



India Finsec Limited

(L65923DL1994PLC060827)

Date: 05.09.2019

To

**The BSE Limited
PJ Towers
Dalal Street
Mumbai- 400001**

**Subject: Submission of Annual Report 2018-19(Regulation 34)
Ref: India Finsec Limited Scrip Code: 535667 Security Id: IFINSEC**

Dear Sir,

With reference to above mentioned subject, please find enclosed a copy of Annual Report for the F.Y 2018-2019.

The Annual General Meeting is scheduled to be held on Monday, September 30, 2019 at 11:00 A.M. at D-13, Second Floor, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 .

This is for your information and record. Kindly acknowledge it.

Thanking You

Yours Truly

For India Finsec Limited

Varsha Bharti
CS & Compliance Officer
Place: New Delhi



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ANNUAL GENERAL MEETING

Date: Monday, September 30, 2019 | Time: 11:00 a.m.

Venue: D-13, 2nd Floor , Prashant Vihar, Sector 14, Rohini, Delhi - 110085



Corporate Information

Board of Directors	Mr. Gopal Bansal (Chairman & Managing Director)
	Mr. Mukesh Sharma (Non-Executive Director)
	Mr. Basant Mittal (Independent Director)
	Mrs. Charu Goyal (Independent Director)
Audit Committee	Mr. Basant Mittal (Chairman)
	Mrs. Charu Goyal (Member)
	Mr. Gopal Bansal (Member)
Nomination & Remuneration Committee	Mr. Basant Mittal (Chairman)
	Mrs. Charu Goyal (Member)
	Mr. Mukesh Sharma (Member)
Stakeholders & Relationship Committee	Mr. Basant Mittal (Chairman)
	Mrs. Charu Goyal (Member)
	Mr. Gopal Bansal (Member)
Risk Management Committee	Mr. Gopal Bansal (Chairman)
	Mrs. Charu Goyal (Member)
	Mr. Basant Mittal (Member)
Chief Financial Officer	Mr. Manoj Kumar Gupta (CFO)
Company Secretary & Compliance Officer	Ms. Varsha Bharti
Registered Office	D-16, 1st Floor, Above ICICI Bank Prashant Vihar, Sector-14, Rohini, New Delhi – 110085
Statutory Auditor	M/s V.N. Purohit & Co. (Chartered Accountants)
Secretarial Auditor	Mrs. Rachna Bhasin (Practicing Company Secretary)
Internal Auditor	M/s Bansal Mangal Singhal & Goyal (Chartered Accountants)
Registrar and Share Transfer Agent	Skyline Financial Services Private Limited D-153 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
E-mail Id & Website	indiafinsec@gmail.com & www.indiafinsec.com



September 04, 2019

Dear Members/Directors/Auditors,

You are cordially invited to attend the 25th Annual General Meeting (the “AGM”) of the members of **India Finsec Limited** (“the Company”) to be held on **Monday, September 30, 2019 at 11:00 a.m.** at **D-13, Second Floor, Prashant Vihar, Sector-14, Rohini, Delhi-110085.**

The Notice of the meeting containing the business to be transacted, is enclosed herewith. As per section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their votes by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed with the Notice.

Thanking You,

**For and on behalf of the Board
India Finsec Limited**

**Varsha Bharti
Company Secretary**

Enclosures:

1. *Notice to the 24th Annual General Meeting*
2. *Attendance Slip*
3. *Proxy Form*
4. *Form No SH-13*
5. *Form No SH-14*
6. *Route Map to the venue of AGM.*



Notice

Notice is hereby given that the 25th Annual General Meeting (AGM) of the members of **India Finsec Limited** will be held on **Monday, September 30, 2019 at 11:00 a.m.** at **D-13, Second Floor, Prashant Vihar, Sector-14, Rohini, New Delhi-110085** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of financial Statements

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the year ended March 31, 2019 i.e. Balance Sheet as on March 31, 2019, the Statement of Profit and Loss Account, Cash Flow Statement for the year ended on March 31, 2019 along with the reports of the Board of Directors ('the Board') and the Auditors thereon.

Item No. 2 – Re-appointment of Mr. Mukesh Sharma as a director liable to retire by rotation

To re-appoint Mr. Mukesh Sharma, Non- Executive Director (DIN:00274217), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – Revision in the remuneration payable to Mr. Gopal Bansal (DIN: 01246420), Managing Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the shareholders of the Company be and is hereby accorded not to pay any remuneration to Mr. Gopal Bansal (DIN: 01246420), Managing Director of the Company with effect from 1st October, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution.”

Item No. 4 – To appoint Mrs. Purva Mangal (DIN: 02816099) as a Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Purva Mangal (DIN: 02816099), 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 herself proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, w.e.f. September 30, 2019 and up to September 29, 2024.”

Item No. 5 – To appoint Mr. Saurabh Chhabra (DIN: 00172495) as a Non-Executive Independent Director

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



“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

Mr. Saurabh Chhabra (DIN: 00172495), 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 himself proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, w.e.f. September 30, 2019 and up to September 29, 2024.”

Item No. 6 – Approval for Material Related Party Transactions

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the SEBI (LODR) Regulations (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors, the approval of the Company be and is hereby accorded to the Material Related Party Transactions to be entered into by the company for the Financial Year 2019-20 of an estimated value of Rs. 40 Crores as per details as set out under item no. 6 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

Item no. 7 - Approval for Material Related Party Transactions

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the SEBI (LODR) Regulations (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors, the approval of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the Company for the Financial Year 2018-19 of a value of Rs. 1,37,20,000 and transactions to be entered into by the company for the Financial Year 2019-20 of an estimated value of Rs. 5 crores as per details as set out under item no. 7 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

**By order of the Board of Directors
For India Finsec Limited**

**Varsha Bharti
Company Secretary**

**Date: 04.09.2019
Place: New Delhi**

Notes:

1. The Statement is annexed with the Notice in respect of Special Business (Item No. 3, 4, 5, 6, 7), as required under Section 102(1) of the Companies Act, 2013.
2. **Proxy/Authorized Representative**
 - (i) A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and such proxy need not be a member of the company. The instrument



appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the Annual General Meeting (“AGM”). Proxy Form is enclosed with the Notice. Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

- (ii) Corporate Members intending to send their Authorized Representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- (iii) Members/ Proxies/ Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
- (vi) **As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated April 20, 2018, members holding shares in Physical forms are requested to submit their PAN details and Bank Details to the RTA of the Company.**
- (vii) Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically

3. Book Closure

Register of Members and Share Transfer Books of the Company will remain closed from **September 21, 2019 to September 30, 2019** (both days inclusive) for the purpose of AGM.

4. Cut- off date:

- (i) This Notice is being sent to all the members whose name appears as on August 30, 2019 in the register of members or beneficial owners as received from **M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent** of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **September 20, 2019** (the “Cut-off Date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

5. Communication To Members

- (i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same and also to the Auditors and Directors of the Company. For members who have not registered their email addresses, physical copies of the abridged annual report along with aforesaid documents are being sent by the permitted mode.



- (ii) Abridged and full version of the annual report and notice of AGM will also be available on the website of the Company i.e. the web link of the above is <http://www.indiafinsec.com/investors-info/> and at the website of CDSL at www.evotingindia.com. Hard copies of the full annual reports will be sent to those shareholders who will request the same.
- (iii) All the documents referred to in the accompanying notice and Register of Directors and Key Managerial Personnel and their Shareholding are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
- (iv) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on E-mail Id “indiafinsec@gmail.com”, at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (v) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. For Members who have not registered their e-mails address, physical copies are being sent by permitted mode.
- (vi) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s)/document(s)/Annual Report(s) etc, to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

6. Voting By Members

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (“**Remote E-voting**”) in the manner provided below during the e-voting period as mentioned below in Para 6(A)(I).
- (ii) At the venue of AGM, voting shall be done through ballot papers (“**Ballot Paper**”) and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(A) Voting Through Electronic Means

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing Remote E-voting facility to all its Members.

(I) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Friday, September 27, 2019 (10:00 a.m.)** and ends on **Sunday, September 29, 2019 (05:00 p.m.)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 20, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <**India Finsec Limited**> on which you choose to vote.
- (xiii) 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.



- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) **User ID and Password for the members who became Members after dispatch of AGM notice:** Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of **September 20, 2019**, may obtain their user ID and password for e-voting from the Company’s Registrar and Share Transfer Agent or CDSL.

(II) Voting Through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM i.e. **Monday, September 30, 2019**. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers.

The Ballot Paper/s will be issued to the Shareholders/Proxy holders/Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (✓) against “FOR” or “AGAINST” as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

7. Scrutinizer

- (I) Mr. Jeewan Bose, Company Secretary in Practice (Membership No. 42457) having consented to act as a scrutinizer has been appointed as scrutinizer (“**Scrutinizer**”) for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.



- (II) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than forty eight hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

8 Declaration of Results

Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company at www.indiafinsec.com and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorised by him in writing and communicated to the Stock Exchanges.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.
10. The Members are requested to inform of any change in their addresses, name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., for providing efficient and better services immediately to:
- (i) Registrar and Share Transfer Agents (R&T Agents) in case of shares held in Physical Form or
- (ii) Depository Participants in case of shares held in Electronic Form
11. Details as per Regulation 36(3) of Listing Regulations Clause 1.2.5 of the SS-2, in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice.

12. Nomination

Members holding shares in physical form and desirous of making/changing a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents (RTA), M/s Skyline Financial Services Private Limited. (Enclosed with this Notice)

13. Dematerialization

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. *Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.*

14. Other Information

As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.



EXPLANATORY STATEMENT
(Pursuant to section 102(1) of the Companies, Act, 2013)

Item No.3

At the AGM held on 29th September, 2018, the members of the Company had approved the remuneration of Mr. Gopal Bansal, Managing Director of the Company, salary scale of Rs. 2,00,000 per month, with authority to the Board to fix his salary within the above mentioned scale.

As Mr. Gopal Bansal desires to take remuneration from its subsidiary Company only and requested the Company in this regard to not to pay any salary from the Company for the remaining period of his tenure as Managing Director. All other terms and conditions of re-appointment of Mr. Gopal Bansal, Managing Director of the Company, as approved at the EGM of the Company held on 15 February, 2016, remain unchanged.

Taking into consideration the above statement and also the insufficient profit during the financial year and upon the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 04th September, 2019 has, subject to the approval of the shareholders of the Company, decided not to pay any remuneration to Mr. Gopal Bansal, Managing Director of the Company, with effect from 01st October, 2019 upto the remaining tenure of his appointment i.e. upto 15 January, 2021.

In compliance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Act, the revised terms of remuneration specified above are now being placed before the Members for their approval.

The Board of Directors recommends the passing of this Resolution by Special Resolution.

Other than Mr. Gopal Bansal, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is in any way concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the accompanying Notice.

Mr. Gopal Bansal is not related to any other Director or KMP of the Company. For further details of Mr. Gopal Bansal, Kindly refer Annexure I.

Item No. 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. Purva Mangal (DIN: 02816099), be appointed as an Independent Director on the Board of the Company. The appointment of Mrs. Purva Mangal, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from her under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company. Mrs. Purva Mangal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Purva Mangal that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Purva Mangal fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Purva Mangal is independent and not related to any other director, Key Managerial Personnel and the management and possesses appropriate skills, experience and knowledge.

Details of Mrs. Purva Mangal are provided in the "Annexure II" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mrs. Purva Mangal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.



This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Saurabh Chhabra (DIN: 00172495), be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Saurabh Chhabra, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from him under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company. Mr. Saurabh Chhabra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Saurabh Chhabra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Saurabh Chhabra fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Saurabh Chhabra is independent and not related to any other director, Key Managerial Personnel and the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Saurabh Chhabra are provided in the “Annexure II” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mr. Saurabh Chhabra setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

During the Financial Year 2018-19, your Company has entered into certain business transactions with M/s. IFL Housing Finance Limited, a subsidiary Company, which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions with M/s. IFL Housing Finance Limited during Financial Year 2019-20. These transactions are estimated at Rs 40 Crores for F.Y. 2019-20 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of transactions entered during 2018-19 are given below:-

Transactions during FY 2018-19:

S. No.	Nature of Transactions	Name of Related Party	Nature of relationship	Name of Director or Key Managerial Personnel who is related, if any	Amount (Rs. in Crores)	Material Terms and particulars of the contract or arrangement
1.	Investments in equity shares	IFL Housing Finance Limited	Holding & Subsidiary relationship	Mr. Gopal Bansal is a promoter & director in both the Companies	22.295	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.



2.	Loan given	IFL Housing Finance Limited	Holding & Subsidiary relationship	Mr. Gopal Bansal is a promoter & director in both the Companies	15.33	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.
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Transactions during FY 2019-20 to be entered:

S. No.	Nature of Transactions	Name of Related Party	Nature of relationship	Name of Director or Key Managerial Personnel who is related, if any	Amount (Rs. In Crores)	Material Terms and particulars of the contract or arrangement
1.	Investments in equity shares	IFL Housing Finance Limited	Holding & Subsidiary relationship	Mr. Gopal Bansal is a promoter & director in both the Companies	20	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.
2.	Loan to be given in one or more tranches	IFL Housing Finance Limited	Holding & Subsidiary relationship	Mr. Gopal Bansal is a promoter & director in both the Companies	20	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits.

Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis.

All transactions entered or the proposed transactions to be entered into by the Company with M/s. IFL Housing Finance Limited are in the ordinary course of business and are at arm’s length basis.

Pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company.

The Material Related Party Transactions requires approval of the Shareholders by passing a Special Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the SEBI (LODR) Regulations, 2015, proposed transactions to be entered into with M/s. IFL Housing Finance Limited for F.Y. 2019-20 are “Material” and therefore requires approval of the Company by Special Resolution.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.



None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise in the resolution except Mr. Gopal Bansal as set out at Item No 6 of the Notice.

The Board recommends the Special Resolution as set out at item No. 6 of the Notice for the approval of the Shareholders.

Item No. 7

During the Financial Year 2018-19, your Company has entered into certain business transactions with Gopal Bansal, Managing Director, which is a “Related Party” as defined under Section 2(76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions with above said Related Party during Financial Year 2019-20. These transactions are estimated at Rs 5 crores for F.Y. 2019-20 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of transactions entered during 2018-19 are given below:-

Transactions during FY 2018-19:

S. No.	Nature of Transactions	Name of Related Party	Nature of relationship	Name of Director or Key Managerial Personnel who is related, if any	Amount (in Rs.)	Material Terms and particulars of the contract or arrangement
1.	Loan taken	Gopal Bansal	Managing Director	Mr. Gopal Bansal is a promoter and Managing Director of the Company. None of the other directors or KMP is related.	1,37,20,000	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.

Transactions during FY 2019-20 to be entered:

S. No.	Nature of Transactions	Name of Related Party	Nature of relationship	Name of Director or Key Managerial Personnel who is related, if any	Amount (in Rs.)	Material Terms and particulars of the contract or arrangement
1.	Loan to be taken in one or more tranches	Gopal Bansal	Managing Director	Mr. Gopal Bansal is a promoter and Managing Director of the Company. None of the other directors or KMP is related.	5,00,00,000	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015.

Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis.



All transactions entered or the proposed transactions to be entered into by the Company with Gopal Bansal are at arm's length basis.

Pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company.

The Material Related Party Transactions requires approval of the Shareholders by passing a Special Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Gopal Bansal for F.Y.2018-19 and proposed to be entered into for F.Y. 2019-20 are "Material" and therefore requires approval of the Company by Special Resolution.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise in the resolution except Mr. Gopal Bansal as set out at Item No 7 of the Notice.

The Board recommends the Special Resolution as set out at item No. 7 of the Notice for the approval of the Shareholders.

**By order of the Board of Directors
For India Finsec Limited**

**Date: 04.09.2019
Place: New Delhi**

**Varsha Bharti
Company Secretary**

**Annexure I to the Notice**

Particulars	Mr. Gopal Bansal
Current Position	Managing Director
Age	44 Years
Qualification	Fellow Chartered Accountant
Experience	Managerial Experience
Date of first Appointment	15.07.2011
Details of remuneration sought & Terms of Appointment	As per Item No. 3 read with explanatory statement thereto
Shareholding in the Company	26,73,984 equity shares (10.72%) as on March 31, 2019
Relationship with Other Directors	Not related to any director
Other Directorships	3

Statement of general information as per Part II of Section II of Schedule V:

Nature of Industry	Non-Banking Finance Company	
Date or Expected date of commencement of commercial production	Not Applicable	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable	
Financial performance based on given indicators	Financial Year 2018-19	Financial Year 2017-18
Total Income (in Rs.)	3,68,24,329	5,88,74,302
Profit/(Loss) after tax (in Rs.)	16,48,640	1,22,66,830
Foreign Investments or collaborations	Not Applicable	

Information about Appointee

Background	Mr. Gopal Bansal is the Managing Director of the company with specific Experience in the field of finance & taxation.
Past Remuneration	2,00,000
Recognition Awards	-
Job profile and his suitability	Managing Director
Remuneration Proposed	As per Item no. 3 read with explanatory statement thereto.
Comparative Remuneration	No industry benchmark available to ascertain
Pecuniary Relationship	Besides sitting fees and shareholding of 26,73,984 equity shares, Mr. Gopal Bansal does not have any pecuniary relationship with the Company. He is the promoter of the Company.

Other information

Reasons of loss or inadequate profits	The Company is passing special resolution pursuant to the proviso to the sub-section (1) of Section 197 read with Schedule V of the Companies Act, 2013 and as a matter of abundant precaution to bring the matter into the knowledge of shareholders. The Company has earned profit of Rs. 16,48,640 during the financial year.
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
Expected increase in productivity and profits	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in near future.

**Annexure II to the Notice**

Additional Information of Director seeking re-appointment at the 25th Annual General Meeting pursuant to Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mr. Mukesh Sharma	Mrs. Purva Mangal	Mr. Saurabh Chhabra
Date of Birth	20.04.1978	10.08.1983	16.11.1979
Qualifications	M.Com	B.A.	B.A.
Remuneration last drawn (In Rupees)	-	-	-
Nature of his expertise in specific functional areas	Financial & Portfolio Management	Finance and Business Administration	Finance
Brief Profile	Mr. Mukesh Sharma having expertise in the field of financing, investment, management consultancy, taxation and Finance etc. He was appointed as a Director on December 18, 2006. Thereafter, as per his knowledge and experience, the members of the Company had re-appointed him as Whole Time Director of the Company during the financial year 2016-17. Due to his busy schedule and some other commitments elsewhere, he was designated as Non-Executive Director w.e.f. 14 th August, 2017. Presently, he is providing valuable services to the Company.	Mrs. Purva Mangal has experience in the field of finance and business administration. She has done B.A. from Rajasthan University. Her knowledge and experience can help the Company in a significant way.	Mr. Saurabh Chhabra has an experience in the field of finance. He is holding position of independent director in IFL Housing Finance Limited. He is an acumen businessman and having the wide experience in the field of finance and as an independent director. He is persistently known for the honestly and leading the business in the transparent and ethical way.
Name of other Public Companies in which the person holds the Directorships	Nil	AKM Lace & Embrotex Limited	IFL Housing Finance Limited
Name of the Public Companies in which the person holds the Memberships of committees of the Board	Nil	Nil	IFL Housing Finance Limited
Shareholding in the Company (Equity)	12,92,540 shares (5.18%) as on March 31, 2019	Nil	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil	Nil	Nil
Number of Board Meetings attended during the FY 2018-19	Fourteen out of Fourteen Meeting.	-	-



BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting the **Twenty Fifth Annual Report** of the Company with the Audited Financial Statements (Standalone & Consolidated) and the Auditor's Report of your Company for the financial year ended **31st March, 2019**.

