

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

**2016– 2017**

**INTERNATIONAL  
SECURITIES LIMITED**

**BOARD OF DIRECTORS**

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

**AUDITORS**

Agarwal Sudeep & Co.  
New Delhi

**BANKERS**

Axis Bank  
Canara Bank  
HDFC Bank

**SHARE TRANSFER & DEMAT AGENT**

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

**REGISTERED OFFICE**

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

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## NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of **International Securities Limited** will be held on Friday, 29th September, 2017 at **11.00 A.M** at the Registered Office of the Company at Flat No. 14 (Second Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi-110001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Gupta (DIN 00039400), who retire by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and to pass the following resolution as an **Ordinary Resolution**

**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s. P.P. Thukral & Co., Chartered Accountants (Firm Registration No 000632N)**, be and are hereby appointed as the Statutory Auditors of the Company, (in place of M/s Agarwal Sudeep & Co, Chartered Accountants (Firm Registration No. 007852N) the retiring Auditors) for a term of five years commencing from the financial year 2017-18, to hold office from the conclusion of the 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting, to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.

### **SPECIAL BUSINESS:**

4. 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr.

Mukesh Kumar Agarwal (DIN 00502269), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2017 up to September 28, 2022.

5. 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Jagdeep Singh Bakshi (DIN 02791032), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2017 up to September 28, 2022.

6. 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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and relevant clause(s) of the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Amit Gupta, as the whole Time Director of the Company for 3 years with effect from 29<sup>th</sup> September, 2017 to September 28, 2020, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Amit Gupta.

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Amit Gupta as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof".

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.

7. 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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and relevant clause(s) of the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Rajeev Kumar Gupta, as the whole Time Director of the Company for 3 years with effect from 29<sup>th</sup> September, 2017 to September 28, 2020, as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajeev Kumar Gupta. “

**“RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Rajeev Kumar Gupta as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolutions”

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

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

**Place: New Delhi**

**Date: 22.08.2017**

#### **NOTES**

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

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

Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- b) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- c) Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easier and faster dispatch of the notices of the general meetings and other communications by electronic mode from time to time.
- d) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- e) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f) Route map of the venue of the Meeting (including prominent landmark) is annexed.
- g) The Register of Members and Share Transfer Books of the Company will be closed from **Friday, 22.09.2017 to Friday, 29.09.2017**, both days inclusive.
- h) Relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
- i) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- j) Members are requested to notify any change in their address, bank details, etc.:
  - (i) To their Depository Participants (DPs) in respect of shares held in demat form; and
  - (ii) To the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.

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

**New Delhi, August 22nd, 2017**

**CIN:** L74899DL1993PLC053034

**Registered Office:**

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

**Email:** guptaamit26@gmail.com

**Tel:** 011-23071222

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

## ANNEXURE-1

### RE-APPOINTMENT OF DIRECTORS:

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

PARTICULARS	MR. MUKESH KUMAR AGARWAL	MR. JAGDEEP SINGH BAKSHI	MR. AMIT GUPTA	MR. RAJEEV KUMAR GUPTA
Age	42 Years	61 Years	42 Years	47 Years
Date of first Appointment	27/04/2011	27/04/2011	22/08/2008	22/08/2008
Qualification	FCS, LL.B, B.SC (H)	B.COM (HONS), LL.B.	B.Com(H), FCA	B.COM
Experience	18 years	35 years	18 years	25 years
Directorships held in other Companies (excluding foreign Companies)	1) Yes Stock And Securities Private Limited 2) Yes Financial Services Private Ltd 3) Cautious Infradevelopers Private Limited 4) Smart Edge Consultancy Private Limited 6) JMD Hostels LLP	NIL	1) The Statesman Net Private Limited 2) Bellway Publishers Private Limited 3) Havelock Publishers Private Limited 4) Chowringhee Prakashan Private Limited 5) Snowview Hills Private Limited 6) International Realbuild Private Limited 7) International Infradevelopers Private Limited 8) Yes Stock And Securities Private Limited 9) Realway Holdings Private Limited 10) Cardiff Corporate Advisors Private Limited 11) Churchwood Holdings Private Limited 12) Butterworth Holdings Private Limited 13) Yes Financial Services Private Ltd 14) Blue Sparrow Homes Private Limited 15) Halkin Holdings Private Limited 16) Causeway Holdings Private Limited 17) Himalayan Media Private Limited 18) Ciso Cybersecurity Private Limited	1) Northwood Publishers Private Limited 2) International Developers Private Limited 3) International Infradevelopers Private Limited 4) Realway Holdings Private Limited 5) Cardiff Corporate Advisors Private Limited 6) Churchwood Holdings Private Limited 7) Butterworth Holdings Private Limited 8) Straits Holdings Private Limited 9) Shree Balaji Stock Holdings Private Limited 10) Cautious Infradevelopers Private Limited 11) Blue Sparrow Homes Private Limited 12) Halkin Holdings Private Limited 13) Causeway Holdings Private Limited 14) Himalayan Media Private Limited 15) Ciso Cybersecurity Private Limited
Memberships/ Chairmanships of Committees of other Companies	NIL	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	160300 Equity Shares	174100 Equity Shares

<b>Relationship with other Directors</b>	N.A.	N.A	Related with Rajeev Kumar Gupta	Related with Amit Gupta
<b>Number of the Meetings of the Board attended during the year</b>	Six	Six	Six	Six
<b>Remuneration Last Drawn</b>	---	---	Rs.2,00,000/- p.m.	Rs.3,00,000/- p.m.
<b>Terms and conditions of re-appointment along with details of remuneration</b>	As per terms of appointment.	As per terms of appointment.	The Details are provided in the resolution at item no.6 of this notice.	The Details are provided in the resolution at item no.7 of this notice.



## **EXPLANATORY STATEMENT**

Pursuant to section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under item No 4, 5, 6 and No.7 accompanying Notice.

### **Item No -4**

Mr. Mukesh Kumar Agarwal, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 27th April, 2011. He is a member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Mukesh Kumar Agarwal, is a practising Company Secretary and in addition he holds degree of Law.

Mr. Mukesh Kumar Agarwal has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Mukesh Kumar Agarwal fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. He has submitted his declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director in prescribed Form DIR-2 and his disclosure of interest in prescribed Form MBP-1.

The terms and conditions of appointment of Mr. Agarwal shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as **Annexure - 1**.

Except Mr. Mukesh Kumar Agarwal, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

Your Board recommends the said resolution, as special resolution, for your approval.

### **Item No -5**

Mr. Jagdeep Singh Bakshi, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 27th April, 2011. He is a member of the Audit Committee, stakeholder Relationship Committee, Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Jagdeep Singh Bakshi has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the

opinion of the Board, Mr. Jagdeep Singh Bakshi fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. He has submitted his declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director in prescribed Form DIR-2 and his disclosure of interest in prescribed Form MBP-1.

The terms and conditions of appointment of Mr. Jagdeep Singh Bakshi shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as **Annexure - 1**.

Except Mr. Jagdeep Singh Bakshi, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

Your Board recommends the said resolution, as special resolution, for your approval.

