



IndiaNivesh
L I M I T E D

We serve as a bridge for
creating wealth and preserving it.

79TH
ANNUALREPORT 2009-2010

Securities
Insurance
Investments
Commodities
Stresses Assets
Management Consultancy

ANNUAL REPORT 2009-2010

Board of Directors

Mr. Anil Bafna	Chairman
Mr. Dinesh Nuwal	Non-Executive Vice Chairman
Mr. Rajesh Nuwal	Managing Director
Mr. Hemant Panpalia	Non Executive Director
Mr. J. K. Sethi	Independent Director
Mr. Gireesh Bhagat	Independent Director
Mr. David Kallaus	Independent Director

Registered Office

601 & 602, Sukh Sagar,
N. S. Patkar Marg,
Girgaum Chowpatty,
Mumbai 400 007

Audit Committee

Mr. Anil Bafna	Chairman
Mr. J. K. Sethi	Member
Mr. Dinesh Nuwal	Member
Mr. Gireesh Bhagat	Member
Mr. Hemant Panpalia	Member

Remuneration Committee

Mr. Anil Bafna	Chairman
Mr. J. K. Sethi	Member

Company Secretary

Mr. Jinesh Doshi

Bankers

HDFC Bank Limited
Fort Branch,
Mumbai

Auditors

M/s CLB & Associates
Chartered Accountants

Registrar & Transfer Agents

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estates,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai - 400 059.

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NOTICE

NOTICE is hereby given that 79th Annual General Meeting of the Company will be held on Friday, December 31, 2010 at 4:30 p.m. at 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010 and the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares.
3. To appoint a Director in place of Mr. Hemant Panpalia who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. J.K. Sethi who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s CLB & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

Appointment of Mr. Gireesh Bhagat as Director

6. To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Gireesh Bhagat, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Appointment of Mr. David Kallaus as Director

7. To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. David Kallaus, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**
2. In terms of section 205A and 205C of the Companies Act, 1956 any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Members who have not encashed their divided warrants for the year 2002-2003 are requested to write to the Company / Registrars and Share Transfer Agents. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, December 29, 2010 to Friday, December 31, 2010.
4. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach atleast seven days before the date of the meeting, so that the information required may be made available at the meeting, to the best extent possible.
6. **Members are informed that the Company's equity shares have been allotted ISIN No. INE131H01010. Members who wish to dematerialise their shares are requested to approach the Registrar and Share Transfer Agents through their Depository Participant.**
7. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts is annexed hereto.

Registered Office:
601 & 602, Sukh Sagar,
N.S. Patkar Marg,
Girgaum Chowpatty,
Mumbai 400 007

Mumbai, December 8, 2010

By Order of the Board of Directors
For **IndiaNivesh Limited**

Rajesh Nuwal
Managing Director

**Details of the directors seeking appointment at the forthcoming Annual General Meeting
[Revised Clause 49(IV) (G) of the Listing Agreement]**

Name of the Director	Mr. Hemant Panpalia	Mr. J.K. Sethi	Mr. Gireesh Bhagat	Mr. David Kallaus
Date of Birth	02.10.1972	15.1.1962	28.11.1953	17.09.1961
Date of Appointment	30.6.2008	11.9.2006	29.1.2010	15.11.2010
Expertise in specific functional areas	Mr. Panpalia is a fellow member of the Institute of Chartered Accountant of India and possesses varied experience of more than 13 years in the fields of Finance, Investment Banking, Primary and Secondary Markets, Merchant Banking, Project Financing and Consultancy, Corporate Affairs etc.	Mr. Sethi is apart from being a highly professional individual, he was the Chairman of Jaipur Stock Exchange Limited (Public Representative (PR) Director approved by SEBI). He possesses vast experience in the fields of Finance & Project Management.	Mr. Bhagat has over thirty years of experience in areas of Capital Markets, Investment Banking, Alternate Investments, Equities Broking, IT Services, and more recently in the development of India's Urban Infrastructure. In the past, he has held leadership positions in HSBC, HDFC Securities, IIT InvesTrust, Citibank and with the Unit Trust of India.	Mr. Kallaus is a seasoned portfolio manager with over 25 years of experience. He is also Expert in global asset allocation, emerging markets & alternate investments. He has acted as a Senior portfolio manager of Kuwait's sovereign wealth funds-Wafra: 1992 - 2003, Macro hedge fund manager 2003 - 2009, Trinity Funds (CIO & global strategist) 2003-2008 - absorbed by Galleon Asia -2009.
Qualifications	B.Com., FCA	B.Com., FCA, ACS, ICWA	B.Com., FRICS, Masters in Business Economics	MA Intl Affairs/ BA History (Columbia University), CFA, MBA (University of Chicago)
Directorships held in other companies (excluding private & foreign cos.)	1. Esugarindia Limited 2. Bajaj Eco-Tec Products Limited The Anand Electric Supply Company Ltd.	1. IndiaNivesh Securities Private Limited (wholly owned subsidiary of IndiaNivesh Limited) 2. Siddhi Multi-Trade Private Limited (wholly owned subsidiary of IndiaNivesh Limited) 3. Luminaire Technologies Limited	Nil	Nil

**Details of the directors seeking appointment at the forthcoming Annual General Meeting
[Revised Clause 49(IV) (G) of the Listing Agreement]**

Name of the Director	Mr. Hemant Panpalia	Mr. J.K. Sethi	Mr. Gireesh Bhagat	Mr. David Kallaus
Committee position held in other companies	1. Audit & Shareholders' Committee of The Anand Electric Company Limited	1. Audit Committee of IndiaNivesh Limited 2. Luminaire Technologies Limited	1. Audit Committee of IndiaNivesh Limited	Nil
No. of shares held by Non-Executive Directors	Nil	Nil	Nil	Nil

DIRECTORS' REPORT

To,
The Members

The Directors present their Seventy Ninth Annual Report with the Audited Statement of Accounts for the year ended March 31, 2010.

	Current Year 2009-2010 (Rs. in lacs)	Previous Year 2008-2009 (Rs. in lacs)
Total Income	204.27	394.92
Profit / (Loss) before Interest & Depreciation:	163.99	363.34
Less:		
Interest	73.24	345.53
Depreciation	1.96	2.20
Profit / (Loss) before Tax:	88.79	15.62
Provision for Current Tax	16.10	1.75
Provision for FBT	—	0.18
Provision for Deferred Tax	<u>0.67</u>	<u>0.30</u>
Profit After Tax	72.02	13.39
Income Tax for earlier year	<u>(18.75)</u>	<u>(0.16)</u>
	53.27	13.24
Add / (Less):		
Balance brought forward	907.91	942.86
Appropriations:		
Interim Dividend	—	—
Proposed Dividend	37.75	37.75
Dividend Tax	6.42	6.42
Transfer to General Reserve	1.80	1.34
Transfer to Statutory Reserve	14.40	2.68
Balance carried to Balance Sheet	900.81	907.91

PERFORMANCE

During the year under review, the Company earned a total income of Rs.2,04,27,196/- as compared to Rs.3,94,92,288/- in the previous year. The Company has earned a Net Profit of Rs.72,01,704/- (Previous Year Rs.13,39,399/-). With the improving economic scene, the Company expects to perform better during the current year

DIVIDEND

The Directors are pleased to recommend, for the approval of the Members a Final Dividend of 10% i.e. Re.1/- per share on 37,75,000 equity shares of Rs.10/- each of the Company for the financial year 2009-2010. The Final Dividend, if declared as above, would involve an outflow of Rs.37,75,000/- towards dividend and Rs.6,41,561/- towards dividend distribution tax resulting in total outflow of Rs.44,16,561/-.

TRANSFER TO RESERVES

The Company proposes to transfer Rs.1,80,043/- to General Reserve and as per the NBFC Guidelines the Company also proposes to transfer 20% of Net Profit after Taxation which amounts to Rs.14,40,341/- out of the amount available for appropriations.

SUBSIDIARIES

The Company had 5 subsidiaries (including one indirect subsidiary) at the beginning of the year.

Luminaire Technologies Limited (LTL), 51% subsidiary ceases to be the subsidiary of the Company during the year under review by offloading 1.67% stake from it thereby reducing its stake to 49.28% and thereby LTL along with its wholly owned subsidiary is no longer the subsidiary of the Company. However, Company continues to hold 49.28% stake in the capital of LTL.

In view of the above, the total number of subsidiaries as on March 31, 2010 is 3.

There has been no material change in the nature of the business of the subsidiaries. A brief statement containing brief financial details of the subsidiaries is included in the Annual Report.

PARTICULARS UNDER SECTION 212 OF THE COMPANIES ACT

As per Section 212 of the Companies Act, 1956, we are required to attach the directors' report, balance sheet, and profit and loss account of our subsidiaries. We had applied to the Government of India for an exemption from such an attachment as we present the audited consolidated financial statements in the Annual Report. We believe that the consolidated accounts present a full and fair picture of the state of affairs and the financial condition and are accepted globally. The Government of India has granted exemption from complying with Section 212. Accordingly, the Annual Report does not contain the financial statements of these subsidiaries. We will make available the audited annual accounts and related information of subsidiaries, where applicable, upon request by any of our investors. These documents will also be available for inspection during business hours at our registered office in Mumbai, India.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956 and the rules made there under.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forms part of the Annual Report. A certificate regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of the Annual Report.

The Company has complied with all mandatory requirements as prescribed under Clause 49 of Listing Agreement with Bombay Stock Exchange Limited (BSE).

CASH FLOW STATEMENT

As required under Clause 32 of the Listing Agreement with the Stock Exchanges, a Cash Flow Statement is attached to the Balance Sheet, along with Auditors Certificate.

DIRECTORS

Mr. Gireesh Bhagat and Mr. David Kallaus were appointed as Additional Directors with effect from January 29, 2010 and November 15, 2010 respectively. Pursuant to Section 260 of the Companies Act, 1956, said Directors hold office only upto the date of the ensuing Annual General Meeting, these appointments need to be confirmed by the members in the General Meeting.

As per the Article 139 (1) of Articles of Association of the Company, Mr. Hemant Panpalia and Mr. J.K. Sethi, retire by rotation and being eligible, offer themselves for re-appointment, which your Directors consider to be in the interests of the Company and therefore commend it for your approval.

Brief profiles of all the above Directors are provided elsewhere in this Annual Report as additional information.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors based on the representations received from the Operating Management confirm that, to the best of their knowledge -

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit / loss of the Company for the year under review;
- iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. Anil Bafna (Chairman), Mr. J.K. Sethi, Mr. Dinesh Nuwal, Mr. Hemant Panpalia and Mr. Gireesh Bhagat, all being Non-Executive Directors three of whom are Independent Directors and the Chairman is a Non Executive Independent Director. The Audit Committee met 6 times during the year under review.

AUDITOR'S

M/s CLB & Associates, Chartered Accountants, Auditors of the Company retire at the conclusion of ensuing Annual General Meeting and are eligible for reappointment. The members are requested to appoint Auditors for the current year and fix their remuneration.

The appointment if made would be according to Section 224 (1B) and any other applicable provisions, if any, of the Companies Act, 1956.

AUDITOR'S REPORT

The observations made by the Auditors in their report are appropriately dealt with in the notes forming part of the accounts for the year which are self-explanatory and hence do not require any further explanations.

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

In view of the nature of activities which are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively are not applicable to the Company.

There were no foreign exchange earnings and outgoing during the year under review.

PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given, as there were no employees drawing remuneration prescribed under the said section.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation of the assistance and support extended by customers, financial institutions, banks, vendors, Government and other associated with the activities of the Company.

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

Place : Mumbai
Date : December 8, 2010

Rajesh Nuwal
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectives of these financial statements, as well as for various estimates and judgments used therein.

Fiscal 2009-10 began with India's GDP growth slowing to 6.7 percent in 2008-09, down from an average of 9.5 percent in the previous three years. After a brief but sharp slowdown in the aftermath of the financial crisis that began in the developed economies, India was still able to recover to become the second fastest growing economy in the world. The combination of a stable and sound fundamental system, effective regulatory oversight and a prompt and appropriate policy stimulus response helped the economy withstand much of the adverse effects of the global slowdown. Secondly, strong demand for consumer goods, both durables and non-durables, has been a reason for the growth remaining relatively robust. The strong domestic demand is now also increasingly being augmented by improving external trade. The recovery could have been even swifter and broader had agricultural output not been adversely affected by deficit rainfall. The growth of the manufacturing sector more than doubled, from 3.2% in 2008-09 to 8.9% in 2009-10. There has also been a recovery in the growth of gross fixed capital formation, which had significantly declined in 2008-09. However, inflationary conditions in 2009-10, especially in the second half of the year, with double-digit food inflation remain an area of concern. The overall GDP growth for 2009-10 is estimated at 7.2%. Also this period registered per-capita income growth of 5.3 percent.

Global Economic Scenario:

The year 2009 began with a very high degree of uncertainty and volatility in the Indian as well as the global economy. The repercussions were severe, with many countries sliding into recession. Fortunately India has not been one of the major affected countries when compared with the aftermath this global recession has left on the developed economies.

The global economic outlook has improved over the past few months. The world's major economies are poised to come out of the recession, or have already done so, in the second quarter of calendar 2009. Thus in the second half of 2009 and in 2010 the developed economies would be in an expanding phase. However, the rate at which the advanced economies are likely to grow in the coming years is generally expected to be modest at 1 to 2 per cent. The IMF in its September 2009 update of the WEO, has moved 2010 growth prospects for the advanced economies up from 0.6 to 1.3 per cent.