1. COMPANY BACKGROUND

India Finsec Limited ("the Company") is a RBI registered Non-Banking Financial Company ("NBFC"). The registered office of the Company is situated at D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, Delhi-110085. The Company was incorporated on August 10, 1994. The Company has its Equity Shares listed at BSE Limited.

2. BUSINESS OVERVIEW

The Company is engaged in the business of financing, Inter Corporate Deposits, Personal Loans, funding against shares and securities and Long against Property (LAP) to the individuals and Body Corporate.

Your Company posted Total income and Net Profit of Rs. 3,68,24,329/- and Rs. 16,48,640/- respectively as on March 31, 2019 as against Rs. 5,88,74,302/- and Rs. 1,22,66,830 respectively in the previous year.

Your Company has been able to achieve substantial market share, steady price for its products by taking up newer challenges.

STATEMENT OF AFFAIRS

The Company's Performance during its Twenty Fifth years of Operations is summarized below:

FINANCIAL RESULTS

Particulars	Financial year ended (in Rs.)			
	Standalone		Consolidated	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Total Income	3,68,24,329.00	5,88,74,302.00	10,80,75,200.00	7,05,10,213.00
Total Expenditure	3,45,87,740.00	4,24,09,334.00	7,88,46,170.00	5,37,57,441.00
Profit/(Loss) before tax	22,36,950.00	1,64,64,968.00	2,92,29,030.00	1,67,52,772.00
Profit/(Loss) after tax	16,48,640.00	1,22,66,830.00	2,20,87,810.00	1,23,80,913.00
Paid- up Share Capital	24,94,17,150.00	24,94,17,150.00	24,94,17,150.00	24,94,17,150.00
Reserves and Surplus	19,92,25,226.00	19,72,78,982.00	21,61,38,348.00	20,37,40,143.00

3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is set out in the Annual Report.

4. BUSINESS RESPONSIBILITY REPORT

As per Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015, top five hundred (500) listed entities based on market capitalization shall contain the Business Responsibility Report in their Annual Report. As the Company does not fall under top 500 listed Companies based on market capitalization, therefore, this regulation is not applicable to the Company.



5. DIVIDEND

The Board of Directors of the Company has decided not to declare any dividend for the financial year under consideration.

6. TRANSFER TO RESERVES

In terms of Section 45-IC of the RBI Act 1934, the Company registered as NBFC with RBI is required to transfer at least 20% of its Profit after tax to a Reserve Fund before dividend is declared. As at the year end, an amount of Rs. 3,29,728 has transferred to the Reserve Fund.

7. CHANGES IN THE NATURE OF BUSINESS

The Company is engaged in the business of Financing, Inter Corporate Deposits, advancing personal loans, funding of IPO, funding against shares and securities, loan against properties to individuals & companies etc. However, there has been no change in the nature of business during the year under review by the Company.

8. MATERIAL CHANGES AND COMMITMENTS

There is no material change which may affect the financial position of the Company between the end of financial year and up to the date of this report.

9. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

10. PUBLIC DEPOSITS

During the year under review, the company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975.

11. AUDITORS

STATUTORY AUDITOR

M/s V. N. Purohit & Co., Chartered Accountants was appointed as the Statutory Auditors of the Company to hold office for a period of 4 years i.e. from the conclusion of the 24th Annual General Meeting of the Company held on 29th September, 2018 till the conclusion of the 28th AGM to be held in the year 2022.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s V. N. Purohit & Co., Chartered Accountants, at the forthcoming AGM.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

Auditor's Report

The Auditor's Report for financial year ended 2019, does not contain any qualification, reservation or adverse remarks. All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments and also, there is no incident of fraud requiring reporting by the auditors under section 143(12) of the Companies Act, 2013 during the year. The Auditor's report is enclosed with the financial statements in this Auditor's Report.



SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Rachna Bhasin (CP No.: 12952, ACS: 23539), Practising Company Secretary, to undertake the secretarial audit of the Company for the Financial Year 2018-2019.

Secretarial Audit Report

The Secretarial Audit Report for the financial year ended March 31, 2019 does not contain any qualification, reservation or adverse remark. A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed with the Report. **(Annexure-I)**

Secretarial Audit Report

The Secretarial Audit Report of IFL Housing Finance Limited, subsidiary of India Finsec Limited, for the financial year ended March 31, 2019 does not contain any qualification, reservation or adverse remark. A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed with the Report. **(Annexure-II)**

INTERNAL AUDITOR

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s Bansal Mangal Singhal & Goyal, Chartered Accountants, as an Internal Auditor of the Company, to check the internal controls and functioning of the activities of the Company and also recommends way of improvement. They have provided Internal Audit Report of the Company for the financial year ended March 31, 2019. The Internal audit is carried out quarterly basis and the report is placed in the Audit Committee Meeting and Board Meeting for their consideration and direction. The Report do not contain any qualification, observation, reservation, adverse remark or disclaimer.

COST AUDITOR

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

12. SHARE CAPITAL

As on 31st March, 2019, the Authorised share capital of the Company was Rs. 30,00,00,000 and the paid up equity share capital was Rs. 24,94,17,150/-. During the year under review:

A. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any equity shares with differential rights so no disclosure is required as per Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014.

B. ISSUE OF SWEAT EQUITY SHARES

The Company has not issued sweat equity shares, so no disclosure is required as per Rule 8(13) of the Companies (Share Capital and Debentures) Rules 2014.

C. ISSUE OF EMPLOYEE STOCK OPTIONS

The Company has not issued employee stock options, so no disclosure is required as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

D. PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARE BY EMPLOYEES OR BY TRUSTEE FOR THE BENEFIT OF EMPLOYEES

The Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per Rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.



E. ISSUE OF SHARES ON PREFERENTIAL BASIS

The Company has not issued any share on preferential basis during the year.

13. LISTING FEES

The Company has paid the Annual Listing Fees to the Bombay Stock Exchange Limited (BSE) for the financial year 2019-20.

14. EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in **Form No. MGT – 9** as '**Annexure-III**' has been enclosed with the Board's Report.

As required under Section 134(3)(a) of the Companies Act, 2013 the extract of annual return shall be uploaded on the website of the Company www.indiafinsec.com.

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

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

A. CONSERVATION OF ENERGY

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, regarding conservation of energy are not applicable.

B. TECHNOLOGY ABSORPTION

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, regarding Technology absorption are not applicable.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There has been no expenditure and/or earning in foreign exchange.

16. POLICIES

There has been no change in the following policies during the financial year 2018-19:

- Policy on Preservation of Documents and Archives Management as per Regulation 9 and 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy for Disclosure of events/ information and Determination of materiality as per Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy on Materiality of Related Party Transactions as per Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Risk Management Policy
- Policy for determining 'material' subsidiaries as per Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Such Policies are available on the website of the Company i.e. <http://www.indiafinsec.com/corporate-governance/>

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED

During the financial year 2018-19, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

18. CORPORATE SOCIAL RESPONSIBILITY



Pursuant to provision of Section 135 of the Companies Act, 2013, every company having a Net Worth of Rupees Five Hundred Crore (Rs.500 Crore) or more or Turnover of Rupees Thousand Crore (Rs.1000 Crore) or more or Net Profit is Rupees Five Crore (Rs.5 Crore) or more during any financial year, is required to constitute a Corporate Social Responsibility Committee (“CSR Committee”) of the Board. But this provision is not applicable on our company; because in any previous financial year (including 2018-2019) our company has not reached this limit.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company was duly constituted in accordance with the provisions of the Companies Act, 2013. As on the date of report, the Board of Director’s consists of the following members:

S. No.	Name of Director	Designation	DIN	Date of Appointment
1	Mr. Gopal Bansal	Managing Director	01246420	16.01.2016
2	Mr. Mukesh Sharma	Director	00274217	16.01.2016
3	Mr. Basant Mittal	Independent Director	06462662	28.12.2012
4	Ms. Charu Goyal	Independent Director	06464406	28.12.2012

A. DIRECTORS

There has been no change in the composition of the board of directors of the Company. Mr. Mukesh Sharma retires by rotation and being eligible has offered himself for re-appointment.

B. CHIEF FINANCIAL OFFICER

There is no appointment, resignation or any other changes in the position of the Chief Financial Officer of the Company.

C. COMPANY SECRETARY & COMPLIANCE OFFICER

There is no appointment, resignation or any other changes in the position of the Company Secretary and Compliance Officer of the Company.

20. REMUNERATION OF KEY MANAGERIAL PERSONNEL

Mr. Gopal Bansal (Managing Director) the Key Managerial Personnel of the Company has been paid Gross monthly remuneration of Rs. 1,00,000 from 01st April, 2018 to 30th September, 2018 and Rs.2,00,000/- (Rupees Two Lakhs Only) w.e.f. 01st October, 2019 subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of his performance and policy of the Company.

Mr. Manoj Kumar Gupta (Chief Financial Officer), the Key Managerial Personnel of the Company be paid Gross monthly remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of his performance and policy of the Company.

Ms. Varsha Bharti (Company Secretary), the Key Managerial Personnel of the company be not any paid Gross monthly remuneration from the Company.

21. DECLARATION BY THE INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors (Mr. Basant Mittal and Ms. Charu Goyal) of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Listing Regulations.

22. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and independence of judgment thereby safeguarding the interest of the Company.



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. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship committee. The Directors expressed their satisfaction with the evaluation process. The Board of Directors reviewed all the laws applicable on the company, prepared by the company and taking steps to rectify instances of non-compliances.

23. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors duly met 14 (**Fourteen**) times during the year, in respect of which notices were given and the proceedings were recorded and signed. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The details of Board meetings and the attendance of Directors in such meetings are given in the Corporate Governance Report forming part of this Annual Report.

24. COMMITTEES AND THEIR MEETINGS

AUDIT COMMITTEE

The Company has an Audit Committee comprising Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director), Mr. Gopal Bansal (Managing Director) and Ms. Varsha Bharti (Secretary of the Audit Committee). The terms of reference of the Audit Committee inter-alia include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors. All the recommendations made by Audit Committee were accepted. The details of the Audit Committee and the attendance of its members are provided in the Corporate Governance Report.

During the year 6 (Six) Audit Committee Meetings were held.

NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination & Remuneration Committee of Directors in compliance with provisions of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee's scope of work includes nominate the directors as per their qualifications, experience and positive attributes, deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee comprises of Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director) and Mr. Mukesh Sharma (Non-Executive Director). The details of the Nomination and Remuneration Committee and the attendance of its members are provided in the Corporate Governance Report.

During the year 1 (One) Nomination and Remuneration Meetings were held.

Nomination and Remuneration Policy

The policy of the Company on Directors' Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section(3) of

Section 178 of the Companies Act, 2013 is placed on the website of the Company i.e. www.indiafinsec.com and the details of Nomination and Remuneration Policy are covered in the Corporate Governance Report. It is hereby affirmed that the remuneration paid is as per Remuneration Policy of the Company. The Nomination & Remuneration Policy is attached with this report as an **Annexure IV**.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has a Stakeholder Relationship Committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

The Committee comprises of Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director) and Mr. Gopal Bansal (Managing Director). The details of the Stakeholders Relationship Committee and the attendance of its members are provided in the Corporate Governance Report.



During the year 4 (Four) Stakeholders Relationship Committee Meetings were held.

Details of establishment of Vigil Mechanism/Whistle Blower Policy for Directors and Employees

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. The company believes on the honesty, integrity, ethics, transparency and good conduct for its professional environment and provides such kind of environment to its employees and directors and always encourages its team to follow such standards in their activities. The directors, employees and other team members are free to report on the issues which require genuine concern. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically.

This policy is explained in corporate governance report and also posted on the website on <http://www.indiafinsec.com/corporate-governance/> under Corporate Governance section.

RISK MANAGEMENT COMMITTEE

The Board of Directors has constituted a Risk Management Committee to minimize or mitigate the risk involved in the business activities of the Company.

The Committee comprises of Mr. Basant Mittal (Independent Director), Ms. Charu Goyal (Independent Director) and Mr. Gopal Bansal (Managing Director). The details of the Risk Management Committee and the attendance of its members are provided in the Corporate Governance Report.

During the year 1 (One) Risk Management Committee Meetings were held.

RISK MANAGEMENT POLICY

In accordance with Regulation 17(9) of the SEBI(LODR) Regulations, 2015 and Section 134(3) of the Companies Act, 2013, the board members were informed that the Company has a robust Risk Management framework to identify, measure and mitigate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

25. DETAILS OF SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES

During the year under review, we have one subsidiary company i.e. "IFL Housing Finance Limited". In accordance with Section 129(3) we have prepared the consolidated financial statements of the Company which forms part of this Annual Report.

During the year, investment of Rs. 39,49,50,000/- was made in a subsidiary i.e. IFL Housing Finance Limited. Further, IFL Housing Finance Limited reported revenue of Rs. 7,31,52,361/- and profit after tax of Rs. 2,04,39,169 as compared to revenue of Rs. 36,89,191/- and incurred a loss of Rs. 3,44,069 in the last year.

Furthermore, IFL Enterprises Limited ceases to be an associate company in the financial year 2018-19.

26. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The performance and financial position of "IFL Housing Finance Limited" (Subsidiary) for the financial year 2018-2019 are mentioned below:

The Particulars of Subsidiaries, Associates and Joint Ventures read with Companies (Accounts) Rules, 2014 are attached herewith in Form AOC – 1 as **Annexure-V**.

27. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statement provided in this Annual Report.

**28. PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES**

The Company has entered into any contract and arrangements with related party and complied with the provisions of section 188 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of Such Contracts and Arrangements are enclosed as **Annexure-VI** in Form AOC-2.

The policy on Related Party Transactions is displayed on the website of the Company and the web link is <http://www.indiafinsec.com/investors-info/>.

29. CORPORATE GOVERNANCE CERTIFICATE

The Company believes that the essence of Corporate Governance lies in the phrase “Your Company”. It is “Your” Company because it belongs to you “the Shareholders”. The Chairperson and Directors are “Your” fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes “Your” long term value. Besides adhering to the prescribed Corporate Governance practices as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest. The Corporate Governance Report is a part of this Annual report.

A certificate from Secretarial Auditors of the company regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also attached to this Annual Report.

30. BRIEF RESUME

As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides a brief resume of Mr. Mukesh Sharma, Non-Executive Director (DIN:00274217) of the company who is re-appointed in the Annual General Meeting. The nature of his expertise in specific functional areas, names of the companies in which he has held directorships, his shareholding etc. are furnished in the annexure to notice of the ensuing AGM.

31. HUMAN RESOURCES

The Company strongly believes that in a service industry like banking and finance, it is only through people and their contributions that most of the objectives like offering products to various customer groups and servicing the poor can be achieved. Your Company believes in spreading the risk, and financing of Loans, Inter Corporate Deposits, and Funding of IPO etc. The Management has a healthy relationship with the officers and the Employees.

32. PARTICULARS OF EMPLOYEES

None of the employees of the Company were in receipt of remuneration in excess of limits as prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are mentioned below:

(A) Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

1. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, Ratio of remuneration of Directors to the Median Remuneration of employees.

Name of the Director/ and KMP	Designation	Remuneration (Rs. in Lac) 2018-2019	Increase (%)	Ratio of Director's Remuneration to Median remuneration including	Ratio of Director's Remuneration to Median remuneration excluding



				Managing Director	Managing Director
Mr. Gopal Bansal	Managing Director	24.00	100.00	3.82:1	3.91:1
Mr. Mukesh Sharma*	Director	0.90	0.00	0.29:1	0.29:1
Mr. Manoj Kumar Gupta	CFO	9.60	0.00	3.06:1	3.13:1
Ms. Varsha Bharti	Company Secretary	0.00	0.00	-	-

2. Median remuneration of employees of the Company including Managing Director are Rs. 3,32,960/- and Rs. 3,13,935 and median remuneration employees excluding Managing Director are Rs. 3,00,000 and Rs. 3,06,968 for the financial year 2018-19 and 2017-2018 respectively.
 3. The Percentage increase in median remuneration of employees (including Managing Director) is 6.06% and percentage decrease in median remuneration of employees (excluding Managing Director) is 2.27 % in the Financial Year.
 4. Number of permanent employees on the rolls of the Company: 14 (As at 31st March, 2019).
 5. Affirmation Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel is as per the remuneration policy of the Company.
- (B) Statement of particulars of employees pursuant to Rule 5(2) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – N.A.
- (C) Statement of particulars of employees pursuant to Rule 5 (3) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- N.A.

32. PREVENTION OF SEXUAL HARRASEMENT OF WOMEN AT WORKPLACE

The Company has a Policy on Prevention of Sexual Harassment of Women at Workplace and has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case was reported during the year under review.

33. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with Clause (c) of Sub-Section (3) of Section 134 of the Companies Act, 2013, the Board of Directors of the company informed the members that:

- (A) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (B) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (C) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (D) the directors had prepared the annual accounts on a going concern basis;
- (E) the directors have laid down internal financial controls, which are adequate and operating effectively; and
- (F) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. PREVENTION OF INSIDER TRADING

The Company has a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.



35. PRUDENTIAL NORMS & DIRECTIONS OF RBI FOR NBFCS

Your company has complied with all the requirements prescribed by the Reserve Bank of India and has filed the required returns.

36. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER –SE

None of the Directors are related to each other.

37. CODE OF CONDUCT

The Board of Directors have laid down the Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.indiafinsec.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

38. CAUTIONARY NOTE

The statements forming part of the Board's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

39. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards.

40. ACKNOWLEDGEMENT

The Board expresses its sincere gratitude to the shareholders, bankers and clients for their continued support. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of all the staff and employees of the Company.

**By the Order of the Board
For India Finsec Limited**

**Date: 30.05.2019
Place: Delhi**

**Gopal Bansal
Managing Director
DIN-01246420**

**Mukesh Sharma
Director
DIN-00274217**



(Annexure-I)

**SECRETARIAL AUDIT REPORT
(Form No. MR-3)**

For the financial year ended 31.03.2019

[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,
India Finsec Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **India Finsec 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 my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2019 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 **India Finsec Limited** ("the Company") for the financial year ended on 31/03/2019 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
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;-NOT APPLICABLE
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - NOT APPLICABLE
 - (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



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;- NOT APPLICABLE
- (vi) Income Tax, Act 1961.
- (vii) RBI Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Listing Agreements [“Listing Regulations” as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] 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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and no 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.

Date: 30.05.2019
Place: New Delhi

Rachna Bhasin
Company Secretary in Practice
ACS No.- 23539
C P No.- 12952



ANNEXURE A' TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
India Finsec Limited
D-16, First Floor, Above ICICI Bank,
Prashant Vihar, Sector-14, Rohini,
New Delhi-110085

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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. Our 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.

Date: 30.05.2019
Place: New Delhi

Rachna Bhasin
Company Secretary in Practice
ACS No.- 23539
C P No.- 12952



(Annexure II)

SECRETARIAL AUDIT REPORT
Form No. MR-3
FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

To,
The Members,
IFL HOUSING FINANCE LIMITED
D-16, 1st Floor, Above ICICI Bank,
Prashant Vihar, Sector-14, Rohini,
New Delhi - 110085

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IFL HOUSING FINANCE LIMITED** (hereinafter called the company) for the Financial Year ended 31st March, 2019. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** 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 **IFL HOUSING FINANCE LIMITED** ("the Company") for the financial year ended on **31st March, 2019** 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
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014: -
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: -
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: -
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: - Not Applicable
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable
- (vi) Income Tax Act, 1961.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements ["Listing Regulations as per SEBI (Listing Obligation and Disclosure Requirement) Regulation]- The Company has not entered into any agreements with any **Stock Exchange**.
- (iii) Housing Finance Companies (NHB) Directions.