#### **ITEM No- 6**

Mr. Amit Gupta has wide experience and expertise in the field of Accounts and Finance. His dedicated effort and leadership have helped to restructure the Company. Taking into consideration his commendable work and involvement in the day to day activities of the Company, the Board of Directors had in their meeting held on August 22, 2017 re-appointed Mr. Amit Gupta as a Whole-time Director for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 29, 2017, upon such terms and conditions as set out below.

#### **Terms & Conditions of Appointment**

- a) **Tenure:** From 29<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2020.
- b) **Remuneration:** Up to Rs. 3, 50,000/- per month
  1. **Monthly Salary** of Rs. 3,00,000/- (Rupees Three Lacs only)
  2. **Perquisites and Amenties:**

Enjoy perquisites like housing benefits, gas, electricity and water, medical reimbursement for self, wife and dependent children, and reimbursement of premium for medical insurance for self, wife and dependent children, Leave Travel Allowance equivalent to two months' salary each year, club fees and benefit of personal accident insurance, provided that the valuation of relevant perquisites shall be in accordance with the Income-Tax Act, 1961, and the rules made thereunder or, in the absence thereof, at actual cost;

3. Be eligible also to the following additional perquisites which, however, shall not be included in the computation of remuneration under items (1) and (2) above :-
  - i) Contribution to provident fund at rates applicable from time to time.
  - ii) Gratuity at a rate of half a month's salary for each completed year of service, and
  - iii) Leave of six weeks in each calendar year.

**c) Other term and Conditions**

The remuneration of Mr. Amit Gupta as Whole time Director of the Company as provided in clause (a to b) above shall be payable by way of minimum compensation even if there be loss or inadequacy of profits of the Company in any financial year and also be subject to review by the Board if and when considered necessary in order to bring the same in conformity with the provisions in Schedule V of the Companies Act, 2013.

Notwithstanding anything to the contrary contained in the Company's Articles of Association, Mr. Amit Gupta shall not so long as he acts as the Whole time Director of the Company receive any fee for attending of the Board or a Committee thereof.

Mr. Amit Gupta shall not so long as he functions as such become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Board and the Central Government where necessary.

The remuneration proposed is in accordance with Section 196, Section 197 and Section 203 of the Companies Act, 2013 read with its relevant rules made thereunder and Schedule V and all other applicable provisions of Companies Act, 2013(including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and as approved by Board of Directors and subject to the approval of Shareholders of the Company by way of the Special Resolution in the AGM.

**The following additional information as required by Schedule V to the Companies Act, 2013 is given below:**

**I. General Information:**

**(i) Nature of Industry:** The Company is engaged in Share Broking, Trading in Securities & Commodities.

**(ii) Date of Commencement of Activity:** 23<sup>rd</sup> April 1993

**(iii) Financial Performance based on given indicators:**

	2014-15	2015-16	2016-17
Revenue from operations	56,108,167.71	12,888,605.96	19,488,089.14
Profit Before Tax	(4,243,366.61)	(15,407,048.89)	59,869.29
Profit After Tax	(2,930,095.61)	(10,683,968.89)	1,324.29

**(iv) Foreign Investments or collaborations: NIL**

**II. Information about the appointee:**

**(i) Background details:** He has been associated with the industry for almost 18 years and has done B.Com(H) and FCA.

**(ii) Recognition and Awards/Achievements:** NIL

**(iii) Job profile and suitability:** Looking after legal, Accounts, Finance and administration.

**(iv) Remuneration proposed: Rs.3,50,000/ p.m**

**(v)Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The proposed Remuneration of Mr. Amit Gupta, who is a thorough Professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** He holds 160300 equity Shares of the Company and he is related to Mr. Rajeev Gupta

**III. Other Information**

- (1)**Reason of Inadequate Profit:** Lower capacity utilisation and unfavourable market conditions.
- (2)**Step taken or proposed to be taken:** The Company will take every necessary & possible steps for its improvement & future growth.
- (3)**Expected increase in the productivity and profit in measurable term:** 10% - 15%.

None of the Directors other than Mr. Amit Gupta and Mr. Rajeev Kumar Gupta being the relative of Mr. Amit Gupta are concerned or interested in this resolution.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval.

**ITEM NO. 7**

Mr. Rajeev Kumar Gupta has wide experience and expertise in the Field of Finance and trading operation. His dedicated effort and leadership have helped to restructure the Company. Taking into consideration his commendable work and involvement in the day to day activities of the Company, the Board of Directors had in their meeting held on August 22, 2017 re-appointed Mr. Rajeev Kumar Gupta as a Whole-time Director for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. September 29, 2017 upon such terms and conditions as set out below.

Terms & Conditions of Appointment:

- a) **Tenure:** From 29<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2020.
- b) **Remuneration:** Up to Rs. 3, 50,000/- per month
  - 1. **Monthly Salary** of Rs. 3,00,000/- (Rupees Three Lacs only)
  - 2. **Perquisites and Amenties:**

Enjoy perquisites like housing benefits, gas, electricity and water, medical reimbursement for self, wife and dependent children, and reimbursement of premium for medical insurance for self, wife and dependent children, Leave Travel Allowance equivalent to two months' salary each year, club fees and benefit of personal accident insurance, provided that the valuation of relevant perquisites shall be in accordance with the Income-Tax Act, 1961, and the rules made thereunder or, in the absence thereof, at actual cost;

3. Be eligible also to the following additional perquisites which, however, shall not be included in the computation of remuneration under items (1) and (2) above :-
- i) Contribution to provident fund at rates applicable from time to time.
  - ii) Gratuity at a rate of half a month's salary for each completed year of service, and
  - iii) Leave of six weeks in each calendar year.

**c) Other term and Conditions**

The remuneration of Mr. Rajeev Kumar Gupta as Whole time Director of the Company as provided in clause (a to b) above shall be payable by way of minimum compensation even if there be loss or inadequacy of profits of the Company in any financial year and also be subject to review by the Board if and when considered necessary in order to bring the same in conformity with the provisions in Schedule V of the Companies Act, 2013.

Notwithstanding anything to the contrary contained in the Company's Articles of Association, Mr. Rajeev Kumar Gupta shall not so long as she acts as the Whole time Director of the Company receive any fee for attending of the Board or a Committee thereof.

Mr. Rajeev Kumar Gupta shall not so long as she functions as such become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Board and the Central Government where necessary.

The remuneration proposed is in accordance with Section 196, Section 197 and Section 203 of the Companies Act, 2013 read with its relevant rules made thereunder and Schedule V and all other applicable provisions of Companies Act, 2013(including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and as approved by Board of Directors and subject to the approval of Shareholders of the Company by way of the Special Resolution in the AGM.

