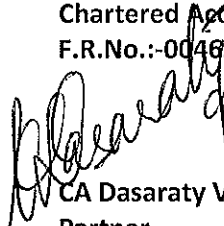


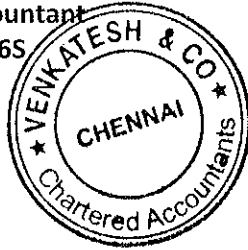
## FORM A

**Format of covering letter of the annual audit report to be filled with the stock exchange**

1.	Name of the Company	ISL Consulting Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable

For, Venkatesh & Co.  
Chartered Accountant  
F.R.No.: 004636S

  
CA Dasaraty V  
Partner  
Membership No. 26336



For ISL Consulting Limited

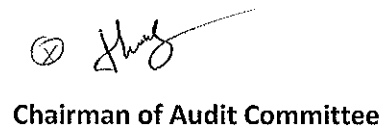


Managing Director

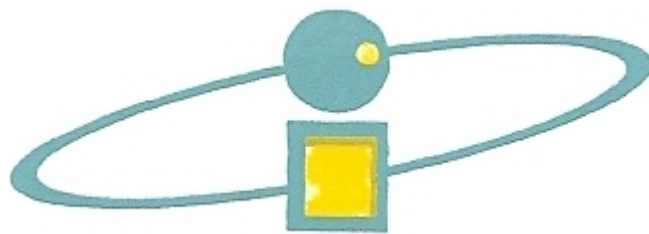
  
Chief Financial Officer



Date: 28.05.2015  
Place: Chennai

  
Chairman of Audit Committee

# **23RD ANNUAL REPORT 2014-15**



**ISL CONSULTING LIMITED**

**BOARD OF DIRECTORS**

Mr. Hitesh C. Kothari	:	Managing Director
Mr. C. K. Kothari	:	Non-Executive Director (up to 23.09.2014)
Ms. Reema C. Kothari	:	Non-Executive Director (w.e.f. 23.09.2014)
Mr. Hasmukh Thakker	:	Independent Director
Mr. Bhavesh Mamnia	:	Independent Director

**COMPANY SECRETARY**

Mr. Mihir Mehta

**REGISTERED OFFICE**

No. 3, Murthy Lane, 1<sup>st</sup> Floor,  
Off. Devaraja Mudali Street, Ratan Bazar,  
Chennai – 600 003

**CIN:** L67120TN1993PLC024144

**CORPORATE OFFICE**

501, 5<sup>th</sup> Floor, Abhijeet-II,  
Above Standard Chartered Bank,  
Nr. Mithakhali Six Road, Ahmedabad – 380 009  
Ph:- 079 – 4003 0351  
Email:- [innogroup@gmail.com](mailto:innogroup@gmail.com)  
Website:- [www.islconsulting.in](http://www.islconsulting.in)

**BANKERS**

Axis Bank Limited  
HDFC Bank Limited  
ICICI Bank Limited

**AUDITORS**

M/s. Venkatesh & Co.  
Chartered Accountants  
“Sri Ranga”, New No. 151, Mambalam High Road,  
T. Nagar, Chennai – 600 017

**REGISTRAR & TRANSFER AGENT (RTA)**

M/s. Purva Sharegistry (India) Pvt. Ltd.  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,  
Mumbai – 400 011  
Ph:- 022 – 23016761; Fax:- 022 – 23012517  
Email:- [busicomp@gmail.com](mailto:busicomp@gmail.com)  
Website:- [www.purvashare.com](http://www.purvashare.com)

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**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has by its circulars no. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively permitted companies to send notice / documents including Annual Report to their members electronically as part of “Green Initiative in the Corporate Governance.” To support this green initiative of the Government in full measure, members are requested to register / update their e-mail addresses, in respect of electronics holding with the Depository through their concerned Depository Participants.

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of **ISL CONSULTING LIMITED** will be held on Tuesday, September 29, 2015 at 11:00 a.m. at the registered office of the Company at No. 3, Murthy Lane, 1st Floor, off. Devaraja Mudali Street, Ratan Bazaar, Chennai - 600003 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2015 and the Balance Sheet as on at that date and the Cash Flow for the year ended as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Ms. Reema C. Kothari (DIN: 02698529) as director, who retires by rotation, and being eligible offers herself for re-appointment.
3. To appoint M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad (F.R. No. 119020W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors/Audit Committee in consultation with the Auditors, in place of M/s. Venkatesh & Co., Chartered Accountants, Chennai (F.R. No. 004636S), the retiring Statutory Auditors of the company.

**By order of the Board of Directors**

**Place: Chennai**

**Date: 12/08/2015**

**Regd. Office:**

**No. 3, Murthy Lane, 1<sup>st</sup> Floor,  
Off Devaraja Mudali Street,  
Ratan Bazar,  
Chennai – 600 003  
Tamilnadu.  
CIN: L67120TN1993PLC024144**

**Hitesh C. Kothari  
Managing Director  
(DIN: 01217705)**

### 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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed should reach the company's Registered Office not later than 48 hours before the commencement of the meeting.  
  
A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 22<sup>nd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (Both days Inclusive).

3. Members are requested to note that the Company has changed its Registrar and Transfer Agent (RTA) from M/s. Cameo Corporate Service Ltd. to M/s. Purva Sharegistry (India) Private Limited with effect from 13.02.2014.
4. CS Keyur J. Shah, Practicing Company Secretary (Membership No. : ACS 16687; CP No. 8814) (Address: "HSA", 6-Darpan Society, St. Xavier's Loyola Road, Darpan Six Cross Roads, Ahmedabad-380013) has been appointed as the Scrutinizer to scrutinize the remote e-voting/physical voting process.
5. Members holding shares in physical form are requested to notify the changes in address, if any, to the Company's Registrar and Transfer Agent (RTA) M/s. Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
6. Members intending to require information about the accounts to be approved in the meeting are requested to inform the Company in writing at least 10 days in advance of the Annual General Meeting to enable the management to keep the required information ready.
7. The documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days except Sunday(s) and public holidays, between 11:00 a.m. to 1:00 p.m. up to the date of the meeting.
8. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of the Annual Report while attending the Annual General Meeting.
9. The Annual Report of the Company has been uploaded on the Company's website [www.islconsulting.in](http://www.islconsulting.in)
10. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members a facility of e-voting ("remote e-voting) system. Accordingly, a member may exercise his right to vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for remote e-voting are as under.

**PART A – REMOTE E-VOTING PROCESS:**

1. Open your web browser during the voting period and log on to the remote e-voting Website: [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" to cast your vote(s).
3. Please enter User ID –
  - a. For account holders in CDSL :- Your 16 digits beneficiary ID
  - b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 digits Client ID

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Enter the image verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax department. a. For members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. b. In case of sequence number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (3).</li></ul>

7. After entering the details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on the EVSN of the Company i.e. **150820033** to vote.
10. On the voting page, you will see "Resolution Description" and against the same the option 'YES/NO' for voting. Select the relevant option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the "Resolution File Link" if you wish to view the entire resolution details.
12. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
13. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

15. If demat account holder has forgotten the login password then enter the USER ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
16. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate and Custodians respectively. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details, they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. They should also upload a scanned copy of Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
17. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **PART B - COMMENCEMENT OF REMOTE E-VOTING PERIOD AND OTHER REMOTE E-VOTING INSTRUCTIONS**

1. The remote e-Voting period commences on 25.09.2015 (9:00 AM) and ends on 28.09.2015 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 22.09.2015 may cast their vote electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company.
3. CS Keyur J. Shah, Practicing Company Secretary (Membership No. : ACS 16687; CP No. 8814) (Address: "HSA", 6-Darpan Society, St. Xavier's Loyola Road, Darpan Six Cross Roads, Ahmedabad-380013) has been appointed as the Scrutinizer to scrutinize the remote e-voting/physical voting process.
4. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.islconsulting.in](http://www.islconsulting.in) and on the website of CDSL <https://www.evotingindia.com> within three days after the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company and shall also be communicated to Stock Exchange where the shares of the company are listed.
5. The resolutions shall be deemed to be passed on the date of AGM, subject to receipt of sufficient votes.
6. For members holding shares in physical form, the password and default number can be used only for remote e-voting on the resolutions given in the notice.
7. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to

- [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of Board Resolution/Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
8. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL remote e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
9. In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**CONTACT DETAILS**

1. **Company** : ISL Consulting Limited (CIN: L67120TN1993PLC024144)
2. **Registered Office** : No. 3, Murthy Lane, 1<sup>st</sup> Floor, Off. Devaraja Mudali Street, Ratan Bazar, Chennai – 600 003
3. **Correspondence Office** : 501, 5<sup>th</sup> Floor, Abhijeet – II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad – 380 009  
Email ID: [innogroup@gmail.com](mailto:innogroup@gmail.com)
4. **Registrar & Transfer Agent** : M/s. Purva Sharegistry (India) Pvt. Ltd.  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai – 400 011  
Email ID: [busicomp@gmail.com](mailto:busicomp@gmail.com)
5. **Remote E-Voting Agency** : Central Depository Services (India) Limited  
Email ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
6. **Scrutinizer** : CS Keyur J. Shah  
Practicing Company Secretary  
Email ID: [cs.keyurshah@gmail.com](mailto:cs.keyurshah@gmail.com)

**ANNEXURE TO THE NOTICE****Details of Director seeking re-appointment at the Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)**

<b>Name</b>	Ms. Reema C. Kothari (DIN: 02698529)
<b>Date of Birth</b>	July 07, 1984
<b>Qualification</b>	B.C.A.
<b>Experience</b>	Ms. Reema C. Kothari is appointed as Non-Executive Director on Board of the Company. She has a vast knowledge in the field of IT. She is looking after administration and HR activities.
<b>No. of Shares held in the company</b>	354430 Equity Shares
<b>Directorships held in other public limited companies</b>	NIL
<b>Chairman/Member of Committees in other Public Limited Companies</b>	NIL

## DIRECTORS' REPORT

**Dear Members,**

Your Directors are pleased to present the 23<sup>rd</sup> Annual Report along with the Audited Accounts of the Company for the financial year ended on 31st March, 2015.

