

**MINDA FINANCE LIMITED**  
**(CIN: L67120DL1985PLC021349)**  
**Regd. Office:** B-64/1, Wazirpur Industrial Area, Delhi- 110052  
**Tel:** 011-2737 4444 **E-mail:** daroraa@mindagroup.com  
**Website:** www.mindafinance.com

---

**October 21, 2016**

Listing Compliance Deptt.  
**BSE Limited,**  
P.J. Towers, Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 539303**


**Sub: Annual Report for the Financial Year ended on March 31, 2016**

Dear Sir,

In Compliance with Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Report for the year ended on March 31, 2016.

Kindly take the same on your records.

Thanking You,  
**For Minda Finance Limited**



**DHIRAJ ARORAA**  
Company Secretary

**Membership Number: 28079**

**Address: B-64/1, Wazirpur Industrial Area, Delhi- 110052**



**Corporate Office:** 37A, Rajasthan Udyog Nagar, G.T. Karnal Road, Delhi-110033,  
**Tel No.:**011 27691184 **E-mail:** daroraa@mindagroup.com

**MINDA FINANCE LIMITED**

**31<sup>ST</sup> ANNUAL REPORT**

**2015-16**

## *CONTENTS:*

Corporate Information.....	1
Board Report .....	2-10
Annexure to Board Report .....	11-24
Auditor's Report on Standalone Financial Statements.....	25-31
Standalone Balance Sheet .....	32
Standalone Statement of Profit & Loss .....	33
Standalone Cash Flow Statement .....	34
Standalone Notes on Financial Statement .....	35-50
Auditor's Report on Consolidated Financial Statements.....	51-55
Consolidated Balance Sheet .....	56
Consolidated Statement of Profit & Loss .....	57
Consolidated Cash Flow Statement .....	58
Consolidated Notes on Financial Statement .....	59-67
Salient Features of Financial Statements of Subsidiaries/ Associates/ Joint Ventures .....	68

# *Corporate Information*

## **BOARD OF DIRECTORS**

Nirmal Kumar Minda

*Non-Executive Director*

Anand Kumar Minda

*Non-Executive Director*

Pramod Kumar Garg

*Whole Time Director*

Mohan Chander Joshi

*Independent Director*

Seema Gupta

*Independent Director*

## **Statutory auditors**

R. N. Saraf & Co.

Chartered Accountants

## **Internal Auditors**

AJH & Co.

Chartered Accountants

## **Bankers**

Punjab national bank

C-3/9, Prashant Vihar,

Delhi-110085

## **Chief Financial Officer**

Shashi Shankar Malviya

## **Company Secretary**

Dhiraj Aroraa

## **Corporate Office**

37A, Rajasthan Udyog Nagar,

G.T. Karnal Road, Near Jahangirpuri

Metro Station, New Delhi- 110033

## **Registered Office**

B-64/1, Wazirpur Industrial Area,

Delhi-110052

## **Registrar and share transfer agent**

Link Intime India Pvt. Ltd.

44, Community Centre 2nd Floor,

Naraina Industrial Area, Phase-I,

Near PVR, Naraina,

New Delhi-110028

Tel: (011) 41410592 - 94 / 25896893 /  
25897309

Fax: (011) 41410591

E-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

Contact Person: Mr. Bharat Bhushan

## BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 31st Annual Report on the business and operations of your Company along with the audited statement of accounts for the year ended 31st March, 2016.

### Financial Highlights

The Financial performance of your Company for the year ended 31st March, 2016 is summarized below:

(Rs. in Lakhs, except per equity share data)

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Revenue from Operations (Including Other Income)	27.45	59.46	207.11	220.71
Profit before Tax	(27.82)	10.30	77.27	86.70
Less: Tax Expense	0.92	3.47	44.56	27.69
Profit for the year	(28.74)	6.83	32.71	59.01
Surplus opening balance	13.87	8.41	157.61	108.60
Amount Available for appropriation	(14.87)	13.87	176.23	157.61
Earnings per share (EPS) before extra-ordinary items				
Basic (in Rs.)	0.05	0.34	3.86	3.04
Diluted (in Rs.)	0.05	0.34	3.86	3.04
EPS after extra ordinary items				
Basic (in Rs.)	(1.44)	0.34	1.64	3.04
Diluted (in Rs.)	(1.44)	0.34	1.64	3.04

### Review of Operations

#### Standalone

During the year under review, revenue from operations and other income on standalone basis has been Rs. 27.45 lakh as compared to Rs. 59.46 lakh for the previous year and the Company has incurred net loss of Rs. 28.74 Lakh during the year as compared to net Profit of Rs.6.83 Lakh in the previous year.

#### Consolidated

During the year under review, revenue from operations and other income on consolidated basis has been Rs. 207.11 lakh as compared to Rs. 220.71 lakh for the previous year and the Company has earned Profits of Rs. 32.72 Lakh during the year as compared to net Profit of Rs. 59.01 Lakh in the previous year.

#### Dividend

In view of the losses incurred by the Company, the Board of Directors decided not to recommend any Dividend for the year under review.

### **Transfer to Reserves**

In view of the losses incurred by the Company, no amount has been transferred to reserve for the financial year ended March 31, 2016.

### **Deposits**

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and, as such, no amount of principal or interest was outstanding as of the date of the Balance Sheet.

### **Share Capital**

As on 31<sup>st</sup> March 2016, the paid up Equity Share Capital of the Company was Rs. 200.00 Lakh and the paid up Preference Share Capital of the Company was Rs. 2370.00 Lakh. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **Consolidated Accounts**

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India form part of this Annual Report.

### **Directors**

Your Company has Five (5) Directors consisting of Two (2) Independent Directors, Two (2) Non-Executive Directors and a Whole Time Director (WTD) as on March 31, 2016.

#### **a) Independent Directors**

In terms of definition of 'Independence' of Directors as prescribed under Section 149(6) of the Companies Act, 2013 and based on the confirmation/ disclosures received from the Directors, the following Non-Executive Directors are Independent Directors:

1. Mrs. Seema Gupta
2. Mr. Mohan Chander Joshi

#### **b) Woman Director**

Mrs. Seema Gupta is an Independent Woman Director of your Company. She is a graduate in Science with extensive experience of working. She has got rich experience in handling administrative, business planning and business exploration matters. Her core specialization lies in accounting and administration.

Soft-spoken, pleasant mannered and ever smiling, Seema has made significant contribution to the development of the organizations where she has worked.

#### **c) Appointments/ Resignations from the Board of Directors and Key Managerial Personnel**

During the year under review, none of the Director's has resigned from the post of Directorship and no appointment has been made.

As on 31<sup>st</sup> March 2016, Mr. Pramod Kumar Garg, Whole Time Director; Mr. Shashi Shankar Malviya, Chief Financial Officer and Mr. Dhiraj Aroraa, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

**d) Directors retiring by rotation**

Mr. Nirmal Kumar Minda, Director of the Company, is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible has offered himself for reappointment.

**e) Declaration by Independent Directors**

In accordance with Section 149 (6) of Companies Act, 2013, the Independent directors have submitted the declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub section (6).

**Meetings**

A calendar of meetings is prepared and circulated in advance to the Directors.

During the year Six Board Meetings and Four Audit Committee meetings were held after complying with the provisions of Companies Act, 2013. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**Committees of the Board**

The Company has several committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

In compliance Section 177(8) of the Companies Act, 2013 it is informed that during the year under review, the Board has accepted all the recommendations of the Audit Committee.

**Annual Evaluation of Board's Performance:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees

**Nomination & Remuneration Policy**

The Remuneration policy of our Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2016, the Board consists of five members, out of which, one is whole-time director, two are non-executive and two are independent directors. There has been no change in the policy since the last fiscal year.

### **Prevention of Insider Trading**

The Company has adopted a Code of Conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and 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 the 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.

The Board of Directors and all the designated employees have confirmed with the code.

### **Corporate Governance Report**

In terms of Regulation 15 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 compliance with the provisions of Corporate Governance report shall not be mandatory for certain class of companies which inter-alia includes Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year. Since the paid up equity share capital of the Company as on 31st March 2016 does not exceed above prescribed limit, the provisions of Regulation 15 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable on the Company.

### **Risk Management**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

The Board of Directors of the company has framed the risk management policy and the risk appetite for your Company. There are no risks which in the opinion of the Board threaten the existence of your Company.

### **Internal Control Systems and their adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit department also assesses opportunities for improvement in business processes, systems and controls, provides recommendations, designed to add value to the organization and follows up on the implementation of corrective actions and improvements in business processes after review by the Audit Committee.

### **Vigil Mechanism / Whistle Blower Policy**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, in compliance with the provisions of Section 177 (10) of the Companies Act, 2013, the Board of Directors have formulated a Whistle Blower Policy to deal with instance of unethical practices, fraud and mismanagement or gross misconduct by the employees of the



Company, if any, that can lead to financial loss or reputational risk to the organization. Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

No personnel of the Company were denied access to the Audit Committee.

#### **Auditors and Auditors' Report:**

##### **a) Statutory Auditors**

M/s R N Saraf & Co., Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting held on September 30, 2014 to hold office until the conclusion of 2nd Consecutive Annual General Meeting i.e. till the conclusion of the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules framed there under. The Audit Committee and the Board of Directors recommends their appointment of M/s R N Saraf & Co., Chartered Accountants, as the Auditors of the Company till the conclusion of 32nd Annual General Meeting subject to the ratification by the Shareholders at the Annual General Meeting of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

##### **b) Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Shailendra Kumar Roy, Practicing Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "Annexure A" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

##### **c) Explanations or comments by the Board on every qualification/reservation/ adverse remark or disclaimer made by the Statutory Auditor in his Audit Report and by the Secretarial Auditor in his Secretarial Audit Report**

The Statutory Auditors have not given any qualification, reservation or made any adverse remarks or disclaimer in their Audit Report. Further, the Secretarial Auditor has not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report.