**The following additional information as required by Schedule V to the Companies Act, 2013 is given below:**

**I. General Information:**

**(i) Nature of Industry:** The Company is engaged in Share Broking, Trading in Securities & Commodities.

**(ii) Date of Commencement of Activity:** 23<sup>rd</sup> April 1993

**(iii) Financial Performance based on given indicators:**

	2014-15	2015-16	2016-17
Revenue from operations	56,108,167.71	12,888,605.96	19,488,089.14
Profit Before Tax	(4,243,366.61)	(15,407,048.89)	59,869.29
Profit After Tax	(2,930,095.61)	(10,683,968.89)	1,324.29

**(iv) Foreign Investments or collaborations: NIL**

**II. Information about the appointee:**

**(i) Background details:** He has been associated with the industry for almost 25 years and has done his Graduation in Commerce.

**(ii) Recognition and Awards/Achievements:** NIL

- (iii) **Job profile and suitability:** Looking after Finance and day to day trading operations.
- (iv) **Remuneration proposed: Rs.3,50,000/ p.m**
- (v) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The proposed Remuneration of Mr. Rajeev Kumar Gupta, who is a thorough Professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** He holds 174100 equity Shares of the Company and he is related to Mr. Amit Gupta.

### III. Other Information

- (4) **Reason of Inadequate Profit:** Lower capacity utilisation and unfavourable market conditions.
- (5) **Step taken or proposed to be taken:** The Company will take every necessary & possible steps for its improvement & future growth.
- (6) **Expected increase in the productivity and profit in measurable term:** 10% - 15%.

None of the Directors other than Mr. Rajeev Kumar Gupta and Mr. Amit Gupta being relative of Mr. Rajeev Gupta are concerned or interested in this resolution.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

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

**New Delhi, August 22nd , 2017**

**CIN:** L74899DL1993PLC053034

**Registered Office:**

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

**Email:** guptaamit26@gmail.com

**Tel:** 011-23071222

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

## DIRECTORS' REPORT

To,  
The Members,

The Directors have pleasure in presenting the 24<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2017.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY

During the Financial Year 2016-2017, The Financial position of the Company is as under:

(Amount in Rupees)

PARTICULARS	YEAR ENDED 31 <sup>st</sup> March 2017	YEAR ENDED 31 <sup>st</sup> March 2016
Total Income	21,712,128.14	13,164,900.96
Expenditure for the year excluding Depreciation and Amortization Exp.	15,655,073.43	25,558,663.65
Profit Before Interest, Depreciation & tax	6,057,054.71	12,393,762.69
Interest & Financial Charges	1,074,514.42	156,378.20
Depreciation	4,919,171.00	28,56,908.00
Profit /(Loss) Before Exceptional and Extraordinary	63369.29	(15,407,048.89)
Exceptional, Extraordinary and Prior Period Expenses	(3500.00)	--
Profit before Taxation	59,869.29	(15,407,048.89)
Tax expense		
(a) Current Tax	11,408.00	
(b) Deferred Tax	47,137.00	(4,723,080.00)
Net profit after tax	1,324.29	(10,683,968.89)
Equity	0.00044	(3.561)
Earnings Per Share	0.00044	(3.561)

### VARIATION IN THE NET WORTH OF THE COMPANY

(In Rupees)

PARTICULARS	31 <sup>ST</sup> MARCH, 2017	31 <sup>ST</sup> MARCH, 2016
Paid-Up Share Capital	30,000,000.00	30,000,000.00
Add: Free Reserves	94,055,035.34	94,053,711.05
<b>Net Worth</b>	<b>124,055,035.34</b>	<b>124,053,711.05</b>

## **2. STATE OF COMPANY'S AFFAIRS**

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

## **3. LISTING OF EQUITY SHARES IN MSEI**

In pursuance to SEBI circular dated May 22, 2014 and April 17, 2015 relating to de-recognition of Regional Stock Exchange, outlining the roadmap for Companies listed exclusively on such Regional Stock Exchanges, your Company opted for listing on metropolitan Stock Exchange. Your Board of Directors in their Board meeting held on April 18, 2017, approved listing of equity Shares with metropolitan Stock Exchange for dealing on Capital Market segment.

## **4. DIVIDEND**

In view of inadequate profits during the year under review and losses of earlier years, your Directors have not recommended any dividend for the financial year under review.

## **5. AMOUNT TRANSFER TO RESERVES**

No amount has been transferred to reserves during the Financial Year ended 31<sup>st</sup> March, 2017.

## **6. SHARE CAPITAL**

The paid up Equity Share Capital as on 31st March, 2017 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.

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

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

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

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

## **9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FNANCIAL 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.



## **10. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Appointment**

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

### **Re-appointment**

Under Section 152(6) of the Companies Act, 2013 Mr. Amit Gupta (DIN: 00039400) shall retire at the ensuing AGM and being eligible, seeks re-appointment. The Board recommends his appointment.

In terms of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013, it is proposed to re-appoint Mr. Mukesh Kumar Agarwal, and Mr. Jagdeep Singh Bakshi, Independent Directors on the Board of the Company for another term of 5 years through Special Resolution at the ensuing Annual General Meeting. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

### **Resignation**

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

### **Key Managerial Personnel**

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

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

Remuneration and other details of the KMP are mentioned in the extract of the Annual Return which forms part of this report.

## **11. BOARD MEETINGS**

Six Board meetings were held during the year on **4<sup>TH</sup> JUNE, 2016, 5<sup>TH</sup> SEPTEMBER, 2016, 6<sup>TH</sup> DECEMBER, 2016, 6<sup>TH</sup> JANUARY, 2017, 22<sup>ND</sup> MARCH, 2017 and 25<sup>TH</sup> DAY OF MARCH, 2017**. 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	6
Mr. Rajeev Kumar Gupta	Whole Time Director	6
Mr. Mukesh Kumar Agarwal	Director	6
Mr. Pawan Kumar Bholusaria	Director	6
Mr. Jagdeep Singh Bakshi	Director	6

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

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

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

- Using capacitors to main power factor and to save electricity energy.

- **Technology Absorption:**

Efforts made for technology absorption	:	Nil
Benefits derived	:	Nil
Expenditure on Research & Development, if any	:	Nil
Details of technology imported, if any	:	Nil

- **Foreign Exchange Earnings and Outgo:**

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

### **13. 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**.

### **14. 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)**.

### **15. 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.

### **16. 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.

### **17. 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.

### **18. DEPOSITS**

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

## **19. 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.

## **20. STATUTORY AUDITORS**

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

In accordance with the provisions of Section 139 of the Act, **M/s. P.P. Thukral & Co, Chartered Accountants (Firm Registration No. 000632N)** are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of 24<sup>th</sup> AGM till the conclusion of the 29th AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if so required under the Act. **M/s. M/s. P.P. Thukral & Co, Chartered Accountants** have consented to their appointment as Statutory Auditors and have confirmed that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act. Members are requested to approve the appointment of **M/s. P.P. Thukral & Co.** and authorize the Board of Directors to fix their remuneration.

