 Related Parties Disclosures****1. As per Ind AS 24, the disclosures of transactions with the Related Parties are given below:**

Sr. No.	Name of the Related Party	Relationship
1	Rajeev Gupta	Key management Personnel

**2. Transactions during the year with Related Parties :**

The remuneration of director and other member of Key Managerial Personnel during the year was as follows:

Nature of Payments	Amount in Lakhs	
	2018-19	2017-18
Short Term Employee Benefits	36.00	36.00

**Note-30 Employee Benefit Expenses**

	2018-19	2017-18
Salaries and Wages	86.24	86.72
Staff Welfare Expenses	4.22	5.29
Contribution to Provident Fund and Other Funds	(8.65)	7.63
	<b>81.81</b>	<b>99.64</b>

As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below :

**Reconciliation of opening and closing balances of Defined Benefit Obligation**

Particulars	Gratuity	
	2018-19	2017-18
<b>Change in the defined benefit obligations:</b>		
Defined Benefit Obligation at beginning of the year	27.82	20.18
Current Service Cost	0.98	1.60
Past service cost	0.00	5.62
Interest cost	2.14	1.49
Actuarial (gain)/ loss	(11.77)	(1.07)
Benefits paid	0.00	0.00
<b>Liability at the end of the year</b>	<b>19.16</b>	<b>27.82</b>

**Expenses recognised during the year**

Particulars	Gratuity	
	2018-19	2017-18
Current service cost	0.98	1.60
Past service cost		5.62
Interest cost	2.14	1.49
Expected return on plan assets	-	-
Net actuarial loss/(gain) to be recognised	(11.77)	(1.07)
<b>Net (Income)/ Expense for the year recognised in OCI</b>	<b>(8.65)</b>	<b>7.63</b>

**Actuarial Assumptions**

	2018-19	2017-18
Discount Rate	Market Rate on Govt. Bonds	Market Rate on Govt. Bonds
Expected rate of return on assets	N.A	N.A
Salary escalation rate	Market Inflation	Market Inflation

**31. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

Based on and to the extent of information received from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 as identified by Management and relied upon by the Auditors, the relevant particulars as at 31 March 2019 are furnished below:

Particulars	31,MARCH 2019	31,MARCH 2018
Dues outstanding as at the end of the year for more than 45 days	NIL	NIL

**32. PAYMENT TO AUDITORS**

Particulars	31,MARCH 2019	31,MARCH 2018
Statutory Audit Fee	1.00	1.18
Tax Audit Fee	0.50	0.59
Other Matters	0.56	0.59

**33 Contingent liabilities not provided for in respect of:**

(a)	Debts not acknowledged as debts	Nil	Nil
-----	---------------------------------	-----	-----

34 Estimated Amount of capital commitment for contracts remaining to be executed (net of Capital Advances ) NIL (Previous year NIL)

35 In the opinion of the Board and to the best of their knowledge and belief, the value on realization of current assets, loans and advances including amount recoverable from

36 There are no separately reportable segments in terms of IND AS-108.

37 Figures of previous year have been re-grouped/re-arranged/re-cast wherever considered necessary.

38 The above audited results for the quarter and year ended 31st March, 2019 has been reviewed by the Audit committee and approved by the Board of Directors at their respective meetings held on 30 May, 2019.

As per our report of even date attached

For P.P. Thukral & Co.  
Chartered Accountants  
Firm Regn. No. 000632N

For and on behalf of the Board of Directors

CA. Suresh Sethi  
Partner  
M. No. 089318

Rajeev Gupta  
W.T. Director  
DIN: 00039399

Hemlata Aggarwal  
Director  
DIN: 08136131

Manish Aggarwal  
CFO

Shilpa Uppal  
Co. Secretary

Place: New Delhi  
Dated: 30-05-2019

**INTERNATIONAL SECURITIES LIMITED**

**CIN:- L74899DL1993PLC053034**

**Regd Office:** 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi 110001

**Phone :** 011-23071222-29, **Fax :** 011-23071230

**Website :** www.internationalsecuritiesltd.com, **E-Mail :** isl@bol.net.in

**PROXY FORM**

Form No. MGT-11

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

**Name of the member(s):**

**Registered address :**

**E-mail id :**

**Folio no./Client Id :**

**DP Id :**

I/We, being the member (s) of ..... shares of **International Securities Ltd**, hereby appoint:

1. Name: ..... Address: .....  
Email Id: ..... Signature:....., or failing  
him

2. Name: ..... Address: .....  
Email Id: ..... Signature:....., or failing  
him

3. Name: ..... Address.....  
Email Id: ..... Signature:....., or failing  
him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the company, to be held on Monday, the 30th day of September, 2019 at 11:00 a.m. at 14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG 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:

Item No.	Resolution	No. of Shares	(For)	(Against)
			I/We assent to the resolution	I/We dissent to the resolution
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the reports of the Board of Directors and Auditor's thereon.			
2.	Appointment of a Director in place of Smt. Hemlata Aggarwal, who retires by rotation and being eligible, seeks re-appointment.			
<b>Special Business</b>				
3.	Increase in borrowing power in terms of section 180 (1) (c) of the companies act, 2013.			
4.	Creation of charge / mortgage etc. on company's movable or immovable properties in terms of section 180 (1) (a) of the companies act, 2013.			

Affix Revenue  
Stamp

Signed this..... day of..... 2019

Signature of shareholder ..... Signature of Proxy holder(s) .....

**Notes:**

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

\*\* (4) This is only optional. Please put a 'X' 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.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**INTERNATIONAL SECURITIES LIMITED**

**CIN:- L74899DL1993PLC053034**

**Regd Office:** 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg New Delhi 110001

**Phone :** 011-23071222-29, **Fax :** 011-23071230

**Website :** www.internationalsecuritiesltd.com, **E-Mail :** isl@bol.net.in

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**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 **26<sup>th</sup> ANNUAL GENERAL MEETING** of International Securities Limited held on Monday, the 30<sup>th</sup> day of September, 2019 at 14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI - 110001 at 11.00 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 THE AGM VENUE

