WILLIAMSON FINANCIAL SERVICES LIMITED

FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2243-5391 / 5393, 033-2210-1221, 033-2248-9434 / 9435
FAX : 91-33-2248-3683, 2248-8114, 2248-6824
E-mail : administrator@mcleodrussel.com
Website : www.williamsonfinancial.in
CIN - L67120AS1971PLC001358

22nd September, 2016

The Secretary,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata – 700 001

By Hand

The Secretary,
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street,
Mumbai – 400 001

By on line submission

Dear Sir,

Annual Report for the Financial Year 2015-16

Attached please find a copy of our Annual Report for the Financial Year 2015-16 as approved at the Annual General Meeting of the Company held on 21st September, 2016.

Thanking you,

Yours faithfully.

Williamson Financial Services Limited

P. Bandyopadhyay
Company Secretary

WILLIAMSON FINANCIAL SERVICES LIMITED

ANNUAL
REPORT
2015-16

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WILLIAMSON FINANCIAL SERVICES LIMITED

BOARD OF DIRECTORS	MR. A. KHAITAN	*Chairman*
	MR. AMRITANSHU KHAITAN	
	MR. T. R. SWAMINATHAN	
	MR. R. S. JHAWAR	
	MR. K. K. BAHETI	
	MR. C. K. PASARI	
	MR. J. HAZARIKA	
	MR. G. SARAF	
	MISS NANDINI KHAITAN	
AUDIT COMMITTEE OF THE BOARD	MR. T. R. SWAMINATHAN	*Chairman*
	MR. R. S. JHAWAR	
	MR. C. K. PASARI	
	MR. J. HAZARIKA	
STAKEHOLDERS' RELATIONSHIP COMMITTEE	MR. R. S. JHAWAR	*Chairman*
	MR. T. R. SWAMINATHAN	
	MR. K. K. BAHETI	
MANAGER	MR. S. R. MUNDHRA	
COMPANY SECRETARY	MR. P. BANDYOPADHYAY	
AUDITORS	MESSRS V. SINGHI & ASSOCIATES	*Chartered Accountants*
BANKERS	HDFC BANK LIMITED	
	ICICI BANK LIMITED	
REGISTERED OFFICE	UDAYAN, HOUSE NO. 147, 2ND FLOOR, GANESHGURI, R. G. BARUAH ROAD, GUWAHATI - 781 005	
KOLKATA OFFICE	FOUR MANGOE LANE SURENDRA MOHAN GHOSH SARANI KOLKATA - 700 001	

Report of the Board of Directors

For the Financial Year ended 31st March, 2016

Your Directors have pleasure in presenting the Annual Report with the audited Accounts of your Company for the Financial Year ended **31st March, 2016.**

ACCOUNTS

The key figures in the results of the Financial Year ended **31st March, 2016** being as under :

	(Rs. in Lakhs) Financial Year 2015- 16	(Rs. in Lakhs) Financial Year 2014 - 15
Revenue from Operations	**2918.18**	**1255.11**
Add : Other Income	**29.77**	**15.87**
Add : Provision for Diminution in the value of Long Term Investments – written back	**-**	**2991.92**
Less : Provision for Diminution in the value of Long Term Investments	**114.77**	-
Less : Expenses	**3455.98**	**1738.05**
Less : Depreciation	**1.36**	**1.89**
Less : Provision for Standard Assets	**20.87**	**9.38**
Profit/(Loss) for the Year before tax	**(645.03)**	**2513.58**
Tax Expenses	**-**	**(0.11)**
Profit /(Loss) After Tax	**(645.03)**	**2513.47**

In view of the loss of the Company no dividend is recommended for the Financial Year 2015-16 and no amount has been transferred to the Reserves.

STATE OF AFFAIRS

During the Financial Fear under review ('this Year') Revenue from Operations has increased from the last Year's figure of Rs.1255.11 Lakhs to Rs.2918.18 Lakhs, i.e., by around 132.50 %. Other income also increased during the same period from Rs.15.87 Lakhs to Rs.29.77 Lakhs.

Enhancement of the finance cost necessitated by increasing business operations coupled with the Provision for Diminution in the Value of Long Term Investments according to the applicable Accounting Standard and Provision for Standard Assets which is the requirement of the applicable RBI Regulation, eventually off set the benefit of the increased turnover for the time being.

As the securities are held strategically on long term basis, i.e., not meant for regular trading operations, the provision for the diminution in its present market value has no tangible effect on the Company's performance during the Year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. K.K. Baheti will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The required particulars in respect of his re-appointment as Director being given in the Notice convening the Annual General Meeting.

STATEMENT BY INDEPENDENT DIRECTORS

Declarations regarding meeting the criteria of independence given under Section 149(6) of the Companies Act, 2013 ('the Act') have been received from Independent Directors in terms of Section 149(7) of the Act.

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return (Form MGT-9) in terms of Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached to this Report as **Annexure – 1**.

NUMBER OF BOARD MEETINGS DURING THE YEAR

During the Financial Year under consideration four Meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state in terms of Section 134(5) of the Act that -

(a) In the preparation of the annual accounts, the applicable Accounting Standardshad been followed and there was no material departure therefrom.

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period.

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors had prepared the annual accounts on a going concern basis.

(e) The existing internal financial controls laid down by the Directors and followed by the Company are adequate and were operating effectively.

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that the same were adequate and operating effectively.

REMUNERATION POLICY

The Remuneration Policy for Directors and Personnel in terms of Section 178 of the Act is given as an attachment vide **Annexure 2** which forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company being an NBFC, Section 186 of the Act does not apply to such transactions of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of the of the related party transaction entered into during the Financial Year under review are given in Form AOC-2 attached to this report as **Annexure -3**.

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

Particulars as per Rule 8(3) of the Companies (Accounts) Rules, 2014 :

A. Conservation of energy : N.A.

B. Technology absorption : N.A.

C. Foreign Exchange earnings and outgo : Nil

RISK MANAGEMENT POLICY

As stated in the last Year's Report , the Risk Management Committee ('the Committee') of the Company developed the Risk Management Policy for the Company's business ('the Policy') which was approved by the Board and monitored by the Committee. Presently, in the opinion of the Board, there is no such element of risk which may threaten the existence of the Company.

CORPORATE SOCIAL RESPONSIBILITY POLICY

As disclosed in the last Year's Report, the Board and the Corporate Social Responsibility Committee ('CSR Committee') of the Company approved a Policy to collaborate with McLeod Russel India Limited as permitted by Rule 4(3) of Companies (Corporate Social Responsibility Policy) Rules, 2014 in respect of CSR Activities / Projects covered by Schedule -VII to the Act.

According to the Policy the CSR Committee and the Board may approve any project / activity covered under Schedule VII to the Act to be undertaken by the Company independently- whenever the Company will be in a position to execute / perform the same at its own or through any trust / society / company .

COMPOSITION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility Committee of the Company consists of Mr. T. R. Swaminathan (Chairman), Mr. R. S. Jhawar and Mr. K. K. Baheti.

SPENDING ON CORPORATE SOCIAL RESPONSIBILITY ('CSR')

No amount could be spent on CSR during the Financial Year 2015-16 as the Company's average Net Profits of the three Financial Years preceding the Financial Year 2015-16 is negative.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee of the Company has four Members, namely,Mr.T. R. Swaminathan (Chairman), Mr. R. S. Khawar, Mr. C. K. Pasari and Mr. J. Hazarika.There has been no single instance of the Board not accepting any recommendation of the Audit Committee during the year under review.

ANNUAL EVALUATION

The Independent Directors evaluated the non-Independent Directors and vice versa against the set parameters as previously agreed by the Board Members on the basis of their individual performances in the Board and Committees.

SIGNIFICANT AND MATERIAL ORDERS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

During the year under review, no significant and material order has been passed by any Regulator or Court or Tribunal impacting the going concern status of the Company and the Company's operations in future.

ESTABLISHMENT OF VIGIL MECHANISM

The Vigil Mechanism in terms of Section 177 of the Act has been established by Board, which is supervised by the Audit Committee.

MANAGEIAL REMUNERATION

Disclosures in respect of Managerial Remuneration in terms of Section 197(12) of the Act read with Rule 5 (1)[saving Rule 5(1)(vii)] of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as **Annexure-4**.

PARTICULARS OF EMPLOYEES

There is no employee qualifying for such disclosure in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and accordingly, no particulars under Rule 5(3) of the said Rules are required to be given.

MARKET CAPITALISATION AND PRICE EARNING RATIO ETC.

Disclosure under Rule 5(1)(vii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197(12) of the Act is given as attachment to this Report as **Annexure-5**.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT

During the Year under review , no case has been filed in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 .

SECRETARIAL AUDIT REPORT

Secretarial Audit Report in terms of Section 294(1) of the Act,is given separately as **Annexure-6** which forms part of this Report.

DISCLOSURE UNDER LODR

Additional disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Corporate Governance Report are given separately, which forms part of this Report as **Annexure –7**.

AUDITORS :

At the 41st Annual General Meeting of theCompany held on 19th September, 2014 Messrs. V. Singhi & Associates, Chartered Accountants were re-appointed the Auditors of the Company from the conclusion of that Meting till the conclusion of the 44th Annual General Meeting of the Company i.e. for the period of three consecutive years in accordance with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 read with Section 139 of the Act. Continuation of their appointment as Auditors is subject to ratification by the Members at the forthcoming Annual General Meeting of the Company in terms of the said Section 139. No fraud has been reported by the Auditors in terms of Section 143(2) of the Companies Act, 2013.

For and on behalf of the Board

Kolkata
Date : 26th May, 2016

A. Khaitan
Chairman

Annexure-1

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L67120AS1971PLC001358
2	Registration Date	17.12.1971
3	Name of the Company	WILLIAMSON FINANCIAL SERVICES LIMITED
4	Category/Sub-category of the Company	NBFC
5	Address of the Registered office & contact details	Udayan House No.147, 2nd Floor, Ganeshguri, R.G. Baruah Road, Guwahati - 781 005 Phone: (033) 2243-5391/5393 2210-1221,2248-9434/9435 Fax: 91-33-2248-3683,2248-8114, 2248-6824 E-mail ID: administrator@mcleodrussel.com, Website : www.williamsnonfinancial.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	Maheshwari Datamatics Private Limited, 6,Mangoe Lane, 2nd Floor, Kolkata - 700 001, Phone No. (033) 2248-2248,2243-5809, Fax: (033) 2248-4787 E-mail ID : mdpldc@yahoo.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investments	642	98.99
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Not Applicable				
2					
3					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	36,778	-	36,778	0.4400%	36,778		36,778	0.4400%	0.0000%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	3,100,701		3,100,701	37.0936%	3,100,701		3,100,701	37.0936%	0.0000%
e) Banks / FI									
f) Any other									
Sub Total (A) (1)	3,137,479	-	3,137,479	37.5336%	3,137,479	-	3,137,479	37.5336%	0.0000%
(2) **Foreign**									
a) NRI Individuals									
b) Other Individuals									
c) Bodies Corp.		2,346,500	2,346,500	28.0711%		2,346,500	2,346,500	28.0711%	0.0000%
d) Any other									
Sub Total (A) (2)		2,346,500	2,346,500	28.0711%		2,346,500	2,346,500	28.0711%	0.0000%
TOTAL (A)	3,137,479	2,346,500	5,483,979	65.6047%	3,137,479	2,346,500	5,483,979	65.6047%	0.0000%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds		2,900	2,900	0.0347%		2,900	2,900	0.0347%	0.0000%
b) Banks / FI		1,855	1,855	0.0222%		1,855	1,855	0.0222%	0.0000%
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies	88,774		88,774	1.0620%	88,774		88,774	1.0620%	0.0000%
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	88,774	4,755	93,529	1.1189%	88,774	4,755	93,529	1.1189%	0.0000%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	279,611	185,853	465,464	5.5683%	284,602	185,853	470,455	5.6280%	1.0723%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	916,900	878,347	1,795,247	21.4765%	854,263	869,255	1,723,518	20.6184%	-3.9955%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	420,253		420,253	5.0275%	494,012		494,012	5.9098%	17.5511%
c) Others (specify)									
Non Resident Indians	100,439	145	100,584	1.2033%	92,298	145	92,443	1.1059%	-8.0937%
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	80	-	80	0.0010%	1200	-	1,200	0.0144%	1400.0000%
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	1,717,283	1,064,345	2,781,628	33.2766%	1,726,375	1,055,253	2,781,628	33.2766%	0.0000%
Total Public (B)	1,806,057	1,069,100	2,875,157	34.3955%	1,815,149	1,060,008	2,875,157	34.3955%	0.0000%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4,943,536	3,415,600	8,359,136	100.00%	4,952,628	3,406,508	8,359,136	100.00%	0.0000%

