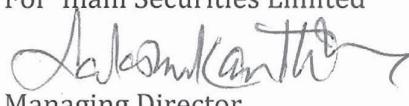

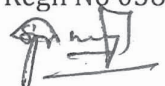
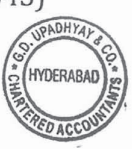
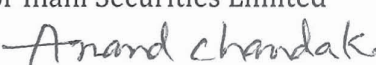



**INANI SECURITIES LTD****ISL**

- CIN No. L67120AP1994PLC017583
- Corporate Members : NSE (CM+F&O+CDS) & BSE (CM)
- Depository Participant : CDSL

**FORM A****THE ANNUAL REPORT TO BE FILED WITH THE STOCK EXCHANGES**

1	Name of the Company	Inani Securities Limited
2	Annual financial statements for the year ended	31 <sup>st</sup> March,2015
3	Type of Audit Observation	Nil
4	Frequency of observation	Nil
5	To be signed by	
	Managing Director	For Inani Securities Limited  Managing Director 
	Chief Financial Officer	N.A
	Auditor	For G.D. UPADHYAY & CO., Chartered Account (Firm Regn No 05834S)  G.D. UPADHYAY Partner M.No. 027187 
	Chairman, Audit Committee	For Inani Securities Limited  Mr. Anand Rameshchandra Chandak Chairman (Audit Committee) 

Regd. Office : G-15, Raghav Ratna Towers, Chirag Ali Lane, Hyderabad - 500 001. Ph. : 040-23201279, Fax : 040-23203747  
e-mail : info@inanisec.in,

Branch : 1408, 4th Floor, 'B' Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013  
Tele Phone : 022-43486000, Fax: 022 e-mail : bby@inanisec.in

E-mail I.D: Compliance Officer : compliance@inanisec.in Investor Grievance : investors@inanisec.in

**21<sup>st</sup>**  
**Annual Report**  
**2014-2015**



**INANI SECURITIES LIMITED**

**CONTENTS**

1.	Company Information	2
2.	Notice of Annual General Meeting	3
3.	Directors Report	13
4.	Secretarial Audit Report	17
5.	Extract of Annual Return (MGT-9)	20
6.	Corporate Governance	27
7.	Management Discussion	35
8.	Auditors' Certificate on Corporate Governance	37
9.	Independent Auditors' Report	38
10.	Annexure to the Auditors Report	40
11.	Balance Sheet	42
12.	Statement of Profit And Loss	43
13.	Cash Flow Statement	44
14.	Significant Accounting Policies	46
15.	Notes on Financial Statements	49
16.	Attendance Slip and Proxy Form	59



**Corporate Information**

**BOARD OF DIRECTORS**

Mr. SHRIGOPAL INANI	<i>Chairman (DIN No.00885322)</i>
Mr. LAKSHMIKANTH INANI	<i>Managing Director (DIN No.00461829)</i>
Mr. RAMAKANTH INANI	<i>Director (DIN No.00458875)</i>
Mr. VISHNUKANTH INANI	<i>Whole Time Director (DIN No.00571377)</i>
Mr. ANAND RAMESHCHANDRA CHANDAK	<i>Director (DIN No.01190924)</i>
Mr. DHANRAJ SONI	<i>Director (DIN No.08159486)</i>
Mrs. RAMA KABRA	<i>Director (DIN No.06843396)</i>

**AUDITORS**

**M/s. G.D. UPADHYAY & CO.**  
Chartered Accountants  
15-1-53, II<sup>nd</sup> Floor,  
Opp. Goshamahal High School,  
Siddiamber Bazar,  
Hyderabad - 500 012.

**DEMAT & PHYSICAL SHARE REGISTRARS:**  
**Venture Capital & Corporate  
Investments Pvt Limited**  
MIG - 167, Bharat Nagar Colony  
Hyderabad - 500 018.  
SEBI Regn. No. INR 00001203

**PRINCIPAL BANKERS**

**HDFC Bank Limited**  
Lakdi-ka-pool,  
Hyderabad - 500 004.

**TAMILAND MERCANTILE  
BANK LIMITED**  
Siddiamber Bazar,  
Hyderabad - 500 012.

**REGISTERED OFFICE**

G-15, Raghava Ratna Towers,  
5-8-352/14 & 15,  
Chirag Ali Lane,  
Hyderabad - 500 001.  
E-mail : info@inanisec.in

**CORPORATE OFFICE**

Office No 1408, 14<sup>th</sup> Floor,, Naman Midtown,  
B-Wing, Senapati Bapat Marg, ,  
Next To Indiabull Finance Centre, Eliphinstone,  
Mumbai - 400 013.  
E-mail : bby@inanisec.in

Visit us at : [www.inanisec.in](http://www.inanisec.in)



## INANI SECURITIES LIMITED

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21<sup>st</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF **INANI SECURITIES LTD** WILL BE HELD **ON WEDNESDAY, THE 30<sup>th</sup> DAY OF SEPTEMBER, 2015** AT 02.30 P.M, AT RAJASTHANI GRADUATES ASSOCIATION HALL, SITUATED AT, 5-4-790/1, FIRST FLOOR, LANE OPP. TO G.PULLAREDDY SWEETS, ABIDS, HYDERABAD - 500 001 TO TRANSACT THE FOLLOWING BUSINESS:

#### Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2015 and statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Shrigopal Inani, (DIN: 00885322), who retires by rotation and being eligible, offers himself for re- appointment.
3. To consider and if thought fit, to pass, the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. G D Upadhyay & Co., Chartered Accountants (Firm Registration No. 05834S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

#### Special Business:

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**

**“RESOLVED THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180 (1)(c) of the Companies Act, 2013 (including any statutory modification or re-enhancement thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other firms, bodies corporate, persons notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loan obtained from the Company's Bankers in the ordinary course of business), may, at any time, exceed upto a sum of Rs. 25.00 Crores (Rupees Twenty Five Crores Only) over and above the aggregate of the then paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such money to be borrowed from time to time as to interest, repayment, security or otherwise as they may in their absolute discretion think fit.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in respect of the borrowings(s) aforesaid and further to do all such acts, deeds, and things and to execute documents and writings as may be necessary, proper, desirable or expedite to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to Section 180(1)(a ) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 25.00 Crores (Rupees Twenty Five Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public.”

6. To appoint Mr. Anand Rameshchandra Chandak (DIN: 01190924) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Anand Rameshchandra Chandak (DIN: 01190924), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the Annual General Meeting of the Company in the calendar year 2019.”

7. To appoint Mr. Dhanraj Soni (DIN: 08159486) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dhanraj Soni (DIN: 08159486), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the Annual General Meeting of the Company in the calendar year 2019.”

8. To appoint Mrs. Rama Kabra (DIN: 06843396) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Rama Kabra (DIN: 06843396), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the Annual General Meeting of the Company in the calendar year 2019.”

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** in pursuance to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V prescribed under the Companies Act, 2013 and in pursuance to the provisions of Articles of Association of the Company, Mr. Lakshmikanth Inani be and is hereby reappointed as Managing Director of the Company for a period of Three Years w.e.f. 01/04/2015 at a remuneration and other terms and conditions as mentioned below: [including ratification of remuneration payable for balance of his previous tenure that is from 01/10/2014 to 31/03/2015]:

Consolidated Salary of Rs. 1,25,000/- per month

Mr. Lakshmikanth Inani will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits / amenities and other privileges as may be decided by the Board from time to time.”

10. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** in pursuance to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V prescribed under the Companies Act, 2013 and in pursuance to the provisions of Articles of Association of the Company, Mr. Vishnukanth Inani be and is hereby reappointed as Whole time Director of the Company for a period of Three Years w.e.f. 01/04/2015 at a remuneration and other terms and conditions as mentioned below: [including ratification of remuneration payable for balance of his previous tenure that is from 01/10/2014 to 31/03/2015]:

Consolidated Salary of Rs. 1,00,000/- per month

Mr. Vishnukanth Inani will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits / amenities and other privileges as may be decided by the Board from time to time.”

11. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”



## INANI SECURITIES LIMITED

### NOTES :

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no.s 4 to 11 as stated above in annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2015 to 30th September 2015** (both days inclusive).
- d) Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- e) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Venture Capital and Corporate Services Limited, 12-10-167, Bharat Nagar, Hyderabad – 500 018.
- f) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

By Order of the Board  
Sd/-

**SHRIGOPAL INANI**  
Chairman

Place : Hyderabad  
Date : 31.07.2015.

### **REGISTERED OFFICE**

G-15, Raghava Ratna Towers,  
5-8-352/14 & 15,  
Chirag Ali Lane,  
Hyderabad - 500 001

**CIN:L67120AP1994PLC017583**

Mr. Shrigopal Inani, director retire by rotation and, being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below.

<b>Name</b>	Shrigopal Inani
Directors Identification Number (DIN)	00885322
Age	72 years
Qualification	B.com
Expertise in Specific Area	Vast Experience in Accounts & Finance
Date of first Appointment on the Board of the Company	31.081995
Shareholding in Inani Securities Limited	NIL
List of Directorship held in other companies	Inani Real Estates & Developers (P) Ltd
Membership/Chairmanships of Audit and stake holders relationship committees	NIL



**ANNEXURE TO THE NOTICE:  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4 and 5**

**Increase in Borrowing Limits**

In terms of the provisions of Sections 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company, cannot except with the consent of the Company in general meeting; borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves that is to say reserves not set apart for any specific purpose. Section 180(1)(c) of the Companies Act, 2013 inter alia provides that the Board of Directors can borrow in excess of the paid up capital and its free reserve/s if authorized by members, hence the resolution is proposed for approval.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 & 5 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors is in any way concerned or interest in the Resolution.

**Item No. 6, 7 and 8**

Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra are Independent Directors of the Company appointed pursuant to the requirements of erstwhile Clause 49 of the Listing Agreement. Their period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Section 149(10) of the Act, which is effective from April 1, 2014, provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors.

It is proposed to appoint Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra as independent directors under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 4 (Four) consecutive years for a term up to the conclusion of Annual General Meeting of the company in the calendar year 2019.

Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Brief resume of Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

Copy of draft letters of appointment of Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra setting out the terms and conditions are available for inspection by the members at the registered office of the Company.

The Board considers that continued association of Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges.

Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra are interested in the resolutions set out respectively at Item Nos.6, 7 and 8 of the Notice with regard to their respective appointments.

The relatives of Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 6, 7 and 8 of the Notice for approval by the shareholders.