During the period under review the Company has complied with the provisions of the Act, Rules,



Regulations, Guidelines, Standards, etc. mentioned above except some forms have been filed with Roc with additional fees.

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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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.

Place: New Delhi
Date: 20.05.2019

Rachna Bhasin
(Practicing Company Secretary)
ACS No. 23539
COP No.12952



‘Annexure -A’

To,
The Members,
IFL HOUSING FINANCE LIMITED
D-16, 1st Floor, Above ICICI Bank,
Prashant Vihar, Sector-14, Rohini,
New Delhi - 110085

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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. Our 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.

Place: New Delhi
Date: 20.05.2019

Rachna Bhasin
(Practicing Company Secretary)
ACS No. 23539
COP No.12952



(Annexure-III)

Form No. MGT-9**Extract of Annual Return as on the financial year ended on 31.03.2019**

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

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L65923DL1994PLC060827
ii.	Registration Date	10.08.1994
iii.	Name of the Company	India Finsec Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 Telephone No.- 9350655363/ 011-45805612 Email:- indiafinsec@gmail.com Website:- www.indiafinsec.com
vi.	Whether listed company	Yes (Listed at BSE Limited)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Telephone No. 011- 011-26812682, 83, 011-64732681 to 88 Website- www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Providing Finance (Long & Short Term)	64920	74.61
2	Dealing in Shares & Securities	64920	25.39

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/Subsidiary /Associate	%of shares held	Applicable Section
1.	IFL Housing Finance Limited D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085	U67100DL2009PLC186958	Subsidiary	87.55%	2(87)



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 (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	4850015	0	4850015	19.45	4899249	0	4899249	19.64	+0.19
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	4537050	0	4537050	18.19	4537050	0	4537050	18.19	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Subtotal(A)(1):-	9387065	0	9387065	37.64	9436299	0	9436299	37.83	+0.19
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	9387065	0	9387065	37.64	9436299	0	9436299	37.83	+0.19
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	2353794	1719250	4073044	16.33	2184095	2751650	4935745	19.79	3.46
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh on 31.03.2019	1001102	35001	1036103	4.15	833164	1	833165	3.34	(0.81)
	4859389	4833900	9693289	38.86	7115132	479750	7594882	30.45	-8.41



(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh on 31.03.2019									
c) Others (HUF)	752214	0	752214	3.02	862473	0	862473	3.46	0.44
Sub-total(B)(2)	8966499	658815	1555465	62.36	1227401	323140	1550541	62.17	(0.19)
		1	0		5	1	6		
TotalPublic Shareholding (B)=(B)(1)+(B)(2)	8966499	658815	1555465	62.36	1227401	323140	1550541	62.17	(0.19)
		1	0		5	1	6		
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	1835356	658818	2494171	100	2171031	323140	2494171	100	0
	4	1	5		4	1	5		

(i) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Fidelo Foods Pvt Ltd	4537050	18.19	0	4537050	18.19	0	0
2.	Mukesh Sharma	1292540	5.18	0	1292540	5.18	0	0
3.	Gopal Bansal	2784500	11.16	0	2673984	10.72	0	(0.44)
4.	Damodar Sharma	82250	0.33	0	82250	0.33	0	0
5.	Manoj Sharma	678475	2.72	0	678475	2.72	0	0
6.	Arvind Kumar Bansal (Karta of Arvind Kumar Bansal HUF)	12250	0.05	0	0	0	0	0
7.	Sunita Bansal	0	0	0	172000	0.69	0	0.69
	Total	9387065	37.63	0	9436299	37.83	0	0.20

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Fidelo Foods Private Limited(Promoter)				
	At the beginning of the year	4537050	18.19	4537050	18.19
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	0	0	0	0



	(e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	4537050	18.19	4537050	18.19
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2.	Mukesh Sharma(Promoter)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1292540	5.18	1292540	5.18
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	1292540	5.18	1292540	5.18
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
3.	Gopal Bansal(Promoter)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2784500	11.16	2784500	11.16
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	20-07-2018-6200(Pur) 02-11-2018-59164(Sale) 09-11-2018-10000(sale) 23-11-2018-250000(sale) 30-11-2018-376536(sale) 22-03-2019-578984(Pur)	0.44	(110516)	0.44
	At the End of the year	2673984	10.72	2673984	10.72
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
4.	Damodar Sharma(Promoter)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	82250	0.33	82250	0.33
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	82250	0.33	82250	0.33
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
5.	Manoj Sharma(Promoter)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	678475	2.72	678475	2.72



	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	678475	2.72	678475	2.72
Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6.	Arvind Kumar Bansal(Karta of Arvind Kumar Bansal HUF) (Promoter)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12250	0.05	12250	0.05
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	29-06-2018-21000(Purchase) 12-10-2018-33250(Sale)	0.05	(12250)	0.05
	At the End of the year	0	0	0	0
7.	Sunita Bansal(Promoter Group)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	27-04-2018-5853(Purchase) 15-06-2018-60000(Purchase) 22-06-2018-29009(Purchase) 29-06-2018-235000(Purchase) 20-07-2018-6200(Purchase) 27-07-2018-9650(Purchase) 12-10-2018-119376(Sale) 19-10-2018-144486(Sale) 22-03-2019-90150(Purchase)	0.69	172000	0.69
	At the End of the year	172000	0.69	172000	0.69
8.	Arvind Kumar Bansal (Promoter Group)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0



	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	20-07-2018-6200 (Purchase) 12-10-2018-6200(Sale)	0	0	0
	At the End of the year	0	0	0	0
9.	Gopal Bansal HUF (Promoter Group)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	27-04-2018-6200(Purchase) 20-07-2018-60786(Purchase)) 02-11-2018-66986(Sale)	0	0	0
	At the End of the year	0	0	0	0

(iii) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs)

Sr. no	Name of Shareholder	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018-31.03.2019)	
		No. of shares at the beginning (01-04-2018/ end of the year (31-03-2019))	% of total shares of the company				No. of shares	% of total shares of the company
1	4A Securities Ltd	0	0	01-04-2018				
				04-05-2018	4000	Purchase	4000	0.02
				25-05-2018	-1200	Sale	2800	0.01
				20-07-2018	8000	Purchase	10800	0.04
				31-08-2018	60	Purchase	10860	0.04
				07-09-2018	484	Purchase	11344	0.05
				14-09-2018	1500	Purchase	12844	0.05
				28-09-2018	188567	Purchase	201411	0.81
				30-09-2018	-184494	Sale	16917	0.07
				05-10-2018	-14409	Sale	2508	0.01
				12-10-2018	192437	Purchase	194945	0.78
				19-10-2018	-125145	Sale	69800	0.28
				26-10-2018	-63000	Sale	6800	0.03
				09-11-2018	277628	Purchase	284428	1.14
				16-11-2018	30290	Purchase	314718	1.26
				23-11-2018	-312918	Sale	1800	0.01
				07-12-2018	60272	Purchase	62072	0.25



				14-12-2018	-60272	Sale	1800	0.01
				08-02-2019	-700	Sale	1100	0.00
				15-03-2019	400	Purchase	1500	0.01
				22-03-2019	-400	Sale	1100	0.00
				29-03-2019	1280400	Purchase	1281500	5.14
				31-03-2019	-2400	Sale	1279100	5.13
		1279100	5.13	31-03-2019				
2	Veer Hanuman Private Limited	980000	3.93	01-04-2018				
		-	-	-	-	-	-	-
		980000	3.93	31.03.2019				
3	Tia Enterprises Private Limited	1530000	6.13	01-04-2018				
				03-08-2018	90250	Purchase	1620250	6.50
				10-08-2018	10000	Purchase	1630250	6.54
				15-03-2019	-500000	Sale	1130250	4.53
				22-03-2019	-262010	Sale	868240	3.48
				29-03-2019	-2201	Sale	866039	3.47
		866039	3.47	31-03-2019				
4	Yourtemplatebox Web Services Pvt Ltd	0	0	01-04-2018				
				31-03-2019	770400	Purchase	770400	3.09
		770400	3.09	31-03-2019				
5	Venus BuiDestates Private Limited	739250	2.96	01-04-2018				
		-	-	-	-	-	-	-
		739250	2.96	31-03-2019				
6	Nisha Agarwal	33500	0.13	01-04-2018				
				31-12-2018	588000	Purchase	621500	2.49
		621500	2.49	31-03-2019				
7	Radhey Kishan Gupta	530550	2.13	01-04-2018				
				06-04-2018	-40000	Sale	490550	1.97
				27-04-2018	100	Purchase	490650	1.97
				04-05-2018	6000	Purchase	496650	1.99
				11-05-2018	10000	Purchase	506650	2.03
				18-05-2018	12641	Purchase	519291	2.08
				29-06-2018	40000	Purchase	559291	2.24
				06-07-2018	-40000	Sale	519291	2.08
				07-09-2018	40000	Purchase	559291	2.24
				14-09-2018	-40000	Sale	519291	2.08
				22-09-2018	-479291	Sale	40000	0.16
				28-09-2018	519291	Purchase	559291	2.24
				05-10-2018	-40000	Sale	519291	2.08
				12-10-2018	-50	Sale	519241	2.08
				14-12-2018	40000	Purchase	559241	2.24
				11-01-2019	350	Purchase	559591	2.24
				22-02-2019	100	Purchase	559691	2.24
				01-03-2019	500	Purchase	560191	2.25
		560191	2.25	31-03-2019				
8	Naresh Kumar Gupta	556343	2.23	01-04-2018				
				06-04-2018	-40000	Sale	516343	2.07
				29-06-2018	40000	Purchase	556343	2.23
				06-07-2018	-40000	Sale	516343	2.07
		516343	2.07	31-03-2019				
9	Shri Parasram Holdings Private Limited	81547	0.33	01-04-2018				
				29-06-2018	-18890	Sale	62657	0.25
				06-07-2018	150000	Purchase	212657	0.85



				20-07-2018	18500	Purchase	231157	0.93
				27-07-2018	9900	Purchase	241057	0.97
				03-08-2018	52000	Purchase	293057	1.17
				10-08-2018	-1206	Sale	291851	1.17
				31-08-2018	50	Purchase	291901	1.17
				07-09-2018	8296	Purchase	300197	1.20
				21-09-2018	2000	Purchase	302197	1.21
				28-09-2018	-36797	Sale	265400	1.06
				30-09-2018	19699	Purchase	285099	1.14
				05-10-2018	-9003	Sale	276096	1.11
				12-10-2018	-37000	Sale	239096	0.96
				26-10-2018	20000	Purchase	259096	1.04
				09-11-2018	25736	Purchase	284832	1.14
				16-11-2018	-29500	Sale	255332	1.02
				30-11-2018	10000	Purchase	265332	1.06
				07-12-2018	-600	Sale	264732	1.06
				14-12-2018	-400	Sale	264332	1.06
				21-12-2018	-840	Sale	263492	1.06
				28-12-2018	-551	Sale	262941	1.05
				31-12-2018	-150	Sale	262791	1.05
				04-01-2019	-100	Sale	262691	1.05
				11-01-2019	-256	Sale	262435	1.05
				18-01-2019	-50	Sale	262385	1.05
				08-02-2019	-500	Sale	261885	1.05
				15-02-2019	-1000	Sale	260885	1.05
				22-02-2019	-300	Sale	260585	1.04
				01-03-2019	-91	Sale	260494	1.04
				08-03-2019	-400	Sale	260094	1.04
				15-03-2019	-996	Sale	259098	1.04
				22-03-2019	-11002	Sale	248096	0.99
				29-03-2019	206501	Purchase	454597	1.82
		454597	1.82	31-03-2019				
10	Kailash Chand	438991	1.76	01-04-2018				
				06-04-2018	-20000	Sale	418991	1.68
				29-06-2018	20000	Purchase	438991	1.76
				06-07-2018	-20000	Sale	418991	1.68
				31-08-2018	20000	Purchase	438991	1.76
				08-02-2019	6515	Purchase	445506	1.79
		445506	1.79	31-03-2019				

(iv) Shareholding of Directors and Key Managerial Personnel

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Gopal Bansal Managing Director				
	At the beginning of the year	2784500	11.16	2784500	11.16
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	20-07-2018-6200(Pur) 02-11-2018-59164(Sale) 09-11-2018-10000(sale)	0.44	(110516)	0.44



		23-11-2018-250000(sale) 30-11-2018-376536(sale) 22-03-2019 578984(Pur)			
	At the End of the year	2673984	10.72	2673984	10.72
2	Mr. Mukesh Sharma Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1292540	5.18	1292540	5.18
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	1292540	5.18	1292540	5.18
3	Mr. Basant Mittal Independent Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
4	Ms. Charu Goyal Independent Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	17300	0.07	17300	0.07
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	24-09-2018-10000(Sale) 25-09-2018-7300(Sale)	0.07	0	0
	At the End of the year	0	0	0	0
5	Ms. Varsha Bharti Company Secretary	Shareholding at the beginning of the year		Cumulative Shareholding during the year	



		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
6	Mr. Manoj Kumar Gupta CFO	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4342	0	0	4342
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total(i+ii+iii)	4342	0	0	4342
Change in Indebtedness during the financial year				
- Addition	0	2,59,75,811	0	2,59,75,811
- Reduction	(4342)	0	0	(4342)
Net Change	(4342)	2,59,75,811	0	2,59,71,469
Indebtedness at the end of the financial year				
i) Principal Amount	0	2,59,75,811	0	2,59,75,811
	0	0	0	0



ii) Interest due but not paid	0	0	0	
iii) Interest accrued but not due				
Total (i+ii+iii)	0	2,59,75,811	0	2,59,75,811

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Gopal Bansal	
1.	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) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	2400000	2400000
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - as % of profit - others, specify...	0 0	0 0
5.	Others, please specify	0	0
6.	Total(A)	2400000*	2400000
	Ceiling as per the Act	Remuneration paid is within the ceiling limits calculated as per Section 198 of the Companies Act, 2013	

*Remuneration of Mr. Gopal Bansal has been increased from Rs. 1,00,000 to Rs. 2,00,000 at an w.e.f. 01.10.2018.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Basant Mittal	Ms. Charu Goyal	Mukesh Sharma	
	Independent Directors				
	· Fee for attending board/committee meetings	25000	27000	0	52000
		0	0	0	0
		0	0	0	0
	· Commission				
	· Others, please specify				
	Total(1)	25000	27000	0	52000
	Other Non-Executive Directors				
	· Fee for attending board committee meetings	0	0	15000	15000
		0	0	0	0
	· Commission	0	0	0	0
	· Others, please specify				
	Total(2)	0	0	15000	15000
	Total(B)=(1+2)	0	0	15000	15000



C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Ms. Varsha Bharti, Company Secretary	Mr. Manoj Kumar Gupta, CFO	
1.	Gross Salary			
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	960000	960000
	(b)Value of perquisites u/s 17(2) of Income-tax Act, 1961	0	0	0
	(c)Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.				
5.	Commission			
	- as % of profit	0	0	0
	- others, specify...	0	0	0
6.	Others, please specify	0	0	0
	Total	0	960000	960000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment			NIL		
Compounding					
C. Directors					
Penalty					
Punishment			NIL		
Compounding					
C. Other Officers In Default					
Penalty					
Punishment			NIL		
Compounding					

By the Order of the Board
For India Finsec Limited

Date: 30.05.2019
Place: Delhi

Gopal Bansal
Managing Director
DIN-01246420

Mukesh Sharma
Director
DIN-00274217



Nomination and Remuneration Policy

Our Policy is on the appointment and remuneration of directors, Key Managerial Personnel and other senior management team for providing equitable remuneration to the directors and to recommend the qualified directors to the Board. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act, 2013. The Policy is also available on the website of the company.

Objectives

This policy is framed with the following objectives:

- The remuneration of the Whole Time Directors/Executive Directors is fixed by the Remuneration Committee as constituted. The remuneration of Employees other than Whole-time Directors is approved by the Remuneration Committee based on recommendations made to it.
- To specifies remuneration packages for Whole-time Directors including pension rights and compensation payments.
- The Non-Executive Directors are not paid any remuneration. They are only entitled to sitting fees for attending Board and Committee Meetings.
 - To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
 - The policy also addresses the following items:
 - Committee member qualifications;
 - Committee member appointment and removal;
 - Committee structure and operations; and
 - Committee reporting to the Board.
 - To formulate the criteria for evaluation of performance of all the Directors on the Board;

Constitution of Nomination and Remuneration Committee

The Board has constituted the “Nomination Committee” of the Board on October 18, 2013 and renamed as “Nomination and Remuneration Committee” on May 30, 2014. This is in line with the requirements under the Companies Act, 2013.

The Committee currently comprises of:-

Name	Designation in Committee	Nature of Directorship
Mr. Basant Mittal	Chairman	Non-Executive Independent Director
Ms. Charu Goyal	Member	Non-Executive Independent Director
Mr. Mukesh Sharma	Member	Non-Executive Director

The Board reconstituted the Committee on 14.08.2017 and has the authority to reconstitute the Committee from time to time.

Role and Powers of the Committee

The Nomination & Remuneration committee has been constituted to recommend/review remuneration of Directors and key managerial personnel based on their performance and defined assessment criteria.

The remuneration policy of our Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The role and power of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions,



with a variety of perspectives and skills, in the best interests of the Company as a whole;

- Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;
- Make recommendations to the Board on appropriate criteria for the Directors. Formulate the criteria and framework for evaluation of performance of every director on the Board of the Company.
- Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.
- To recommend to the Board, the remuneration packages of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/Deputy Managing/Whole-time/ Executive Directors, including pension rights and any compensation payment;
- To implement, supervise and administer any share or stock option scheme of the Company;
- To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

Policy for appointment, term, removal and retirement of Managerial Personnel, Director, KMP and Senior management

Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his /her appointment.
- A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion
- to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director/ Independent Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.
- In case of Independent director shall ensure that he/she possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance , technical operations or other disciplines related to the company's business.

Term/ Tenure

- **Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re appointment shall be made earlier than one year before the



expiry of term.

- **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

Policy relating to Remuneration of Directors, Managerial personnel, KMP and Senior Management

- The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
- The remuneration and commission, if any, to be paid to the Directors, Managing Director and senior management shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- Increments to the existing remuneration / compensation, structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
- Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Directors, KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

- The Remuneration/Compensation/Profit linked Incentive etc. to Directors, Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the



Companies Act, 2013, and the rules made thereunder for the time being in force.

- Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
- If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. f. Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- Increments if declared will be effective from 1st April of each financial year in respect of Managerial Personnel,
- KMP, Senior Management subject to other necessary approvals from statutory authorities as may be required.
- Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Increments

- Salary increase is given to eligible employees based on position, performance and market dynamics as decided from time to time.

Remuneration to Non –Executive/Independent Directors

- No monthly remuneration to be paid to Non-Executive/ Independent Director.
- The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Monitoring, Evaluation and Removal

- *Evaluation*

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

- *Removal*

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

- *Minutes of Committee Meeting*

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.



Policy Review

This policy is framed based on the provisions of the Companies Act, 2013 and rules made thereunder.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the committee. Any change or modification on the policy as recommended by the committee would be given for approval of the Board of Directors.