(ii) Shareholding of Promoter

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change in share holding during the year
		No.of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No.of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Williamson Maknam Limited	2,346,500	28.0711%	-	2,346,500	28.0711%	-	0.0000%
2	McLeod Russel India Limited	1,666,953	19.9417%	-	1,666,953	19.9417%	-	0.0000%
3	Bishnauth Investments Limited	857,498	10.2582%	-	857,498	10.2582%	-	0.0000%
4	Williamson Magor & Co.Limited	576,250	6.8937%	-	576,250	6.8937%	-	0.0000%
5	Amritanshu Khaitan	36,219	0.4333%	-	36,219	0.4333%	-	0.0000%
6	B. M. Khaitan	349	0.0042%	-	349	0.0042%	-	0.0000%
7	Yashodhara Khaitan	200	0.0024%	-	200	0.0024%	-	0.0000%
8	# Estates of Deepak Khaitan	10	0.0001%	-	10	0.0001%	-	0.0000%
	Total :	5,483,979	65.6047%	-	5,483,979	65.6047%	-	0.0000%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	McLeod Russel India Limited						
	At the beginning of the year			1,666,953	19.9417%	1,666,953	19.9417%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat	NIL		NIL	NIL	NIL	NIL
	At the end of the year					1,666,953	19.9417%
2	Williamson Magor & Co.Limited						
	At the beginning of the year			576,250	6.8937%	576,250	6.8937%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat	NIL		NIL	NIL	NIL	NIL
	At the end of the year					576,250	6.8937%

WILLIAMSON FINANCIAL SERVICES LIMITED

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3	Bishnauth Investments Limited						
	At the beginning of the year			857,498	10.2582%	857,498	10.2582%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat	NIL		NIL	NIL	NIL	NIL
	At the end of the year					857,498	10.2582%
4	Yashodhara Khaitan						
	At the beginning of the year			200	0.0024%	200	0.0024%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat			NIL	NIL	NIL	NIL
	At the end of the year					200	0.0024%
5	Deepak Khaitan						
	At the beginning of the year			10	0.0001%	10	0.0001%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat	NIL		NIL	NIL	NIL	NIL
	At the end of the year					10	0.0001%
6	B.M.Khaitan						
	At the beginning of the year			349	0.0042%	349	0.0042%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat)	NIL		NIL	NIL	NIL	NIL
	At the end of the year					349	0.0042%

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
7	Amritanshu Khaitan						
	At the beginning of the year			36,219	0.4333%	36,219	0.4333%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat)	NIL		NIL	NIL	NIL	NIL
	At the end of the year					36,219	0.4333%
8	Williamson Maknam Limited						
	At the beginning of the year			2,346,500	28.0711%	2,346,500	28.0711%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase / decrease (e.g. allotment /transfer/bonus/sweat)	NIL		NIL	NIL	NIL	NIL
	At the end of the year					2,346,500	28.0711%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	BNK Capital Markets Limited						
	At the beginning of the year			167,000	1.9978%	167,000	1.9978%
	Changes during the year			NIL	NIL	NIL	NIL
	At the end of the year					167,000	1.9978%
2	United Machine Co.Limited						
	At the beginning of the year			60,372	0.7222%	60,372	0.7222%
	Changes during the year			NIL	NIL	NIL	NIL
	At the end of the year					60,372	0.7222%
3	United India Insurance Co.Limited						
	At the beginning of the year			46,785	0.5597%	46,785	0.5597%
	Changes during the year			NIL	NIL	NIL	NIL
	At the end of the year					46,785	0.5597%

WILLIAMSON FINANCIAL SERVICES LIMITED

Sl. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	Anushreya Investments Pvt.Limited At the beginning of the year			55,900	0.6687%	55,900	0.6687%
	Changes during the year	12.06.2015	Transfer (Increase)			14,370	0.1719%
		26.06.2015	Transfer (Increase)			1,625	0.0194%
		30.06.2015	Transfer (Increase)			199	0.0024%
	At the end of the year					72,094	0.8624%
5	Anushikha Investments Pvt. Limited At the beginning of the year			63,193	0.7560%	63,193	0.7560%
	Changes during the year			NIL	NIL	NIL	NIL
	At the end of the year					63,193	0.7560%
6	Kinnari Nayan Shah At the beginning of the year			56,272	0.6732%	56,272	0.6732%
		12.06.2015	Transfer (Decrease)			2,600	0.0311%
		26.06.2015	Transfer (Decrease)			100	0.0012%
		21.08.2015	Transfer (Decrease)			670	0.0080%
	At the end of the year					52,902	0.6329%
7	Keswani Haresh At the beginning of the year			50,000	0.5981%	50,000	0.5981%
	Changes during the year			NIL	NIL	NIL	NIL
	At the end of the year					50,000	0.5981%
8	Rajam Sankaran At the beginning of the year			44,098	0.5275%	44,098	0.5275%
	Changes during the year	12.06.2015	Trasfer (Increase)			2,245	0.0269%
		21.08.2015	Trasfer (Increase)			9,225	0.1104%
	At the end of the year					55,568	0.6648%
9	N.Lalitha At the beginning of the year			51,695	0.6184%	51,695	0.6184%
	Changes during the year	30.09.2015	Transfer (Decrease)			65	0.0008%
	At the end of the year					51,630	0.6176%
10	Vijaykumar Sankaran Puducheri At the beginning of the year			66,338	0.7936%	66,338	0.7936%
	Changes during the year			NIL	NIL	NIL	NIL
	At the end of the year					66,338	0.7936%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Director and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr.Amritanshu Khaitan - Director						
	At the beginning of the year			36,219	0.4333%	36,219	0.4333%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase/decrease (e.g. allotment/ transfer / bonus / sweat			NIL	NIL	NIL	NIL
	At the end of the year					36,219	0.4333%
2	Mr.T.R.Swaminathan - Director						
	At the beginning of the year			323	0.0039%	323	0.0039%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase/decrease (e.g. allotment/ transfer / bonus / sweat			NIL	NIL	NIL	NIL (Amt. Rs./Lacs)
	At the end of the year					323	0.0039%
3	Mr.G.Saraf - Director						
	At the beginning of the year			500	0.0060%	500	0.0060%
	Date wise Increase / Decrease in Promoters Share holding during the year specifing the reasons for increase/decrease (e.g. allotment/ transfer / bonus / sweat			NIL	NIL	NIL	NIL
	At the end of the year						500 0.0060%

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	1,265,877,804		1,265,877,804
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due		18,907,017		18,907,017
Total (i+ii+iii)		1,284,784,821		1,284,784,821
Change in Indebtedness during the financial year				
* Addition		4,002,451,898		4,002,451,898
* Reduction		3,310,881,337		3,310,881,337
Net Change		691,570,561		691,570,561
Indebtedness at the end of the financial year				
i) Principal Amount		1,783,500,000		1,783,500,000
ii) Interest due but not paid		192,855,382		192,855,382
iii) Interest accrued but not due				-
Total (i+ii+iii)		1,976,355,382		1,976,355,382

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
	Name	Mr.Shyam Ratan Mundhra	
	Designation	Manager	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	951,600	951,600
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,055,240	1,055,240
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others, please specify (Contribution to Provident Fund)	111,692	111,692
	Total (A)	2,118,532	2,118,532
	Ceiling as per the Act		84,00,000

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		Mr.T.R.Swaminathan	Mr.G.saraf	Mr.C.K.Pasari	Mr.J.Hazarika	Miss N.Khaitan	
1	Independent Directors						
	Fee for attending board committee meetings	45,000	20,000	40,000	10,000	15,000	130,000
	Commission						
	Others, please specify						
	Total (1)						130,000
2	Other Non-Executive Directors	Mr.Amritanshu Khaitan	Mr.A.Khaitan	Mr.R.S.Jhawar	Mr.K.K.Baheti		
	Fee for attending board committee meetings	20,000	20,000	50,000	30,000		120,000
	Commission						
	Others, please specify						
	Total (2)						120,000
	Total (B)=(1+2)						250,000
	Total Managerial Remuneration						2,368,532
	Overall Ceiling as per the Act						N.A.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
	Name			Mr. P.Bandyopadhyay	
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			794,400	794,400
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			969,910	969,910
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify				
5	Others, please specify (Contribution to Provident Fund)			86,578	86,578
	Total	-	-	18,50,888	18,50,888

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)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board

A. Khaitan
Chairman

Date : 26th May, 2016

Annexure 2

Remuneration Policy

[Vide Section 178 of the Companies Act, 2013]

The Company has a very fair and justified approach towards the remuneration of its employees. The Company strongly believes that satisfactory performance merits satisfactory remuneration. Following are the basic consideration in this respect :

DIRECTORS:

1. As the Company presently has Non-executive Directors only they are entitled to the fees for attending meetings of the Board and Committees as determined by the Board pursuant to the Articles of Association of the Company.
2. Commission or other remuneration may be paid to the Non-executive Directors in future as will be approved by the Members of the Company in terms of the applicable legal provisions.
3. In case of appointment of Executive Directors in future their remuneration will be decided according to the legal provisions and in such case the principles regarding the remuneration to the employees mentioned hereunder shall also be taken into consideration as applicable.

EMPLOYEES :

1. Remuneration to employees should be at par with the Industry Standard for the same status of employees.
2. While fixing remuneration of a new appointee, the Company should consider his / her potential contribution - given his /her qualification and experience along with the mind set and approach to responsibilities.
3. An open dialogue with a new appointee may be held for the purpose mentioned in 2 above.
4. Promotion or up gradation of employees should be performance driven to the satisfaction of the management.
5. Besides the fixed remuneration (consisting of basic salary and other allowances) perquisites, such as LTA and reimbursement of some expenses will be part of the remuneration package.
6. Apart from above, incentive from time to time by way of bonus or ex-gratia or otherwise may be considered by the management at its own discretion without creating any precedence.
7. All statutory dues to employees should be paid promptly or as early as possible according to the applicable statutes.