## **21. AUDITORS' REPORT**

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

## **22. 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.

## **23. 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.

## **24. AUDIT COMMITTEE:**

Your Company has duly re-constituted Audit Committee, in terms of Companies Act, 2013 and that of SEBI (Listing obligations and disclosure Requirements) 2015. The composition of the audit committee is given below:

S.No.	Name	Category	Designation
1.	Mr. Mukesh Kumar Agarwal	Non Executive Independent Director	Chairman
2.	Mr. Jagdeep Singh Bakshi	Non Executive Independent Director	Member
3.	Mr. Pawan Bholusaria	Non Executive Independent Director	Member

## II) 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 below.

S.No.	Name	Category	Designation
1.	Mr. Jagdeep Singh Bakshi	Non Executive Independent Director	Chairman
2.	Mr. Pawan Bholusaria	Non Executive Independent Director	Member
3.	Mr. Amit Gupta	Executive Director	Member

## III) NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee consists of three Directors and all of them are Non Executive Independent Director. The Composition of this committee is given below:

S.No.	Name	Category	Designation
1.	Mr. Pawan Bholusaria	Non Executive Independent Director	Chairman
2.	Mr. Jagdeep Singh Bakshi	Non Executive Independent Director	Member
3.	Mr. Mukesh Kumar Agarwal	Non Executive Independent Director	Member

## 25. 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).

## 26. 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, 2017.

## **27. 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 B”**.

## **28. 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.

## **29. 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, 2017, 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, 2017 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.

## **30. 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: 22.08.2017

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

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

## FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2017

[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 <b>Tel: 011-23071222</b>
Whether Listed Company Yes / No	No**
Name, Address and Contact details of Registrar and Transfer Agent, if any	MAS Services Limited T-34, IInd Floor, Okhla Industrial Area, Phase II, New Delhi – 110020 <b>Tel: 011-2638 3145</b>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

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

**i) Category-wise Share Holding:**

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD							
	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2016)				NO. OF SHARES HELD AT THE END OF THE YEAR (31 <sup>st</sup> MARCH, 2017)			
	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES
<b>A. Promoters</b>								
<b>1. Indian</b>								
Individual/HUF	1219760	40200	1259960	41.99	1219760	40200	1259960	41.999
Central Government	-	-	-	-	-	-	-	-
State Government	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	1219760	40200	1259960	41.99	1219760	40200	1259960	41.999
<b>2. Foreign</b>								
NRIs –Individual	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/Financial Institutions	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1219760</b>	<b>40200</b>	<b>1259960</b>	<b>41.99</b>	<b>1219760</b>	<b>40200</b>	<b>1259960</b>	<b>41.999</b>
<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	126115	34900	161015	5.37
ii) Overseas	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	50885	152240	203125	6.77	50885	152240	203125	6.77
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1285900	90000	1375900	45.87	1285900	90000	1375900	45.863
c) Others(specify)	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>	<b>1462900</b>	<b>277140</b>	<b>1740040</b>	<b>58.01</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2682660</b>	<b>317340</b>	<b>3000000</b>	<b>100</b>	<b>2682660</b>	<b>317340</b>	<b>3000000</b>	<b>100</b>

### ii) Shareholding of Promoters

SL NO	PROMOTORS' NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2016)			SHARE HOLDING AT THE END OF THE YEAR (31 <sup>st</sup> MARCH, 2017)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Rajender Parshad Gupta	719850	23.994	Nil	719850	23.994	Nil	Nil
2.	Veena Gupta	540110	18.003	Nil	540110	18.003	Nil	Nil
	<b>Total</b>	<b>1259960</b>	<b>41.997</b>	<b>Nil</b>	<b>1259960</b>	<b>41.997</b>	<b>Nil</b>	<b>Nil</b>

### iii) Change in Promoters' Shareholding

	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 <sup>st</sup> APRIL, 2016)		CUMULATIVE SHAREHOLDING DURING THE YEAR (1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017)	
	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 01.04.2016 to 31.03.2017			
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 2016)			SHARE HOLDING AT THE END OF THE YEAR (31 <sup>ST</sup> MARCH 2017)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1.	Puneet Jain	145600	4.853	-	145600	4.853	-	-
2.	Rajendra Kumar Dhall	100000	3.333	-	100000	3.333	-	-
3.	Nirmal Kumar Jain	92500	3.083	-	92500	3.083	-	-
4.	Prabha Bansal Gupta	75000	2.500	-	75000	2.500	-	-
5.	Ashok Jain	73700	2.457	-	73700	2.457	-	-
6.	Deepa Gupta	55000	1.833	-	55000	1.833	-	-
7.	Santosh Gupta	42200	1.407	-	42200	1.407	-	-
8.	Vimlesh Garg	23000	0.767	-	23000	0.767	-	-
9.	Worth Finance and leasing Pvt Ltd	21000	0.70	-	21000	0.70		
10.	Archana Gupta	19300	0.643	-	19300	0.643	-	-

**v) Shareholding of Directors and Key Managerial Personnel**

SR. NO	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajeev Kumar Gupta	174,100	5.803	174,100	5.803
2.	Amit Gupta	160,300	5.343	160,300	5.343

## V. INDEBTEDNESS

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

	SECURED LOANS EXCLUDING DEPOSITS	UN-SECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
Indebtedness at the beginning of the financial year				
i ) Principal Amount-	16,00,387.22	--	--	16,00,387.22
ii) Interest due but not paid-	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	16,00,387.22	--	--	16,00,387.22
<b>Change in Indebtedness during the financial year</b>				
Addition	8,926,803.42	--	--	8,926,803.42
Reduction	--	--	--	--
<b>Net Change</b>	8,926,803.42	--	--	8,926,803.42
<b>Indebtedness at the end of the financial year</b>				
i ) Principal Amount	10,527,190.64	--	--	10,527,190.64
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	10,527,190.64	--	--	10,527,190.64

## VI. REMUNERATION OF DIRECTORS:

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

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	-	-	-
	Total (A)	36,00,000	-	36,00,000
	Ceiling as per the Act	The payment is as per schedule and as per section 197 of Company Act 2013 and as approved by the ministry of Corporate affairs.		

**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	-	-	-	-
Total (1)	-	-	-	-

**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 section17(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 undersection17(3)Income- tax Act,1961	3,60,000	1,20,000	<b>4,80,000.00</b>
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	- -	- -	- -
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>3,60,000</b>	<b>1,20,000</b>	<b>4,80,000</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: 22.08.2017**

**RAJEEV KUMAR GUPTA**

**(Whole Time Director)**

**DIN: 00039399**

**AMIT GUPTA**

**(Whole Time Director)**

**DIN: 00039400**

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:

Director	Ratio to median remuneration
Rajeev Kumar Gupta	11.53
Amit Gupta	11.53

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

Particular	% increase in remuneration in the financial year
Rajeev Kumar Gupta ( WTD )	33.33%
Amit Gupta ( WTD )	33.33%
Manish Aggarwal (CFO)	9.09 %
Shilpa Uppal(CS)	NIL

3. The percentage increase in the median remuneration of employees in the financial year: 7.69%

4. The number of permanent employees on the rolls of Company: 13

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 an increase of around 11.72 % in the salaries of the employees in comparison to the last financial year. Percentile increase in the managerial remuneration is 33.33 %.

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.

## **INDEPENDENT AUDITORS' REPORT**

To The Members of  
**INTERNATIONAL SECURITIES LIMITED**

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

We have audited the accompanying financial statements of International Securities Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

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

### **Auditors' Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, its profit and its cash flows for the year ended on that date.

