



IndiaNivesh
L I M I T E D

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

80TH
ANNUAL REPORT 2010-2011

Securities
Insurance
Investments
Commodities
Stresses Assets
Management Consultancy

ANNUAL REPORT 2010-2011

Board of Directors	<p>Mr. Anil Bafna Mr. Dinesh Nuwal Mr. Rajesh Nuwal Mr. Hemant Panpalia Mr. J. K. Sethi Mr. David Kallaus Mr. R. R. Baldi</p>	<p>Chairman Non-Executive Vice Chairman Managing Director Non Executive Director Independent Director Independent Director Independent Director</p>
Registered Office	<p>601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007</p>	
Audit Committee	<p>Mr. Anil Bafna Mr. J. K. Sethi Mr. Dinesh Nuwal Mr. Hemant Panpalia Mr. R. R. Baldi</p>	<p>Chairman Member Member Member Member</p>
Remuneration Committee	<p>Mr. Anil Bafna Mr. J. K. Sethi</p>	<p>Chairman Member</p>
Company Secretary	<p>Mr. Jinesh Doshi</p>	
Bankers	<p>HDFC Bank Limited Fort Branch, Mumbai</p>	
Auditors	<p>M/s CLB & Associates Chartered Accountants</p>	
Registrar & Transfer Agents	<p>Adroit Corporate Services Private Limited 19/20, Jaferbhoy Industrial Estates, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.</p>	

CONTENTS

Notice	3-6
Directors' Report	7-10
Management Discussion and Analysis	11-15
Report on Corporate Governance	16-24
Auditor's Certificate on Corporate Governance	25
Auditor's Report	26-29
Balance Sheet	30
Profit & Loss Account	31
Notes and Schedules to Accounts	32-41
Cash Flow Statement	42
Schedule to the Balance Sheet of a Non-Banking Financial Company	43-45
Balance Sheet Abstract and Company's General Business Profile	46
Statement Pursuant to Section 212	47
Consolidated Financial Statements	48-61
Additional Financial information of subsidiaries	62

NOTICE

NOTICE is hereby given that Eightieth Annual General Meeting of the Company will be held on Friday, September 30, 2011 at 3.30 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, 2011 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. Anil Bafna who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dinesh Nuwal 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

6. Appointment of Mr. R. R. Baldi as Director

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

“RESOLVED THAT Mr. R R. Baldi, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and Article 124 of 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. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 27, 2011 to Friday, September 30, 2011.
3. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
4. 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 at least 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.

5. 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.
6. 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

By Order of the Board of Directors
For IndiaNivesh Limited

Rajesh Nuwal
Managing Director

Mumbai, August 26, 2011

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Appointment of Mr. R. R. Baldi as Director

In terms of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors at its meeting held on August 26, 2011, appointed Mr. R. R. Baldi as Additional Director. Mr. Baldi holds office up to the date of this Annual General Meeting. The Company has received a notice in writing (along with deposit of Rupees five hundred) from a Member proposing the candidature of Mr. Baldi for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956, liable to retire by rotation in terms of the Articles of Association of the Company.

Your Directors, therefore recommend the resolution for your approval.

Except Mr. R. R. Baldi, no other Director is, in any way, concerned or interested in this Resolution.

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

By Order of the Board of Directors
For IndiaNivesh Limited

Rajesh Nuwal
Managing Director

Mumbai, August 26, 2011

**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. Anil Bafna	Mr. Dinesh Nuwal	Mr. R R. Baldi
Date of Birth	9.6.1959	15.1.1962	21.9.1951
Date of Appointment	29.6.2007	11.9.2006	26.8.2011
Expertise in specific functional areas	<p>Mr. Anil Bafna is Chairman of IndiaNivesh Limited, a practicing Chartered Accountant, educationalist and philanthropist. He possesses around 28 years of experience in the areas of Management Consultancy, Project formulation, restructuring, financial reengineering, joint venture and foreign collaboration and Corporate Law matters. He specializes in reengineering of distressed industrial undertakings. He has also been appointed as a National Expert on Marble & Granite by United Nation Industrial Development Organization (UNIDO), Vienna, Austria.</p> <p>Mr. Bafna is associated with several institutions in the field of education. He is chairman of Vivekanand Institute of Technology running engineering and management colleges at Jaipur. He is also vice chairman of Swami Keshvanand Institute of Technology at Jaipur. He is also on Board of various educational institutions and private universities. He is founder trustee of RCA Foundation, a registered public charitable trust which is running a complete education centre with hostel facilities at Jaipur for economically challenged students pursuing chartered accountancy course. He is founder trustee and secretary of Adarsh Vidya Tirtha, a registered public charitable trust which is running a home for tribal and down trodden children at Jaipur.</p> <p>Mr. Bafna is a graduate in Commerce from University of Rajasthan and Chartered Accountant (a Fellow Member of ICAI).</p>	<p>Mr. Nuwal is the Chairman and Managing Director of IndiaNivesh Securities Private Limited and Vice Chairman of IndiaNivesh Limited. Mr. Nuwal has 18 years of experience in Capital and Commodity Markets operations, Investment Management, Taxation, Compliance and Corporate Affairs.</p> <p>Mr. Nuwal has in-depth understanding of the processes along with the risks and regulatory compliance affairs associated with Securities & Commodities market in India. He is a Chartered Accountant & Graduate in Commerce.</p>	<p>Mr. Baldi has more than three and half decades of experience, Mr. Baldi brings along with him the rich experience of entire business operations encompassing Finance & Accounts, Taxation, Project Management, HRD, Marketing, Administration, Risk Management, Public Relations & Auditing of Capital Market sector and also possess strong skills in project planning, monitoring project progress, ensuring cost control and maintaining cash flow requirements. Throughout his career Mr. Baldi has held various senior level positions in various Companies.</p>

**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. Anil Bafna	Mr. Dinesh Nuwal	Mr. R R. Baldi
Qualifications	B.Com., FCA	B.Com., FCA	B.Com., FCA
Directorships held in other companies (excluding private & foreign cos.)	1. IndiaNivesh Investment Advisors Private Limited 2. IndiaNivesh Fund Managers Private Limited	1. IndiaNivesh Securities Private Limited (wholly owned subsidiary of IndiaNivesh Limited) 2. Siddhi Multi-Trade Private Limited (wholly owned subsidiary of IndiaNivesh Limited)	Nil
Committee position held in other companies	Nil	Nil	Nil
No. of shares held by Non-Executive Directors	Nil	Nil	Nil

DIRECTORS' REPORT

To,
The Members

The Directors present their Eightieth Annual Report with the Audited Statement of Accounts for the year ended March 31, 2011.

	Current Year 2010-2011 (Rs. in lacs)	Previous Year 2009-2010 (Rs. in lacs)
Total Income	304.82	204.27
Profit / (Loss) before Interest & Depreciation:	229.16	163.99
Less:		
Interest	118.78	73.24
Depreciation	1.77	1.96
Profit / (Loss) before Tax:	108.60	88.79
Provision for Current Tax	21.00	16.10
Provision for FBT	—	—
Provision for Deferred Tax	<u>0.19</u>	<u>0.67</u>
Profit After Tax	87.41	72.02
Income Tax for earlier year	<u>—</u>	<u>(18.75)</u>
	87.41	53.27
Add / (Less):		
Balance brought forward	900.81	907.91
Appropriations:		
Interim Dividend	—	—
Proposed Dividend	37.75	37.75
Dividend Tax	6.42	6.42
Transfer to General Reserve	8.74	1.80
Transfer to Statutory Reserve	17.48	14.40
Balance carried to Balance Sheet	917.83	900.81

PERFORMANCE

During the year under review, the Company earned a total income of Rs.3,04,81,701/- as compared to Rs 2,04,27,196/- in the previous year. The Company has earned a Net Profit of Rs.87,41,065/- (Previous Year Rs.72,01,704/-).

The increase in total income is mainly attributable to consultation activities in the nature of financial consultation, project finance, working capital finance, loan syndication and allied activities and there is corresponding increase in net profit of the Company.

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 2010-2011. 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.8,74,106/- 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.17,48,213/- out of the amount available for appropriations.

SUBSIDIARIES

The Company had 3 subsidiaries at the beginning of the year.

Luminaire Technologies Limited

Company had sold its entire stake of 1,18,28,030 equity shares of Luminaire Technologies Limited (LTL) representing 49.28% of the total paid-up capital of the Company pursuant to Share Purchase Agreement entered into by the Company dated January 12, 2011 with M/s Vandana Cloth Centre Private Limited and thereby LTL ceases to be a subsidiary of the Company. However, the Company had continued to act as the Promoters of LTL as on March 31, 2011 during the continuance of Open Offer formalities by M/s Vandana Cloth Centre Private Limited.

M/s Vandana Cloth Centre Private Limited had received the completion certificate from the Merchant Bankers dated June 29, 2011 and formally taken over the management of the Company w.e.f. June 30, 2011.

Upon LTL ceasing to be a subsidiary of the Company, IndiaNivesh TV Networks Pte. Ltd., Singapore based wholly owned subsidiary of LTL also ceases to be an indirect subsidiary of the Company. IndiaNivesh Financial Advisors Private Limited (INFAPL)

During the year under review, the name of the Company was changed from 'IndiaNivesh Management Consultants Private Limited' to 'IndiaNivesh Financial Advisors Private Limited'. The paid up capital of the INFAPL was also increased to Rs.4,38,03,000/- from Rs.1,03,000/-. INFAPL is primarily engaged / proposed to be engaged in the business of Advising on IPOs, Private Placement of Equity, Growth Capital; Acquisition Funding; Project Financing, Mezzanine Financing & Debt Swaps, Structured debt and equity linked corporate finance products, Mergers & Acquisitions, India Entry Services.