One result of the slow pace of economic recovery is that the demand for imports from developing economies is likely to recover only slowly. Another may be a slower ramping up of commodity prices, especially that of oil and natural gas. But given the peculiarities of these markets it is difficult to be certain. The wide open stance on both the fiscal and monetary sides in force in the advanced economies is conducive to sustaining inflationary pressures even with mild economic growth. This is especially true, given that a shift towards adopting a tighter fiscal and monetary stance may be hard to pursue in the context of other policy commitments.

Financial conditions have undergone much improvement over the past few months. Risk spreads on credit instruments are mostly lower than they were immediately before the failure of Lehman Brothers and closer to where they were earlier in 2008. Under these conditions tapping the global credit market has clearly become more feasible for Indian corporates.

Equity markets have also recovered considerably. Developed economy markets are now about 35 per cent lower than the peaks hit in 2007 and have experienced a recovery of 40- 50 per cent from the lows

that they hit at the height of the crisis. Emerging economies in Asia (and Brazil, Russia and some commodity exporters like Canada and Australia) have done much better. Their equity markets are now 15–30 per cent off their peaks and have recovered 70 to over 100 per cent from their crisis lows. The Indian equity market is 18 per cent lower than peak levels and has recovered by 110 per cent from the lows hit in early March 2009.

Sluggish growth of international trade in 2009 and 2010 has been projected by both the IMF and the World Trade Organization (WTO). Slower growth of import demand from the advanced economies, even as their economies recover and begin to grow, is likely to cause some pressure on the export of consumer goods to these markets from emerging economies. Emerging economies may need to adapt to lower levels of export growth and adjust to operating conditions in these markets that are likely to become even more competitive as a result.

In the advanced economies, pressures on prices remained strong despite the recession, financial crisis and job losses.

The Indian Economy:

Under the severe impact of the global crisis, the Indian economy registered a growth of 6.7 per cent in 2008/09 after having registered over 9 per cent rates of growth for three successive years. By any standards, the Indian economy was able to protect itself reasonably well in the turbulent conditions of the financial crisis. Economic growth slowed from 7.7 per cent in the first half of 2008/09 to 5.8 per cent in the second half, and 6.1 per cent in the first quarter of 2009/10, that is, a loss of momentum of about 2 percentage points. The order of loss in growth momentum was not only much smaller than in the rest of the world, but the important point was, that the economy continued to grow at close to 6 per cent, which is itself higher than in many years past.

Indian Capital Markets:

Financial conditions worldwide have improved sharply in the past several months benefiting India and other emerging economies. Stock markets have rebounded sharply enabling companies to raise fresh capital by the issuance of new shares, especially in the emerging, and particularly in the Asian markets. The BSE sensx is observed to rise to the level of 17 K points in January and February it swings between 16K and 17 K points and the Nifty was seen around 5 K points. Capital and commodity markets gained strength and increased risk appetite of investors led to sharp rise in international capital flows to emerging markets during India. Many policy initiatives relating to the Capital market taken during the year covering all segments viz, Primary and Secondary Markets, Corporate Bonds, Derivatives, FIs and Mutual Funds over and above Regulatory Developments. Several new commodities were introduced for futures trading in 2009 and total value of trades in commodity future market rose from INR 50.34 Lakhs crore in 2008 to INR 70.90 lakh crore during 2009.

Opportunities, Threats, Risks and Concerns:

The Indian capital markets have not yet decoupled from the international markets and remain susceptible to events emanating from those countries. The Company's performance is closely linked to the Indian capital markets and the risks associated with the market operations. The value of the investments may be affected by factors which will have a bearing on the functioning of capital markets like price and volume volatility, interest rates, foreign investments and other parameters. With various factors posing threats and high volatility of the capital markets, the management feels that till there is stability and the overall improvement in the economy, investments should be done in safe avenues like Fixed Deposits with scheduled banks and in shares of growth oriented companies having a good track record. Considering the strong fundamentals of the Indian Economy, the capital markets are expected to revive in due course.

Internal Control System:

The Company has maintained an adequate system of Internal Controls. The assets are safeguarded and protected against loss from unauthorised use and disposition. The transactions are authorized, recorded and reported diligently. The internal control is supplemented by an effective internal audit carried out by an external firm of Chartered Accountants. The management regularly reviews the findings of these internal auditors and takes appropriate steps to implement the suggestions and observations made by them.

Outlook:

It is our assessment that international economic conditions that have already shown significant signs of improvement, will strengthen further in the last quarter of 2009 and in 2010. However, the advanced economies are likely to show a subdued pace of recovery. Financial conditions have already bounced back sharply and may consolidate further. However, the very low risk perception and associated ease in fund mobilization is not expected to recur, with investors likely to show greater discrimination and be more demanding. International trade will recover slowly and competitive conditions for exporters are likely to sharpen. Overall the improvement in economic and financial conditions, will not be as supportive of rapid growth of the Indian economy, as was the case in 2006 and 2007. Nor are global conditions as adverse to growth now as over the last year and a half.

The principal risk that emanates from the global economy for India is inflation contagion, with crude oil prices once again in the lead. This is of particular importance as there are clear domestic dynamics that have been lifting prices, especially of food products, in the absence of global triggers. There is also a risk that comes from the possibility of another setback in the world of finance, where even a small failure has an amplified capacity for destabilization. The Economic Survey 2009-10 projects the GDP growth at around 8.5 percent (+/- 0.25 percent) in 2010-11 with a full recovery, and in excess of 9 percent in 2011-12. As far as capital markets are concerned, the FIIs have once again reposed faith and this can boost the confidence of the Indian investors. There may be volatile swings and certain corrections in the year ahead but it may augur well if the monsoon and the crude oil prices do not act as dampeners.

Business Operations

1. Stressed Asset Management & Investments

Stressed Asset Management business is one of the key focus area of the Company and INL being an NBFC has a pre-eminent position among the few players present in this industry. INL purchases stressed assets and portfolios from banks and financial intermediaries and assist in resolution of such no performing loans. INL has made significant investments in buying stressed asset portfolios, the economic benefits of which will accrue over the next few years.

Investment activity is the major segment in which your Company operates. The company invests in quoted as well as unquoted equity shares and in units of Mutual Funds. This segment has been influenced by the overall economic, regulatory and other global as well as domestic factors. The capital market barometer, the BSE Sensex was at 9745.77 on its opening on April 1, 2009, touched high at 17793.01 in Mar, 2010 and closed at 17527.77 on March 31, 2009. The Sensex rebounded sharply during the year. As such we expect long term benefits from the investment in the stressed assets.

2. Area of operation of Subsidiary Companies

a. IndiaNivesh Securities Private Limited (INSPL)

In the era of diversified field of activities and more importantly Capital Market grabbing the attention of most of the people INSPL provides the most needed diversified area of operation. Of the 1.3 billion population and 250 million households in India, only about 40 million Indians invest in shares and mutual funds. In terms of retail household assets, only 1.6% is invested in equity related instruments, indicating a huge growth potential. INSPL is attractively positioned to capitalise on this inflection opportunity.

The striking feature of INSPL is that:

- INSPL is registered as a **Stock Broker** with SEBI and has memberships of Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) for both Cash and Derivatives segments and also for Currency Futures Segment.
- INSPL is a registered **Depository Participant** with CDSL and NSDL.
- INSPL is a registered as **Portfolio Managers** with SEBI.
- INSPL is also into **Paper Distribution** - Primary Market and New Fund Offerings (NFO).
- INSPL is also registered with AMFI for **Mutual Fund distribution**.
- Private Placement of Equity and Debts.

b. Siddhi Multi-Trade Private Limited (SMTPL)

As real estate construction and values have expanded in India underpinned by healthy economic growth coupled with a series of IPOs from eminent real estate players which has substantially changed the whole view about the real estate sector, SMTPL provides the back up support to INL in the areas of acquisition of stressed assets and for the acquisition of movable and immovable properties.

Furthermore, with a growth in global property market, the level of competition in the Indian property business is rising, while the need for property firms to strengthen their operational infrastructures, personnel and finances to better compete is also becoming more acute. SMTPL can efficiently provide the support to the Company in these areas of operation

c. IndiaNivesh Management Consultants Private Limited (INMCPL)

INMCPL is the investment banking arm of INL offering consultancy services that include mergers, acquisitions and divestitures, capital raising and recapitalization. It offers expert counseling services in business advisory, transaction support, banking and financial services. The ambit of services includes management of capital raising activities through debt or equity from private/public placement and banks/financial institutes.

INMCPL intends to start merchant banking services in the near future and is contemplating making an application to SEBI for registration.

Opportunities, Threats, Risks and Concerns

Due to constant change in market dynamics, your Company has endeavoured to tread cautiously and re-align the portfolio. With the mix of old and new economy, your Company aspires to achieve better growth in the ensuing year.

Financial Performance

The total income for the year under review is at Rs. 2,04,27,196/- as compared to Rs. 3,94,92,288/- in the previous year, a decrease of about 48%. After providing for depreciation Rs. 1,96,280/- (Previous Year 2,19,786) the Company has incurred a Net Profit of Rs. 88,78,242/- (Previous Year Net Profit of Rs.15,61,857/-).

Internal Control System

The internal controls are structured at three different levels.

The first level being - the 'Internal Audit Department' which exercises internal control over each type of Expenditure. The second level employs the services of an 'External Auditors' Firm, to audit the processes and activities of key functions in the organization such as the materials, personnel functions. The 'Statutory Auditors' operate at the apex, third level. In the opinion of the Board of Directors, these systems are adequate considering the size and nature of the Company's business.

The management regularly reviews the findings of these internal auditors and takes appropriate steps to implement the suggestions and observations made by them.

Human Resources

As on March 31, 2010, the Company had 4 employees on its rolls. There have been very cordial relations between the employees and the management.

Outlook

Policy mandarins have repeatedly said in the past few weeks that Economy can sustain a growth of 9.0% plus but a global financial crisis could dent expansion. Slowing of the US Economy has worried investors and policymakers and concerns have also surfaced that downturn in the world's biggest Economy was spreading to emerging nations as well.

As pick-up in the investment activity is expected to continue in 2009-10 resource mobilisation through public issues, private placements and Euro issues are stated to remain encouraging in the primary segment.

With increased globalization, behaviour of stock prices in the near terms will be largely influenced by a host of domestic as well as international factors.

In line with developments in the major markets, emerging equity markets in Asia have continued to recover from the Jan-March sell-off. The markets which suffered the largest losses have more than recouped earlier losses.

So, to derive the benefits of investment opportunities available in the market, the company in the coming years will focus on:

Research Base: Develop highly informative research reports on equity and commodity market for its clients.

Stressed Asset Portfolio: To enhance its Stressed Assets Portfolio by buying value assets from banks and financial institutions.

Branch Network: Expand presence of the Company by opening of branches at various destinations across the country including Tier II cities.

DISCLAIMER:

The information and opinion expressed in this section of the Annual Report may contain certain statements, which the management believes are true to the best of its knowledge at the time of its preparation. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.

On Behalf of the Board of Directors

Rajesh Nuwal
Managing Director

Place: Mumbai
Date: May 31, 2010

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

We at IndiaNivesh view Corporate Governance as one of the most important aspects of building sustainable organization. We believe that following best Corporate Governance practices, maintaining transparency and dissemination of maximum information to stakeholders is healthy to the Company and its stakeholders. Our Corporate Governance practices are constantly in line with compliance requirements of various statutory rules and regulations.

A good and visionary leadership is critical to the practice of good Corporate Governance. Leaders in INL consistently strive to dare and dream big. They are the people of impeccable integrity who are committed to certain basic values in the management of business and are prepared to walk the talk. Good Corporate Governance standards have enabled INL to build and sustain reputation for quality and also attract and retain the best and brightest talents. Building trust and confidence requires an environment that places a high premium on ethics, fairness, transparency, courage and justice, we at INL encourage this. We constantly endeavor to communicate clearly and completely and strive to be open and honest in all our dealings.

BOARD OF DIRECTORS

The Board of Directors consists of 6 (Six) Directors, one of which is an Executive Director / Managing Director and remaining 5 (Five) are Non-Executive Directors. Three out of six directors belongs to the Promoter Group and remaining three are Independent Directors.

According to Clause 49 of the Listing Agreement, if the Chairman is a Non-Executive Chairman, at least one third of the Board should consists of Independent Directors. In case of IndiaNivesh Limited three out of six are Independent Directors which is very well in compliance with the requirements of the Listing Agreement.

The board of Directors of IndiaNivesh Limited therefore has a healthy blend of Executive and non-Executive Directors and consequently ensures the desired level of independence in functioning and decision making. Moreover all the Directors are eminent professionals and bring the wealth of their professional expertise and experience.

Composition of Board of Directors as on March 31, 2010

Director	Non-Executive (NE) / Independent
Mr. Anil Bafna	NE & Independent
Mr. Dinesh Nuwal	NE & Promoter
Mr. Rajesh Nuwal	Executive & Promoter
Mr. Hemant Panpalia	NE & Promoter
Mr. J.K. Sethi	NE & Independent
Mr. Gireesh Bhagat	NE & Independent

A Director is considered to be independent if he:

- has no formal pecuniary relationship with the company;
- is not a large client of the company;
- is not a close relative of the promoter and/or any Executive Director;
- is not holding significant stake; and
- is not a nominee of large stakeholders.