<b>Name</b>	Mr. Anand Rameshchandra Chandak	Mr. Dhanraj Soni	Mrs. Rama Kabra
Directors Identification Number (DIN)	01190924	08159486	06843396
Age	43 Years	50 Years	41 Years
Qualification	M.B.A	B.COM	B.COM
Expertise in Specific Area	Vast Experience in Accounts & Finance	Vast Experience in Finance	Vast Experience in Accounts & Finance
Date of first Appointment on the Board of the Company	29.08.2005	29.09.2007	25.03.2014
Shareholding in Inani Securities Limited	NIL	NIL	21,510
List of Directorship held in other companies	NIL	SDS AGRO FARMS (P) Ltd	NIL
Membership/Chairmanships of Audit and stake holders relationship committees	Audit committee: Chairman. Stake Holder: Member	Audit committee: Member Stake Holder: Chairman.	Audit committee: Member Stake Holder: Member

#### **Item No 9 and 10**

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> May 2015, has subject to the approval of Members, re-appointed Mr. Lakshmikanth Inani, as Managing Director and Mr. Vishnukanth Inani, as Whole Time Director for a period of 3 years on the remuneration as set out in the resolution. The terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

The remuneration committee in its meeting held on 31.10.2014 had revised the remuneration payable for balance of their tenure [from 01-10-2014 to 31-03-2015] to Mr. Lakshmikanth Inani, Managing Director and Mr. Vishnukanth Inani, Whole time director from Rs. 25,000/- per month to Rs. 1,25,000/- per month and from Rs. 20,000/- per month to Rs. 1,00,000/- per month respectively.



## INANI SECURITIES LIMITED

A brief resume of Mr. Lakshmikanth Inani and Mr. Vishnukanth Inani as required in terms of Clause 49 of the Listing Agreement in enclosed with the Notice.

The Board commends the Resolution set out in Item No 9 and 10 for your approval.

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

### 1. General information:

- (1) Nature of Industry: Stock Broking Industry. The main activity of the Company is Stock Broking
- (2) Date of Commencement: 19.05.1994
- (3) Financial Performance (as in table below).

Particulars	2012-13	2013-14	2014-15
Sales and other income	198.93	171.67	237.06
Profit before Tax and prior period items	10.77	16.98	38.38
Finance Charges	46.63	37.99	36.95
Depreciation	12.60	14.29	33.26
Prior period items	1.00	0.18	0
Profit after Tax	19.07	35.08	42.50

(4) Foreign Investment: NIL

### II. Information about the appointee

(a) Lakshmikanth Inani: Managing Director

Background details: Mr. Lakshmikanth Inani is a commerce graduate with 25 years of experience in the field of Stock Broking.

Past remuneration: Rs. 25000/- per month

Remuneration proposed: Rs 1,25,000/- per month

Comparative Remunerative profile - It is similar or lower than in equivalent firms.

Pecuniary relationship: Mr. Lakshmikanth Inani is a promoter director of the Company.

### II. Other Information:

- (i) Reasons of loss or inadequate profits - The Company has recorded a subdued performance during the financial year 2014-15, amidst weak economic conditions.
- (ii) Steps taken or proposed to be taken for improvement - The steps taken or proposed to be taken for improvement in financial performance inter alia include opening of new branches and taking up cost reduction drive.
- (iii) Expected increase in productivity and profitability - The Company is hopeful of reporting better financial results.

(b) Vishnukanth Inani: Whole Time Director

Background details: Mr. Vishnukanth Inani is a commerce graduate with 15 years of experience in the field of Stock Broking.

Past remuneration: Rs. 20000/- per month

Remuneration proposed: Rs 1,00,000/- per month

Comparative Remunerative profile - It is similar or lower than in equivalent firms.

Pecuniary relationship: Mr. Vishnukanth Inani is a promoter director of the Company.

**3. Other Information:**

- (i) Reasons of loss or inadequate profits - The Company has recorded a subdued performance during the financial year 2014-15, amidst weak economic conditions.
- (ii) Steps taken or proposed to be taken for improvement - The steps taken or proposed to be taken for improvement in financial performance inter alia include opening of new branches and taking up cost reduction drive.
- (iii) Expected increase in productivity and profitability - The Company is hopeful of reporting better financial results.

**Additional Information**
**Brief Resume of the Directors proposed to be appointed / re – appointed as required in terms of Listing Agreement**

Name	Mr. Lakshmikanth Inani	Mr. Vishnukanth Inani
Date of Birth	22.02.1958	05.09.1970
Date of Appointment	03.10.1998	07.08.1995
Qualifications	B.COM	B.COM
Expertise in specific functional area	Vast experience in accounts, finance, administration and compliance	Vast experience in Finance and handling Institutional clients
Directorship in other Companies	1.L.K.I Securities (P) Ltd., 2. Inani Commodities & Finance Ltd.	1.L.K.I Securities (P) Ltd., 2. Inani Commodities & Finance Ltd.
Memberships / Chairmanship of Committees across all Public Companies	NIL	NIL

**ITEM NO 11.**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at [www.inanisec.in](http://www.inanisec.in) for perusal by the shareholders.

None of the Directors or Key Managerial Personnel and the relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item no. 11 for the approval of Members.

Place : Hyderabad  
Date : 31.07.2015.

By Order of the Board  
Sd/-  
**SHRIGOPAL INANI**  
Chairman

**REGISTERED OFFICE**  
G-15, Raghava Ratna Towers,  
5-8-352/14 & 15,  
Chirag Ali Lane,  
Hyderabad - 500 001  
**CIN:L67120AP1994PLC017583**

**The instructions for shareholders voting electronically are as under:**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- (i) The voting period begins on 26<sup>th</sup> September, 2015 (9:00 AM) and ends on 28<sup>th</sup> September, 2015 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> September, 2015 of 22<sup>nd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant INANI SECURITIES LTD on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help

**DIRECTORS' REPORT**

The Directors have pleasure in presenting the Annual Report of the Company, together with the financial statements, for the year ended March 31, 2015.

**Financial Results**
**Rs. in Lakhs**

Particulars	Year ended 31 <sup>st</sup> March, 2015	Year ended 31 <sup>st</sup> March, 2014
Total Revenue	237.06	171.67
Profit before Interest, Depreciation & Tax	108.59	69.26
Profit before Depreciation & Tax	71.64	31.27
Profit Before Tax & Exceptional Item	38.38	16.98
Prior year Adjustment & Exceptional Items	(18.35)	(27.87)
Net Profit Before taxation	56.72	44.85
Provision for Tax		
Current tax	18.62	8.55
Deferred Tax	(4.40)	1.23
Net Profit	42.50	35.08
Balance brought forward from the last year	907.77	873.99
Earlier Year Tax	0	(1.30)
Depreciation / Deferred Tax Adjustment	(10.62)	0
Profit available for appropriation	939.65	907.77
Proposed Dividend	Nil	Nil
Balance carried to Balance Sheet	939.65	907.77

**Company Performance**

During the year under review, due to the bullish trend in the capital market the net profit of the company increased to Rs. 42.50 Lacs (previous year Rs. 35.08 Lacs)

**Dividend**

Keeping in view the future expansion plans and capital requirements of the company, the Board of Directors believe it is necessary to conserve cash flow and thereby do not recommend any dividend for the year.

**Fixed Deposits**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**Director's Responsibility Statement**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

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

v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**DIRECTORS:**

Mr. Srigopal Inani, Director retires by rotation and, being eligible, offers himself for re appointment. The Directors recommend Mr. Srigopal Inani for re-appointment.

The Board recommends the appointment of Mr. Anand Rameshchandra Chandak, Mr. Dhanraj Soni and Mrs. Rama Kabra as independent directors under section 149 of the Companies Act, 2013 and clause 49 of the listing agreement in the ensuing A.G.M. to hold office for 4 (Four) consecutive years i.e. for a term up to the conclusion of Annual General Meeting of the company in the calendar year 2018.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit,

**Nature of business**

There has been no change in the nature of business of the Company.

**Auditors**

M/s. G D Upadhyay & Co, were appointed as Statutory Auditors of your Company at the last Annual General Meeting held on 30<sup>th</sup> September 2014, for a term of three consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

**Auditors' Report**

The auditors' report does not contain any qualifications, reservations or adverse remarks.

**Secretarial Audit**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Ajay Kishen, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as 'Annexure 1'

**Secretarial Audit Report**

The Secretarial audit report does not contain any qualifications, reservations or adverse remarks.

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption are not given as the same are not applicable to the Company.

Foreign Exchange Earnings and Outgo: During the period under review there was no foreign exchange earnings or out flow.



**Extract of Annual Return**

The extract of Annual Return as on March 31, 2015 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as 'Annexure 2' and forms part of this Report.

**Number of Meetings of the Board**

During the Financial Year 2014-15, 5 number of Board meetings were held. For details thereof kindly refer to the section 'Board of Directors- Number of Board Meetings', in the Corporate Governance Report.

**Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

**Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013**

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions.

**Significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and company's operations in future**

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

**Subsidiary Companies**

The Company does not have any subsidiary.

**Internal Control Systems and Their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**Industrial Relations**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.



**Business Risk Management**

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

At present the company has not identified any element of risk which may threaten the existence of the company.

**Corporate Governance and Management Discussion & Analysis Reports**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

**Material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2015 and July 31, 2015 (date of the Report)**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2015) and the date of the Report (July 31, 2015).

**Audit committee**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

**Listing Arrangement**

The Equity shares of the Company are listed on Bombay Stock Exchange Ltd., (B S E). The listing fees, for the year 2015-16 has been paid to the Exchange.

**Particulars of Employees, related disclosures and Human Resources:**

The provisions of Section 197 (12) read with the relevant rules are not applicable to the Company during the year under review.

The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential.

**Corporate Social Responsibility**

The provisions relating to Corporate Social Responsibility are not applicable to our company.

**Acknowledgements**

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory bodies, stock holders and other business associates who have extended their valuable sustained support and encouragement during the year under review. Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all employees at all levels of the company. We look forward to their continued support in the future.

Place : Hyderabad  
Date : 31.07.2015

By order of the Board.  
Sd/-  
**SHRIGOPAL INANI**  
Chairman

**REGISTERED OFFICE**  
G-15, Raghava Ratna Towers,  
5-8-352/14 & 15,  
Chirag Ali Lane,  
Hyderabad - 500 001  
**CIN:L67120AP1994PLC017583**



**ANNEXURE - 1  
SECRETARIAL AUDIT REPORT  
For The Financial Year Ended On 31st March, 2015**

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

To,  
The Members,  
Inani Securities Limited  
Hyderabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Inani Securities Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Inani Securities Limited for the financial year ended on 31st March, 2015 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; [Not applicable to the company during the Audit period].
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (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; [Not applicable to the company during the Audit period]
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable to the company during the Audit period].
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable to the company during the Audit period].