### FINANCIAL HIGHLIGHTS:

*(Rupees in Lacs)*

Particulars	Year ended 31-03-2015	Year ended 31-03-2014
Gross Profit/(Loss) before Depreciation	31.73	12.10
Less: Depreciation	(1.95)	(0.44)
Profit /(Loss) for the year	29.78	11.66
Profit/(Loss) after tax for the year	23.21	9.26
Balance Carried forward to Balance Sheet	23.21	9.26
Earning Per Share in Rs.	0.19	0.08

### DIVIDEND:

In view to strengthen the position of the company, your company has decided to plough back the profits in the company and hence do not recommend any dividend for the financial year 2014-15.

### AMOUNT TRANSFER TO RESERVES AND SURPLUS:

The Board has recommended a transfer of Rs.23,20,696/- to Reserves and Surplus account.

### CHANGE IN NATURE OF BUSINESS:

There is no change in the nature of business of the Company for the year under review.

### MATERIAL CHANGES AND COMMITMENTS:

During the year under review, company has sold 82,800 equity shares of Rs.10/- each of M/s. Invincible Natural Resources Pvt. Ltd. which were held as investment in the name of the company worth Rs.8,28,000/-. There is no other material change and/or commitment was occurred during the year under review which significantly affects the financial position of the company.

### REGULATORY ORDERS:

During the year under review, no significant or material order was passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### INTERNAL FINANCIAL CONTROL:

As per provisions of the Companies Act, 2013, the company has implemented Internal Financial Control system. The Board regularly reviews the effectiveness of the controls and takes necessary actions to make its running in smooth manner. This internal control includes review of bank accounts on monthly basis, monthly review of creditors / debtors accounts, preparation of quarterly profit and loss accounts and balance sheet, review of periodical cash flow statements showing utilization of funds, etc. Based on

the review of this evaluation, there have been no significant transactions / events during the year that have materially affected our internal financial control system.

**PUBLIC DEPOSITS:**

During the year ended on 31<sup>st</sup> March, 2015, the Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013 (earlier Section 58A of the Companies Act, 1956) read with Companies (Acceptance of Deposits) Rules, 2014 and amendments made thereto.

**LOANS, GUARANTEES AND INVESTMENTS:**

Particulars of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013, during the year under review, are provided in the notes to the financial statement.

**RELATED PARTY TRANSACTION:**

During the year under review, the Company had not entered into any contracts or arrangements with related parties which attracted the provisions of Section 188 of the Companies Act, 2013.

**STATUTORY AUDITORS:**

The Statutory Auditors of the Company, M/s. Venkatesh & Co, Chartered Accountants, Chennai, (F.R. No. 004636S), holds office until the conclusion of ensuing Annual General Meeting and are unwilling to continue as statutory auditors.

The company has received a certificate from M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad (F.R. No. 119020W) stating their appointment, if made, would be within the prescribed limit under Section 139 of the Act and rules made there under. The Board of Directors proposed the members of the company to appoint M/s. Bihari Shah & Co., Chartered Accountants, as the Statutory Auditors of the company for one year.

**AUDITOR'S REPORT:**

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any, appearing in Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors.

**SHARE CAPITAL:**

The paid up Equity Share Capital of the Company as on March 31, 2015 is Rs.12,00,00,000/-. The company neither issued shares with differential voting rights nor granted any stock options or sweat equity.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Particulars relating to conservation of energy and technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 are not applicable to the company. The company does not have any foreign exchange earnings and expenditure.

**CORPORATE SOCIAL RESPONSIBILITY:**

Provisions of CSR are not applicable to the company as the company does not have net worth of Rs. 500 crore or more, or turnover of Rs.1000 crore or more, or a net profit of Rs.5 crore or more during any financial year.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **(1) Board of Directors**

The Board of Directors is comprised of four directors as on March 31, 2015 including one Managing Director, one Non-Executive Director and two Independent Directors.

All the Independent Directors of the company have furnished declarations that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Listing Agreement with the Stock Exchange.

In compliance of the provisions of Section 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013, Mr. Hitesh C. Kothari has been appointed as Managing Director and CEO of the Company with effect from October 01, 2014.

During the year under review, in compliance with the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the company has appointed Mr. Hasmukh M. Thakker and Mr. Bhavesh P. Mamnia as Independent Directors of the Company for a term of five years.

During the year under review, Mr. C. K. Kothari retired from the post of Non-Executive Director of the company from the conclusion of Annual General Meeting held on September 23, 2014. In compliance of the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, company has appointed Ms. Reema C. Kothari as Non-Executive Director of the Company.

### **(2) Board Evaluation**

The Board adopted a formal mechanism for evaluating its performance as well as that of its committees and individual directors. The process was carried out and covered various aspects of the Board functioning such as composition of Board and committees, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgement, governance issues, etc.

### **(3) Meetings of Board of Directors**

Regular Board Meetings are held to discuss business aspects, policies and other matters related to business of the company. The notice of the Board Meeting has been sent well in advance to all the directors of the company. During the year, seven meetings of Board of Directors were convened and held, the details of which are given in the Corporate Governance Report, which is a part of this Annual Report. The gap between two consecutive meetings was not more than one hundred and twenty days.

### **(4) Committees of Board of Directors**

As per requirements of the provisions of Companies Act, 2013 and Rules made there under and as per provisions of Clause 49 of Listing Agreement, the company has formed following committees.

- (a) Audit Committee
- (b) Stakeholders Relationship Committee
- (c) Nomination and Remuneration Committee
- (d) Risk Management Committee

The details of which are mentioned in Corporate Governance Report, which is a part of this Annual Report.

**(5) Vigil Mechanism**

In compliance of provisions of Section 177 of the Companies Act, 2013, the Company has established vigil mechanism for the directors and employees of the company to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The vigil mechanism policy is disclosed on the website of the company.

**(6) Key Managerial Personnel**

Following persons were designated as Key Managerial Personnel during the year.

- |                           |   |                         |
|---------------------------|---|-------------------------|
| (1) Mr. Hitesh C. Kothari | - | Managing Director       |
| (2) Mr. Ankit J. Shah     | - | Chief Financial Officer |
| (3) Mr. Mihir J. Mehta    | - | Company Secretary       |

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Director's Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards have been followed along with the proper explanations with respect to material departures if any;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit/(Loss) of the Company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors have laid down internal financial controls and that such internal financial controls are adequate and operating effectively.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**REMUNERATION:**

The role of Nomination and Remuneration committee is to recommend to the Board the appointment/reappointment of Executive and Non-Executive Directors. The Board has vested powers on the Committee to determine remuneration of the directors and senior management. The remuneration policy is mentioned in the Corporate Governance Report, which is a part of this Annual Report.

**SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, the Board has appointed M/s. Keyur J. Shah & Associates, Practicing Company Secretaries, to undertake Secretarial Audit of the company for the Financial Year 2014-15. The Secretarial Audit Report is attached herewith as **Annexure – A**.

**CORPORATE GOVERNANCE:**

Your Company has always striven to incorporate appropriate standard for good corporate governance. It has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under amended Listing Agreements of the Stock Exchanges with which the company is listed are complied with. A separate report on Corporate Governance is produced as a part of Annual Report. Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges a report on Corporate Governance along with Auditors Certificate of its Compliance is included as part of the this Annual Report.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, is annexed and forms part of the Annual Report.

**EXTRACT OF ANNUAL RETURN:**

As per provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of annual return in Form No. MGT-9 forms part of this report as **Annexure-B**.

**PARTICULARS OF THE EMPLOYEES:**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **Annexure - C**.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their deed appreciation of the dedication and commitment of the employees to the growth of your Company during the year. Your Directors also express their sincere gratitude to the consultants, auditors and shareholders for their continuous patronage and co-operation.

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

**Place: Chennai**

**Date: 12/08/2015**

**Hitesh C. Kothari**  
**Managing Director**  
**(DIN: 01217705)**

**Regd. Office:**  
**No. 3, Murthy Lane, 1<sup>st</sup> Floor,**  
**Off Devaraja Mudali Street,**  
**Ratan Bazar,**  
**Chennai – 600 003 Tamilnadu.**  
**CIN: L67120TN1993PLC024144**

**ANNEXURE – A TO THE DIRECTORS' REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT****For the Financial Year ended March 31, 2015**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
ISL Consulting Limited  
CIN: L67120TN1993PLC024144

We are appointed by the Board of Directors of ISL Consulting Limited (hereinafter called "the Company") to conduct Secretarial Audit for the financial year ended 31<sup>st</sup> March, 2015.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ISL Consulting Limited (hereinafter called the company.) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

**Management's Responsibility for Secretarial Compliances**

The Company's management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations. Our responsibility is to express an opinion on the Secretarial records, Standards and procedures followed by the company with respect to Secretarial Compliances.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ISL Consulting Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under:- During the Audit exercise, we noted that the Company has maintained statutory registers, minute books and has entered transactions in the statutory registers maintained. The company has also established the Whistle Blower Policy and has formed required sub committees as required under the Companies Act, 2013 and the listing agreement with the BSE.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under:- We noted that the Company has complied with the continuous listing requirements under Rule 19A of the SCRA and other compliance under Rule 19(2)(b) of the SCRA.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under:- The Company has duly executed the tri partite agreement with NSDL and CDSL and complied with the requirements under Clause 55A of SEBI (Depositories and Participants) Regulations, 1996.