IndiaNivesh Investment Advisors Private Limited (INIAPL)

During the year under review, your Company has incorporated 'IndiaNivesh Investment Advisors Private Limited' (INIAPL) as a wholly owned subsidiary basically for acting as a Investment Advisors for Domestic as well as Overseas Funds and also to act as Sponsors of proposed Domestic Venture Capital Fund (DVCF) to be launched by IndiaNivesh.

IndiaNivesh Fund Managers Private Limited (INFMPL)

During the year under review, 'IndiaNivesh Fund Managers Private Limited' (INFMPL) was incorporated by IndiaNivesh Investment Advisors Private Limited which is wholly owned subsidiary of your Company and consequently INFMPL became a step down subsidiary of your Company. The basic idea is to launch Domestic Venture Capital Fund (DVCF) and to act as Investment Managers (IM's).

In-principle approval from SEBI for Domestic Venture Capital Fund (DVCF) has been received by INFMPL.

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

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. However, under General Circular No: 2 /2011 dated February 8, 2011 from Ministry of Corporate Affairs had granted general exemption under section 212 (8) from attaching the annual reports of subsidiaries. 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. 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. R. R. Baldi was appointed as Additional Director with effect from August 26, 2011. Pursuant to Section 260 of the Companies Act, 1956, he holds office only upto the date of the ensuing Annual General Meeting. His appointment needs to be confirmed by the members in the General Meeting.

Mr. Gireesh Bhagat had resigned as Director from the Board of the Company with effect from May 30, 2011. During his tenure as Director, he had greatly contributed to the performance of the Company by his vast knowledge and experience.

As per the Article 139 (1) of Articles of Association of the Company, Mr. Anil Bafna and Mr. Dinesh Nuwal, retires by rotation and being eligible, offers 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 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. R. R. Baldi, all being Non-Executive Directors three of whom are Independent Directors and the Chairman is a Non Executive Independent Director. The Audit Committee met four times during the year under review.

AUDITOR'S

M/s CLB & Associates, Chartered Accountants, Auditors of the Company retires at the conclusion of ensuing Annual General Meeting and are eligible for re-appointment. 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.

ACKNOWLEDGMENT

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

Rajesh Nuwal
Managing Director

Place: Mumbai
Date: August 26, 2011

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.

The Indian economy has emerged from the global crisis by growing at 8% in the fiscal year 2009-10 and with growth estimates of 8.6% in the current fiscal year. After the slowdown due to global credit crisis, India has emerged stronger in 2010-11 with sustained momentum in agriculture, manufacturing and services sector. The estimated growth in GDP in 2010-11 is composed of 5.4% growth in agriculture, 8.1% in industry and 9.6% growth in services sector. The services sector is expected to see a decelerated growth from 10.1% in 2009-10. However, agriculture and industry both are expected to see an increased rate of growth over past year. The medium to long term prospect of the economy looks positive with rise in savings and investments levels and pick up in private consumption. The savings rate and investment rate have increased to 33.7% and 36.5% of the GDP in 2009-10 respectively.

The young and emerging consumer base, expanding working population, huge investment outlays and changing consumption patterns drives the growth for India for the next decade. In the past 3 years, Indian economy has successfully overcome international shocks of global financial crisis and domestic challenges of negative growth in agriculture and allied sectors. Indian economy has come out through this period of economic stress with resilience and strength. The fear of continued high inflation (due to food and fuel) and temporary slowdown in industrial growth have not been able to subdue the Indian euphoria. The strength to withstand these fears come from structural measures from Government and Central Bank, increased social spending for poor and recovering global economy.

Inflation has remained to be a cause of great concern with inflation index more than 9% throughout the year. 12 month average WPI recorded values of 9.4% in 2010-11 as compared to 3.6% in last fiscal year. Inflation in primary food and fuel articles were the major contributor to elevated levels of WPI. IMF has revised its projection of crude oil prices from US \$79 to US \$90 in 2011. The Reserve Bank of India has increased the interest rates ten times in the year (Current repo rate at 8%) to allow gradual withdrawal of money to contain inflationary pressures.

Global Economic Scenario:

The world economy was seen recovering from the aftermaths of global financial crisis in 2010 with developing countries taking the lead. The macroeconomic policies in developing countries were focused towards medium term productivity enhancements, managing inflationary pressures and structural reforms in fiscal and monetary policies. However, some of the developed European nations like Greece, Italy, Spain and Portugal continue to struggle with crisis and currency related issues. The tsunami & nuclear catastrophe in Japan and political crisis in Middle East & North Africa have led to slowdown in industrial production and trade and rise in crude prices.

World Bank estimates reveal that global GDP growth is expected to slow down to 3.2% in 2011 as compared to 3.8% in 2010. Developed countries are expected to expand with 2.2% as compared to 6.3% growth rate for developing economies. Robust domestic demand in developing countries is supporting output in developed economies. Low and middle income economies contributed 46% of the global growth in 2010. In the past few years, these economies with their expansionary monetary policies have created massive demand and thus inflationary pressures. In 2010, tightening of fiscal and monetary policies was witnessed in majority of developing economies to curb the persistent inflation.

The inflation levels are unlikely to moderate rapidly due to certain global uncertainties. Worsening of political crisis in the Middle East region could create significant disruption to oil supply and could derail

growth. Poor harvest due to monsoons or other reasons could create shortage of food supply, particularly in developing countries. These situations could have negative and substantive effects on global growth. High fiscal deficits and rising sovereign debts is also a challenge to developed countries in the medium term. World Bank projects gross sovereign debt of OECD countries to reach 103% of their GDP by next year. Default by few of the European countries will lead to sharp depreciation of euro and could have negative implications for developing countries.

The gradual withdrawal of extraordinary measures and stimulus that has been put in place to prevent the crisis will increase both short and long term interest rates. This would increase the cost of capital for companies around the world and would limit their profitability in the short run.

Indian Capital Markets:

Indian capital markets witnessed a bull run in 2010-11 when Sensex achieved levels of 21000 in November 2010 on strong inflows from foreign institutions. However, the market fell down to 19000 by the end of fiscal year on Middle East and Japan concerns. The 50-stock index of NSE Nifty also touched 6300 before coming back to 5600 at the fiscal end. Commodity markets gained strength and increased risk appetite of investors led to sharp rise in international capital flows to commodity markets in India. Silver gave a return of more than 100% as its prices doubled in the fiscal year to reach Rs 56,000 per kg by March 2011 on global supply and demand in industrial applications.

Opportunities, Threats, Risks and Concerns:

In this era of globalization, all the developing economies are coupled with international markets and their capital markets 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 unauthorized 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 will remain volatile on account of uncertainties prevailing in market. The advanced economies are likely to continue their loose monetary policy to accelerate the growth rate. USA and European nations are expected to feel the heat because of their increased sovereign debt. The credit rating agencies have put USA and major European countries on negative outlook list and degradation in credit rating could lead to sell off in global equity. The reduction in credit ratings would also depreciate the respective currencies and would have negative implications on the international trade. The risk of spread of political uncertainty in Middle East will be a great cause of concern for the global crude prices. The precious metals, particularly Gold are expected to climb new heights on account of its 'safe heaven' status in case of turmoil.

The key challenge for India, for the medium term is to balance the GDP growth rate and inflation. Inflation levels are expected to sustain at 8-10% levels due to expected disruption in crude oil supply. The food prices can only come down gradually with increase in supply. The cost of capital is expected to go upwards with Central Bank intentions of further tightening of monetary policy. Economic reforms, particularly Land acquisition bill, GST bill, FDI in retail and new Income Tax code are expected to bring back confidence of FIIs in the India and would boost the capital markets. Economic Survey projects India's GDP to grow at around 8.6 in 2010-11 despite containing inflation to manageable levels.

Business Operations

1. Stressed Asset Management

Stressed Asset Management business is one of the key focus areas 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. 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 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 Rs.3,04,81,701/- as compared to Rs.2,04,27,196/- in the previous year. After providing for depreciation Rs.1,77,274/- (Previous Year 1,96,280/-), the Company has incurred a Net Profit of Rs.1,08,60,301 (Previous Year Net Profit of Rs. 88,78,242).

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, 2011, the Company had 7 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 2010-11, 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 30, 2011

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.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

BOARD OF DIRECTORS

The Board of Directors consists of 7 (Seven) Directors, one of which is an Executive Director / Managing Director and remaining 6 (Six) are Non-Executive Directors. Three out of seven directors belongs to the Promoter Group and remaining four are Independent Directors.

According to Clause 49 of the Listing Agreement, if the Chairman is a Non-Executive Chairman, atleast one third of the Board should consists of Independent Directors. In case of IndiaNivesh Limited four out of seven 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, 2011

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
Mr. David Lawrence Kallus	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 2010-2011 till March 31, 2011, a total of six Board Meetings were held on the following dates viz. May 31, 2010, August 12, 2010, November 15, 2010, December 8, 2010, January 12, 2011 and February 15, 2011. 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	6	-	-	-	-
Mr. Dinesh Nuwal	6	-	3	-	-
Mr. Rajesh Nuwal	6	-	5	1	-
Mr. Hemant Panpalia	2	1	2	-	-
Mr. Jinendra. K. Sethi	6	-	2	-	-
Mr. Gireesh Bhagat	1	-	-	-	-
Mr. David Kallus ¹	Nil	-	-	-	-

¹ Appointed with effect from November 15, 2010

* 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 confirm 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 2010-2011;

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

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

The committee held five meetings during the year on May 31, 2010, August 12, 2010, November 15, 2010, December 8, 2010 and February 15, 2011 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 2010-2011

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			
Dinesh Nuwal	Nil	Nil	Nil
Hemant Panpalia	Nil	Nil	Nil
Anil Bafna	Nil	Nil	Nil
J.K. Sethi	Nil	Nil	Nil
Gireesh Bhagat	Nil	Nil	Nil
David Kallus	Nil	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.

Board Committee

Committee of Directors of Board was constituted on June 29, 2007 to look into the various matters relating to the day to day activities of the Company and to handle all the related matters in relation to various investments made by the Company and to advise the Board as and when necessary.