Participation and Interest of Directors

Since the commencement of financial year 2009-2010 till March 31, 2010, a total of 8 Board Meetings were held on the following dates viz. June 30, 2009, July 31, 2009, August 29, 2009, September 14, 2009, October 30, 2009, December 8, 2009, January 11, 2010 and January 29, 2010. The maximum time gap between two board meetings did not exceed the limits prescribed in Clause 49 of listing agreement. The following table gives details of participation of the directors of the Company in Board Meetings and AGMs of the Company and interests of these directors in other companies:

Director	Participation of Directors		Interest of Directors in Other Companies		
	Board Meetings	Last AGM	Directorship*	Committee Membership#	Committee Chairmanship#
Mr. Anil Bafna	7	NO	-	-	-
Mr. Dinesh Nuwal	7	NO	3	-	-
Mr. Rajesh Nuwal	7	NO	2	-	-
Mr. Hemant Panpalia	2	YES	2	-	-
Mr. J.K. Sethi	7	NO	2	-	-
Mr. Gireesh Bhagat ¹	Nil	NO	-	1	-
Mr. C.K. Thanawala ²	Nil	NO	-	-	-

¹ Appointed with effect from January 29, 2010

² Resigned with effect from June 30, 2010 due to sad demise

* Excludes alternate directorships and directorships in foreign companies, and private companies which are neither a subsidiary nor a holding company of a public company.

Excludes committees other than Audit Committee, Shareholder, Investor Grievance Committee and membership of committees of Companies other than Public Limited Companies.

COMMITTEES OF THE BOARD

The Board has constituted committees of Directors to take informed decisions in the best interest of the Company. These committees monitor the activities falling within their terms of reference. The composition of committees and attendance at the meetings is detailed below.

Audit Committee

The Audit Committee at IndiaNivesh was constituted long back in 2001 and was reconstituted from time to time to comply with provisions of various Laws and Listing Agreement. The scope and terms of reference and working of the Audit Committee are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. Presently the constitution and the scope of work of the Audit Committee conform to the requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

Currently, the committee consists of five directors with an optimum mix of Independent and Non-Independent Directors with majority of Independent Directors. Committee is headed by Mr. Anil Bafna, Non-Executive Independent Director.

Attendance of the Members at the Meetings of Audit Committee held during 2009-2010;

Audit Committee Members	Status	No. of Audit Committee Meetings Attended
Mr. Anil Bafna ¹	Chairman	5
Mr. Dinesh Nuwal	Member	6
Mr. J.K. Sethi	Member	6
Mr. Hemant Panpalia	Member	2
Mr. Gireesh Bhagat ²	Member	Nil
Mr. C.K. Thanawala ³	Member	1

¹ Appointed with effect from June 30, 2009.

² Appointed with effect from January 29, 2010.

³ Resigned with effect from June 30, 2009.

All the directors have good knowledge of corporate and project finance, accounts and Company law.

The committee held six meetings during the year on April 22, 2009, June 30, 2009, July 31, 2009, October 30, 2009, December 8, 2009, January 29, 2010 and maximum time gap between two meetings are well within the requirements of amended Clause 49 of Listing Agreement.

The audit committee considered audit reports covering operational, financial and also the quarterly results of the Company. The minutes of the meetings of the audit committee are placed before the Board.

Remuneration Committee

The Remuneration Committee was constituted in 2007 with the following term of reference:

- To determine the Company's policy on remuneration to Executive Directors and their relatives working in the Company, including their retirement benefits and compensation payments.
- To approve the remuneration payable to all managerial personnel including the Executive Director.

Currently, the committee consists of two directors all being Non-Executive Independent Directors. Committee is headed by Mr. Anil Bafna, Non-Executive Independent Director and Mr. J.K. Sethi being the other Member of the said committee.

No committee meeting was held during the year under review.

Details of Remuneration for 2009-2010

Name of the Director	Sitting fees Board & Audit Committee Meetings	Salaries, Allowances and Perquisites	Commission
Managing Director			
Rajesh Nuwal	Nil	11,88,012/-	Nil
Non Executive Directors			
C. K. Thanawala	1,500/-	Nil	Nil
Dinesh Nuwal	25,000/-	Nil	Nil
Hemant Panpalia	7,000/-	Nil	Nil
Anil Bafna	23,500/-	Nil	Nil
J. K. Sethi	25,000/-	Nil	Nil
Sandeep Ghate	2,000/-	Nil	Nil

Apart from above the Company has not paid any other remuneration in the form of other benefits. The Company does not have a scheme for grant of stock options either to the Managing Director or to the employees.

Shareholders' / Investors' Grievance Committee

Shareholders' / Investors' Grievance Committee of the Directors was constituted on December 2, 2005 to specifically look into the redressal of complaints of investors relating to transfer of shares, non-receipt of dividend / notices / annual reports etc.

One meeting of the Shareholders' / Investors' Grievance Committee was held during the year on March 31, 2010. The Committee comprises of Mr. Dinesh Nuwal, a Non-Executive Director as Chairman and Mr. Rajesh Nuwal as a member. The total number of complaints received and replied to the satisfaction of shareholders during the year under review was Nil. There were no complaints pending as on March 31, 2010.

Also, the Company has designated the email id 'investorrelations@indianivesh.in' exclusively for the purpose of registering complaints by investors electronically.

Name, designation and address of Compliance Officer:

Mr. Jinesh Doshi
Company Secretary
601 & 602, Sukh Sagar,
N.S. Patkar Marg,
Girgaum Chowpatty,
Mumbai 400 007
Ph.: 022-6618 8800
Fax: 022- 6618 8899

COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

Management Discussion & Analysis

A Management Discussion and Analysis Report forms part of the Annual report and includes discussions on various matters specified under clause 49(IV) (F) of the Listing Agreement.

Subsidiary Company

The Audit Committee of the Company reviews the financial statements, in particular, the investments made by its subsidiary.

The Minutes of the meetings of the Board of Directors of the subsidiary company are been regularly placed before the Board of Directors of the Company. A statement containing the significant transactions and arrangements entered into by the unlisted subsidiary are periodically placed before the Board of Directors of the Company.

Disclosures

As required by revised clause 49, a statement in summary form of transactions with related parties are being periodically placed before the Audit Committee.

Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

Disclosures on Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimisation procedures. The Board shall periodically review the same.

Code of Conduct

The Board has formulated a code of conduct for the Board members of the Company. All Board members have affirmed their compliance with the code. A declaration to this effect signed by the Chairman of the Board of Directors of the Company is given elsewhere in the Annual Report.

CEO/CFO Certification

A certificate from the Managing Director on the financial statements of the Company was placed before the Board.

Review of Directors' Responsibility Statement

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2010 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

Tenure of Independent Directors on the Board

The Company has not yet fixed any tenure for the Independent Directors on the Board of the Company.

Shareholder Rights

Half yearly report is not sent to each household of shareholders. However, the results of the Company are published in the newspapers.

Audit Qualifications

Strategic decisions were taken during the year resulting in unqualified financial statements of the Company.

Training of Board Members

The Company has not yet adopted any training programme for the members of the Board.

Whistle Blower Policy

The Company has not adopted any Whistle Blower policy. GENERAL BODY MEETING

The Annual General Meeting of the Company will be held on Friday, December 31, 2010 at 4.30 p.m. at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007. The details of last 3 Annual General Meetings were as under:

Particulars	Date	Venue	Special Resolutions Passed
76th Annual General Meeting	September 17, 2007 at 12.00 noon	Mumbai	1. Appointment of Mr. Rajesh Nuwal as Managing Director 2. Approval of Inter Corporate Loans and Investments under Section 372A of the Companies Act, 1956. 3. Increase in limits for FII Investment upto 49%
77th Annual General Meeting	September 30, 2008 at 5.00 p.m.	Mumbai	1. Increase in Borrowing powers of the Company under Section 293(1)(d) of the Companies Act, 1956.
78th Annual General Meeting	December 31, 2009 at 5.00 p.m.	Mumbai	NIL

No resolution was passed by postal ballot in the last year. No resolution is proposed to be passed by postal ballot at the ensuing AGM.

Disclosures

1. The Company has entered into related party transaction as set out in the notes to accounts, which are not likely to have a conflict with the Company's interest.
2. There were no material pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.
3. There were no material transactions of the Company with its promoters, directors, management or their relatives that may have potential conflict with the interest of the Company at large.
4. There were no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets at any time during last 3 years.

MEANS OF COMMUNICATIONS

- a) Quarterly / Half yearly financial results of the company are forwarded to Bombay Stock Exchange Limited and published in Free Press Journal and Navshakti. Half yearly report is not sent to each household of shareholders. However, the results of the company are published in the newspapers.
- b) The Company has not made any presentation to any institutional investors or to any analysts during the year.
- c) The Company has a website and all the recent information have been available on the website.

GENERAL SHAREHOLDER INFORMATION

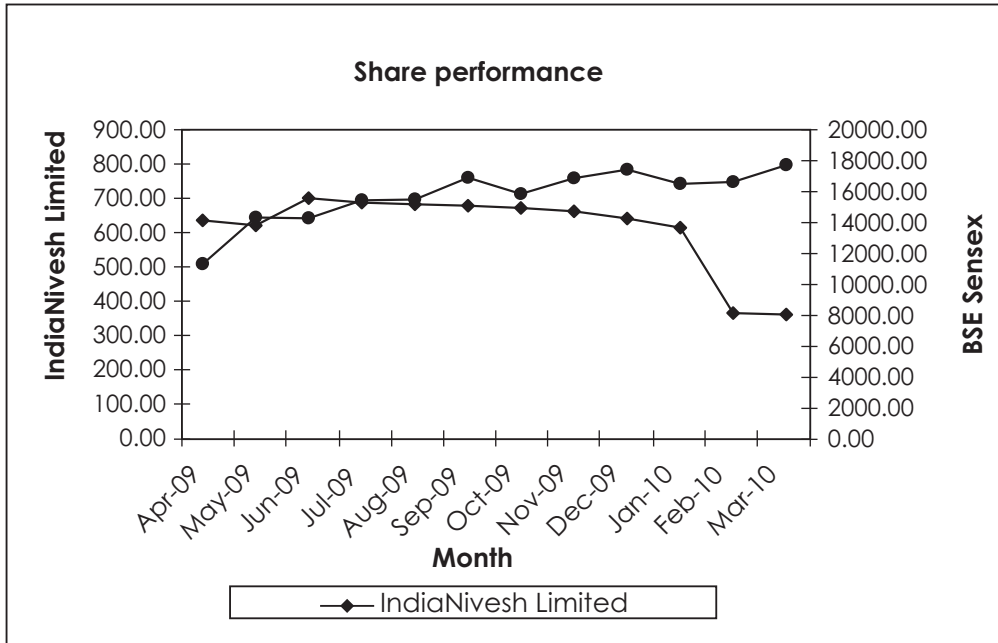
Annual General Meeting (Date, time and venue)	Friday, December 31, 2010 at 4.30 p.m. 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.
Financial Year	2009-2010
Financial Calendar : 2009 – 2010	Adoption of Quarterly Results for Quarter ending : in the month of June 2010 : July 2010 September 2010 : October 2010 December 2010 : January 2011 March 2011 : June 2011 (Audited annual results)
Book Closure Date	Wednesday, December 29, 2010, 2010 to Friday, December 31, 2010 (both days inclusive)
Dividend Payment Date	On or before January 31, 2010
Listing on Stock Exchange	Bombay Stock Exchange Limited (BSE) Listing fees have been paid upto the year ending March 31, 2011.
Stock Code	501700

Stock price data at BSE

Stock Price Data at BSE (Month wise)	High	Low
	Rs.	Rs.
April 2009	638.00	630.00
May 2009	632.00	490.10
June 2009	721.25	622.95
July 2009	715.70	700.00
August 2009	709.00	697.50
September 2009	846.40	625.05
October 2009	800.00	680.00
November 2009	829.00	568.00
December 2009	840.00	568.00
January 2010	670.00	605.00
February 2010	651.20	373.15
March 2010	392.00	349.50

Graph

-Share Price / BSE (Monthly Closing)



Registrar & Share Transfer Agents

The Company has appointed Adroit Corporate Services Private Limited ('Adroit') as its Registrar & Share Transfer Agents. Shareholders are advised to approach Adroit Corporate Services Private Limited on the following address for any shares related queries and problems:

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estates,
1st floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai 400 059
Tel.: 022 - 2859 0942 / 2859 6060
Fax: 022 - 2850 3748

Share Transfer System

The transfer of shares held in physical mode is processed by Adroit Corporate Services Private Limited and is approved by the Shareholders' / Investors' Grievance Committee of the Company. The transfer of shares is effected and share certificates are despatched within a period of 30 days from the date of receipt, provided that the relevant documents are complete in all respects.

Dematerialisation

All requests for Dematerialisation of shares are processed and the confirmation is given to the depositories i.e. National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) within the stipulated time. Upto 31.3.2010, 99.50 % equity shares of the Company have been dematerialized.

- With NSDL	26,12,535
- With CDSL	11,43,565

Total No. of Shares dematerialized upto 31.03.2010 37,56,100

OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

As of date, the Company has not issued these types of securities.