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing:- There was no Foreign Direct Investment or Overseas Direct Investment or ECB in the Company during the reporting year.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- Continuous and event based reporting was duly made to the Stock Exchanges on dealing of securities beyond the prescribed limits.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992:- The Company had duly closed the trading windows under Regulation 12 and made reporting under Regulation 13 for dealing in securities beyond prescribed limits.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- Not applicable to the Company during the Audit period.
  - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- Not applicable to the Company during the Audit period.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- Not applicable to the Company during the Audit period.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients.
  - (g) The Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- It was noted that the equity shares of the Company were delisted from the Madras Stock Exchange ("MSE") with effect from 19<sup>th</sup> May, 2014 vide letter from MSE dated 19.05.2014 reference number MSE/LD/PSK/731/173/14.
  - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998:- Not applicable to the Company during the Audit period.
- (vi) Direct and Indirect Tax Laws including The Income Tax Act, 1961 and the rules made there under, Service Tax, etc:- The Company has obtained the required registrations under various acts of direct and indirect tax laws and was generally regular in filing the returns/challans with the authorities except one or two incidents where there was a nominal delay of 2-3 days.
- (vii) MCX Rules, Regulations and its Bye Laws:- The Company is a registered broker with MCX. The Company is maintaining the required documents and records as prescribed by MCX and it was noted that the Company duly filed the Annual Compliance Report and Annual Return as prescribed with MCX.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India:- The Company has not adopted the Secretarial Standards during the reporting period being optional in nature.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Ltd.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change in the composition of the

Board of Directors that took place during the period under review was carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and records as per Company policy. However, there were no dissenting members' views noticed in the board minutes for the reporting period.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company has accordingly appointed the internal auditors to take care of internal systems and processes.

Disclaimers:

- a. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
- d. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Place: Ahmedabad**

**Date: 12/08/2015**

**Keyur J. Shah**

**Keyur J. Shah & Associates**

**ACS/FCS No.: 16687**

**C P No.: 8814**

**ANNEXURE – B TO THE DIRECTORS' REPORT****Form No. MGT-9****Extract of Annual Return****As on the Financial Year ended on March 31, 2015**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L67120TN1993PLC024144
Registration Date	:	05/01/1993
Name of the Company	:	ISL Consulting Limited
Category / Sub-Category of the Company	:	Company limited by shares
Address of the Registered Office and Contact details	:	No:3, Moorthy Lane, 1st Floor, Off: Devaraja Mudali Street, Ratan Bazaar, Chennai-600003.
Whether listed company Yes / No	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Purva Sharegistry (India) Pvt Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai – 400011 Ph: 022-23016761

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
Shares Trading and Commodity Broking	66120	100.00%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Name and Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Terra Reserves Determination Technologies Limited Flat No 201& 202, Acropolis Villa, Street No 6, Habsiguda, Hyderabad-500007	U74900TG2009PLC062429	Associate	50%	Section 2(6)

#### IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) AS ON MARCH 31, 2015:

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
Individual/HUF	2307700	0	2307700	19.23	2626353	0	2626353	21.89	2.65
Central Govt.	0	0	0	0	0	0	0	0	0
State Govt.(s)	0	0	0	0	0	0	0	0	0
Bodies Corp.	2238800	0	2238800	18.66	2238800	0	2238800	18.66	0
Bank/FI	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	<b>4546500</b>	<b>0</b>	<b>4546500</b>	<b>37.89</b>	<b>4865153</b>	<b>0</b>	<b>4865153</b>	<b>40.54</b>	<b>2.65</b>
<b>(2) Foreign</b>									
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies-Corp.	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>4546500</b>	<b>0</b>	<b>4546500</b>	<b>37.89</b>	<b>4865153</b>	<b>0</b>	<b>4865153</b>	<b>40.54</b>	<b>2.65</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	606177	45200	651377	5.43	345504	45200	390704	3.26	-2.17
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	175046	1505220	1680266	14.00	218175	1447620	1665795	13.88	-0.12
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5008317	60400	5068717	42.24	4937035	60400	4997435	41.65	-0.59
c) Others (Specify)									
NRI (Repat & Non Repat)	110	0	110	0	557	0	557	0	0
Hindu Undivided Family	2480	1500	3980	0.03	53831	1000	54831	0.46	0.43
Clearing Members	49050	0	49050	0.41	25525	0	25525	0.21	-0.20
<b>Sub-total (B)(2)</b>	<b>5841180</b>	<b>1612320</b>	<b>7453500</b>	<b>62.11</b>	<b>5580627</b>	<b>1554220</b>	<b>7134847</b>	<b>59.46</b>	<b>-2.65</b>
<b>Total Shareholding (B)=(B)(1)+(B)(2)</b>	<b>5841180</b>	<b>1612320</b>	<b>7453500</b>	<b>62.11</b>	<b>5580627</b>	<b>1554220</b>	<b>7134847</b>	<b>59.46</b>	<b>-2.65</b>
<b>C. Shares held by Custodian or GDRs &amp; ADRS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>10387680</b>	<b>1612320</b>	<b>12000000</b>	<b>100</b>	<b>10445780</b>	<b>1554220</b>	<b>12000000</b>	<b>100</b>	<b>0.00</b>

## ii) Shareholding of Promoters

Sr.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Chhaganlal K.Kothari	31400	0.26	0	31400	0.26	0	0
2	Hitesh C. Kothari	765900	6.38	0	765900	6.38	0	0
3	Chandrikaben C. Kothari	200400	1.67	0	200400	1.67	0	0
4	Arti H Kothari	280000	2.33	0	336000	2.80	0	0.47
5	C. K. Kothari	280000	2.33	0	280000	2.33	0	0
6	Reema A. Shah	250000	2.08	0	354430	2.95	0	0.87
7	Hitesh Chhaganlal HUF	500000	4.17	0	500000	4.17	0	0
8	Rajuben K. Kothari	0	0	0	158223	1.32	0	1.32
9	Reem Build Pvt. Ltd.	2050100	17.08	0	2050100	17.08	0	0
10	Kothari Securities Ltd.	51300	0.43	0	51300	0.43	0	0
11	Innovation Software Export Ltd	137400	1.15	0	137400	1.15	0	0
	<b>Total</b>	<b>4546500</b>	<b>37.89</b>	<b>0</b>	<b>4865153</b>	<b>40.54</b>	<b>0</b>	<b>2.65</b>

## iii) Change in Promoters' Shareholding

Sr.	Particulars	Shareholding at the beginning of the year		Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Total Promoters Shareholding	4546500	37.89	24/03/2015	49000	4595500	38.29	4865153	40.54
				25/03/2015	106530	4702030	39.18		
				26/03/2015	107123	4809153	40.08		
				27/03/2015	56000	4865153	40.54		

\*Change in Shareholding is due to purchase of shares from market.

**iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr.	Top 10 Shareholders	Shareholding at the beginning of the year		Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Sanjay Shyamsundar Poddar	1974500	16.45	09/05/2014	(77000)	1897500	15.81	639500	5.33
				16/05/2014	(125000)	1772500	14.77		
				23/05/2014	(125000)	1647500	13.73		
				30/05/2014	(216800)	1430700	11.92		
				06/06/2014	(95200)	1335500	11.13		
				20/06/2014	(110000)	1225500	10.21		
				30/06/2014	(67000)	1158500	9.65		
				25/07/2014	(15000)	1143500	9.53		
				08/08/2014	(45000)	1098500	9.15		
				14/08/2014	(75000)	1023500	8.53		
				29/08/2014	(80000)	943500	7.86		
				09/01/2015	(40000)	903500	7.53		
				16/01/2015	(45000)	858500	7.15		
				06/02/2015	(118000)	740500	6.17		
				13/03/2015	(56000)	684500	5.70		
				20/03/2015	(45000)	639500	5.33		
2	Pravin Dipchand Majithia	0	0.00	27/02/2015	25000	25000	0.21	485800	4.05
				06/03/2015	231700	256700	2.14		
				13/03/2015	172400	429100	3.58		
				20/03/2015	56700	485800	4.05		
3	Deepak Munilalji Hirani	128000	1.07	11/07/2014	134099	262099	2.18	262099	2.18
4	Pinky Vinod Hirani	225000	1.88	-	-	-	-	225000	1.88
5	Vinodkumar Munilalji Hirani	220000	1.83	-	-	-	-	220000	1.83
6	Rajendra Munilal Hirani	214500	1.79	-	-	-	-	214500	1.79
7	Anjana	0	0.00	05/09/2014	40000	40000	0.33	190311	1.59
				19/09/2014	150011	190011	1.58		
				31/12/2014	300	190311	1.59		
8	Ashok M. Jain	0	0.00	05/09/2014	79380	79380	0.66	189780	1.58
				19/09/2014	108600	187980	1.57		
				31/12/2014	1800	189780	1.58		
9	Sangeetha	0	0.00	05/09/2014	179900	179900	1.50	179900	1.50
10	Rekhadevi Rajendra Hirani	175000	1.46	-	-	-	-	175000	1.46

### v) Shareholding Directors and Key Managerial Personnel:

Sr.	For Each of the Director and KMP	Shareholding at the beginning of the year		Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year / at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	<b>DIRECTORS:</b>						
1	Hitesh C. Kothari	765900	6.38	0	0.00	765900	6.38
2	Reema C. Kothari*	250000	2.08	104430	0.87	354430	2.95
3	C. K. Kothari**	311400	2.59	0	0.00	311400	2.59
4	Hasmukh M. Thakker	0	0.00	0	0.00	0	0.00
5	Bhaves P. Mamnia	0	0.00	0	0.00	0	0.00
	<b>KMP:</b>						
1	Ankit J. Shah, CFO	600	0.005	0	0.00	600	0.005
2	Mihir J. Mehta, CS	0	0.00	0	0.00	0	0.00

\* Ms. Reema C. Kothari appointed as director w.e.f. 23.09.2014.

\*\* Mr. C. K. Kothari ceased to be a director w.e.f. 23.09.2014.