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: [Not applicable to the company during the Audit period] and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. [Not applicable to the company during the Audit period].

(vi) Other laws applicable to the Company as per the representations made by the Management.

I / 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) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

I further report that,

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

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

**Ajay Kishen**

Practicing Company Secretary  
FCS: 6298 CP: 5146

Place: Hyderabad  
Date : 31.07.2015

Note : This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



**'ANNEXURE A'**

To,  
The Members,  
Inani Securities Limited  
Hyderabad

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Ajay Kishen**  
Practicing Company Secretary  
FCS: 6298 CP: 5146

Place: Hyderabad  
Date : 31.07.2015



# INANI SECURITIES LIMITED

**ANNEXURE - 2**  
**Form No. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup> March, 2015**

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L67120AP1994PLC017583
ii)	Registration Date	19/05/1994
iii)	Name of the Company	INANI SECURITIES LIMITED
iv)	Category / Sub-Category of the Company	LISTED COMPANY / LIMITED BY SHARES
v)	Address of the Registered office and contact details	G 15, RAGHAVA RATNA TOWERS, 5-8-352/14 & 15, CHIRAG ALI LANE, ABIDS, HYDERABAD – 500 001, TELANGANA PHONE: 040 - 23201279
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Venture Capital & Corporate Investments Pvt Limited MIG - 167, Bharat Nagar Colony, Hyderabad - 500 018. PHONE: 040 – 23868023, 040 - 23868024

**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	STOCK BROKING	NA	97%

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

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Inani Commodities & Finance Ltd. G-15, Raghava Ratna Towers, 5-8-352/14 & 15, Chirag Ali Lane, Hyderabad - 500 001	U65920TG 1996PLC02 4103	Associate	30.57	2 (6)

**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 01-04-2014)				No. of Shares held at the end of the year (as on 31-03-2015)				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% change during the year
A. Promoter	--	--	--	--	--	--	--	--	--
(1) Indian	--	--	--	--	--	--	--	--	--
a) Individual / HUIF	19,70,900	--	19,70,900	43.24	19,70,900	--	19,70,900	43.24	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	5,69,914	--	5,69,914	12.50	5,69,914	--	5,69,914	12.50	--
e) Banks / FI's	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub Total (A) (1)</b>	<b>25,40,814</b>	--	<b>25,40,814</b>	<b>55.75</b>	<b>25,40,814</b>	--	<b>25,40,814</b>	<b>55.75</b>	--
(2) Foreign	--	--	--	--	--	--	--	--	--
a) NRI - Individuals	--	--	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub Total (A) (2)</b>	--	--	--	--	--	--	--	--	--
<b>Total Shareholding of Promoter (A)=(A)(1) + (A)(2)</b>	<b>25,40,814</b>	--	<b>25,40,814</b>	<b>55.75</b>	<b>25,40,814</b>	--	<b>25,40,814</b>	<b>55.75</b>	--
<b>B. PUBLIC SHAREHOLDING</b>		--	--	--	--	--	--	--	--
<b>1. Institutions</b>		--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt (s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
i) Others	--	--	--	--	--	--	--	--	--
<b>Sub Total (B) (1)</b>	--	--	--	--	--	--	--	--	--
<b>2. Non Institutions</b>		--	--	--		--	--	--	--
a) Bodies Corporate		--	--	--		--	--	--	--
i) Indian	2,998	26,000	28,998	0.64	3,474	26,000	29,474	0.65	0.01
ii) Overseas	--	--	--	--	--	--	--	--	--

b) Individuals									
i) Individual Shareholders holding nominal share capital up to Rs.1 Lakh	1,01,174	2,97,625	3,98,799	8.75	1,08,698	2,89,625	3,98,323	8.75	--
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 Lakh	14,68,619	1,19,700	15,88,319	34.85	14,68,619	1,19,700	15,88,319	34.85	--
c) Others – Clearing Members	770	--	770	0.02	770	--	770	0.02	--
<b>Sub Total (B) (2)</b>	<b>15,73,561</b>	<b>4,43,325</b>	<b>20,16,886</b>	<b>44.25</b>	<b>15,81,561</b>	<b>4,35,325</b>	<b>20,16,886</b>	<b>44.25</b>	<b>--</b>
<b>Total Public Shareholding (B) = (B)(1) + (B) (2)</b>	<b>15,73,561</b>	<b>4,43,325</b>	<b>20,16,886</b>	<b>44.25</b>	<b>15,81,561</b>	<b>4,35,325</b>	<b>20,16,886</b>	<b>44.25</b>	<b>--</b>
<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	--	--			--	--			
<b>GRAND TOTAL (A+B+C)</b>	<b>41,14,375</b>	<b>4,43,325</b>	<b>45,57,700</b>	<b>100</b>	<b>41,22,375</b>	<b>4,35,325</b>	<b>45,57,700</b>	<b>100</b>	<b>--</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01-04-2014)			Share holding at the end of the year (as on 31-03-2015)			
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in Share holding during the year
1	DHANSHREE SYNTEX PRIVATE LIMITED	2,00,000	4.39	--	2,00,000	4.39	--	--
2	INANI COMMODITIES & FINANCE LIMITED	3,09,914	6.80	--	3,09,914	6.80	--	--
3	L.K.I SECURITIES PRIVATE LIMITED	60,000	1.32	--	60,000	1.32	--	--
4	LAKSHMIKANTH INANI	2,25,100	4.94	--	2,25,100	4.94	--	--
5	RAMAKANTH INANI(HUF)	50,700	1.11	--	50,700	1.11	--	--
6	RAMAKANTH INANI	6,64,800	14.59	--	6,64,800	14.59	--	--
7	CHAMPADEVI INANI	56,400	1.24	--	56,400	1.24	--	--
8	VENUGOPAL INANI	2,83,100	6.21	--	2,83,100	6.21	--	--
9	PRAMILADEVI INANI	78,500	1.72	--	78,500	1.72	--	--
10	ANITA INANI	74,700	1.64	--	74,700	1.64	--	--
11	VISHNUKANTH INANI	3,15,600	6.92	--	3,15,600	6.92	--	--
12	SRIKUMAR INANI	71000	1.56	--	71000	1.56	--	--
13	ANURADHA INANI	77800	1.71	--	77800	1.71	--	--
14	BHARAT KUMAR INANI	73200	1.61	--	73200	1.61	--	--
	<b>Total</b>	<b>2540814</b>	<b>55.75</b>	<b>--</b>	<b>2540814</b>	<b>55.75</b>	<b>--</b>	<b>--</b>



**(iii) Change in Promoters' Shareholding (Please specify, if there is no change) – No Change**

	Shareholding at the beginning of the year ( as on 01-04-2014)		Cumulative Shareholding during the year (01-04-2014 – 31-03-2015)	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
At the beginning of the year	There is no change in Promoters' Shareholding between 01-04-2014 to 31-03-2015			
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
At the End of the year				

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRS):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year			
		No. of Shares	% of total Shares of the company	Date	Increase / Decrease	Reason	No. of Shares	% of total Shares of the company
1	VENUGOPAL INANI	147009	3.23	--	--	--	147009	3.23
2	SANGEETA	108825	2.39	--	--	--	108825	2.39
3	V RAJESHWARI	105200	2.31	--	--	--	105200	2.31
4	NIDHI INANI	71000	1.56	--	--	--	71000	1.56
5	SWATI INANI	71000	1.56	--	--	--	71000	1.56
6	PRAMILADEVI RAMAKANT V K INANI HUF	44605	0.98	--	--	--	44605	0.98
7	BANKATLAL SHRINIWAS RATHI	44500	0.98	--	--	--	44500	0.98
8	VISHNUKANTH INANI HUF	44300	0.97	--	--	--	44300	0.97
9	LAKSHMIKANTH INANI HUF	44300	0.97	--	--	--	44300	0.97
10	PRANAV INANI	44286	0.97	--	--	--	44286	0.97

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

Sl. No.		Shareholding at the beginning of the year			Cumulative Shareholding during the year			
		No. of Shares	% of total Shares of the Company	Date	Increase / decrease	Reason	No. of Shares	% of total Shares of the Company
<b>A Directors</b>								
1	SHRIGOPAL INANI	--	--	--	--	--	--	--
2	LAKSHMIKANTH INANI	225100	4.94	--	--	--	225100	4.94
3	RAMAKANTH INANI	664800	14.59	--	--	--	664800	14.59
4	VISHNUKANTH INANI	315600	6.92	--	--	--	315600	6.92
5	RAMA KABRA	21510	0.47	--	--	--	21510	0.47
6	ANAND RAMESHCHANDRA	--	--	--	--	--	--	--
7	CHANDAK DHANRAJ SONI	--	--	--	--	--	--	--
<b>Key Managerial Personnel</b>		--	--	--	--	--	--	--
1	LAKSHMIKANTH INANI	225100	4.94	--	--	--	225100	4.94
2	RAMAKANTH INANI	664800	14.59	--	--	--	664800	14.59
3	VISHNUKANTH INANI	315600	6.92	--	--	--	315600	6.92

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	25948109	--	--	25948109
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	25948109	--	--	25948109
<b>Change in Indebtedness during the financial year</b>	--	--	--	--
Addition	14356700	--	--	14356700
Reduction	4730903	--	--	4730903
<b>Net Change</b>	9625797	--	--	9625797
<b>Indebtedness at the end of the financial year</b>	--	--	--	--
i) Principal Amount	35573906	--	--	35573906
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>35573906</b>	--	--	<b>35573906</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		LAKSHMIKANTH INANI	VISHNUKANTH INANI		
1.	Gross salary	900000	720000		1620000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--		--
	(c) Profits in lieu of salary 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	--	--		--
	Total (A)	900000	720000		720000
	Ceiling as per the Act				

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		RAMA KABRA	DHANRAJ SONI	ANAND RAMESHCHANDRA CHANDAK	SRIGOPAL INANI	
3.	Independent Directors					
	· Fee for attending board committee meetings	6500	6000	7000	--	19500
	· Commission	--	--	--	--	--
	· Others, please specify	--	--	--	--	--
	Total (1)	6500	6000	7000	--	19500
4.	Other Non-Executive Directors					
	· Fee for attending board committee meetings	--	--	--	4500	4500
	· Commission	--	--	--	--	--
	· Others, please specify	--	--	--	--	--
	Total (2)	--	--	--	4500	4500
	Total (B) = (1+2)	6500	6000	7000	4500	24000
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	TOTAL
	Gross salary	--	--	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
	Stock Option	--	--	--	--
	Sweat Equity Commission				
	- as % of profit	--	--	--	--
	- others, specify.....	--	--	--	--
	Others, please specify	--	--	--	--
	Total	--	--	--	--

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment /Compounding Fees imposed	Authority (RD /NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>B. DIRECTORS</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

## CORPORATE GOVERNANCE

**1. PHILOSOPHY:**

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines under clause 49 of the listing agreement.