Distribution of Shareholding

The broad shareholding distribution of the Company as on March 31, 2010 with respect to categories of investors was as follows:

Category of Investors	No. of Shareholders	No. of shares held	% of shareholding
Promoters	2	16,75,300	44.38
Foreign Company	-	-	-
Non Resident (Individual & Companies)	3	1,500	0.04
Foreign Institutional Investors	3	2,49,423	6.61
Financial Institutions	-	-	-
Nationalised banks	1	500	0.01
Mutual Fund	-	-	-
Resident Individuals	334	1,95,617	5.18
Other Bodies Corporate	84	16,29,300	43.16
Others (Trusts)	10	23,360	0.62
Total	437	37,75,000	100.00

The broad shareholding distribution of the Company as on March 31, 2010 with respect to size of holdings was as follows:

Range (No. of Shares)	No. of Shareholders	% of total shareholders	No. of Shares per Category	% of total shares
1 to 500	358	81.92	27,448	0.73
501 to 1000	9	2.06	6,787	0.18
1001 to 2000	6	1.37	9,346	0.25
2001 to 3000	7	1.60	17,993	0.48
3001 to 4000	6	1.40	24,869	0.66
4001 to 5000	4	0.92	18,090	0.48
5001 to 10000	8	1.83	58,119	1.54
10001 & Above	39	8.92	36,15,517	95.78
Total	437	100.00	37,75,000	100.00

Address for Correspondence

Shareholders are requested to direct all share related correspondence to Adroit Corporate Services Private Limited and only non share related correspondence and complaints regarding Adroit Corporate Services Private Limited to the Compliance Officer at the registered office of the Company.

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

It is hereby affirmed that all the directors and the senior management personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

AUDITOR'S CERTIFICATE

The Auditor's Certificate issued by M/s CLB & Associates, Chartered Accountants, Statutory Auditors on compliance of the Corporate Governance requirements by the Company is annexed herewith.

On behalf of the Board of Directors

Place : Mumbai
Date : May 31, 2010

Rajesh Nuwal
Managing Director

AUDITORS REPORT

TO THE MEMBERS OF **INDIANIVESH LIMITED.**

1. We have audited the attached Balance Sheet of INDIANIVESH LIMITED, as at 31st March, 2010, the Profit and Loss Account and the cash flow statement for the year ended on that date annexed thereto, These financial statements are the responsibility of the company's management. We hereby express our opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (Order) issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as considered appropriate and according to the information and explanations given to us during the course of audit, we annex hereto a Statement on the matters specified in Paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred in para 3 above, we report that:
 - I. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - iii. The balance sheet, and profit and loss account dealt with by this report are in agreement with the books of accounts.
 - iv. In our opinion the balance sheet and the profit & loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v. On the basis of written representations received from the directors, as on 31st March 2010 and taken on record by the Boards of Directors , we report that none of the directors are disqualified as on 31st March 2010 from being appointed as directors in terms of section 274 (1) (g) of the Companies Act, 1956.
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with notes thereon, give the information in the manner as required by the Companies Act, 1956, and also give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the balance sheet, of the state of affairs of the Company as at March 31, 2010,
 - b) In the case of the profit and Loss account, of the profit for the year ended on that date.
 - c) In the case of the cash flow statement, of the cash flow for the year ended on that date.

For **CLB & Associates**
Chartered Accountants

S. Sarupria
Partner

M. No. 35783

Place: Mumbai
Date : 31 / 05/ 2010

ANNEXURE TO THE AUDITORS REPORT

Statement referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2010 to the Members of the **INDIANIVESH LIMITED**.

1. Fixed Assets

- i The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- ii As explained to us, all the fixed assets have been physically verified by the management in phase periodical manner, which is our opinion reasonable. No material discrepancies were noticed on such verification.
- iii In our opinion and according to the information and explanations given to us no substantial part of fixed Assets has been disposed off by the company during the year and the going concern status of the Company is not affected.

2. Inventories Since the company do not have any inventory during the year clause 4 (ii) (a), (b) and (c) is not applicable.

3. Loans The company has not taken or granted any secured or unsecured loan from/to companies, firms or other parties as listed in the register maintained under section 301 of the Companies Act, 1956, the provisions of the clause 4 (iii) (b) to (g) of the Order are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of shares and fixed assets and for sale of goods and services during the year. During the courses of our audit we have not observed any continuing failure to correct major weakness in the internal control systems.

5. Based on the information & explanations given to us, we are of the opinion that the transactions that are needed to be entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, have been so entered.

6. According to the information and explanations given to us the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the company.

7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

8. Maintenance of cost records under section 209(1)(d) of The Companies Act, 1956 are not applicable to the Company.

i Taxes and Duties

According to the books and records as examined by us and according to the information and explanations given to us, in our opinion, the company have been generally regular in deposited with appropriate authorities undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom duty, Excise duty, Cess and other material statutory dues to the extent applicable to it.

ii According to the information and explanations given to us and records of the Company examined by us, there were no undisputed amounts payable in respect of Income-Tax, Wealth-Tax, Sales-Tax, Customs Duty, Excise duty and Cess, which have remained outstanding as at last day of financial year, for a period of more than six months from the date they became payable.

- iii According to the information and explanations provided to us, there are no disputed dues in respect of Sales Tax, Income Tax, Wealth Tax, Customs Duty, Excise Duty, and Cess.
- 10 The company does not have any accumulated losses as at the end of the financial year. The company has not incurred cash loss during the current year and the immediately preceding financial year.
- 11 Based on our audit procedures and according to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any bank. The company has neither taken any loans from a financial institution nor issued any debentures.
- 12 Based on our examination of records and information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of the clause 4 (xii) of the Order are not applicable to the Company.
- 13 The Company is not a Chit Fund/Nidhi/Mutual benefit fund/Society. Therefore, the provisions of the clause 4 (xiii) of the Order are not applicable to the Company.
- 14 The company has maintained proper records of transactions and contracts in respect of Investment in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name except for the shares which are lodged for transfer or pending to be received from the Company or lying with the Broker as certified by the management.
- 15 As per information and explanations given to us, in our opinion, the Company has not given corporate / counter guarantees for loans taken by others except in case of its subsidiary company, the terms and condition whereof are prima facie not prejudicial to the interest of the company.
- 16 The term loans raised by the company during the year have been applied for the purpose for which they were raised.
- 17 According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment. No Long Term Funds have been used to finance short term assets.
- 18 The Company has not made any preferential allotment of shares to parties & companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
- 19 The company has not issued debentures and hence the question of creating securities in respect thereof does not arise.
- 20 The company has not raised any money by public issue during the year.
- 21 To the best of our knowledge and belief and according to the information & explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **CLB & Associates**
Chartered Accountants

Place: Mumbai
Date : 31 / 05/ 2010

S. Sarupria
Partner
M. No. 35783

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
I. SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
(a) Share Capital	"A"	3,77,50,000	3,77,50,000
(b) Reserves and Surplus	"B"	20,49,42,849	20,40,32,515
(c) LOAN FUNDS	"C"		
1) Unsecured Loans		30,07,40,383	45,21,18,302
(d) DEFERRED TAX LIABILITIES		1,71,321	1,04,783
Total		<u>54,36,04,553</u>	<u>69,40,05,600</u>
II APPLICATION OF FUNDS			
(1) FIXED ASSETS	"D"		
Gross Block		43,07,414	43,07,414
Less : Depreciation		15,57,519	13,61,239
Net Block		<u>27,49,895</u>	<u>29,46,175</u>
(2) INVESTMENTS	"E"	51,74,51,848	39,39,09,680
(3) CURRENT ASSETS, LOANS AND ADVANCES	"F"		
(a) Cash and Bank Balances		1,31,33,610	26,64,70,088
(b) Loans and Advances		23254681	7,33,00,879
		<u>3,63,88,291</u>	<u>33,97,70,967</u>
Less: CURRENT LIABILITIES AND PROVISIONS	"G"		
(a) Current Liabilities		25,06,219	2,19,93,364
(b) Provisions		1,07,66,561	2,09,59,358
		<u>1,32,72,780</u>	<u>4,29,52,722</u>
NET CURRENT ASSETS		<u>23,115,510</u>	<u>29,68,18,245</u>
MISCELLANEOUS EXPENDITURE [To the extent not written off or adjusted]			
Share Issue Expenses		2,87,300	3,31,500
Total		<u>54,36,04,553</u>	<u>69,40,05,600</u>

Notes forming part of the Accounts
As per our attached report of even date

"L"

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : May 31, 2010

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
INCOME			
Interest Received		20,47,451	2,36,82,979
Profit on Sale of Investments & Assets	"H"	1,53,29,662	1,57,79,795
Other Income	"I"	30,50,082	29,514
Total		<u>2,04,27,196</u>	<u>3,94,92,288</u>
EXPENDITURE			
Administrative and Other Expenses	"J"	18,33,189	13,72,487
Payment to Employees	"K"	21,95,457	17,85,432
Interest Paid		73,24,027	3,45,52,726
Depreciation		1,96,280	2,19,786
Total		<u>1,15,48,953</u>	<u>3,79,30,431</u>
Profit before taxation		88,78,242	15,61,857
Less: Provision for Taxation			
Provision for taxation		16,10,000	1,75,000
Provision for FBT		-	17,797
Provision for Deferred taxation		66,538	29,661
Profit after taxation		72,01,704	13,39,399
Income Tax for earlier Year		18,74,809	15,648
		53,26,896	13,23,751
Add: Balance brought forward from previous year		9,07,91,121	9,42,85,751
Amount available for appropriations		9,61,18,017	9,56,09,502
Less: Transfer to General Reserve		1,80,043	1,33,940
Less: Transfer to Statutory Reserve Fund		14,40,341	2,67,880
Proposed Dividend		37,75,000	37,75,000
Corporate Dividend tax		6,41,561	6,41,561
Balance carried to Balance Sheet		<u>9,00,81,071</u>	<u>90,79,1121</u>
Basic and diluted earnings per share (Rs.) (refer note : 3)		1.41	0.35

Notes forming part of the Accounts
As per our attached report of even date

"L"

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : May 31, 2010

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

	Year Ended 31-Mar-10 Rupees	Year Ended 31-Mar-09 Rupees
SCHEDULE "A" : SHARE CAPITAL		
Authorised : 5060000 (5060000) Equity shares of Rs.10/- each	<u>5,06,00,000</u>	<u>5,06,00,000</u>
Issued and Subscribed : 3775000 (3775000) Equity shares of Rs.10/- each fully paid up (of the above, 1675300 Equity shares of Rs. 10/-each are held by Sneh Shares & Securities Private Limited, the Promoter company)	3,77,50,000 <u>3,77,50,000</u>	3,77,50,000 <u>3,77,50,000</u>
SCHEDULE "B" : RESERVES & SURPLUS		
Capital Redemption Reserve : Balance as per last Balance Sheet	3,50,000	3,50,000
General Reserve : Balance as per last Balance Sheet Addition during the year	1,07,26,050 <u>1,80,043</u>	1,07,26,050
Statuary Reserve Fund : Balance as per last Balance Sheet Addition during the year	71,77,844 <u>14,40,341</u>	71,77,844
Share Premium A/c.	9,49,87,500	9,49,87,500
Balance in Profit and Loss Account	<u>9,00,81,071</u> <u>20,49,42,849</u>	<u>9,07,91,121</u> <u>20,40,32,515</u>
SCHEDULE "C" : LOAN FUNDS		
UNSECURED		
From a Body Corporate- Due on Current Account	<u>30,07,40,383</u> <u>30,07,40,383</u>	<u>45,21,18,302</u> <u>45,21,18,302</u>

SCHEDULE "D" : FIXED ASSETS

Description	Rate	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK	
		As at 1-Apr-09 Rupees	Additions during the year Rupees	Deductions during the year Rupees	As at 31-Mar-10 Rupees	As at 1-Apr-09 Rupees	For the year Rupees	Deductions during the year Rupees	As at 31-Mar-10 Rupees	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
Office Premises	5%	28,80,410	-	-	28,80,410	4,07,558	1,23,643	-	5,31,201	23,49,209	24,72,852
Computers	40%	6,20,000	-	-	6,20,000	5,93,947	10,421	-	6,04,368	15,632	26,053
Generator	13.91%	7,70,504	-	-	7,70,504	3,47,265	58,873	-	4,06,138	3,64,366	4,23,239
A. C.	13.91%	36,500	-	-	36,500	12,469	3,343	-	15,812	20,688	24,031
Total		43,07,414	0	0	43,07,414	13,61,239	1,96,280	0	15,57,519	27,49,895	29,46,175
Previous Year		43,07,414	0	-	43,07,414	11,41,453	2,19,786	-	13,61,239	29,46,175	31,65,961