#### **Extract of Annual Return**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are annexed herewith as "Annexure B" to this Report.

#### **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section and annexed at "Annexure C" to this report and forms part of the Annual Report.

### **Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with related parties which may have a potential conflict with the interest of the Company.

All Related Party Transactions are placed before the Audit Committee for approval as per the Related Party Transactions Policy of the Company as approved by the Board.

Since all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and there was no material related party transaction entered by the Company during the year as per Related Party Transactions Policy, no details are required to be provided in Form AOC-2 prescribed under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

The details of the transactions with related parties are provided in the notes to accompanying standalone financial statements.

### **Particulars of Loans, Guarantees or Investments**

Pursuant to Section 186(11) of the Companies Act, 2013, read with Rule 11(2) of Companies (Meetings of Board and its Powers) Rules, 2014, the loans made, guarantees given or securities provided or acquisition of securities by a Non Banking Financial Company in the ordinary course of its business are exempted from disclosure in the Annual Report.

Since your Company is a Non Banking Financial Company registered with the Reserve Bank of India, it is exempted under the said section from giving disclosure regarding the Loans or guarantees given or securities provided.

As regards investments made by the Company, the details of same are provided in Balance Sheet and under the Notes forming part of the Annual Accounts of the Company for the year ended March 31, 2016.

### **Subsidiaries, Joint Ventures and Associate Companies**

The Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary company is not being attached with the Balance Sheet of the Company. Salient features of Financial Statements of Subsidiary, Associates and Joint Ventures in the prescribed format, forms part of the Financial Statements. However, the financial statements of the subsidiary company are available on the website of the company. The Company will provide a copy of separate annual accounts in respect of its subsidiary to any shareholder of the Company who asks for it and the said annual accounts will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies.

### **Corporate Social Responsibility**

During the year under review, your Company does not meet the criteria laid under section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 pertaining to the constitution of the Corporate Social Responsibility Committee and other provisions covered there under regarding expenditure to be made on certain specified activities as a part of the Corporate Social Responsibility. Therefore the Company has not framed the Corporate Social Responsibility Committee/ Policy and has not incurred any expenditure thereon.

### **Conservation of Energy and Technology Absorption**

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis.

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

### **Foreign Exchange Earnings and Outgo**

The Company has neither incurred any expenditure in foreign exchange nor earned any income in foreign exchange during the year under review.

### **Disclosure relating to remuneration of directors, key managerial personnel and particulars of employees**

As required by provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel), Rules, 2014, there is no employee who is in receipt of a remuneration of Rs. 60,00,000/- per year, if employed for the whole year or Rs. 5,00,000/- per month, if employed for the part of the year.

The ratio of remuneration of each of the director to median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act 2013 read with rule 5(1) of Companies (Appointment and remuneration of managerial personnel) Rules, 2014 is annexed herewith as "Annexure D" to this report.

### **Directors' Responsibility Statement**

Pursuant to Section 134 of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2016 and of the profit of the Company for the financial year ended 31st March, 2016;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a 'going concern' basis;
- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were 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.

### **Significant and Material Orders passed by the regulators or courts**

There are no significant or material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its operations in future.

### **Material Changes and Commitments affecting the Financial Position**

No material changes and commitments affecting the financial position of the Company have occurred between March 31, 2016 and the date of the report. Further, no Change in the nature of the business of the Company occurred during the year.

### **Share Registration Activity**

Company has appointed "Link Intime India Private Limited" a category-I Registrar and Share Transfer Agent registered with SEBI to handle the work related to Share Registry.

### **Listing of Securities**

During the financial year 2015-16, the Equity Shares of the Company got listed on BSE Limited w.e.f. 1st September 2015. There are no arrears on account of payment of listing fees to the Stock Exchange.

### **Statutory Disclosures**

None of the Directors of your Company is disqualified as per provision of section 164(2) of the Act. The Directors of the Company have made necessary disclosures, as required under applicable laws.

### **Industrial Relations**

The Company enjoyed cordial relations with the employees during the year under review and the Management appreciates the efforts and dedication shown by all employees of the Company in offering their support and expects their continued support for achieving higher level of productivity to enable meeting the targets set for the future.

### **Disclosure under the Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. ICC has its presence at corporate office as well as at site locations.

During the year ended 31 March, 2016, the ICC has not received any complaints pertaining to sexual harassment.

### **Enhancing Shareholders Value**

Your Company believes that its members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation.

Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

### **Acknowledgement**

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, bankers, business associates, regulatory and government authorities for their continued support.

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



**Pramod Kumar Garg  
Whole Time Director  
DIN : 00008042**



**Anand Kumar Minda  
Director  
DIN : 00007964**

**Place : New Delhi  
Dated : May 30, 2016**

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016

*[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,  
Minda Finance Limited  
CIN No. L67120DL1985PLC021349  
B-64/1, Wazirpur Industrial Area,  
Delhi-110052

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

**We report that-**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - (d) The Securities and Exchange Board of India (Obligations and Disclosure Requirements) Regulations, 2015 applicable w.e.f. December 01, 2015

We have also examined compliance with the applicable clause of the following-

- (i) Secretarial standards on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India applicable w.e.f. July 01, 2015 with which the Company has complied with;
- (ii) Listing Agreement entered into by the company with BSE Limited (applicable upto November 30, 2015)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

- (vi) The Company is NBFC Company and is into financing activities. Following are some of the laws specifically applicable to the company, being a NBFC Company:-

- Reserve Bank of India Act, 1934 and the prudential norms, rules, regulations, specifications, directions, circulars, clarifications, notifications issued by the Reserve Bank of India from time to time.

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company seems adequate to ensure compliance of laws specifically applicable to the Company.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The 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 notices of at least seven days were given to all directors for the Board Meetings. Further, agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of shares/debentures/sweat equity.
- (ii) Redemption/ Buy Back of securities.
- (iii) Decisions by the Members in pursuance to section 180 of the Act.
- (iv) Merger/Amalgamation/Reconstruction.
- (v) Foreign technical collaborations.

For Shailendra Roy & Associates  
Companies Secretaries

May 30, 2016  
New Delhi

Sd/-  
Shailendra Kumar Roy  
ACS No.: 25823  
CP No.: 11738



## FORM MGT 9

**EXTRACT OF ANNUAL RETURN  
as on the Financial Year ended 31.03.2016**

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

## I. REGISTRATION &amp; OTHER DETAILS:

i	CIN	L67120DL1985PLC021349
ii	Registration Date	27 <sup>th</sup> June, 1985
iii	Name of the Company	MINDA FINANCE LIMITED
iv	Category/Sub-category of the Company	Public Limited Company, Limited by shares, Indian Non- Government Company
v	Address of the Registered office & contact details	B-64/1, Wazirpur Industrial Area, Delhi- 110052 ; Tel.: +91 -011 27374444; Website - www.mindafinance.com Email: daroraa@mindagroup.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Link Intime (India) Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - I, Near PVR, Naraina; New Delhi - 110028 Tel.: +91 11 4141 0592, Fax No.: +91 11 4141 0591, Website - www.linkintime.co.in Email: delhi@linkintime.co.in

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Other financial service activities, except insurance	649	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY &amp; ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GIN	Holding/ Associate Held	% of Shares of Companies Act, 2013	Applicable Section
1	Bar Investments and Finance (P) Limited B-64/1, Wazirpur Industrial Area, Delhi-110052	U74899DL1990PTC040614	Subsidiary	100%	2(87)

#### IV. SHAREHOLDING PATTERN(Equity Share Capital Break up as percentage of total Equity)

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual/HUF	452280	0	452280	22.61	452280	0	452280	22.61	0
b. Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	566940	0	566940	28.35	566940	0	566940	28.35	0
d. Bank/FI	0	0	0	0	0	0	0	0	0
e. Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (A)(1)</b>	<b>1019220</b>	<b>0</b>	<b>1019220</b>	<b>50.96</b>	<b>1019220</b>	<b>0</b>	<b>1019220</b>	<b>50.96</b>	<b>0</b>
<b>2. Foreign</b>									
a. NRI-Individuals	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corp.	0	0	0	0	0	0	0	0	0
d. Banks/FI	0	0	0	0	0	0	0	0	0
e. Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1019220</b>	<b>0</b>	<b>1019220</b>	<b>50.96</b>	<b>1019220</b>	<b>0</b>	<b>1019220</b>	<b>50.96</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. PUBLIC SHAREHOLDING</b>									
<b>1. Institutions</b>									
a. Mutual Funds/UTI	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.	0	0	0	0	0	0	0	0	0
e. Venture Capital Fund	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
<b>SUB TOTAL: (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
<b>a. Bodies corporates</b>									
i. Indian	199000	60	199060	9.95	199000	60	199060	9.95	0
ii. Overseas	0	0	0	0	0	0	0	0	0
<b>b. Individuals</b>									
i. Individual shareholders holding nominal share capital upto Rs. 2 lakhs	2400	11140	13540	0.68	2500	11040	13540	0.68	0
ii. Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	584080	184100	768180	38.41	584080	184100	768180	38.41	0
<b>c. Others (specify)</b>									
Clearing Members	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Foreign Companies	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (B)(2)</b>	<b>785480</b>	<b>195300</b>	<b>980780</b>	<b>49.04</b>	<b>785580</b>	<b>195200</b>	<b>980780</b>	<b>49.04</b>	<b>0</b>

Total Public Shareholding (B)=(B)(1)+(B)(2)	785480	195300	980780	49.04	785580	195200	980780	49.04	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>2000000</b>	<b>2000000</b>	<b>100.00</b>	<b>1804700</b>	<b>195300</b>	<b>2000000</b>	<b>100.00</b>	<b>0</b>