**2. BOARD OF DIRECTORS:****a) Composition, Category of Directors and their other directorship as on March 31, 2015.**

Name of the Director	Category of Directorship	No. of directorship held in Other Companies
Mr. Shrigopal Inani	Chairman Non Executive Director	Inani Real Estate & Developers Pvt. Ltd.
Mr. Lakshmikanth Inani	Managing Director	L.K.I Securities Pvt. Ltd. Inani Commodities & Finance Ltd.
Mr. Ramakanth Inani	Non Executive Director	Dhanshree Syntex Pvt. Ltd. Inani Commodities & Finance Ltd.
Mr. Vishnukanth Inani	Executive Director	L.K.I Securities Pvt. Ltd Inani Commodities & Finance Ltd.
Mrs. Rama Kabra	Non Executive Independent Director	NIL
Mr. Anand Rameshchandra Chandak	Non Executive Independent Director	NIL
Mr. DhanRaj Soni	Non Executive Independent Director	SDS AGRO FARMS Pvt. Ltd.

**b) Number of Board Meetings**

During the year ended March 31, 2015, Five Board Meetings were held on 23/05/2014, 30/05/2014, 31/07/2014, 31/10/2014, 31/01/2015.

**c) Directors' attendance record:.**

Name of the Director	Board Meetings attended during the year	Whether last agm attended
Mr. Shrigopal Inani	4	No
Mr. Lakshmikanth Inani	5	Yes
Mr. Ramakanth Inani	5	Yes
Mr. Vishnukanth Inani	4	No
Mrs. Rama Kabra	4	Yes
Mr. Anand Rameshchandra Chandak	4	No
Mr. DhanRaj Soni	4	Yes

**3. COMMITTEES OF THE BOARD****a) Audit Committee****I Terms of Reference:**

Apart from all the matters provided in clause 49 of the listing agreement and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

**ii) Composition:**

The Audit committee consists of three independent directors, Mr. Anand Rameshchandra Chandak, Mrs. Rama Kabra and Mr. Dhanraj Soni. Mr. Anand Rameshchandra Chandak has been designated as chairman of the committee.

The committee met 4 times during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows

Name of the Member	Designation	No. of Meetings Attended
Mr. Anand Rameshchandra Chandak	Chairman	4
Mrs. Rama Kabra	Independent Director	3
Mr. Dhanraj Soni	Independent Director	3

**b) Appointment & Remuneration Committee and policy:**

The Appointment & Remuneration committee consists of three independent directors, Mrs. Rama Kabra (Chairman), Mr. Anand Rameshchandra Chandak and Shrigopal Inani

The committee met 1 time during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows

Name of the Member	Designation	No. of Meetings Attended
Mrs. Rama Kabra	Chairman	1
Mr. Anand Rameshchandra Chandak	Independent Director	1
Mr. Shrigopal Inani	Non Executive Director	1

The details of remuneration for the year ended March 31, 2015 to the Executive Directors are as follows

Name	Designation	Remuneration
Mr. Lakshmikanth Inani	Managing Director	Rs.9,00,000/-
Mr. Vishnukanth Inani	Director	Rs.7,20,000/-

The Company has paid sitting fees of Rs 1000/- per meeting of Board and Rs. 500/- per meeting of Committee to Non-Executive Directors during the financial year 2014-15

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Appointment and Remuneration (A&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**Criteria of selection of Non Executive Directors**

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the A&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The A&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The A&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

CEO & Managing Director - Criteria for selection / appointment For the purpose of selection of the CEO & MD, the A&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### Remuneration for the CEO & Managing Director

At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the A&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

Remuneration Policy for the Senior Management Employees In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the A&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the A&R Committee for its review and approval.

#### c) Shareholders/ Investors' Grievance Committee:

During the year 2014-15 the Shareholders/Investors Grievance committee that also acts as Share Transfer Committee met 2 times.

The attendance at the Shareholders/Investors Grievance Committee is given below

Name of the Member	Designation	No. of Meetings Attended
Mr. Dhanraj Soni	Chairman	1
Mrs. Rama Kabra	Independent Director	2
Mr. Anand Rameshchandra Chandak	Independent Director	1

During the year 2014-15, Nil complaints were received from shareholders and investors. All the complaints have generally been resolved to the satisfaction of the complainants except for disputed cases and sub-judice matters, if any, which would be solved on final disposal by the courts/ forums where they are pending.

**d) PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

(e) Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprise of

**INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors met on January 31, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

**CODE OF CONDUCT**

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2011, the board has approved the 'Code of Conduct for Prevention of Insider Trading' and authorized the Audit Committee to implement and monitor the various requirements as set out in the Code.

**WHISTLE BLOWER POLICY**

Pursuant to clause 49 of the listing agreement, the Company has put in place the 'Whistle Blower Policy' duly approved by the Board. Further, it is hereby affirmed that the Company has not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and that the Company has provided protection to 'Whistle Blower Policy' from unfair termination and other unfair or prejudicial employment practices.



**NAME AND DESIGNATION OF COMPLIANCE OFFICER :**
**Mr. Lakshmikanth Inani, Managing Director**
**4. SHAREHOLDERS:**
**a. (i) Means of Communication :**

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper viz. "Andhra Prabha" and one English news paper viz. "BUSINESS STANDARD".

The results are published in accordance with the guidelines of the Stock Exchanges.

(ii) In line with the existing provisions of the Listing Agreement, the Company has created a separate e-mail address viz. investors@inanisec.in to receive complaints and grievances of the investors.

**b. Share Transfers Agents:**
**Venture Capital And Corporate Investments Pvt Ltd**

H.NO. 12-10-167,  
BHARAT NAGAR,  
HYDERABAD – 500018  
Telangana

**c. Share Transfer System:**

All physical share transfers are effected within 15 days of lodgment, subject to the documents being in order. The Board has delegated the authority for approval of transfer, transmission etc. to a committee comprising of two Non Executive Directors and one executive director. A summary of transfer/transmission of shares so approved by the committee is placed before the Board.

**d. General Body Meetings :**

Details of last three Annual General Meetings are as under.

Year	Type	Date	Venue	Time
2013-14	AGM	30 <sup>th</sup> September, 2014	RAJASTHANI GRADUATES ASSOCIATION HALL, 5-4-790/1, FIRST FLOOR, LANE OPP. TO G.PULL REDDY SWEETS, ABIDS, HYDERABAD- 500 001	10.30 A.M
2012-13	AGM	30 <sup>th</sup> September, 2013	RAJASTHANI GRADUATES ASSOCIATION HALL, 5-4-790/1, FIRST FLOOR, LANE OPP. TO G.PULL REDDY SWEETS, ABIDS, HYDERABAD- 500 001	10.30 A.M
2011-12	AGM	14 <sup>th</sup> July, 2012	RAJASTHANI GRADUATES ASSOCIATION HALL, 5-4-790/1, FIRST FLOOR, LANE OPP. TO G.PULL REDDY SWEETS, ABIDS, HYDERABAD- 500 001	10.30A.M

**e. Postal Ballot:**

During the year under review, in pursuance of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Postal Ballot was conducted (including e-voting) seeking approval of shareholders by way of special resolution for alteration of Main Objects of Memorandum of Association.

The same was simultaneously also disseminated to the Stock Exchanges on which the shares of the Company was listed.

The Chairman after receiving the result announced that the Special Resolution in pursuance of Section 186 of the Companies Act, 2013 has been duly passed with requisite majority and directed that the aforesaid result along with the resolution be recorded in the minute book meant for recording the proceedings of General Meetings of Members.

**5. Additional shareholders information :**
**a) Annual General Meeting**
**Annual General Meeting**

**Date and time** : 30<sup>th</sup> September, 2015 at 2.30 P.M

**Venue** : Rajasthani Graduates Association Hall, 5-4-790/1, First Floor, Lane Opp to G. Pulla Reddy Sweets, Hyderabad – 500 001.

**Date of Book closure:** 23<sup>rd</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive)

**b) Financial Calendar for 2015-16 (Tentative)**

Financial Year	1st April, 2015 to 31 <sup>st</sup> March 2016
Financial Reporting for the quarter ending 30 <sup>th</sup> June, 2015	Last week of July, 2015
Financial Reporting for the quarter ending 30 <sup>th</sup> September, 2015	Last week of October, 2015
Financial Reporting for the quarter ending 31 <sup>st</sup> December, 2015	Last week of January, 2016
Financial Reporting for the quarter ending 31 <sup>st</sup> March, 2016	Last week of May, 2016

**c) Book Closure:**

The register of members and share transfer books of the company shall remain closed from 23<sup>rd</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive) for AGM.

**d) Listing in stock exchanges and stock codes**

Name of Stock Exchange	Address	Stock	ISIN No.
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 4000 001	531672	INE224C01014

**e. Stock Market Data:**

High/Low of Market price of Company's equity shares traded on the **BSE Ltd.** (BSE) during the financial year ended on March 31, 2015 was as follows:

MONTHS	HIGH	LOW
April 2014	11.00	9.85
May 2014	9.36	8.90
June 2014	8.46	8.46
July 2014	8.84	7.64
August 2014	8.20	7.04
September 2014	7.39	6.07
October 2014	-	-
November 2014	6.67	6.34
December 2014	6.32	6.32
January 2015	6.63	6.63
February 2015	6.30	5.70
March 2015	5.70	5.42

**f. Distribution of shareholding as on March 31, 2015.**

Range of Ordinary Shares	No of Holders	% to Holders	No of Shares	% of Capital
Up to 500	382	49.48	69,913	1.53
501 to 1000	299	38.73	2,15,576	4.73
1001 to 2000	28	3.63	41,861	0.92
2001 to 3000	3	0.39	7,346	0.16
3001 to 4000	3	0.39	10,971	0.24
4001 to 5000	5	0.65	22,600	0.50
5001 to 10000	5	0.65	35,300	0.77
10001 above	47	6.09	41,54,133	91.15
<b>Total</b>	<b>772</b>	<b>100.00</b>	<b>45,57,700</b>	<b>100.00</b>

**g. Share Holding Pattern:**

Sl.No.	Type of Shareholder	No. of Shares held	% of Total
1	Promoter		
	Indian	2540814	55.75
	Foreign	-	-
2	Financial Institutions & Banks	-	-
3	FII's & OCB's	-	-
4	Mutual Fund/s	-	-
5	Non Resident Indians	-	-
6	Domestic Companies	29474	0.65
7	Individuals	1987412	43.10
	<b>Total</b>	<b>4557700</b>	<b>100.00</b>

**h. Shares held in physical and dematerialized form:**

As on March 31, 2015, 90.45 % of shares were held in dematerialized form and the rest in physical form.