Disclosure

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

**By the Order of the Board
For India Finsec Limited**

**Gopal Bansal
Managing Director
DIN-01246420**

**Mukesh Sharma
Director
DIN-00274217**



(Annexure – V)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the Subsidiary	IFL Housing Finance Limited
2.	The date since when subsidiary was acquired	27.12.2016
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
5.	Share Capital	45,11,00,000
6.	Reserves & Surplus	1,81,97,103
7.	Total Assets	85,37,29,785
8.	Total Liabilities	38,44,32,682
9.	Investments	3,00,00,000
10.	Turnover	35,71,301
11.	Profit before taxation	(5,86,032)
12.	Provision for taxation	7,31,52,361
13.	Profit after taxation	2,04,39,169
14.	Proposed Dividend	0.00
15.	Extent of shareholding (in percentage)	87.55

Part “B”: Associates and Joint Ventures-N.A.

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	
1. Latest audited Balance Sheet Date	
2. Date on which the Associate or Joint Venture was associated or acquired	
3. Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding (in percentage)	
4. Description of how there is significant influence	
5. Reason why the associate/joint venture is not consolidated	
6. Net worth attributable to shareholding as per latest audited Balance Sheet	
7. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

By the Order of the Board
For India Finsec LimitedGopal Bansal
Managing Director
DIN-01246420Mukesh Sharma
Director
DIN-00274217Date: 30.05.2019
Place: New DelhiManoj Kumar Gupta
CFOVarsha Bharti
Company Secretary



(Annexure-VI)

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Not Applicable
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of contract	Salient Terms	Date of Approval by the Board	Amount (in INR)
IFL Housing Finance Limited	Investment in Equity shares	-	-	09.05.2018	22,29,50,000
	Loan Given			09.05.2018	15,33,00,000
	Loan recovered				17,63,00,000
	Interest Receivable				35,26,587
Gopal Bansal, Managing Directors	Remuneration given	-	-	26.08.2016, 05.09.2018	18,00,000
	Loan Taken				1,37,20,000
	Loan Repaid				27,70,000
	Interest paid				31,070
	Sitting Fees			16.04.2018	25,000
Mukesh Sharma, Whole Time Director	Remuneration given	-	-		-
	Sitting Fees			16.04.2018	15,000
Mr. Manoj Kumar Gupta	Remuneration Given	-	-	16.04.2015	9,60,000
Mr. Basant Mittal	Sitting Fees	-	-	16.04.2018	25,000
Ms. Charu Goyal	Sitting Fees	-	-	16.04.2018	27,000
Ms. Varsha Bharti (Company Secretary)	Remuneration	-	-	-	-
Sunita Bansal, Relative of KMP	Rent Paid	01.04.2018 to 31.03.2019	Rent Agreement		7,20,000.00
Gopal Bansal (HUF), (Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives)	Rent Paid	01.04.2018 to 31.03.2019	Rent Agreement		72,0,000.00

By the Order of the Board
For India Finsec LimitedDate: 30.05.2019
Place: New DelhiGopal Bansal
Managing Director
DIN-01246420Mukesh Sharma
Director
DIN-00274217



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

The Company is engaged primarily in the business of advancing loans and investing/trading in securities. We provide tailor-made services to our clients. During the Financial Year 2018-2019, under consideration the performance of the Company was remarkable. Net Profit for the year 2018-2019 recorded at Rs. 16,48,640/- and the Total Revenue for the year ended March 31, 2019 is Rs. 3,68,24,329/-. The Company is planning to increase its investment strategy for the growth of the business.

2. ECONOMIC OUTLOOK

Financial year 2018-19 (FY2019) began with an expectation of higher growth as the economy seemed to have overcome the teething troubles of the nation-wide roll out of the Goods and Services Tax (GST). However, a rise in the current account deficit (CAD), concerns relating to rising non-performing assets (NPAs) and decline in liquidity coupled with hardening interest rates contributed to uncertainties around a higher GDP growth rate.

The second advance estimates of national income for FY2019 released by the Central Statistics Office (CSO) on 28 February 2019 showed that the economy could not continue the expected growth momentum. GDP growth in the third quarter of FY2019 reduced to 6.6% after clocking 8% and 7% growth in the first and second quarter of FY2019 respectively. The CSO estimates GDP growth in FY2019 at 7% compared to 7.2% in FY2018.

Gross fixed capital formation (GFCF) provided a pleasant surprise, with the share of GFCF to GDP growing to 32.3% in FY2019 (second advance estimates) versus 31.4% in FY2018 (first revised estimates). However, it is perhaps too early to expect this recent uptick in the share of GFCF to GDP to provide a definite impetus to growth.

3. OPPORTUNITIES & THREATS

There are several exciting opportunities for the company.

- ∇ Demographic changes
- ∇ Focus on Digital and Affluent customer
- ∇ Financial inclusion
- ∇ Utilize technology to provide solutions to customers
- ∇ Increase distribution strength
- ∇ Large untapped rural and urban markets

In the same way, there are threats for the company.

- ∇ Volatile environment
- ∇ Growing number of Fintech companies
- ∇ Attracting and retaining talent and training them for the right culture
- ∇ High cost of funds
- ∇ Competition

4. RISK & CONCERNS

Being a NBFC, India Finsec Limited is exposed to various types of risks like interest rate volatility, economic cycle, credit risk, market risk and operational risk. Such risks are matter of concern for every NBFC. Many of the large corporate houses and banks have also diversified into lending and lending related businesses focusing into niche segments. However, with a rise in number of players, the competition in sector has intensified and impact of stiff competition in the long needs to be observed NBFCs faces high competition from public sector, private sector and foreign banks competing in similar markets.

5. PROSPECT & OUTLOOK

The Company is confident in managing its risks by observing a conservative financial profile in investments. The Company hopes to improve its performance on the strength of its long experience and its strong emphasis to diversify risk and to maintain its quality of services for the customers. The Company has the strategy to enhance its customer base by providing



qualitative services to the customers and diversify its products by new technology and enhancing its products. The management has got an exposure of the capital markets, which provides us an opportunity to make the investments profitable associated with minimum risks.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at **India Finsec Limited**. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

8. SEGMENT-WISE PERFORMANCE

The Company is exclusively engaged in the Non-Banking Finance activities and revenues are mainly derived from this activity. The details with regard to segment performance of the Company are mentioned in the notes forming part of the Financial Statements at Note No. 26.

9. SIGNIFICANT CHANGES IN FINANCIAL RATIO

During the year following significant changes which are more than 25% as compared to the previous year have been taken place in the financial ratios on a standalone basis and consolidated basis:

Standalone basis:-

Financial Ratio	Standalone		Change (%)	Reason for change
	FY 2018-19	FY 2017-18		
Inventory Turnover	1.19	1.78	-33%	The Company's loan portfolio has been decreased due to investment in its subsidiary to support the principal business activities of its subsidiary which resulted in the decrease of financial ratios of the Company.
Interest Coverage Ratio	4.04	5241.28	-99.92%	
Current Ratio	1.63	99.16	-97.53%	
Return on Net Worth	0.37%	2.75%	-2.38 %	

Consolidated basis:-

Financial Ratio	Consolidated		Change (%)	Reason for change
	FY 2018-19	FY 2017-18		
Inventory Turnover	1.19	1.78	-33%	The Company's loan portfolio has been decreased due to investment in its subsidiary to support the principal business activities of its subsidiary which resulted in the decrease of financial ratios of the Company.
Interest Coverage Ratio	5.01	859.46	-99.42%	
Current Ratio	1.54	44.11	-96.50%	
Return on Net Worth	4.23%	4.16%	0.07 %	

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates,



exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

**By the Order of the Board
For India Finsec Limited**

**Date: 30.05.2019
Place: Delhi**

**Gopal Bansal
Managing Director
DIN-01246420**

**Mukesh Sharma
Director
DIN-00274217**



CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34(3) and Schedule V of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Company submits the following report:

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors believes that it is imperative to manage affairs of the company with the prime objective of maximization of shareholders wealth and other stakeholders of the company. The Listing Agreement as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into by the Company with the Stock Exchange contemplates compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportions:

- Prudence
- Transparency
- Accountability
- Impartial treatment for all Stakeholders.
- Operating under the purview of the statute.
- Ethical Practices
- Shareholder’s Wealth Maximization

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the management with strategic direction catering to exigency of long term shareholders value. The Company has fully complied with all the existing regulations prescribed by the Securities Exchange Board of India in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements). Regulations, 2015. The Company is committed to good corporate governance which strengthens Board and management accountability and helps build public trust in the Company.

As a part of the compliances of the “**Listing Regulations**” as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

2. BOARD OF DIRECTORS

The Board of **India Finsec Limited** comprises of four directors consisting of two Independent Directors (Non Executive) and one is Managing Director and another one is Non-Executive Director.

Details of composition of the Board, category, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), number of other Directorships as on March 31, 2019 are given below:

➤ **Composition and Category of Directors:**

- The composition of board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors.
- Number of directorships and committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2019 are given below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders’ Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations

Name	Designation	Category	No. of other	Attendance at Board Meetings	Number of committee positions held in other Public Companies	Attendance at previous AGM



			Director-ships		Membership	Chairman	
Mr. Gopal Bansal	Managing Director	Executive Director	Three	Yes	4	0	Yes
Mr. Mukesh Sharma	Director	Non-Executive Director	One	Yes	0	0	Yes
Mr. Basant Mittal	Independent Director	Non-Executive Director	One	Yes	2	2	Yes
Ms. Charu Goyal	Independent Director	Non-Executive Director	-	Yes	2	0	Yes

- **Name of other listed entities where directors of the Company are directors and the category of directorship:**

Name of director	Name of listed entities in which the concerned director is a director	Category of directorship
Mr. Gopal Bansal	IFL Enterprises Limited	Non-Executive Director
Mr. Mukesh Sharma	-	-
Mr. Basant Mittal	-	-
Ms. Charu Goyal	-	-

- **Meetings of the Board of Directors**

The Board of Directors met Fourteen (14) times i.e. 16.04.2018, 21.04.2018, 25.04.2018, 09.05.2018, 30.05.2018, 04.07.2018, 14.08.2018, 05.09.2018, 11.09.2018, 27.09.2018, 14.11.2018, 14.01.2019, 07.02.2019 and 25.03.2019 during the financial year 2018-2019 respectively.

Name	Designation	Category	Board Meetings during the period & Attendance at Board Meetings	
			Held	Attended
Mr. Gopal Bansal	Managing Director	Executive Director	14	14
Mr. Mukesh Sharma	Director	Non-Executive Director	14	14
Mr. Basant Mittal	Independent Director	Non-Executive Director	14	14
Ms. Charu Goyal	Independent Director	Non-Executive Director	14	14

- **Disclosure of relationship between director inter-se:** None of the Directors are related to each other.



➤ **Detail of number of shares and convertible instruments, if any, held by Non-Executive Directors:**

Name of Non-Executive Director	Number of Shares
Mr. Basant Mittal (Non-Executive Independent Director)	0
Ms. Charu Goyal (Non-Executive Independent Director)	0
Mr. Mukesh Sharma (Non-Executive Director)	12,92,540
Total	12,92,540

➤ **Web Link where details of Familiarization Programmes imparted to Independent Directors is disclosed:**

The Company has conducted a familiarization programme for its Independent Directors during the year. The detail of such familiarization programme is available on the web link i.e. www.indiafinsec.com/corporate-governance/ .

➤ **Skills/expertise/competence of the Board of Directors**

- Knowledge and understanding of Company's business, policies and culture including major risks/threats and potential opportunities of the Company in which company operates.
- Relevant experience in finance, tax, risk management, compliance and corporate governance
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.

➤ **Internal Control**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/ regulatory compliances.

➤ **Information supplied to the Board**

The Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committees. In addition to the regular business items, the following are regularly placed before the Board to the extent applicable.

- Quarterly results of the Company
- Minutes of the Audit Committee and other Committee of the Board of Director
- Details of Agreements entered into by the Company
- Particulars of Non-Compliance of any statutory or Listing requirement
- Information on recruitment or remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.

➤ **Minutes of the Board Meeting**

The minutes of the proceedings of every Board and all committee meetings are prepared and approved/initialed by the Chairman within 30 days from the conclusion of the respective meeting.

➤ **Code of Ethics**

The Company has prescribed a code of ethics for its Directors and senior management personnel. A declaration by the Executive Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2018-2019 is given below:

➤ **Declaration – Code of Conduct**

This is to confirm that the Board of Directors has laid down a code of conduct for all Directors and Senior Management Personnel of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have duly complied with the Company's Code of Conduct during the financial year 2018-2019 as required under "**Listing Regulations**" of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.



3. BOARD COMMITTEES

The Board of Directors has set up committees of Directors to deal with various matters of specific nature which require concentrated and more focused attention and to arrive at quick and timely decisions in these matters.

The Board of Directors has delegated its certain powers to the committees of Directors and these committees shall exercise such power and give the report of the output to the Board for approval at subsequent meetings. The Board has constituted four committees viz. **Audit Committee, Nomination & Remuneration Committee, Risk Management Committee** and **Stakeholders Relationship Committee**.

➤ AUDIT COMMITTEE

Terms of Reference:

The terms of reference of the Audit committee include the following:

1. Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board.
2. Overseeing the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. Holding periodic discussions with statutory auditors and internal auditors of the Company concerning the accounts of the company, internal control systems, scope of audit and observations of auditors.
4. Making recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.
5. Recommendations with respect to appointment and removal of external auditors, fixation of audit fees and also approval of fee for any other services by the auditors.
6. Investigating into any matter in relation to items specified in section 177 of the Companies Act, 2013 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice if necessary.
7. Making recommendations to the Board on any matter relating to the financial management of the Company.

Composition of Audit Committee

Details of composition of the Audit Committee and attendance of the members at the meetings are given below:

Meetings of the Audit Committee and Attendance of the Members during 2018-2019

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Basant Mittal	Chairman	6	6
Ms. Charu Goyal	Member	6	6
Mr. Gopal Bansal	Member	6	6
Ms. Varsha Bharti	Secretary of the Committee	6	6

During the year, Six (6) Audit Committee meetings were held as on 09.05.2018, 30.05.2018, 14.08.2018, 03.09.2018, 14.11.2018 and 07.02.2019 respectively.

The Company Secretary is the Secretary of the Committee. The Chief Financial Officer, Statutory Auditors and Internal Auditors are invited to attend the meetings.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. During the year all the directors, senior management personnel and other employees complied the vigil mechanism and none of



the complaints are received against any directors and employees for any fraudulent dealings. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically. The Company has established a Vigil (Whistle Blower) mechanism that provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at www.indiafinsec.com.

➤ **NOMINATION & REMUNERATION COMMITTEE**

Terms of Reference

The Nomination & Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the Company. The Non-Executive Directors of the Company are not entitled for any remuneration other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors including pension rights and compensation payments. The Committee also approves the Nomination & Remuneration Policy for employees other than Whole-time Directors as may be recommended to it. The Company has a regular appraisal Policy for all employees.

Composition

The Nomination & Remuneration Committee of the Company has constituted with three (3) directors.

Meetings of the Nomination & Remuneration Committee and Attendance of the Members during 2018-2019

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Basant Mittal	Chairman	1	1
Ms. Charu Goyal	Member	1	1
Mr. Mukesh Sharma	Member	1	1

During the year, One (1) Nomination & Remuneration Committee meetings was held as on 03.09.2018.

Nomination & Remuneration Policy

The remuneration of the Executive Director is fixed by the Nomination & Remuneration Committee as constituted above. The Non-Executive Directors are not paid any remuneration. The remuneration of Employees other than Whole-time Directors is approved by the Remuneration Committee based on recommendations made to it.

It also includes:

- attract, recruit, and retain good and exceptional talent;
- list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;



- (d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (e) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

Non-Executive Directors are only entitled to sitting fees for attending Board and Committee Meetings.

The Company has a Nomination & Remuneration Policy for its directors and senior management personnel under whom Nomination & Remuneration Committee functions and takes decision about the remuneration & perquisites of Directors.

(a) Details of Remuneration of all the Directors (2018-2019)

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount (Rs.)
		Gopal Bansal	Mukesh Sharma	Basant Mittal	Charu Goyal	
1.	Gross Salary					
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2400000	0	0	0	2400000
	,	0	0	0	0	0
	(b)Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0	0	0	0	0
	(c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
6.	Total(A)	2400000	0	0	0	2400000

(b) Details of Sitting Fees paid to Non-Executive Directors during the financial year 2018-2019

Name of the Director	Board Meeting (Rs)	Audit Committee Meeting (Rs)	Nomination & Remuneration Committee Meeting (Rs)	Stakeholders' Relationship Committee Meeting (Rs)	Risk Management Committee (Rs.)	Total (Rs.)
Mr. Basant Mittal						25,000
Ms. Charu Goyal						27,000
Mr. Mukesh Sharma						15000

There were no pecuniary relationships or transactions of the non-executive director's vis-à-vis the company during the Financial Year ended March 31, 2019.



Criteria for Performance Evaluation by Nomination Committee

The Nomination & Remuneration Committee formulated a **Performance Evaluation Policy** for evaluation of performance of the Directors, Key Managerial Personnel and other employees of the Company. This policy aims at establishing a procedure for conducting periodical evaluation of directors' performance and formulating the criteria for determining qualification, positive attribute and independence of each and every director of the Company in order to effectively determine issues relating to remuneration of every director, key managerial personnel and other employees of the Company.

➤ STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has Stakeholders Relationship Committee that met regularly to approve share transfers, transmissions, issue of duplicate share certificates, Rematerialisation of shares and all other issues pertaining to shares and also to redress investor grievances like non receipt of dividend warrants, non receipt of share certificates, etc. The committee regularly reviews the movement in shareholding and ownership structure. The committee also reviews the performance of the Registrar and Share Transfer Agents.

Composition as on date

The Stakeholders Relationship Committee of the Company has been constituted with Three Director.

During the year, Four (4) Stakeholders Relationship Committee meetings were held as on 07.04.2018, 09.07.2018, 15.10.2018 and 08.01.2019 respectively.

Meetings of the Stakeholders Relationship Committee and Attendance of the Members during 2018-2019

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Basant Mittal	Chairman	4	4
Ms. Charu Goyal	Member	4	4
Mr. Gopal Bansal	Member	4	4

Compliance Officer

Name	Designation
Ms. Varsha Bharti	Company Secretary & Compliance Officer

Pending Investors' Complaints

No investor complaints are pending as on the date of Board's Report. The Company does not have any pending share transfers as on the date of Board's Report. The details of number of complaints during the financial year 2018-2019 are mentioned below:

S. No.	Nature of Queries/ Complaints	Pending as on 01.04.2018	Received during the year	Redressed during the year	Pending as on 31.03.2019
1	Transfer/ Transmission of Duplicate Share Certificate	Nil	Nil	Nil	Nil
2	Non-receipt of Dividend	Nil	Nil	Nil	Nil
3	Dematerialization/Dematerialization of Shares	Nil	Nil	Nil	Nil

➤ RISK MANAGEMENT COMMITTEE

The Risk Management Committee constituted by the company is responsible for assessment of all types of risks like credit risk, market risk and operational risk etc and the find the measures to mitigate/ diversified such risks. The Company has a well framed policy for assessment of risks and their precautionary measures. The Risk Management Committee is responsible for submitting its report to the Board of Directors of the Company.

The Risk Management Committee has been constituted with the following three directors:-

**Meetings of the Risk Management Committee and Attendance of the Members during 2018-2019**

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Gopal Bansal	Chairman & Member	1	1
Ms. Charu Goyal	Member	1	1
Mr. Basant Mittal	Member	1	1

During the year, One (1) Risk Management Committee meetings was held as on 22.03.2019.

4. INDEPENDENT DIRECTOR

The Independent Directors of the Company have been appointed in terms of the requirements of the Act, the Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website at www.indiafinsec.com. No Independent Director resigned during the financial year 2018-19.