## ii. Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
<b>Individuals/Hindu Undivided Family</b>								
1	Mrs., Suman Minda	186280	9.31	0	186280	9.31	0	0
2	Mr. Nirmal K. Minda	198800	9.94	0	198800	9.94	0	0
3	Mr. Nirmal K. Minda Karta of N.K.	55000	2.75	0	55000	2.75	0	0
4	Mr. Anand Kumar Minda	12200	0.61	0	12200	0.61	0	0
<b>Body Corporates</b>								
5	Minda Investments Limited	368940	18.45	0	368940	18.45	0	0
6	Pioneer Finest Limited	198000	9.90	0	198000	9.90	0	0
<b>Total</b>		<b>1019220</b>	<b>50.96</b>	<b>0</b>	<b>1019220</b>	<b>50.96</b>	<b>0</b>	<b>0</b>

## iii. Change in Promoters' Shareholding (Please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during	
		No. of Shares at the beginning 01.04.2014/ end of the year (31.03.2015)	% of total Shares of the Company at the beginning (01.04.2014)/ end of the year (31.03.2015)				No of Shares	% of total shares of the Company
1	Smt. Suman Minda	186280	9.31	01.04.2015	-	Nil Movement during the year	-	-
		(186280)	(9.31)	31.03.2016				
2	Mr. Nirmal K. Minda	198800	9.94	01.04.2015	-	Nil Movement during the year	-	-
		(198800)	(9.94)	31.03.2016				
3	Mr. Nirmal K. Minda Karta of N.K. Minda (HUF)	55000	2.75	01.04.2015	-	Nil Movement during the year	-	-
		(55000)	(2.75)	31.03.2016				
4	Mr. Anand Kumar Minda	12200	0.61	01.04.2015	-	Nil Movement during the year	-	-
		(12200)	(0.61)	31.03.2016				
5	Minda Investments Limited	368940	18.45	01.04.2015	-	Nil Movement during the year	-	-
		(368940)	(18.45)	31.03.2016				
6	Pioneer Finest Limited	198000	9.90	01.04.2015	-	Nil Movement during the year	-	-
		(198000)	(9.90)	31.03.2016				

\* Based on the paid up share capital of the Company as on 31.03.2016

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2016)	% of total Shares of the Company at the beginning (01.04.2014)/ end of the year (31.03.2016)				No of Shares	% of total shares of the Company
1	Singhal Fincap Limited	199000	9.95	01.04.2015		Nil Movement during the year		
		(199000)	(9.95)	31.03.2016				
2	Mr. Birender Garg	98050	4.90	01.04.2015	-	Nil Movement during the year	-	-
		(98050)	(4.90)	31.03.2016				
3	Mr. Rajesh Rustagi	97800	4.89	01.04.2015		Nil Movement during the year		
		(97800)	(4.89)	31.03.2015				
4	Mr. Shyam Sunder Wadhwa	97800	4.89	01.04.2015	-	Nil Movement during the year	-	-
		(97800)	(4.89)	31.03.2016				
5	Mr. Sanjeev Garg	97700	4.89	01.04.2015	-	Nil Movement during the year	-	-
		(97700)	(4.89)	31.03.2016				
6	Mr. Nitesh Minda	97600	4.88	01.04.2015	-	Nil Movement during the year	-	-
		(97600)	(4.88)	31.03.2016				
7	Mr. Harish Chander Dhamija	97350	4.87	01.04.2015	-	Nil Movement during the year	-	-
		(97350)	(4.87)	31.03.2016				
8	Mr. Rakesh Kher	95380	4.77	01.04.2015	-	Nil Movement during the year	-	-
		(95380)	(4.77)	31.03.2016				
9	Mr. Vikas Jain	86500	4.32	01.04.2015	-	Nil Movement during the year	-	-
		(86500)	(4.32)	31.03.2016				
10	Mr. Pramod Kumar Garg	2000	0.02	01.04.2015	-	Nil Movement during the year	-	-
		(2000)	(0.10)	31.03.2016				

\* Based on the paid up share capital of the Company as on 31.03.2016

### v. Shareholding of Directors & Key Managerial Personnel

Sl No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning 01.04.2014/ end of the year (31.03.2015)	% of total Shares of the Company at the beginning (01.04.2014)/ end of the year (31.03.2015)				No of Shares	% of total shares of the Company
1	Pramod Kumar Garg	2000	0.01	01.04.2015	-	Nil Movement during the year	-	-
	Whole Time Director	(2000)	(0.01)	31.03.2016				
2	Mr. Nirmal K. Minda	198800	9.94	01.04.2015	-	Nil Movement during the year	-	-
	Non Executive Director	(198800)	(9.94)	31.03.2016				
3	Mr. Anand Kumar Minda	12200	0.61	01.04.2015	-	Nil Movement during the year	-	-
	Non Executive Director	(12200)	(0.61)	31.03.2016				
4	Mohan Chander Joshi	NIL	NIL	01.04.2015	-	Nil Movement during the year	-	-
	Independent Director	(NIL)	(NIL)	31.03.2016				
5	Seema Gupta	NIL	NIL	01.04.2015	-	Nil Movement during the year	-	-
	Independent Director	(NIL)	(NIL)	31.03.2016				
6	Shashi Shankar Malviya	NIL	NIL	01.04.2015	-	Nil Movement during the year	-	-
	Chief Financial Officer (KMP)	(NIL)	(NIL)	31.03.2016				
7	Dhiraj Arora	NIL	NIL	01.04.2015	-	Nil Movement during the year	-	-
	Company Secretary(KMP)	(NIL)	(NIL)	31.03.2016				

\* Based on the paid up Board Composition of the Company as on 31.03.2016

### V. INDEBTEDNESS

Indebtedness of the company including interest outstanding / accrued but not due for payment (Refer note 5 to Financial Statements)

The Company, Minda Finance Limited has not accepted any deposit under section 73 to 76 of the Companies Act, 2013 (herein after called the Act) read with Companies (Acceptance of Deposits) Rules, 2014.

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole Time Director and/or Manager: (Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total
1.	Gross salary	Mr. Pramod Kumar Garg (Whole Time Director)	Total
	a. Salary as per provisions contained in Section 17(1) of the Income Tax, 1961.		8.06
	b. Value of perquisites u/s 17(2) of the Income tax Act, 1961		0.19

c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
2. No. of Stock option	-	-
3. Sweat Equity	-	-
4. Commission as % of profit	-	-
others (specify)	-	-
5. Others, please specify	-	-
<b>Total(A)(1+3+4+5)</b>	8.25	8.25

\*As per Schedule V of Companies Act, 2013

**B. Remuneration to other Directors:**

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Mr. Mohan Chander Joshi	Mr. Nirmal K Minda	Mr. Anand Kumar Minda	Mrs. Seema Gupta	
1.	<b>Independent Directors</b>					
	a. Fee for attending Board/ Committee meetings			Nil		
	b. Commission			Nil		
	c. Others, please specify			Nil		
	<b>Total(1)</b>			Nil		
2.	<b>Other Non Executive Directors</b>			Nil		
	a. Fee for attending Board/Committee Meetings			Nil		
	b. Commission			Nil		
	c. Others, please specify.			Nil		
	<b>Total(2)</b>			Nil		
	<b>Total (B)=(1+2)</b>			Nil		
	<b>Total Managerial Remuneration</b>			Nil		

\*As per Schedule V of Companies Act, 2013

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

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Dhiraj Arora (Company Secretary)	Total
1.	<b>Gross Salary</b>		
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	2.46	2.46
	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	-	-
2.	<b>No. of Stock Option</b>	-	-
3.	<b>Sweat Equity</b>	-	-
4.	<b>Commission</b>	-	-
	- as % of profit	-	-
	- others, specify	-	-
5.	<b>Others, please specify</b>	-	-
	<b>Total(1+3+4+5)</b>	2.46	2.46

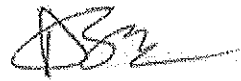
**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding (as imposed)	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

For and on behalf of Board of Directors



**Pramod Kumar Garg**  
**Whole Time Director**  
**DIN : 00008042**



**Anand Kumar Minda**  
**Director**  
**DIN : 00007964**

Place : New Delhi  
 Dated : May 30, 2016

## MANAGEMENT DISCUSSION ANALYSIS REPORT

### **Business Overview:**

Minda Finance Limited is a group Company of the diversified UNO MINDA N.K. Minda Group. Minda Finance Limited is registered under the Category-B, Non-Acceptance of Public Deposit Company with the Reserve Bank of India and to carry on NBFC activities under section 45-1A of the Reserve Bank of India Act, 1934.

The core business of Minda Finance Limited is to provide Bills Discounting Facility to the UNO MINDA NK Minda Group companies including its Suppliers and the Vendors. In addition to this, the company also provides the inter-corporate loan(s) and to do the investments in shares of companies.

### **Industry Structure and Development:**

Non Banking Financial Companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, which form the cradle of entrepreneurship and innovation. NBFCs' ground-level understanding of their customers' profile and their credit needs gives them an edge, as does their ability to innovate and customise products as per their clients' needs. This makes them the perfect conduit for delivering credit to the various customers.

The NBFC sector in India has undergone a significant transformation over the past few years. It has come to be recognized as one of the systemically important components of the financial system and has shown consistent year-on-year growth. Further, NBFCs play a critical role in the core development of infrastructure, transport, employment generation, wealth creation opportunities and financial support for economically weaker sections.

### **Opportunities and Threats:**

The Board feels that the biggest opportunities available to any organization are attainable actions that it have not yet taken, or maximized. Financially speaking, these opportunities may include increased income and investments; debt and interest reduction and positive industry trends. While difficult at first, one almost always can find opportunities when he really thinks about all of the directions he could take his finances. However, one should not necessarily pursue the most lucrative opportunity. You may have a better chance leveraging your strengths to pursue the best fit. The other opportunities include low cost & efficient labour force, strong managerial capabilities, strong globalised industries & emerging global competitiveness, untapped rural demand etc.