**i. Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity.**

NIL.

**j. Address for correspondence****Venture Capital And Corporate Investments Pvt Ltd**

H.NO. 12-10-167,

BHARAT NAGAR,

HYDERABAD – 500018

TELANGANA

Tel No. : 040-23868023/23868024

E-mail : info@vccilindia.com pv\_srinu@hotmail.com

**k. Shares held in electronic form**

Shareholders holding shares in the electronic form may give instruction regarding bank details, which they wish to incorporate on their dividend warrants to their depository participants. As per the regulations of NSDL and CDSL the company is required to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

**6. Disclosures:**

The company has not entered into any transaction of a material nature with the Promoters, the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

**7. CEO / CFO CERTIFICATION**

Mr. Lakshmikanth Inani, Managing Director, appointed in terms of the Companies Act, 1956 is heading the finance functions, certify to the Board that :

He has reviewed the financial statements and the cash flow statements for the year ended 31<sup>st</sup> March, 2015, and to the best of the knowledge and belief state that.

- a) These statements do not contain any materially untrue statement or any material fact has been omitted or contain statements that might be misleading;
- b) These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- ii) To the best of his knowledge and belief, no transactions entered are fraudulent, illegal or violate the Company's Code of Conduct.
- iii) He accepts the responsibility for establishing and maintaining internal controls, evaluating the effectiveness, disclosing the deficiencies to the Auditors and the Audit Committee and take steps or propose to take steps to rectify these deficiencies.
- iv) He indicates to the Auditors and Audit Committee that there is :
  - a) No significant change in internal control Processes during the year,
  - b) No significant change in Account Policies : and
  - c) No instance of fraud have taken place.

**CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT**

As provided under Clause 49 of the Listing Agreement relating to Corporate Governance with the Stock Exchanges, all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year 2014 – 15.

Date : 31.07.2015

For INANI SECURITIES LIMITED  
LAKSHMIKANTH INANI  
Managing Director

**MANAGEMENT DISCUSSION**

The Indian economy showed early signs of recovery, with GDP growth rising to 7.3% for the financial year ended March 31, 2015 (FY 15). Growth prospects are likely to improve in the current fiscal, driven by the government's development initiatives.

With the NDA government completing a year in office and factors such as falling inflation, lower commodity prices especially, crude oil prices, the Indian equity markets, represented by S&P BSE Sensex have risen around 25% over the last one year period ended March 31, 2015. We believe that reduction in interest rates will continue and the business environment will show signs of improvement.

However, delay in passage of key policy decisions such as Goods and Services Tax (GST) and Land Acquisition Bill could hamper economic growth. Geopolitical issues, such as Chinese slowdown and US Fed rate hike, may also result in sluggish global economic growth.

The NDA Government's initiative to liquidate the PSU through OFS will boost the capital market and the small investor's confidence will increase.

All these factors are likely to govern the Indian stock market in the near future.

**Strategy**

The Company will continue to focus on a diversified financial planning and client profitability. The Company will continue to leverage its research capabilities to expand its retail customer base, acquire fresh clients as well as activate dormant clients in the capital markets space. The company always tries to enhance customer satisfaction, with lower cost allocation and improve overall customer experience.

With the prevailing bullish capital market, small and marginal retail clients have become active in capital market. The capital market rally is spreading to mid cap and small cap companies. Therefore, we are enhancing our focus on retail clients. SEBI has been taking several steps for the security of the small investors resulting in boosting of investors' confidence in the capital market.

**Opportunities and Threats:****Opportunities**

Growing financial services industry  
Huge market opportunity for wealth managements services.  
Regulatory reforms would aid greater participation by all class of investors.

**Threats**

Increased intensity of competition from players  
Unfavorable economic conditions  
Weakness in value of Rupee.

Company is having fully computerized environment in all its branches with interconnectivity through internet.

Regulatory and Monetary Policy of the SEBI and the Government of India largely affects the operational viability of the company.

**a) Outlook:**

The year under review i.e. the financial year 2014-15 has also been a challenging year. Looking ahead, we see favourable prospects for the Indian economy. Our strong emphasis is laid on clientele expansion with strategy of lining up a series of campaigns. Our leadership will continue to support rates of growth over the medium-term. India has weathered the global storm with a high degree of resilience and we expect the Indian economy to return to a robust growth path ahead of other economies that are experiencing recessionary conditions.

Your company is been able to meet the challenges posed by developments in the capital market due to the top management team comprises qualified and experienced professionals, with a successful track record. The company believes that its management's entrepreneurial sprits, strong leadership skills, insight into the market and customer needs provide it with a competitive strength, which will help to implement its business strategies.

We believe that the strategy that we have followed upgraded RMS policy and strong leadership and vast experience strengths of directors that we have built provide a strong foundation for our growth in the years to come. We look forward to the continued support and goodwill of all our clients and stakeholders in our Endeavour.

**b) Risk and Concerns:**

The company is primarily exposed to credit risk, interest risk, liquidity risk and operational risks. Internally, it has constituted a team to manage these risks. This team identifies and monitors all principal risks in accordance with defined policies and procedures.

Operational risks in the stock broking are managed through a comprehensive internal control framework. The control framework is designed based on categorization of all functions into front-office, comprising business groups, comprising credit, back office, comprising operations and corporate and support functions.

The major risks is the continued rise in price of crud oil in the international markets coupled with alarming high inflation rates in both domestic and other economies, which is a indirect threat to stock broking as the high cost of manufacturing and periodic rise in interest rates to counter balance inflationary pressure directly effect the earning capacity of the company.

**c) Internal Control system and their adequacy:**

The Company has a proper and adequate system of internal control which is proportionate to its size and volume of business. The internal control system of the Company are designed to ensure that the financial and other records are reliable for preparing financial statements and other data for maintaining accountability of assets.

**d) Discussion on Financial Performance with respect to Operational Performance:** The Financial Statements are prepared under the historical cost convention in accordance with Indian generally accepted accounting principles and the provisions of the Companies Act, 1956. All Income and Expenditure having a material bearing on the Financial Statements are recognised on accrual basis. The Management has taken utmost care for the integrity and the objectivity of these Financial Statements, as well as for various estimates and Judgments used therein.

**e) Material developments in Human Resources/ Industrial Relations front, including number of people involved:** The Company continues to maintain excellent relationship with the clients and the industry in which it is operating. Relationship with the staffs is quite cordial and also supportive for continuous human resource development. During the year under review there has not been any material change in human resource.

**f) Cautionary Statement:** Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand /supply, price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws and other statutes.

Place : Hyderabad  
Date : 31.07.2015

By order of the Board.  
Sd/-

**SHRIGOPAL INANI**  
Chairman

**REGISTERED OFFICE**  
G-15, Raghava Ratna Towers,  
5-8-352/14 & 15,  
Chirag Ali Lane,  
Hyderabad - 500 001  
**CIN:L67120AP1994PLC017583**



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
INANI SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Inani Securities Limited for the year ended on 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

Place: Hyderabad  
Date: 30/05/2015

For **G.D. UPADHYAY & Co.**  
Chartered Accountant  
Firm Registration No: 05834S

**G.D.Upadhyay**  
Partner  
Membership No. 027187



**INDEPENDENT AUDITORS' REPORT**

To,  
The Members,  
Inani Securities Limited.

**Report on the Financial Statements**

We have audited the accompanying financial statements of Inani Securities Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and 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 that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts in respect of which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **G.D.Upadhyay & Co.**,  
Chartered Accountants  
Firm Regd No.05834S

**G.D. Upadhyay**  
Partner  
Membership No.027187

Place: Hyderabad  
Date: 30/05/2015

**ANNEXURE TO THE AUDITORS' REPORT**

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report dated 30/05/2015 to the members of Inani Securities Limited on the financial statements for the year ended 31<sup>st</sup> March, 2015

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The company has a regular program of verifying fixed assets every year which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. All Fixed assets have been physically verified by the management during the year. As informed, discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- (ii) (a) The Company has conducted physical verification of inventories at reasonable intervals.
- (b) The procedures followed for physical verification of inventories by the management were reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company is maintaining proper records of inventory and the differences noticed on physical verification, which were not material, have been properly dealt with in the books of account.
- (iii) The company has granted unsecured loan to one body corporate covered in the register maintained under Sec 189 register of the Companies Act 2013,
- (a) In the case of Loans granted to the bodies corporate listed in the register maintained under Sec 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated.
- (b) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly para (iii)(a) of the order is not applicable to the Company in respect of repayment of the principal amount.
- (b) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and sale of services. The activities of the Company do not involve the sale of goods. On the basis of our examination and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public hence the directives issued by the Reserve Bank of India and the provision of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of services carried out by the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, duty of customs, duty of excise, cess and any other statutory dues applicable to it with the appropriate authorities. However, the Company has not paid undisputed Income Tax Liability of the Assessment year 2003-04 amounting to Rs 408360 /- and which was outstanding for more than six months as at the Balance Sheet date.
- (b) There are no dues relating to income tax / wealth tax / service tax / duty of customs / duty of excise / cess, which have not been deposited on account of disputes with the related authorities .

- (c) There are no amounts which require to be transferred to Investor Education and Protection Fund in accordance with the provisions of the Companies Act 1956 and the rules made thereunder.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year or in the immediately preceding financial year.
- (ix) Based on our audit procedure and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks.
- (x) According to the information and explanations given to us, the company has not given any guarantee during the year for loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the company has applied the term loans for the purpose for which it was obtained.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year ended 31<sup>st</sup> March 2015.