Three meetings of the Committee of Directors were held during the year on October 20, 2010, November 2, 2010 and December 30, 2010. The Committee comprises of Mr. Rajesh Nuwal, Managing Director and Mr. Dinesh Nuwal, Director as a member.

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, 2011. 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, 2011.

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, 2011 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, September 30, 2011 at 3.30 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 & time	Venue	Special Resolutions Passed
77th Annual General Meeting	September 30, 2008 at 5.00 p.m.	Mumbai	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
79th Annual General Meeting	December 31, 2010 at 4.30 p.m.	Mumbai	NIL

No resolution was passed by postal ballot during the above 3 financial years. Two special resolutions were passed through postal ballot for Alteration of Objects Clause of Memorandum of Association viz inclusion of two new clauses 6B and 6C after Clause 6A in the Objects Clause of Memorandum of Association of the Company and Commencement of new Business on July 18, 2011.

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 relevant informations are available on the web site.

GENERAL SHAREHOLDER INFORMATION

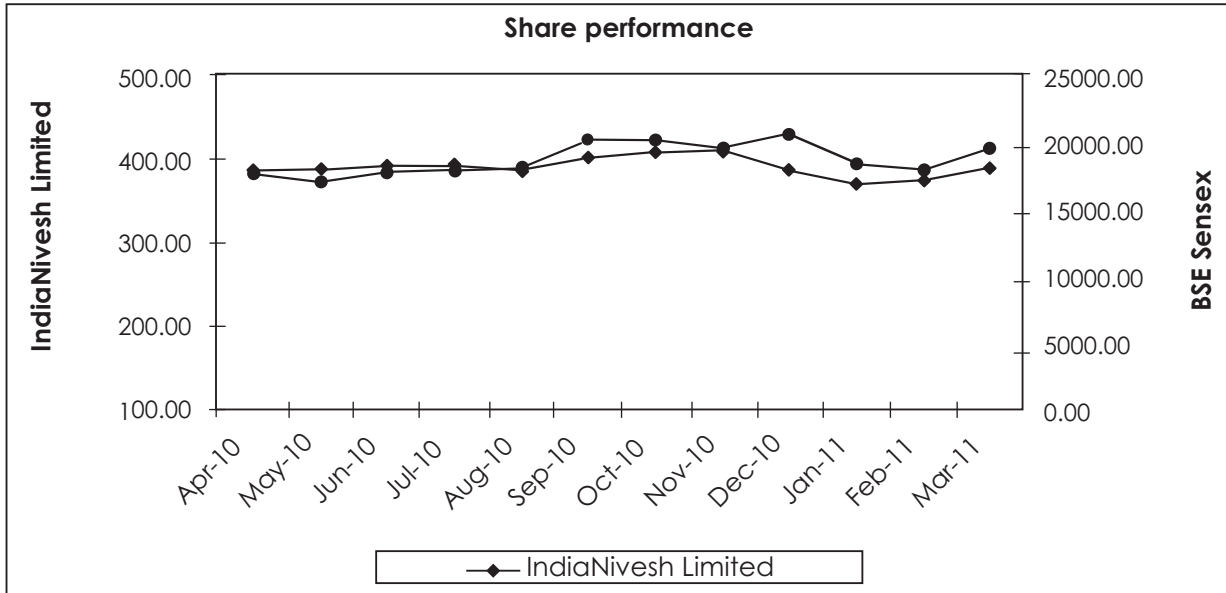
Annual General Meeting (Date, time and venue)	Friday, September 30, 2011 at 3.30 p.m. 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.
Financial Year	2010-2011
Financial Calendar : 2011 – 2012	Adoption of Quarterly Results for Quarter ending : in the month of June 2011 : August 9, 2011 September 2011 : November 15, 2011 December 2011 : February 15, 2012 March 2012 : May 30, 2012 (Audited annual results)
Book Closure Date	Tuesday, September 27, 2011 to Friday, September 30, 2011 (both days inclusive)
Dividend Payment Date	On or before October 31, 2011
Listing on Stock Exchange	Your Company's shares are listed on Bombay Stock Exchange Limited (BSE) Listing fees have been paid upto the year ending March 31, 2012.
Stock Code	501700

Stock price data at BSE

Stock Price Data at BSE (Month wise)	High	Low
	Rs.	Rs.
April 2010	392.00	356.00
May 2010	387.95	376.55
June 2010	409.80	382.70
July 2010	392.35	384.00
August 2010	394.00	373.10
September 2010	407.50	386.00
October 2010	415.25	400.60
November 2010	413.00	405.05
December 2010	412.45	380.30
January 2011	388.00	368.95
February 2011	375.50	367.00
March 2011	388.45	375.00

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 dispatched 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 31.3.2011, 99.87% equity shares of the Company have been dematerialized.

- With NSDL	26,17,931
- With CDSL	11,52,169
Total No. of Shares dematerialized upto 31.03.2011	37,70,100

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, 2011 with respect to categories of investors was as follows:

Category of Investors	No. of Shareholders	No. of shares held	% of shareholding
Promoters	3	18,55,985	49.17
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	298	27,320	0.72
Other Bodies Corporate	90	16,40,242	43.45
Others (Trusts)	3	30	0.00
Total	401	37,75,000	100.00

The broad shareholding distribution of the Company as on March 31, 2011 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
Upto 100	243	60.60	8,656	0.23
1 to 500	83	20.70	16,460	0.44
501 to 1000	15	3.74	10,376	0.27
1001 to 2000	6	1.50	9,533	0.25
2001 to 3000	3	0.75	7,251	0.19
3001 to 4000	1	0.25	3,124	0.08
4001 to 5000	1	0.25	4,350	0.12
5001 to 10000	10	2.49	75,248	1.99
10001 to 20000	16	3.99	2,44,781	6.48
20001 to 50000	10	2.49	3,36,024	8.90
50001 & above	13	3.24	30,59,197	81.04
Total	401	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.

Place : Mumbai
Date : May 30, 2011

On behalf of the Board of Directors

Rajesh Nuwal
Managing Director

CERTIFICATE BY THE AUDITORS ON CORPORATE GOVERNANCE

We have examined the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges of India for the financial year ended on March 31, 2011.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges of India.

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

For and on behalf of **CLB & Associates**
Chartered Accountants

S. Sarupria
Partner
M. No. 35783

Place: Mumbai
Date: May 30, 2011

AUDITORS REPORT

TO THE MEMBERS OF **INDIANIVESH LIMITED.**

1. We have audited the attached Balance Sheet of INDIANIVESH LIMITED, as at 31st March, 2011, 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 2011 and taken on record by the Boards of Directors , we report that none of the directors are disqualified as on 31st March 2011 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, 2011,
 - 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 : 30 / 05/ 2011

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, 2011 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 none of the 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

- i) The company has granted loan to a subsidiary companies aggregating to Rs. 67,50,000/-. In respect of the said loan, the maximum amount outstanding at any time during the year is Rs.67,50,000/- and year-end balance is Rs. 57,00,000/-.
- ii) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions of loan are not prima facie prejudicial to the interest of the company.
- iii) The said loan is repayable on demand and there is no specific terms for repayment.
- iv) In respect of loan given by the Company, the same is repayable on demand and therefore the question of overdue amount does not arise.
- v) The Company has not taken any loan during the year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.

Consequently, the requirement of Clauses (3) (f) and (3) (g) of paragraph 4 of the Order are not applicable.

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.
 - i) Based on the information & explanations given to us, we are of the opinion that the particulars of contracts or arrangement referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
 - ii) In our opinion and according to the information and explanation given to us, the transaction made in pursuance of such contracts or arrangement and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

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.
9.
 - 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

S. Sarupria
Partner
M. No. 35783

Place: Mumbai
Date : 30 / 05/ 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

	Schedule	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
I. SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
(a) Share Capital	"A"	3,77,50,000	3,77,50,000
(b) Reserves and Surplus	"B"	20,92,67,353	20,49,42,849
(c) LOAN FUNDS	"C"		
1) Unsecured Loans		20,17,88,080	30,07,40,383
(d) DEFERRED TAX LIABILITIES		1,90,557	1,71,321
Total		<u>44,89,95,990</u>	<u>54,36,04,553</u>
II APPLICATION OF FUNDS			
(1) FIXED ASSETS	"D"		
Gross Block		43,07,414	43,07,414
Less : Depreciation		<u>17,34,793</u>	<u>15,57,519</u>
Net Block		25,72,621	27,49,895
(2) INVESTMENTS	"E"	42,74,09,841	51,74,51,848
(3) CURRENT ASSETS, LOANS AND ADVANCES	"F"		
(a) Sundry Debtors		91,32,840	-
(b) Cash and Bank Balances		30,19,671	1,31,33,610
(c) Loans and Advances		2,25,94,469	2,32,54,681
		<u>34,74,6980</u>	<u>36,38,8291</u>
Less: CURRENT LIABILITIES AND PROVISIONS	"G"		
(a) Current Liabilities		31,09,991	25,06,219
(b) Provisions		<u>1,28,66,561</u>	<u>1,07,66,561</u>
		<u>1,59,76,552</u>	<u>1,32,72,780</u>
NET CURRENT ASSETS		<u>1,87,70,428</u>	<u>2,31,15,510</u>
MISCELLANEOUS EXPENDITURE			
[To the extent not written off or adjusted]			
Share Issue Expenses		2,43,100	2,87,300
Total		<u>44,89,95,990</u>	<u>54,36,04,553</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 30, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Schedule	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
INCOME			
Consultancy Charges		97,00,000	-
Interest Received		21,49,059	20,47,451
Profit on Sale of Investments & Assets	"H"	1,69,00,537	1,53,29,662
Other Income	"I"	17,32,104	30,50,082
Total		<u>3,04,81,701</u>	<u>2,04,27,196</u>
EXPENDITURE			
Administrative and Other Expenses	"J"	34,64,046	18,33,189
Payment to Employees	"K"	41,02,100	21,95,457
Interest Paid		1,18,77,980	73,24,027
Depreciation		1,77,274	1,96,280
Total		<u>1,96,21,400</u>	<u>1,15,48,953</u>
Profit before taxation		1,08,60,301	88,78,242
Less: Provision for Taxation			
Provision for taxation		21,00,000	16,10,000
Provision for Deferred taxation		19,236	66,538
Profit after taxation		87,41,065	72,01,704
Income Tax for earlier Year		-	18,74,809
		87,41,065	53,26,896
Add: Balance brought forward from previous year		9,00,81,071	9,07,91,121
Amount available for appropriations		9,88,22,136	9,61,18,017
Less: Transfer to General Reserve		8,74,106	1,80,043
Less: Transfer to Statutory Reserve Fund		17,48,213	14,40,341
Proposed Dividend		37,75,000	37,75,000
Corporate Dividend tax		6,41,561	6,41,561
Balance carried to Balance Sheet		<u>9,17,83,256</u>	<u>9,00,81,071</u>
Basic and diluted earnings per share (Rs.) (refer note : 3)		2.32	1.41