### V. INDEBTEDNESS:

Indebtedness of the company including interest outstanding/accrued but not due for payment

	Secured loan excluding deposits	Unsecured loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

## VI. REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lacs)

Sr.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Hitesh C. Kothari	
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	3.91	3.91
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission		
	-as % of profit	0	0
	-others, specify	0	0
5	Others, Please Specify	0	0
	<b>Total (A)</b>	3.91	3.91
	Ceiling as per Act	42.00	42.00

### B. Remuneration to Other Directors: (Rs. In Lacs)

Sr.	Particulars of Remuneration	Name of Director			Total Amount
		Mr. Hasmukh M. Thakker	Mr. Bhavesh P. Mamnia	Ms. Reema C. Kothari	
1	Independent Directors				
	Fees for attending board committee meetings	0.00	0.00	-	0.00
	Commission	0.00	0.00	-	0.00
	Others, please specify				
	<b>Total (1)</b>	<b>0.00</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>
2	Other Non-Executive Directors				
	Fees for attending board committee meetings	-	-	0.00	0.00
	Commission	-	-	0.00	0.00
	Others, please specify				
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>
	Total (B)=(1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00			
	Overall Ceiling as per the Act	42.00			

### C. Remuneration to Other Directors: (Rs. In Lacs)

Sr.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Ankit Shah, CFO	Mr. Mihir Mehta, CS	Total
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	2.88	2.31	5.19
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			
	as % of profit	0.00	0.00	0.00
	others, specify..	0.00	0.00	0.00
5	Others, Please Specify			
	<b>Total</b>	<b>2.88</b>	<b>2.31</b>	<b>5.19</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
<b>B. Directors</b>					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
<b>C. Other Office in Default</b>					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				

## ANNEXURE – C TO THE DIRECTORS' REPORT

**Information pursuant Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) **The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2014-15 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2014-15:**

Name of Director and KMP	Designation	Ratio of remuneration to median remuneration of Employees	% increase in remuneration in the financial year
Mr. Hitesh C. Kothari	Managing Director	1.65	17.82%
Mr. C. K. Kothari*	Non-Executive Director	Nil	N.A.
Ms. Reema C. Kothari**	Non-Executive Director	Nil	N.A.
Mr. Hasmukh M. Thakker	Independent Director	Nil	N.A.
Mr. Bhavesh P. Mamnia	Independent Director	Nil	N.A.
Mr. Ankit J. Shah^	Chief Financial Officer	N.A.	Nil
Mr. Mihir J. Mehta	Company Secretary	N.A.	17.57%

\* Retired as Non-Executive Director w.e.f. September 23, 2014

\*\* Appointed as Non-Executive Director w.e.f. September 23, 2014

^ Appointed as Chief Financial Officer w.e.f. August 28, 2014

- (ii) **The percentage of increase in the median remuneration of employees in the financial year:**  
21.22%

- (iii) **The number of permanent employees on the rolls of the Company:** 8 as on 31<sup>st</sup> March, 2015

- (iv) **The explanation on the relationship between average increase in remuneration and Company performance:**

The average increase in remuneration is related to achievement of annual corporate goal and financial and operational performance of the Company.

- (v) **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

The total remuneration of key managerial personnel's increased by 72.39% in 2014-15 whereas during the year under review, the net profit after tax of the Company is Rs.23.20 Lacs as compared to net profit after tax of Rs.9.26 Lacs in the previous year.

- (vi) **Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014	% Change
Market Capitalization (Rs. In Crores)	18.18	18.14	0.20
PE Ratio	79.74	189.00	(109.26)

- (vii) **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

The market price of the Company's share as on 31<sup>st</sup> March, 2015 was Rs.15.15 on BSE. The

Company has not made any public offer in the recent past and accordingly, comparison of Public Offer Price and the current market price of the Company's shares is not relevant.

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

- (a) Average increase in remuneration of employees excluding KMPs:- 16.40%
- (b) Increase in remuneration of KMPs:- 72.39%
- (c) Increase in salary of KMP is decided based on the Company's financial performance, business and growth of the company. Further, the aforesaid increase in remuneration of KMP is due to appointment of Chief Financial Officer as KMP with effect from 28.08.2014.

**(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:**

During the year under review, the net profit after tax of the Company is Rs.23.20 Lacs as compared to net profit after tax of Rs.9.26 Lacs in the previous year and the increase in remuneration of each key managerial personnel is detailed in clause (i) above.

**(x) The key parameters for any variable component of remuneration availed by the Directors:**

The variable component of remuneration availed by Directors: NIL

**(xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:**

0.94

**(xii) Affirmation that the remuneration is as per the Remuneration policy of the Company:**

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Code of Corporate Governance

Corporate governance is about maximizing shareholder value ethically and on sustainable basis. The Company believes that sound corporate governance is vital for enhancing and retaining investor trust. Your Company's philosophy on Corporate Governance is to ensure transparency in all its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and shareholders (including the minority shareholders).

The Company will continue to focus its resources, strengths and strategies to achieve its vision of brand building, maximizing stakeholders return and developing people to deliver the same, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamentals to the running of the company's business. The Company is complying with the requirements of Corporate Governance as per Clause 49 of the Listing Agreement entered into with the stock exchanges.

### 2. Board of Directors

- (i) The composition of the Board is a mix of Executive and Non-Executive Directors. As on March 31, 2015, the Company comprises of four Directors out of which three directors are Non-Executive Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges.
- (ii) None of the Directors on the Board are Members in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director. The directors have disclosed to the company about the committee positions they occupy in other companies and have notified changes as and when they take place.
- (iii) The names and categories of the Directors on the Board, the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies are given herein below.

Name of Directors	Category	Other Directorship	Details of Committee	
			Chairman	Member
Mr. Hitesh C. Kothari (DIN: 01217705)	Managing Director	0	Nil	Nil
Mr. C.K. Kothari* (DIN: 00996771)	Non-Executive Director	0	Nil	Nil
Mr. Hasmukh M. Thakker (DIN: 03560743)	Independent & Non-Executive Director	0	Nil	Nil
Mr. Bhavesh P. Mamnia (DIN: 02208146)	Independent & Non-Executive Director	2	Nil	Nil
Ms. Reema C. Kothari** (DIN: 02698529)	Non-Executive Director	0	Nil	Nil

\*Mr. C. K. Kothari ceased to be a director with effect from 23/09/2014.

\*\*Ms. Reema C. Kothari appointed as Non-Executive Director with effect from 23/09/2014.

Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit Committee and Stakeholders Relationship Committee.

### 3. Board Procedure

The company has held at least one meeting in every quarter and the maximum time gap between the two meetings was not more than four months. During the year ended 31st March, 2015; seven (07) meetings of the Board of Directors were held on 07-04-2014, 29-05-2014, 28-07-2014, 28-08-2014, 01-10-2014, 14-11-2014, 06-02-2015.

The information as required under Annexure X to Clause 49 of the Listing Agreement is made available to the Board. The agenda points for discussion at the Board meeting are circulated to the Directors in advance. Adequate information is circulated as part of the Board papers and is also available at the Board Meeting to enable the Board to take decisions.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Directors	No. of Board Meetings		Attendance at last AGM
	Held	Attended	
Mr. Hitesh C. Kothari	7	4	No
Mr. C.K. Kothari*	7	1	Yes
Ms. Reema C. Kothari**	7	4	Yes
Mr. Hasmukh M. Thakkar	7	7	Yes
Mr. Bhavesh P. Mamnia	7	7	Yes

\*Mr. C. K. Kothari ceased to be a director with effect from 23/09/2014.

\*\*Ms. Reema C. Kothari appointed as Non-Executive Director with effect from 23/09/2014.

### 4. Committees of the Board

#### A. Audit Committee

During the year under review, the Audit Committee was re-constituted as per provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock exchange. The Audit Committee comprises of three directors, out of which two members namely Mr. Hasmukh M. Thakkar (Chairman) and Mr. Bhavesh P. Mamnia are Independent Directors. Due to resignation of Mr. C.K. Kothari, Mr. Hitesh C. Kothari, Managing Director, is appointed as member of the committee. All members of the Committee are financially literate.

The terms of reference of Audit Committee are revised by the Board to comply with Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### Terms of Reference:

- Reviewing with the management quarterly and annual financial statements before submission to the Board for approval.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Supervising of the Company's financial reporting process and the disclosure of its financial information.
- Reviewing with the management, the statement of uses / application of funds, raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- v) Review and monitor the Auditor's independence and performance and effectiveness of audit process.
- vi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- vii) Reviewing the compliance with Listing Agreement and various other legal requirements concerning financial statements and related party transactions.
- viii) Discussion with internal auditors on any significant findings and follow up thereon.
- ix) Evaluation of internal financial controls and risk management systems.
- x) Scrutiny of inter-corporate loans and investment.
- xi) Valuation of undertakings or assets of the company, wherever it is necessary.
- xii) To review the functioning of the Vigil Mechanism, in case, the same exists.
- xiii) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The composition and attendance of the meeting held during the year under review is as under:

Name of Directors	Designation	No. of Meetings held	No. of Meetings attended
Mr. Hasmukh M. Thakker	Chairman	04	04
Mr. C. K. Kothari*	Member	04	01
Mr. Bhavesh P. Mamnia	Member	04	04
Mr. Hitesh C. Kothari**	Member	04	00

\*Mr. C. K. Kothari ceased to be a member with effect from 23/09/2014.

\*\*Mr. Hitesh C. Kothari appointed as member with effect from 01/10/2014.

The quorum was present at the meetings. During the year under review, the Audit Committee Meetings were held four times on 29-05-2014, 28-07-2014, 14-11-2014 and 06-02-2015.

The Chairman of the committee was present at the last Annual General Meeting held on 23<sup>rd</sup> September, 2014.

The Secretary to the company acts as a Secretary to the Committee.

## B. Nomination and Remuneration Committee

The role of the Remuneration Committee is to recommend to the Board the appointment / reappointment of the Executive and Non-Executive Directors. The Committee has also been vested with the authority to determine the periodic increments in salary and annual incentive of the Executive Directors.

During the year under review, the Committee was re-constituted as per provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock exchange. The Committee comprises of three Non-Executive Directors, out of which two members namely Mr. Hasmukh M. Thakker (Chairman) and Mr. Bhavesh P. Mamnia are Independent Directors. Due to resignation of Mr. C.K. Kothari, Ms. Reema C. Kothari, Non-Executive Director, is appointed as member of the committee.