For and on behalf of the Board

A. Khaitan

Date : 26th May, 2016 **Chairman**

Annexure 3

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3)of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto during the Financial Year 2015-16

1.	Details of contracts or arrangements or transactions not at arm's length basis	
(a)	Name(s) of the related party and nature of relationship	Ms. Kavita Khaitan Relative of a Director.
(b)	Nature of contracts/arrangements/transactions	Contract of employment
(c)	Duration of the contracts/arrangements/transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	The normal employment terms and conditions. Total remuneration paid Rs. 5,49,000/-
(e)	Justification for entering into such contracts or arrangements or transactions	Greater official strength was necessary for the Company's operations
(f)	Date(s) of approval by the Board	28th May, 2015
(g)	Amount paid as advances, if any:	N A
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N A
2.	Details of material contracts or arrangement or transactions at arm's length basis	No such material contract or arrangement.

For and on behalf of the Board

A. Khaitan
Chairman

Date : 26th May, 2016

Annexure 4

MANAGERIAL REMUNERATION

Disclosures pursuant to Section 197(12) of the Act read with Rule 5(1) [saving Rule 5(1)(vii)] of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each Director to the Median Remuneration of the employees of the Company for the Financial Year

Median Remuneration : Rs. 5,49,000/-

Director	Remuneration being the fee for attending Board / Committee Meeting Rs.	Director's Remuneration: Median Remuneration
Mr. A. Khaitan	20,000/-	1: 27.45
Mr. Amritanshu Khaitan	20,000/-	1: 27.45
Mr. R. S. Jhawar	50,000/-	1: 10.98
Mr. T. R. Swaminathan	45,000/-	1: 12.20
Mr. K. K. Baheti	30,000/-	1:18.30
Mr. C. K. Pasari	40,000/-	1:13.72
Mr. J. Hazarika	10,000/-	1: 54.90
Mr. G. Saraf	20,000/-	1: 27.45
Miss Nindini Khaitan	15,000/-	1:36.60

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

Director/Manager/ Company Secretary	Percentage increase in remuneration
Mr. A. Khaitan	No change in attendance fee per Meeting
Mr. Amritanshu Khaitan	New Director – first time attending Board Meetings during the Financial Year 2015-16.
Mr. R. S. Jhawar	No change in attendance fee per Meeting
Mr. T. R. Swaminathan	No change in attendance fee per Meeting
Mr. K. K. Baheti	No change in attendance fee per Meeting
Mr. C. K. Pasari	No change in attendance fee per Meeting
Mr. J. Hazarika	No change in attendance fee per Meeting
Mr. G. Saraf	No change in attendance fee per Meeting
Miss Nindini Khaitan	No change in attendance fee per Meeting
Mr. S. R. Mundhra (Manager)	10.05 %
Mr. P. Bandyopadhyay (Company Secretary)	10.76 %

(iii)	The percentage increase in the median remuneration of employees in the Financial Year	No increase (as a result of new employment)
(iv)	The number of permanent employees on the rolls of company	Three
(v)	The explanation on the relationship between average increase in remuneration and company performance	Average increase in the Managerial Remuneration against the last Year's figure is 10.38 %, while the same for the Company's turnover is 131.94%. However, increase in the finance cost together with the Provision for Diminution in the value of the Long Term Investments has counterbalanced the position.
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The relation between the total Managerial Remuneration and the performance of the Company in terms of its total turnover being as under- Key Managerial Personnel Remuneration : Total Turnover = 39.69 : 2947.95
(vii)	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	One such Official only who has been appointed this Year.
(viii)	Comparison of remuneration of each Key Managerial Personnel against the performance of the Company	The ratio between remuneration of each Key Managerial Personnel and the performance of the Company in terms of its total turnover being as under- 1. Mr. S. R. Mundhra – ManagerRemuneration : Total Turnover = 21.19 : 2947.95 2. Mr. P. Bandyopadhyay - Company Secretary Remuneration:Total Turnover = 18.51 : 2947.95
(ix)	The key parameters for any variable component of remuneration availed by the directors	No variable component as such
(x)	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	All Directors are non-executive Directors and receive fees only for attending Meetings. The question of the 'highest paid' among them does not apply as such.
(xi)	Affirmation that the remuneration is as per the remuneration policy of the company	All remuneration paid by the Company is as per the remuneration policy.

For and on behalf of the Board

A. Khaitan
Chairman

Date : 26th May, 2016

Annexure 5

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1)(vii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1.	Variations in the market capitalisation of the company	(i) Market Capitalisation at the beginning of the Financial Year : Rs. 29.00 Crores (ii) Market Capitalisation at the end of the Financial Year : Rs. 23.28 Crores (iii) Variation : Marked Capitalisation at the end of the Year decreased by 19.72% since the beginning of the Year.
2.	Price earnings ratio	(i) On the closing date of the previous Financial Year - Closing Market price: Earning Per Share = 35.90:30.07 (ii) On the closing date of the current Financial Year - Closing Market Price: Earning Per Share = 27.85: (7.72)
3.	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 Company made its only Public Offer so far during 1974 (allotment date 04.11.74) at par , i.e. Rs. 10 per Share. Historical data of that time not available. The market price per Share as on the closing of the current Financial Year is Rs. 27.85 per Share.

For and on behalf of the Board

A. Khaitan
Chairman

Date : 26th May, 2016

Annexure-6

SECRETARIAL AUDIT REPORT

FORM No. MR-3

(For the financial year ended 31st March, 2016)

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

To,
The Members
WILLIAMSON FINANCIAL SERVICES LIMITED
Udayan, House No.147, 2nd Floor
Ganeshguri, R.G. Baruah Road
Guwahati - 781005

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Williamson Financial Services 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 our opinion thereon.

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.

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 31st March, 2016 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 the Company for the financial year ended on 31st March, 2016, to the extent applicable, according to the provisions of:

I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

* d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

* e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

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 client;

* g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

* h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

* These Clauses were not applicable during the year under review.

VI. The following laws that are specifically applicable to the Company as identified by the Management:

a) Reserve Bank of India Act, 1934;

b) Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998

c) Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

d) Prevention of Money Laundering Act 2002 and the Know Your Customer (KYC) Guidelines as per the relevant Master Circular dated 1st July, 2015;

e) Master Circular dated 1st July, 2015 on Fair Practices Code;

f) Master Circular dated 1st July, 2015 on Miscellaneous Instructions to all Non-Banking Financial Companies;

g) Other Curculars/Directions/Guidelines issued by RBI in relation to Non-Banking Financial Companies, From time to time, as applicable.

We have also examined compliance with the applicable clauses of the following:- (I) Secretarial Standards issued by The Institute of Company Secretaries of India (II) Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited as well as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that

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

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

c) As per the minutes of the meetings of the Board duly recorded and signed by the Chairman, the majority decision of the Board were unanimous and no dissenting views have been recorded.

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.

We further report that during the audit period, except entering into Investment Agreement as one of the promoters of McNally Bharat Engineering Company Limited, there were no other specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

For VIDHYA BAID & CO.
Company Secretaries

VIDHYA BAID
(Proprietor)
ACS No. 23954
CP No. 8686

Place: Kolkata
Date: 26th May, 2016

Annexure-7

Disclosure as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') conforming to Schedule V thereto

A. Related Party Disclosure : Disclosures in compliance with the Accounting Standard has been given under No. 32 of the Notes forming part of the accompanying Financial Statement for the Financial Year ended 31st March, 2016 . The Company has no holding or subsidiary company.

B. Management Discussion and Analysis :

(a) Industry Structure and Developments :

The Union Government has just finished its two years in power. The reforms promised by it are yet to yield visible results – but seem to be slow but steady. The capital market behaved unsteadily and staged some recovery towards the year end.

The much awaited reforms are coming true through gradual FDI relaxation which is a non-debt financial source and expected to boost Indian economy further . The total FDI in India crossed 50 billion dollar in the last fiscal.

The latest significant reform is the passage of the Insolvency and Bankruptcy Code, 2016. The Code has already been passed by both the houses of the Parliament and waiting to be notified. The moot aspect of the Code as applicable to the corporate sector, inter alia, is that whenever any business is unduly burdened with debts honestly unserviceable by it , it may or the creditors may initiate proceedings under the Code to end up smoothly creating the least possible damage to all concerned. In a word ease of doing and ease of ending business. In view of this Bill, Banks and NBFCs will reasonably cast fresh look, e.g., restructuring of debts or initiating appropriate actions, in relation to their Non Performing Assets.

Positive steps are being taken by the Union Government to pass the Goods and Service Tax Bill (GST Bill) which is presently a bone of contention.

Last but not the least, 'willful defaulters', under the meaning as per the guidelines of the Reserve Bank of India, have been banned by the SEBI from, inter alia, entering the Capital Market with new issues.

All the above developments set new dimensions to the Indian industrial and economic conditions as a whole influencing the capital and money markets which have direct bearing on the Company's operations.

(b) Opportunities and Threats :

The capital market conditions though had downward trend towards the end of the last Financial Year, registered some recovery recently and backed by enhancement in FDIs and possibility of good monsoon, as predicted, may surge further . The effects of the new insolvency law and GST (after being effective) on the capital and money markets and consequently on the Company, are yet to be felt.

Besides the external factors, the Company's financials depend to a large extent on the performances and pay outs of the group companies in which it holds Shares. No imminent threats to the investee companies, business operations are predicted barring unforeseen circumstances.

(c) Segment–wise or product-wise performance :

The Company is engaged in investment activities only. Its income from operations has been increased from the last Year's figure of Rs. 12.55 Crores to Rs. 29.18 Crores, i.e. more than doubled. The benefit of the better performance has been off set mainly due to creation of Provision for Diminution in the Value of Long Term Assets (according to the applicable Accounting Standards) and increase in the finance cost.

(d) Outlook, risk and concern :

The Company being an NBFC the capital and money market conditions directly influence its financial conditions which is expected to improve in the current Financial Years given the FDI inflows and governmental thrust on infrastructure development and favourable attitudes towards the ease of doing business. The internal risk factor for the Company is mainly associated with the real performances of the investee companies which are basically group companies. Presently, the overall positions of the investee companies do not call for any immediate concerns for the Company.

(e) Internal control systems and their adequacy :

According to the nature of the Company's operations and given the Company's compliances with regulatory norms of the Reserve Bank of India with which the Company remains registered as an NBFC and the regular Internal Audit by qualified professional/s, the internal control of the Company's affairs is well effective and adequate.

(f) Discussion on financial performance with respect to operational performance :

The revenue from operation has increased by 132.50% . The Company posted a net loss of Rs. 6.45 Crores mainly due to increase in the finance cost and creation of provision for diminution in the market value of long term investments. The finance cost increased with the increase in the operations which resulted in the handsome growth (more than double) in the revenue from operations. Long term investments are held strategically and not for immediate realisation and hence , the provision for diminution of their market value did not affect the financials of the Company in the real terms during the last Financial Year. This provision has been made to comply with the applicable Accounting Standards.