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 30, 2010

SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 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	1,09,06,093 <u>8,74,106</u>	1,09,06,093
Statutory Reserve Fund : Balance as per last Balance Sheet Addition during the year	86,18,185 <u>17,48,213</u>	86,18,185
Share Premium A/c.	9,49,87,500	9,49,87,500
Balance in Profit and Loss Account	<u>9,17,83,256</u> <u>20,92,67,353</u>	<u>9,00,81,071</u> <u>20,49,42,849</u>
SCHEDULE "C" : LOAN FUNDS		
UNSECURED		
From a Body Corporate- Due on Current Account	<u>20,17,88,080</u> <u>20,17,88,080</u>	<u>30,07,40,383</u> <u>30,07,40,383</u>

SCHEDULE "D" : FIXED ASSETS

Description	Rate	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK	
		As at 1-Apr-10 Rupees	Additions during the year Rupees	Deductions during the year Rupees	As at 31-Mar-11 Rupees	Upto 31-Mar-10 Rupees	For the year Rupees	Deductions during the year Rupees	Upto 31-Mar-11 Rupees	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
Office Premises	5%	28,80,410	-	-	28,80,410	5,31,201	1,17,460	-	6,48,661	22,31,749	23,49,209
Computers	40%	6,20,000	-	-	6,20,000	6,04,368	6,253	-	6,10,621	9,379	15,632
Generator	13.91%	7,70,504	-	-	7,70,504	4,06,138	50,683	-	4,56,821	3,13,683	3,64,366
A. C.	13.91%	36,500	-	-	36,500	15,812	2,878	-	18,690	17,810	20,688
Total		43,07,414	0	0	43,07,414	15,57,519	1,77,274	0	17,34,793	25,72,621	27,49,895
Previous Year		43,07,414	0	-	43,07,414	13,61,239	1,96,280	-	15,57,519	27,49,895	29,46,175

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 Rupees
SCHEDULE "E" : LONG TERM INVESTMENT (AT COST)		
Quoted (Investment)		
Nil (1377417) Bajaj Hindustan Sugar & Industries Ltd Equity Shares of Rs. 1/- each, fully paid up.	-	7,83,45,574
Nil (12081) Reliance Indl. Infra Ltd Equity Shares of Rs. 10/- each, fully paid up.	-	1,24,76,262
Nil (75787) Aditya Birla Chemicals Equity Shares of Rs. 10/- each, fully paid up.	-	71,73,555
Nil (4000) Arshiya International Equity Shares of Rs. 2/- each, fully paid up.	-	7,57,183
Nil (5015) Astra IDL Equity Shares of Rs. 2/- each, fully paid up.	-	53,47,089
Nil (5644) Autoline Ind. Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	6,87,042
691153 (691153) Bajaj Hindustan Ltd Equity Shares of Rs. 1/- each, fully paid up.	14,51,55,477	12,98,13,297
709 (Nil) Bajaj Corp Ltd Equity Shares of Rs. 5/- each, fully paid up.	5,15,968	0
Nil (5038) BF Utilities Equity Shares of Rs. 5/- each, fully paid up.	-	66,51,457
5038(Nil) BF Investment Equity Shares of Rs. 5/- each, fully paid up.	60,15,578	0
Nil (23601) Cosmo Films Equity Shares of Rs. 10/- each, fully paid up.	-	28,56,245
Nil (10000) Dhampur Sugar Mill Equity Shares of Rs. 10/- each, fully paid up.	-	13,63,627
Nil (61500) Dwarikesh Sugar Equity Shares of Rs. 10/- each, fully paid up.	-	74,57,132
Nil (51003) Essel Propack Ltd. Equity Shares of Rs. 2/- each, fully paid up.	-	26,31,553
Nil (5000) Greaves Equity Shares of Rs. 10/- each, fully paid up.	-	15,40,562
Nil (35000) Guj Minral Development Equity Shares of Rs. 2/- each, fully paid up.	-	55,40,238
Nil (50000) Infomedia India Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	14,77,427
1292 (Nil) Insectisidies (I) Ltd. Equity Shares of Rs. 10/- each, fully paid up.	2,90,971	0
Nil (5000) Jubilant Organosys Equity Shares of Rs. 1/- each, fully paid up.	-	17,29,984
3280 (Nil) J.B.Chemicals Equity Shares of Rs. 2/- each, fully paid up.	3,21,537	0
5000 (Nil) Lloyed Electric & Steels Equity Shares of Rs. 2/- each, fully paid up.	4,40,194	0
Nil (10000) Max India Equity Shares of Rs. 2/- each, fully paid up.	-	22,47,321
10000 (Nil) MBL Infrastructure Equity Shares of Rs. 10/- each, fully paid up.	24,22,986	0
5000 (Nil) Mahindra Forgings Ltd. Equity Shares of Rs. 10/- each, fully paid up.	5,45,846	0

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 Rupees
Nil (629) Orissa Sponge Iron Equity Shares of Rs. 10/- each, fully paid up.	-	2,16,885
Nil (5000) Parenteral Drugs Equity Shares of Rs. 10/- each, fully paid up.	-	11,50,127
25000 (25000) Provogue India Ltd. Equity Shares of Rs. 2/- each, fully paid up.	15,41,896	15,41,896
Nil (11769) PVP Ventures Equity Shares of Rs. 10/- each, fully paid up.	-	5,63,986
Nil (10000) Sabero Organics Equity Shares of Rs. 10/- each, fully paid up.	-	7,30,940
Nil (20000) Sasken Commu Techn Equity Shares of Rs. 10/- each, fully paid up.	-	40,13,054
7000 (7000) Sir Shadilal Enterprises Ltd. Equity Shares of Rs. 10/- each, fully paid up.	12,56,387	12,56,387
Nil (29703) Tantia Const Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	43,80,308
Nil (50000) Time Technoplast Equity Shares of Rs. 1/- each, fully paid up.	-	25,55,050
Nil (15000) Uttam Galva Equity Shares of Rs. 10/- each, fully paid up.	-	20,08,435
Nil (11828030) Luminaire Technologies Limited Equity Shares of Rs. 1/- each, fully paid up.	-	1,07,36,233
Total Quoted Investments	<u>15,85,06,841</u>	<u>29,72,48,848</u>
In Subsidiary Company 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
4380300(10300) IndiaNivesh Management Consultants Pvt. Ltd. Equity Shares of Rs. 10/- each, fully paid up.	4,38,03,000	1,03,000
50000(Nil) IndiaNivesh Investment Advisors Private Limited Equity Shares of Rs. 10/- each, fully paid up.	5,00,000	-
Total Subsidiary Investment	<u>26,44,03,000</u>	<u>22,02,03,000</u>
Other Investments		
400000(Nil) Investment in Debts Assets Paridhi Properties Limited Equity Shares of Rs. 10/- each, fully paid up.	5,00,000 40,00,000 45,00,000	- - -
Total Unquoted Investments	<u>26,89,03,000</u>	<u>22,02,03,000</u>
Total Investments	<u>42,74,09,841</u>	<u>51,74,51,848</u>

Notes :

Market Value of Quoted & Unquoted Shares.

	Book Value as at		Market Value as at	
	31-Mar-2011	31-Mar-2010	31-Mar-2011	31-Mar-2010
Quoted Investment	15,85,06,841	29,72,48,848	5,67,91,613	24,72,95,047
Unquoted Investment	26,89,03,000	22,02,03,000	26,89,03,000	22,02,03,000
	42,74,09,841	51,74,51,848	32,56,94,613	46,74,98,047

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 Rupees
SCHEDULE "F" : CURRENT ASSETS, LOANS AND ADVANCES		
A. Sundry Debtors (Unsecured considered good)		
Over Six Months	-	-
Others	91,32,840	91,32,840
B. Cash and bank balance:		
With scheduled Bank:		
On current account	22,68,404	1,25,89,382
On dividend account	6,99,763	4,91,446
Cash in Hand	51,503	52,783
	<u>30,19,671</u>	<u>1,31,33,610</u>
C. Loans and advances: (Unsecured considered good)		
Loans to Body Corporates	61,58,300	-
Loans to Others	12,000	39,148
Advance Income Tax	1,61,86,092	1,40,42,842
Advances recoverable in cash or in-kind or for value to be received	-	20,34,613
Deposits with DGCX	2,38,078	2,38,078
Share Application Money Paid	-	69,00,000
	<u>2,25,94,469</u>	<u>2,32,54,681</u>
	<u>3,47,46,980</u>	<u>3,63,88,291</u>
SCHEDULE "G" : CURRENT LIABILITIES AND PROVISIONS		
a) Current Liabilities :		
Unclaimed amount for redemption of- Preference shares	4,400	4,400
Unclaimed Dividend	6,91,815	4,80,805
Sundry Creditors for Exp.	15,89,905	6,47,063
Income Tax Payable A.Y.2007-08	-	3,45,266
TDS Payable	8,23,871	10,28,685
	<u>31,09,991</u>	<u>25,06,219</u>
b) Provisions: Provision for Taxation	84,50,000	63,50,000
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,41,561	6,41,561
	<u>1,28,66,561</u>	<u>1,07,66,561</u>
	<u>1,59,76,552</u>	<u>1,32,72,780</u>
SCHEDULE "H" : SALES OF INVESTMENT & DEBTS ASSETS		
Short Term Capital Gain / Loss (Shares)	(36,28,366)	31,28,616
Profit from Sales of Debts-Assets	-	1,19,70,000
Long Term Capital Gain	2,05,28,903	2,31,046
	<u>1,69,00,537</u>	<u>1,53,29,662</u>
SCHEDULE "I" : OTHER INCOME		
Dividend	6,70,437	6,89,336
Speculation Profit /Loss on shares	21,650	22,75,747
Written off account	3,018	-
Rent Recd.	10,37,000	85,000
	<u>17,32,104</u>	<u>30,50,082</u>