		Year Ended 31-Mar-10 Rupees	Year Ended 31-Mar-09 Rupees
SCHEDULE "E" : LONG TERM INVESTMENT (AT COST)			
	Quoted (Investment)		
1377417 (1371417)	Bajaj Hindustan Sugar & Industries Ltd Equity Shares of Rs. 1/- each, fully paid up.	7,83,45,574	6,98,35,169
12081 (9)	Reliance Indl. Infra Ltd Equity Shares of Rs. 10/- each, fully paid up.	1,24,76,262	5,051
Nil (6039)	New Standard Engg. Co. Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	91,20,843
NIL (897069)	Resurgere Mines & Mineral Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	8,38,09,384
75787 (Nil)	Aditya Birla Chemicals Equity Shares of Rs. 10/- each, fully paid up.	71,73,555	-
4000 (Nil)	Arshiya International Equity Shares of Rs. 2/- each, fully paid up.	7,57,183	-
5015 (Nil)	Astra IDL Equity Shares of Rs. 2/- each, fully paid up.	53,47,089	-
5644 (Nil)	Autoline Ind.Ltd. Equity Shares of Rs. 10/- each, fully paid up.	6,87,042	-
691153 (Nil)	Bajaj Hindustan Ltd. Equity Shares of Rs. 1/- each, fully paid up.	12,98,13,297	-
5038 (Nil)	BF Utilities Equity Shares of Rs. 5/- each, fully paid up.	66,51,457	-
23601 (Nil)	Cosmo Films Equity Shares of Rs. 10/- each, fully paid up.	28,56,245	-
10000 (Nil)	Dhampur Sugar Mill Equity Shares of Rs. 10/- each, fully paid up.	13,63,627	-
61500 (Nil)	Dwarikesh Sugar Equity Shares of Rs. 10/- each, fully paid up.	74,57,132	-
51003 (Nil)	Essel Propack Ltd. Equity Shares of Rs. 2/- each, fully paid up.	26,31,553	-
5000 (Nil)	Greaves Equity Shares of Rs. 10/- each, fully paid up.	15,40,562	-
35000 (Nil)	Guj Minral Development Equity Shares of Rs. 2/- each, fully paid up.	55,40,238	-
50000 (Nil)	Infomedia India Ltd. Equity Shares of Rs. 10/- each, fully paid up.	14,77,427	-
5000 (Nil)	Jubilant Organosys Equity Shares of Rs. 1/- each, fully paid up.	17,29,984	-
10000 (Nil)	Max India Equity Shares of Rs. 2/- each, fully paid up.	22,47,321	-
629 (Nil)	Orissa Sponge Iron Equity Shares of Rs. 10/- each, fully paid up.	2,16,885	-
5000 (Nil)	Parenteral Drugs Equity Shares of Rs. 10/- each, fully paid up.	11,50,127	-
25000 (Nil)	Provogue India Ltd. Equity Shares of Rs. 2/- each, fully paid up.	15,41,896	-
11769 (Nil)	PVP Ventures Equity Shares of Rs. 10/- each, fully paid up.	5,63,986	-
10000 (Nil)	Sabero Organics Equity Shares of Rs. 10/- each, fully paid up.	7,30,940	-

	Year Ended 31-Mar-10 Rupees	Year Ended 31-Mar-09 Rupees
20000 (Nil) Sasken Commu Techn Equity Shares of Rs. 10/- each, fully paid up.	40,13,054	-
7000 (Nil) Sir Shadilal Enterprises Ltd. Equity Shares of Rs. 10/- each, fully paid up.	12,56,387	-
29703 (Nil) Tantia Const Ltd. Equity Shares of Rs. 10/- each, fully paid up.	43,80,308	-
50000 (Nil) Time Technoplast Equity Shares of Rs. 1/- each, fully paid up.	25,55,050	-
15000 (Nil) Uttam Galva Equity Shares of Rs. 10/- each, fully paid up.	20,08,435	-
	<u>28,65,12,615</u>	<u>16,27,70,447</u>
In Subsidiary Company		
Quoted		
11828030(12228030) Luminairy Technologies Limited Equity Shares of Rs. 1/- each, fully paid up.	1,07,36,233	1,09,36,233
	<u>1,07,36,233</u>	<u>1,09,36,233</u>
Total Quoted Investments	<u>29,72,48,848</u>	<u>17,37,06,680</u>
Unquoted		
13000000(13000000) IndiaNivesh Securities Private Limited Equity Shares of Rs. 10/- each, fully paid up.	22,00,00,000	22,00,00,000
10000(10000) Siddhi Multi-trade Private Limited Equity Shares of Rs. 10/- each, fully paid up.	1,00,000	1,00,000
10300(10300) IndiaNivesh Management Consultants Pvt. Ltd. Equity Shares of Rs. 10/- each, fully paid up.	1,03,000	1,03,000
	<u>22,02,03,000</u>	<u>22,02,03,000</u>
Total Unquoted Investments	<u>22,02,03,000</u>	<u>22,02,03,000</u>
Total Subsidiary Investment	<u>23,09,39,233</u>	<u>23,11,39,233</u>
Total Investments	<u>51,74,51,848</u>	<u>39,39,09,680</u>

Notes :

Market Value of Quoted & Unquoted Shares.

	Book Value as at		Market Value as at	
	31-Mar-2010	31-Mar-2009	31-Mar-2010	31-Mar-2009
Quoted Investment	29,72,48,848	17,37,06,680	24,72,95,047	10,41,60,065
Unquoted Investment	22,02,03,000	22,02,03,000	22,02,03,000	22,02,03,000
	51,74,51,848	39,39,09,680	46,74,98,047	32,43,63,065

SCHEDULE "F" : CURRENT ASSETS, LOANS AND ADVANCES

A. Cash and bank balance:

With scheduled Bank:

On current account

1,25,89,382 76,234

On Fixed Deposit

- 26,58,72,012

On dividend account

4,91,446 4,50,059

Cash in Hand

52,783 71,783

1,31,33,610 26,64,70,088

B. Loans and advances: (Unsecured considered good)

IndiaNivesh Securities Pvt.Ltd.(Subsidiary Company)

- 1,50,00,000

(Maximum balance during the period Rs.15475095,
previous year Rs.163000000)

	Year Ended 31-Mar-10 Rupees	Year Ended 31-Mar-09 Rupees
Loans to Others	39,148	40,433
Advance Income Tax	1,40,42,842	2,94,83,101
Advances recoverable in cash or in - kind or for value to be received	20,34,613	1,10,30,000
Deposits with DGCX	2,38,078	2,38,078
Share Application Money Paid	69,00,000	1,75,09,267
	<u>2,32,54,681</u>	<u>7,33,00,879</u>
	<u>3,63,88,291</u>	<u>33,97,70,967</u>
SCHEDULE "G" : CURRENT LIABILITIES AND PROVISIONS		
a) Current Liabilities :		
Unclaimed amount for redemption of- Preference shares	4,400	4,400
Advance Rent Received	-	2,74,500
Unclaimed Dividend	4,80,805	4,49,419
Sundry Creditors	-	1,50,00,000
Sundry Creditors for Exp.	6,47,063	3,84,975
Income Tax Payable A.Y.2007-08	3,45,266	-
TDS Payable	10,28,685	58,80,070
	<u>25,06,219</u>	<u>2,19,93,364</u>
b) Provisions:		
Provision for Taxation	63,50,000	1,65,40,000
Provision for FBT	-	2,797
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,41,561	6,41,561
	<u>1,07,66,561</u>	<u>2,09,59,358</u>
	<u>1,32,72,780</u>	<u>4,29,52,722</u>
SCHEDULE "H" : SALES OF INVESTMENT & DEBTS ASSETS		
Short Term Capital Gain / Loss (Shares)	31,28,616	1,57,79,795
Profit from Sales of Debts-Assets	1,19,70,000	-
Long Term Capital Gain	2,31,046	-
	<u>1,53,29,662</u>	<u>1,57,79,795</u>
SCHEDULE "I" : OTHER INCOME		
Dividend	6,89,336	29,077
Speculation Profit /Loss on shares	22,75,747	437
Rent Recd.	85,000	-
	<u>30,50,082</u>	<u>29,514</u>
SCHEDULE "J" :ADMINISTRATIVE AND OTHER EXPENSES		
Audit fees	1,67,662	1,17,605
Legal & Professional charges	3,03,026	53,501
Miscellaneous Expenses	13,62,501	1,20,1381
	<u>18,33,189</u>	<u>1,37,2487</u>
SCHEDULE "K" :PAYMENT TO AND PROVISION FOR EMPLOYEEES		
Salary	10,07,445	5,97,420
Director's Remuneration	11,88,012	11,88,012
	<u>21,95,457</u>	<u>17,85,432</u>

SCHEDULE "L" : NOTES TO ACCOUNTS

1. Significant Accounting Policies & Notes to Accounts:

A. Significant Accounting Policies

1. SYSTEM OF ACCOUNTING: Company follows accrual system of accounting.
2. FIXED ASSETS : Fixed Assets are stated at cost of acquisition less accumulated depreciation. Depreciation on all assets is provided on WDV method as per rates prescribed in schedule XIV of the Companies Act, 1956.
3. TAXATION : Provisions for taxation comprises of current tax and deferred tax charge or release and Fringe Benefit Tax. Deferred tax is recognised subject to consideration of prudence on timing difference, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax assets arising out of carry forward losses and unabsorbed depreciation are not recognised unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.
4. INVESTMENT : Long term investments are stated at cost. Provision for diminution in the value of investments is made only if such a decline is other then temporary in the opinion of the management. Cost of borrowing i.e. interest for specific investment which is of long term nature has been apportioned on cost of investment in conformity with the Accounting Standard – 16 Borrowing Cost.
5. FOREIGN CURRENCY TRANSACTION : Recorded on the basis of exchange rate prevailing on the date of their occurrence. Monetary foreign currency assets and liabilities outstanding at the close of the year are revalored at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognised in the profit and loss account.
6. EMPLOYEE BENEFIT: Company does not have any benefits plans to its employee so far.
7. CONTINGENT ASSETS & LIABILITIES: Contingent liabilities are not provided for in the accounts and are separately disclosed in the Notes on Accounts.

B. Notes to Accounts :

1. Contingent Liabilities: - Corporate Guarantee given to HDFC Bank Limited on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited for Rs. 25,00,00,000/- (Previous Rs. 5,00,00,000) and to Oriental Bank of Commerce on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited for Rs. 5,00,00,000/- (Previous Rs. Nil)
2. Previous years figures are regrouped / rearranged wherever found necessary.
3. Earning per Share:

	31.3.2010	31.3.2009
Profit/ (Loss) After Tax (Rs.)	73,34,383/-	13,39,399/-
Weighted average number of equity shares outstanding	37,75,000	37,75,000
Nominal Value per equity share (Rs.)	10/-	10/-
Basic and diluted earning per share (Rs.)	1.94	0.35

4. Payment to Auditors :

	31st March, 2010	31st March, 2009
Audit Fees	1,45,602/-	66,180/-
Certification & Other Matters	22,060/-	51,425/-
Total	1,67,662/-	1,17,605/-

5. Managerial Remuneration under section 198 of the Companies Act, 1956:

Managing Director	31st March, 2010	31st March, 2009
Salary	6,00,000/-	6,00,000/-
Allowances & Perquisites	5,88,012/-	5,88,012/-
Total	11,88,012/-	11,88,012/-

Computation of net profit in accordance with Section 198 and Section 309(5) of the Companies Act 1956 for calculations of maximum limit of Director's remuneration:

Particulars	31st March, 2010	31st March, 2009
Profit for the year before taxation as per Profit & Loss Account	8878242	1561857
Add: Managerial Remuneration	1188012	1188012
Add: Meeting Fees	84000	62500
Less: Capital Profit	11970000	Nil
Adjusted net profit	(1819746)	2812369
Maximum limit of remuneration to Directors (5%)	Nil	140618

Director remuneration paid during the year is not within the limits mentioned in Sec 198 of Companies Act 1956 due to inadequate profits, but company is fulfilling the conditions given in Schedule XIII of the Companies Act 1956. So company has paid the remuneration to its directors within the prescribed limits in Schedule XIII of Companies Act 1956.