For **G.D.Upadhyay & Co.**,  
Chartered Accountants  
Firm Regd No.05834S

**G.D. Upadhyay**  
Partner  
Membership No.027187

Place: Hyderabad  
Date : 30/05/2015



# INANI SECURITIES LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As at 31st March 2015 (Amount in Rs.)	As at 31st March 2014 (Amount in Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	47,166,056	47,166,056
(b) Reserves and Surplus	4	93,965,556	90,777,262
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	7,472,411	16,132,941
(b) Deferred Tax Liabilities (Net)	6	0	560,124
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	7	30,701,234	16,344,534
(b) Trade Payables	8	12,589,222	15,080,710
(c) Other Current Liabilities	9	3,568,585	5,931,566
(d) Short-Term Provisions	10	765,212	765,212
<b>Total Equity &amp; Liabilities</b>		<b>196,228,277</b>	<b>192,758,407</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets(a) Fixed Assets</b>			
(i) Tangible Assets	11	28,571,520	32,334,213
(ii) Intangible Assets	11	47,341	52,305
(b) Non-Current Investments	12	23,738,123	23,738,123
(c) Deferred Tax Asset	13	354,589	
(d) Long term Loans and Advances	14	32,320,920	40,507,923
<b>(2) Current Assets</b>			
(a) Inventories	15	589,541	589,541
(b) Trade Receivables	16	7,972,462	7,186,830
(c) Cash and Cash Equivalents	17	88,860,475	74,899,438
(d) Short-term Loans and Advances	18	13,773,306	13,450,034
<b>Total Assets</b>		<b>196,228,277</b>	<b>192,758,407</b>
Significant Accounting Policies & Notes on Financial Statements	1 to 26		

Notes referred to above attached there to form an integral part of Balance Sheet  
This is the Balance Sheet referred to in our Report of even date.

**FOR G.D. UPADHYAY & CO.,**

Chartered Accountants  
Firm Reg. No: 05834S

**(G.D. UPADHYAY)**

Partner  
Membership No.027187

For and on Behalf of Board

**LAKSHMIKANTH INANI**

Managing Director

Place : Hyderabad, Telangana  
Date : 30/05/2015

**VISHNUKANTH INANI**

Director

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2015**

Sl. No.	Particulars	Note No.	As at 31st March 2015 (Amount in Rs.)	As at 31st March 2014 (Amount in Rs.)
	<b>Income:</b>			
I	Revenue from Stock Market Operations	19	17,853,404	11,166,031
II	Other Income	20	5,853,021	6,001,006
III	<b>III. Total Revenue (I +II)</b>		<b>23,706,425</b>	<b>17,167,037</b>
IV	<b>Expenditure:</b>			
	Changes in inventories of Stock-in-Trade	21	0	0
	Employee Benefits Expense	22	5,973,828	5,692,579
	Finance Costs	23	3,694,933	3,799,454
	Depreciation and Amortization Expense	24	3,326,426	1,428,921
	Other Administrative Expenses	25	6,873,332	4,547,954
	<b>Total Expenditure (IV)</b>		<b>19,868,520</b>	<b>15,468,908</b>
V	<b>Profit before exceptional and extraordinary items and tax</b>	(III - IV)	<b>3,837,904</b>	<b>1,698,129</b>
VI	<b>Exceptional Items</b>			
a	Prior Period Adjustments (Net)		-	17,530
b	(Profit)/Loss on Sale of Fixed Assets		(1,165,597)	(2,804,749)
c	MAT Credit Entitlement (AY 2012-13 & 2014-15)		(668,941)	0
VII	<b>Profit before tax (V - VI)</b>		<b>5,672,442</b>	<b>4,485,347</b>
VIII	<b>Tax expenses:</b>			
	(1) Current Tax		1,862,235	854,683
	(2) Deferred Tax		439,895	123,014
IX	<b>Profit/(Loss) for the period (VII-VIII)</b>		<b>4,250,102</b>	<b>3,507,650</b>
X	Earning per equity share of face value of Rs 10 each :			
	(1) Basic		0.93	0.77
	(2) Diluted		0.93	0.77
	<b>SIGNIFICANT ACCOUNTING POLICIES &amp; NOTES ON FINANCIAL STATEMENTS</b>	1 to 26		

Notes referred to above attached there to form an integral part of Balance Sheet  
This is the Profit & Loss Statement referred to in our Report of even date.

**FOR G.D. UPADHYAY & CO.,**

Chartered Accountants  
Firm Reg. No: 05834S

**(G.D.UPADHYAY)**

Partner  
Membership No.027187

For and on Behalf of Board

**LAKSHMIKANTH INANI**  
Managing Director

Place : Hyderabad, Telangana  
Date : 30/05/2015

**VISHNUKANTH INANI**  
Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year Ended 31-Mar-2015	Year Ended 31-Mar-2014
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>a</b> Net Profit/(Loss) before Tax & Extraordinary Items	5,672,442	1,698,129
<b>Adjustments for :</b>		
Depreciation & Amortisation	3,326,426	1,428,921
Interest Paid	3,694,933	3,799,454
Interest Received	(4,931,717)	(5,185,859)
Dividend Received	(293,028)	(204,923)
Rent Received	(628,275)	(610,224)
Profit on Sale of Investment	(1,165,597)	--
Profit on sale of furniture	(469)	--
Mat Credit Entitlement	(668,941)	--
<b>Operating Profit/(Loss) before Working Capital Changes :</b>	<b>5,005,774</b>	<b>925,498</b>
<b>b Adjustments for :</b>		
Increase/(Decrease) in Trade & Other Receivables	(785,633)	11,320,302
Increase/(Decrease) in Trade & Other Payables	(2,491,488)	5,943,683
Increase/(Decrease) in Other current Liabilities	(2,362,981)	(21,668,834)
<b>c Cash Generated/(outgo) from Operation</b>	<b>(634,328)</b>	<b>(3,479,350)</b>
Direct Taxes(Paid)/Refund	(1,193,294)	(983,000)
<b>d Cash Flow before Extraordinary Items</b>	<b>(1,827,622)</b>	<b>(4,462,350)</b>
Profit/ (Loss) on Sale of Fixed Assets	0	2,804,749
Prior Year Adjustments	0	(17,530)
<b>Net Cash Flow from Operating Activities (A) :</b>	<b>(1,827,622)</b>	<b>(1,675,131)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(1,126,901)	(2,567,313)
Proceeds from Sale of Fixed Assets	31,974	13,630,000
(Increase)/Decrease in Investments	0	5,000,000
Movement in Loans & Advances	7,863,731	(1,672,147)
Interest Received	4,931,717	5,185,859
Dividend Received	293,028	204,923
Rent Received	628,275	610,224
Profit On Sale Of Investment	1,165,597	0
<b>Net Cash Flow/(used) in Investing Activities (B) :</b>	<b>13,787,422</b>	<b>20,391,546</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds/(Repayment) from/of Long Term Borrowings	(8,660,530)	13,060,463
Proceeds/(Repayment) from/of Short Term Borrowings	14,356,700	(12,043,192)
Interest Paid	(3,694,933)	(3,799,454)
<b>Net Cash Flow/(used) from Financing Activities (c) :</b>	<b>2,001,237</b>	<b>(2,782,183)</b>
<b>D NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>13,961,037</b>	<b>15,934,232</b>
Cash and Cash Equivalents at the beginning of the year	74,899,438	58,931,797
Cash and Cash Equivalents at the end of the year	88,860,475	74,899,438

This is the cash flow statement referred to in our report of even date.



## INANI SECURITIES LIMITED

We have verified the above Cash Flow Statement of M/s. Inani Securities Limited derived from the Audited Financial Statements for the year ended 31st March,2015 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the Listing Agreement with the Stock Exchanges.

**FOR G.D. UPADHYAY & CO.,**  
Chartered Accountants  
Firm Reg. No: 05834S

**(G.D.UPADHYAY)**  
Partner  
Membership No.027187

Place : Hyderabad, Telangana  
Date : 30/05/2015

For and on Behalf of Board

**LAKSHMIKANTH INANI**  
Managing Director

**VISHNUKANTH INANI**  
Director

Significant Accounting Policies and Notes forming part of the Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015

**1. General Information :**

Inani securities limited a company incorporated in the year 1994 under companies act 1956, is listed on Bombay stock exchange, The company commenced its operations as an independent provider of information analysis and research covering Indian businesses, financial markets and economy to institutional clients. Over a period Inani Securities Ltd expanded its services offerings in the financial services space offering equity/ currency in NSE/BSE and MCX-SX, depository participant services, portfolio management services and distribution of mutual funds, bonds etc., The Company has its presence in the states of Andhra Pradesh and Maharashtra. The Company is one of the oldest and reliable players in the Indian Financial service space.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**i. Basis of preparation of financial statements:**

The accompanying financial statements are prepared under the historical cost convention in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") comprising the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, on accrual basis. These accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted by the company

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the companies Act, 2013.

**ii. Use of Estimates:**

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

**iii. Fixed Assets :**

All Fixed Assets are stated at cost of acquisition, less accumulated depreciation. Cost is inclusive of freight, installation cost, duties, taxes and other direct incidental expenses.

Subsequent expenditure relating to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Intangible assets are stated at cost of acquisition, net of accumulated amortization and accumulated impairment loss if any. Intangible assets are amortised on straight line basis over their estimated useful lives.

**iv. Capital Work-in-progress**

Capital Work-in-progress is carried at cost, comprising direct cost and related incidental expenses.



**v. Impairment:**

The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset materially exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. i.

**vi. Depreciation:**

Depreciation has been provided on straight line method on pro-rata basis as per the useful life prescribed in Schedule II of the Companies Act, 2013.

**vii. Inventories:**

Stocks of Shares are valued at lower of Cost or Estimated Net realisable Value.

Estimated Net Realisable Value: In case realisable value is not ascertainable due to non-availability of Quotation in the Stock Markets, the value of such Shares is adopted at ` 1.00 per Share.

Cost: In case, Cost is not ascertainable due to non availability of lot details and its cost, the cost of such shares are adopted at previous year value.

**viii. Investments:**

Unquoted Investments: In the opinion of the management Investment in the Unquoted Investment in Associates and other Companies are of Long Term nature meant to be held permanently and any diminution in the latest available book value as compared to the cost of such shares is considered temporary by the management and hence not provided (not ascertained).

**ix. Revenue Recognition :**

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

a. Brokerage income earned on Secondary market operations is accounted (inclusive method) on trade dates.

b. Depository & related income is accounted on accrual basis.

**x. Other Income:**

a. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

b. Dividend income is recognized when right to receive dividend is established.

**xi. Employee Benefits :**

a) Short term employee benefits:

Employee Benefits such as salaries, allowances, Provident fund and non-monetary benefits which fall due for payment within a period of twelve months after rendering of services are charged as expense to the profit and loss account in the period in which the service is rendered.

**b) Post-employment benefits :**

Employee Benefits under defined benefit plans, such as gratuity which falls due for payment after a period of twelve months from rendering services or after completion of employment, are measured by projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each balance sheet date. The Company's obligation recognized in the balance sheet represents the present value of obligations as reduced by the fair value of plan assets, where applicable. Actuarial Gains and losses are recognized immediately in the Profit and Loss Account.

**c) Termination benefits:**

Termination benefits in the nature of voluntary retirement benefits are recognized in the statement of profit and loss as and when incurred.