**AGARWAL SUDEEP & CO.**  
**CHARTERED ACCOUNTANTS**

*H-222, NARAINA VIHAR, NEW DELHI-110028; e-mail: [sudeep579@yahoo.com](mailto:sudeep579@yahoo.com) Phone: 9811036869, 011-25791737*

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in its financial statements as to the holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures and relying on management representations, we report that the disclosures are in accordance with the books of account maintained by the Company and produced to us by the management. Refer Note No. 26 to the financial statements.

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

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

**Place: New Delhi**  
**Date: 22<sup>nd</sup> August, 2017**

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

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



**AGARWAL SUDEEP & CO.**  
**CHARTERED ACCOUNTANTS**

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*H-222, NARAINA VIHAR, NEW DELHI-110028; e-mail: [sudeep579@yahoo.com](mailto:sudeep579@yahoo.com) Phone: 9811036869, 011-25791737*

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

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

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

**Place: New Delhi**  
**Dated: 22<sup>nd</sup> August, 2017**

**AGARWAL SUDEEP & CO.**  
**CHARTERED ACCOUNTANTS**

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*H-222, NARAINA VIHAR, NEW DELHI-110028; e-mail: [sudeep579@yahoo.com](mailto:sudeep579@yahoo.com) Phone: 9811036869, 011-25791737*

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

We have audited the internal financial controls over financial reporting of International Securities Limited ("the Company"), as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

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

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

**Place: New Delhi  
Dated: 22<sup>nd</sup> August, 2017**

# INTERNATIONAL SECURITIES LIMITED

## BALANCE SHEET AS AT MARCH 31, 2017

(Amount in Rs)

Particulars		NOTE NO.	As at 31 March, 2017	As at 31 March, 2016
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	2	30,000,000.00	30,000,000.00
	(b) Reserves and Surplus	3	94,055,035.34	94,053,711.05
			<b>124,055,035.34</b>	<b>124,053,711.05</b>
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Long-Term Borrowings	4	5,493,821.83	766,754.05
	(b) Deferred Tax Liabilities (Net)	5	(5,540,972.00)	(5,588,109.00)
	(c) Long-Term Provisions	6	1,932,319.00	1,658,728.00
			<b>1,885,168.83</b>	<b>(3,162,626.95)</b>
<b>3</b>	<b>Current Liabilities</b>			
	(a) Trade Payables	7	14,500,000.00	32,000,000.00
	(b) Other Current Liabilities	8	5,243,949.22	963,401.10
	(c) Short-Term Provisions	9	85,924.00	75,355.00
			<b>19,829,873.22</b>	<b>33,038,756.10</b>
	<b>TOTAL</b>		<b>145,770,077.39</b>	<b>153,929,840.20</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	10	24,411,563.00	9,898,278.00
			<b>24,411,563.00</b>	<b>9,898,278.00</b>
	(b) Non-Current Investments	11	9,000.00	9,000.00
	(c) Long Term Loans and Advances	12	7,797,383.00	11,011,733.00
			<b>7,806,383.00</b>	<b>11,020,733.00</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories	13	245,000.00	245,000.00
	(b) Trade Receivables	14	15,028,737.99	3,603,486.23
	(c) Cash and Cash Equivalents	15	3,439,570.12	10,040,314.74
	(d) Short Term Loans and Advances	16	91,404,048.53	118,514,647.27
	(e) Other Current Assets	17	3,434,774.75	607,380.96
			<b>113,552,131.39</b>	<b>133,010,829.20</b>
	<b>TOTAL</b>		<b>145,770,077.39</b>	<b>153,929,840.20</b>
	<b>Summary of Significant Accounting Policies</b>	1		

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

As per our report of even date attached

**For AGARWAL SUDEEP & CO.**

**Chartered Accountants**

Firm Regn. No. 007852N

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

**(Sudeep Agarwal)**  
Proprietor  
M. No. 86583

**(Rajeev Gupta)**  
Director  
DIN: 00039399

**(Amit Gupta)**  
Director  
DIN: 00039400

**(Manish Aggarwal)**  
CFO

**(Shilpa Uppal)**  
Co. Secretary

Place: New Delhi

Dated: 22-08-2017

# INTERNATIONAL SECURITIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rs)

Particulars	Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
<b>1 Income</b>			
a) Revenue From Operations	18	19,488,089.14	12,888,605.96
b) Other Income	19	2,224,039.00	276,295.00
<b>Total Revenue</b>		<b>21,712,128.14</b>	<b>13,164,900.96</b>
<b>2 Expenses</b>			
(a) Changes in Inventory of Stock in Trade	20	-	-
(b) Employee Benefits Expenses	21	8,318,220.00	9,198,254.00
(c) Finance Costs	22	1,074,514.42	156,378.20
(d) Depreciation and Amortisation Expenses	23	4,919,171.00	2,856,908.00
(e) Other Expenses	24	7,336,853.43	16,360,409.65
<b>Total Expenses</b>		<b>21,648,758.85</b>	<b>28,571,949.85</b>
<b>3 Profit /(Loss) Before Exceptional and Extraordinary Items and Tax</b>		<b>63,369.29</b>	<b>(15,407,048.89)</b>
<b>4 Exceptional, Extraordinary and Prior Period Expenses</b>		(3,500.00)	-
<b>5 Profit / (Loss) Before Tax</b>		<b>59,869.29</b>	<b>(15,407,048.89)</b>
<b>6 Tax Expense</b>			
(a) Current Tax		11,408.00	-
(b) Deferred Tax		47,137.00	(4,723,080.00)
<b>7 Profit/(Loss) for the Period from Continuing Operations</b>		<b>1,324.29</b>	<b>(10,683,968.89)</b>
<b>Earnings Per Equity Share (of Rs.10/- each)</b>			
(a) Basic	25	0.00044	(3.561)
(b) Diluted	25	0.00044	(3.561)