5. MEETING OF INDEPENDENT DIRECTOR

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of Listing Regulations, a meeting of the Independent Directors of the Company was held. The Independent Directors of the Company had met during the year on March 23, 2019 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

6. GENERAL BODY MEETINGS**➤ ANNUAL GENERAL MEETINGS**

Details of location, date and time of the Annual General Meetings held during the last three years are given below:

Day	Date	Time	Venue	Whether any Special Resolution passed in the Annual General Meeting (Yes/ No)
Wednesday	28.09.2016	01:00 P.M.	D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085	Yes
Saturday	30.09.2017	11:00 A.M.	D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085	No
Saturday	29.09.2018	09:00 A.M.	D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085	Yes

➤ EXTRAORDINARY GENERAL MEETINGS

One Extraordinary General Meeting held during the financial year 2018-19 on 08th June, 2018.

6. COMPLIANCE UNDER NON-COMPLIANCE REQUIREMENTS

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company complied with all mandatory requirements and has adopted non-mandatory requirements as per details given below:

- The Board:** The Company does not have Non-Executive Chairman.
- Shareholder's Right:** The quarterly and half yearly results are published in the newspaper, displayed on the website of the Company and are sent to the Stock Exchange where the shares of the Company are listed.
- Modified opinion in Audit Report:** The auditors have provided unmodified report on financial statements. The Company continues to adopt best practices in order to ensure financial statements with unmodified audit opinion.



(d) **Reporting of Internal Auditor:** The Internal Auditors of the Company report to the Audit Committee.

7. DISCLOSURES

- Transactions of material nature has been entered into by the company with directors or management and their relatives etc has been enclosed in AOC-2 to the Board Report. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on regulatory/statutory authorities related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
- Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable
- The Company is in compliance with all the mandatory requirements of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and has fulfilled the non- mandatory requirements;
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of Financial Statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of a properly defined framework.
- The Company has well framed Vigil Mechanism/ Whistle Blower Policy and we affirmed that no personnel has been denied access to the Audit Committee.
- The Company has adopted with the Code of Conduct applicable to all Directors, senior management and employees. The Declaration as required under Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with this Report.
- A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.
- Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable
- Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part. Details relating to fees paid to the Statutory Auditors are given in Note 28 to the Standalone Financial Statements and Note 27 (d) to the Consolidated Financial Statements.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' report.
- The CEO and CFO have given a certificate as contemplated in Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement. This certificate is annexed with this Report.
- Compliance certificate from a Practicing Company Secretary regarding compliance of conditions of corporate governance is annexed with this report.
- The requirements of the Audit and other Committees as contemplated in Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with as per the report set above in respect of the same.
- The Policy for determining 'material' subsidiaries is available on the website of the Company and its web link is www.indiafinsec.com/corporate-governance
- The Policy on dealing with related party transactions is available on the website of the Company and its web link is www.indiafinsec.com/corporate-governance
- Disclosure of commodity price risks and commodity hedging activities: The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

8. MEANS OF COMMUNICATION

The Company has published financial results within time specified i.e. 48 hours as required by the Regulation 47(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been uploaded on the website of the Company i.e. www.indiafinsec.com. No targeted presentations were made during the year under review. The Management Discussion & Analysis Report forms part of the Annual Report of the Company as required under the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



9. MATERIALLY RELATED PARTY DISCLOSURES

Company entered the transactions with related party and the detailed information on materially significant related party transactions are enclosed in AOC-2 to the Board's Report.

10. SUBSIDIARY COMPANY

The Company has a material unlisted Subsidiary as defined under Regulation 16 of the Listing Regulations. Accordingly, the corporate governance requirements as applicable with respect to material unlisted subsidiary has been complied with.

The Company's Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the Subsidiaries, including the investments made by the Subsidiaries. The Minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are placed before the Board of Directors of the Company.

11. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Schedule	
Date	September 30, 2019 (Monday)
Time	11:00 a.m.
Venue	D-13, Second Floor, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
Date of Book Closure	
Saturday, September 21, 2019 to Monday, September 30, 2019	
Financial Year	
April 1, 2018 to March 31, 2019	
Dividend Payment Date	
Not Applicable	
Name and Address of the Stock Exchange at which the Company's securities are listed	
Bombay Stock Exchange Limited (BSE) Address: PJ Towers, Dalal Street Fort, Mumbai-400001	
Company has paid the Annual Listing Fee to Bombay Stock Exchange for the Financial Year 2019-20 Company has paid the Annual Custodial Fee for the Financial Year 2019-20	
Stock Code	
BSE Limited- 535667	
Registrar to an issue and share transfer agents	
M/s Skyline Financial Services Private Limited D-153 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Contact No.-011-64732681 to 88 Email Id- admin@skylinerta.com	
Address for Correspondence	
D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 Contact No. 011-47096097 Email- indiafinsec@gmail.com ISIN:-INE474O01010	
Share Transfer System	



The Company has delegated the authority to approve shares received for transfer in physical form to M/s Skyline Financial Services Private Limited.

Dematerialization of shares and liquidity

Company has an agreement with M/s Skyline Financial Services Private Limited for dematerialization of shares

Outstanding GDR or ADR or warrants or any convertible instruments, conversion date and likely impact on equity
Nil

Plant Locations

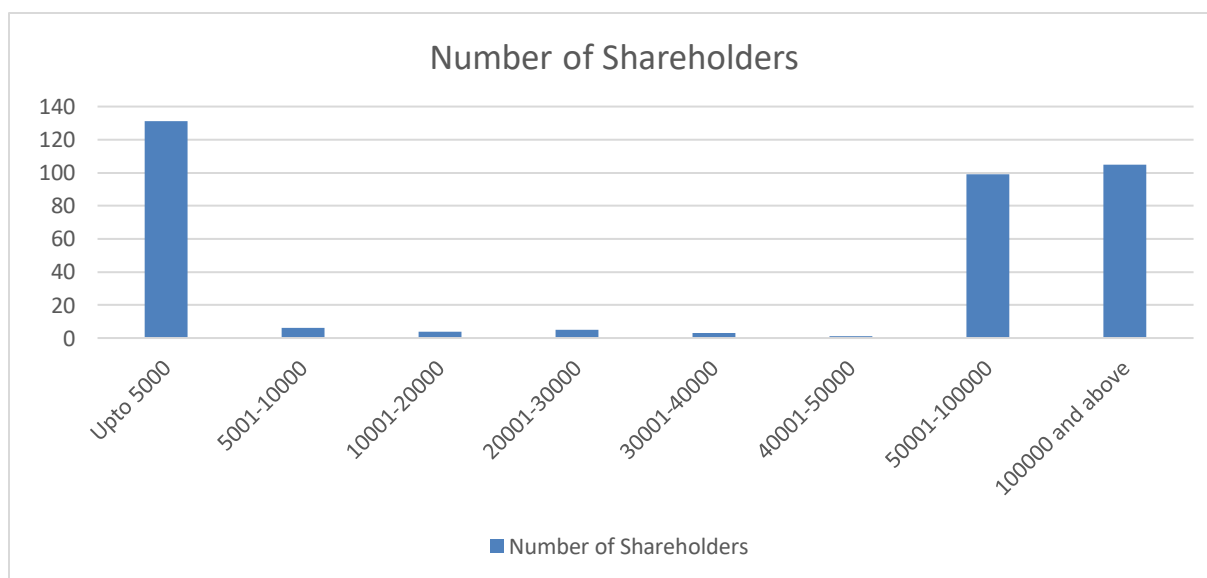
We have only Registered Office in New Delhi

Corporate Secretarial/Investors' Assistance Department

Secretarial Department headed by Ms. Varsha Bharti, Company Secretary of the Company

Distribution of Shareholding as on March 31, 2019

No. of Equity Shares Held (Rs.)	Number of Shareholders	% to Total Numbers	Share holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	131	37.01	60900	0.02
5001 To 10,000	6	1.69	57500	0.02
10001 To 20,000	4	1.13	62010	0.02
20001 To 30,000	5	1.41	130000	0.05
30001 To 40,000	3	0.85	107100	0.04
40001 To 50,000	1	0.28	47000	0.02
50001 To 1,00,000	99	27.97	9705500	3.89
1,00,000 and Above	105	29.66	239247140	95.92
Total	354	100	249417150	100





Market Price Data

Month	Open	High	Low	Close	No Of Shares	No Of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread H-L	* Spread C-O
Apr 18	31.50	34.65	29.95	30.00	22,199	16	6,84,475	22,199	100.00	4.70	-1.50
May 18	30.00	34.50	30.00	31.35	80,124	36	24,08,336	80,124	100.00	4.50	1.35
Jun 18	32.80	34.25	30.00	31.65	4,28,180	40	1,29,70,774	4,28,180	100.00	4.25	-1.15
Jul 18	30.15	31.65	30.00	30.05	3,97,400	34	1,19,69,133	3,97,400	100.00	1.65	-0.10
Aug 18	29.90	36.35	29.90	36.25	2,79,644	30	83,65,120	2,79,644	100.00	6.45	6.35
Sep 18	36.20	52.45	36.20	50.00	2,85,268	156	1,39,77,503	2,85,268	100.00	16.25	13.80
Oct 18	52.50	57.35	47.50	55.15	4,42,242	167	2,41,10,992	4,42,242	100.00	9.85	2.65
Nov 18	55.10	58.50	51.45	52.30	10,15,110	164	5,65,78,419	10,15,110	100.00	7.05	-2.80
Dec 18	49.75	49.75	36.20	36.30	2,661	15	1,12,171	2,661	100.00	13.55	-13.45
Jan 19	34.60	34.60	29.95	30.00	407	8	13,272	407	100.00	4.65	-4.60
Feb 19	28.55	28.55	21.20	21.60	3,041	17	73,940	3,041	100.00	7.35	-6.95
Mar 19	20.60	20.60	13.85	14.75	24,38,004	176	3,54,24,915	24,38,004	100.00	6.75	-5.85

For India Finsec Limited

Date: 30.05.2019
Place: New DelhiGopal Bansal
Managing Director
DIN-01246420Mukesh Sharma
Director
DIN-00274217



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

[Pursuant to Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Members of
India Finsec Limited
New Delhi

I have examined the compliance of conditions of Corporate Governance by **India Finsec Limited** for the year ended on March 31, 2019, as per the relevant provisions of Regulation 15(2), Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from 1st April, 2018 to 31st March, 2019 of the said Company.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

I state that no investor grievances are made against the company as per the records maintained by the Investors Grievance Committee.

I 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.

Date: 30.05.2019
Place: New Delhi

Rachna Bhasin
Company Secretary in Practice
ACS No.- 23539
C P No.- 12952

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
India Finsec Limited
New Delhi

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s India Finsec Limited having CIN L65923DL1994PLC060827** and having registered office at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, the Reserve bank of India or any such other Statutory Authority.

S. No.	Name of Director	Designation	DIN	Date of Appointment
1.	Mr. Gopal Bansal	Managing Director	01246420	16.01.2016
2.	Mr. Mukesh Sharma	Non-Executive Director	00274217	16.01.2016
3.	Mr. Basant Mittal	Independent Director	06462662	28.12.2012
4.	Ms. Charu Goyal	Independent Director	06464406	28.12.2012

Disclaimer: Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 30.05.2019
Place: New Delhi

Rachna Bhasin
Company Secretary in Practice
ACS No.- 23539
C P No.- 12952



CHAIRMAN'S DECLARATION ON CODE OF CONDUCT

**To,
The Members of
India Finsec Limited
New Delhi**

I Gopal Bansal, Chairman of the Company declare that all Board Members and Senior Management of the company have affirmed compliance of code of conduct.

**By the Order of the Board
For India Finsec Limited**

Date: 30.05.2019

Place: New Delhi

**Gopal Bansal
Chairman & Managing Director**

DIN-01246420



CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors
India Finsec Limited
New Delhi

Dear Members of the Board

We, Manoj Kumar Gupta, Chief Financial Officer and Gopal Bansal, Managing Director of **India Finsec Limited**, to the best of my knowledge and belief hereby certify that:

- (a) We have reviewed financial statements and the cash flow statements for the year ended March 31, 2019 and that to the best of my knowledge and belief;
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference;
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By the Order of the Board
For India Finsec Limited**

**Date: 30.05.2019
Place: New Delhi**

**Gopal Bansal
Managing Director
DIN-01246420**

**Manoj Kumar Gupta
Chief Financial Officer
PAN- AEUPG8308R**



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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and for its Non- Executive Directors and Independent Directors. These codes are available on the Company's website <http://www.indiafinsec.com/corporate-governance/>

I confirm that the Company has in respect of the Financial Year ended March 31, 2019, received from the Senior Management Team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, Managing Director, Whole Time Director and the Company Secretary as on March 31, 2019.

**By the Order of the Board
For India Finsec Limited**

Date: 30.05.2019

Place: New Delhi

**Gopal Bansal
Chairman & Managing Director**

DIN-01246420



Independent Auditor's Report

To
The members of
INDIA FINSEC LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **INDIA FINSEC LIMITED** (“the Company”), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereby referred as ‘the financial statement’).

In our opinion and to the best of our information and explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standard (AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Accounting Standard) Rules, 2006, as amended and the other accounting principles generally accepted in India: -

- i. In case of the Balance Sheet, of the **state of affairs** of the Company as at 31st March, 2019;
- ii. In case of Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

S.No.	Key audit matters	Auditor’s response
1.	<p>Loans and advances: - As primary business of Company is advancing of the loan and during the year significant loan advancing transactions taken place.</p> <p>We focused on the conditions of disbursement and appropriateness of sanctioning process.</p>	<p>Our audit procedure inter- alia include the following: -</p> <ol style="list-style-type: none">1. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year.2. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the company.3. We tested all material entries recorded in connection with the loan advance and interest



		thereon to determine whether the accounting was appropriate.
2.	<p><u>Compliance of RBI directions and circulars:</u></p> <p>The recent RBI regulations increased the responsibility of auditors of NBFCs.</p> <p>As Company is an NBFC, it is responsibility of Company to duly follow the directions and circulars.</p> <p>We focused on the requisite compliance and disclosure as per the requirements in the norms.</p>	<p>Our audit procedure inter- alia include the following: -</p> <p>We have reviewed the conditions for prudential norms prescribed by the RBI including: -</p> <ol style="list-style-type: none">Provision on standard assets.Transfer of 20% profit to reserve maintain under section 45-IC of the RBI Act.Holding of at least 50% of the financial assets and 50% of the financial income respectively.Maintaining minimum Net Owned Fund of Rs. 200 Lakhs.

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and the auditor's report thereon.

Our opinion on the standalone financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone 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 AS and the other accounting principles generally accepted in India. 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 are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements



Our objectives are to obtain a reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements



1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, 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**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. The Company is a Non-Banking Financial Company not accepting public deposits and holding certificate of Registration No.: B-14.00127 dated 09/03/2012 from Reserve Bank of India has been issued to the Company.
 - a) The Board of Directors has passed resolution for the non-acceptance of any public deposits.
 - b) The Company has not accepted any public deposits during the relevant year.
 - c) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and previously for bad and doubtful debts as applicable to it.
3. 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;

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;

 - d. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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 has disclosed the impact, if any of pending litigations on its financial position, in its standalone financial statements (Refer to note no. 31 of the standalone financial statement).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V.N. PUROHIT & CO.
Chartered Accountants
 Firm Regn. No. 304040E

O.P. Pareek
 Partner
 Membership No. 014238

New Delhi, the 30th day of May 2019



ANNEXURE - A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **INDIA FINSEC LIMITED** for the year ended on 31st March 2019.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.

(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.

(c) According to information and explanation given to us, the company does not hold any immovable property during the year dealt with by this report;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of physical verification;
- (iii) According to information and explanation given to us, the Company granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013 and;
 - (a) The unsecured loans have been granted to its subsidiary for carrying on their respective business objects. The terms and conditions of the grant of such loans are not prejudicial to the Company’s interests;
 - (b) According to the information and explanation given to us, the unsecured loans are repayable on demand and no schedule of repayment and payment of interest has been stipulated and thus there arises no question of regularity in repayment;
 - (c) No amount is overdue in respect of unsecured loans granted as per stipulation.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013 to the extent applicable in respect of loans, advances, guarantees and securities so given;
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed there under are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

(b) According to information and explanation given to us, there are no outstanding statutory dues on the part of the Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;



(xi) According to information and explanations given to us, the Company has paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013;

- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is a Non- Banking Financial Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

O.P. Pareek
Partner
Membership No. 014238

New Delhi, the 30th day of May 2019



ANNEXURE - B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of INDIA FINSEC LIMITED as on 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected.



Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on “the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May 2019



STANDALONE BALANCE SHEET AS AT 31ST MARCH 2019

Particulars	Note No.	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share capital	3	249,417,150	249,417,150
Reserves and surplus	4	199,225,226	197,278,982
Non-Current Liabilities			
Long-term borrowings	5	-	4,342
Long-term provisions	6	126,785	593,864
Current liabilities			
Short term borrowings	7	25,975,811	-
Other current liabilities	8	2,094,410	875,637
Total		476,839,382	448,169,975
<u>ASSETS</u>			
Non-Current Assets			
Property, plant & equipment			
Tangible assets	9	949,486	1,395,986
Non-current investments	10	404,497,825	186,162,685
Deferred tax assets (net)	11	278,187	226,836
Long-term loans and advances	12	25,487,694	173,556,443
Current Assets			
Inventories	13	7,104,669	7,359,029
Cash and cash equivalents	14	921,268	10,111,411
Short-term loans and advances	15	25,226,461	67,199,780
Other current assets	16	12,373,792	2,157,803
		476,839,382	448,169,975

Notes to the standalone financial statements

1-37

See accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No.: 0304040E

For and on behalf of Board of Directors of
INDIA FINSEC LIMITED

O.P.Pareek
Partner
Membership No. 014238

Gopal Bansal
Managing Director
DIN:01246420

Mukesh Sharma
Director
DIN:00274217

New Delhi, the 30th day of May, 2019

Manoj Kumar Gupta
CFO
PAN- AEUPG8308R

Varsha Bharti
Company Secretary
Membership No. – 37545

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019**

Particulars	Note No.	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
INCOME:			
Revenue from operations	17	33,208,713	53,286,147
Other income	18	3,574,172	1,665,885
Profit on sale of investments		41,444	3,922,270
Total revenue (I)		36,824,329	58,874,302
EXPENSES			
Purchases of stock in trade	19	9,785,416	1,098,660
Changes in inventories of stock in trade	20	254,360	17,520,713
Employee benefit expenses	21	7,009,313	7,459,605
Finance costs	22	736,627	3,142
Depreciation	9	485,194	507,793
Other administrative expenses	23	16,316,831	15,819,420
Total expenses (II)		34,587,740	42,409,334
Profit before tax (I-II)		2,236,590	16,464,968
Tax expenses			
Current tax		639,300	4,190,000
Deferred tax		(51,351)	8,138
Total tax expenses		587,949	4,198,138
Profit after tax (PAT)		1,648,640	12,266,830
Net profit for the year		1,648,640	12,266,830
Earning per share (EPS)			
[nominal value of share Rs. 10 each]			
Basic (in Rupees)		0.07	0.49
Diluted (in Rupees)		0.07	0.49

Notes to the standalone financial statements 1-37

See accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No.: 0304040E

For and on behalf of Board of Directors of
INDIA FINSEC LIMITED

O.P.Pareek
Partner
Membership No. 014238

Gopal Bansal
Managing Director
DIN:01246420

Mukesh Sharma
Director
DIN:00274217

New Delhi, the 30th day of May, 2019

Manoj Kumar Gupta
CFO
PAN- AEUPG8308R

Varsha Bharti
Company Secretary
Membership No - 37545

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019**

Particulars	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and after exceptional itemsasper statement of profit & loss	2,236,590	16,464,968
Adjustments for items not included:		
Depreciation	485,194	507,793
Dividendreceived	(6,000)	-
Operating Profit before workingcapitalchanges	2,715,783	16,972,761
<u>Adjustment for Working capital:</u>		
(Increase)/ decrease in long term loansandadvances	148,068,749	96,100,706
(Increase)/ decrease in short term loansandadvances	41,973,319	(47,337,416)
(Increase)/ decreaseininventories	254,360	17,520,713
(Increase)/ decrease in othercurrentassets	(338,497)	(1,529,701)
Increase/ (decrease) in shorttermborrowings	25,975,811	-
Increase/ (decrease) in othercurrentliabilities	1,218,773	62,906
Cash generatedfromoperations	219,868,298	81,789,969
Directtaxespaid	(10,686,264)	(4,207,347)
Net cash flow from operatingactivities(A)	209,182,034	77,582,622
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(38,695)	(1,266,405)
Dividendreceived	6,000	-
Purchaseofinvestments	(218,335,140)	(67,000,000)
Net cash flow from investingactivities(B)	(218,367,835)	(68,266,405)
CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of longtermborrowings	(4,342)	-
Net cash flow from financingactivities(C)	(4,342)	-
Net cash flow during the year (A + B+C)	(9,190,143)	9,316,217
Add: Opening cash andcashequivalents	10,111,411	795,194
Closing cash andcashequivalents	921,268	10,111,411
Components of cash and cash equivalents		
Cashonhand	531,939	640,175
Balanceswithbanks	389,329	9,471,236
Total cash and cash equivalents(Note14)	921,268	10,111,411

See accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Registration No.: 0304040E

O.P.Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May, 2019



NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

1. Basis of preparation of Financial Statements

The financial statements have been prepared in accordance with the generally accepted accounting principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

The financial statements have been prepared on accrual basis and under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

2. Summary of significant accounting policies

a. Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon managements' evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known/ materialized.

b. Changes in accounting policy

Accounting policies unless specifically stated to be otherwise are consistent and are in accordance with the generally accepted accounting policies.

c. Property, plant & equipment

Property, plant & equipment are stated at cost of acquisition or construction net of taxes which are subject to input tax credit as reduced by accumulated depreciation thereon. The cost of assets comprises of its purchase price and any directly attributable cost of bringing the assets to their location and working condition up to the date of its intended use.

d. Depreciation

Depreciation on property, plant & equipments is provided on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the asset considering the guidelines of Part C of Schedule II to the Companies Act, 2013.

e. Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and revenue is reliably measured. Accordingly wherever there is uncertainty in the realization of income, the same is not accounted for till such time the uncertainty is resolved. All expenses are accounted for on accrual basis. Interest income is recognized on time proportionate basis starting from the date of disbursement of loan.

f. Employee benefits expense:

Short term benefits such as salary, bonus, ex-gratia and other benefits as may be applicable on the Company are accounted for on accrual basis. The Company at present does not have any Defined Contribution Plan or Defined Benefit Plan as contemplated under Accounting Standard (AS) 15 on 'Employee Benefits'.

g. Investments

Investments are classified into long term investments and current investments. Investments that are intended to be held for one year or more are classified as long term investments and investments that are intended to be held for less than one year are classified as current investments.



Long term investments are valued at cost. Provision for diminution in the value of long term investments is made if in the opinion of the management such a decline is other than temporary. Current investments are valued at cost or market value, whichever is lower. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

h. Inventories

Inventories including shares and securities held for the purpose of sale in the ordinary course of business are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course less the estimated cost of completion and the estimated costs necessary to make the sale.

i. Taxes on income

Tax expenses comprise of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/ period.

Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

j. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resource embodying economic benefits will be require to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at the end of each reporting date and adjusted to reflect the current best estimates.

k. Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash on hand, demand deposits with the banks, other short-term highly liquid investments with original maturities of three months or less.

l. Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

3.	Share capital	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Authorised shares		
	3, 00, 00,000(31 March 2018: 3, 00, 00,000) Equity Shares of Rs.10 each.	300,000,000	300,000,000
	Issued, subscribed and fully paid- up shares		
	2, 49, 41,715 (31 March 2018: 2, 49, 41,715) Equity Shares of Rs.10 each fully paid up.	249,417,150	249,417,150
	Total issued, subscribed and fully paid- up share capital	249,417,150	249,417,150

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31stMarch2019		As at 31stMarch2018	
	Nos.	(Rupees)	Nos.	(Rupees)
Share capital at the beginning of the period	24,941,715	249,417,150	24,941,715	249,417,150
Issue during the period	-	-	-	-
Outstanding at the end of the period	24,941,715	249,417,150	24,941,715	249,417,150

b. Terms and rights attached to equity shares.

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of the entire preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

f. Details of shareholders holding more than 5% shares in the company

	As at 31 st March2019		As at 31 st March2018	
	Nos.	% holding	Nos.	% holding
Fidelo Foods (P) Ltd	4,537,050	18.19%	4,537,050	18.19%
Mukesh Sharma	1,292,540	5.18%	1,292,540	5.18%
Gopal Bansal	26,73,984	10.72	2,784,500	11.16%
Tia Enterprises Private Limited	8,66,039	3.47	1,530,000	6.13%
4A Securities Ltd	1279100	5.13%	-	-

4.	Reserves and surplus	As at 31st March 2019 (Rupees)		As at 31st March 2018 (Rupees)	
	<u>Securities premium</u>				
	Opening balance	161,081,050		161,081,050	
	Add: Premium on issue of equity shares	-			
	Closing balance		161,081,050		161,081,050
	<u>Special reserves u/s 45-IC of the RBI Act,1934</u>				
	Opening balance	8,125,729		5,672,363	
	Add: Transferred from surplus	329,728		2,453,366	
	Closing balance		8,455,457		8,125,729
	<u>Surplus/ (deficit) in statement of</u>				



profit & loss				
	Balance as per last standalone financial statements	28,072,203		18,153,804
	Profit/ (loss) for the year	1,648,640		12,266,830
	Contingent provision against standard assets	467,079		104,935
	Transfer to special reserve u/s 45-IC	(329,728)		(2,453,366)
	Income tax adjustment for earlier years	(169,476)		-
	Net profit in statement of profit and loss		29,688,718	28,072,203
			199,225,226	197,278,982

5.	Long-term borrowings	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Finance Lease obligation on vehicles (secured)	-	4,342
		-	4,342

* Car Loan has been secured against hypothecation of respective vehicles.

6.	Long-term provisions	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Contingent provision against standard assets*		
	Opening Balance	593,864	698,799
	Add: Addition/ (written off) during the year	(467,079)	(104,935)
	TOTAL	126,785	593,864

*A contingent provision of 0.25% (31st March 2018: 0.25%) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.

7.	Short-term borrowings	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Loans from related parties (unsecured)	10,967,532	-
	Loans from others (unsecured)	15,008,279	-
		25,975,811	-

8.	Other current liabilities	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	TDS Payable	146,227	197,778
	Audit Fees payable	36,000	31,500
	Salary Payable	804,514	487,935
	Other payables	1,107,669	158,424
		2,094,410	875,637

10.	Non-current investments	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	<u>Investment in Subsidiaries -At cost</u>		
	3,94,95,000 (31 March 2018: 1,72,00,000) equity shares of Rs. 10 each fully paid in IFL Housing Finance Ltd.	394,950,000	172,000,000
	<u>Other Investment</u>		
	5,59,891 (31 March 2018: 8,89,891) equity shares of Rs. 10 each fully paid in IFL Enterprise Ltd.	9,547,825	14,162,685
		404,497,825	186,162,685


Note - 9 : Property, plant & equipment

Tangible assets	Useful Life (years)	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Balance as at 1st April, 2018	Additions	Adjusted in Sales	Balance as at 31st March, 2019	Balance as at 1st April, 2018	Depreciation during the year	Sales/ Adjustments	Balance as at 31st March, 2019	W.D.V. as on 31st March 2019	W.D.V. as on 31st March 2018
(i) Tangible Assets											
(a) Air conditioner	5	262,312	-	-	262,312	103,740	70,902	-	174,642	87,670	158,572
(b) Computers	3	676,636	-	-	676,636	649,208	12,536	-	661,744	14,892	27,428
(c) Furniture & Fixtures	10	671,868	-	-	671,868	140,913	137,446	-	278,359	393,509	530,955
(d) Fire Resistant Cabinet	10	105,706	-	-	105,706	50,759	14,224	-	64,983	40,723	54,947
(d) I.P. Camera	5	22,000	-	-	22,000	20,900	-	-	20,900	1,100	1,100
(e) LCD TV	3	62,450	-	-	62,450	60,468	-	-	60,468	1,982	1,982
(f) Mobile Phone	5	416,714	-	-	416,714	289,323	54,771	-	344,094	72,620	127,391
(g) Motor Car-Civic	8	1,554,495	-	-	1,554,495	1,402,047	47,616	-	1,449,663	104,832	152,448
(h) Motor Car-Wagon R	8	404,059	-	-	404,059	334,015	21,878	-	355,893	48,166	70,044
(j) Invertor	5	14,500	-	-	14,500	10,620	1,749	-	12,369	2,131	3,880
(k) Oil Heater 9 pin	5	6,500	-	-	6,500	6,175	-	-	6,175	325	325
(l) RO Systems	5	10,000	-	-	10,000	9,468	32	-	9,500	500	532
(m) CCTV Camera	5	142,000	-	-	142,000	83,884	26,194	-	110,078	31,922	58,116
(n) Scooter	8	50,721	-	-	50,721	32,109	5,813	-	37,923	12,798	18,612
(o) ScootyActiva	8	58,782	-	-	58,782	42,784	4,997	-	47,781	11,001	15,998
(p) Refrigerator	5	13,700	-	-	13,700	9,464	1,909	-	11,373	2,327	4,236
(i) Heater	5	7,188	-	-	7,188	577	2,979	-	3,556	3,631	6,611



(q) Cookware Items	5	73,724	-	-	73,724	14,705	26,601		41,306	32,418	59,019
(r) Water Purifier	5	158,938	-	-	158,938	55,148	46,780	-	101,928	57,010	103,790
(s) Water Filter	5	-	12,000	-	12,000	-	3,334	-	3,334	8,666	-
(t) UPS	5	-	11,695	-	11,695	-	433	-	433	11,262	-
(u) Money Counter	5	-	15,000	-	15,000	-	5,001	-	5,001	9,999	-
Total		4,712,293	38,695	-	4,750,988	3,316,308	485,194	-	3,801,504	949,486	1,395,986
Previous year		3,445,888	1,266,405		4,712,293	2,808,514	507,793	-	3,316,307	1,395,986	637,375

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No.: 0304040E

For and on behalf of Board of Directors of
INDIA FINSEC LIMITED

O.P.Pareek
Partner
Membership No. 014238

Gopal Bansal
Managing Director
DIN:01246420

Mukesh Sharma
Director
DIN:00274217

New Delhi, the 30th day of May, 2019

Manoj Kumar Gupta
CFO

Varsha Bharti
Company Secretary



11.	Deferred taxassets(net)	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Timing difference on account of written down value of property, plant & equipment under Companies Act and Income tax Act	278,187	226,836
		278,187	226,836

12.	Long-term loans and advances	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Loan portfolio* (recoverable in cash or kind, secured, considered good)	22,987,694	164,955,247
	Loan portfolio* (recoverable in cash or kind, unsecured, considered good)	2,500,000	8,601,196
		25,487,694	173,556,443

*Standard assets - as per the classification of loans under the RBI guidelines.

13.	Inventories	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Equity Shares, Quoted (At lower of cost or market value): -		
	6,000 (31st March 2018: 6,000) Equity Shares of Rs 10 each fully paid up in AGI Infra Limited	336,840	336,840
	3,40,000 (31st March 2018: 5,30,000) Equity Shares of Rs. 10 each fully paid up in Aryaman Capital Markets Limited	4,441,285	4,441,285
	1,74,000 (31st March 2018: 1,74,000) Equity Shares of Rs. 10 each fully paid up in Aryaman Financial Services Limited	2,165,424	2,165,424
	24,674 (31st March 2018: 24,674) Equity Shares of Rs. 2 each fully paid up in Country Club Hospitality & Holiday Limited	161,121	301,516
	Nil (31st March 2018: 41,500) Equity Shares of Rs. 10 each in Yamini Investments Co. Limited	-	97,800
	Nil (31st March 2018: 163) Equity Shares of Rs. 10 each in DEN Networks Limited	-	16,165
		7,104,669	7,359,029

14.	Cash and cashequivalents	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Cash on hand (ascertified)	531,939	640,175
	Balances with banks in current accounts	389,329	9,471,236
		921,268	10,111,411

15.	Short-term loan and advances	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Loan portfolio* (recoverable in cash or kind, secured, considered good)	25,226,461	63,989,256
	(A)	25,226,461	63,989,256
	Advances against purchases & others (recoverable in cash or kind, unsecured, considered good)		3,210,524
	(B)		3,210,524
	Total (A + B)	25,226,461	67,199,780



*Standard assets - as per the classification of loans under the RBI guidelines.

16.	Other current assets	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Interest receivable	335,493	-
	Balance recoverable	-	298,899
	GST receivable	609,167	403,264
	Advance income tax (net of provisions)	11,333,132	1,455,640
	Prepaid expenses	96,000	-
		12,373,792	2,157,803

17.	Revenue from operations	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Sale of shares and securities	8,430,190	13,085,486
	<u>Income from investments & loans:</u>		
	Interest on loans	24,063,566	38,091,803
	Legal & technical fees	-	48,650
	Income from mutual funds	519,457	997,708
	Loan processing fees	195,500	1,062,500
		33,208,713	53,286,147

18.	Other income	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Dividend from equity shares	6,000	-
	Gain on future & options	2,690,949	1,292,632
	Miscellaneous income	877,223	373,253
		3,574,172	1,665,885

19.	Purchase of stock in trade	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Shares and securities	9,785,416	1,098,660
		9,785,416	1,098,660

20.	Changes in inventories of stock in trade	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	<u>Stock in trade: -</u>		
	Inventories at the beginning of the year	7,359,029	24,879,742
	Less : Inventories at the end of the year	7,104,669	7,359,029
		254,360	17,520,713

21.	Employee benefits expense	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Payment to directors		
	Directors' remuneration (Basic Salary)	1,800,000	1,431,750



	Sitting Fees	92,000	-
	Salaries and allowances	5,063,290	5,826,453
	Staff welfare expenses	54,023	201,402
		7,009,313	7,459,605

22.	Finance costs	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Bank charges	13,847	3,142
	Interest to others	722,779	-
		736,627	3,142

23.	Other administrative expenses	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Advertisement & publication charges	76,790	2,083,907
	Payment to statutory auditors (Note 29)	45,000	35,000
	Business promotion	4,371,600	3,239,533
	Commission	-	611,250
	Computer repair & maintenance	-	36,653
	Conveyance expenses	122,075	76,359
	Demat account charges	1,230	3,106
	Discount allowed	35,166	-
	Donation	-	340,000
	Electricity & water expenses	215,448	196,374
	Fees & subscriptions	139,421	195,453
	Festival expenses	3,440	13,250
	Filing fees	8,401	463,500
	Interest and delay payment charges	15,116	268,076
	Interest not recovered	-	32,003
	Legal fees	-	100,500
	Listing fees	250,000	251,250
	Miscellaneous expenses	58,511	29,883
	Newspapers, books & periodicals	-	24,113
	Other expenses	94,587	15,381
	Postage, stamps & couriers	78,948	199,701
	Printing and stationery	6,700	183,481
	Professional charges	970,300	1,464,992
	Rent, rates and taxes	5,693,747	4,919,742
	Repairs & maintenance	220,294	465,233
	Software expenses	3,950	16,573
	Sponsorship charges	3,470,810	-
	STT & transaction charges	17,153	10,229
	Telephone & mobile expenses	2,520	78,546
	Tours & travelling	327,903	185,671
	Validation report charges	-	78,051
	Vehicle running & maintenance	87,721	201,610
		16,316,831	15,819,420



24. There are no dues to Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as at balance sheet date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company

25. Related party disclosures/ transactions

a. Related Parties Covered: -

(i)	Subsidiary / Associate Companies	IFL Housing Finance Limited (Subsidiary)
(ii)	Key Management Personnel	Mr. Gopal Bansal (Managing Director) Mr. Mukesh Sharma (Director) Mr. Manoj Kumar Gupta (CFO) Mr. Basant Mittal (Director) Ms. Charu Goyal (Director) Ms. Varsha Bharti (Company Secretary)
(iii)	Relatives of Key Management Personnel	Mrs. Ganga Devi Bansal Mrs. Sunita Bansal
(iv)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	M/s. Gopal Bansal (HUF)

b. Transaction with related parties:-

	Transactions with	Nature of transaction	Transactions during the year		Balances as on	
			31/03/2019	31/03/2018	31/03/2019	31/03/2018
(i)	Subsidiary/ Associate Companies: -					
	IFL Housing Finance Limited	Investments in equity shares	22,29,50,000	6,70,00,000	39,49,50,000	17,20,00,000
		Loan given	15,33,00,000	4,80,00,000	Nil	2,30,00,000
		Loan recovered	17,63,00,000	2,50,00,000	Nil	Nil
		Interest receivable	35,26,587	4,58,151	Nil	4,58,151
(ii)	Key Management Personnel: -					
	Mr. Gopal Bansal	Remuneration	18,00,000	12,00,000	1,58,790	24,831
		Loan taken	1,37,20,000	Nil	1,09,50,000	Nil
		Loan repaid	27,70,000	Nil	Nil	Nil
		Interest paid	31,070	Nil	27,963	Nil
		Sitting fees	25,000	37,000	Nil	Nil
	Mr. Mukesh Sharma	Remuneration	Nil	90,000	Nil	Nil
		Sitting fees	15,000	23,250	15,000	Nil
	Mr. Basant Mittal	Sitting Fee	25,000	40,750	Nil	Nil
	Mr. Charu Goyal	Sitting Fee	27,000	40,750	27,000	31,000
	Mr. Manoj Kumar Gupta	Remuneration	9,60,000	9,60,000	73,760	72,790
	Ms. Varsha Bharti	Remuneration	Nil	3,13,935	Nil	Nil
(iii)	Relatives of Key Management Personnel: -					
	Mrs. Sunita Bansal	Rent paid	7,20,000	7,20,000	54,000	54,000
(iv)	Enterprises owned or significantly influenced by Key Management Personnel or their Relative: -					
	M/s. Gopal Bansal (HUF)	Rent paid	7,20,000	7,20,000	54,000	54,000

26. Segment Information:



‘Segment Reporting’ is not applicable as the Company does not have any reporting segment.