The Remuneration Committee has been renamed as Nomination and Remuneration Committee and its terms of reference were revised by the Board to comply with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

### Terms of Reference:

- i) Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of directors, key managerial personnel and other employees;
- ii) Identify persons who are eligible to become directors and recommend to the Board their appointment and removal.
- iii) Formulation of criteria for evaluation of Independent Directors and the Board.
- iv) To recommend/review remuneration of Managing Director and Whole time Director / Executive Director based on their performance.
- v) To carry any other function as is required to be implemented by the Board from time to time and / or enforced by any other act, rules or regulations as may be applicable.

During the year under review, the Nomination and Remuneration Committee Meetings was held on 19-07-2014.

The composition and attendance of the meeting held during the year under review is as under:

Name of Directors	Designation	No. of Meetings held	No. of Meetings attended
Mr. Hasmukh M. Thakker	Chairman	01	01
Mr. C. K. Kothari*	Member	01	00
Mr. Bhavesh P. Mamnia	Member	01	01
Mr. Reema C. Kothari**	Member	01	00

\*Mr. C. K. Kothari ceased to be a member with effect from 23/09/2014.

\*\*Ms. Reema C. Kothari appointed as member with effect from 01/10/2014.

### Remuneration Policy:

#### i) Executive Directors:

The Committee decides the remuneration payable to the Managing Director / Executive Director and as approved by the Board of Directors and approved by the members, within the ceiling prescribed under the Companies Act.

#### ii) Non-Executive Directors:

The Committee may decide as and when necessary, to pay remuneration by way of sitting fee to Non-Executive Independent Directors.

### Details of Remuneration:

#### i) Executive Directors:

There is only one Executive Director i.e. Mr. Hitesh C. Kothari who is Managing Director of the Company. During the year, Mr. Hitesh C. Kothari has been paid Rs.3,91,400/- as remuneration by way of salary.

#### ii) Non-Executive Directors:

During the year, no sitting fee paid to Non-Executive and Independent Directors.

### C. Stakeholders Relationship Committee

#### Composition and Attendance:

During the year under review, the Committee was re-constituted as per provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the stock

exchange. The Committee comprises of three directors, out of which two members namely Mr. Bhavesh P. Mamnia (Chairman) and Mr. Hasmukh M. Thakker are Independent Directors and Mr. Hitesh C. Kothari is Executive Director. The composition and attendance of the meeting held during the year under review is as under:

Name of Directors	Designation	No. of Meetings held	No. of Meetings attended
Mr. Bhavesh P. Mamnia	Chairman	10	10
Mr. Hasmukh M. Thakker	Member	10	10
Mr. Hitesh C. Kothari	Member	10	05

The Secretary to the company acts as a Secretary to the Committee. The quorum was present at the meetings. No complaints of any material nature was noticed or received during the year under review.

The Share Transfer and Investors' Grievance Committee has been renamed as Stakeholders Relationship Committee and its terms of reference were revised by the Board to comply with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### **Terms of Reference:**

The Committee supervises the mechanism for redressal of Investor grievances and ensures cordial investor relations. The Committee takes care of the following matters:

- Redressal of Shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividend etc.
- Scrutinize the performance of the Registrar & Share Transfer Agent and recommends measures for overall improvement of the quality of service.
- Any allied matter(s) out of and incidental to these functions and not here in above specifically provided for.

#### **Details of Complaints:**

Quarter-wise summary of Investors' complaints received and resolved during the year under review is as under.

Quarter Period	Complaints pending at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	Complaints pending at the end of the quarter
01.04.2014 to 30.06.2014	NIL	NIL	NIL	NIL
01.07.2014 to 30.09.2014	NIL	NIL	NIL	NIL
01.10.2014 to 31.12.2014	NIL	NIL	NIL	NIL
01.01.2015 to 31.03.2015	NIL	NIL	NIL	NIL

#### **D. Risk Management Committee**

During the year under review, Company has formed Risk Management Committee which comprises of three directors. Mr. Hitesh C. Kothari, Managing Director, is appointed as Chairman of the committee. Mr. Bhavesh P. Mamnia, Independent Director and Ms. Reema C. Kothari, Non-Executive Director are members of the committee.

The Company has established robust risk assessment and minimization procedures, which are reviewed by the committee periodically. The Company has a structure in place to identify and

mitigate the various risks that would be faced by it from time to time.

No meetings of Risk Management Committee were held during the year.

## 5. General Body Meetings

### i) The last three Annual General Meetings were held as follows: -

Financial Year	Venue	Date	Time	No. of Special Resolutions Passed
2013-14	No. 3, Murthy Lane, 1 <sup>st</sup> Floor, Off. Devaraja Mudali Street, Ratan Bazaar, Chennai 600 003	23-09-2014	11.00 a.m.	-
2012-13	No. 3, Murthy Lane, 1 <sup>st</sup> Floor, Off. Devaraja Mudali Street, Ratan Bazaar, Chennai 600 003	26-09-2013	11.00 a.m.	-
2011-12	No. 3, Murthy Lane, 1 <sup>st</sup> Floor, Off. Devaraja Mudali Street, Ratan Bazaar, Chennai 600 003	28-09-2012	11.00 a.m.	2

### ii) Postal Ballot

There were no circumstances necessitating the Company to seek the approval of its members through a Postal Ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014.

## 6. Disclosures

- During the year under review there were no materially significant related party transactions with its promoter, director and management that had a potential conflict with the interest of the Company at large except to the extent duly disclosed in the notes on accounts as enclosed along with this report.
- The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.
- The Company has fulfilled all the mandatory requirements as prescribed in Clause 49 of the Listing Agreements with the Stock Exchanges.
- The Company has put in place an un-codified system through which employees and business associates may report unethical business practices at work place without the fear of reprisal. The Company has set up a direct contact initiative under which all employees/business associates have direct access to the Chairman of the Audit Committee.
- A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The secretarial audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- The CEO/CFO has furnished a Certificate to the Board for the year ended 31<sup>st</sup> March, 2015 in compliance with Clause 49 of the Listing Agreement.
- In compliance with the SEBI regulation on prevention of insider trading, the Company has

instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

viii) There have been no instances of non-compliance on any matter relating to the capital market during the last three years.

## 8. Code of Conduct

The Board has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. The code of conduct is available with the Board of Directors. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. The CEO has affirmed to the Board that this Code of Conduct has been compiled by the Board Members and Senior Management Personnel.

## 9. Means of Communication

The company has promptly reported to the Stock Exchange where the shares of the Company are listed, about all the material information including quarterly, half yearly and annual financial results in the prescribed format.

The quarterly, half yearly and annual financial results and other statutory information were published in 'Trinity Mirror' in English daily and in 'Makkal Kural' in regional language. The company has also posted the same on its website [www.islconsulting.in](http://www.islconsulting.in)

As the quarterly and half yearly financial results are published in leading newspapers as well as posted on the company's website, the results are not sent to the shareholders individually.

## 10. Management Discussion and Analysis Report

The management discussion and analysis report forms part of this report.

## 11. General Shareholders Information

### a) 23<sup>rd</sup> Annual General Meeting

Date : 29<sup>th</sup> day of September, 2015

Time : 11.00 A.M.

Venue : No. 3, Murthy Lane, 1<sup>st</sup> Floor, off. Devaraja Mudali Street, Ratan Bazar, Chennai - 600003

### b) Financial Year / Calender

The Company follows April to March as its Financial Year. The financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
<b>Quarterly results</b>	
Quarter ending on June 30, 2015	On or before August 14, 2015
Quarter ending on September 30, 2015	On or before November 14, 2015
Quarter ending on December 31, 2015	On or before February 14, 2016
Quarter ending on March 31, 2016	Within sixty days from March 31, 2016

**c) Date of Book Closure:**

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 22, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of 23<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on September 29, 2015.

**d) Listing on Exchange:**

Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001

**e) Script Code:**

Bombay Stock Exchange Limited : 511609  
Demat ISIN Number in NSDL and CDSL : INE569B01014

**f) Market Price Data:**

Month	High (Rs.)	Low (Rs.)
April, 2014	17.30	13.75
May, 2014	17.77	13.50
June, 2014	18.39	14.10
July, 2014	19.07	12.75
August, 2014	18.15	12.05
September, 2014	21.00	10.75
October, 2014	17.35	10.20
November, 2014	20.60	12.70
December, 2014	18.00	13.23
January, 2015	22.70	13.20
February, 2015	22.83	12.40
March, 2015	28.65	14.90

**g) Share Transfer / Demat system:**

All the shares related work is being undertaken by our R & T Agent, M/s. Purva Sharegistry (India) Pvt. Ltd., having its office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011. Shares lodged for transfer at the R & T Agent address in physical form are normally processed within 15 days from the date of receipt, subject to the documents been valid and complete in all respect. The requests for dematerialization of shares are processed and the confirmed to the depository by R & T Agent. Investors' grievances are also taken up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange, the half yearly certificates from a Company Secretary in Practice for due compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement.

**h) Distribution of Shareholding:**

**(a) Distribution of Equity Shareholding as on 31st March, 2015**

No. of shares held	No. of share holders	% of Total	No. of Shares	% of Total
<b>Upto-500</b>	8848	94.78	1089490	9.08
<b>501-1000</b>	213	2.28	174182	1.45
<b>1001-2000</b>	140	1.50	190054	1.58
<b>2001-3000</b>	39	0.42	100997	0.84
<b>3001-4000</b>	13	0.14	43735	0.37

<b>4001-5000</b>	7	0.08	31300	0.26
<b>5001-10000</b>	15	0.16	109300	0.91
<b>10001 &amp; above</b>	60	0.64	10260942	85.51
<b>Total</b>	<b>9335</b>	<b>100.00</b>	<b>12000000</b>	<b>100.00</b>

### (b) Dematerialization of Shares and Liquidity

The Company's shares are in compulsory demat segment and as on 31<sup>st</sup> March, 2015, equity shares of the company forming 87.05% of the Company's paid up equity share capital is in dematerialized form. Following is the breakup of shares in physical and demat form as on 31<sup>st</sup> March, 2015.