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 Rupees
SCHEDULE "J" :ADMINISTRATIVE AND OTHER EXPENSES		
Audit fees	60,665	1,67,662
Legal & Professional charges	20,78,480	3,03,026
Miscellaneous Expenses	13,24,901	13,62,501
	<u>34,64,046</u>	<u>18,33,189</u>
SCHEDULE "K" :PAYMENT TO AND PROVISION FOR EMPLOYEEES		
Salary	29,14,088	10,07,445
Director's Remuneration	11,88,012	11,88,012
	<u>41,02,100</u>	<u>21,95,457</u>
Grouping for the year ended 31-03-2011		
Unsecured Loans		
From a Body Corporate- Due on Current Account		
Provogue (India) Limited	18,77,88,080	28,67,40,383
Shramik Investment & Trading P. Ltd.	1,40,00,000	1,40,00,000
	<u>20,17,88,080</u>	<u>30,07,40,383</u>
Sundry Creditors for Exp.		
Dalal & Shah	-	24,736
Audit Fees Payable	60,665	30,333
Semir Jenih (I) Pvt.Ltd.	1,00,000	-
Liabilities for expenses	1,49,745	91,994
Service Tax Payable - Fees	7,79,495	-
Security Deposit - Rent	5,00,000	5,00,000
	<u>15,89,905</u>	<u>6,47,063</u>
Provisions:		
Provision for Taxation A.Y. 2001-2002	65,000	65,000
Provision for Taxation A. Y. 2008-2009	45,00,000	45,00,000
Provision for Taxation A. Y. 2009-2010	1,75,000	1,75,000
Provision for Taxation A. Y. 2010-2011	16,10,000	16,10,000
Provision for Taxation A. Y. 2011-2012	21,00,000	-
	<u>84,50,000</u>	<u>63,50,000</u>
Advance For purchase of Debts Assets & Shares		
IndiaNivesh Securities Pvt. Ltd.	-	20,34,613
	<u>-</u>	<u>20,34,613</u>
LOANS		
To Body Corporates (due on current account)		
Sanjeevani ARC Pvt.Ltd.	4,58,300	-
Luminaire Technologies Ltd.	57,00,000	-
	<u>61,58,300</u>	<u>-</u>
To Others		
Manoj Upadhyay	-	39,148
Dharmendra Sharma	12,000	-
	<u>12,000</u>	<u>39,148</u>
Advance Tax		
Income Tax A.Y. 2001-2002	2,51,389	2,51,389
Advance Tax A. Y. 2008-2009	15,00,000	15,00,000
Advance Tax A. Y. 2009-2010	11,00,000	-
TDS Receivable 2007-2008	66,03,191	66,03,191

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 Rupees
TDS Receivable 2008-2009	53,01,456	53,01,456
TDS Receivable 2009-2010	3,86,806	3,86,806
TDS Receivable 2010-2011	13,88,516	-
	<u>1,65,31,358</u>	<u>1,40,42,842</u>
Less : Income Tax Payable A.Y.2007-08	3,45,266	-
	<u>1,61,86,092</u>	<u>1,40,42,842</u>
Share Application Money Paid		
Luminaire Technologies Ltd.	-	69,00,000
	-	<u>69,00,000</u>
Sundry Debtors (considered good)		
Ladderup Corporate Advisory Pvt. Ltd.	49,63,500	-
Magrath Properties Pvt. Ltd.	41,69,340	-
	<u>91,32,840</u>	<u>-</u>
Miscellaneous Expenses		
Accounting Charges Paid	-	18,000
Advertisement Expenses	72,705	1,18,986
Bank Charges	4,140	1,557
Conveyance Expenses	13,195	-
Demat Charges	1,316	1,113
Electricity Charges	1,85,506	2,90,049
Franking Charges	910	7,815
Insurance Premium	4,193	331
Listing Fees	11,030	11,030
Membership & Subscription Fees	25,736	13,236
Miscellaneous Expenses	23,250	2,750
Office Expenses	17,800	14,867
Postage, Freight and Telephone	3,71,572	3,07,560
Printing & Stationery	1,45,636	2,25,614
Profession Tax-Co's	2,500	2,500
Rent Paid	1,02,958	1,08,000
Repair and Maintenance (Building)	44,664	84,111
ROC Filing Fees	8112	4102
Share Issue Expenses W/off	44,200	44,200
Staff Welfare	8,304	-
Sitting Fee	-	84,000
Travelling Expenses	2,37,175	22,679
	<u>13,24,901</u>	<u>13,62,501</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. 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 than 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 re-valued 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. **PROVISIONS, CONTINGENT ASSETS & LIABILITIES**

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for:

- a) Possible obligation which will be confirmed only by future events wholly within the control of the company or
- b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may be never be realised.

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. 30,00,00,000/- (Previous Rs. 30,00,00,000) , to Oriental Bank of Commerce on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited for Rs. 7,50,00,000/- (Previous Rs. 5,00,00,000) and to Bank of India on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited for Rs. 5,00,00,000/- (Previous Rs. Nil)

2. Previous year's figures are regrouped / rearranged wherever found necessary.

3. Earning per Share:

	31.3.2011	31.3.2010
Profit/ (Loss) After Tax (Rs.)	87,41,065/-	53,26,896/-
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.)	2.32	1.41

4. Payment to Auditors :

	31st March, 2011	31st March, 2010
Audit Fees	55150/-	1,45,602/-
Certification & Other Matters	1103/-	22,060/-
Total	56253/-	1,67,662/-

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

Managing Director	31st March, 2011	31st March, 2010
Salary	600000/-	6,00,000/-
Allowances & Perquisites	588012/-	5,88,012/-
Total	1188012/-	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, 2011	31st March, 2010
Profit for the year before taxation as per Profit & Loss Account	1,08,60,301	8878242
Add: Managerial Remuneration	0	1188012
Add: Meeting Fees	0	84000
Less: Capital Profit	11970000	11970000
Adjusted net profit	12048313	(1819746)
Maximum limit of remuneration to Directors (5%)	602416	Nil

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. There are no dues owed to Small and Medium undertakings as defined under the Small and Medium Enterprises Development Act, 2006.

8. 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) |
9. Estimated amount of contracts remaining to be executed on capital accounts: - NIL.
(Previous Year: Nil)
10. Disclosures in receipt of derivative instruments:
- Derivative instrument outstanding as at 31st March 2011 – Nil.
 - Foreign Currency exposures that are not hedged by derivative instrument as at 31st March 2011 - Nil
11. Cash flow statement for the year ended 31st March 2011 is given in the statement annexed to these accounts as annexure.
12. Related Party Disclosures:
- (a) Relationship :-
- Subsidiaries / Associates Company:
 - Sneh Shares & Securities Pvt. Ltd. – Promoter Company
 - IndiaNivesh Securities Pvt. Ltd. - Subsidiary
 - Siddhi Multi-Trade Pvt. Ltd. - Subsidiary
 - IndiaNivesh Financial Advisors Pvt. Ltd. - Subsidiary
 - IndiaNivesh Investment Advisors Pvt. Ltd.- Subsidiary
 - Luminaire Technologies Limited – Associated Company
 - Key Managerial Personnel:
 - 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	67,50,000/-	Nil
02	Purchase	3,76,33,433/-	Nil
03	Sale	10,78,21,253/-	Nil
04	Investment	4,42,00,000/-	Nil
05	Reimbursement of Expenses	5,57,801/-	Nil
06	Rent	1,08,000/-	Nil
07	Interest Received	35,959/-	Nil
08	Remuneration Paid	11,88,012/-	11,88,012/-

Outstanding balance at the close of the year:

As Debtors	Nil	Nil
As Loans receivable	57,00,000/-	Nil

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

Deferred Tax	31st March, 2011	31st March, 2010
Liabilities/(Assets) (Net)		
On account of difference in depreciation as per income tax & books.	1,90,557/-	1,71,321/-

14. 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
CLB & Associates
Chartered Accountants
S. Sarupria
Partner
M. No.: 35783
Mumbai : May 30, 2011