27. Balance shown under head trade receivables, trade payables, loans and advances are subject to confirmation.

28. Break-up of payments made to statutory auditors (excluding taxes) is disclosed as under:-

Particulars	31st March 2019 (in Rupees)	31st March 2018 (in Rupees)
In respect of statutory audit (including tax audit)	45,000	35,000
In respect of certification	13,500	16,208
Total	58,500	51,208

30. Particulars	31st March 2019 (in Rupees)	31st March 2018 (in Rupees)
Expenditure in foreign currency	Nil	Nil

31. Particulars	31st March 2019 (in Rupees)	31st March 2018 (in Rupees)
<u>Contingent liability not provided for</u>		
Guarantees issued to Financial Institutions/Bankers for loans taken by IFL Housing Finance Limited	42,00,00,000	Nil
Pending litigation by/ against the Company	None	None

32. Previous year’s figures have been re- arranged or re- grouped wherever considered necessary.

33. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

34. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

35. The financial statements were approved for issue by the Board of Directors on 30th May, 2019.

36. Figures have been rounded off to the nearest rupees.

37. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn No.: 30404E

**For and on behalf of Board of Directors of
INDIA FINSEC LIMITED**

O. P. Pareek
Partner
Membership No. 014238

Gopal Bansal
Managing Director
DIN:01246420

Mukesh Sharma
Director
DIN:00274217

New Delhi, the 30th day of May 2019

Manoj Kumar Gupta
CFO
PAN: AEUPG8308R

Varsha Bharti
Company Secretary
Membership No.: 37545



Independent Auditor's Report

To
The members of
INDIA FINSEC LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **INDIA FINSEC LIMITED** (hereby referred to as the 'Holding Company') and its subsidiary (Holding Company its subsidiaries together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31st March 2019, the consolidated statement of profit and loss and the consolidated cash flows statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereby referred as 'the consolidated financial statement').

In our opinion and to the best of our information and explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting standard (AS) prescribed under section 133 the Companies Act, 2013 read with the Companies (Accounting Standard) Rules, 2006, as amended and the other accounting principles generally accepted in India: -

- iv. In case of the Consolidated Balance Sheet, of the **consolidated state of affairs** of the Company as at 31st March, 2019;
- v. In case of Consolidated Statement of Profit and Loss, of the **consolidated profit** for the year ended on that date; and
- vi. In case of Consolidated Cash Flow Statement, of the **consolidated cash flows** for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

S.No.	Key audit matters	Auditor's response
1.	<p>Loans and advances: -</p> <p>As primary business of Holding Company is advancing of the loan and during the year significant loan advancing transactions taken place.</p> <p>We focused on the conditions of disbursement and appropriateness of sanctioning process.</p>	<p><u>Our audit procedure inter- alia include the following:</u> -</p> <p>4. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year.</p> <p>5. We have obtained external confirmations from third parties in respect of transactions</p>



		and closing balance for significant loans advanced by the Holding Company. 6. We tested all material entries recorded in connection with the loan advance and interest thereon to determine whether the accounting was appropriate.
2.	<p><u>Compliance of RBI directions and circulars:</u></p> <p>The recent RBI regulations increased the responsibility of auditors of NBFCs.</p> <p>As Holding Company is an NBFC, it is responsibility of Holding Company to duly follow the directions and circulars.</p> <p>We focused on the requisite compliance and disclosure as per the requirements in the norms.</p>	<p><u>Our audit procedure inter- alia include the following: -</u></p> <p>We have reviewed the conditions for prudential norms prescribed by the RBI including: -</p> <ul style="list-style-type: none">e) Provision on standard assets;f) Transfer of 20% profit to reserve maintain under section 45-IC of the RBI Act;g) Holding of at least 50% of the financial assets and 50% of the financial income respectively; andh) Maintaining minimum Net Owned Fund of Rs. 200 Lakhs.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that true and fair value of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including the Accounting Standards specified in the section 133 of the Act, the respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Group and for preventing and detecting frauds and other irregularities; selection and application and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statement, the respective Board of Directors of the companies including in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operation, or has no realistic alternative but to do so.

The respective Board of Directors the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain a reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material



misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (vi) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (vii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (viii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (ix) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- (x) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the consolidated financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one subsidiary Company, whose financial statements reflect total assets of Rs. 46,90,90,558 as at 31st March, 2019, total revenue of Rs. 7,31,52,361 and net cash outflow amounting to Rs. 26,13,702 for the year ended on that date has been considered in the consolidated financial statements. These financial statements are unaudited and



have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements.

Report on Other Legal and Regulatory Requirements

4. As required by Section 143(3) of the Act, we report that:

- g. 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 of aforesaid consolidated financial statements.
- h. In our opinion, proper books of account as required by law relation to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- i. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- j. In our opinion, the aforesaid consolidated financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- k. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- l. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **Annexure-A**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group internal financial controls over financial reporting.
- m. 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. There were no pending litigations would impact the consolidated financial position of the Group (Refer note 36 of notes on the consolidated financial statements).
 - ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 - iv. The Group is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May 2019



ANNEXURE- A TO THE AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

In conjunction with our audit of the consolidated financial statement of the Company as of and for the year ended 31st March 2019, we have audited the internal financial controls over financial reporting of INDIA FINSEC LIMITED (hereinafter referred to as "Holding Company") along with its subsidiaries, as of that date.

Management's Responsibility for the Internal Financial Controls

The respective management of the Company, its subsidiaries, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (4) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (5) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (6) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company and its subsidiaries company, have, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on “the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company, is based on the opinion of the auditor of such company.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May 2019

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019**

(Amount in Rupees)			
Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share capital	5	249,417,150	249,417,150
Reserves and surplus	6	216,138,348	203,740,143
Minority Interest		58,415,539	8,464,398
Non-Current Liabilities			
Long-term borrowings	7	289,748,731	4,342
Long-term provisions	8	2,028,521	1,009,550
Current liabilities			
Short term borrowings	9	25,975,811	-
Trade payables			
-Total outstanding dues of creditors other than micro enterprises and small enterprises Other	10	196,449	680,113
current liabilities	11	88,134,176	3,003,050
Total		930,054,725	466,318,746
<u>ASSETS</u>			
Non-Current Assets			
Goodwill on consolidation		981,556	1,068,342
Property, plant & equipment			
(i) Tangible assets	12 (i)	3,142,477	2,692,314
(ii) Intangible assets	12 (ii)	193,149	241,437
(iii) Intangible assets under development	12 (iii)	2,532,203	1,050,000
Non-Current Investments	13	9,547,825	20,275,920
Deferred Tax Assets (net)	14	484,735	440,655
Long- term loans and advances	15	736,710,751	278,080,801
Current Assets			
Current investments	16	30,000,000	-
Inventories	17	7,104,669	7,359,029
Cash and cash equivalents	18	93,956,412	105,760,259
Short-term loans and advances	19	25,752,571	43,787,444
Other current assets	20	19,648,378	5,562,545
Total		930,054,725	466,318,746

Notes to the consolidated financial statements 1-38

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No.: 0304040E

O.P.Pareek
Partner
Membership No. 014238

New Delhi, the 30th day of May, 2019

**For and on behalf of Board of Directors of
INDIA FINSEC LIMITED**

Gopal Bansal
Managing Director
DIN:01246420

Manoj Kumar Gupta
CFO
PAN- AEUPG8308R

Mukesh Sharma
Director
DIN:00274217

Varsha Bharti
Company Secretary
MN- 37545

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019**

(Amount in Rupees)			
Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018
INCOME:			
Revenue from operations	21	102,827,060	56,857,448
Other income	22	5,206,696	9,730,495
Profit on sale of investments		41,444	3,922,270
Total revenue		108,075,200	70,510,213
EXPENSES			
Purchases of stock in trade	23	9,785,416	1,098,660
Changes in inventories of stock in trade	24	254,360	17,520,713
Employee benefit expenses	25	25,241,114	11,570,412
Finance costs	26	7,290,174	19,515
Depreciation & amortisation expense	12	1,305,709	702,622
Other administrative expenses	27	34,969,398	22,845,519
Total expenses (II)		78,846,170	53,757,441
Profit before tax (I-II)		29,229,030	16,752,772
Tax expenses			
Current tax		7,185,300	4,577,540
Deferred tax		(44,080)	(205,681)
Total tax expenses		7,141,220	4,371,859
Profit after tax (PAT)		22,087,810	12,380,913
Add: share of profit in associates		-	6,113,235
Share of profit transferred to minority Interest		(2,387,922)	375,977
Net profit for the year		19,699,888	18,870,125
Earning per share (EPS)			
[nominal value of share Rs. 10/-]			
Basic (in Rupees)		0.79	0.76
Diluted (in Rupees)		0.79	0.76

Notes to the consolidated financial statements 1-38

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No.: 0304040E

For and on behalf of Board of Directors of
INDIA FINSEC LIMITED

O.P.Pareek
Partner
Membership No. 014238

Gopal Bansal
Managing Director
DIN:01246420

Mukesh Sharma
Director
DIN:00274217

New Delhi, the 30th day of May, 2019

Manoj Kumar Gupta
CFO
PAN- AEUPG8308R

Varsha Bharti
Company Secretary
MN- 37545



**CONSOLIDATED CASH FLOW STATEMENT FOR THE
PERIOD ENDED ON 31ST MARCH, 2019**

	(Amount in Rupees)	
Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and after exceptional items as per statement of profit & loss	29,229,030	16,752,772
Adjustments for items not included:		
Depreciation	1,305,709	702,622
Profit on sale of investments	(41,444)	-
Dividend Received	(6,000)	-
Operating Profit before working capital changes	30,487,295	17,455,394
Adjustment for Working capital:		
(Increase)/ decrease in long- term loans and advances	(458,629,950)	(32,348,732)
(Increase)/ decrease in Short term loans and advances	18,034,873	-
(Increase)/ decrease in inventories	254,360	17,520,713
(Increase)/ decrease in other current assets	(10,544,702)	(3,246,875)
Increase/ (decrease) in trade payables	(483,664)	680,113
Increase/ (decrease) in short term borrowings	25,975,811	-
Increase/ (decrease) in other current liabilities	85,131,126	2,185,319
Cash generated from operations	(309,774,852)	2,245,932
Direct taxes paid	(10,895,907)	(5,004,894)
Net cash flow from operating activities (A)	(320,670,758)	(2,758,962)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale/(Purchase) of property, plant and equipments	(3,189,786)	(2,998,999)
(Increase)/ Decrease in capital work in progress	-	(1,050,000)
Sale/(Purchase) of current investments	(30,000,000)	-
Sale/ (Purchase) of investment in associate	4,656,304	-
Dividend received	6,000	-
Net cash flow from investing activities (B)	(28,527,482)	(4,048,999)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Increase/ (decrease) in long- term borrowings	289,744,389	-
Changes in Minority Interest	47,650,004	8,041,849
Net cash flow from financing activities (C)	337,394,393	8,041,849
Net cash flow during the year (A + B + C)	(11,803,847)	1,233,888
Add: Opening cash and cash equivalents	105,760,259	104,526,371
Closing cash and cash equivalents	93,956,412	105,760,259
Components of cash and cash equivalents		
Cash on hand	2,376,512	849,016
Balances with banks	91,579,900	104,911,243
Total cash and cash equivalents (Note 18)	93,956,412	105,760,259

IN TERMS OF OUR REPORT ATTACHED
FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Registration No.: 0304040E

O.P.Pareek
Partner
Membership No. 014238

New Delhi, the 30th day of May, 2019

For and on behalf of Board of Directors of
INDIA FINSEC LIMITED

Gopal Bansal
Managing Director
DIN:01246420

Manoj Kumar Gupta
CFO
PAN- AEUPG8308R

Mukesh Sharma
Director
DIN:00274217

Varsha Bharti
Company Secretary
MN- 37545



**NOTES ON CONSOLIDATED FINANCIAL
STATEMENTS FOR THE YEAR ENDED 31ST MARCH
2019**

1. Basis of preparation of Financial Statement

The Consolidated Financial Statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these Consolidated Financial Statements to comply in all material respect with the accounting standards notified under the Companies (Accounting standards) Rule, 2006, (as amended) and the relevant provision of the Companies Act, 2013. The Consolidated Financial Statements have been prepared on the accrual basis and under the historical cost convention.

2. Use of Estimates

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

3. Principles of Consolidation

The consolidated financial statements relate to IndiaFinsec Limited ('the Company'), its subsidiary company "IFL Housing Finance Limited". The consolidated financial statements have been prepared on the following basis: -

- a. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended March 31, 2019.
- b. The Financial Statements of the company and its subsidiary company are combined on line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".
- c. The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- d. The difference between the proceeds from disposal of investment in subsidiary and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.
- e. Minority Interest's share of net profit of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- f. Minority Interest's share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- g. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- h. Investments other than in subsidiary have been accounted as per Accounting Standard -13 on "Accounting for Investments".

4. Other significant accounting policies :

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.



5.	Share capital	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Authorised shares		
	300,00,000 (31 March 2018: 3,00,00,000) equity shares of Rs. 10 each	300,000,000	300,000,000
	Issued, subscribed and fully paid- up shares		
	2, 49, 41,715 (31 March 2018: 2, 49, 41,715) Equity Shares of Rs. 10 each fully paid up.	249,417,150	249,417,150
	Total issued, subscribed and fully paid- up share capital	249,417,150	249,417,150

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2019		As at 31st March 2018	
	Nos.	(Rupees)	Nos.	(Rupees)
Share capital at the beginning of the period	24,941,715	249,417,150	24,941,715	249,417,150
Issue during the period	-	-	-	-
Outstanding at the end of the period	24,941,715	249,417,150	24,941,715	249,417,150

b. Terms and rights attached to equity shares.

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

c. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2019		As at 31st March 2018	
	Nos.	% holding	Nos.	% holding
Fidelo Foods (P) Ltd	4,537,050	18.19%	4,537,050	18.19%
Mukesh Sharma	1,292,540	5.18%	1,292,540	5.18%
Gopal Bansal	26,73,984	10.72	2,784,500	11.16%
Tia Enterprises Private Limited	8,66,039	3.47	1,530,000	6.13%
4A Securities Ltd	1,279,100	5.13%		0.00%

6.	Reserves and surplus	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Securities premium		
	Opening balance	161,081,050	161,081,050
	Transferred/(utilised) during the year	-	-
	Closing balance	161,081,050	161,081,050
	Special reserves u/s 45-IC of the RBI Act,1934		
	Opening balance	8,125,729	5,672,363
	Add: Transferred from surplus	327,428	2,453,366
	Closing balance	8,453,157	8,125,729
	Surplus/ (deficit) in statement of profit & loss		
	Balance as per last financial statements	34,533,364	18,427,356
	Add/(less) :Profit/ (loss) for the year	19,699,888	18,870,125
	Add/(less): Loss on disposal of associate	(6,113,235)	-



Add/(less): Contingent provision against standard assets	(1,018,971)		(310,751)	
Add/(less): Transfer to Special reserve u/s 45-IC	(327,428)		(2,453,366)	
Add/(less): Income tax adjustment for earlier years	(169,476)		-	
Net (deficit) in statement of profit and loss		46,604,141		34,533,364
		216,138,348		203,740,143

7.	Long-term borrowings	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	<u>Term Loans (secured)</u>		
	From Banks	177,806,258	-
	From other non-banking financial institutions	190,025,645	-
	Less: current portion t/f to other current liabilities (Note 11)	(78,083,172)	-
	<u>Finance Lease obligation (secured)</u>		
	ICICI Bank Car Loan	-	4,342
		289,748,731	4,342

7.1 Secured borrowings and hypothecation of assets: -

(a) Term loans from Banks are secured against hypothecation of present and future loan receivables amounting from 110% to 125% of loan value and equitable mortgage of property belonging to promoters and other group companies. The same are repayable in equal instalments from 60 to 96 months.

(b) Term loans from other NBFCs are secured against hypothecation of present and future loan receivables amounting from 100% to 110% of loan value, corporate guarantee of holding company and personal guarantee of director. The same are repayable in equal instalments from 48 to 60 months.

(c) Car loan has been secured against hypothecation of respective vehicle.

8.	Long-term provisions	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Contingent provision against standard assets as per Reserve Bank of India Act, 1934		
	Opening Balance	593,864	698,799
	Add: Addition/ (written off) during the year	(467,079)	(104,935)
	Total (A)	126,785	593,864
	Contingent provision against standard assets as per The National Housing Bank Act, 1987		
	Opening Balance	415,686	-
	Add: Addition/ (written off) during the year	1,486,050	415,686
	Total (B)	1,901,736	415,686
	Total (A)+(B)	2,028,521	1,009,550

8.1 A contingent provision of 0.25% (0.25% till 31st March, 2018) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.

8.2 NHB vide notification no. NHB. HFC. DIR. 18/MD & CEO/2017 dated August 02, 2017 reduced the provisioning requirement on standard individual home loans from 0.40% to 0.25%.

9.	Short-term borrowings	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Loans from related parties (unsecured)	15,971,971	-
	Loans from others (unsecured)	10,003,840	-
		25,975,811	-

10.	Trade Payables	As at 31st March 2019	As at 31st March 2018
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	(Rupees)	(Rupees)
Sundry creditors for goods and services being		
- outstanding dues of creditors other than Micro and Small Enterprises (MSMED Act, 2006) (Note 10.1)	196,449	680,113
	196,449	680,113

10.1 There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date. The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has duly relied by the auditors of the Company.

11.	Other current liabilities	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Current portion of long- term borrowings (Note 7)	78,083,172	-
	Duties & taxes payable	1,245,924	332,885
	Salary Payable	804,514	1,558,535
	Other expenses payable	8,000,566	1,111,630
		88,134,176	3,003,050

13.	Non-current investments	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Investment in equity shares (quoted)		
	5,59,891 (31 March 2018 : 8,89,891) equity shares of Rs. 10 each fully paid in IFL Enterprise Limited [Refer Note 13.2]	9,547,825	20,275,920
		9,547,825	20,275,920
13.1	Aggregate market value of quoted investments	7,536,133	12,502,969

13.2 During the year the Company has sold 3,30,000 equity shares of M/s IFL Enterprises Limited. The transaction has resulted in reduction of the Company's stake in M/s IFL Enterprises Limited from existing 29.64% to 18.65%. Thereby, M/s IFL Enterprises Limited ceases to be associate company during the year ended on 31st March 2019.

14.	Deferred tax assets (net)	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Deferred tax Asset (net)		
	On account of timing difference between written down value under Companies Act, 2013 with that of under Income tax Act, 1961.	484,735	440,655
		484,735	440,655

15.	Long-term loans and advances	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Secured, considered good		
	Loan portfolio* (recoverable in cash or kind)	734,054,251	268,979,605
	Unsecured, considered good		
	Loan portfolio* (recoverable in cash or kind)	2,500,000	9,101,196
	Security deposits	156,500	-
		736,710,751	278,080,801

15.1 Standard assets - as per the classification of loans under the RBI guidelines.

16.	Current Investments	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Investment in Mutual Funds (unquoted, valued at cost):		



	10,256.78 (31st March 2018 : Nil) units fully paid up in SBI Liquid Fund	30,000,000	-
		30,000,000	-

17.	Inventories	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Equity Shares, Quoted (At lower of cost or market value): -		
	6,000 (31st March 2018: 6,000) Equity Shares of Rs 10 each fully paid up in AGI Infra Limited	336,840	336,840
	3,40,000 (31st March 2018: 5,30,000) Equity Shares of Rs. 10 each fully paid up in Aryaman Capital Markets Limited	4,441,285	4,441,285
	1,74,000 (31st March 2018: 1,74,000) Equity Shares of Rs. 10 each fully paid up in Aryaman Financial Services Limited	2,165,424	2,165,424
	24,674 (31st March 2018: 24,674) Equity Shares of Rs. 2 each fully paid up in Country Club Hospitality & Holiday Limited	161,121	301,516
	Nil (31st March 2018: 41,500) Equity Shares of Rs. 10 each in Yamini Investments Co. Limited	-	97,800
	Nil (31st March 2018: 163) Equity Shares of Rs. 10 each in DEN Networks Limited	-	16,165
		7,104,669	7,359,029

18.	Cash and cash equivalents	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Cash on hand (as certified)	2,376,512	849,016
	Balances with banks: -		
	in current accounts	91,579,900	71,411,243
	in fixed deposits		33,500,000
		93,956,412	105,760,259

19.	Short-term loan and advances	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	<u>Secured, considered good</u>		
	Loan portfolio* (recoverable in cash or kind, secured, considered good)	25,226,461	40,576,920
	<u>Unsecured, considered good</u>		
	Advances against purchases & others (recoverable in cash or kind)	-	3,210,524
	Other advances	512,282	-
	Security deposits	13,828	-
		25,752,571	43,787,444

*Standard assets - as per the classification of loans under the RBI guidelines.