As per our report of even date attached

**For AGARWAL SUDEEP & CO.**

**Chartered Accountants**

**Firm Regn. No. 007852N**

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

**(Sudeep Agarwal)**  
Proprietor  
M. No. 86583

**(Rajeev Gupta)**  
Director  
DIN: 00039399

**(Amit Gupta)**  
Director  
DIN: 00039400

**(Manish Aggarwal)**  
CFO

**(Shilpa Uppal)**  
Co. Secretary

Place: New Delhi  
Dated: 22-08-2017

# INTERNATIONAL SECURITIES LIMITED

## CASH FLOW STATEMENT FOR YEAR ENDED ON 31-03-2017

	31-Mar-17 (Rs)	31-Mar-16 (Rs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax and extra-ordinary items	63,369.29	(15,407,048.89)
Adjustments for:		
Depreciation	4,919,171.00	2,856,908.00
Interest Received	(422,945.00)	(167,374.00)
Finance Cost	1,074,514.42	156,378.20
Loss/(Profit) on sale of Fixed Assets	(193,094.00)	(108,921.00)
Operating Profit Before Working Capital Changes	5,441,015.71	(12,670,057.69)
Adjustments for Working Capital Changes:		
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Other Current Assets	(2,827,393.79)	(285,288.70)
(Increase)/Decrease in Trade Receivables	(11,425,251.76)	(3,603,486.23)
(Increase)/Decrease in Short Term Loans & Advances	27,110,598.74	17,087,000.00
(Increase)/Decrease in Long Term Loans & Advances	3,214,350.00	4,233,793.00
Increase/(Decrease) in Trade Payables	(17,500,000.00)	-
Increase/(Decrease) in Other Current Liabilities	4,280,548.12	496,939.47
Increase/(Decrease) in Short Term Provisions	10,569.00	(54,111.00)
Increase/(Decrease) in Long Term Provisions	273,591.00	201,907.00
Cash Generated from Operations	8,578,027.02	5,406,695.85
Taxes Paid / Provided	(58,545.00)	4,723,080.00
Cash Flow Before Extraordinary Items	8,519,482.02	10,129,775.85
Extraordinary Items	(3,500.00)	-
<b>Net Cash From Operating Activities (A)</b>	<b>8,515,982.02</b>	<b>10,129,775.85</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale of Fixed Assets	310,000.00	200,000.00
Purchase of Fixed Assets	(19,549,362.00)	(2,275,663.00)
Purchase/ Sale of Investments	-	-
<b>Net Cash from Investing Activities (B)</b>	<b>(19,239,362.00)</b>	<b>(2,075,663.00)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Long Term Borrowings	4,727,067.78	456,060.58
Finance Cost	(1,074,514.42)	(156,378.20)
Interest Received	422,945.00	167,374.00
Deferred Tax Assets/Liabilities	47,137.00	(4,723,080.00)
<b>Net Cash from Financing Activities (C)</b>	<b>4,122,635.36</b>	<b>(4,256,023.62)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(6,600,744.62)</b>	<b>3,798,089.23</b>
Closing Balance of Cash & Cash Equivalents	3,439,570.12	10,040,314.74
Less: Opening Balance of cash & Cash Equivalents	10,040,314.74	6,242,225.51
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(6,600,744.62)</b>	<b>3,798,089.23</b>

**Cash and Cash Equivalents Comprise of:**

Cash in hand	456,386.20	1,070,270.20
Balance with Banks	733,183.92	4,616,093.53
Cheques in hand	2,250,000.00	4,353,951.01
<b>Total</b>	<b><u>3,439,570.12</u></b>	<b><u>10,040,314.74</u></b>

**Notes:**

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

**FOR AND ON BEHALF OF THE BOARD**

**Place: New Delhi**  
**Dated: 22-08-2017**

**(Rajeev Gupta)**  
**Director**  
**DIN: 00039399**

**(Amit Gupta)**  
**Director**  
**DIN: 00039400**

**(Manish Aggarwal)**  
**CFO**

**(Shilpa Uppal)**  
**Co. Secretary**

# INTERNATIONAL SECURITIES LIMITED

## Notes to financial statements for the year ended March 31, 2017

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### NOTE – 1

#### SIGNIFICANT ACCOUNTING POLICIES

##### 1.1 Basis of Preparation of Financial Statements

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

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

##### 1.2 Use of Estimates

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

##### 1.3 Fixed Assets

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

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

##### 1.4 Depreciation

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

##### 1.5 Investments

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



# INTERNATIONAL SECURITIES LIMITED

## Notes to financial statements for the year ended March 31, 2017

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### 1.6 Revenue Recognition

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

#### **Sale of goods**

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

#### **Purchases**

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

### 1.7 Taxation

Tax expense comprises of current tax and deferred tax. Current Tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent there is a reasonable certainty that sufficient future income will be available except the deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

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

### 1.8 Provisions, contingent liabilities & contingent assets, Miscellaneous Expenditure

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

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

### 1.9 Other Note

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

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 2

#### SHARE CAPITAL

PARTICULARS	March 31, 2017		March 31, 2016	
	No. of Shares	(Amount in Rs)	No. of Shares	(Amount in Rs)
<b>1. Authorised</b>				
<b>a) Equity Shares</b>				
Equity Shares of Rs.10/- each with voting rights	3,500,000	35,000,000.00	3,500,000	35,000,000.00
<b>b) Other Shares</b>	-	-	-	-
	<b>3,500,000</b>	<b>35,000,000.00</b>	<b>3,500,000</b>	<b>35,000,000.00</b>
<b>2. Issued, Subscribed and Paid up Shares</b>				
Equity Shares of Rs.10/- each fully paid up with voting rights	3,000,000	30,000,000.00	3,000,000	30,000,000.00
	<b>3,000,000</b>	<b>30,000,000.00</b>	<b>3,000,000</b>	<b>30,000,000.00</b>

#### Footnotes:

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

PARTICULARS	March 31, 2017		March 31, 2016	
	No. of Shares	(Amount in Rs)	No. of Shares	(Amount in Rs)
<b>Equity Shares</b>				
Shares O/s at the beginning of year	3,000,000	30,000,000.00	3,000,000	30,000,000.00
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of year	<b>3,000,000</b>	<b>30,000,000.00</b>	<b>3,000,000</b>	<b>30,000,000.00</b>

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

PARTICULARS	March 31, 2017		March 31, 2016	
	No. of Shares	% Holding in the class	No. of Shares	% Holding in the class
<b>Equity shares</b>				
Rajender Parshad Gupta	719,850	24.00	719,850	24.00
Veena Gupta	540,110	18.00	540,110	18.00
Rajeev Gupta	174,100	5.80	174,100	5.80
Amit Gupta	160,300	5.34	160,300	5.34
	<b>1,594,360</b>	<b>53.15</b>	<b>1,594,360</b>	<b>53.15</b>

#### Explanation:

- a) During the Financial year ended on March 31, 2017, no additional shares were issued by the company.
- b) There is no dividend proposal made during the financial year.
- c) The Company has one class of equity shares having par value of Rs. 10/- per share. These Shares rank pari passu in all respects including voting rights and entitlement to dividend.

### NOTE - 3

#### RESERVES AND SURPLUS

PARTICULARS	March 31, 2017	March 31, 2016
	(Amount in Rs)	(Amount in Rs)
<b>Surplus/(deficit) in the statement of Profit and Loss</b>		
As per the last financial statements	94,053,711.05	104,737,679.94
Profit/(Loss) for the year	1,324.29	(10,683,968.89)
<b>Net surplus/(deficit) in the statement of Profit and Loss</b>	<b>94,055,035.34</b>	<b>94,053,711.05</b>
<b>Total Reserves and Surplus</b>	<b>94,055,035.34</b>	<b>94,053,711.05</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 4

#### LONG-TERM BORROWINGS

PARTICULARS	March, 2017		March, 2016	
	Non-Current	Current	Non-Current	Current
<b>Secured Loans</b>				
Car Loan From HDFC Bank	-	-	-	310,693.47
Car Loan From HDFC Bank	127,215.96	356,098.09	483,314.05	320,746.70
Car Loan From KMBL	59,606.00	223,834.00	283,440.00	202,193.00
BMW Car Loan (Secured against hypothecation of vehicle financed)	5,306,999.87	4,453,436.72	-	-
	<b>5,493,821.83</b>	<b>5,033,368.81</b>	<b>766,754.05</b>	<b>833,633.17</b>