The entity compiles all of the threats, or factors that threaten its financial situation. These are external forces over which the entity may not always have control. The Board determines does the Company offer lower prices / interest rates, better service or a greater selection of products and also considers what the competitors do better? The Board further determines which ones pose the greatest threat to the business of the Company and finds ways to counteract them. The Board follows mindset that since one could never prevent every single threat, instead he must seek to mitigate as many of these risks as possible. The threats coming into the way of business of the Company mainly include high rates of taxes, market fluctuation, global slowdowns affecting Indian economy, competitions, governance issues etc.



### **Segment-wise Performance**

The Company is engaged in single segment of finance and thus separate segment wise performance details can't be given.

### **Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

### **Risk and Concerns:**

Your company ensures adherence to best practice and has necessary internal system and control in place to manage the risk. Further the strict regulations and guidelines imposed by the regulatory authorities like SEBI, Stock exchange and NSDL with reference to capital market operation and Depository functions are sufficient in controlling the market related financial and technical risks. All these guidelines of the regulatory authorities whether it for margin money in capital market transaction or otherwise are being strictly adhered to by your company.

### **Internal Controls Systems and their adequacy:**

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

### **Financial Performance**

Financial performance with the financial data and figures, have been given in detail in Directors' Report.

### **Material developments in Human Resources:**

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people The Company puts emphasis on attracting and retaining the right talent.

The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

### **Cautionary Statement:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(Rs. In Lacs)					
S.No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2015-16 (Rs. In Lacs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the company PAT Growth
1	Mr. Pramod Kumar Garg (Whole Time Director)	8.25	3.44	1.54	N.A.
2	Mr. Dhiraj Arora ( Company Secretary)	2.46	(1.97)	0.46	N.A.

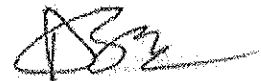
- ii) The median remuneration of employees of the Company during the financial year was Rs. 5.35 Lacs
- iii) In the financial year, increase in the median remuneration of employees; 0.54 Lacs
- iv) There were 2 permanent employees on the rolls of Company as on March 31, 2016;
- v) Relationship between average increase in remuneration and company performance: The Company has incurred losses during the financial Year 2015-16
- vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: **Not Applicable**
- vii) a) Variations in the market capitalization of the Company : **Not Applicable**

- b) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: **Not Applicable**
- viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16. **Not Applicable**
- ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and senior management. **Not Applicable**
- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - **Not Applicable**; and
- xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and senior management.

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



**Pramod Kumar Garg**  
**Whole Time Director**  
**DIN : 00008042**



**Anand Kumar Minda**  
**Director**  
**DIN : 00007964**

**Place : New Delhi**  
**Dated : May 30, 2016**

**R. N. SARAF & CO.**  
**CHARTERED ACCOUNTANTS**  
**2659/2, GURDWARA ROAD, KAROL BAGH**  
**NEW DELHI 110 005**

**AUDITORS' REPORT TO THE MEMBERS OF MINDA FINANCE LIMITED**

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

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

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

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

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

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

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



- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

As required by the Companies (Auditor's Report) Order, 2016, ('the order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 which would impact the financial position of the company.
  - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : New Delhi  
Date: 30<sup>th</sup> May, 2016



FOR R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
(Registration No. 002023N)

*R.N. SARAF*

R.N. SARAF, F.C.A.  
(Membership No. 12439)

**R. N. SARAF & CO.**  
**CHARTERED ACCOUNTANTS**  
2659/2, GURDWARA ROAD, KAROL BAGH  
NEW DELHI 110 005

**ANNEXURE A REFERRED TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF MINDA FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:-

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The fixed assets have been physically verified by the management at the year end. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
- (c) The company does not own an immovable property hence, particulars of title deed does not apply.
- (ii) The inventory held by the Company is not in the nature of, for re-sale, production or consumption, therefore, clause 3(ii) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- (iii) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the companies Act. Consequently, the requirement of clause 3(iii) (a), (b) and (c) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- (iv) The company does not have any loans, investments, guarantees and security referred to in section 185 and 186 of the companies act, 2013. Accordingly, paragraph 3(iv) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The nature of the Company's business is such that maintenance of cost records specified by the central Government under sub section (1) of section 148 of The Act , is not applicable.



- (vii) (a) According to the records, information and explanations provided to us, Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at March 31, 2016 for a period of more than six months from the date they became payable.
- (b) There is no amount in respect of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.



- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is registered under section 45-1A of the Reserve Bank of India Act 1934 vide certificate no.B-14-01357 dated 15.12.2001.

Place : New Delhi  
Date : 30<sup>th</sup> May, 2016



FOR R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
(Registration No. 002023N)

*R.N. Saraf*  
R.N. SARAF, F.C.A.  
(Membership No. 12439)



**R. N. SARAF & CO.**  
CHARTERED ACCOUNTANTS  
2659/2, GURDWARA ROAD, KAROL BAGH  
NEW DELHI 110 005

**“ANNEXURE B” TO THE AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF THE MINDA FINANCE LIMITED ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”).**

We have audited the internal financial controls over financial reporting of MINDA FINANCE LIMITED (“the Company”) as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

Our responsibility is to express an opinion on the effectiveness of 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, and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

Place : New Delhi  
Date : 30<sup>th</sup> May 2016



FOR R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
(Registration No. 002023N)

*R.N. Saraf*  
R.N. SARAF, F.C.A.  
(Membership No. 12439)

MINDA FINANCE LIMITED  
BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31 st	As at 31st
		March, 2016	March, 2015
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share capital	2	257,000,000	222,000,000
(b) Reserves and surplus	3	13,546,987	16,420,929
		<u>270,546,987</u>	<u>238,420,929</u>
<b>(2) Non Current liabilities</b>			
(a) Long term provisions	4	-	67,895
		-	<u>67,895</u>
<b>(3) Current liabilities</b>			
(a) Short-term borrowings	5	-	22,496,258
(b) Other current liabilities	6	344,293	403,838
(c) Short-term provisions	7	31,790	44,447
		<u>376,083</u>	<u>22,944,543</u>
<b>TOTAL</b>		<u><b>270,923,070</b></u>	<u><b>261,433,367</b></u>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	8A	20,791	15,321
(ii) Intangible assets	8B	-	-
(b) Non Current investments	9	267,192,422	253,269,922
(c) Deferred tax assets (net)	10	904,500	817,500
(d) Long-term loans and advances	11	5,000	5,000
		<u>268,122,713</u>	<u>254,107,743</u>
<b>(2) Current assets</b>			
(a) Inventories	12	1,454	1,454
(b) Trade receivable	13	-	877,640
(c) Cash and cash equivalents	14	2,195,918	1,211,222
(d) Short-term loans and advances	15	595,616	5,231,424
(e) Other current assets	16	7,369	3,884
		<u>2,800,357</u>	<u>7,325,624</u>
<b>TOTAL</b>		<u><b>270,923,070</b></u>	<u><b>261,433,367</b></u>

See accompanying notes to the financial statements

In terms of our report attached

For R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
Registration Number: 002023N

R.N.SARAF, F.C.A.  
Membership No. 12439

2659/2 Gurdwara Road,  
Karol Bagh New Delhi 110005

Place : New Delhi  
Date : 30th May, 2016



For and on behalf of Board of Directors

PRAMOD KUMAR GANJ  
WHOLE TIME DIRECTOR  
DIN : 00008042

SHASHI SHANKAR MALVIYA  
CHIEF FINANCIAL OFFICER

ANAND KUMAR MINDA  
DIRECTOR  
DIN : 00807964

DIHRAJ ARORAA  
COMPANY SECRETARY

MINDA FINANCE LIMITED  
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	Year ended 31st	Year ended 31st
		March, 2016	March, 2015
		₹	₹
Revenue from operations	17	1,120,687	2,713,661
Other income	18	1,624,060	3,232,680
<b>Total Revenue</b>		<b>2,744,747</b>	<b>5,946,341</b>
<b>Expenses</b>			
Employee benefits expense	19	1,172,644	1,536,946
Finance costs	20	24,803	1,255,039
Depreciation and amortization expense	21	10,280	84,902
Other expenses	22	1,349,175	2,039,516
<b>Total expenses</b>		<b>2,556,902</b>	<b>4,916,403</b>
Profit before exceptional and extraordinary items and tax		187,845	1,029,938
Preliminary Expenses		2,970,000	-
Profit/(Loss) before tax		(2,782,155)	1,029,938
Tax expense:			
Current tax		-	210,000
Earlier years		178,787	36,878
Deferred tax Liability/ (Asset)		(87,000)	100,000
<b>Profit/(Loss) for the year</b>		<b>(2,873,942)</b>	<b>683,060</b>
Earnings per equity share:			
(1) Basic		(1.44)	0.34
(2) Diluted		(1.44)	0.34

See accompanying notes to the financial statements

In terms of our report attached

For R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
Registration Number: 002023N

*R.N. Saraf*  
R.N.SARAF, F.C.A.  
Membership No. 12439

2659/2 Gurdwara Road,  
Karol Bagh New Delhi 110005

Place: New Delhi  
Date: 30th May, 2016



For and on behalf of Board of Directors

*Pramod Kumar Sarg*  
PRAMOD KUMAR SARG  
WHOLE TIME DIRECTOR  
DIN : 00008042

*Anand Kumar Minda*  
ANAND KUMAR MINDA  
DIRECTOR  
DIN : 00007964

*Shashi Shankar Malviya*  
SHASHI SHANKAR MALVIYA  
CHIEF FINANCIAL OFFICER

*Dhiraj Arora*  
DHIRAJ ARORA  
COMPANY SECRETARY

MINDA FINANCE LIMITED  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

'₹ In lacs'