**xii. Taxation :**

Tax expenses comprises of current, and deferred. Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Provision for current tax is made on the basis of Taxable Income of the Current Accounting Year in accordance with Income Tax Act, 1961.

Deferred Tax is recognized for all the timing differences. The Company is providing and recognizing deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and liability on a net basis. Deferred tax assets and deferred tax liability are offset when there is legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

**xiii. Provisions and Contingent Liabilities:**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

**xiv. Earnings per share:**

In determining Earnings per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.



## INANI SECURITIES LIMITED

### Notes on Financial Statements for the Year Ended 31st March, 2015

#### 3: Share Capital

Sl.No.	Particulars	Current Year	Previous Year
1	<b>AUTHORIZED</b> 53,50,000 (Previous year 53,50,000) Equity Shares of Rs.10/- each	53,500,000	53,500,000
2	<b>ISSUED &amp; SUBSCRIBED CAPITAL</b> 50,21,900 (Previous year 5021900) Equity Shares of Rs.10/- each	50,219,000	50,219,000
3	<b>PAID UP CAPITAL</b> 45,57,700 Equity Shares of RS.10/- each Add: Forfeited Shares 4,64,200 Equity Shares forfeited and not reissued (Amount originally paid up Rs 5 /- on 1,71,400 shares and 2,92,800 shares of 2.50/- each)	45,577,000 1,589,056	45,577,000 1,589,056
		<b>47,166,056</b>	<b>47,166,056</b>

3.1 During the year, there was no fresh issue of equity shares, hence balance at the beginning of the year and at the end of the year remains the same i.e. 50,21,900 shares

3.2 Details of shares held by shareholders holding more than 5% of the aggregate shares in the company.

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Equity Shares:</b> Ramakanth Inani 664800/- Shares of Rs 10 Each	14.59% 6,648,000	14.59% 6,648,000
2	Vishnu Kanth Inani 315600 /- Shares of Rs 10 Each	6.92% 3,156,000	6.92% 3,156,000
3	Venu Gopal Inani 283100 /- Shares of Rs 10 Each	6.21% 2,831,000	6.21% 2,831,000
4	Inani Commodities and Finance Limited 309914/- Shares of Rs 10 Each	6.80% 3,099,140	6.80% 3,099,140

**Notes on Financial Statements for the Year Ended 31st March, 2015**
**4: Reserves & Surplus**

Sl.No.	Particulars	Current Year	Previous Year
1	Profit & Loss Account	93,965,556	90,777,262
	As per Last Balance Sheet.	90,777,262	87,399,434
	Add: Taxes of earlier years /(Taxes paid)	--	(129,822)
	Add: Profit for the period	4,250,102	3,507,650
	Less: Depreciation Adjustment as per Schedule II	1,536,627	--
	Add: Deferred Tax Adjustment as per Schedule II	474,818	--
	<b>Total</b>	<b>93,965,556</b>	<b>90,777,262</b>

**5 :Long Term Borrowings**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Secured</b> Long Term Maturities of Term Loans from Bank	4,872,672	9,603,575
2	<b>Unsecured</b> Security Deposits received from Customers	2,599,739	6,529,366
	<b>Total</b>	<b>7,472,411</b>	<b>16,132,941</b>

5.1 The company has obtained a term loan of Rs 1,03,81,294 /-from ICICI Bank for purchase of flat in Bangalore during immediately preceeding year& the same is secured by mortgagage of flat which is repayable in 180 months with 11.00 % as ROI.

5.2 Deposits includes deposits received form clients as security deposits for their trades.

**6: Deferred Tax Liability (Net)**

Sl.No.	Particulars	Current Year	Previous Year
1	Opening Balance	--	437,110
2	Timing difference on account of Depreciation	--	123,014
	<b>Total</b>	<b>--</b>	<b>560,124</b>

**7: Short Term Borrowings**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Secured</b> <u>Working Capital Loan</u> - From Bank	30,701,234	16,344,534
	<b>Total</b>	<b>30,701,234</b>	<b>16,344,534</b>

7.1 Working Capital Loan from HDFC Bank is secured against pledge of equity shares belonging to the directors,relatives & associated concerns and against mortgagage of FDR worth Rs 2.30 Crores.

**Notes on Financial Statements for the Year Ended 31st March, 2015****8: Trades Payables**

Sl.No.	Particulars	Current Year	Previous Year
1	Sundry Creditors	12,589,222	15,080,710
	<b>Total</b>	<b>12,589,222</b>	<b>15,080,710</b>

8.1 As confirmed by the management, there are no dues above 1.00 Lakh outstanding for more than 45 days to Micro and Small Scale Undertakings.

**9: Other Current Liabilities**

Sl.No.	Particulars	Current Year	Previous Year
1	Unclaimed Dividend (2007-08)	66,012	66,012
2	Other Payables (Note 9.1)	3,502,573	5,865,554
	<b>Total</b>	<b>3,568,585</b>	<b>5,931,566</b>

9.1 Other Payable includes Statutory Dues and Outstanding Liabilities

**10: Short Term Provisions**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Provision For Employees Benefit</b> Provision for Gratuity	356,852	356,852
2	<b>Others</b> Provision for Taxation	408,360	408,360
	<b>Total</b>	<b>765,212</b>	<b>765,212</b>

**INANI SECURITIES LIMITED  
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

11: Fixed Assets	Useful Life (in Years)	GROSS BLOCK			DEPRECIATION/AMORTISATION					NET BLOCK		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	(Add Back)/Write Off	Value at the end	WDV as on 31.03.2015	WDV as on 31.03.2014
<b>Tangible Assets</b>												
Premises	60	24,034,081	--	--	24,034,081	830,705	380,089	--	9,875	1,220,669	22,813,412	23,203,376
Computer Equipment	3	354,878	40,985	--	395,863	175,230	94,974	--	67,001	337,205	58,658	179,648
Office Equipment	5	3,630,602	241,984	--	3,872,586	1,174,409	641,072	--	1,362,660	3,178,142	694,444	2,456,193
Vehicles (Cars)	8	3,741,575	--	--	3,741,575	1,102,284	941,636	--	46,489	2,090,408	1,651,167	2,639,291
Vehicles (Motor Cycles)	10	38,661	--	--	38,661	33,865	2,239	--	--	36,104	2,557	4,796
Furniture & Fixtures	10	5,925,496	843,932	27,574	6,741,854	2,074,588	1,265,851	469	50,602	3,390,572	3,351,282	3,850,908
<b>SUB TOTAL (A)</b>		<b>37,725,293</b>	<b>1,126,901</b>	<b>27,574</b>	<b>38,824,620</b>	<b>5,391,080</b>	<b>3,325,862</b>	<b>469</b>	<b>1,536,627</b>	<b>10,253,100</b>	<b>28,571,520</b>	<b>32,334,213</b>
<b>Intangible Assets</b>												
Sterling Holiday Resort		55,800	--	--	55,800	7,895	564	--	--	8,459	47,341	47,905
Classic Palace Club		5,000	--	5,000	--	600	--	600	--	--	--	4,400
<b>SUB TOTAL (B)</b>		<b>60,800</b>	<b>--</b>	<b>5,000</b>	<b>55,800</b>	<b>8,495</b>	<b>564</b>	<b>600</b>	<b>--</b>	<b>8,459</b>	<b>47,341</b>	<b>52,305</b>
Total [A + B] (Current Year)		<b>37,786,093</b>	<b>1,126,901</b>	<b>32,574</b>	<b>38,880,420</b>	<b>5,399,575</b>	<b>3,326,426</b>	<b>1,069</b>	<b>1,536,627</b>	<b>10,261,559</b>	<b>28,618,861</b>	<b>32,386,518</b>
(Previous Year)		<b>48,369,744</b>	<b>2,567,313</b>	<b>13,150,964</b>	<b>37,786,093</b>	<b>6,296,367</b>	<b>1,428,921</b>	<b>2,325,712</b>	<b>--</b>	<b>5,399,575</b>	<b>32,386,518</b>	<b>42,073,377</b>

**Notes on Financial Statements for the Year Ended 31st March, 2015**
**12: Non Current Investments**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>UNQUOTED EQUITY SHARES:</b> Inani Commodities and Finance Ltd (4,26,150 equity shares face value of Rs. 10/- each)	23,261,500	23,261,500
2	The Hyderabad Stock Exchange Ltd (10 equity shares face value of Rs.1000/- each)	10,000	10,000
3	Equity Shares of Bombay Stock Exchange Ltd includes written down Value of the Membership Card (23,257 Equity Shares)	466,623	466,623
	<b>Total</b>	<b>23,738,123</b>	<b>23,738,123</b>

**13: Deferred Tax Asset (Net)**

Sl.No.	Particulars	Current Year	Previous Year
1	Opening Balance	(560,124)	--
2	Timing Difference on account of Depreciation	439,895	--
3	Timing Difference on account of Depreciation Adjustment as per Schedule II	474,818	--
	<b>Total</b>	<b>354,589</b>	<b>--</b>

**14: Long Term Loans and Advances**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Capital Assets</b> <u>a) Secured and Considered Good</u> Capital Advances (Refer Note 14.1)	6,496,549	13,036,619
2	<b>Security Deposit</b> <u>a) Unsecured, Considered Good :</u> Deposit with Stock Exchanges Other Deposit (Refer Note 14.2)	25,140,757 683,614	26,687,690 783,614
	<b>Total</b>	<b>32,320,920</b>	<b>40,507,923</b>

14.1 Capital Advances includes an amount of Rs. 64,96,549/- paid to Mantri Developers for purchase of flats in Bangalore.

14.2 Other Deposit includes deposits paid towards amenities i.e. Electricity, Telephone etc.

**15: Inventories**

Sl.No.	Particulars	Current Year	Previous Year
1	Shares held for Trade (At lower of Cost or Net Estimated Realisable Value) (Valued and Certified by Management) Aggregate Value of Quoted stocks is Rs 9.67 Lakhs (Previous year 11.43 Lakhs)	589,541	589,541
	<b>Total</b>	<b>589,541</b>	<b>589,541</b>

**Notes on Financial Statements for the Year Ended 31st March, 2015**
**16 :Trade Receivables**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Unsecured and Considered Good,</b>		
	Over Six Months	3,937,691	4,251,445
	Others	4,034,771	2,935,385
	<b>Total</b>	<b>7,972,462</b>	<b>7,186,830</b>

**17: Cash & Cash Equivalents**

Sl.No.	Particulars	Current Year	Previous Year
1	<b>Cash-in-Hand.</b>		
	Cash Balance	404,135	483,006
	<b>Sub Total (A)</b>	<b>404,135</b>	<b>483,006</b>
2	<b>Bank Balance</b>		
	In Current Accounts	45,718,732	31,805,463
	Fixed Deposits with Banks (Refer Note below)	42,737,388	42,609,449
	<b>Sub Total (B)</b>	<b>88,456,120</b>	<b>74,414,912</b>
3	<b>Stamps on Hand</b>		
		220	1,520
	<b>Sub Total (C)</b>	220	1,520
	<b>Total [ A + B + C ]</b>	<b>88,860,475</b>	<b>74,899,438</b>

17.1 Held as lien by banks against Bank Guarantees and Deposits with banks include deposits of Rs.426.04 lakhs (Previous year 319 lakhs) with maturity of less than 12 months .