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

S. No.	PARTICULARS	Rate of Interest	0-1 YEARS	1-2 YEARS	2-3 YEARS
1)	Car Loan From HDFC Bank	10.50%	356,098.09	127,215.96	-
2)	Car Loan From KMBL	10.21%	223,834.00	59,606.00	-
3)	BMW Car Loan	9.18%	4,453,436.72	4,879,909.83	427,090.04
	<b>TOTAL</b>		<b>5,033,368.81</b>	<b>5,066,731.79</b>	<b>427,090.04</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 5

#### DEFERRED TAX LIABILITIES (NET)

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
<b>Deferred Tax Liabilities</b>		
Depreciation	-	-
	-	-
<b>Deferred Tax Assets</b>		
Disallowance under Income Tax Act, 1961	623,637.00	535,832.00
Depreciation	540,862.00	530,462.00
Business Loss Carried Forward	3,780,515.00	3,806,576.00
Mat Tax Credit Carried Forward	11,408.00	-
Unabsorbed Depreciation	584,550.00	715,239.00
	5,540,972.00	5,588,109.00
<b>Balance carried to the Balance Sheet</b>	<b>(5,540,972.00)</b>	<b>(5,588,109.00)</b>

### NOTE - 6

#### LONG-TERM PROVISIONS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Provision for Gratuity	1,932,319.00	1,658,728.00
	<b>1,932,319.00</b>	<b>1,658,728.00</b>

### NOTE - 7

#### TRADE PAYABLES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Sundry Creditors	14,500,000.00	32,000,000.00
	<b>14,500,000.00</b>	<b>32,000,000.00</b>

### NOTE - 8

#### OTHER CURRENT LIABILITIES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Current Maturities of Long Term Borrowings (Refer Note 5)	5,033,368.81	833,633.17
Expenses Payable	112,883.41	123,467.93
Statutory Dues	97,697.00	6,300.00
	<b>5,243,949.22</b>	<b>963,401.10</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 9

#### SHORT-TERM PROVISIONS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Provision for Gratuity	85,924.00	75,355.00
	<b>85,924.00</b>	<b>75,355.00</b>

### NOTE - 11

#### NON-CURRENT INVESTMENTS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
<b>Fully Paid up Equity Shares - Unquoted</b> Shares of Delhi Stock Exchange Association Limited (9000 equity shares of face value @ Rs. 1/- each)	9,000.00	9,000.00
	<b>9,000.00</b>	<b>9,000.00</b>

### NOTE - 12

#### LONG TERM LOANS AND ADVANCES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
<b>Security Deposits - Unsecured</b> - Considered good	7,797,383.00	11,011,733.00
	<b>7,797,383.00</b>	<b>11,011,733.00</b>

### NOTE - 13

#### INVENTORIES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Stock of Shares (Quoted) (As taken, valued and certified by the management)	245,000.00	245,000.00
	<b>245,000.00</b>	<b>245,000.00</b>

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

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 10

#### FIXED ASSETS - TANGIBLE

S. No.	PARTI-CULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS ON 01.04.2016	ADDITION DURING THE YEAR	SALES DURING THE YEAR	AS ON 31.03.2017	AS ON 01.04.2016	DURING THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS ON 31.03.2017	AS ON 31.03.2017	AS ON 01.04.2016
1	FURNITURE & FIXTURES	1,382,523	-	-	1,382,523	1,170,622	73,110	-	1,243,732	<b>138,791</b>	<b>211,901</b>
2	VEHICLES	20,882,377	19,478,676	1,274,172	39,086,881	11,900,654	4,634,705	1,157,266	15,378,093	<b>23,708,788</b>	<b>8,981,723</b>
3	OFFICE EQUIPMENTS	3,222,789	-	-	3,222,789	2,883,887	73,479	-	2,957,366	<b>265,423</b>	<b>338,902</b>
4	COMPUTERS	4,183,155	70,686	-	4,253,841	3,817,403	137,877	-	3,955,280	<b>298,561</b>	<b>365,752</b>
<b>TOTAL</b>		<b>29,670,844</b>	<b>19,549,362</b>	<b>1,274,172</b>	<b>47,946,034</b>	<b>19,772,566</b>	<b>4,919,171</b>	<b>1,157,266</b>	<b>23,534,471</b>	<b>24,411,563</b>	<b>9,898,278</b>
<i>PREVIOUS YEAR</i>		<i>28,573,112</i>	<i>2,275,663</i>	<i>1,177,931</i>	<i>29,670,844</i>	<i>2,856,908</i>	<i>1,086,852</i>	<i>19,772,566</i>	<i>9,898,278</i>	<i>10,570,602</i>	<i>17,725,962</i>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 14

#### TRADE RECEIVABLES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Sundry Debtors		
- More than six months	-	-
- Others	15,028,737.99	3,603,486.23
(All debtors are unsecured but considered good for realisation)		
	<b>15,028,737.99</b>	<b>3,603,486.23</b>

### NOTE - 15

#### CASH & CASH EQUIVALENTS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
a) Cash in hand	456,386.20	1,070,270.20
b) Balance in current and deposits accounts with banks	733,183.92	4,616,093.53
c) Cheques in hand	2,250,000.00	4,353,951.01
	<b>3,439,570.12</b>	<b>10,040,314.74</b>

### NOTE - 16

#### SHORT TERM LOANS AND ADVANCES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
a) Intercompany Loans	91,350,000.00	117,850,000.00
b) Advances to Staff	-	663,500.00
c) Other Recoverables	54,048.53	1,147.27
	<b>91,404,048.53</b>	<b>118,514,647.27</b>

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

### NOTE - 17

#### OTHER CURRENT ASSETS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Balance with revenue authorities	644,885.00	453,998.00
Other Current Assets	2,789,889.75	153,382.96
	<b>3,434,774.75</b>	<b>607,380.96</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 18

#### REVENUE FROM OPERATIONS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Income From Dealing in Shares/Securities & Commodities	19,488,089.14	12,888,605.96
	<b>19,488,089.14</b>	<b>12,888,605.96</b>

### NOTE - 19

#### OTHER INCOME

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Consultancy Income	1,600,000.00	-
Dividend Income	8,000.00	-
Interest Income	422,945.00	167,374.00
Profit on Sale of Fixed Asset (Car)	193,094.00	108,921.00
	<b>2,224,039.00</b>	<b>276,295.00</b>

### NOTE - 20

#### CHANGES IN INVENTORY OF STOCK IN TRADE

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Closing Stock	245,000.00	245,000.00
Less: Opening Stock	245,000.00	245,000.00
Net Increase/(Decrease) in Inventory	-	-

### NOTE - 21

#### EMPLOYEE BENEFITS EXPENSES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Salary and other benefits	8,318,220.00	9,198,254.00
	<b>8,318,220.00</b>	<b>9,198,254.00</b>