6. Segmental Reporting: - Segmental reporting: - As the Company presently operates predominantly in only under single activity namely Investments, the reporting under segment information is not applicable.
7. Income Tax assessment is completed up to A.Y. 2007-2008 and there is no further liability in this regard, other than those already disclosed under contingent liability above.
8. There are no dues owed to Micro, Small and Medium undertakings as defined under the Micro, Small and Medium Enterprises Development Act, 1996.
9. Information required by paragraph 3 and 4 of part II of schedule VI of the Companies Act :
- | | |
|--------------------------------------------------------------------------------------|------------------------------|
| i. Sales, production, material consumed, opening stock, purchases, closing stocks :- | Nil (Previous Year: Nil) |
| ii. CIF value of imports :- | Nil (Previous Year: Nil) |
| iii. Expenditure in foreign currency :- | Nil (Previous Year: Rs. Nil) |
| iv. Earning in foreign currencies :- | Nil (Previous Year: Nil) |
10. Estimated amount of contracts remaining to be executed on capital accounts: - NIL. (Previous Year: Nil)

11. Disclosures in receipt of derivative instruments:
- (i) Derivative instrument outstanding as at 31st March 2010 – Nil.
- (ii) Foreign Currency exposures that are not hedged by derivative instrument as at 31st March 2010 - Nil
12. Cash flow statement for the year ended 31st March 2010 is given in the statement annexed to these accounts as annexure.
13. Related Party Disclosures :

(a) Relationship :-

(i) Subsidiaries / Associates Company:

- 1) Sneh Shares & Securities Pvt. Ltd.
- 2) IndiaNivesh Securities Pvt. Ltd. - Subsidiary
- 3) Siddhi Multi-Trade Pvt.Ltd. - Subsidiary
- 4) IndiaNivesh Management Consultants Pvt.Ltd. - Subsidiary
- 5) Luminaire Technologies Limited-Subsidiary

(ii) Key Managerial Personnel :

- 1) Rajesh Nuwal – Managing Director

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

(b) Details of transaction with the related parties referred in (a) above

Sr. No.	Nature of transactions	a(i) Above	a(ii) above
01	i) Loan Taken	Nil	Nil
	ii) Loan Given	36,00,000/-	Nil
02	Purchase	48,38,33,280/-	Nil
03	Sale	36,16,13,422/-	Nil
04	Investment	Nil	Nil
05	Reimbursement of Expenses	7,73,012/-	Nil
06	Rent	1,08,000/-	Nil
07	Interest Received	11,21,507/-	Nil
08	Remuneration Paid	11,88,012/-	11,88,012/-

Outstanding balance as the close of the year:

As Creditors 1,48,825/- Nil

14. Component of Deferred Tax assets/Liabilities are as under :

Deferred Tax	31st March, 2010	31st March, 2009
Liabilities/(Assets) (Net)		
On account of difference in depreciation as per income tax & books.	1,71,321/-	1,04,783/-

15. Special Reserve Fund has been created @ 20% of the net profit for the year as provided by Section 45I(C) of the Reserve Bank of India Act, 1934.
-

As per our attached report of even date

For and on behalf of
For CLB & Associates
Chartered Accountants

(S.Sarupria)
Partner
M. No. 35783

Mumbai : May 31, 2010

Dinesh Nuwal
Vice Chairman

Hemant Panpalia
Director

Anil Bafna
Chairman

Rajesh Nuwal
Managing Director

Jinesh Doshi
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	2009-2010 Rupees	2008-2009 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) Before Tax extra- Ordinary items	88,78,242	15,61,857
Adjustments for :		
Depreciation	1,96,280	2,19,786
Profit on Sale of Investment	(1,53,29,662)	(1,57,80,232)
Miscellaneous w/off	44,200	44,200
Profit on sale of assets	-	-
Cash inflow/(Outflow) before working capitals charges	(62,10,940)	(1,39,54,389)
Adjustments for :		
(Increase)/ Decrease in Other Current Assets	5,00,46,198	25,39,15,828
(Decrease)/Increase in Current liabilities	(1,98,32,411)	1,94,26,699
Cash used in operating activities	2,40,02,847	25,93,88,138
Direct Taxes (paid)/Tax Refund received.	(1,33,32,340)	(34,773)
Net cash used in operating activities	"A" <u>1,06,70,507</u>	<u>25,93,53,365</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Profit on sale of Investment	1,53,29,662	157,80,232
Acquisition of fixed assets	-	-
Sale of fixed assets	-	-
Investments in Subsidiary	2,00,000	1,00,000
Investments in others	(12,37,42,168)	(7,70,70,370)
Net cash from investing activities	"B" <u>(10,82,12,506)</u>	<u>(6,11,90,138)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Shares	-	-
Unsecured Loans	(15,13,77,919)	7,03,67,939
Dividend paid	(37,75,000)	(37,75,000)
Corporate dividend tax	(6,41,561)	(6,41,561)
Net cash used in financing activities	"C" <u>(15,57,94,480)</u>	<u>6,59,51,378</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(25,33,36,478)	26,41,14,606
CASH AND CASH EQUIVALENTS		
Opening	26,64,70,088	23,55,482
Closing	<u>1,31,33,610</u>	<u>26,64,70,088</u>
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	(25,33,36,478)	26,41,14,606

Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. Direct taxes paid is shown under operating activities and not allocated to investing and financing activities.

As per our attached report of even date

For and on behalf of
CLB & Associates
Chartered Accountants

S. Sarupria
Partner

M. No.: 35783

Mumbai : May 31, 2010

Dinesh Nuwal
Vice Chairman

Hemant Panpalia
Director

Anil Bafna
Chairman

Rajesh Nuwal
Managing Director

Jinesh Doshi
Company Secretary

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

(as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank), Directions, 1998)

Particulars		31-03-2010		31-03-2009	
		Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
	Liabilities Side:				
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:				
	(a) Debentures : Secured	-	-	-	-
	: Unsecured (other than falling within the meaning of public deposits)	-	-	-	-
	(b) Deferred Credits	-	-	-	-
	(c) Term Loans	-	-	-	-
	(d) Inter-corporate loans and borrowing	3,007,403.83	-	452,118,302	-
	(e) Commercial Paper	-	-	-	-
	(f) Public Deposits	-	-	-	-
	(g) Other Loans - Cash credit from bank	-	-	-	-
(2)	Break-up of (1) (f) above (Outstanding public deposits inclusive interest accrued thereon but not paid) :				
	(a) In the form of Unsecured debentures	-	-	-	-
	(b) In the form of partly secured debenture i.e. debentures where there is a shortfall in the value of security	-	-	-	-
	(c) Other Public deposits	-	-	-	-
	Assets side :	Amount outstanding		Amount outstanding	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :				
	(a) Secured	-	-	-	-
	(b) Unsecured	2,311,838.55	-	26,308,511	-
(4)	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities				
	(i) Lease assets including lease rentals under sundry debtors :				
	(a) Financial lease	-	-	-	-
	(b) Operating lease	-	-	-	-
	(ii) Stock on hire including hire charges under sundry debtors :				
	(a) Assets on hire	-	-	-	-
	(b) Repossessed Assets	-	-	-	-

	(iii) Hypothecation loans counting towards EL/HP activities : (a) Loans where assets have been repossessed (b) Loans other than (a) above	-	-	-	-	-	
(5)	Break-up of Investments : Current Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify) Long Term Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others - Immovable property (vi) Others-Share Application Money	-	-	-	-	-	
		29,724,8847.87	-	173,706,680	-	-	
		220,203,000	-	220,203,000	-	-	
		6,900,000	-	17,509,267	-	-	
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :						
	Category	31-03-2010 Amount net of provisions			31-03-2009 Amount net of provisions		
		Secured	Unsecured	Total	Secured	Unsecured	Total
	1. Related Parties						
	(a) Subsidiaries	-	-	-	-	15,000,000	
	(b) Companies in the same group	-	-	-	-	-	
	(c) Other related parties	-	-	-	-	-	
	2. Other than related parties	-	2,311,839	2,311,839	-	11,308,511	
	Total	-	2,311,839	2,311,839	-	26,308,511	

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :	31-03-2010		31-03-2009	
		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	Category				
	1. Related Parties				
	(a) Subsidiaries	283,788,756	230,939,233	264,590,749	231,139,233
	(b) Companies in the same group	-	-	-	-
	(c) Other related parties	-	-	-	-
	2. Other than related parties	183,709,291	286,512,615	59,772,316	162,770,447
	Total	467,498,047	517,451,848	324,363,065	393,909,680
(8)	Other information				
	Particulars	31-03-2010 Amount		31-03-2009 Amount	
	(I) Gross Non-performing Assets				
	(a) Related parties	-		-	
	(b) Other than related parties	-		-	
	(ii) Net Non-performing Assets				
	(a) Related parties	-		-	
	(b) Other than related parties	-		-	
	(iii) Assets acquired in satisfaction of debt	-		-	

Notes forming part of the Accounts
As per our attached report of even date

For and on behalf of
For CLB & Associates
Chartered Accountants

(S.Sarupria)
Partner
M. No. 35783
Mumbai : May 31, 2010

Dinesh Nuwal
Vice Chairman
Hemant Panpalia
Director

Anil Bafna
Chairman
Rajesh Nuwal
Managing Director
Jinesh Doshi
Company Secretary

Balance Sheet Abstract And Company's General Business Profile as per Part IV to Schedule VI to the companies Act, 1956.

I. Registration Details

Registration No. State Code

Balance Sheet Date

II. Capital raised during the Year (Amount in Rs. Thousands)

Public Issue	<input type="text" value="NIL"/>	Rights Issue	<input type="text" value="NIL"/>
Bonus Issue	<input type="text" value="NIL"/>	Private Placement	<input type="text" value="NIL"/>

III. Position of Mobilisation and deployment of Funds: (Amount in Rs. Thousands)

Total Liabilities	<input type="text" value="736958"/>	Total Assets	<input type="text" value="736958"/>
Source of Funds:			
Paid up Capital	<input type="text" value="37750"/>	Reserves & Surplus	<input type="text" value="204033"/>
Secured Loans	<input type="text" value="NIL"/>	Unsecured Loans	<input type="text" value="452118"/>
Application of Funds:			
Net Fixed Assets	<input type="text" value="2946"/>	Investment	<input type="text" value="393910"/>
Net Current Assets	<input type="text" value="296818"/>	Misc. Expenditure	<input type="text" value="332"/>
Accumulated Losses	<input type="text" value="NIL"/>		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (including other income)	<input type="text" value="39492"/>	Total Expenditure	<input type="text" value="37930"/>
Profit(+)/Loss(-) Before Tax	<input type="text" value="1562"/>	Profit(+)/Loss(-) After Tax	<input type="text" value="1339"/>
Earnings per share in Rs.	<input type="text" value="0.35"/>	Dividend (%)	<input type="text" value="10"/>

V. Generic Names of Three Principal Products of Company (as per monetary terms)

Item Code No.(ITC Code)	Product Description
<input type="text" value="N.A."/>	<input type="text" value="Financial Activities"/>

Anil Bafna
Chairman

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : May 31, 2010

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANY**

Name of the Subsidiaries : IndiaNivesh Securities Private Limited (INSPL)
Siddhi Multi-Trade Private Limited (SMTPL)
IndiaNivesh Management Consultants Private Limited (INMCPL)
Luminaire Technologies Limited (LTL)
IndiaNivesh TV Networks Pte. Ltd. (Singapore) (INTVPL)

Financial Year of the Subsidiary Companies end on : March 31, 2010

[Rs.: in Lakhs]

	INSPL	SMTPL	INMCPL	LTL	INTVPL
1. The Paid-up Capital of subsidiaries held by IndiaNivesh Limited	1,300.00 (100.00%)	1.00 (100.00%)	1.03 (100.00%)	122.28 (50.95%)	Nil (0.00%)
2. The net aggregate amount, so far as it concerns members of IndiaNivesh Limited and is not dealt in the Company's accounts, of the subsidiaries profit / (loss) after deducting losses					
i) for subsidiaries financial year ending March 31, 2010	613.41	5.91	0.59	(135.89)	(30.12)
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Ltd.	8.64	2.08	16.46	(155.14)	(1.72)
3. The net aggregate amount of the profits of the subsidiary after deducting losses so far as those profits are dealt with in the books of accounts of IndiaNivesh Ltd.					
i) for subsidiaries financial year ending March 31, 2010	NIL	NIL	NIL	NIL	NIL
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Limited	NIL	NIL	NIL	NIL	NIL

Anil Bafna
Chairman

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : December 8, 2010

**AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS
OF INDIANIVESH LIMITED**

To
THE BOARD OF DIRECTORS
INDIANIVESH LIMITED
MUMBAI

1. We have audited the attached Consolidated Balance Sheet of INDIANIVESH LIMITED as at 31st March 2010, the Consolidated Profit and Loss Account and the consolidated Cash Flow Statement for the year then ended.
2. These financial statements are the responsibility of the IndiaNivesh Limited's management. Our responsibility is to express an opinion on these financial Statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of two subsidiary company Siddhi Multi-Trade Pvt. Ltd. and IndiaNivesh Management Consultants Pvt. Ltd. whose financial statements reflect total assets of Rs. 3530.98 lacs as at 31st march 2010 and total revenue of Rs. 24.38 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of the Accounting standard (AS) 21, Consolidated Financial Statements and AS-23 Accounting for Investment in Associates in Consolidated Financial Statements issued by the Institute of Chartered Accountants of India, on the basis of separate audited financial statements of IndiaNivesh Limited and its consolidated entity included in the consolidated financial statements.
5. We report that on the basis of the information and explanation given to us and on the consideration of separate audit reports on the individual audited financial statements of the Company and its consolidated entity, we are of the opinion that the said Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - (a) in case of Consolidated Balance Sheet, of the Consolidated State of Affairs of the Company and its consolidated entity as at 31st March, 2010; and
 - (b) in case of the Consolidated Profit and Loss Account, of the consolidated results of the operations of the Company and its consolidated entity for the year then ended.
 - (C) in case of the consolidated Cash Flow Statement of the Cash Flow of the Company and its consolidated entities for the year then ended.