**18: Short Terms Loans and Advances**

Sl.No.	Particulars	Current Year	Previous Year
1	Other Advance Recoverable in cash or in kind or for value to be considered good		
	Other Advances (refer Note 18.1)	11,256,910	11,663,788
	Advance Income Tax/Refund Due	1,208,290	877,805
	Balance With Revenue Authorities	476,907	291,748
	Prepaid Expenses	831,199	616,693
	<b>Total</b>	<b>13,773,306</b>	<b>13,450,034</b>

18.1 Other Advances include advances to Y.Ashwin amounting to Rs 10,899,715/- which is overdue and the case is pending in the court for recovery of the same.



**Notes on Financial Statements for the Year Ended 31st March, 2015**
**19: Revenue from Operations**

Sl.No.	Particulars	Current Year	Previous Year
1	Brokerage Income	17,364,430	10,693,042
2	Net DP Income	488,974	472,989
	<b>Total</b>	<b>17,853,404</b>	<b>11,166,031</b>

**20: Other Income**

Sl.No.	Particulars	Current Year	Previous Year
1	Interest on FDR's	4,931,717	5,185,859
2	Dividends	293,028	204,923
3	Other Non Operating Income (Refer Note 20.1)	628,275	610,224
	<b>Total</b>	<b>5,853,021</b>	<b>6,001,006</b>

20.1 Other non operating Income includes income from Rent and Commission received

**21: Change in Inventories**

Sl.No.	Particulars	Current Year	Previous Year
1	Opening Stock	589,541	589,541
2	Closing Stock	589,541	589,541
	<b>Total</b>	<b>0</b>	<b>0</b>

**22: Employees Benefits Expense**

Sl.No.	Particulars	Current Year	Previous Year
1	Salaries Incentives & Bonus	4,109,484	4,853,953
2	Staff Welfare Expenses	100,393	64,373
3	Provident Fund (Refer Note 22.1 below)	143,951	234,253
4	Directors Remuneration	1,620,000	540,000
	<b>Total</b>	<b>5,973,828</b>	<b>5,692,579</b>

22.1 Provident fund for eligible employees is managed by the company in line with the Provident Fund and Miscellaneous Act, 1952. The plan guarantees interest at the rate notified by the Provident fund authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of their separation from the company or retirement which ever is earlier.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**
**23: Finance Costs**

Sl.No.	Particulars	Current Year	Previous Year
1	Interest Expenses	3,114,418	3,177,651
2	Bank Charges	580,515	621,803
	<b>Total</b>	<b>3,694,933</b>	<b>3,799,454</b>

**24: Depreciation & Amortisation Expenses**

Sl.No.	Particulars	Current Year	Previous Year
1	Depreciation & Amortisation	3,326,426	1,428,921
	<b>Total</b>	<b>3,326,426</b>	<b>1,428,921</b>

**25: Other Administrative Expenses**

Sl.No.	Particulars	Current Year	Previous Year
1	Rent	166,000	246,000
2	Rates and Taxes	213,662	158,826
3	Insurance	59,497	36,732
4	Travelling and Conveyance Charges	309,074	89,800
5	Telecommunication Charges	807,391	910,402
6	Printing and Stationery	140,067	128,752
7	Electricity Charges	372,869	442,524
8	Repairs and Maintenance	873,371	1,090,797
9	Directors Sitting Fees	24,000	25,500
10	Remuneration to Auditors	190,000	155,000
11	Computer Software	471,797	317,561
12	Legal Expenses	842,020	131,000
13	Professional Charges	999,100	75,068
14	Stock Exchange Expenses	326,692	192,846
15	Debit Balances Written Off	22,544	36,984
16	AGM Expenses	31,380	29,525
17	Office and General Expenses	1,023,868	480,637
	<b>Total</b>	<b>6,873,332</b>	<b>4,547,954</b>



## INANI SECURITIES LIMITED

### 26. NOTES ON ACCOUNTS:

	31/03/2015	31/03/2014
i) Estimated amount of contracts remaining to be executed on Capital account and not provided for (Net of advances) NIL	NIL	NIL
ii. Contingent Liabilities :		
a) Not provided for Bank Guarantees issued by the Banks	468 Lacs	368 Lacs
iii. Auditors Remuneration (excluding Service Tax)		
Statutory Audit Fees	60000	45000
Tax Audit Fees	30000	20000
Other Services	10000	10000
iv. Sundry Debtors, Loans and Advances and Creditors are subject to confirmation and reconciliation.		
v. The company does not have whole time Company Secretary, as per requirements of Section 203 of the Companies Act, 2013 .Hence, the accounts have not been signed by the company Secretary.		
vi. In the opinion of the Board of Directors, Current Assets and Loans and Advances have the value at which these are stated in the Balance Sheet, if, realized in the ordinary course of business, unless otherwise stated and adequate provisions of all known liabilities have been made and are not in excess of the amount reasonably required		
vii. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the company.  The turnover of Depository Participant Segment is less than 10% of total turnover; hence there is no reportable segment as per Accounting Standard – 17 issued by the Institute of Chartered Accountants of India.  The company operates in only one segment i.e. 'India'. Hence separate information on geographical segment is not required.		
viii. Related Party Disclosure as per Accounting Standard -18 : (The information is given as compiled and certified by the management.)		

Sl. No.	Key Managerial Persons
1	Mr. Lakshmikanth Inani
2	Mr. Ramakanth Inani
3	Mr. Vishnukanth Inani
	<b>Associates Concerns</b>
1	M/s. Inani Commodities & Finance Limited
	<b>Relatives of Key Management Personnel</b>
1	Mrs. Anita Inani
2	Mrs. Champa Devi Inani
3	Mrs. Anuradha Inani



## INANI SECURITIES LIMITED

xi. Related Party Transactions

(Amount in Rs.)

Particulars	Key person/Relatives	Associates
Directors Sitting Fees	24,000	-
Remuneration	1,620,000	-
Rent paid	166,000	-
Advances given/ (Repaid) in Lakhs	1586.40/(1615.92)	1,361/(1,357)
Brokerage Received	254,854	3,938

x. Basic and Diluted Earnings per Share {"EPS"} computed in accordance with Accounting Standard (AS) 20 'Earnings per Share

Particulars	2014-15	2013-14
Basic		
Profit after tax as per Profit and Loss account	4,250,102	3,507,650
Number of Shares subscribed	4,557,700	4,557,700
Basic EPS (Rupees)	0.93	0.77
Diluted		
Profit after tax as per Profit and Loss account	4,250,102	3,507,650
Number of Shares subscribed	4,557,700	4,557,700
Diluted EPS (Rupees)	0.93	0.77

- xi. Value of Imports on CIF Basis NIL NIL
- xii. Expenditure in Foreign Currency NIL NIL
- xiii. Earning's in Foreign Currency NIL NIL
- xiv. Figures in brackets in these notes are in respect of previous year.

For and on Behalf of the Board

For **G.D. Upadhyay & Co.**,  
Chartered Accountants  
Firm Registration No: 05834S

**G.D.Upadhyay**  
Partner  
M.No. 027187

Place: Hyderabad  
Date: 30/05/2015

Lakshmikanth Inani  
Managing Director

Vishnukanth Inani  
Director



# INANI SECURITIES LIMITED

## Proxy FORM

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

**CIN No : L67120AP1994PLC017583**

**Name of the Company : INANI SECURITIES LIMITED**

Redg. Office : G-15, Raghava Ratna Towers, 5-8352/14 & 15, Chirag Ali Lane, Hyderabad - 500 001. TELANGANA

Name of the Member (s) : .....

Registered address : .....

E-mail ID : .....

Folio No./Client & DP ID : .....

I/We being the member(s) of ..... Shares of the above named company. hereby appoint :

1. Name : .....

Address : .....

E-mail ID : .....

Signature : ..... or failing him

2. Name : .....

Address : .....

E-mail ID : .....

Signature : ..... or failing him

3. Name : .....

Address : .....

E-mail ID : .....

Signature : ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Wednesday the 30th day of September, 2015 at 2.30 P.M. at Rajasthani Graduates Association Hall, situated at 5-4-790/1, First Floor, Lane Opp. to G.Pulla Reddy Sweets, Abids, Hyderabad - 500 001. and at any adjournment thereof of such resolution as are indicated below :

Resolution No.	Resolutions	For	Against
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors thereon		
2	Re-ppointment Shrigopal Inani who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratification of appointment of G D Upadhyay & Co, Chartered Accountants as Auditors and fixing their remuneration		
4	To approve borrowing money(ies) for the business of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.		
5	To approve creation of security on the properties of the Company both present and future pursuant to Section 180 (1)(a) of the Companies Act, 2013		



## INANI SECURITIES LIMITED

Resolution No.	Resolutions	For	Against
6	Appointment of Mr. Anand Rameshchandak as an Independent Director		
7	Appointment of Mr. Dhanraj Soni as an Independent Director		
8	Appointment of Mrs. Rama Kabra as an Independent Director		
9	Re-appointment of Mr. Lakshmikanth Inani as Managing Director		
10	Re-appointment of Mr. Vishnukanth Inani as Whole time Director		
11	Adoption of new Articles of Association		

Signed this ..... day of ..... 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
1/- Rupee  
Revenue  
Stamp

Note : This proxy form in order to be effective should be duly completed, stamped and signed, must be deposited at the Registered Office of the Company, 48 hours before the meeting.

### ATTENDANCE SLIP

Attendance by  
(Please tick the appropriate box)

Member       Proxy       Authorised Representative

I hereby record my presence at the 21st Annual General Meeting of the Company being held on Wednesday, the 30th September, 2015 at 2.30 P.M. at Rajasthani Graduates Association Hall, situated at 5-4-790/1, First Floor, Lane Opp. to G.Pulla Reddy Sweets, Abids, Hyderabad - 500 001.

Name of Proxy (in BLACK LETTERS)

Shareholder's/Proxy's Signature

MEMBER ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT WITH THEM TO THE ANNUAL GENERAL MEETING



**INANI SECURITIES LIMITED**

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