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, 2011

	2010-2011 Rupees	2009-2010 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) Before Tax extra- Ordinary items	1,08,60,301	88,78,242
Adjustments for :		
Depreciation	1,77,274	1,96,280
Profit on Sale of Investment	(1,69,00,537)	(1,53,29,662)
Miscellaneous w/off	44,200	44,200
Profit on sale of assets	-	-
Cash inflow/(Outflow) before working capitals charges	(58,18,763)	(62,10,940)
Adjustments for :		
(Increase)/ Decrease in Other Current Assets	(73,72,628)	5,00,46,198
(Decrease)/Increase in Current liabilities	6,03,772	(1,98,32,411)
Cash used in operating activities	(1,25,87,619)	2,40,02,847
Direct Taxes (paid)/Tax Refund received.	(11,00,000)	(1,33,32,340)
Net cash used in operating activities "A"	(1,36,87,619)	1,06,70,507
B. CASH FLOW FROM INVESTING ACTIVITIES		
Profit on sale of Investment	1,69,00,537	1,53,29,662
Acquisition of fixed assets	-	-
Sale of fixed assets	-	-
Investments in Subsidiary	(3,34,63,767)	2,00,000
Investments in others	12,35,05,774	(12,37,42,168)
Net cash from investing activities "B"	10,69,42,544	(10,82,12,506)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Shares	-	-
Unsecured Loans	(9,89,52,303)	(15,13,77,919)
Dividend paid	(37,75,000)	(37,75,000)
Corporate dividend tax	(6,41,561)	(6,41,561)
Net cash used in financing activities "C"	(10,33,68,864)	(15,57,94,480)
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(1,01,13,938)	(25,33,36,478)
CASH AND CASH EQUIVALENTS		
Opening	1,31,33,610	26,64,70,088
Closing	30,19,671	1,31,33,610
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	(1,01,13,938)	(25,33,36,478)

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 30, 2011

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		31-03-2011		31-03-2010	
		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	20,17,88,080	-	30,07,40,383	-
	(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		64,08,378		23,11,839
(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		-		-

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :	31-03-2011		31-03-2010	
		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	26,44,03,000	26,44,03,000	28,37,88,756	23,09,39,233
	(b) Companies in the same group	-	-	-	-
	(c) Other related parties	-	-	-	-
	2. Other than related parties	6,12,91,613	16,30,06,841	18,37,09,291	28,65,12,615
	Total	32,56,94,613	42,74,09,841	46,74,98,047	51,74,51,848
(8)	Other information				
	Particulars	31-03-2011 Amount		31-03-2010 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 30, 2011

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="464973"/>	Total Assets	<input type="text" value="464973"/>
Source of Funds:			
Paid up Capital	<input type="text" value="37750"/>	Reserves & Surplus	<input type="text" value="209267"/>
Secured Loans	<input type="text" value="NIL"/>	Unsecured Loans	<input type="text" value="201788"/>
Application of Funds:			
Net Fixed Assets	<input type="text" value="2573"/>	Investment	<input type="text" value="427410"/>
Net Current Assets	<input type="text" value="18770"/>	Misc. Expenditure	<input type="text" value="243"/>
Accumulated Losses	<input type="text" value="NIL"/>		

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

Turnover (including other income)	<input type="text" value="30482"/>	Total Expenditure	<input type="text" value="19621"/>
Profit(+)/Loss(-) Before Tax	<input type="text" value="10860"/>	Profit(+)/Loss(-) After Tax	<input type="text" value="8741"/>
Earnings per share in Rs.	<input type="text" value="2.32"/>	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 30, 2011

**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 Financial Advisors Private Limited (INFAPL)
IndiaNivesh Investment Advisors Private Limited (INIAPL)
IndiaNivesh Fund Managers Private Limited (INFMPL) (Step Down Subsidiary)

Financial Year of the Subsidiary Companies end on : March 31, 2011

[Rs.: in Lakhs]

	INSPL	SMTPL	INFAPL	INIAPL	INFMPL (Step down subsidiary)
1. The Paid-up Capital of subsidiaries held by IndiaNivesh Limited	1,300.00 (100.00%)	1.00 (100.00%)	438.03 (100.00%)	5.00 (100.00%)	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, 2011	61.49	63.09	0.47	(0.60)	-
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Limited	613.41	5.91	0.59	-	-
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, 2011	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

Place: Mumbai
Date: May 30, 2011

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

**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 2011, 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 companies Siddhi Multi-Trade Pvt. Ltd. and IndiaNivesh Financial Advisors Pvt. Ltd. (Formerly known as IndiaNivesh Management Consultants Pvt. Ltd.) Whose financial statements reflect total assets of Rs. 3898.33 lacs as at 31st march 2011 and total revenue of Rs.488.05 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, 2011; 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.
 - © 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 : 30th May, 2011

CONSOLIDATED BALANCE SHEET AS AT 31TH MARCH 2011

	Schedule	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
I. SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
(a) Share Capital	"A"	3,77,50,000	3,77,50,000
(b) Reserves and Surplus	"B"	23,25,95,239	20,09,85,273
(c) Minority interest		(0)	(38,91,801)
(d) LOAN FUNDS	"C"		
Secured Loans		12,58,16,393	13,82,27,976
Unsecured Loans		53,18,29,463	65,73,28,426
(e) DEFERRED TAX LIABILITIES (NET)		44,87,326	32,75,423
Total		<u>93,19,78,421</u>	<u>1,03,36,75,297</u>
II APPLICATION OF FUNDS			
(a) FIXED ASSETS	"D"		
Gross Block		39,00,33,716	32,53,57,578
Less : Depreciation		3,48,81,336	2,80,15,565
Net Block		<u>35,51,52,380</u>	<u>29,73,42,013</u>
(b) INVESTMENTS	"E"	40,08,80,975	51,05,37,793
(c) CURRENT ASSETS, LOANS AND ADVANCES	"F"		
(a) Sundry Debtors		56,04,20,949	37,40,00,261
(b) Cash and Bank Balances		23,52,44,316	13,69,04,767
(c) Loans and Advances		11,94,62,521	18,99,69,817
(d) Closing Stock		1,75,00,000	2,49,719
		<u>93,26,27,786</u>	<u>70,11,24,564</u>
Less: CURRENT LIABILITIES AND PROVISIONS	"G"		
(a) Current Liabilities		72,71,95,402	43,41,74,709
(b) Provisions		3,06,68,871	4,32,45,000
		<u>75,78,64,273</u>	<u>47,74,19,709</u>
NET CURRENT ASSETS		17,47,63,513	22,37,04,856
MISCELLANEOUS EXPENDITURE [To the extent not written off or adjusted]			
Share Issue Expenses	"H"	11,81,553	20,90,635
Total		<u>93,19,78,421</u>	<u>1,03,36,75,297</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 : 30th May, 2011

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

	Schedule	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
INCOME			
Profit on Sale of Investments & Assets		4,92,88,085	7,40,00,002
Sales		3,05,37,087	0
Interest Income		1,08,74,000	1,08,97,612
Other Income	"I"	2,46,78,139	1,16,47,684
Brokerage, Commission & Fees		12,62,00,684	7,41,82,138
Exchange Difference		-	83,183
Closing Stock		1,75,00,000	-
	Total	<u>25,90,77,995</u>	<u>17,08,10,619</u>
EXPENDITURE			
Purchase		3,46,99,010	-
Administrative and Other Expenses	"J"	8,90,15,575	4,83,25,510
Payment to Employees	"K"	5,85,05,096	2,06,25,042
Interest Paid		3,31,87,339	2,12,51,293
Depreciation		1,36,41,171	89,17,278
Loss on Sale of Assets / Shares		-	3,62,187
	Total	<u>22,90,48,191</u>	<u>9,94,81,311</u>
Profit / (Loss) before taxation		3,00,29,804	7,13,29,308
Less: Provision for Taxation		68,22,813	1,49,39,036
Provision for Deferred taxation		15,82,250	7,83,119
Income Tax for Previous year		4,51,453	18,78,809
Profit after taxation		2,11,73,287	5,37,28,344
Less : Minority Interest		-	-
Income attributed to consolidated group		2,11,73,287	5,37,28,344
Add: Balance brought forward from previous year		8,50,31,726	3,01,09,624
Add: Balance B/f of Subsidiaries acquired/ seized during the year		2,27,77,781	-
Amount available for appropriations		12,89,82,794	8,38,37,968
Less : Minority Interest		68,92,557	(68,92,557)
Less: Transfer to General Reserve		8,74,106	(1,58,103)
Less: Transfer to Statutory Reserve Fund		17,48,213	14,40,341
Proposed Dividend		37,75,000	37,75,000
Corporate Dividend tax		6,41,561	6,41,561
Balance carried to Balance Sheet		<u>11,50,51,357</u>	<u>8,50,31,727</u>
Basic and diluted earnings per share (Rs.) (refer note : 4)		5.61	14.23

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

(S. Sarupria)
Partner
M. No. 35783

Dinesh Nuwal
Vice Chairman

Hemant Panpalia
Director

Anil Bafna
Chairman

Rajesh Nuwal
Managing Director

Jinesh Doshi
Company Secretary

Mumbai : 30th May, 2011

'SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

	As at 31-Mar-11 Rupees	As at 31-Mar-10 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 (out of the above, 1675300 Equity shares of Rs. 10/- each are held by Sneh Share & Securities Private Limited, the promoter Company)	3,77,50,000	3,77,50,000
Share Application Money	-	-
	<u>3,77,50,000</u>	<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	1,09,06,093	
Add: Balance brought forward of Subsidiaries acquired during the year	-	-
Addition during the year	<u>8,74,106</u>	1,09,06,093
Capital Reserve	-	10,91,768
Statuary Reserve Fund:		
Balance as per last Balance Sheet	86,18,185	-
Addition during the year	<u>17,48,213</u>	86,18,185
Share Premium A/c.	9,49,87,500	9,49,87,500
Profit of subsidiary on Sale of Assets		
Balance in Profit and Loss Account	<u>11,51,11,142</u>	<u>8,50,31,727</u>
	<u>23,25,95,239</u>	<u>20,09,85,273</u>
SCHEDULE "C" : LOAN FUND		
Secured Loan		
From Bank	12,45,73,188	13,73,21,426
From Financial Institutions	<u>12,43,205</u>	<u>9,06,550</u>
	<u>12,58,16,393</u>	<u>13,82,27,976</u>
From Subsidiary Company		
From a Body Corporate- Due on Current Account	53,18,29,463	65,73,28,426
From Promoter		
Unsecured Loan	<u>53,18,29,463</u>	<u>65,73,28,426</u>