For and on behalf of
For CLB & Associates
Chartered Accountants

(S.Sarupria)
Partner
M. No. 35783

MUMBAI : December 8, 2010

CONSOLIDATED BALANCE SHEET AS AT 31TH MARCH 2010

	Schedule	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
I. SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
(a) Share Capital	"A"	37750000	37750000
(b) Reserves and Surplus	"B"	200985273	144980932
(c) Minority interest		(3891801)	2600757
(d) LOAN FUNDS	"C"		
Secured Loans		138227976	46333981
Unsecured Loans		657328426	748093089
(e) DEFERRED TAX LIABILITIES (NET)		3275423	2492304
Total		<u>1033675297</u>	<u>982251063</u>
II APPLICATION OF FUNDS			
(a) FIXED ASSETS	"D"		
Gross Block		325357578	287434027
Less : Depreciation		28015565	20602540
Net Block		297342013	266831487
(b) INVESTMENTS	"E"	510537793	300221592
(c) CURRENT ASSETS, LOANS AND ADVANCES	"F"		
(a) Sundry Debtors		374000261	105233264
(b) Cash and Bank Balances		136904767	351210726
(c) Loans and Advances		189969817	176834004
(d) Closing Stock		249719	2325288
		701124564	635603282
Less: CURRENT LIABILITIES AND PROVISIONS	"G"		
(a) Current Liabilities		434174709	182180839
(b) Provisions		43245000	40145106
		477419709	222325945
NET CURRENT ASSETS		223704856	413277137
MISCELLANEOUS EXPENDITURE			
[To the extent not written off or adjusted]			
Share Issue Expenses	"H"	2090635	1920847
Total		<u>1033675297</u>	<u>982251063</u>
Notes forming part of the Accounts	"L"		

As per our attached report of even date

For and on behalf of
For CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

(S.Sarupria)
Partner
M. No. 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : December 8, 2010

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	Schedule	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
INCOME			
Profit on Sale of Investments & Assets		74000002	437
Interest Income		10897612	38677748
Other Income	"I"	11647684	2519998
Brokerage, Commission & Fees		74182138	40763159
Exchange Difference		83183	1120994
Total		<u>170810619</u>	<u>83082336</u>
EXPENDITURE			
Administrative and Other Expenses	"J"	48325510	31132239
Payment to Employees	"K"	20625042	17683826
Interest Paid		21251293	53128576
Depreciation		8917278	9217134
Loss on Sale of Assets / Shares		362187	39662532
Total		<u>99481311</u>	<u>150824307</u>
Profit / (Loss) before taxation		71329308	(67741972)
Less: Provision for Taxation			
Provision for taxation		14939036	224403
Provision for FBT		-	239142
Prior Period Expenses		-	721161
Provision for Deferred taxation		783119	467360
Income Tax for Previous year		1878809	17150
Profit after taxation		<u>53728344</u>	<u>(69411188)</u>
Less : Minority Interst		-	-
Income attributed to consolidated group		53728344	(69411188)
Add: Balance brought forward from previous year		30109624	96503081
Add: Balance B\ of Subsidiaries acquired\ seized during the year		-	5231
Amount available for appropriations		83837968	27097125
Less : Minority Interst		(6892557)	(7830880)
Less: Transfer to General Reserve		(158103)	133940
Less: Transfer to Statuary Reserve Fund		1440341	267880
Proposed Dividend		3775000	3775000
Corporate Dividend tax		641561	641561
Balance carried to Balance Sheet		<u>85031727</u>	<u>30109624</u>
Basic and diluted earnings per share (Rs.) (refer note : 4)		14.23	(18.39)

Notes forming part of the Accounts
As per our attached report of even date

"L"

For and on behalf of
For CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

(S.Sarupria)
Partner
M. No. 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : December 8, 2010

'SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
SCHEDULE "A" : SHARE CAPITAL		
Authorised : 5060000 (5060000) Equity shares of Rs.10/- each	<u>50600000</u>	<u>50600000</u>
Issued and Subscribed : 3775000 (3775000) Equity shares of Rs. 10/- each fully paid up (out of the above, 1675300 Equity shares of Rs. 10/- each are held by Sneh Share & Securities Private Limited, the promoter Company)	37750000	37750000
Share Application Money	-	-
	<u>37750000</u>	<u>37750000</u>
SCHEDULE "B" : RESERVES & SURPLUS		
Capital Redemption Reserve : Balance as per last Balance Sheet	350000	350000
General Reserve : Balance as per last Balance Sheet	10726050	
Add: Balance brought forward of Subsidiaries acquired during the year	-	338146
Addition during the year	<u>180043</u>	10726050
Capital Reserve	1091768	1291768
Statuary Reserve Fund: Balance as per last Balance Sheet	7177844	-
Addition during the year	<u>1440341</u>	7177844
Share Premium A/c.	94987500	94987500
Balance in Profit and Loss Account	<u>85031727</u>	<u>30352279</u>
	<u>200985273</u>	<u>145223587</u>
SCHEDULE "C" : LOAN FUND		
Secured Loan		
From Bank	137321426	46333981
From Financial Institutions	906550	-
	<u>138227976</u>	<u>46333981</u>
Unsecured Loan		
From a Body Corporate- Due on Current Account	<u>657328426</u>	<u>748093089</u>
	<u>657328426</u>	<u>748093089</u>

SCHEDULE "D" : FIXED ASSETS

Name of Assets	Rate	GROSS BLOCK AT COST			DEPRECIATION				NET BLOCK			
		As on 31-Apr-09	Additions during the year	Deduction/ Adj. during the year	As on 31-Mar-10	Upto 1-Apr-09	Depreciation on Assets of Subsidiaries	Provided during the year	Deduction	Upto 31-Mar-10	As on 31-Mar-10	As on 31-Mar-09
Fixed Assets												
Air Conditioner	13.91%	1025412	428390	-	1453802	205561	125343	3343		334247	1119555	819851
Computer	40%	21731707	7070690	-	28802397	11196820	5134492	10421		16341733	12460664	11019532
Elect.Installation	13.91%	754875	124836	-	879711	188636	87298			275934	603777	566239
Furniture & Fixtures	18.10%	7128332	2765134	-	9893466	1554891	1117323			2672214	7221252	5573441
Office Equipments	13.91%	6604324	1876097	726,968	7753453	2652719	789365	479569		2962515	4790938	3466960
Generator		770504		-	770504	347265		58873		406138	364366	423239
Plant & Machinery		1247809		228,424	1019385	232728	194561		150687	276602	742783	1015081
Office Premises	5%	23700655		-	23700655	3225489	893608	123643		4242740	19457915	20475166
Vehicle		2070615	2491708	974392	3587931	965302	341689		873997	432994	3154937	1,105,313
Sign Board		206061	114192	-	320253	33129	37319			70448	249805	172,932
CWIP												
Land & Building		222193733	24982288	-	24716021	-	-	-		-	24716021	222193733
Total		287434027	39853335	1929784	325357578	20602540	8720998	196280	1504253	28015565	297342013	266831487
Previous Year		276073674	54174987	42,814,634	287434027	11385406	8997348	219786	-	20602540	266831487	264688267

	Year Ended 31-Mar-10 Rupees	Year Ended 31-Mar-09 Rupees	
SCHEDULE "E" : LONG TERM INVESTMENT (AT COST)			
	Quoted (Investment)		
1377417(1371417)	Bajaj Hindustan Sugar & Industries Ltd	78345574	69835169
12081(9)	Reliance Indl. Infra Ltd	12476262	5051
Nil (6039)	New Standard Engg. Co. Ltd.	-	9120843
75787 (Nil)	Aditya Birla Chemical	7173555	-
4000 (Nil)	Arshiya International	757183	-
5015 (Nil)	Astra IDL	5347089	-
5644 (Nil)	Autoline Ind.Ltd.	687042	-
691153 (Nil)	Bajaj Hindustan Ltd	129813297	-
5038 (Nil)	BF Utilities	6651457	-
23601 (Nil)	Cosmo Films	2856245	-
10000 (Nil)	Dhampur Sugar Mill	1363627	-
61500 (Nil)	Dwarikesh Sugar	7457132	-
51003 (Nil)	Essel Propack Ltd.	2631553	-
5000 (Nil)	Greaves	1540562	-
35000 (Nil)	Guj Minral Development	5540238	-
50000 (Nil)	Infomedia India Ltd.	1477427	-
5000 (Nil)	Jubilant Organosys	1729984	-
10000 (Nil)	Max India	2247321	-
629 (Nil)	Orissa Sponge Iron	216885	-
5000 (Nil)	Parenteral Drugs	1150127	-
25000 (Nil)	Provogue India Ltd.	1541896	-
11769 (Nil)	PVP Ventures	563986	-
10000 (Nil)	Sabero Organics	730940	-
20000 (Nil)	Sasken Commu Techn	4013054	-
7000 (Nil)	Sir Shadilal Enterprises Ltd.	1256387	-
29703 (Nil)	Tantia Const Ltd.	4380308	-
50000 (Nil)	Time Technoplast	2555050	-
15000 (Nil)	Uttam Galva	2008435	-
Nil(897069)	Resurgere Mines & Mineral Ltd.	-	83809384
5000(5000)	Equity Shares of Archies Greeting	180079	180079
3886(3886)	Equity Shares of Asian Electronics	68129	68129
881806(1000)	Equity Shares of Bajaj Hindustan Ltd	108685240	502059
2138471(2138471)	Bajaj Hindustan Sugar & Industries Ltd	24978434	24978434
950(950)	Equity Shares of Empire Industries	613575	613575
250(250)	Equity Shares of Ferrow Alloys	9014	9014
440(440)	Equity Shares of Grasim Industries	1338360	1338360
100000(Nil)	Equity Shares of GTL Ltd.	40778504	-
Nil (52258)	Equity Shares of New Standard Engg. Co. Ltd.	-	23283977
Nil(5000)	Equity Shares of Pantalbdvr	510989	-
97900(223923)	Equity Shares of Oudh Sugar Mills	4420431	7932410
15030(Nil)	Equity Shares of Pratibha Industries	5707539	-
670244 (502165)	Equity Shares of Provogue India Ltd.	29992025	42043445
Nil(800)	Equity Shares of Ranbaxy Lab	173484	-
Nil (34472)	Equity Shares of Resurgere Mines & Minerals Ltd.	-	2359775
Nil (200597)	Equity Shares of Uflex Industries	-	26717898
500 (Nil)	Equity Shares of Varun Industries	21333	-
	<u>503305278</u>	<u>293482076</u>	

	As at 31-Mar-09 Rupees	As at 31-Mar-08 Rupees
Other Investment in Shares		
10(10) Equity Shares of Sukh Sagar Premises - Co-op.Society Limited	500	500
129387(129387) Madhya Pradesh Stock Exchange Ltd. Equity Shares of Rs. 10/- each fully paid up	4535015	4535015
Vadodara Stock Exchange Ltd. Equity Shares of Rs. 10/- each, fully paid up.	58000	(14500)
	2697000	2204000
	<u>7232515</u>	<u>6739515</u>
Total Investments	<u>510537793</u>	<u>300221591</u>
SCHEDULE "F" : CURRENT ASSETS, LOANS AND ADVANCES		
A. Sundry Debtors (Unsecured considered good)		
Over Six Months	736065	11934251
Others	373264196	93299013
	<u>374000261</u>	<u>105233264</u>
B. Cash and bank balance:		
With scheduled Bank:		
On current account	22797376	40103300
On Fixed Deposit Account	112162854	309173914
On dividend account	491445.52	450259
Cash in Hand	1453092	1483253
	<u>136904767</u>	<u>351210726</u>
C. Loans and advances: (Unsecured considered good)		
Loans to Others	1594128	19670586
Advance Income Tax	51275306	55684561
Advances recoverable in cash or in - kind or for value to be received	66234613	56330000
Deposits with DSCX	238077.6	238078
Other Deposits	61494686	43132157
Share Application Money Paid	-	9267
Other Current Assets	9133006.74	4717888
	<u>189969817</u>	<u>179782537</u>
D. Inventory		
(Total A+B+C+D)	<u>249719</u>	<u>2325288</u>
	<u>701124564</u>	<u>638551815</u>
SCHEDULE "G" : CURRENT LIABILITIES AND PROVISIONS		
a) Current Liabilities :		
Unclaimed amount for redemption of- Preference shares	4400	4400
Sundry Creditors	420505363	159282237
Sundry Creditors for Exp.	1144327	4041759
Unclaimed Dividend	480805	449619
TDS Payable	1088042	8522968
Liabilities for Purchase of Assets (Others)	2500000	9292000
Advance Rent Received	-	274500
Other Current Liabilities	8451772	3195774
	<u>434174709</u>	<u>185063256</u>

	As at 31-Mar-10 Rupees	As at 31-Mar-09 Rupees
b) Provisions:		
Provision for Taxation	38828439	35689403
Provision for FBT	-	39142
Proposed Dividend	3775000	3775000
Corporate Dividend Tax	641561	641561
	<u>43245000</u>	<u>40145106</u>
	<u>477419709</u>	<u>225208362</u>
SCHEDULE 'H' : MISCELLANEOUS EXPENDITURE		
[To the extent not written off or adjusted]		
Share Issue Expenses	2090635	1920847
Preliminary Expenses	2090635	1920847
	<u>2090635</u>	<u>1920847</u>
SCHEDULE "I" : OTHER INCOME		
Interest on Loan		
Misc. Income	206693	89844
Rent Recd.	229000	132569
Dividend	2179995	778159
Speculation Profit / Loss on shares	2275746.54	
DP Charges Estock	2163173.44	847212
Penalty Charges	3263862.19	-
Interest on F. D.	0	-
Profit from trading in shares & Securities	0	495079
Balance w/Back	10318470	2342863
	<u>10318470</u>	<u>2342863</u>
SCHEDULE "J" :ADMINISTRATIVE AND OTHER EXPENSES		
Audit fees	442362	338042
Legal & Professional charges	8038759	5303047
Miscellaneous Expenses	39844389	25468065
	<u>48325510</u>	<u>31109154</u>
SCHEDULE "K" :PAYMENT TO & PROVISION FOR EMPLOYEEES		
Salary & Bonus	16183482	13564283
Employers cont. to ESIC	15179	-
Employers cont. to P.F.	499069	758531
Performance Incentive	8694	-
P.F.Administration Charges	1353	25529
Staff Welfare	0	-
Gratuity	175861	133470
Food & Beverages	485619	599201
Director's Remuneration	3255785	2602812
	-	-
	<u>20625042</u>	<u>17683826</u>