Particulars	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹	₹	₹	₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit/(loss) before taxation	(27.82)		10.30	
Adjustments for :-				
Depreciation and amortisation expense	0.10		0.85	
Interest expense	0.22		12.55	
Preliminary Expense/Share issue expenses	29.70		-	
Provision for standard assets	(0.08)		0.04	
Dividend income	(16.16)		(13.68)	
Operating profit before working capital changes	(14.04)		10.06	
Movement in working capital :-				
Decrease/(Increase) in trade receivable	8.78		(8.78)	
Decrease/(Increase) in loans and advances	46.87		171.01	
Decrease/(Increase) in other current assets/non current assets	(0.03)		0.05	
(Decrease)/increase in current liabilities/non current Liabilities	(1.32)		1.57	
Net Cash used in operating activities	40.25		173.91	
Less: Taxes Paid	(2.30)	37.95	(0.86)	173.05
		37.95		173.05
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets	(0.16)		-	
Purchase of investments	(139.23)		(346.10)	
Dividend received	16.16	(123.22)	13.68	(332.50)
Net cash from/(used In) investing activities		(123.22)		(332.50)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Issue of shares	350		-	
Interest paid	(0)		(12.55)	
Preliminary Expense/Share issue expenses	(30)		-	
(Decrease )/Increase in borrowings (net)	(225)		111.23	
		95.12		98.68
Net cash from financing activities		95.12		98.68
(A+B+C)		9.85		(60.77)
Cash and cash equivalents as at the beginning of the year		12.11		72.80
Cash and cash equivalents as at the end of the year		21.96		12.11
		9.85		(60.77)
Note:				
Cash and cash equivalents include:				
Cash		1.18		0.43
Balance with scheduled banks :				
in Current accounts (net)		20.40		11.29
in Fixed deposit accounts (Others)		0.39		0.39
Cash and Cash equivalents		21.96		12.11

In terms of our report attached

For R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
Registration Number: 002023N

R.N.SARAF, F.C.A.  
Membership No. 12439

2659/2 Gurdwara Road,  
Karol Bagh New Delhi 110005

Place : New Delhi  
Date : 30th May, 2016



For and on behalf of Board of Directors

PRAMOD KUMAR GARG  
WHOLE TIME DIRECTOR  
DIN : 00008042

ANAND KUMAR MINDA  
DIRECTOR  
DIN : 00007964

SHASHI SHANKAR MALVIYA  
CHIEF FINANCIAL OFFICER

DHIRAJ ARORAA  
COMPANY SECRETARY

MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

NOTE :- 1 ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

1. **Background**

Minda Finance Limited (the Company) was incorporated under the provision of Companies Act, 1956 and registered with Reserve Bank of India, Department of Non- Banking Supervision, Regional Office, Delhi vide Certificate no.B-14-01357 dated 15.12.2001. The Company is engaged in the business of Lease, Finance and Investments.

2. **Basis of Preparation**

The Financial Statements are prepared under the historical cost convention, in accordance with the generally accepted accounting principles, accounting standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of The Companies (Accounts) Rules 2014 and the relevant provision thereof. All income and expenditure having a material bearing in the Financial Statements are recognized on accrual basis.

3. **Significant Accounting Policies**

3.1 **Use of Estimates**

The preparation of Financial Statement requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of Financial Statement and the reported amount of revenue and expenses during the reported period. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized.

3.2 **Revenue recognition**

- (a) The Company prepares its accounts on accrual basis, in accordance with normally accepted accounting principles.
- (b) Lease rentals and finance charges on hire purchase transaction are accounted for on accrual basis. If there are any uncertainties in realization, the same are not accounted for.
- (c) Income on Bills of exchange discounted during the year is accounted for on accrual basis.
- (d) Dividend income is recognized when the right to receive the same is established.
- (e) Profit/ Loss on sale of investments is accounted for on the trade dates.

3.3 **Fixed Assets.**

- (a) Fixed assets are stated at cost of acquisition inclusive of duties, taxes, incidental expenses, erection/ commissioning expenses etc. upto the date the assets are put to use less accumulated depreciation/amortization.



**MINDA FINANCE LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**3.4 Investments.**

- (a) Investments intended to be held for a period of more than one year are classified as non current investments.
- (b) Non current investments are valued at cost. Provision for permanent diminution in the value non current investments, if any, is based on perception of the management of the Company.

**3.5 Inventories**

- (a) Shares have been valued at cost or market value, whichever is lower.
- (b) Stock on hire is shown at agreement values and unmatured finance charges.
- (c) Stock on hire under hire purchase includes advances paid/deposit made on behalf of hire purchaser.

**3.6 Depreciation/Amortization**

Depreciation on fixed assets is provided over the useful life of the tangible assets prescribed under Schedule II of Companies Act, 2013 is as under:

Furniture and Fixtures	10 years
Office Equipments	5 years
Computer Hardware	3 years

The cost of Intangible assets is amortized over a period of four years the estimated economic life of the assets.

**3.7 Contingent Liabilities**

- (a) Contingent liabilities are not provided for and are disclosed by way of notes to accounts.

**3.8 Retirement Benefits**

- (a) Provisions for gratuity and leave encashment benefit have been made on the basis of own valuation.

**3.9 Taxation**

- (a) The provision for income tax is based on the assessable profit as computed in accordance with the Income Tax Act, 1961/ Rules, 1962.
- (b) Deferred tax is recognized subject to consideration, of prudence on timing differences, being the difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 2

SHARE CAPITAL	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
<b>Authorized</b>				
Equity Shares of ₹ 10 each	2,000,000	20,000,000	2,000,000	20,000,000
3% Non cumulative redeemable preference shares of ₹ 400 each	1,450,000	580,000,000	625,000	250,000,000
<b>TOTAL</b>		<u>600,000,000</u>		<u>270,000,000</u>
<b>Issued, subscribed and paid up</b>				
Equity Shares of ₹ 10 each	2,000,000	20,000,000	2,000,000	20,000,000
3% Non cumulative redeemable preference shares of ₹ 400 each	592,500	237,000,000	505,000	202,000,000
<b>TOTAL</b>		<u>257,000,000</u>		<u>222,000,000</u>

Refer Notes (i) to (iii) below

(i) Reconciliation of share capital outstanding as at the beginning and at the end of the year

a) Equity shares

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
Balance at the beginning of the year	2,000,000	20,000,000	2,000,000	20,000,000
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	<u>2,000,000</u>	<u>20,000,000</u>	<u>2,000,000</u>	<u>20,000,000</u>

b) 3% Non cumulative redeemable preference shares

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
Balance at the beginning of the year	505,000	202,000,000	505,000	202,000,000
Add: Shares issued during the year	87,500	35,000,000	-	-
Balance at the end of the year	<u>592,500</u>	<u>237,000,000</u>	<u>505,000</u>	<u>202,000,000</u>

(ii) Details of shares held by each shareholder holding more than 5 percent shares:

Class of shares / Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	Percentage of holding in that class of shares	Number of shares held	Percentage of holding in that class of shares
<b>Equity shares</b>				
Minda Investments Limited	368,840	18.45	368,840	18.45
Nirmal Kumar Minda	198,800	9.94	198,800	9.94
Pioneer Finest Limited	198,000	9.90	198,000	9.90
Singhal Fincap Limited	199,000	9.95	199,000	9.95
Suman Minda	186,280	9.31	186,280	9.31
<b>Preference shares</b>				
Minda Investments Limited	387,500	65.40	300,000	59.40
Nirmal Kumar Minda	40,000	6.75	40,000	7.82
Pallak Minda	37,500	6.33	37,500	7.43
Pioneer Finest Limited	75,000	12.66	75,000	14.85
Singhal Fincap Limited	31,250	5.27	31,250	6.19

(iii) Terms/rights attached is set out below

Each holder of equity shares is entitled to one vote per share.

375000 3% Non cumulative redeemable preference share of ₹ 400 each allotted during the financial year 2011-12, 130000 allotted during the financial year 2013-14 and 87500 allotted during the financial year 2015-16 are redeemable at par at the expiry of 20 (twenty) years from the date of allotment. However, Board shall have an option to redeem the same on or before 20 (twenty) years from the date of allotment keeping in view the ability of the profitability/surplus funds.





MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 3	RESERVES AND SURPLUS	As at 31st	As at 31st
		March, 2016	March, 2015
		₹	₹
	Statutory Reserve under RBI Act		
	Opening balance	4,744,000	4,607,000
	Add: Transferred from statement of profit and loss	-	137,000
	Closing balance	4,744,000	4,744,000
	General Reserve		
	Opening balance	10,290,000	10,290,000
	Closing balance	10,290,000	10,290,000
	Surplus in statement of profit and loss		
	Opening balance	1,386,929	840,869
	Add: Profit (Loss) for the year	(2,873,942)	683,060
		(1,487,013)	1,523,929
	Less: Statutory Reserve Under RBI Act	-	137,000
	Closing balance	(1,487,013)	1,386,929
	Total	13,546,987	16,420,929
Note 4	LONG TERM PROVISIONS		
	Provision for employee benefits		
	Gratuity	-	67,895
	Total	-	67,895
Note 5	SHORT TERM BORROWINGS		
	Unsecured		
	Loan from other than bank	-	22,496,258
	Total	-	22,496,258
Note 6	OTHER CURRENT LIABILITIES		
	Expenses payable	261,996	255,900
	Tax deducted at Source	82,197	147,938
	Provident fund payable	100	
	Total	344,293	403,838
Note 7	SHORT TERM PROVISIONS		
	Contingent Provision for Standard Assets	-	7,900
	Provision for employee benefits		
	Gratuity	31,790	22,295
	Leave encasement	-	14,252
	Total	31,790	44,447



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 3 FIXED ASSETS

A	Tangible	Gross Block			Depreciations/Amortisation			Net Block		In (₹)
		As at 1st April 2015	Additions during the year	Disposals/Transfer during the year	As at 31st March 2016	As at 1st April 2015	For the year	Eliminated on disposal/ transfer of assets during the year	As at 31st March 2016	
1	Furniture and Fixtures	19,475	-	9,125	10,350	14,238	744	9,125	4,857	5,257
2	Office Equipments	58,627	-	20,427	58,200	53,200	1,759	20,427	34,532	5,427
3	Computer Hardware	126,800	15,750	104,100	38,450	121,143	7,777	104,100	12,630	4,657
	Total	204,902	15,750	133,652	87,000	188,581	10,280	133,652	66,209	20,791
	Total Previous Year	390,103	-	183,201	204,902	305,172	69,910	183,201	189,581	15,521

B	Intangible	Gross Block		In (₹)
		As at 1st April 2015	As at 31st March 2016	
1	Computer Software	-	-	-
	Total	-	-	-
	Total Previous Year	34,100	34,100	-



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 9 NON-CURRENT INVESTMENTS (AT COST)

	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
<b>QUOTED : TRADE INVESTMENTS</b>		
<b>Investment in Equity Shares:</b>		
<b>Investment in Others</b>		
248640 (Last year 248640) Equity Shares of Minda Industries Ltd. of ₹ 10 each fully paid up (Includes 137640 Bonus shares)	1,039,575	1,039,575
(A)	<u>1,039,575</u>	<u>1,039,575</u>
<b>UNQUOTED : TRADE INVESTMENTS</b>		
<b>Investment in Equity Shares:</b>		
<b>Investment in Subsidiary Company</b>		
3406950 (Last year 3406950) Equity Shares in Bar Investments and Finance (P) Ltd. of ₹ 10 each fully paid up	9,051,069	9,051,069
<b>Investment in Others</b>		
2058150 (Last Year 1565900) Equity Shares of Minda Nabtesco Automotive Private Limited of ₹ 10 each fully paid up	20,581,500	15,659,000
1250000 (Last year 1250000) Equity Share of MI Torica India Private Limited of ₹ 10 each fully paid up	12,518,750	12,518,750
22500000 (Last year 22500000) Equity Shares of Tokai Rika Minda India Private Limited of ₹ 10 each fully paid up	157,953,750	157,953,750
4620500 (Last year 4620500) Equity Shares of Minda Nexgen Tech Limited of ₹ 10 each fully paid up	4,632,054	4,632,054
908000 (Last year 908000) Equity Shares of Minda Investments Limited Limited of ₹ 10 each fully paid up	3,686,694	3,686,694
1195000 (Last year 295000) Equity shares of Minda Iconnect Private Limited of ₹ 10 each fully paid up	11,950,000	2,950,000
92450 (Last year 92450) Equity Shares of Minda International Limited of ₹ 10 each fully paid up	2,502,390	2,502,390
206400 (Last year 206400) Equity Shares of Shree Aumji Infrastructure and Projects Private Limited of ₹ 10 each fully paid up	2,069,160	2,069,160
(B)	<u>224,945,367</u>	<u>211,022,867</u>
<b>Investment in Preference Shares:</b>		
<b>Investment in Others</b>		
200000 (Last year 200000) 3% Non Cumulative Redeemable Preference Share of Minda Investment Limited of ₹ 100 each fully paid up	20,000,000	20,000,000
1500000 (Last year 1500000) 8% Non Cumulative Redeemable Preference Shares of MJ Casting Limited of ₹ 10 each fully paid up	15,000,000	15,000,000
619200 (Last year 619200) 1% Non Cumulative Redeemable Preference Shares of Shree Aumji Infrastructure and Projects Private Limited of ₹ 10 each fully paid up	6,207,480	6,207,480
(C)	<u>41,207,480</u>	<u>41,207,480</u>
Total (A+B+C)	<u>267,192,422</u>	<u>253,269,922</u>
Market value of quoted Investment	248,764,320	141,873,984

Note 10 DEFERRED TAX ASSETS (Net)

Difference between book depreciation and tax depreciation	894,800	791,500
Provision for gratuity and leave encashment	9,700	26,000
Total	<u>904,500</u>	<u>817,500</u>



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note	Description	As at 31st	As at 31st
		March, 2016	March, 2015
		₹	₹
<b>Note 11</b>	<b>LONG TERM LOANS AND ADVANCES</b>		
	(Unsecured, Considered good)		
	Security Deposit	5,000	5,000
	<b>Total</b>	<b>5,000</b>	<b>5,000</b>
<b>Note 12</b>	<b>INVENTORIES</b>		
	(As taken valued and certified by the management )		
	Stock in Shares	1,454	1,454
	<b>Total</b>	<b>1,454</b>	<b>1,454</b>
<b>Note 13</b>	<b>TRADE RECEIVABLES</b>		
	(Unsecured, Considered good)		
	Other trade Receivables	-	877,640
	<b>Total</b>	<b>-</b>	<b>877,640</b>
<b>Note 14</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	Balance with banks		
	On current accounts	2,039,528	1,128,762
	Deposit with original maturity of more than 12 months '@	-	38,714
	Deposit with original maturity of less than 3 months '@	38,714	-
	Cash on hand	106,926	32,996
	Silver coins@@	10,750	10,750
	<b>Total</b>	<b>2,195,918</b>	<b>1,211,222</b>
	@ Fixed deposits with bank is under lien of Bank for guarantee provided @@@ 91 in number (Last year 91)		
<b>Note 15</b>	<b>SHORT TERM LOANS AND ADVANCES</b>		
	(Unsecured, Considered good)		
	Interest bearing loan	-	3,161,391
	Other Receivable	-	1,500,000
	Income Tax Refund Due	-	25,755
	Income tax( Net of Provision)	595,616	544,278
	<b>Total</b>	<b>595,616</b>	<b>5,231,424</b>
<b>Note 16</b>	<b>OTHER CURRENT ASSETS</b>		
	Accrued interest on deposits with bank	7,369	3,884
	<b>Total</b>	<b>7,369</b>	<b>3,884</b>



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 17 REVENUE FROM OPERATIONS	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹	₹
Interest on		
Deposits with Bank	34,828	610,179
Loan	193,858	943,476
Other	-	238,440
Income tax refund	17,001	7,730
Other financial services		
Bill discounting	-	38,836
Commission	875,000	875,000
<b>Total</b>	<b>1,120,687</b>	<b>2,713,661</b>
<b>Note 18 OTHER INCOME</b>		
Dividend		
On non current investments	1,616,160	1,367,520
Financial assistance	-	1,865,160
Excess Provision for Standard Asset Written back	7,900	-
<b>Total</b>	<b>1,624,060</b>	<b>3,232,680</b>
<b>Note 19 EMPLOYEE BENEFIT EXPENSE</b>		
Salaries and Allowances	1,070,701	1,432,025
Contribution to provident fund and other fund	34,062	37,828
Gratuity	31,790	22,295
Staff welfare expenses	36,091	44,798
<b>Total</b>	<b>1,172,644</b>	<b>1,536,946</b>
<b>Note 20 FINANCE COSTS</b>		
Interest on loan	22,131	1,254,899
Bank charges	2,672	140
<b>Total</b>	<b>24,803</b>	<b>1,255,039</b>



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 21 DEPRECIATION AND AMORTIZATION EXPENSE

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹	₹
Depreciation on tangible assets Note 8.A	10,280	69,610
Amortization on intangible assets Note 8.B	-	15,292
<b>Total</b>	<b>10,280</b>	<b>84,902</b>

Note 22 OTHER EXPENSES

Repair-other	3,250	17,233
Printing and stationery	4,635	8,791
Legal and professional charges	514,737	574,895
Auditors remuneration	286,250	280,900
-Audit fee	74,350	70,225
-For Income tax	4,214	65,882
Filing Fee	250,800	578,654
Listing Fee	48,540	43,030
Communication	42,042	264,494
Travelling and conveyence	120,357	131,112
General expenses	-	4,300
Contingent Provision for standard assets	-	-
<b>Total</b>	<b>1,349,175</b>	<b>2,039,516</b>



**MINDA FINANCE LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**NOTE :- 23 NOTES TO FINANCIAL STATEMENTS**

1. Fixed Deposit Receipt amounting to Rs. 38,714 is held as security by Punjab & Sind Bank for guarantee given by it in favour of Sales Tax Department, NOIDA .
2. The Company is engaged in non - banking finance activities and there are no separate reportable segment as per Accounting Standard-17 "Segment Reporting "

**3. Managerial Remuneration – Mr. Pramod Kumar Garg**

- Salary	503640
- House Rent Allowance	302160
- Other Allowances	19200

Excluding value of perquisites of telephone, car and reimbursement of expenses on conveyance, refreshment, professional pursuit, membership fee, uniform and books and periodicals.  
Exclusive of provision for future liabilities in respect of gratuity and leave encashment.