SCHEDULE "D" : FIXED ASSETS

Name of Assets	Rate	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK		
		As on 1-Apr-10	Additions during the year	Deduction/ Adj. during the year	As on 31-Mar-11	Upto 1-Apr-10	Depreciation on Assets of Subsidiaries	Provided during the year	Deduction	Upto 31-Mar-11	As on 31-Mar-11	As on 31-Mar-10
Fixed Assets												
Air Conditioner	13.91%	14,53,802	32,16,711	3,46,090	43,24,423	3,34,247	3,02,008	2,878	85,872	5,53,261	37,71,162	11,19,555
Computer	40%	2,88,02,397	1,92,93,106	51,22,618	4,29,72,885	1,63,41,733	85,94,708	6,253	3,90,12,19	2,10,41,475	2,19,31,410	1,24,60,664
Elect.Installation	13.91%	8,79,711	12,83,266	-	21,62,977	2,75,934	1,48,248	-	-	4,24,182	17,38,795	6,03,777
Furniture & Fixtures	18.10%	98,93,466	1,31,43,975	17,88,323	2,12,49,118	26,72,214	16,02,111	4,80,138	4,80,138	37,94,187	1,74,54,931	72,21,252
Office Equipments	13.91%	84,80,421	49,90,665	41,31,385	93,39,701	34,42,084	7,90,237	-	25,11,138	17,21,183	76,18,518	47,90,938
Generator		7,70,504	-	-	7,70,504	4,06,138	-	50,683	-	4,56,821	3,13,683	3,64,366
Plant & Machinery		12,47,809	-	12,47,809	0	4,27,289	-	4,27,289	-	0	0	7,42,783
Office Premises	5%	2,37,00,655	-	-	2,37,00,655	42,42,740	8,48,928	1,17,460	-	52,09,128	1,84,91,527	1,94,57,915
Vehicle		35,87,931	23,34,817	-	59,22,748	4,32,994	11,14,740	-	-	15,47,734	43,75,014	31,54,937
Sign Board		3,20,253	2,34,320	-	5,54,573	70,448	62,917	-	-	1,33,365	4,21,208	2,49,805
CWIP												
Land & Building		24,71,76,021	3,18,60,111	-	27,90,36,132	-	-	-	-	-	27,90,36,132	24,71,76,021
Total		32,63,12,970	7,63,56,971	1,26,36,225	39,00,33,716	2,86,45,821	1,34,63,897	1,77,274	7,40,5656	3,48,81,336	35,51,52,380	29,73,42,103
Previous Year		28,74,34,027	3,98,53,335	19,29,784	32,53,57,578	2,06,02,540	87,20,998	1,96,280	15,04,253	2,80,15,565	29,73,42,013	26,68,31,487

	Year Ended 31-Mar-11 Rupees	Year Ended 31-Mar-10 Rupees
SCHEDULE "E" : LONG TERM INVESTMENT (AT COST)		
	Quoted (Trade)	
Nil (1371417)	Bajaj Hindustan Sugar & Industries Ltd	0
Nil (12081)	Reliance Indl. Infra Ltd	7,83,45,574
Nil (75787)	Aditya Birla Chemical	0
Nil (4000)	Arshiya International	1,24,76,262
Nil (5015)	Astra IDL	0
Nil (5644)	Autoline Ind.Ltd.	71,73,555
691153 (691153)	Bajaj Hindustan Ltd	0
709 (Nil)	Bajaj Corp Ltd.	7,57,183
Nil (5038)	BF Utilities	0
5038 (Nil)	BF Investment	53,47,089
Nil (23601)	Cosmo Films	0
Nil (10000)	Dhampur Sugar Mill	6,87,042
Nil (61500)	Dwarikesh Sugar	14,51,55,477
Nil (51003)	Essel Propack Ltd.	12,98,13,297
Nil (5000)	Greaves	5,15,968
Nil (35000)	Guj Minral Development	0
Nil (50000)	Infomedia India Ltd.	66,51,457
1292 (Nil)	Insectisidies (I) Ltd.	60,15,578
Nil (5000)	Jubilant Organosys	0
3280 (Nil)	J.B.Chemicals	28,56,245
5000 (Nil)	Lloyed Electric & Steels	13,63,627
Nil (10000)	Max India	74,57,132
10000 (Nil)	MBL Infrastructure	26,31,553
5000 (Nil)	Mahindra Forgings Ltd.	15,40,562
Nil (629)	Orissa Sponge Iron	0
Nil (5000)	Parenteral Drugs	55,40,238
25000 (25000)	Provogue India Ltd.	14,77,427
Nil (11769)	PVP Ventures	2,90,971
Nil (10000)	Saber Organic	0
Nil (20000)	Sasken Commu Techn	17,29,984
7000 (7000)	Sir Shadilal Enterprises Ltd.	3,21,537
Nil (29703)	Tantia Const Ltd.	4,40,194
Nil (50000)	Time Technoplast	0
Nil (15000)	Uttam Galva	22,47,321
Nil(12228030)	Luminaire Technologies Limited	24,22,986
5000(5000)	Equity Shares of Archies Greeting	5,45,846
3886(3886)	Equity Shares of Asian Electronics	0
881806(881806)	Equity Shares of Bajaj Hindustan Ltd	2,16,885
Nil(2138471)	Bajaj Hindustan Sugar & Industries Ltd	11,50,127
950(950)	Equity Shares of Empire Industries	15,41,896
250(250)	Equity Shares of Ferrow Alloys	0
440(440)	Equity Shares of Grasim Industries	5,63,986
251(Nil)	Equity Shares of Ultratech Cements	7,30,940
100000(Nil)	Equity Shares of GTL Ltd.	40,13,054
97900(223923)	Equity Shares of Oudh Sugar Mills	12,56,387
Nil (15030)	Equity Shares of Pratibha Industries	0
78185 (670244)	Equity Shares of Provogue India Ltd.	43,80,308
500 (Nil)	Equity Shares of Varun Industries	25,55,050
	0	20,08,435
	0	0
	0	1,80,079
	0	68,129
	13,57,89,963	10,86,85,240
	0	2,49,78,434
	6,13,575	6,13,575
	0	9,014
	0	13,38,360
	7,59,787	0
	4,07,78,504	4,07,78,504
	44,20,431	44,20,431
	0	57,07,539
	32,79,358	2,99,92,025
	0	21,333
	<u>34,41,48,459</u>	<u>50,33,05,278</u>

	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees	
In Subsidiary Company			
Unquoted			
13000000(13000000)	IndiaNivesh Securities Private Limited Equity Shares of Rs. 10/- each, fully paid up.	0	0
10000(10000)	Siddhi Multi-trade Private Limited Equity Shares of Rs. 10/- each, fully paid up.	0	0
4380300(5000)	IndiaNivesh Management Consultants Private Limited Equity Shares of Rs. 10/- each, fully paid up.	0	0
50000(Nil)	IndiaNivesh Investment Advisors Pvt. Ltd. Equity Shares of Rs. 10/- each, fully paid up.	0	0
	Total Investments in Subsidiary Company	<u>0</u>	<u>0</u>
Other Investment			
1500000(Nil)	Ladderup Finance Ltd (Convertible Warrant of Face Value of Rs. 10/- each at a premium of Rs. 20/-)	4,50,00,000	0
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	45,35,015	45,35,015
58000(14500)	Vadodara Stock Exchange Ltd. Equity Shares of Rs. 10/- each, fully paid up.	26,97,000	26,97,000
400000(Nil)	Paridhi Properties Limited Equity Shares of Rs. 10/- each, fully paid up.	40,00,000	40,00,000
	Investment in Debts Assets	<u>5,00,000</u>	<u>0</u>
	Total Investments	<u>5,67,32,515</u>	<u>72,32,515</u>
		<u>40,08,80,974</u>	<u>51,05,37,793</u>
SCHEDULE "F" : CURRENT ASSETS, LOANS AND ADVANCES			
A. Sundry Debtors (Unsecured considered good)			
	Over Six Months	30,04,197	7,36,065
	Others	<u>55,74,16,752</u>	<u>37,32,64,196</u>
		<u>56,04,20,949</u>	<u>37,40,00,261</u>
B.Cash and bank balance:			
With scheduled Bank:			
	On current account	6,82,55,138	2,27,97,376
	On Fixed Deposit Account	16,56,46,074	11,21,62,854
	On dividend account	6,99,763	4,91,446
	Cash in Hand	<u>6,43,341</u>	<u>14,53,092</u>
		<u>23,52,44,316</u>	<u>13,69,04,767</u>
C.Loans and advances: (Unsecured considered good)			
	Loans to Body Corporates	61,58,300	0
	Loans to Others	12,000	15,94,128
	Advance Income Tax	3,28,10,434	5,12,75,306
	Advances recoverable in cash or in - kind or for value to be received	45,00,000	6,62,34,613
	Deposits with DSCX	0	0
		<u>2,38,078</u>	<u>2,38,078</u>