20.	Other current assets	As at 31st March 2019 (Rupees)	As at 31st March 2018 (Rupees)
	Balances recoverable	-	540,635
	Interest accrued on FDR	-	2,306,103
	Interest accrued on loans advanced	6,015,265	
	Input tax credit- GST	609,167	851,591
	Advance income tax (net of provisions)	5,405,347	1,864,216
	Prepaid expenses	118,599	-



	Cash collateral	7,500,000	-
		19,648,378	5,562,545

21.	Revenue from operations	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	<u>Sale of Products</u>		
	Sale of shares and securities	8,430,190	13,085,486
	<u>Income from investments & loans:</u>		
	Interest on unsecured loans	75,019,623	38,907,854
	Income from Mutual Funds	519,457	997,708
	Loan Processing and other fee	18,857,790	3,866,400
		102,827,060	56,857,448

22.	Other income	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Financing Charges	-	84,273
	Dividend from equity shares	6,000	-
	Interest on fixed deposits	1,061,408	7,946,720
	Gain on Future & Options	2,690,949	1,292,632
	Miscellaneous Income	1,448,339	406,870
		5,206,696	9,730,495

23.	Purchase of stock in trade	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Shares and securities	9,785,416	1,098,660
		9,785,416	1,098,660

24.	Changes in inventories of stock in trade	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Stock in trade: -		
	Inventories at the beginning of the year	7,359,029	24,879,742
	Less : Inventories at the end of the year	7,104,669	7,359,029
		254,360	17,520,713

25.	Employee benefits expense	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Payment to directors: -		
	Remuneration	4,075,000	1,290,000
	Sitting fees	92,000	141,750
	Salaries and allowances	19,419,701	9,889,499
	Staff welfare expenses	211,727	249,163
	Bonus	457,932	-
	Employer Contribution to ESI	156,772	-
	Employer Contribution to PF	300,147	-
	Incentives	306,708	-
	Leave encashment	207,198	-
	PF Administrative charges	13,929	-
		25,241,114	11,570,412



26.	Finance costs	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Bank charges	13,847	19,515
	Interest to others	7,276,326	-
		7,290,174	19,515

27.	Other expenses	For the year ended 31st March 2019 (Rupees)	For the year ended 31st March 2018 (Rupees)
	Advertisement & publication charges	238,162	3,424,357
	Auditors remuneration	90,000	46,500
	Business Promotion	4,371,600	3,340,724
	Insurance expense	13,320	-
	Commission Charges	2,071,066	1,302,567
	Computer Repair & Maint.	-	73,539
	Conveyance expenses	928,441	122,035
	Demat and STT charges	18,383	13,335
	Donations	-	340,000
	Electricity & Water Expenses	215,448	202,234
	Festival expenses	3,440	17,560
	Filing Fee & subscription	3,005,093	750,333
	GST Reversal Acc.	1,122,575	-
	Interest and delay payment charges	15,116	271,262
	Interest not recovered	-	42,335
	Listing Fees	250,000	251,250
	Miscellaneous expenses	1,731,468	83,585
	News Paper, Books & Periodicals	-	24,113
	Postage, Stamps & Courier	836,068	206,004
	Printing & Stationary	6,700	247,196
	Prior Period Expenses	-	1,124,610
	Processing Fees	2,420,000	5,000
	Professional and legal Charges	5,112,427	4,466,335
	Rent, rates and taxes	7,212,747	5,211,242
	Repair & Maint.	220,294	467,233
	Software expenses	1,053,950	16,573
	Sponsorship expenses	3,470,810	-
	Telephone & mobile Expenses	2,520	201,234
	Tours & Travelling	472,049	363,408
	Vehicle Running & Maint.	87,721	201,610
	Website expenses	-	29,345
		34,969,398	22,845,519



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2019

Note - 12 (Property, Plant & Equipment)

[Amount in Rupees]

	Useful Life (years)	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Balance as at 1st April, 2018	Additions	Adjusted in Sales	Balance as at 31st March, 2019	Balance as at 1st April, 2018	Depreciation during the year	Sales/ Adjustments	Balance as at 31st March, 2019	W.D.V. as on 31st March 2019	W.D.V. as on 31st March 2018
(i) Tangible Assets											
Air conditioner	5	332,625	63,436	-	396,061	115,309	89,035	-	204,344	191,717	217,316
Biometric Machine	5	11,220	14,560	-	25,780	792	6,952	-	7,744	18,036	10,428
Computers	3	1,140,105	209,618	-	1,349,723	701,966	276,987	-	978,953	370,771	438,139
Furniture & Fixtures	10	1,001,417	158,139	-	1,159,556	183,483	225,935	-	409,418	750,138	817,934
Fire Resistant Cabinet	10	105,706	-	-	105,706	50,759	14,224	-	64,983	40,723	54,947
I.P. Camera	5	22,000	-	-	22,000	20,900	-	-	20,900	1,100	1,100
Laptops		-	164,493	-	164,493	-	28,821	-	28,821	135,672	
LCD TV	3	62,450	-	-	62,450	60,468	-	-	60,468	1,982	1,982
Mobile Phone	5	416,714	28,769	-	445,483	289,323	66,192	-	355,515	89,968	127,391
Motor Car		-	762,529	-	762,529	-	124,632	-	124,632	637,897	
Motor Car-Civic	8	1,554,495	-	-	1,554,495	1,402,047	47,616	-	1,449,663	104,832	152,448
Motor Car-Wagon R	8	404,059	-	-	404,059	334,015	21,878	-	355,893	48,166	70,044
Motor Cycle	10	71,143	-	-	71,143	13,876	16,382	-	30,258	40,885	57,267
Invertor	5	14,500	70,895	-	85,395	10,620	4,364	-	14,984	70,411	3,880
Oil Heater 9 pin	5	6,500	-	-	6,500	6,175	-	-	6,175	325	325
Photocopier machine		-	58,474	-	58,474	-	10,782	-	10,782	47,692	-
Printers and scanners		-	63,890	-	63,890	-	64,738	-	64,738	-848	-
RO Systems	5	10,000	-	-	10,000	9,468	32	-	9,500	500	532
CCTV Camera	5	142,000	49,730	-	191,730	83,884	34,992	-	118,876	72,854	58,116
Video Conferencing	10	544,400	-	-	544,400	72,201	122,252	-	194,453	349,947	472,199



System											
Scooter	8	50,721	-	-	50,721	32,109	5,813	-	37,922	12,799	18,612
ScootyActiva	8	58,782	-	-	58,782	42,784	4,997	-	47,781	11,001	15,998
Refrigerator	5	13,700	36,050	-	49,750	9,464	6,102	-	15,566	34,184	4,236
Heater	5	7,188	-	-	7,188	577	2,979	-	3,556	3,632	6,611
Cookware Items	5	73,724	-	-	73,724	14,705	26,601	-	41,306	32,418	59,019
Water Purifier	5	158,938	-	-	158,938	55,148	46,780	-	101,928	57,010	103,790
Wate filter	5	-	12,000	-	12,000	-	3,334	-	3,334	8,666	-
Money Counter	5	-	15,000	-	15,000	-	5,001	-	5,001	9,999	-
Sub-total (A)		6,202,387	1,707,583	-	7,909,970	3,510,073	1,257,421	-	4,767,494	3,142,477	2,692,314
(ii) Intangible Assets											
Software		242,500	-	-	242,500	1,063	48,288	-	49,351	193,149	241,437
Sub-total (B)		242,500	-	-	242,500	1,063	48,288	-	49,351	193,149	241,437
(iii) Software under development		1,050,000	2,532,203	1,050,000	2,532,203	-	-	-	-	2,532,203	1,050,000
Sub-total (C)		1,050,000	2,532,203	1,050,000	2,532,203	-	-	-	-	2,532,203	1,050,000
Total (A) + (B) + (C)		7,494,887	4,239,786	1,050,000	10,684,673	3,511,136	1,305,709	-	4,816,845	5,867,829	3,983,751
Previous year		3,445,888	2,998,999	-	6,444,887	2,808,514	702,622	-	3,511,136	2,933,752	637,375



28. Enterprises consolidated as Subsidiary in accordance with Accounting Standard 21- Consolidated Financial Statements:-

S. No.	Name of Subsidiary	Country of Incorporation	% of Equity holding either directly or through Subsidiaries	
			31/03/2019	31/03/2018
Direct Subsidiaries				
(i)	IFL Housing Finance Limited	India	87.55%	95.29%

29. Additional information pursuant to requirement of Schedule- III of the Companies Act in Consolidated Financial Statements is as under:-

Name	Net Assets		Share in Profit & Loss	
	As % of Consolidated Net Assets	Amount (in Rs.)	As % of Consolidated Profit or Loss	Amount (in Rs.)
Parent				
India Finsec Limited	85.62%	44,86,42,378	8.55%	16,84,640
Subsidiaries				
IFL Housing Finance Limited	3.23%	1,69,13,120	103.57%	2,04,03,170
Minority Interest				
IFL Housing Finance Limited	11.15%	5,84,15,539	12.12%	(23,87,922)
Total	100.00%	52,39,71,037	100.00%	1,96,99,888

30. Related party disclosures/ transactions

a. Related Parties Covered: -

(i)	Subsidiary /Associate Companies	IFL Housing Finance Limited (Subsidiary)
(i)	Key Management Personnel	Mr. GopalBansal (Managing Director); Mr. Mukesh Sharma (Director); Mr. Manoj Kumar Gupta (CFO); Mr. Basant Mittal (Director) Ms. CharuGoyal (Director) Ms. VarshaBharti (Company Secretary)
(ii)	Relatives of Key Management Personnel	Mrs. Ganga Devi Bansal Mrs. SunitaBansal
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	M/s GopalBansal (HUF)

b. Transaction with related parties:-

	Transactions with	Nature of transaction	Transactions during the year		Balances as on	
			31/03/2019	31/03/2018	31/03/2019	31/03/2018
(i)	Subsidiary/ Associate Companies: -					
	IFL Housing Finance Limited	Investments in equity shares	22,29,50,000	6,70,00,000	39,49,50,000	17,20,00,000
		Loan given	15,33,00,000	4,80,00,000	Nil	2,30,00,000
		Loan recovered	17,63,00,000	2,50,00,000	Nil	Nil
		Interest	35,26,587	4,58,151	Nil	4,58,151



		receivable				
(ii)	Key Management Personnel: -					
	Mr. GopalBansal	Remuneration	24,00,000	12,00,000	1,58,790	24,831
		Loan taken	1,69,20,000	Nil	1,09,50,000	Nil
		Loan repaid	59,70,000	Nil	Nil	Nil
		Interest paid	41,590	Nil	27,963	Nil
		Sitting fees	25,000	37,000	Nil	Nil
	Mr. Mukesh Sharma	Remuneration	7,41,092	2,46,980	69,733	60,000
		Sitting fees	15,000	23,250	15,000	Nil
	Mr. Basant Mittal	Sitting Fee	25,000	40,750	Nil	Nil
	Mr. CharuGoyal	Sitting Fee	27,000	40,750	27,000	31,000
	Mr. Manoj Kumar Gupta	Remuneration	9,60,000	9,60,000	73,760	72,790
	Ms. VarshaBharti	Remuneration	4,14,862	3,88,085	41,435	37,075
(iii)	Relatives of Key Management Personnel: -					
	Mrs. SunitaBansal	Rent paid	11,76,950	7,20,000	60,950	54,000
		Remuneration	8,25,000	2,27,500	Nil	2,27,500
		Advance Given	41,00,000	Nil	Nil	Nil
		Advance received	41,00,000	Nil	Nil	Nil
(iv)	Enterprises owned or significantly influenced by Key Management Personnel or their Relative: -					
	M/s. GopalBansal (HUF)	Rent paid	11,76,950	7,20,000	60,950	54,000
		Advance Given	41,00,000	Nil	Nil	Nil
		Advance received	41,00,000	Nil	Nil	Nil

31. Balance shown under head Sundry Debtors, Creditors, Loans and Advances are subject to confirmation.

32. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

33. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

34. The financial statements were approved for issue by the Board of Directors on 30th May, 2019.

35. Particulars	31/03/2019 (Rs.)	31/03/2018 (Rs.)
Earnings/ Remittances / Expenditure in Foreign Currency	Nil	Nil

36. Particulars	31/03/2019 (Rs.)	31/03/2018 (Rs.)
<u>Contingent liability not provided for</u>		
Guarantees issued to Financial Institutions/Bankers for loans taken by IFL Housing Finance Limited	42,00,00,000	Nil
Pending litigations by/ against the Company	None	None

Contingent liability not provided for

Guarantees issued to Financial Institutions/Bankers for loans taken by IFL Housing Finance Limited	42,00,00,000	Nil
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Pending litigations by/ against the Company	None	None
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37. Figures have been rounded off to the nearest rupees.

38. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No.: 0304040E

**For and on behalf of Board of Directors of
INDIA FINSEC LIMITED**



O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 30th day of May, 2019

GopalBansal

Managing Director

DIN:01246420

Mukesh Sharma

Director

DIN:00274217

Manoj Kumar Gupta

CFO

PAN- AEUPG8308R

VarshaBharti

Company Secretary

MN- 37545



INDIA FINSEC LIMITED
CIN- L65923DL1994PLC060827

Regd. Office- D-16, 1stFloor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
E-mail [Id- indiafinsec@gmail.com](mailto:Id-indiafinsec@gmail.com) Website- www.indiafinsec.com Contact No. 01147096097

ATTENDANCE SLIP

Full Name and Address of the Shareholder/Proxy Holder(in block letters)	
Joint Holder 1(in block letters)	
Joint Holder 2(in block letters)	
Folio No./DP ID*/Client ID*:	
No. of Shares Held	
I hereby certify that I am a member/proxy for the member of the Company.	
Signature of Shareholder/Proxy	

I/we hereby record my presence at the **Twenty Fifth Annual General Meeting** of the Shareholders of **India Finsec Limited** held on **Monday, September 30, 2019 at 11:00 a.m.** at **D-13, Second Floor, Prashant Vihar, Sector-14, Rohini, Delhi-110085.**

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise. Shareholders are also requested to bring their copy of annual report. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting.

*Applicable for shareholders holding shares in electronic form.

.....
ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of Twenty Fifth Annual General Meeting dated September 04, 2019 for e-voting process. The E-voting period starts from September 27, 2019 at 10:00 a.m., and will end on September 29, 2019 at 5:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.



INDIA FINSEC LIMITED
CIN- L65923DL1994PLC060827

Regd. Office- D-16, 1stFloor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
E-mail [Id- indiafinsec@gmail.com](mailto:Id-indiafinsec@gmail.com) Website- www.indiafinsec.com Contact No. 01147096097

PROXY FORM
(Form No. MGT-11)

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

CIN: L65923DL1994PLC060827

Name of the Company: India Finsec Limited

Registered Office: D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085

Name of the member(s):

Registered Address :

Email ID:

Folio No./Client ID :

DP ID :

I/ We being the member(s) holding _____ shares of the **India Finsec Limited** hereby appoint:

1. Name

: _____

—

Address

: _____

Email ID

: _____ Or failing

him

2. Name

: _____

—

Address :

—

Email ID :

_____ Or failing him

3. Name

: _____

—

Address :

—

Email ID :

_____ Or failing him

Or failing him

Resolution No.	Resolution
	Ordinary Business



1.	To receive, consider and adopt the audited financial statement consisting of Balance Sheet for the year ended March 31, 2019 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2019 along with the reports of the Board of Directors and the Auditors thereon.
2.	To re-appoint a Director in place of Mr. Mukesh Sharma, Non-Executive Director (DIN:00274217), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
Special Business	
3.	Revision in the remuneration payable to Mr. Gopal Bansal (DIN: 01246420), Managing Director of the Company.
4.	To appoint Mrs. Purva Mangal (DIN: 02816099) as a Non-Executive Independent Director
5.	To appoint Mr. Saurabh Chhabra (DIN: 00172495) as a Non-Executive Independent Director
6.	Approval for Material Related Party Transactions
7.	Approval for Material Related Party Transactions

as my/our proxy to attend and vote (on a poll) for me/us and on my/belief at the 25th Annual General Meeting of the Company to be held on **Monday, September 30, 2019 at 11:00 a.m. at D-13, 2nd Floor, Prashant Vihar, Sector-14, Rohini, New Delhi-110085** and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this..... Day of.....2019

Affix Re. 1/- Revenue Stamp

Signature of the member.....

Signature of the Proxy holder(s) (1)(2).....(3).....

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



INDIA FINSEC LIMITED
CIN- L65923DL1994PLC060827
Regd. Office- D-16, 1stFloor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
E-mail [Id- indiafinsec@gmail.com](mailto:Id-indiafinsec@gmail.com) Website- www.indiafinsec.com Contact No. 011-47096097

Nomination Form
(Form No. SH-13)

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

India Finsec Limited

CIN: L65923DL1994PLC060827

Regd. Office: D-16, First Floor, Above ICICI Bank,

Prashant Vihar, Sector-14, Rohini,

New Delhi-110085

I/Wethe holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

<

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

(2) PARTICULARS OF THE NOMINEE/S: —

- (a) Name: _____
(b) Date of Birth: _____
(c) Father's/Mother's/Spouse's _____
(d) Occupation: _____
(e) Nationality: _____
(f) Address: _____
(g) E-mail Id: _____
(h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of Birth: _____
(b) Date of attaining maturity: _____
(c) Name of Guardian: _____
(d) Address of Guardian: _____

Name:

Address:

Name of the Security Holder (s)

Signature

Witness with name and address



INDIA FINSEC LIMITED
CIN- L65923DL1994PLC060827
Regd. Office- D-16, 1stFloor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
E-mail [Id- indiafinsec@gmail.com](mailto:Id-indiafinsec@gmail.com) Website- www.indiafinsec.com Contact No. 01147096097

Cancellation or Variation of Nomination
(Form No. SH-14)

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

To
India Finsec Limited
CIN: L65923DL1994PLC060827
Regd. Office: D-16, First Floor, Above ICICI Bank,
Prashant Vihar, Sector-14, Rohini,
New Delhi-110085

I/ We hereby cancel the nomination(s) made by me/us in favour of(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place ofas nominee in respect of the below mentioned securities in whom shall vest all rights in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/ varied)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

(2) PARTICULARS OF THE NEW NOMINEE: —

- (a) Name: _____
(b) Date of Birth: _____
(c) Father's/Mother's/Spouse's _____
(d) Occupation: _____
(e) Nationality: _____
(f) Address: _____
(g) E-mail Id: _____
(h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of Birth: _____
(b) Date of attaining maturity: _____
(c) Name of Guardian: _____
(d) Address of Guardian: _____

Signature
Name of the Security Holder (s)

Witness with name and address



ROUTE MAP TO THE VENUE OF 25TH ANNUAL GENERAL MEETING OF THE COMPANY

Venue of AGM- D-13, 2nd Floor, Prashant Vihar, Rohini, Delhi-110085