(g) Human Resourses :

The Company has inducted one Official, namely, Manager – Investments during the Financial Year 2015-16. Besides, there is no material development in the Human Resource front. The Company presently has three employees.

C. Corporate Governance Report :

(1) COMPANY'S PHILOSOPHY

The Company believes that good corporate governance consists of a combination of business practices which results in enhancement of the value of the Company to the shareholders and simultaneously enables the Company to fulfill its obligations to the stakeholders including employees and financiers and to the society in general. The Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company makes its best endeavors to uphold and nurture these core values in all aspects of its operations.

(2) BOARD OF DIRECTORS

(a) Composition and Category of Directors:

The Board of Directors consists of nine Directors as under:

- One Non-Executive Promoter Director who is the Chairman.
- Three Non-Executive Directors.
- Five Non-Executive Independent Directors.

The Board has an optimum combination of Executive and Non-Executive Directors and more than half of the Board consists of Independent Directors including one woman Director.

(b) Attendance of each Director at the Meeting of the Board Directors and the last Annual General Meeting:

SL. No.	Director	Category	Date of Board Meeting P - Present A - Absent				Date of AGM
			28.05.15	07.08.15	04.11.15	28.01.16	23.09.15
1.	Mr. A. Khaitan	Non-Executive Chairman	P	P	P	P	A
2.	Mr. Amritanshu Khaitan	Non -Executive	P	P	P	P	A
3.	Mr. T. R. Swaminathan	Independent	P	P	P	P	A
4.	Mr. R. S. Jhawar	Non -Executive	P	P	P	P	A
5.	Mr. K. K. Baheti	Non -Executive	P	P	P	P	A
6.	Mr. C. K. Pasari	Independent	A	P	P	P	A
7.	Mr. J. Hazarika	Independent	A	A	A	P	P
8.	Mr. G. Saraf	Independent	P	P	P	P	A
9.	Miss Nandini Khaitan	Independent	A	P	P	P	A

(c) Number of other Board of Directors or Committees in which a Director is a Member or Chairperson:

SL. No.	Director	No. of Directorship in other listed companies	No. of Committee* Membership Position held in other listed companies*	
			Chairman	**Member**
1	Mr. A. Khaitan	5	-	1
2	Mr. Amritanshu Khaitan	5	-	-
3	Mr. T. R. Swaminathan	3	4	4
4	Mr. R. S. Jhawar	3	-	3
5	Mr. K. K. Baheti	1	-	-
6	Mr. C. K. Pasari	2	-	-
7	Mr. J. Hazarika	-	-	-
8	Mr. G. Saraf	2	-	3
9	Miss Nandini Khaitan	2	-	-

*Audit Committees and Stakeholders' Relationship Committee of other listed Companies.

(d) Number of Meetings of the Board of Directors held and dates on which held:

During the Financial year ended 31st March, 2016 four Meetings of the Board of Directors were held. Dates of the Meetings have been given in (b) above.

(e) Disclosure of relationship between directors inter-se:

Mr. Amritanshu Khaitan, Non-executive director is the son of Late Deepak Khaitan who was the elder brother of Mr. Aditya Khaitan.

(f) Number of shares and convertible instruments held by the Non-Executive Directors :

SL No.	Director	No. of Shares held	Convertible instruments held
1	Mr. Amritanshu Khaitan	36,219	NIL
2	Mr. T.R.Swaminathan	323	NIL
3	Mr. G.Saraf	500	NIL

(g) Web link where details of familiarisation programme imparted to Independent Directors is disclosed:

http://www.williamsonfinancial.in

(3) AUDIT COMMITTEE:

(a) Brief description of terms of reference:

The revised Terms of Reference of Audit Committee as approved by the Board of Directors at its Meeting held on 4th November, 2015 in view of the provisions of Regulation 18 of LODR, w.e.f. 1st December, 2015 :

(i) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

(ii) Review and monitoring the Auditors' independence and performance, and effectiveness of audit process.

(iii) Examination of the financial statement and the Auditors' report thereon.

(iv) Approval or any subsequent modification of transactions of the Company with related parties, including omnibus approval of related party transactions under such conditions as may be statutorily applicable.

(v) Scrutiny of inter-corporate loans and investments.

(vi) Valuation of undertakings or assets of the Company, wherever it is necessary.

(vii) Evaluation of internal financial controls and risk management systems.

(viii) Monitoring the end use of funds raised through public offers and related matters.

(ix) Apart from / in addition to the above which is based on Section 177 of the Companies Act, 2013 the terms of reference of the Audit Committee shall conform to Part C of Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 dealing with the role of the Audit Committee and information to be reviewed by the Audit Committee.

(b) Composition, name of members and chairperson:

1) Mr.T.R.Swaminathan - Chairman

2) Mr.R.S.Jhawar - Member

3) Mr.C.K.Pasari - Member

4) Mr.J.Hazarika - Member

(c) Meeting and attendance during the year:

During the Financial Year ended 31st March, 2016 four Meetings of the Committee were held on 28.05.2015, 07.08.2015, 04.11.2015 and on 28.01.2016.

The attendance of each Member at these Meetings is as under:

SL No.	Member	No. of Meetings attended
1	Mr. T.R.Swaminathan	4
2	Mr. R.S.Jhawar	4
3	Mr. C. K. Pasari	3
4	Mr. J Hazarika	1

(4) NOMINATION AND REMUNERATION COMMITTEE:

(a) Brief description of terms of reference:

The Nomination and Remuneration Committee of the Board in terms of Section 178 of the Companies Act, 2013 is comprising of Mr.T.R.Swaminathan (Chairman),Mr.R.S.Jhawar, Mr.K.K.Baheti and Mr.G.Saraf as its Members, who regularly attended the Meetings of the Committee during the Financial Year 2015-16, with the terms of reference as under:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director
- To recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees and recommend to the Board the remuneration package of the Managing Director / Whole Time Director / Manager.

(b) Composition, name of members and chairperson:

5) Mr.T.R.Swaminathan - Chairman

6) Mr.R.S.Jhawar - Member

7) Mr.K.K.Baheti - Member

8) Mr.G.Saraf - Member

(c) Meeting and attendance during the year:

During the Financial Year ended 31st March, 2016 a Resolution by circulation was passed by each Member of the Committee on 21st September, 2015.

No Meeting was held up to the end of the Financial Year.

(d) Performance evaluation criteria for independent directors:

The Nomination and Remuneration Committee has approved the following criteria for evaluation of Independent Directors and the Board in terms of Regulation 19(4) read with Part D (A) (2) of Schedule II of Sebi (Listing Obligations andDisclosure Requirements) Regulations, 2015:

(e) Performance Evaluation Criteria of Independent Directors :

Following are the criteria of performance evaluation of Independent Directors :

1. Consistency in contribution.
2. In case of conflict of interest – the timing and clarity of disclosure of interest.
3. Updating with the Company's operations,
4. Adequacy of knowledge about the overall business scenario of the country.
5. Expressing independent opinion in every matter taken up by the Board.
6. Having innovative ideas, especially to steer clear of any adverse situation or taking advantage of business opportunities, lawfully.

7. Observing the applicable statutory provisions and if so necessary, seeking legal advice to honour responsibilities as Director.
8. Possessing the overall vision to protect the interest of the Company and its Shareholders in the right perspective.

(5) REMUNERATION OF DIRECTORS:

(a) Pecuniary relationship or transactions of the non-executive Directors vis-a-vis the Company:

Besides sitting fees for attending Board / Committee Meetings,there is no pecuniary relationship between the Company and the Non-Executive Directors.

(b) Criteria of making payments to non-executive Directors:

Sitting Fees for attending Board Meetings / Committee Meetings.

(c) Disclosures with respect to remuneration of Directors in addition to disclosures required under the Companies Act, 2013, and Stock Option:

Apart from the sitting fees mentioned above, no other remuneration or any stock option.

(6) STAKEHOLDERS' GRIVANCE / RELATIONSHIP COMMITTEE:

(a) Name of Non-Executive director heading the Committee:

Mr.R.S.Jhawar as Chairman.

(b) Name and designation of compliance officer:

Mr. P. Bandyopadhyay, Company Secretary.

(c) Number of Shareholders' Complaints received:

1) During the year - NIL
2) Number not solved to the satisfaction of shareholders: N.A.
3) Number of pending complaints: N.A.

(7) GENERAL BODY MEETINGS:

(a) Location and time of last three Annual General Meetings

Financial Year ended	Date	Time	Venue
31.03.2013	30.09.2013	10.00 a.m.	Udyan, House No.147, 2nd Floor, Ganeshguri, R.G.Baruah Road, Guwahati - 781 005
31.03.2014	19.09.2014	12.30 a.m.	Udyan, House No.147, 2nd Floor, Ganeshguri, R.G.Baruah Road, Guwahati - 781 005
31.03.2015	23.09.2015	11.00 a.m.	Hotel 'D', Courtyard, R.G.Baruah Road, Opp.Nursery, Guwahati - 781 005

(b) Whether any Special Resolution passed in the previous three AGMs:

A Special Resolution was passed in the last Annual General Meeting held on 23.09.2015.

(c) Whether any Special Resolution passed last year through postal ballot - details of voting pattern:

No Special Resolution was passed through Postal Ballot last year.

(d) Person who conducted the Postal Ballot exercise:

N.A.

(e) Whether any Special Resolution is proposed to be conducted through Postal ballot:

No Special Resolution is proposed to be conducted through Postal ballot, presently.

(f) Procedure for Postal Ballot:

N.A.

(8) MEANS OF COMUNICATION:

(a) Quarterly Results:

Published in the newspapers within the time limit and uploaded in the Company's Website and sent to the Calcutta and Mumbai stock Exchanges where the Company's shares are listed.

(b) Newspapers wherein results normally published:

Business Standard (English) and Dainik Assam (Assamese) during the last year.

(c) Any website, where displayed:

http://www.williamsonfinancial.in

(d) Whether it also displays official news releases:

If necessary.

(e) Presentations made to institutional investors or to the analysts:

No such presentation made during the financial year.

(9) GENERAL SHAREHOLDERS INFORMATION:

(a) Annual General Meeting - Date Time and Venue:

Date	Time	Venue
21st September, 2016	11.00 a.m.	Hotel 'D' Courtyard R.G.Baruah Road, Oppo.Nursery, Guwahati - 781 005

(b) Financial Year:

1st April, 2015 to 31st March, 2016.

(c) Dividend Payment date:

No dividend for the financial year 2015-16 has been recommended by the Board.

(d) The name and address of each Stock Exchange(s) at which the securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange (s):

Name and address of stock exchanges

1) The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata - 700 001

2) BSE Limited
P.J.Towers, 25th Floor, Dalal Street,
Mumbai - 700 001

Listing fees have been duly paid.