	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
Other Deposits	5,69,96,918	4,31,32,157
Share Application Money Paid	0	0
Other Current Assets	1,87,46,791	91,33,007
	<u>11,94,62,521</u>	<u>18,99,69,817</u>
D. Inventory	1,75,00,000	2,49,719
(Total A+B+C+D)	<u>93,26,27,786</u>	<u>70,11,24,564</u>
SCHEDULE "G" : CURRENT LIABILITIES AND PROVISIONS		
a) Current Liabilities :		
Unclaimed amount for redemption of- Preference shares	4,400	4,400
Sundry Creditors	70,16,64,660	42,05,05,363
Sundry Creditors for Exp.	15,89,905	11,44,327
Overdraft from HDFC bank Ltd.	0	0
Unclaimed Dividend	6,91,815	4,80,805
TDS Payable	8,23,871	10,88,042
Liabilities for Purchase of Assets (HC)	0	0
Liabilities for Purchase of Assets (Others)	0	25,00,000
Advance Rent Received	1,00,000	0
Other Current Liabilities	2,23,20,751	84,51,772
	<u>72,71,95,402</u>	<u>43,41,74,709</u>
b) Provisions:		
Provision for Taxation	2,62,52,310	3,88,28,439
Provision for FBT	0	0
Service Tax Payable	0	0
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,41,561	6,41,561
	<u>3,06,68,871</u>	<u>4,32,45,000</u>
	<u>75,78,64,273</u>	<u>47,74,19,709</u>
SCHEDULE 'H' : MISCELLANEOUS EXPENDITURE		
[To the extent not written off or adjusted]		
Share Issue Expenses	11,81,553	20,90,635
Preliminary Expenses	11,81,553	20,90,635
	<u>11,81,553</u>	<u>20,90,635</u>
SCHEDULE "I" : OTHER INCOME		
Misc. Income	4,24,596	2,06,693
Rent Recd.	11,34,916	2,29,000
Dividend	19,84,216	21,79,995
Speculation Profit / Loss on shares	21,650	22,75,747
DP Charges Estock	34,63,574	21,63,173
Penalty Charges	1,76,46,169	32,63,862
Balance w/Back	2,46,75,121	1,03,18,470
	<u>2,46,75,121</u>	<u>1,03,18,470</u>

	As at 31-Mar-11 Rupees	As at 31-Mar-10 Rupees
SCHEDULE "J" :ADMINISTRATIVE AND OTHER EXPENSES		
Audit fees	1,48,240	4,42,362
Legal & Professional charges	1,35,60,649	80,38,759
Miscellaneous Expenses	<u>7,52,46,900</u>	<u>3,98,44,389</u>
	<u>8,89,55,789</u>	<u>4,83,25,510</u>
SCHEDULE "K" :PAYMENT TO & PROVISION FOR EMPLOYEEES		
Salary & Bonus	5,30,97,178	1,61,83,482
Employers cont. to ESIC	4,18,552	15,179
Employers cont. to P.F.	9,88,614	4,99,069
Performance Incentive	2,100	8,694
P.F.Administration Charges	0	1,353
Gratuity	6,99,586	1,75,861
Food & Beverages	0	4,85,619
Director's Remuneration	32,99,066	32,55,785
	<u>5,85,05,096</u>	<u>2,06,25,042</u>

SCHEDULE "L" : NOTES TO ACCOUNTS

Significant Accounting Policies & Notes to Accounts:

I. 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. **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.
4. **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..
5. **INVENTORIES**: Inventories are valued at cost or net realisable value whichever is lower (determined on weighted/ moving average basis)
6. **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.
7. **EMPLOYEE BENEFIT** : Company does not have any benefits plans to its employee so far.
8. **CONTINGENT LIABILITIES** : Contingent liabilities are not provided for in the accounts and are separately disclosed in the Notes on Accounts.

A. 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:

Name of the Company	Country of Incorporation	Holding	Financial year ends on
IndiaNivesh Securities Pvt. Ltd.	India	100.00%	31.03.2011
Siddhi Multi-Trade Pvt. Ltd.	India	100.00%	31.03.2011
IndiaNivesh Management Consultants Pvt. Ltd.	India	100.00%	31.03.2011
IndiaNivesh Investment Advisors Pvt. Ltd.	India	100.00%	31.03.2011

2. Contingent Liabilities: -

- a. Corporate Guarantee given to Banks on behalf of IndiaNivesh Securities Private Limited (a subsidiary company of IndiaNivesh Limited), in respect of Bank Guarantee facility availed by it Rs. 42,50,00,000/- (Previous year Rs. 35,00,00,000/-)
- b. In respect of bank guarantees by IndiaNivesh Securities Private Limited, a subsidiary company, to stock exchanges Rs.42,50,00,000/- (Against Fixed Deposits of Rs.13,14,55,021) (Previous year Bank Guarantee of Rs. 30,00,00,000/- against Fixed Deposits of Rs. : 10,50,00,000)

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

4. Earning per Share:

	31.3.2011	31.3.2010
Profit/ (Loss) After Tax	2,11,73,287/-	5,37,28,344/-
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.)	5.61	14.23

5. Payment to Auditor: -

Particulars	31.3.2011	31.3.2010
Audit Fees	1,42,725/-	4,20,302/-
Certification & others	13,236/-	39,729/-

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

	31.3 2011	31.3 2010
Salary	16,16,250/-	15,77,095/-
Allowances & Perquisites	16,82,816/-	16,78,690/-
Contribution to Provident fund & other Funds	50,028/-	49,835/-
Leave Encashment	36,953/-	31,503/-
Total	33,86,047/-	33,37,123/-

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 owed to small and Medium undertakings as defined under Small Medium Enterprises Development Act, 2006. 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	615	249719	13042	3394857	13657	3613342	Nil	Nil
Previous Year	13458	2325288	70771	5965740	83614	7359228	615	249719

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)

10. Disclosures in receipt of derivative instruments:

(i) Derivative instrument outstanding as at 31st March 2011 – Nil.

(ii) Foreign Currency exposures that are not hedged by derivative instrument as at 31st March 2011 - Nil

11. Cash flow statement for the year ended 31st March 2011 is given in the statement annexed to these accounts as annexure.

12. Related Party Disclosures:

a) Relationship :-

(i) Promotor Group Company:
Sneh Shares & Securities Pvt.Ltd. – Promotor Company.

(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	-	33,86,047/-

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

(i) Payable	Nil	Nil
(ii) Receivable	Nil	Nil

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

Deferred Tax Liabilities	31st March, 2011	31st March, 2010
Depreciation	44,87,326/-	32,75,423/-

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 : May 30, 2011

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	2010-2011 Rupees	2009-2010 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) Before Tax & extra- Ordinary items	3,00,29,804	7,13,29,308
Adjustments for :		
Depreciation	1,36,41,171	89,17,278
Profit on Sale of Investment	(4,92,88,085)	(7,40,00,002)
Miscellaneous w/off	(3,39,911)	(1,69,788)
Exchange loss on fixed assets	-	13,344
Exchange Difference	-	(83,183)
Loss on sale of assets/share	-	3,62,187
Cash inflow/(Outflow) before working capitals charges	(59,57,021)	63,69,145
Adjustments for :		
(Increase)/ Decrease in Other Current Assets	(12,82,83,742)	(27,98,27,241)
(Decrease)/Increase in Current liabilities	29,39,42,518	25,19,93,870
Cash used in operating activities	15,97,01,755	(2,14,64,227)
Direct Taxes (paid)/Tax Refund received.	<u>(2,09,50,395)</u>	<u>(1,35,17,951)</u>
Net cash used in operating activities "A"	<u>13,87,51,360</u>	<u>(3,49,82,178)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/ acquisition of fixed assets	(7,63,56,971)	(3,98,53,335)
Sale of fixed assets	-	50,000
Investments in others	12,03,93,050	(21,03,16,202)
Net cash from investing activities "B"	<u>4,40,36,079</u>	<u>(25,01,19,537)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Secured Loan	(1,24,11,583)	9,18,93,995
Unsecured Loans	(11,43,60,076)	(9,07,64,663)
Dividend paid	(37,75,000)	(37,75,000)
Profit on Sale of Investment	4,92,88,085	7,40,00,002
Exchange Difference	-	83,183
Corporate dividend tax	(6,41,561)	(6,41,561)
Net cash used in financing activities "C"	<u>(8,19,00,135)</u>	<u>7,07,95,956</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	<u>10,08,87,304</u>	<u>(21,43,05,759)</u>
CASH AND CASH EQUIVALENTS		
Opening	13,69,04,767	35,12,10,526
Seized off Subsidiary	(21,73,234)	-
Closing	23,56,18,837	13,69,04,767
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	<u>10,08,87,304</u>	<u>(21,43,05,759)</u>

- Note:**
- 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.
 - Direct taxes paid is shown under operating activities and not allocated to investing and financing activities.
 - Luminaire Technologies Ltd, a subsidiary company was no longer a subsidiary w.e.f.31/3/2010, and hence the effect of the same have been given in the current years figure to give true picture of cash flow statement.

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
Hemant Panpalia
Director

Rajesh Nuwal
Managing Director
Jinesh Doshi
Company Secretary

Mumbai : 30th May, 2011

Additional Financial information of subsidiaries for the year ended on 31st March, 2011

	IndiaNivesh Securities Private Limited India (Amount in INR)	Siddhi Multi-Trade Private Limited India (Amount in INR)	IndiaNivesh Financial Advisors Private Limited (Formerly IndiaNivesh Management Consultants Private Limited) India (Amount in INR)	IndiaNivesh Investment Advisors Private Limited India (Amount in INR)	IndiaNivesh Fund Managers Private Limited (Step Down Subsidiary) India (Amount in INR)
A	Capital	1,00,000	4,38,03,000	5,00,000	1,00,000
	- Stock Holders Equity	-	-	-	-
	- Preferred Stock	70,94,853	17,52,363	-	-
B	Reserves and Surplus	34,40,25,856	8,07,677	2,74,521	1,00,000
C	Total Assets	68,05,010	6,13,340	5,515	5,515
D	Total Liabilities	20,86,53,929	4,50,00,000	1,00,000	-
E	Details of Investment				
	(Except in case of investment in subsidiaries)				
F	Turnover	15,68,45,286	6,33,333	-	-
G	Profit before Taxation	97,52,698	67,897	(30,611)	(29,175)
	Provision for Taxation	16,00,000	22,813	-	-
	Provision for deferred tax liabilities	15,64,848	(1,834)	-	-
H	Provision for FBT	-	-	-	-
I	Profit after Taxation	65,87,850	46,918	(30,611)	(29,175)
J	Proposed Dividend	-	-	-	-

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 80th Annual General Meeting of the Company to be held on
Friday, September 30, 2011 at 3.30 p.m. at 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum
Chowpatty, Mumbai 400 007.

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 80th Annual General
Meeting of the Company to be held on Friday, September 30, 2011 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 _____ 2011.

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