<b>Particulars</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
No. of Shares in Physical form	1554220	12.95%
No. of Shares in Demat form	10445780	87.05%
<b>Total</b>	<b>12000000</b>	<b>100.00%</b>

### (c) Shareholding Pattern as on 31st March, 2015

<b>Category</b>	<b>No. of Shares held</b>	<b>% of Share Holding</b>
Promoters & Promoter Group	4865153	40.543%
Mutual Fund / UTI	-	-
Banks, Financial Institutions, Insurance Cos.	-	-
FII	-	-
NRI	557	0.004%
Corporate Bodies	390704	3.256%
Clearing Member	25525	0.213%
Indian Public	6718061	55.984%
<b>Total</b>	<b>12000000</b>	<b>100.000%</b>

#### i) Instruments:

The Company has not issued GDRs' / ADRs' / Warrants / Convertible Instruments.

#### j) Address for Correspondence:

**Registered Office :** No. 3, Murthy Lane, 1<sup>st</sup> Floor,  
Off. Devaraja Mudali Street,  
Ratan Bazar, Chennai – 600003

**Corporate Office :** 501, 5<sup>th</sup> Floor, Abhijeet – II,  
Above Standard Chartered Bank,  
Nr. Mithakhali Six Road, Ahmedabad – 380009

#### k) Address for Investor Correspondence:

In case of any query shareholders can contact at:

**Address:** 501, 5<sup>th</sup> Floor, Abhijeet – II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad – 380009, Gujarat.

**Tel** : 079-40030351/352  
**Email** : [innogroup@gmail.com](mailto:innogroup@gmail.com)



Shareholders may also contact Company's Registrar & Transfer Agent at:

**Name** : Purva Shareregistry (India) Private Limited

**Address:** 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011

**Tel** : 022-23016761

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

**Place:** Chennai

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

**Date:** 12/08/2015

**Hitesh C. Kothari**  
**Managing Director**  
**(DIN: 01217705)**

**Regd. Office:**  
**No. 3, Murthy Lane, 1<sup>st</sup> Floor,**  
**Off Devaraja Mudali Street,**  
**Ratan Bazar,**  
**Chennai – 600 003 Tamilnadu.**  
**CIN: L67120TN1993PLC024144**

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**ISL CONSULTING LIMITED**

We have examined the compliance of conditions of Corporate Governance by ISL Consulting Limited ("the Company") for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the relevant Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 the above mentioned Listing Agreement.

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

**Place: Chennai**  
**Date: 28/05/2015**

**For, Venkatesh & Co.**  
**Chartered Accountants**  
**(F. R. No: - 004636S)**

**CA Dasaraty V**  
**Partner**  
**Membership No. 026336**

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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel and these Codes are available on the Company's website. I confirm that the Board and the Senior Management Personnel of the Company have complied with the Code of Conduct in respect of the financial year ended March 31, 2015.

**Place: Chennai**  
**Date: 12/08/2015**

**For, ISL Consulting Limited**

**Hitesh C. Kothari**  
**Managing Director**  
**(DIN: 01217705)**

**CERTIFICATION BY  
CEO/CFO PURSUANT TO CLAUSE 49(IX) OF THE LISTING AGREEMENT**

We, Hitesh C. Kothari, Managing Director & Chief Executive Officer and Mr. Ankit J. Shah, Chief Financial Officer of the Company certify that:

- a) We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2015 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
  - i) There have been no significant changes in internal control over financial reporting during the year;
  - ii) There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements; and
  - iii) There have been no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Chennai**  
**Date: 12/08/2015**

**For, ISL Consulting Limited**

**Hitesh C. Kothari**  
**Managing Director & CEO**

**Ankit J. Shah**  
**Chief Financial Officer**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE

With the positive indications, the expansion noticed in Indian Stock Market. The index climbed from 22k in April, 2014 to 29k towards the end of the financial year. With the stock markets hitting new peaks on a regular basis, the financial year 2014-15 turned out to be a bonanza for investors. Indian stock markets have outshined gold and silver, fetching robust returns for investors in 2014-15. Gold has been on the back-foot over the three consecutive years now vis-à-vis equities after outperforming stock markets for more than a decade.

FY 2014-15 was tough for commodity investors. During the year, gold and silver fell 10% and 15% respectively, while MCX metal index fell 8%. The year witnessed huge fall of around 50% in crude prices too. So overall the commodities market witnessed sharp sell off due to US FOMC Policy. However, for the coming years we may see some upswing in commodity market so it is advisable to take advantage of lower commodity prices.

### OPPORTUNITIES & THREATS/ RISKS & RESOURCES

Our Prime Minister's mission of "Make in India" will open up huge opportunity for commodity market. Lower commodity prices will help industries having lower cost of productions and high volatility may impact the profit and loss of the company.

Short term economic slowdown and slowdown in global liquidity flows may impact investor sentiments and business activities. The industry may see the increased intensity of competition from local and global players.

### RISK MANAGEMENT & INTERNAL CONTROL SYSTEMS

The company has been continuously evaluating its risk management policies and framework to adjust to the continuous changes in the market scenario and the risk environment. It continues to enhance its capabilities in surveillance to make its risk management policies effective and efficient. The company has formed a Risk Management Committee headed by the Managing Director of the Company. The Company has a structure in place to identify and mitigate the various risks that would be faced by it from time to time.

The company has an adequate system of internal controls to ensure accuracy of accounting records and compliance with all laws and rules/regulations. The Company's accounts have been periodically reviewed by the undersigned along with the senior management personnel and the Statutory Auditors. Its effectiveness is assessed regularly through procedures / processes set up by management, covering all critical and important areas. These controls are periodically updated and are subject to review by internal auditors. Post audit reviews carried out to ensure follow up on the observations made by auditors. The audit committee regularly reviews the observations made by auditors.

### DISCUSSION OF FINANCIAL PERFORMANCE

Your Directors are very hopeful to continue the performance of the company and post better results in the forth coming financial year and to add value to the shareholders. The Company is hopeful of improving its turnover and bottom line and hopeful of posting better revenue ahead. Financial Highlights with respect to Operational Performance is as under:

(Figures in Lacs)

Particulars	2014-15	2013-14	2012-13
Total Income	2189.29	9477.16	911.01
Profit before Tax	29.78	11.66	20.31
Profit after Tax	23.21	9.26	16.55
EPS	0.19	0.08	0.14

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
**ISL CONSULTING LIMITED**

### Report on Financial Statements

We have audited the accompanying financial statements of M/s. ISL Consulting Limited ("the Company"), which comprise the Balance Sheet for the year ended as at March 31, 2015 and the statement of Profit and Loss for the year ended on that date along with the Cash Flow statement annexed thereto and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

### Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company for the year ended as at March 31, 2015;
- b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date

**Report on Other Legal and Regulatory Requirements:-**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) 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.
  - b) 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.
  - c) The Balance Sheet and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Financial Statements complies with the Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013.
  - f) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:-
    - i. The company does not have any pending litigations which would impact its financial position;
    - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For, Venkatesh & Co.**  
**Chartered Accountants**  
**F.R.No.:-004636S**

**Place: Chennai**  
**Date: 28/05/2015**

**CA Dasaraty V**  
**Partner**  
**Membership No.026336**

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT****(Referred to in paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our Report of even date)**

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government in terms of Section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company, as we considered appropriate and according to the information and explanations given to us during the course of the audit, we report that,

1.
  - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
2.
  - (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
  - (b) The procedures of physical verification of inventory are followed by the management reasonably and it is adequate in relation to the size of the company and the nature of its business.
  - (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act.
  - (a) In the light of the above (3) we do not comment on the regularity of the payment of principal or interest.
  - (c) There are no dues as explained above.
4. In our opinion and according to the explanations given to us there is adequate internal control system which commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
5. The company has not accepted any deposits from the public.
6. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act for this company.
7.
  - (a) According to the records of the Company and as per the information and explanations given to us, the company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities.
  - (b) There are no pending disputes on account of deposit of statutory dues.

- (c) The company is not required to be transfer any amount to investor education and protection fund as per the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The company have the accumulated losses of Rs.58,51,732/- at the end of the financial year and the company has not incurred any cash loss during the year and immediately preceding year is nil.
9. According to the records of the company, the company has not borrowed from financial institutions or banks. Hence, in our opinion, the question of reporting on defaults in repayment of dues to financial institutions or banks or debentures does not arise.
10. The company has not given guarantee for loans taken by others from Bank or financial institution.
11. As per the records of the company, the company has not obtained any term loans. Hence, comments under the clause are not called for.
12. According to information and explanation furnished to us no fraud on or by the company has been noticed or reported during the year.

**For, Venkatesh & Co.**  
**Chartered Accountants**  
**F.R.No.:-004636S**

**Place: Chennai**  
**Date: 28/05/2015**

**CA Dasaraty V**  
**Partner**  
**Membership No.026336**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

(In Rupees)

	Particulars	Note No	As at 31.03.2015	As at 31.03.2014
	Significant Accounting Policies	1		
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	2	12,00,00,000	12,00,00,000
	(b) Reserves and Surplus	3	(58,51,733)	(74,36,198)
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Deferred Tax Liabilities (Net)	4	-	2,36,580
<b>3</b>	<b>Current Liabilities</b>			
	(a) Trade Payables	5	1,84,728	1,87,833
	(b) Other Current Liabilities	6	27,080	2,16,487
	(c) Short Term Provisions	7	10,31,323	3,62,697
	<b>Total</b>		<b>11,53,91,398</b>	<b>11,35,67,399</b>
<b>II.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	<b>(a) Fixed Assets</b>	8		
	a)Gross Block		51,75,661	51,28,411
	b) Less: Depreciation		50,27,400	40,96,243
	Net Block		1,48,261	10,32,168
	(b) Non- Current Investments	9	41,72,000	50,00,000
	(c) Deferred Tax Asset (Net)	4	31,824	-
	(d) Long-term Loans and Advances	10	59,91,725	47,20,401
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories	11	2,28,11,894	3,54,92,390
	(b) Trade Receivables	12	3,00,74,949	32,149
	(c) Cash and Cash Equivalents	13	33,43,581	78,54,147
	(d) Short Term Loans and Advances	14	-	22,00,001
	(e) Other Current Assets	15	4,88,17,164	5,72,36,144
	<b>Total</b>		<b>11,53,91,398</b>	<b>11,35,67,399</b>

**NOTES TO ACCOUNTS**

Schedules referred to above and notes attached there to form an integral part of Balance Sheet.