(e) Stock Code:

Name of the stock exchanges	Stock Code
The Calcutta Stock Exchange Limited	33039
BSE Limited	519214

(f) Market price data – high, low during each month vis-à-vis BSE Sensex in the last Financial Year:

Month	Company's Shares		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April, 2015	39.00	33.30	29,094.61	26,897.54
May, 2015	40.00	29.70	28,071.16	26,423.99
June, 2015	38.50	31.40	27,968.75	26,307.07
July , 2015	44.30	35.00	28,578.33	27,416.39
August, 2015	42.95	31.50	28,417.59	25,298.42
September, 2015	33.00	29.05	26,471.82	24,833.54
October, 2015	32.75	29.90	27,618.14	26,168.71
November, 2015	31.90	30.05	26,824.30	25,451.42
December, 2015	37.50	30.15	26,256.42	24,867.73
January, 2015	38.75	28.70	26,197.27	23,839.76
February, 2016	30.65	26.20	25,003.32	22,494.61
March, 2016	29.35	25.35	25,479.62	23,133.18

(h) In case the securities are suspended from trading, the directors report shall explain the reason thereof:

The Company's Shares are listed on Mumbai Stock Exchange (BSE) and Calcutta Stock Exchange (CSE). All compliances with each of them are made simultaneously. However, CSE (where no single transaction of the Company's Shares took place during the recent years) suspended trading of the Company's Shares alleging non-submission of certain documents. The evidence of submission of each of such documents has been delivered to them. Revocation of such suspension is awaited.

(i) Registrar to an issue and share transfer agents:

Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001

(j) Share transfer system:

The Board's Share Transfer Committee meets or pass Resolution by Circulation, regularly for, inter alias approving registration of share transfers. The average time taken for processing of transfers is about two weeks. The time taken to process dematerialisation requests is about 10 to 14 days.

(k) Distribution of Shareholding:

a) According to category of holding :

Category	No of Shareholders	% of Shareholders	No of Shares	% of Shares
Resident Individuals	7525	98.16	2254308	26.97
Domestic Companies	108	1.41	3572356	42.73
Banks/Financial Institutions	8	0.10	1855	0.02
Non-Resident Indian	20	0.26	92443	1.11
Non-Domestic Companies	1	0.01	2346500	28.07
UTI/LIC/GIC/etc.	5	0.06	91674	1.10
Total	7667	100.00	83,59,136	100.00

(b) According to number of Equity Shares held:

Share Holding	Holders	Percentage	No of Shares	Percentage
1 to 500	7080	92.3438	903866	10.8129
501 to1,000	308	4.0172	232194	2.7777
1,001to 2,000	126	1.6434	176650	2.1133
2,001 to 3,000	48	0.6261	122018	1.4597
3,001 to 4,000	19	0.2478	68709	0.8220
4,001 to 5,000	19	0.2478	88343	1.0568
5,001 to 10,000	29	0.3783	194584	2.3278
10,001 and Above	38	0.4956	6572772	78.6298
Total	7667	100.00	8359136	100.00

(l) Dematerialization of shares and liquidity:

The Company entered into Agreements with both the depositories registered under the Depositories Act, 1996, i.e. **National Securities Depository Limited,** Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 **(NSDL)** and **Central Depository Services Limited,** Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400 001 **(CDSL),** to facilitate holding of shares in the Company in dematerialised form in accordance with the provisions of the Depositories Act, 1996.

Share Certificates of the Company were mandated by the SEBI for settlement only in dematerialised form by all investors. Upto 31st March, 2016, 59.25% of the Paid-up Capital of the Company has been dematerialised.

The Company encourages its shareholders of the Company who have not as yet dematerialised their shareholding, to dematerialise their holding and thereby eliminate the risk of holding securities in the physical form, enjoying high liquidity and other advantages.

For further details, Members may write to the Secretarial Department of theCompany at its Kolkata Office.

(m) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

N.A.

(n) Commodity price risk or foreign exchange risk and hedging activities:

N.A.

(o) Offices:

Registered office:
Udayan House No.147, 2nd Floor,
Ganeshguri, R.G.Baruah Road,
Guwahati - 781 005

Kolkata office:
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata - 700001

(p) Address for correspondence:

Mr P. Bandyopadhyay
Williamson Financial Services Limited
Secretarial Department
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700 001
E-mail: pb@mcleodrussel.com

(10) OTHER DISCLOSURES:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of listed entity at large:

N.A.

(b) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange (s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

N.A.

(c) Details of establishment of vigil mechanism whistle blower policy, and affirmation that no person has been denied access to the audit committee:

The Vigil Mechanism / Whistle Blower Policy was established as approved by the Board at its Meeting held on 20th May, 2014 and given in the Company's Website: www.williamsonfinancial.in

No person asked for such access during the last financial year.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

All mandatory requirements are duly complied with and other good company practices are observed as deemed fit.

(e) Web link where policy for determining 'material' subsidiaries is disclosed:

The Company has no Subsidiary.

(f) Web link where policy on dealing with related party transactions:

www.williamsonfinancial.in

(g) Disclosure of commodity price risk and commodity hedging activities:

N.A.

(11) Non-compliance of any requirements of corporate governance report of sub-paras (2) to (10) above, with reasons thereof:

All the requirements have been complied with, as applicable.

(12) The extent to which the discretionary requirements as specified in Part E of Schedule II to LODR have been adopted:

Half yearly, Quarterly and yearly Financial Results are published in newspapers, submitted to the stock exchanges and exhibited in the Company's Website according to the LODR. Such Results are not separately sent to the households of the sharehoders. All other discretionary requirements are observed.

(13) Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of LODR :

The Requirements have been complied with, to the extent applicable.

For and on behalf of the Board

A. Khaitan

Date : 26th May, 2016 **Chairman**

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

Pursuant to Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of Schedule V thereto, this is to confirm that the Company has received from the Board Members and Senior Management Personnel affirmations of compliance with the Code of Conduct as applicable to them.

For Williamson Financial Services Limited

S. R. Mundhra
Manager, CEO & CFO

Kolkata
26th May, 2016

INDEPENDENT AUDITORS' REPORT

To the Members of Williamson Financial Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Williamson Financial Services Limited**("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report.

We conducted our audit in accordance with the Standards on Auditing, specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and

give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 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 we give in the Annexure – A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
   a) we have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the 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 it appears from our examination of those books;
   c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
   d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
   e) on the basis of written representations received from the Directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act;
   f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B;
   g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
      i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 21 to the financial statements.
      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 due which were required to be transferred to the Investor Education and Protection Fund by the Company.

***For* V.SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

V.K.SINGHI
Partner
Membership No. 50051

Place : Kolkata
Dated : 26th May, 2016

Annexure – A to the Independent Auditors' Report

(Referred to in paragraph-1 on Other Legal and Regulatory Requirements, of our Report of even date to the members of Williamson Financial Services Limited on the Financial Statements of the Company for the year ended 31st March, 2016)

i. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

b) As informed to us, the fixed assets have been physically verified by the management at regular intervals; and as informed to us no material discrepancies were noticed on such verification.

c) As per records of the Company and according to the information and explanations given to us, the Title Deed of immovable property is held in the name of the Company.

ii. The Company's nature of operations does not require it to hold any item of inventories. Accordingly, clause 3(ii) of the Order is not applicable.

iii. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, clause 3(iii) (a), (b) and (c) of the Order are not applicable.

iv. According to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, with respect to the loans, investments made and guarantees given.

v. According to the information and explanations given to us, the Company has not accepted any deposits from public in terms of directives issued by Reserve Bank of India and within the meaning of sections 73 to 76 of the Act and the rules framed there under to the extent notified.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Sub section (1) of Section 148 of the Act, for any services rendered by the Company.Accordingly, clause 3(vi) of the Order is not applicable.

vii. a) As per records of the Company and according to the information and explanations given to us, the Company is generally regular in depositing undisputed applicable statutory dues including Provident Fund, Income-tax, Service Tax, Cess and any other statutory dues with the appropriate authorities and there are no undisputed amount payable in respect of the same which were in arrears as on 31st March, 2016 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, the Company has not deposited the following dues on account of dispute with the appropriate authority.

Name of the Statue	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income tax Act,1961	Income Tax	5,630	A.Y 2013-14	CIT(A)

viii. According to the information and explanations given to us and on the basis of books and records examined by us, the Company has neither taken any loans from financial institutions or banks or Government nor issued any debentures. Accordingly, clause 3(viii) of the Order is not applicable.

ix. According to the information and explanations given to us and based on our examination of the

books and records of the Company, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, Clause 3 (ix) of the Order is not applicable.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us and based on our examination of the books and records, we report that the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company accordingly, clause 3 (xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the transactions with the related parties are in compliance with sections 177 and 188 of the act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the Company has not made any preferential allotment/ private placement of shares or fully or partly convertible debentures during the year. Accordingly, Clause 3 (xiv) of the Order is not applicable.

xv. According to the information and explanations given to us and based on our examination of the books and records, we report that the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, Clause 3 (xv) of the Order is not applicable.

xvi. The Company is a Non Banking Financial Company and has obtained registration under section 45-IA of the Reserve Bank of India Act, 1934.

***For* V.SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

V.K.SINGHI
Partner
Membership No. 50051

Place : Kolkata
Dated : 26th May, 2016

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph-2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of Williamson Financial Services Limited on the Financial Statements of the Company for the year ended 31st March, 2016)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Williamson Financial Services Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded

as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

***For* V.SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

V.K.SINGHI
Partner
Membership No. 50051

Place : Kolkata
Dated : 26th May, 2016

Balance Sheet as at 31st March, 2016

	Note	As at 31st March, 2016 Rs.	Rs.	As at 31st March, 2015 Rs.	Rs.
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
(a) Share Capital	2	8,35,91,360		8,35,91,360	
(b) Reserves and Surplus	3	36,79,51,949	45,15,43,309	43,25,17,886	51,61,09,246
2. Non Current Liabilities					
Long Term Provisions	4		93,81,395		61,53,809
3. Current Liabilities					
(a) Short Term Borrowings	5	1,78,35,00,000		1,26,58,77,804	
(b) Other Current Liabilities	6	21,70,88,207		2,97,96,079	
(c) Short Term Provisions	7	94,791	2,00,06,82,998	1,19,88,350	1,30,76,62,233
			2,46,16,07,702		**1,82,99,25,288**
II. ASSETS					
1. Non Current Assets					
(a) Fixed Assets					
i) Tangible Assets	8a	26,74,591		28,72,607	
ii) Intangible Assets	8b	2	26,74,593	2	28,72,609
(b) Non Current Investments	9	1,34,97,63,563		1,36,12,40,963	
(c) Long Term Loans and Advances	10	63,746	1,34,98,27,309	63,746	1,36,13,04,709
2. Current Assets					
(a) Current Investments	11	18,68,200		18,68,200	
(b) Trade Receivables	12	15,70,838		-	
(c) Cash and Cash Equivalents	13	1,30,70,662		16,76,797	
(d) Short Term Loans and Advances	14	1,05,35,54,976		43,19,60,998	
(e) Other Current Assets	15	3,90,41,123	1,10,91,05,799	3,02,41,975	46,57,47,970
			2,46,16,07,702		**1,82,99,25,288**
Significant Accounting Policies	1				

The accompanying notes form an integral part of the Financial Statements.