3. Related party disclosures as required under Accounting Standard- 18 on "Related Party Disclosures" are given below:-

**(a) Relationship**

- |   |   |
|---|---|
| (i) Holding Company   | : Nil   |
| (ii) Subsidiary Company   | : 1.Bar Investments and Finance Private Limited   |
| (iii) Key Management Personnel  | : 1.Pramod Kumar Garg<br>: 2. Dhiraj Aroraa   |
| (iv) Other entities over which key management personnel is able to exercise significant influence | : 1. Minda Industries Limited<br>: 2. Minda Investments Limited<br>: 3. Minda International Limited |



MINDA FINANCE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

b) The following transactions were carried out with related parties in the ordinary course of business

Nature of transaction	This year	Last year
	₹	₹
<b>Remuneration to Key Management Personnel</b>		
1. Dhiraj Arora		
- Salary and Allowances	245701	442580
<b>Enterprises in which directors/their relatives having significant influence or having key managerial person in common.</b>		
1. Minda Industries Limited		
- Dividend Received	1616160	1367520
2. Minda Investments Limited		
- Loan taken during the year	NIL	7500000
- Interest Paid/Payable on Loan Received	NIL	147945
- Credit Balance outstanding in respect of Loan received at the end of the year	NIL	NIL

The above amount does not include the amount of remuneration paid to Mr. Pramod Kumar Garg Whole Time Director which has been disclosed separately.

4 Basic/ diluted earning per share has been calculated by dividing the net profit after taxation for the year as per the accounts, which is attributable to Equity Shareholders by 2000000 as per Accounting Standard-20 "Earning Per Share" being the weighted average number of Equity shares outstanding during the year.

5 The Company has recognized the cumulative net deferred tax assets in accordance with the Accounting Standards-22.

6 Ministry of Micro and Small Enterprises has issued an Office Memorandum dated August 26<sup>th</sup>, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs' Memorandum number as allocated after filling of the Memorandum. Based of the information available with the management, there are no overdue outstanding to Micro and Small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006. Further the company has not received any claim for interest from any suppliers under the said Act.







**MINDA FINANCE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Amount outstanding as at 31 March 2016
<b>(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>	
(i) Lease assets including lease rentals under sundry debtors :	
(a) Financial lease	NIL
(b) Operating lease	NIL
(ii) Stock on hire including hire charges under sundry debtors :	
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL

**(4) Break-up of Investments :**

**Current Investments :**

**1. Quoted :**

(i) Shares :	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL

**2. Unquoted :**

(i) Shares :	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL



MINDA FINANCE LIMITED  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Amount outstanding as at 31 March 2016
<b><u>Long Term Investments :</u></b>	
<b>1. Quoted :</b>	
(i) Shares :	
(a) Equity	10.40
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
<b>2. Unquoted :</b>	
(i) Shares :	
(a) Equity	2249.45
(b) Preference	412.07
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL

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

Category	Secured	Unsecured	Total as At 31 <sup>st</sup> March 2016
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	NIL	NIL



MINDA FINANCE LIMITED  
 NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(6) Investor group –wise classification of all investments

(current and Long term) in shares and securities (both quoted and unquoted)

Category	Market Value /Break up or Fair value or NAV	Book Value (Net of Provision)
1.Related parties		
(a) Subsidiaries	90.51	90.51
(b) Companies in the same group	NIL	NIL
(c) Other related parties	2749.53	272.29
2.Other than related parties	2309.12	2309.12

(7) Other information

Particulars	Total as at 31 March 2016
(i) Gross Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(ii) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL



**MINDA FINANCE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

	This year ₹	Last year ₹
8 C. I. F Value of Imports	Nil	Nil
9 Expenditure in Foreign Currency	Nil	Nil
10 Remittance in Foreign Currency	Nil	Nil
11 Earning in Foreign Exchange	Nil	Nil
12 Previous year's figures have been regrouped / reclassified whenever necessary to correspond with the current year's classification / disclosure.		

In terms of our report attached

For and on behalf of Board of Directors

For R.N.SARAF & CO.  
 CHARTERED ACCOUNTANTS  
 Registration Number: 002023N

R.N. SARAF, F.C.A.  
 Membership No. 12439

2659/2 Gurdwara Road,  
 Karol Bagh New Delhi 110005

Place: New Delhi  
 Date : 30th May, 2016



*[Signature]*  
 PRAMOD KUMAR GARG  
 WHOLE TIME DIRECTOR  
 DIN : 00008042

*[Signature]*  
 ANAND KUMAR MINDA  
 DIRECTOR  
 DIN : 00007964

*[Signature]* SHASHI SHANKAR MALVIYA CHIEF FINANCIAL OFFICER  
*[Signature]* DHIRAJ ARORAA COMPANY SECRETARY

**R. N. SARAF & CO.**  
**CHARTERED ACCOUNTANTS**  
2659/2, Gurdwara Road,  
Karol Bagh, New Delhi-110 005.

**AUDITORS' REPORT TO THE MEMBERS OF MINDA FINANCE LIMITED**

We have audited the accompanying consolidated financial statements of Minda Finance Limited (herein after referred as the Holding Company) and its subsidiary Bar Investment and Finance Private Limited (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information . (hereinafter referred to as the consolidated financial statements).

The Holding company's Board of Directors are responsible for preparation of these consolidated financial statements in terms of the requirements of the Companies Act,2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules ,2014. 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 the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by Directors of the Holding company, as aforesaid.

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report under the provisions of The Act and The Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncement issued by The Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditor on separate financial statement of subsidiary, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2016, and their consolidated profit and consolidated cash flow for the year ended on that date.

As required by Section 143(3) of the Act based on our audit and on the consideration of report of other auditor on separate financial statement of the subsidiary, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- c) 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 relevant books of account maintained for the purpose of the preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding company as on March 31, 2016 taken on record by the Board of Directors of the Holding company and of subsidiary company, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act.



- f) with respect to the adequacy of the internal financial controls over financial reporting of the Holding company and subsidiary company and the operating effectiveness of such controls, refer to our separate report in "Annexure"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements and also the other financial information of subsidiary company :
- i. There were no pending litigations which would impact the consolidated financial position of the Group.
  - ii. The Group did not have any material foreseeable losses on long term contracts including derivatives contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

PLACE : NEW DEHI  
DATE : 30<sup>th</sup> May 2016



For R. N. SARAF & CO.  
CHARTERED ACCOUNTANTS.  
Registration No. 002023N

*R. N. SARAF*  
R. N. SARAF, F.C.A.  
Membership No. 12439



**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MINDA FINANCE LIMITED**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of Minda Finance Limited (hereinafter referred to as "the Holding Company") and its subsidiary Bar Investment and Finance Private Limited (the Holding Company and its subsidiary together referred to as "the Group") as of that date.

The respective Board of Directors of the Holding company and its subsidiary company 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 control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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") issued by the ICAI 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 issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

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 insofar as it relates to subsidiary company is based on the corresponding reports of the auditor of such company incorporated in India.

**FOR R.N.SARAF & CO.**  
**CHARTERED ACCOUNTANTS**  
(Registration No. 002023N)



*R.N. Saraf*

**R.N. SARAF, F.C.A.**  
(Membership No. 12439)

Place : New Delhi  
Date : 30<sup>th</sup> May 2016

MINDA FINANCE LIMITED  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31 st March, 2016	As at 31st March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share capital	1	418,600,000	222,000,000
(b) Reserves and surplus	2	282,608,582	279,517,346
		<u>701,208,582</u>	<u>501,517,346</u>
<b>(2) Non Current liabilities</b>			
(a) Long term borrowing	3	21,134,630	84,360,424
(b) Long term provisions	4	560,843	477,940
		<u>21,695,473</u>	<u>84,838,364</u>
<b>(3) Current liabilities</b>			
(a) Short-term borrowings	5		22,496,258
(b) Other current liabilities	6	465,100	1,044,795
(c) Short-term provisions	7	31,790	44,447
		<u>496,890</u>	<u>23,585,500</u>
<b>TOTAL</b>		<u><b>723,400,945</b></u>	<u><b>609,941,210</b></u>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets:</b>			
(i) Tangible assets	8	20,791	18,177
(b) Non Current investments	9	466,192,425	431,898,906
(c) Deferred tax assets (net)	10	904,525	816,675
(d) Long-term loans and advances	11	203,842,554	164,023,129
		<u>670,960,295</u>	<u>596,756,887</u>
<b>(2) Current assets</b>			
(a) Inventories	12	1,454	1,454
(b) Trade receivable	13	-	877,640
(c) Cash and cash equivalents	14	51,773,679	7,130,453
(d) Short-term loans and advances	15	326,492	5,170,892
(e) Other current assets	16	339,026	3,884
		<u>52,440,651</u>	<u>13,184,323</u>
<b>TOTAL</b>		<u><b>723,400,946</b></u>	<u><b>609,941,210</b></u>

See accompanying notes to the financial statements

In terms of our report attached

For R.N.SARAF & CO.  
CHARTERED ACCOUNTANTS  
Registration Number: 002023N

R.N.SARAF, F.C.A.  
Membership No. 12439

2659/2 Gurdwara Road,  
Karol Bagh New Delhi 110005

Place: New Delhi  
Date: 30th May, 2016

For and on behalf of Board of Directors



PRAMOD KUMAR SARG  
WHOLE TIME DIRECTOR  
DIN : 00008042

ANAND KUMAR MINDA  
DIRECTOR  
DIN : 00007964

SHASHI SHANKAR MALVIYA  
CHIEF FINANCIAL OFFICER

DHIRAJ ARORAA  
COMPANY SECRETARY

**MINDA FINANCE LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Note No.	TOTAL	
		Year ended 31st March, 2016	Year ended 31st March, 2015
₹			
Revenue from operations:	17	19,094,681	18,838,371
Other income	18	1,616,160	3,232,680
<b>Total Revenue</b>		<b>20,710,841</b>	<b>22,071,051</b>
<b>Expenses</b>			
Employee benefits expense	19	1,287,292	2,367,426
Finance costs	20	4,508,941	8,546,996
Depreciation and amortization expense	21	13,136	87,758
Other expenses	22	2,719,698	2,398,689
<b>Total expenses</b>		<b>8,529,066</b>	<b>13,400,869</b>
Profit before exceptional and extraordinary items and tax		12,181,775	8,670,182
Preliminary Expenses		4,455,000	-
<b>Profit before tax</b>		<b>7,726,775</b>	<b>8,670,182</b>
Tax expense:			
Current tax		4,365,000	2,633,000
Earlier years		178,335	36,484
Deferred tax liability/ (Asset)		(87,850)	99,203
<b>Profit for the year</b>		<b>3,271,290</b>	<b>5,901,495</b>
Add: Share in profit of associates		-	180,053
		<b>3,271,290</b>	<b>6,081,548</b>
Earnings per equity share:			
(1) Basic		0.36	3.04
(2) Diluted		0.36	3.04