This is the Balance Sheet referred to in our Report of even date.

For, Venkatesh & Co.  
Chartered Accountants  
F.R.No.:004636S

CA Dasaraty V  
Partner  
Membership No. 026336  
Place: Chennai  
Date: 28/05/2015

For and on behalf of Board of Directors

Hitesh C. Kothari      Reema C. Kothari  
Managing Director      Director

Mihir Mehta      Ankit J. Shah  
Company Secretary      Chief Financial Officer

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

(In Rupees)

	Particulars	Note No	Year Ended 31.03.2015	Year Ended 31.03.2014
I	Revenue from Operations	16	21,42,26,834	94,34,14,222
II	Other Income	17	47,02,479	43,01,677
III	<b>TOTAL REVENUE (I + II)</b>		<b>21,89,29,313</b>	<b>94,77,15,899</b>
IV	<b>EXPENSES</b>			
	Purchase of shares	18	19,78,45,404	94,54,42,494
	Changes in Inventories	19	1,26,80,496	(35,42,711)
	Employee Benefit Expenses	20	19,11,374	15,47,385
	Finance Costs	21	-	2,66,607
	Depreciation and Amortization Expenses	8	1,94,925	43,780
	Other Expenses	22	33,18,790	27,92,128
	<b>TOTAL EXPENSES</b>		<b>21,59,50,989</b>	<b>94,65,49,683</b>
V	<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>29,78,324</b>	<b>11,66,216</b>
VI	Exceptional Items		-	-
VII	<b>Profit before Extraordinary Items and Tax</b>		<b>29,78,324</b>	<b>11,66,216</b>
VIII	Extraordinary Items			
IX	<b>Profit Before Tax</b>		<b>29,78,324</b>	<b>11,66,216</b>
X	Tax Expense			
	Current Tax		(9,26,033)	(2,08,006)
	Deferred Tax		2,68,404	(32,422)
XI	<b>Profit/(Loss) for the period from Continuing Operations (IX-X)</b>		<b>23,20,696</b>	<b>9,25,788</b>
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		-	-
XV	<b>Profit(Loss) for the Period(XI+XIV)</b>		<b>23,20,696</b>	<b>9,25,788</b>
XVI	<b>Earnings per Equity Share</b>			
	-Basic		0.19	0.08
	-Diluted		-	-

As per our report of even date

For, Venkatesh & Co.  
Chartered Accountants  
F.R.No.:-004636S

CA Dasaraty V  
Partner  
Membership No. 026336

Place: Chennai  
Date: 28/05/2015

For and on behalf of Board of Directors

Hitesh C. Kothari      Reema C. Kothari  
Managing Director      Director

Mihir Mehta      Ankit J. Shah  
Company Secretary      Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

(In Rupees)

Particulars	31.03.2015	31.03.2014
<b>Cash flows from Operating Activities:</b>		
Profit before taxation	29,78,324	11,66,216
Adjustments for:		
Depreciation	1,94,925	43,780
Interest on Secured Loans	-	2,66,607
Interest income	(45,22,059)	(40,03,986)
Dividend income	(1,26,459)	(1,61,669)
<b>Operating profit before working capital changes</b>	<b>(14,75,269)</b>	<b>(26,89,052)</b>
<b>Movements in working capital:</b>		
(Increase)/Decrease in Sundry Debtors	(3,00,42,800)	(27,885)
(Increase)/Decrease in Short Term Loans & Advances	22,00,001	(22,00,001)
(Increase)/Decrease in Inventories	1,26,80,496	(35,42,711)
(Increase)/Decrease in Current Loans & Advances	71,47,656	(38,59,388)
Increase/(Decrease) in Current Liabilities and Provisions	(4,49,919)	(4,66,419)
<b>Cash generated from Operating Activities</b>	<b>(99,39,835)</b>	<b>(1,27,85,456)</b>
Direct Taxes/Appropriations	-	-
<b>Net Cash from Operating Activities</b>	<b>(99,39,835)</b>	<b>(1,27,85,456)</b>
<b>Cash flow from Investing Activities:</b>		
Purchase of Fixed Assets	(47,250)	(84,000)
Interest Received	45,22,059	40,03,986
Purchase of Investments during the year	-	(35,00,000)
Sale of Investments during the year	8,28,000	-
Dividend Income	1,26,459	1,61,669
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>54,29,268</b>	<b>5,81,655</b>
<b>Cash flow from Financing Activities:</b>		
Interest Paid	-	(2,66,607)
<b>Net Cash from / (used) in Financing Activities</b>	<b>-</b>	<b>(2,66,607)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(45,10,567)</b>	<b>(1,24,70,408)</b>
Cash and Cash equivalents at the beginning of the year	78,54,147	2,03,24,555
<b>Cash and Cash equivalents at the end of the year</b>	<b>33,43,581</b>	<b>78,54,147</b>

As per our report of even date

For, Venkatesh & Co.  
Chartered Accountants  
F.R.No.:-004636S

CA Dasaraty V  
Partner  
Membership No.026336

Place: Chennai  
Date: 28/05/2015

For and on behalf of Board of Directors

Hitesh C. Kothari      Reema C. Kothari  
Managing Director      Director

Mihir Mehta      Ankit J. Shah  
Company Secretary      Chief Financial Officer

**Note:-1 - SIGNIFICANT ACCOUNTING POLICIES****1. Basis of preparation of financial statements:-**

The financial statements are prepared under the historical cost conversion, in accordance with Indian generally accepted accounting principles (GAAP), the accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 2013 as adopted consistently by the company except where a newly issued accounting standard requires a change in the accounting policy hitherto in use.

The management evaluates all recently issued or revised accounting standards on an ongoing basis. All income and expenditure are recognized on accrual basis.

**2. Use of Estimates:-**

The preparation of the financial statements in conformity with Indian GAAP requires that the management make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities as on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

**3. Valuation of Stock (AS 2):-**

Inventories are valued in accordance with the method of valuation prescribed by The Institute of Chartered Accountants of India at lower of cost or net realizable value.

**4. Cash Flow Statement (AS 3):-**

Cash flow statement is prepared under "Indirect Method" and the same is annexed.

**5. Fixed Assets:-**

Fixed assets are stated at the cost of acquisition and the value of acquired business assets less accumulated depreciation. Assets costing less than Rs.5,000/- are fully depreciated.

**6. Impairment of Assets:-**

As per accounting standard 28, the company assesses at each balance sheet date whether there is any indication that an asset is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the carrying amount then carrying amount is reduced to recoverable amount. The reduction is treated as impairment and recognized in profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. During the year no such impairment has occurred.

**7. Revenue recognition:-**

Revenue from security services recognized as per agreements entered on accrual basis. Revenue from any other services has been accounted on accrual basis. Interest income is accounted on accrual basis.

**8. Expenditure:-**

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

**9. Depreciation:-**

The depreciation has been provided on the basis of Straight Line Method adopting the rates and the manner as provided in Schedule II of the Companies Act, 2013 as amended.

## 10. Retirement Benefits:-

The company is regular in depositing provident fund. The provision for Gratuity is provided based on Actuarial certificate.

## 11. Taxes on Income:-

Provision is made for income tax on an annual basis, under the tax payable method, based on the tax liability as computed after taking credit for allowances and exemptions. Sufficient future taxable income will be available against which such deferred tax assets can be realized as per AS-22 "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets are recognized on carry forward of losses since there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized as per AS-22 "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.

## 12. Related Party Transaction Disclosure (AS-18):-

Name of the Related Party	Relationship
Hitesh C. Kothari	Managing Director
Terra Reserves Determination Technologies Limited	Associate Company

Nature of Transaction	Managing Director	Associate Company
Directors Remuneration	3,91,400	-
Investment in Share Capital	-	15,00,000
Share Capital	76,59,000	

## 13. Dues to SSI, Micro, Small and Medium Enterprises:-

Sundry Creditors includes amount due to SSI, micro, small and medium enterprises as on 31.03.2015: Rs. NIL (NIL) with available information from Micro, Small and Medium Enterprises regarding their registration with Central/State Government authorities the disclosure as per Section 23 of The Micro Small Medium Enterprises Development Act, 2006 is made.

## 14. Segment Reporting:-

The company is operating in a single segment and the risk and reward is same for the segment in all the location and hence the segment reporting is not applicable to the company.