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Reg No: 311017E

V.K.SINGHI
Partner
Membership No: 050051

Kolkata,
26th May, 2016

T. R. Swaminathan Director

R. S. Jhawar Director

K. K. Baheti Director

S. R. Mundhra Manager & CFO

P. Bandyopadhyay Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2016

		Note	For the year ended 31st March, 2016 Rs.	Rs.	For the year ended 31st March, 2015 Rs.	Rs.
I.	Revenue From Operations	16		29,18,17,927		12,55,11,947
II.	Other Income	17		29,76,575		15,87,000
III.	Provision For Diminution in the Value of Long Term Investments Written Back			-		29,91,92,517
IV.	**Total Revenue(I + II + III)**			29,47,94,502		42,62,91,464
V.	**Expenses:**					
	Employee Benefits Expense	18		51,20,082		40,26,324
	Finance Costs	19		33,61,11,237		16,55,31,627
	Depreciation		1,98,016		2,75,740	
	Less: Withdrawn on Account of Depreciation on amount added on Revalution (**Refer Note 23**)		61,942	1,36,074	86,718	1,89,022
	Other Expenses	20		43,66,841		42,47,762
	Provision for Diminution in Value of Long Term Investments			1,14,77,400		-
	Provision for Standard Assets (**Refer Note 24**)			20,86,863		9,38,250
	Total Expenses			35,92,98,497		17,49,32,985
	Profit /(Loss) before Tax Expense (IV - V)			**(6,45,03,995)**		**25,13,58,479**
	Tax Expense					
	- For earlier years			-		(10,540)
				(6,45,03,995)		**25,13,47,939**
	Earnings per Equity Share					
	- Basic and Diluted			(7.72)		30.07
	Significant Accounting Policies	1				

The accompanying notes form an integral part of the Financial Statements.

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Reg No: 311017E

V.K.SINGHI
Partner
Membership No: 050051

Kolkata,
26th May, 2016

T. R. Swaminathan — Director
R. S. Jhawar — Director
K. K. Baheti — Director
S. R. Mundhra — Manager & CFO
P. Bandyopadhyay — Company Secretary

Cash Flow Statement For The Year Ended 31st March, 2016

		For the year ended 31st March, 2016 Rs.	For the year ended 31st March, 2015 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/(Loss) before tax and extraordinary items		(6,45,03,995)	25,13,47,939
Provision For Standard Assets		20,86,863	9,38,250
Provision for Employee Benefits Expense		4,77,891	2,87,932
Provision for Diminution in value of Long term Investments		1,14,77,400	(29,91,92,517)
Depreciation		1,36,074	1,89,022
Interest expenditure		33,21,68,776	16,42,76,934
Dividend		(2,42,95,263)	(4,45,88,569)
Operating Profit before Working Capital Changes		25,75,47,746	7,32,58,991
Adjustments for :			
Trade & other receivables		(62,06,08,988)	(38,01,03,472)
Trade payables		1,33,43,761	(88,94,201)
Cash generated from Operations		(34,97,17,481)	(31,57,38,682)
Taxes Paid		2,25,85,702	71,94,842
Net Cash from operating activities	**(A)**	**(37,23,03,183)**	**(32,29,33,524)**
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		-	(4,06,066)
Purchase of Investments		-	(4,76,75,278)
Dividend Income on Investments		2,42,95,263	4,45,88,569
	(B)	**2,42,95,263**	**(34,92,775)**

Cash Flow Statement For The Year Ended 31st March, 2016

		For the year ended 31st March, 2016 Rs.	For the year ended 31st March, 2015 Rs.
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Short Term Borrowings		3,70,35,00,000	1,58,98,77,804
Repayment of Short Term Borrowings		(3,18,58,77,804)	(1,10,40,00,000)
Interest paid		(15,82,20,411)	(15,94,69,178)
Net cash from Financing Activities	**(C)**	**35,94,01,785**	**32,64,08,626**
Net increase in cash and cash equivalents	**(A+B+C)**	1,13,93,865	(17,673)
Opening cash and cash equivalents		1,6,76,797	16,94,470
Closing cash and cash equivalents		1,30,70,662	16,76,797
		(1,13,93,865)	**17,673**

Notes:

1. The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. Previous year's figures have been rearranged wherever necessary.

This is the Cash Flow Statement referred to in our report of even date.

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Reg No: 311017E

V.K.SINGHI
Partner
Membership No: 050051

Kolkata,
26th May, 2016

T. R. Swaminathan Director

R. S. Jhawar Director

K. K. Baheti Director

S. R. Mundhra Manager & CFO

P. Bandyopadhyay Company Secretary

Notes forming part of the Financial Statements for the year ended 31st March, 2016

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared under the historical cost convention method on the accrual basis of accounting and in accordance with Generally Accepted Accounting Principles in India (GAAP) and comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act, 2013 read with applicable Companies (Accounts) Rules, 2014 and to the extent applicable, with the provisions of Non - Banking Financial (Non - Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 [NBFC Directions].

b) USE OF ESTIMATES

The preparation of the financial statements in conformity with the Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

Management believes that the estimates used in the presentation of financial statements are prudent and reasonable. Actual result could differ from these estimates.

c) RECONGNITION OF INCOME AND EXPENDITURE

Items of income and expenditure are recognised on accrual and prudent basis with due compliance of the Guidelines of the Reserve Bank of India on Prudential Norms for income recognition and provisioning for non-performing assets.

d) FIXED ASSETS AND DEPRECITION

i) All the Fixed Assets have been stated at cost of acquisition with the resultant write-up due to revaluation, as there may be.

ii) Depreciation has been calculated as per Schedule II to the Companies Act, 2013 where depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less residual value. Considering the applicability of Schedule II in earlier year, the management has re-estimated useful lives and residual values of all its fixed assets and is following reducing balance method for providing depreciation.

e) INVESTMENTS

Investments have been classified into long-term investments and current investments in accordance with the Accounting Standard 13 issued by the Institute of Chartered Accountants of India. Long Term Investments are stated at cost. Current investments are valued at lower of cost and market/ fair value determined by category of investments. Provisions in respect of diminution other than temporary, in the value of long term quoted investments are recognized on a prudent basis. Gains/ losses on disposal of investments are recognized as income/expenditure. Dividends are accounted for when the right to receive the payment is established.

Notes forming part of the Financial Statements for the year ended 31st March, 2016

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES (Contd.)

f) RETIREMENT BENEFITS

The Company contributes to Provident Fund and Superannuation Fund which are administered by duly constituted and approved independent Trust/Government and such defined contributions are charged against revenues every year.

Accrued liability in respect of retirement gratuities are actuarially ascertained at the year end. The Company has created a Gratuity Fund under Group Gratuity Scheme under which yearly premium is being paid to take care of current as well as past liability. The annual premium for the year is charged to the financial statements.

Accrued liability in respect of leave encashment benefits on retirement is actuarially ascertained at the year end and provided for in the financial statements.

g) IMPAIRMENT

Impairment loss is recognized wherever the carrying amount of the Fixed Assets exceeds the recoverable amount i.e. the higher of the assets net selling price and value in use.

h) ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises current and deferred Tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Deferred tax is recognized on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.

i) EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

j) PROVISIONS, CONTINGENT LIABILITIES CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be outflow of resources.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognised nor disclosed in the financial statements.

Notes forming part of the Financial Statements for the year ended 31st March, 2016

NOTE 2

SHARE CAPITAL

	As at 31st March, 2016		As at 31st March, 2015	
	Number	Rs.	Number	Rs.
a) Authorised				
Equity Shares of Rs. 10/- each	1,50,00,000	15,00,00,000	1,50,00,000	15,00,00,000
Issued, Subscribed and Paid up				
Equity Shares of Rs. 10/- each fully paid up	83,59,136	8,35,91,360	83,59,136	8,35,91,360
		8,35,91,360		**8,35,91,360**

b) i) 4,78,793 Shares out of the issued and subscribed share capital were allotted pursuant to a contract without payment received in cash.

ii) 46,76,103 Shares out of the issued and subscribed share capital were allotted pursuant to the Schemes of Amalgamtion without payment received in cash.

iii) 20,78,825 Shares out of the issued and subscribed share capital were allotted as Bonus Shares by capitalisation of General Reserve.

c) The shareholders have the right to declare and approve dividends, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than is recommended by the Board of Directors.

d) In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

e) Name of the Shareholders holding more than 5% shares

Name of Shareholders	As at 31st March, 2016		As at 31st March, 2015	
	Number	% of Holding	Number	% of Holding
Mcleod Russel India Limited	16,66,953	19.94	16,66,953	19.94
Williamson Magor & Co. Limited	5,76,250	6.89	5,76,250	6.89
Bishnauth Investments Limited	8,57,498	10.26	8,57,498	10.26
Williamson Maknam Limited, UK	23,46,500	28.07	23,46,500	28.07

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes forming part of the Financial Statements for the year ended 31st March, 2016

	As at 31st March, 2016		As at 31st March, 2015	
	Rs.	Rs.	Rs.	Rs.
NOTE 3				
RESERVES & SURPLUS				
a. Capital Reserve				
As per last Financial Statement		42,63,70,924		42,63,70,924
b. Revaluation Reserve				
As per last Financial Statement	17,35,084		18,21,802	
Less: Withdrawl on account of depreciation on amount added on revaluation	61,942	16,73,142	86,718	17,35,084
c. Securities Premium Reserve				
As per last Financial Statement		11,80,44,960		11,80,44,960
d. General Reserve				
As per last Financial Statement		63,34,00,000		63,34,00,000
e. Statutory Reserve* (Refer note below)				
As per last Financial Statement	9,50,69,588		4,48,00,000	
Add: Transfer from Surplus	-	9,50,69,588	5,02,69,588	9,50,69,588
f. Surplus				
As per last Financial Statement	(84,21,02,670)		(1,04,31,74,476)	
Add: Profit/(Loss) as per Statement of Profit and Loss for the year	(6,45,03,995)		25,13,47,939	
Less: Adjustment for Fixed Assets in line with Schedule II of the Companies Act, 2013	-		6,545	
Less: Transfer to Statutory Reserve	-	(90,66,06,665)	5,02,69,588	(84,21,02,670)
		36,79,51,949		**43,25,17,886**

***Note:** Created in accordance with the Reserve Bank of India (Amendment) Act, 1997 as applicable to Non-Banking Financial Companies.