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

### NOTE - 22

#### FINANCE COSTS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Interest Expenses	1,074,514.42	156,378.20
	<b>1,074,514.42</b>	<b>156,378.20</b>



# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 23

#### DEPRECIATION AND AMORTISATION EXPENSE

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Depreciation on Fixed Assets	4,919,171.00	2,856,908.00
	<b>4,919,171.00</b>	<b>2,856,908.00</b>

### NOTE - 24

#### OTHER EXPENSES

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
a) Payment to Auditors		
- Statutory Audit	23,000.00	23,000.00
- Tax Audit	7,000.00	11,500.00
b) Bank Charges	2,223.50	952.97
c) Business Promotion	157,260.04	185,206.05
d) Computer Expenses	29,490.00	86,355.50
e) Communication Expenses	992,950.79	1,185,672.32
f) Depository Service Fees	3,807.10	23,069.27
g) Donation	126,100.00	122,000.00
h) Fees & Subscription	18,100.00	126,360.00
i) Insurance Charges	736,684.00	434,387.00
j) Lease Line Charges	-	36,621.37
k) Legal & Professional Charges	43,700.00	113,535.00
l) Miscellaneous Expenses	100,950.00	79,017.00
m) Office Expenses	700,262.00	964,993.00
n) Office Rent	2,431,200.00	9,403,200.00
o) Printing and Stationery	87,840.00	120,727.00
p) Repair & Maintenance	91,488.00	689,524.00
q) Travelling & Conveyance	1,377,609.00	1,829,910.00
r) Transaction & Clearing Charges	-	189,450.17
s) Water & Electricity Charges	407,189.00	734,929.00
	<b>7,336,853.43</b>	<b>16,360,409.65</b>

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 25

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

##### Calculation of BEPS and DEPS

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
a) Basic Earning Per Share (BEPS)	0.00044	(3.561)
b) Diluted Earning Per Share (DEPS)	0.00044	(3.561)

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

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Profit/(Loss) before Tax	59,869.29	(15,407,048.89)
Less: Tax Expenses	(58,545.00)	4,723,080.00
<b>Profit Attributable to the Equity Shareholders</b>	<b>1,324.29</b>	<b>(10,683,968.89)</b>

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

PARTICULARS	March, 2017	March, 2016
	(Amount in Rs)	(Amount in Rs)
Opening Balance of Shares	3,000,000	3,000,000
Add: Weighted average no. of Shares Issued during the Year	-	-
<b>Weighted Avg. no of Shares o/s at the end of year</b>	<b>3,000,000</b>	<b>3,000,000</b>

**Footnote:**

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

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### NOTE - 26

#### SPECIFIED BANK NOTES DISCLOSURE (SBN's)

As required by Notification no. GSR 308(E) dated 30.03.2017 issued by Ministry of Corporate Affairs, the following details of Specified Bank Notes (SBN) held and transacted during the period from 08th November 2016 to 30th December 2016 are as under:-

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	595,000	307,653	902,653
Add: Permitted Receipts	-	150,000	150,000
Less: Permitted Payments	-	280,874	280,874
Less: Amount deposited in Banks	595,000	-	595,000
Closing cash in hand as on 30.12.2016	-	176,779	176,779

\* For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economics Affairs number S.O. 3407(E), dated November 8, 2016.

### RELATED PARTY DISCLOSURE

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

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

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

Nature of Transactions	Holding Company	Subsidiary	Fellow Subsidiary	Key Management personnel	Total
Remuneration	N.A. N.A.	N.A. N.A.	N.A. N.A.	3,600,000.00 (4,800,000.00)	3,600,000.00 (4,800,000.00)
Balance outstanding at the end of the year - Remuneration	N.A. N.A.	N.A. N.A.	- N.A.	NIL NIL	NIL NIL

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

Note: Figures in bracket ( ) relate to previous year

# INTERNATIONAL SECURITIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### EMPLOYEE BENEFITS - GRATUITY

PARTICULARS	March, 2017 (Amount in Rs)	March, 2016 (Amount in Rs)
<b>A. Change in the defined benefit obligations:</b>		
Liability at the beginning of the year	1,734,083.00	1,516,037.00
Current service cost	100,630.00	90,626.00
Interest cost	136,993.00	118,251.00
Liabilities extinguished on settlement	-	-
Liabilities assumed on acquisition / (settled on divestiture)	-	-
Benefits paid	-	-
Actuarial (gain)/ loss	46,537.00	9,169.00
Liability at the end of the year	2,018,243.00	1,734,083.00
<b>B. Amount recognised in the balance sheet:</b>		
Liability at the end of the year	2,018,243.00	1,734,083.00
Fair value of plan assets at the end of the year	-	-
Amount recognised in the balance sheet under "Provision for employee benefits"	2,018,243.00	1,734,083.00
<b>C. Expense recognised in the statement of profit and loss:</b>		
Current service cost	100,630.00	90,626.00
Interest cost	136,993.00	118,251.00
Expected return on plan assets	-	-
Net actuarial loss/(gain) to be recognised	46,537.00	9,169.00
Liabilities assumed on acquisition/ (settled on divestiture)	-	-
Expense recognised in the statement of profit and loss	284,160.00	218,046.00
<b>Principal assumptions:</b>		
Discount rate (p.a.)	Market Rate on Govt. Bonds	Market Rate on Govt. Bonds
Expected rate of return on assets (p.a.)	N.A.	N.A.
Salary escalation rate (p.a.)	Market Inflation	Market Inflation

**Footnote:**

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

- a) The Provision for Gratuity is based on Revised 'Actuarial Valuation Report' for the year ended on March 31, 2017 in accordance with Revised AS - 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India and on the assumption of going concern basis.
- b) The above valuation is arrived by following the "Project Unit Credit Method" as defined under AS - 15.
- c) The details of Retirement benefits plans for gratuity for its employees are certified by actuary and relied upon by the management and the auditors of the company.

**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 Limited**, 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 24<sup>th</sup> Annual General Meeting of the company, to be held on Friday, the 29th day of September, 2017 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, 2017 together with the reports of the Board of Directors and Auditor's thereon.			
2.	Appointment of a Director in place of Mr. Amit Gupta, who retires by rotation and being eligible, seeks re-appointment.			
3.	Appointment of <b>M/s. P.P. Thukral &amp; Co</b> , Chartered Accountants, as Statutory Auditors for a term of 5 five years.			
<b>Special Business</b>				
4.	Special Resolution for re-appointment of Mr. Mukesh Kumar Agarwal as an independent director for the term of five year.			

5.	Special Resolution for re-appointment of Mr. Jagdeep Singh Bakshi as an independent director for the term of five year.			
6.	Re-appointment of Mr. Amit Gupta (DIN 00039400), as whole-time director for three year.			
7.	Re-appointment of Mr. Rajeev Kumar Gupta (DIN 000394399), as whole-time director for three year.			

Affix Revenue Stamp

Signed this..... day of..... 2017

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.

**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 **24<sup>th</sup> ANNUAL GENERAL MEETING** of International Securities Limited held on Friday, the 29<sup>th</sup> day of September, 2017 at 14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI 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