**For, Venkatesh & Co.**  
Chartered Accountants  
F.R.No.:004636S

**CA Dasaraty V**  
Partner  
Membership No.026336

**Place: Chennai**  
**Date: 28/05/2015**

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

**Hitesh C. Kothari**      **Reema C. Kothari**  
**Managing Director**      **Director**

**Mihir Mehta**      **Ankit J. Shah**  
**Company Secretary**      **Chief Financial Officer**

**NOTES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015 (Rs.)</b>	<b>AS AT 31.03.2014 (Rs.)</b>
<b>Note 2 : Share Capital</b>		
<b>Authorized Capital</b>		
12000000 Equity Shares of Rs.10/- each	12,00,00,000	12,00,00,000
<b>Issued, Subscribed &amp; Paid Up</b>		
12000000 Equity shares of Rs.10/- each	12,00,00,000	12,00,00,000
	<b>12,00,00,000</b>	<b>12,00,00,000</b>
<b>Name of the Shareholder</b>	<b>% Held</b>	<b>% Held</b>
Hitesh C. Kothari	6.38%	6.38%
Reem Build Pvt. Ltd.	17.08%	17.08%
Sanjay Shyamsunder Poddar	5.33%	16.45%
Total No. of Shares which share holders have interest of more than 5% of shares	<b>28.80%</b>	<b>39.92%</b>
<b>Note 3 : Reserve &amp; Surplus</b>		
Balance brought forward from previous year	(74,36,198)	(83,61,986)
Add: Profit for the period	23,20,696	9,25,788
Less: Deduction during the year	(7,36,231)	-
	<b>(58,51,733)</b>	<b>(74,36,198)</b>
<b>Note:- 3.3.1 – The above Deduction in Reserves &amp; Surplus of Rs.7,36,231/- refers to the difference in depreciation rate as per Schedule XIV as per Companies Act, 1956 and Schedule II of the Companies Act, 2013.</b>		
<b>Note 5: Trade Payables</b>		
In respect of -		
Services	1,79,282	1,85,315
Expenses	5,446	2,517
	<b>1,84,728</b>	<b>1,87,833</b>
<b>Note 6 : Other Current Liabilities</b>		
Duties & Taxes	-	2,01,638
TDS Payable	27,080	14,849
	<b>27,080</b>	<b>2,16,487</b>
<b>Note 7 : Short Terms Provisions</b>		
Provision for Tax	9,26,033	2,08,006
Provisions for expenses	1,05,290	1,54,691
	<b>10,31,323</b>	<b>3,62,697</b>
<b>Note 9 : Non Current Investments</b>		
<b>UNQUOTED</b>		
Terra Reserves Determination Technologies Limited	15,00,000	15,00,000
( 1,25,000 shares at the rate of Rs.12/- each fully paid)		
(Face value Rs.10/- each at a premium of Rs.2/-)		
Terra Mining and Mineral Industries Limited	10,00,000	10,00,000
(74,074 shares at the rate of Rs.13.50/- each fully paid)		
(Face value Rs.10/- each at a premium of Rs.3.50/-)		
Invincible Natural Resources Pvt. Ltd.	16,72,000	25,00,000
(1,67,200 shares at the rate of Rs.10/- each fully paid)		
	<b>41,72,000</b>	<b>50,00,000</b>

<b>Note 10 :Long-Term Loans and Advances</b>		
Security Deposits	9,92,248	18,60,429
Fixed Deposits With Banks	49,99,477	28,59,972
	<b>59,91,725</b>	<b>47,20,401</b>
<b>Note 11 : Inventories</b>		
(at cost or net realisable value whichever is lower)	2,28,11,894	3,54,92,390
	<b>2,28,11,894</b>	<b>3,54,92,390</b>
<b>Note 12 : Trade Receivables</b>		
Sundry Debtors	3,00,74,949	32,149
	<b>3,00,74,949</b>	<b>32,149</b>
<b>Note 13 : Cash and Cash Equivalents</b>		
a) Cash on hand	4,37,592	3,13,458
b) Bank balance with schedule bank on current a/c	29,05,989	75,40,689
	<b>33,43,581</b>	<b>78,54,147</b>
<b>Note 14 : Short term Loans and Advances</b>		
ASE Capital Markets Ltd (BSE)	-	22,00,001
	-	<b>22,00,001</b>
<b>Note 15 : Other Current Assets</b>		
Tax Deducted at Source	3,88,800	3,85,757
Other Advances & Deposits	4,84,28,364	5,68,50,387
	<b>4,88,17,164</b>	<b>5,72,36,144</b>

<b>Note 4 : Deferred Tax Asset</b>		
<b>Particulars</b>	<b>Amount</b>	
WDV as per Companies Act, 2013	1,48,261	
WDV as per IT Act, 1956	2,51,252	
	<b>(1,02,990)</b>	
Deferred tax Asset for the year 2014-15	31,824	
Add: Deferred liability for the year 2013-14	2,36,580	
<b>Total Deferred Tax Liability for the year 2013-14</b>	<b>2,68,404</b>	
Total Deferred Tax in Profit & Loss Account	2,68,404	

<b>Notes attached to and forming part of the Profit &amp; Loss Account</b>		
<b>Particulars</b>	<b>AS AT 31.03.2015 Rs.</b>	<b>AS AT 31.03.2014 Rs.</b>
<b>Notes 16 : Revenue from Operations</b>		
Sales of Shares / Commodities	21,42,26,834	94,34,14,222
Other Direct Income	-	-
	<b>21,42,26,834</b>	<b>94,34,14,222</b>
<b>Note 17 : Other Income</b>		
Interest	45,22,059	40,03,986
Dividend Income	1,26,459	1,61,669
Other Income	53,961	1,36,022
	<b>47,02,479</b>	<b>43,01,677</b>

<b>Note 18 : Purchase &amp; Contract Expenses</b>		
Purchases of Shares	19,78,45,404	94,54,42,494
	<b>19,78,45,404</b>	<b>94,54,42,494</b>
<b>Note 19 : Changes In Inventories</b>		
Opening Stock	3,54,92,390	3,19,49,679
Closing Stock	2,28,11,894	3,54,92,390
<b>Changes in Inventories</b>	<b>1,26,80,496</b>	<b>(35,42,711)</b>
<b>Note 20 : Employee Benefit Expenses</b>		
Salary & Wages Expenses	13,41,099	10,47,547
Bonus to Employees	1,40,801	54,800
Staff Welfare Expenses	38,074	82,638
Directors Remuneration	3,91,400	3,62,400
	<b>19,11,374</b>	<b>15,47,385</b>
<b>Note 21 : Finance Costs</b>		
Interest Expenses	-	2,66,607
	-	<b>2,66,607</b>
<b>Note 22 : Other expenses</b>		
Advertisement	1,17,810	1,25,100
Penalty Expenses	7,990	-
Income Tax Expenses	1,000	43,769
Misc Expenses	15,064	12,145
Office Expenses	2,78,120	-
Postage & Telegram	1,08,377	18,233
Power & Fuel	1,44,493	1,17,060
Professional Fees	3,17,809	1,52,225
Rates & Taxes	10,21,141	9,23,797
Rent	5,85,000	7,53,800
Repairs & Maintenance	46,767	74,857
Stationery & Printing Expenses	1,39,949	37,372
Telephone	1,68,552	1,50,910
Travelling Expenses	2,43,262	2,36,230
<b>Payments to the auditor as</b>		
(a) Audit Fee	1,23,456	1,24,158
(b) For other services	-	22,472
	<b>33,18,790</b>	<b>27,92,128</b>

**Depreciation Schedule as per Companies Act 2013 as at 31.03.2015**

**Note 8 - FIXED ASSETS**

(Amount in Rupees)

PARTICULARS	GROSS BLOCK				Rate of Depreciation	DEPRECIATION				NET BLOCK	
	Cost As on 01.04.2014	Addition	Deletion	Cost As on 31.03.2015		Upto 01.04.2014	During the year	Deletion	Up to 31.03.2015	WDV as on 31.03.2015	WDV as on 31.03.2014
Plant & Machinery	2,95,305	-	-	2,95,305	15.80%	2,95,303	-	-	2,95,303	1	1
Furniture & Fixtures	2,16,392	-	-	2,16,392	9.50%	2,04,040	12,351	-	2,16,391	1	12,352
Computer	42,54,014	47,250	-	43,01,264	31.70%	41,41,056	1,24,518	-	42,65,574	35,690	1,12,958
Office Equipment	2,48,409	-	-	2,48,409	19.00%	1,69,851	47,198	-	2,17,049	31,360	78,558
Motor Vehicles	1,14,291	-	-	1,14,291	9.50%	22,225	10,858	-	33,083	81,209	92,066
<b>Total</b>	<b>51,28,411</b>	<b>47,250</b>	<b>-</b>	<b>51,75,661</b>		<b>48,32,475</b>	<b>1,94,925</b>	<b>-</b>	<b>50,27,400</b>	<b>1,48,261</b>	<b>2,95,935</b>

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**ISL CONSULTING LIMITED**  
**CIN: L67120TN1993PLC024144**

Regd Off.:No.3, Murthy Lane, First Floor, Off: Devaraja Mudali Street, Ratan Bazar, Chennai 600003

**ATTENDANCE SLIP**

23RD ANNUAL GENERAL MEETING – TUESDAY, SEPTEMBER 29, 2015.

**DP ID\*** : .....

**Client ID\*** : .....

**Folio No.** : .....

**No. of Shares held** : .....

I / We hereby record my / our presence at 23<sup>rd</sup> Annual General Meeting of the Company on Tuesday, September 29, 2015 at No.3, Murthy Lane, First Floor, Off: Devaraja Mudali Street, Rattan Bazar, Chennai – 600003.

Name of the Shareholder .....

Address of the Shareholder .....  
 .....  
 .....

Signature of the Shareholder.....

NOTE: Shareholders are requested to bring Attendance Slip duly filled in and hand over the slip at the entrance of the meeting venue.

\* Applicable for shares held in electronic form.

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**ISL CONSULTING LIMITED**  
**CIN: L67120TN1993PLC024144**

Regd Off.:No.3, Murthy Lane, First Floor, Off: Devaraja Mudali Street, Ratan Bazar, Chennai 600003

**FORM NO. MGT-11**

**PROXY FORM**

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

CIN : L67120TN1993PLC024144  
Name of Company : ISL Consulting Limited  
Registered Office : No 3, Murthy Lane, 1<sup>st</sup> Floor, Off Devaraja Mudali Street,  
Ratan Bazar, Chennai – 600 003

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No. / Client ID :

DP ID :

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 at 11.00 AM at No. 3, Murthy Lane, 1<sup>st</sup> Floor, Off. Devaraja Mudali Street, Ratan Bazar, Chennai – 600003 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Adoption of Annual Accounts of the Company as on 31<sup>st</sup> March, 2015
2. To appoint Ms. Reema C. Kothari (DIN: 02698529) as director, who retires by rotation, and being eligible offers herself for re-appointment.
3. To appoint M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad (F.R. No. 119020W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company in place of M/s. Venkatesh & Co., Chartered Accountants, Chennai (F.R. No. 004636S), the retiring Statutory Auditors of the company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

<p>Affix Revenue Stamp</p>
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Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.