NOTE 4				
LONG TERM PROVISIONS				
For Non Performing Assets				
As per last Financial Statement		50,00,000		50,00,000
For Standard Assets				
As per last Financial Statement	11,41,860		2,03,610	
Add: For the year	20,86,863	32,28,723	9,38,250	11,41,860
Provision for Employee Benefits Expense				
- Leave Encashment	7,70,263		11,949	
- Gratuity	3,82,409	11,52,672	-	11,949
		93,81,395		**61,53,809**

Notes forming part of the Financial Statements for the year ended 31st March, 2016

	As at 31st March, 2016		As at 31st March, 2015	
	Rs.	Rs.	Rs.	Rs.
NOTE 5				
SHORT TERM BORROWINGS				
Unsecured				
From - Bodies Corporate		1,76,85,00,000		1,20,90,00,000
From - Related Party **[Refer Note - 32]**		1,50,00,000		1,50,00,000
Book Overdraft from a Bank		-		4,18,77,804
		1,78,35,00,000		**1,26,58,77,804**
NOTE 6				
OTHER CURRENT LIABILITIES				
Interest accrued but not due				
- To Related Party **[Refer Note - 32]**	-		1,60,521	
- To Others	19,28,55,382	19,28,55,382	1,87,46,496	1,89,07,017
Other Liabilities				
- Other payables	3,37,920		2,99,717	
- Payable to statutory authorities	2,38,94,905	2,42,32,825	1,05,89,345	1,08,89,062
		21,70,88,207		**2,97,96,079**
NOTE 7				
SHORT TERM PROVISIONS				
For Income Tax		-		1,12,30,726
(Previous Year net of Advance Tax of Rs. 1,25,15,474/-)				
Provision for Employee Benefits Expense				
- Leave Encashment	47,826		6,40,223	
- Gratuity	46,965	94,791	1,17,401	7,57,624
		94,791		**11,988,350**

WILLIAMSON FINANCIAL SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2016

FIXED ASSETS

NOTE 8 (a) - TANGIBLE ASSETS

	Gross Block			Depreciation				Net Block	
ASSETS	Cost as at 01.04.2015	Additions during the year	Cost as at 31.03.2016	Upto 31.03.2015	For the year	Adjustments	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Buildings (refer note below)	1,16,98,435	-	1,16,98,435	92,19,184	97,341	-	93,16,525	23,81,910	24,79,251
Plant & Equipment	4,67,097	-	4,67,097	4,61,798	-	-	4,61,798	5,299	5,299
Furniture & Fittings	13,39,501	-	13,39,501	9,51,444	1,00,675	-	10,52,119	2,87,382	3,88,057
Total	**1,35,05,033**	**-**	**1,35,05,033**	**1,06,32,426**	**1,98,016**	**-**	**1,08,30,442**	**26,74,591**	**28,72,607**
Previous Year	**1,30,98,967**	**4,06,066**	**1,35,05,033**	**1,03,50,141**	**2,75,740**	**6,545.00**	**1,06,32,426**	**28,72,607**	

NOTE 8 (b)- INTANGIBLE ASSETS

	Gross Block			Depreciation				Net Block	
ASSETS	Cost as at 01.04.2015	Additions during the year	Cost as at 31.03.2016	Upto 31.03.2015	For the year	Adjustments	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Goodwill	2	-	2	-	-	-	-	2	2
Total	**2**	-	**2**	**-**	**-**	**-**	**-**	**2**	**2**
Previous Year	2	-	2	-	-	-	-	2	

Note : Based on Valuation Report submitted by Professional Valuer appointed for the purpose,a building had been revalued as at 1st April, 1997 on current cost basis and adjusted for depreciation element as applicable.The resultant increase in the net book value on such revaluation amounting to Rs. 42,81,094 (earlier revalued on 31st March, 1992) were transferred to Revaluation Reserve in that year.

Notes forming part of the Financial Statements for the year ended 31st March, 2016

	As at 31st March, 2016			As at 31st March, 2015		
	Face Value Rs.	No. of Shares/ Debentures	Rs.	Face Value Rs.	No. of Shares/ Debentures	Rs.
NOTE 9						
NON-CURRENT INVESTMENTS						
(Valued at cost unless stated otherwise)						
LONG TERM						
QUOTED						
INVESTMENT IN EQUITY INSTRUMENT						
In Equity Shares (fully paid up)						
Eveready Industries India Limited	5	63,70,988	58,91,95,394	5	63,70,988	58,91,95,394
Mcleod Russel India Limited	5	58,98,725	58,92,06,787	5	58,98,725	58,92,06,787
Mcnally Bharat Engineering Company Limited	10	15,51,000	11,78,76,000	10	15,51,000	12,93,53,400
[Net of Provision other than temporary diminution in carrying amount of investment - Rs.30,08,34,753 /- (previous year Rs. 28,93,57,353/-)]						
UNQUOTED						
In Equity Shares (fully paid up)						
Babcock Borsig Limited	10	10,26,000	5,34,85,380	10	10,26,000	5,34,85,380
Woodlands Multispeciality Hospitals Limited.	10	1,250	1	10	1,250	1
DEBENTURES						
5% Debentures of Shillong Club Limited	5300		1	5300		1
Net Value of Investments			**1,34,97,63,563**			**1,36,12,40,963**

Note: (a)

	31st March, 2016		31st March, 2015	
	Book Value Rs.	Market Value Rs.	Book Value Rs.	Market Value Rs.
Shares				
Quoted	1,29,62,78,181	2,68,69,25,983	1,30,77,55,581	3,20,27,19,673
Unquoted	5,34,85,381		5,34,85,381	
Debentures	1		1	
	1,34,97,63,563		**1,36,12,40,963**	

Note: (b) Particulars relating to Equity Shares pledged against loan availed by other Companies in the Group.

	As at 31st March, 2016 No. of Shares	As at 31st March, 2015 No. of Shares
McLeod Russel India Limited	14,50,000	14,50,000
McNally Bharat Engineering Company Limited	15,00,000	15,00,000

Notes forming part of the Financial Statements for the year ended 31st March, 2016

	As at 31st March, 2016 Rs.	Rs.	As at 31st March, 2015 Rs.	Rs.
NOTE 10				
LONG TERM LOANS AND ADVANCES				
Unsecured, considered good				
Security and Other Deposits		63,746		63,746
		63,746		**63,746**

NOTE 11

CURRENT INVESTMENTS

	As at 31st March, 2016			As at 31st March, 2015		
	Face Value Rs.	No. of Shares	Rs.	Face Value Rs.	No. of Shares	Rs.
QUOTED						
INVESTMENT IN EQUITY INSTRUMENTS						
In Equity Shares (fully paid up)						
Mint Investments Limited	10	2,40,000	14,40,000	10	2,40,000	14,40,000
The Standard Batteries Limited	1	41,775	3,34,200	1	41,775	3,34,200
Pressman Advertising Limited [Formerly known as Nucent Estate Limited]	2	47,000	94,000	2	47,000	94,000
			18,68,200			**18,68,200**

	31st March, 2016		31st March, 2015	
	Book Value Rs.	Market Value Rs.	Book Value Rs.	Market Value Rs.
Quoted Shares	18,68,200	38,62,251	18,68,200	35,08,765
	18,68,200		**18,68,200**	

NOTE 12

TRADE RECEIVABLES

UNSECURED

Outstanding for a period exceeding six months -Cosidered Good		8,83,838		-
Other Debts				
- Cosidered Good		6,87,000		-
		15,70,838		-

NOTE 13

CASH AND CASH EQUIVALENTS

Balances with Banks

- In Current Accounts		1,30,70,662		16,76,797
		1,30,70,662		**16,76,797**

Notes forming part of the Financial Statements for the year ended 31st March, 2016

	For the year ended 31st March, 2016 Rs.	Rs.	For the year ended 31st March, 2015 Rs.	Rs.
NOTE 14				
SHORT TERM LOANS AND ADVANCES				
Unsecured, considered good				
a) Loans				
- to Corporate Bodies		1,04,22,00,000		43,18,00,000
b) Advances				
Other Advances		-		1,60,998
c) Advance Tax				
Net of Provision for Income Tax Rs. 2,37,46,201/-)		1,13,54,976		-
		1,05,35,54,976		**43,19,60,998**
NOTE 15				
OTHER CURRENT ASSETS				
Interest accrued on Loans and Deposits		3,90,41,123		2,99,43,813
Other Receivables		-		2,98,162
		3,90,41,123		**3,02,41,975**
NOTE 16				
REVENUE FROM OPERATIONS				
Interest Income (Gross) (Tax Deducted at Source Rs 2,66,45,167/-) (Previous Year Rs. 80,92,342/-)		26,64,51,664		8,09,23,378
Dividend Income				
- On Long Term Investments	2,41,87,163		4,45,41,569	
- On Current Investments	1,08,100	2,42,95,263	47,000	4,45,88,569
- Financial Consultancy Charges		10,71,000		-
		29,18,17,927		**12,55,11,947**
NOTE 17				
OTHER INCOME				
Rental Income (Gross) (Tax Deducted at Source Rs.1,50,000/-) (Previous Year Rs. 1,50,000/-)		15,00,000		15,00,000
Service Charges (Gross) (Tax Deducted at Source Rs.12,000/-) (Previous Year Nil)		12,00,000		-
Interest on Tax Refunds		2,76,575		87,000
		29,76,575		**15,87,000**

Notes forming part of the Financial Statements for the year ended 31st March, 2016

	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
	Rs.	Rs.	Rs.	Rs.
Note 18				
EMPLOYEE BENEFITS EXPENSE				
Salaries		40,47,000		31,70,200
Contributions to Provident and Other Funds		9,44,311		7,31,740
Staff Welfare Expenses		1,28,771		1,24,384
		51,20,082		**40,26,324**
Note 19				
FINANCE COSTS				
Interest Expense		33,21,68,776		16,42,76,934
Other Borrowing Cost		39,42,461		12,54,693
		33,61,11,237		**16,55,31,627**
Note 20				
OTHER EXPENSES				
Power and Fuel		93,940		140,444
Repairs				
- to Buildings		31,069		232,355
- to Others		-		22,325
Rent		3,04,000		-
Rates and Taxes		1,71,128		2,44,831
Professional and Consultancy Charges		3,12,034		2,91,899
Travelling and Conveyance Expenses		11,07,000		10,87,383
Printing and Stationery		2,15,909		1,71,247
Postage, Telegram and Telephone		3,66,873		3,44,084
Directors Fees		2,50,000		2,50,000
Miscellaneous Expenses		15,14,888		14,63,194
		43,66,841		**42,47,762**

Notes forming part of the Financial Statements for the year ended 31st March, 2016

Other Notes

21. Contingent Liabilities not provided for

		As at 31st March, 2016 Rs.	As at 31st March, 2015 Rs.
i)	Pledge of certain shares held by the Company in respect of loan availed by other Companies in the Group	38,27,25,000	47,23,03,000
ii)	Disputed Income Tax demand for the A.Y 2013-14	5,630	-

22. The Company has been registered as a Non-Banking Financial Company with the Reserve Bank of India.
23. In respect of items of Fixed Assets covered by Revaluation as mentioned in Note 8(a) depreciation has been calculated on their respective revalued amounts and includes additional charge of Rs.61,942/- (previous year Rs.86,718/-)which has been transferred from Revaluation Reserve, such transfer according to an authoritative professional view, being acceptable for the purpose of the Company's financial statements.
24. The Reserve Bank of India (RBI) vide its Notification No. DNBS. 223/CGM (US) - 2011 dated 17th January, 2011 has issued direction to all NBFCs to make provision of 0.25% against standard assets with immediate effect. Accordingly, the Company has made provision of Rs. 20,86,863/- for the year (previous year Rs.9,38,250/-) against standard assets which has been charged to the Statement of Profit and Loss.
25. Provision for diminution in the value of Long Term Investments for unquoted shares is not made in the financial statements as it is not permanent in nature.
26. Provisions for Non-Performing Assets in Note 4 to the Balance Sheet includes the following:

	2015-16 Rs.	2014-15 Rs.
For certain Loans – Inter-corporate	50,00,000	50,00,000
	50,00,000	**50,00,000**

27. Key Managerial Remuneration:

(a) The total amount of Remuneration paid to Manager and charged in these financial statements under various heads is set out below:

		2015-16 Rs.	2014-15 Rs.
(a)	Salary	9,51,600	8,53,600
(b)	Contribution to Provident Fund	1,11,692	90,977
(c)	Other Benefits & Allowances	10,55,240	9,80,495
		21,18,532	**19,25,072**

(b) The total amount of Remuneration paid to Company Secretary and charged in these financial statements under various heads is set out below:

		2015-16 Rs.	2014-15 Rs.
(a)	Salary	7,94,400	7,23,600
(b)	Contribution to Provident Fund	86,578	75,467
(c)	Other Benefits & Allowances	9,69,910	8,71,995
		18,50,888	**16,71,062**

Notes forming part of the Financial Statements for the year ended 31st March, 2016

28. Disclosure as required under Accounting Standard (AS) 15 (Revised)

	For the Year Ended 31st March 2016		For the Year Ended 31st March 2015	
	Gratuity (Funded) Rs.	Leave Encashment (Unfunded) Rs.	Gratuity (Funded) Rs.	Leave Encashment (Unfunded) Rs.
A. Expenses recognised in Statement of Profit and Loss				
1. Current Service Cost	96,169	90,590	75,251	65,217
2. Interest cost	46,890	52,174	33,290	38,531
3. Expected return on Plan Assets	37,498	–	34,720	–
4. Actuarial (gain)/loss recognised in the year	2,06,412	23,154	61,455	66,782
5. Expenses recognised in the Statement of Profit & Loss	3,11,973	1,65,918	1,35,276	1,70,530
B. Net Assets / (Liability) recognised in the Balance Sheet				
1. Present value of obligation at the end of the year	9,35,592	8,18,090	5,86,121	6,52,172
2. Fair value of Plan Assets at the end of the year	5,06,218	–	4,68,720	–
3. Funded status	(4,29,374)	–	(1,17,401)	–
4. Net asset/(liability) recognised in Balance Sheet	(4,29,374)	8,18,090	(1,17,401)	(6,52,172)
C. Changes in present value of obligation				
1. Present value of obligation at beginning of the Year	5,86,121	6,52,172	4,16,124	4,81,641
2. Interest Cost	46,890	52,174	33,290	38,531
3. Current service cost	96,169	90,590	75,251	65,217
4. Actuarial (Gain) / Loss on obligation	2,06,412	23,154	61,455	66,782
5. Present value of obligation at the end of the year	9,35,592	8,18,089	5,86,121	6,52,172
D. Changes in the Fair Value of Plan Assets				
1. Fair value of Plan Assets at beginning of the Year	4,68,720	–	4,34,000	–
2. Expected Return on Plan Assets	37,498	–	34,720	–
3. Actuarial gain/ (loss) on Plan Assets	–	–	–	–
4. Fair value of Plan Assets at the end of the year	5,06,218	–	4,68,720	–
Actuarial Assumptions				
1. Discount rate (p.a)	8.00%	8.00%	8.00%	8.00%
2. Expected rate of return (p.a)	8.00%	–	8.00%	–
3. Salary escalation (p.a)	5.00%	5.00%	5.00%	5.00%

E. The experience adjustment on account of actuarial assumptions of the Gratuity Scheme is as follows:

Experience History	2015-16 Rs.	2014-15 Rs.	2013-14 Rs.	2012-13 Rs.	2011-12 Rs.
1. Defined Benefit Obligation at end of the year	9,35,592	5,86,121	4,16,124	3,16,743	2,23,982
2. Plan Assets at the end of the year	5,02,618	4,68,720	4,34,000	4,00,000	3,91,120
3. Surplus/ (Deficit)	(4,29,374)	(1,17,401)	17,876	83,257	1,67,138
4. Experience Adjustments on Plan Liabilities	98,097	15,084	10,709	19,616	24,841
5. Experience Adjustments on Plan Assets	-	-	-	(22,409)	(4,048)

Notes forming part of the Financial Statements for the year ended 31st March, 2016

29. Miscellaneous Expenses includes Auditors' Remuneration as follows:

	2015-16 Rs.	2014-15 Rs.
As Auditor (Includes Tax Audit Fee of Rs. 25,000/-) (Previous Year Rs. 25,000/-)	1,25,000	1,25,000
For Taxation Matters (Includes Service Tax of Rs8,353/-) (Previous Year Rs.4,635/-)	66,606	42,135
For Company Law Matters (Includes Service Tax of Rs.29,429/-) (Previous Year Rs.23,917/-)	2,51,136	2,17,417
For Corporate Governance & Limited Review	85,625	75,000
	5,28,367	**4,59,552**

30. The Company is engaged in the business of financial services, which as per Accounting Standard 17 is considered the only reportable business Segment. The geographical segmentation is not relevant, as the Company did not have any overseas operations during the year.

31. In calculating Basic and Diluted Earnings per Share:

	2015-16	2014-15
(a) Numerator used: Profit/(Loss) after tax (Rs.)	(6,45,03,995)	25,13,47,939
(b) Denominator used: Number of Equity Shares	83,59,136	83,59,136
(c) Earning per share (Rs.)	(7.72)	30.07

32. Information given in accordance with the requirements of Accounting Standard 18 on Related Party Disclosures issued by the Institute of Chartered Accountants of India:

A) List of Related Parties

i) Name of the Key Management Personnel of the Company

a) Non Executive Directors - **Mr. Aditya Khaitan**
Mr. Amritanshu Khaitan
Mr. T. R. Swaminathan
Mr. R. S. Jhawar
Mr. K. K. Baheti
Mr. C. K. Pasari
Mr. J Hazarika
Mr. G. Saraf
Ms. N.Khaitan

b) Manager **Mr. S.R.Mundhra**

c) Company Secretary **Mr. P.Bandyopadhyay**

d) Investment Manager **Mrs. Kavita Khaitan**

Notes forming part of the Financial Statements for the year ended 31st March, 2016

NOTE 32 (Contd.)

e) Relative of Key Management Personnel **Mrs. Krishna Mundhra, wife of Mr. S.R.Mundhra**

f) Enterprise Exercising Significant Influence **Williamson Maknam Limited, U.K**

ii) Name of the Company in which Key Management Personnel is interested -

Kanta Management Services Private Limited

B) Disclosure of transactions with Key Management Personnel and the Company in which Key Management Personnel is having substantial interest and the status of outstanding amount.

i) Transactions during the year with

Particulars	2015-16		2014-15	
	Company in which key management personnel is interested Rs.	Key Management Personnel Rs.	Company in which key management personnel is interested Rs.	Key Management Personnel Rs.
Directors Fees				
Mr. Aditya Khaitan		20,000		20,000
Mr. D. Khaitan		-		20,000
Mr. T. R. Swaminathan		45,000		60,000
Mr. R. S. Jhawar		50,000		60,000
Mr. K .K. Baheti		30,000		40,000
Ms. N. Khaitan		15,000		5,000
Mr. J. Hazarika		10,000		20,000
Mr. G. Saraf		20,000		15,000
Mr. C.K.Pasari		40,000		10,000
Mr. Amritanshu Khaitan		20,000		-
Interest Expenses				
Kanta Management Services Private Limited	21,00,000		21,23,014	
Loan Borrowed/(Repaid)				
Kanta Management Services Private Limited	–		(30,00,000)	

ii) Balances as at 31st March, 2016

Kanta Management Services Private Limited				
Loan Outstanding	1,50,00,000		1,50,00,000	
Interest Payable	–		1,60,521	

iii) Details of remuneration to Key Management Personnel is disclosed in Note 27.

iv) Amount paid to relative of Key Management Personnel amounting to Rs. 2,88,000/- (Previous year Rs. 2,79,600/-)

Notes forming part of the Financial Statements for the year ended 31st March, 2016

33. The timing difference relating mainly to depreciation and unabsorbed losses results in net deferred credit as per Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. As a prudent measure the net deferred tax asset relating to the above has not been recognized in the financial statements.

34. As per section135 of the Companies Act 2013, the Company is required to spend, in every financial year, at least 2% of the average net profit made during the three immediately preceding financial years. Since the Company has no average net profit during the said period, hence the Company did not spend any amount in Corporate Social Responsibility activities during the current Financial Year.

35. Previous years' figures have been regrouped / rearranged wherever necessary.

Signature to Notes 1 to 35

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Reg No: 311017E

V.K.SINGHI
Partner
Membership No: 050051

Kolkata,
26th May, 2016

T. R. Swaminathan	Director
R. S. Jhawar	Director
K. K. Baheti	Director
S. R. Mundhra	Manager & CFO
P. Bandyopadhyay	Company Secretary

Financial Year 2015-2016

Schedule to the Balance Sheet

(As required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. in lakh)

Particulars	Amount Outstanding
Liabilities side:	
(1) **Loans and advances availed by the Company inclusive of interest accrued thereon but not paid:**	
(a) Debentures : Secured	Nil
: Unsecured (other than falling within the meaning of public deposits)	Nil
(b) Deferred Credits Nil	
(c) Term Loans Nil	
(d) Inter-corporate loans and borrowings	17,835.00
(e) Commercial Paper	Nil
(f) Public Deposits Nil	
(g) Other Loans (Cash Credit/Demand Loans/Overdrafts)	Nil
Assets side:	
(2) Break-up of Loans and Advances including bills receivables {other than those included in (4) below}:	
(a) Secured	-
(b) Unsecured*	10,942.31
* including Deposits, interest accrued on Loans and Deposits and other receivables	
(3) Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under subdry debtors:	N/A
(a) Financial lease (net of Lease Terminal Adjustment and advance from Lessee)	N/A
(b) Operating lease	N/A
(ii) Stock on hire including hire charges under sundrry debtors:	
(a) Assets on hire	N/A
(b) Reposssessed Assets	N/A
(iii) Hypothecation loans counting towards AFC activities	
(a) Loans where assets have been repossessed	N/A
(b) loans other than (a) above Amount Outstanding	N/A

		(Rs. in lakh) Amount Outstanding
(4)	**Break-up of Investments:**	
	Current Investments:	
	1. Quoted:	
	(i) Shares: (a) Equity	18.68
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others	Nil
	2. Unquoted;	
	(i) Shares: (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others	Nil
	Long Term Investments: (Net of Provisions)	
	1. Quoted:	
	(i) Shares: (a) Equity	12,962.78
	(b) Preference	-
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others Nil	
	2. Unquoted;	
	(i) Shares: (a) Equity	534.85
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others Nil	

(5) **Borrower group-wise classification of assets financed as in (2) and (3) above category**

Category			Amount net of provision		
			Secured	Unsecured	Total
1.	Related Parties**				
	(a)	Subsidiaries	-	-	-
	(b)	Companies in the same group	-	-	-
	(c)	Other related parties	-	-	-
2.	Other than related parties		-	10,828.42	10,828.42
	Total		-	10,828.42	10,828.42

(6) **Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted):**

Category			Market value/ Break-up or fair value or NAV	Book value (Net of Provision)
1.	Related Parties**			
	(a)	Subsidiaries	-	-
	(b)	Companies in the same group	-	-
	(c)	Other related parties	-	-
2.	Other than related parties		26,907.88	13,516.31
	Total		26,907.88	13,516.31

** As per Accounting Standard of ICAI (Please see Note 3)

(7) **Other Information**

			Particulars	Amount
(i)	Gross Non-Performing Assets (a+b)			50.00
	(a)	Related parties		-
	(b)	Other than related parties		50.00
(ii)	Net Non-Performing Assets (a+b)			-
	(a)	Related parties		-
	(b)	Other than related parties		-
(iii)	Assets acquired in satisfaction of debt			-

Notes:

1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies prudential Norms (Reserve Bank) Directions, 2007.

3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

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