SCHEDULE "K" : NOTES TO ACCOUNTS

Significant Accounting Policies & Notes to Accounts:

A. Significant Accounting Policies

1. **SYSTEM OF ACCOUNTING** : Company follows accrual system of accounting.
2. **GOING CONCERN**: IndiaNivesh TV Networks Pte.Ltd., Singapore, subsidiary of Luminaire Technologies Ltd. (Subsidiary company) having incurred a net loss of Rs. 11133812/- during the financial year ended on 31st March 2010 and as that date total liability exceeded its total assets by Rs. 8621067/-The financial statements have been prepared on a going concern basis because the ultimate holding company has given its undertaking to provide continuing support to the company. If the financial support is not forthcoming and a result, the company is unable to continue in operational existence for the foreseeable future, adjustments would have to be made to reflect the situation that the assets may need to be realised other than in the normal course of business and at amount which could differ significantly from the amounts stated in the balance sheet. In addition, the company may have to provide for further liabilities which may arise, and to reclassify long term assets as current assets.
3. **FIXED ASSETS** : Fixed Assets are stated at cost of acquisition less accumulated depreciation. Depreciation on all assets is provided on WDV method as per rates prescribed in schedule XIV of the Companies Act, 1956.
4. **IMPAIRMENT**: The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factor. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
5. **TAXATION** : Provisions for taxation comprises of current tax and deferred tax charge or release and Fringe Benefit Tax. Deferred tax is recognised subject to consideration of prudence on timing difference, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax assets arising out of carry forward losses and unabsorbed depreciation are not recognised unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.
6. **INVENTORIES**: Inventories are valued at cost or net realisable value whichever is lower (determined on weighted/ moving average basis)
7. **INVESTMENT**: Long term investments are stated at cost. Provision for diminution in the value of investments is made only if such a decline is other than temporary in the opinion of the management.
8. **FOREIGN CURRENCY TRANSACTION** : Recorded on the basis of exchange rate prevailing on the date of their occurrence. Monetary foreign currency assets and liabilities outstanding at the close of the year are revalued at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognised in the profit and loss account.

9. **EMPLOYEE BENEFIT** : Company does not have any benefits plans to its employee so far.
10. **CONTINGENT LIABILITIES** : Contingent liabilities are not provided for in the accounts and are separately disclosed in the Notes on Accounts.

B. Notes to Accounts :

1. **Principles of Consolidation:**

The consolidated financial statements of the Group have been prepared on the following basis:

- (a) The consolidated financial statements of the Group are prepared in accordance with the Accounting Standard-21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India".
- (b) The financial statements of the Company and its Subsidiary Companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after eliminating intra- group balances and intra –group transactions resulting in unrealised profits or unrealised cash losses
- (c) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements
- (d) The excess of cost of Investment in the subsidiary at the date of investment made is recognised as goodwill, which is written off over a period of Ten years. The excess of the Company's portion of equity of the Subsidiary over the cost of Investment therein is treated as capital reserve.
- (e) Companies considered in the consolidated financial statements are:
- (c) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements
- (d) The excess of cost of Investment in the subsidiary at the date of investment made is recognised as goodwill, which is written off over a period of Ten years. The excess of the Company's portion of equity of the Subsidiary over the cost of Investment therein is treated as capital reserve.
- (e) Companies considered in the consolidated financial statements are:

Name of the Company	Country of Incorporation	Holding	Financial year ends on
IndiaNivesh Securities Pvt.Ltd.	India	100.00%	31.03.2010
Siddhi Multi-Trade Pvt.Ltd.	India	100.00%	31.03.2010
IndiaNivesh Management Consultants Pvt. Ltd.	India	100.00%	31.03.2010
Luminaire Technologies Limited.	India	50.95%	31.03.2010

2. **Contingent Liabilities :-**

- a. Corporate Guarantee given to HDFC Bank Limited on behalf of IndiaNivesh Securities Private Limited (a subsidiary company of IndiaNivesh Limited), in respect of Bank Guarantee facility availed by it Rs. 25,00,00,000/- (Previous year Rs. 5,00,00,000/-)
- b. In respect of bank guarantees by IndiaNivesh Securities Private Limited, a subsidiary company, to stock exchanges Rs.30,00,00,000/- (Against Fixed Deposits of Rs.10,50,00,000) (Previous year Bank Guarantee of Rs. 7,50,00,000/- against Fixed Deposits of Rs. : 3,75,00,000)

3. **Previous years figures are regrouped/rearranged wherever necessary.**

4. **Earning per Share:**

	31.3.2010	31.3.2009
Profit/ (Loss) After Tax	53728344/-	(69411188/-)
Weighted average number of equity shares outstanding	3775000	3775000
Nominal Value per equity share (Rs.)	10/-	10/-
Basic and diluted earning per share (Rs.)	14.23	(18.39)

5. **Payment to Auditor :**

Particulars	31.3.2010	31.3.2009
Audit Fees	420,302/-	2,90,203/-
Certification & others	39,729/-	1,00,696/-

6. **Managerial Remuneration under section 198 of the Companies Act, 1956 :**

	31.3.2010	31.3.2009
Salary	1,577,095/-	1,350,000/-
Allowances & Perquisites	1,678,690/-	1,252,812/-
Contribution to Provident fund & other Funds	49,835/-	46,800/-
Leave Encashment	31,503/-	64,173/-
Total	3,337,123/-	2,713,785/-

7. Segmental Reporting: - As the Consolidated Group presently operates predominantly in one operating activity, namely Financing and Investments, the reporting under segment under AS-17 is not applicable.

8. There are no dues to micro, medium and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 1996. This disclosure is on the basis of the information available with the Consolidated Group.

9. Information required by paragraph 3 and 4 of part II of schedule VI of the Companies Act :

i. Sales, purchases & stocks in respect of trading activity in shares & securities :-

	Op. Stock		Purchase		Sales		Cls. Stock	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Shares	13458	2325288	70771	5965740	83614	7359228	615	249719
Previous Year	NIL	NIL	17311	3711304	3853	1370822	13458	2325288

ii.	CIF value of imports :-	Nil	(Previous Year: Nil/-)
iii.	Expenditure in foreign currency :-	Nil	(Previous Year: Nil/-)
iv.	Earning in foreign currencies :-	Nil	(Previous Year: Nil)

11. Disclosures in receipt of derivative instruments:

- (i) Derivative instrument outstanding as at 31st March 2010– Nil.
- (ii) Foreign Currency exposures that are not hedged by derivative instrument as at 31st March 2010 - Nil

12. Cash flow statement for the year ended 31st March 2009 is given in the statement annexed to these accounts as annexure.

13. Related Party Disclosures :

a) Relationship :-

- (i) Holding /Promotor Group Company:
Sneh Shares & Securities Pvt.Ltd. – Promoters.
- (ii) Key Management Personnel
Mr. Dinesh Nuwal
Mr. Rajesh Nuwal
Mr. Nirmal Pareek
Mr. Nitesh Kabra

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

(b) Details of transaction with the related parties referred in (a) above

Nature of transactions	Related parties as referred in	
	A(I) above (Rupees)	A(ii) above (Rupees)
(I) Remuneration	–	3337123/-

(c) Outstanding balance as the close of the year:

(i) As Creditors	–	–
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14. Component of Deferred Tax assets/Liabilities are as under :

Deferred Tax	31st March, 2010	31st March, 2009
Liabilities/(Assets) (Net)	3275423/-	24,92,304/-

Notes forming part of the Accounts
As per our attached report of even date

For and on behalf of
For CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

(S.Sarupria)
Partner
M. No. 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : December 8, 2010

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	2009-2010 Rupees	2008-2009 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) Before Tax & extra- Ordinary items	71,329,308	(67,741,972)
Adjustments for :		
Depreciation	8,917,278	9,217,134
Prior Period Expenses	-	(721,161)
Profit on Sale of Investment	(74,000,002)	(437)
Miscellaneous w/off	(169,788)	(344,718)
Exchange loss on fixed assets	13,344	-
Exchange Difference	(83,183)	(1,120,994)
Loss on sale of assets/share	362,187	39,662,532
Cash inflow/(Outflow) before working capitals charges	6,369,145	(21,049,616)
Adjustments for :		
(Increase)/ Decrease in Other Current Assets	(279,827,241)	157,200,625
(Decrease)/Increase in Current liabilities	251,993,870	(200,948,621)
Cash used in operating activities	(21,464,227)	(64,797,612)
Direct Taxes (paid)/Tax Refund received.	(13,517,951)	(475,466)
Net cash used in operating activities	(34,982,178)	(65,273,078)
	"A"	
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/ acquisition of fixed assets	(39,853,335)	(49,557,568)
Sale of fixed assets	50,000	531,900
Sale of Investment	-	(1,997,217)
Investments in others	(210,316,202)	(127,737,960)
Net cash from investing activities	(250,119,537)	(178,760,845)
	"B"	
C. CASH FLOW FROM FINANCING ACTIVITIES		
Secured Loan	91,893,995	6,003,563
Unsecured Loans	(90,764,663)	151,780,488
Dividend paid	(3,775,000)	(3,775,000)
Profit on Sale of Investment	74,000,002	437
Exchange Difference	83,183	1,120,994
Corporate dividend tax	(641,561)	(641,561)
Net cash used in financing activities	70,795,956	154,488,921
	"C"	
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(214,305,759)	(89,545,002)
CASH AND CASH EQUIVALENTS		
Opening	351,210,526	440,755,528
Taken Over on Acquisition of Subsidiary	-	-
Closing	136,904,767	351,210,526
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	(214,305,759)	(89,545,002)

Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. Direct taxes paid is shown under operating activities and not allocated to investing and financing activities.

Notes forming part of the Accounts
As per our attached report of even date

Anil Bafna
Chairman

For and on behalf of
For CLB & Associates
Chartered Accountants
(S.Sarupria) Partner
M. No. 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : December 8, 2010

Additional Financial information of subsidiaries for the year ended on 31st March, 2010*

	IndiaNivesh Securities Private Limited India (Amount in INR)	IndiaNivesh Management Consultants Private Limited India (Amount in INR)	Siddhi Multi-Trade Private Limited India (Amount in INR)	Luminaire Technologies Limited India (Amount in INR)	IndiaNivesh TV Networks Pte. Ltd. (indirect Subsidiary) Singapore (Amount in INR)
A	Capital	103,000	100,000	24,000,000	5,696,897
	- Stock Holders Equity	-	-	-	-
	- Preferred Stock	-	-	-	-
B	Reserves and Surplus	1,705,445	798,351	-	-
C	Total Assets	2,412,015	350,686,143	9,593,158	2,560,271
D	Total Liabilities	668,602	4,238,603	2,704,738	160,750
E	Details of Investment	-	-	-	-
	(Except in case of investment in subsidiaries)				
F	Turnover	1,266,666	1,039,521	-	-
G	Profit before Taxation	85,823	889,661	(2,599,978)	(11,133,812)
	Provision for Taxation	30,094	298,942	-	-
	Provision for deferred tax liabilities	(3,575)	-	(148,363)	-
H	Provision for FBT	-	-	-	-
I	Profit after Taxation	59,304	590,719	(2,451,615)	(11,133,812)
J	Proposed Dividend	-	-	-	-

*Pursuant to letter of approval from Ministry of Corporate Affairs

Anil Bafna
Chairman
Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director
Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

IndiaNivesh Limited

Regd. Office: 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai-400 007

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Mr./Mrs./Miss _____
certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.
I hereby record my presence at the 79th Annual General Meeting of the Company to be held on
Friday, December 31, 2010 at 4:30 p.m. at 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum
Chowpatty, Mumbai-400007.

Folio No./ Client Id.: _____

No. of Shares held: _____

Note : Shareholders/Proxyholders are requested to bring the Attendance Slip with them when
they come to the Meeting and hand over at the entrance after affixing their signature on them.
Joint Shareholders may obtain additional Attendance Slips at the entrance.

IndiaNivesh Limited

Regd. Office: 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai-400 007

PROXY

I / We _____ of _____ in the state of
_____ being a member / members of IndiaNivesh Limited, hereby appoint
_____ of _____
_____ failing him/her _____ of
_____ as our proxy to vote for me/us and on my/our behalf, at the 79th Annual General
Meeting of the Company to be held on Friday, December 31, 2010 at 601 & 602, Sukh Sagar,
N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007 at 4:30 p.m. and at any adjournment
thereof. In witness thereof I/ We put my/our hand/hands this _____ day of _____ 2010.

Please Affix
Revenue
Stamp
Here

L. F. No. / Client Id. : _____

No. of Shares held : _____

Date : _____

Signature _____

NOTE : The Proxy Form duly completed must be deposited at the Registered Office of the
Company not less than 48 hours before the Meeting.



IndiaNivesh
L I M I T E D

Trust.....we earn it.

Regd. Off. : 601/602, "Sukh Sagar" N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007.
Tel.: +91(22) 6618 8800 Fax: +91(22) 6618 8899 E-mail : indianivesh@indianivesh.in
Website : www.indianivesh.in