See accompanying notes to the financial statements

In terms of our report attached

For R.N.SARAF & CO.  
**CHARTERED ACCOUNTANTS**  
 Registration Number: 002023N


  
 R.N.SARAF, F.C.A.  
 Membership No. 12439

2659/2 Gurdwara Road,  
 Karol Bagh New Delhi 110005

Place: New Delhi  
 Date: 30th May, 2016



For and on behalf of Board of Directors

  
 PRAMOD KUMAR GARG  
 WHOLE TIME DIRECTOR  
 DIN : 00008042

  
 SHASHI SHANKAR MALVIYA  
 CHIEF FINANCIAL OFFICER

  
 ANAND KUMAR MINO  
 DIRECTOR  
 DIN : 00007964

  
 DHIRAJ ARORAA  
 COMPANY SECRETAR

**MINDA FINANCE LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016**

(₹ in Lacs)

	FOR THE YEAR ENDED 31.03.2016		FOR THE YEAR ENDED 31.03.2015	
	₹			₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit/(Loss) before taxation	77.27		86.70	
Adjustments for :-				
Depreciation and amortisation expense	0.13		0.88	
Interest expense	45.09		85.47	
Provision for standard assets	1.43		0.31	
Dividend Income	(16.16)		(13.68)	
Operating profit before working capital changes	107.76		159.68	
Movement in working capital :-				
Decrease/(Increase) in trade receivable	8.78		(8.78)	
Decrease/(Increase) in loans and advances	(351.32)		61.17	
Decrease/(Increase) in other current assets/non current assets	(3.35)		0.05	
(Decrease)/increase in current liabilities	(6.52)		7.31	
Not Cash used in operating activities	(244.66)		219.43	
Less: Taxes Paid	(43.86)	(288.52)	(37.52)	181.91
		(288.52)		181.91
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets	(0.16)		-	
Purchase of investments	(344.74)		(345.37)	
Dividend received	16.16	(328.73)	13.68	(331.69)
Not cash from/(used in) investing activities		(328.73)		(331.69)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of shares	1,966.00			
Interest paid	(45.09)		(85.47)	
Increase in borrowings (net)	(857.22)		(87.11)	
Not cash from financing activities		1,063.69		(172.58)
<b>D. Not Increase/(decrease) in cash and cash equivalents</b>		1,063.69		(172.58)
		446.43		(322.36)
Cash and cash equivalents as at the beginning of the year		71.30		393.66
Cash and cash equivalents as at the end of the year		517.74		71.30
		446.43		(322.36)
<b>Note:</b>				
Cash and cash equivalents include:				
Cash		1.65		0.98
Balance with scheduled banks :				
in Current accounts (net)		230.80		69.93
in Fixed deposit accounts (Others)		285.39		0.39
Cash and Cash equivalents		517.74		71.30

In terms of our report attached

For R.N.SARAF & CO.  
 CHARTERED ACCOUNTANTS  
 Registration Number: 002023N

*R.N. Saraf*  
 R.N.SARAF, F.C.A.  
 Membership No. 12439

2659/2 Gurdwara Road,  
 Karol Bagh New Delhi 110005

Place: New Delhi  
 Date : 30th May 2016



For and on behalf of Board of Directors

*Pranav Kumar Garg*  
 PRAMOD KUMAR GARG  
 WHOLE TIME DIRECTOR  
 DIN : 00008042

*Shashi Shankar Malviya*  
 SHASHI SHANKAR MALVIYA  
 CHIEF FINANCIAL OFFICER

*Anand Kumar Minda*  
 ANAND KUMAR MINDA  
 DIRECTOR  
 DIN : 00007964

*Dhiraj Arora*  
 DHIRAJ ARORAA  
 COMPANY SECRETARY

MINDA FINANCE LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 1

SHARE CAPITAL	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
<b>Authorized</b>				
Equity Shares of ₹ 10 each	2,000,000	20,000,000	2,000,000	20,000,000
3% Non cumulative redeemable preference shares of ₹ 400 each	1,450,000	580,000,000	625,000	250,000,000
3% Non cumulative redeemable preference shares of ₹ 100 each	1,650,000	165,000,000	-	-
<b>TOTAL</b>		<b>765,000,000</b>		<b>270,000,000</b>
<b>Issued, subscribed and paid up</b>				
Equity Shares of ₹ 10 each	2,000,000	20,000,000	2,000,000	20,000,000
3% Non cumulative redeemable preference shares of ₹ 400 each	592,500	237,000,000	505,000	202,000,000
3% Non cumulative redeemable preference shares of ₹ 100 each	1,616,000	161,600,000	-	-
<b>TOTAL</b>		<b>418,600,000</b>		<b>222,000,000</b>

Refer Notes (i) to (iii) below

(i) Reconciliation of share capital outstanding as at the beginning and at the end of the year

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
Balance at the beginning of the year	2,000,000	20,000,000	2,000,000	20,000,000
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	2,000,000	20,000,000	2,000,000	20,000,000

b) 3% Non cumulative redeemable preference shares of ₹400/- each

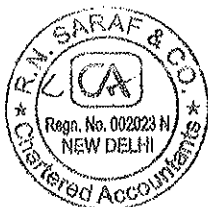
Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
Balance at the beginning of the year	505,000	202,000,000	505,000	202,000,000
Add: Shares issued during the year	87,500	35,000,000	-	-
Balance at the end of the year	592,500	237,000,000	505,000	202,000,000

c) 3% Non cumulative redeemable preference shares of ₹100/- each

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	shares	₹
Balance at the beginning of the year	1,616,000	161,600,000	-	-
Add : Issued during the year	-	-	-	-
Balance at the end of the year	1,616,000	161,600,000	-	-

(ii) Details of shares held by each shareholder holding more than 5 percent shares:

Class of shares / Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	Percentage of holding in that class of shares	Number of shares held	Percentage of holding in that class of shares
<b>a) Equity shares</b>				
Minda Investments Limited	368,940	18.45	368,940	18.45
Niraj Kumar Minda	188,800	9.94	188,800	9.94
Pioneer Finest Limited	198,000	9.90	188,000	9.90
Singhal Fincap Limited	199,000	9.95	188,000	9.95
Suman Minda	188,280	9.31	186,280	9.31



b) 3% Non cumulative redeemable preference shares of ₹400/ each				
Minda Investments Limited	387,500	65.40	300,000	59.40
Nirajal Kumar Minda	40,000	6.75	40,000	7.02
Pallak Minda	37,500	6.33	37,500	7.43
Pioneer Finest Limited	75,000	12.66	75,000	14.85
Singhal Fincap Limited	31,250	5.27	31,250	6.19
c) 3% Non cumulative redeemable preference shares of ₹100/ each				
Crilcare Marketing Private Limited	563,000	34.84	-	-
Zivani Barter Private Limited	1,053,000	65.16	-	-

(iii) Terms/rights attached is set out below

Each holder of equity shares is entitled to one vote per share.

375000 3% Non cumulative redeemable preference share of ₹ 400 each allotted during the financial year 2011-12, 130000 allotted during the financial year 2013-14 and 87500 allotted during the financial year 2015-16 are redeemable at par at the expiry of 20 (twenty) years from the date of allotment. However, Board shall have an option to redeem the same on or before 20 (twenty) years from the date of allotment keeping in view the ability of the profitability/surplus funds.

1616000 3% Non cumulative redeemable preference share of ₹ 100 each allotted during the financial year 2015-16, are redeemable at par at the expiry of 20 (twenty) years from the date of allotment. However, Board shall have an option to redeem the same on or before 20 (twenty) years from the date of allotment keeping in view the ability of the profitability/surplus funds.



MINDA FINANCE LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 2	RESERVES AND SURPLUS	As at 31st	As at 31st
		March, 2016	March, 2015
		₹	₹
	Capital Reserve		
	Opening balance	25,018,431	25,018,431
	Closing balance	25,018,431	25,018,431
	Security Premium Account		
	Opening balance	220,110,500	220,110,500
	Closing balance	220,110,500	220,110,500
	Statutory Reserve under RBI Act		
	Opening balance	8,337,086	7,156,399
	Add: Transferred from statement of profit and loss	1,229,046	1,180,687
	Closing balance	9,566,132	8,337,086
	General Reserve		
	Opening balance	10,290,000	10,290,000
	Closing balance	10,290,000	10,290,000
	Surplus in statement of profit and loss		
	Opening balance	15,761,329	10,860,468
	Add: Profit (Loss) for the year	3,271,289	6,081,548
	Less: adjustment of investment	(180,053)	-
	Less: Transferred to Statutory Reserve as per RBI	(1,229,046)	(1,180,687)
	Closing balance	17,623,519	15,761,329
	<b>Total</b>	<b>282,608,582</b>	<b>279,517,346</b>
Note 3	LONG TERM BORROWINGS		
	Unsecured		
	Loan from other parties	21,134,630	84,360,424
	<b>Total</b>	<b>21,134,630</b>	<b>84,360,424</b>
Note 4	LONG TERM PROVISIONS		
	Contingency Provision against Standard Assets	560,843	410,045
	Provision for employee benefits		
	Gratuity	-	67,895
	<b>Total</b>	<b>560,843</b>	<b>477,940</b>
Note 5	SHORT TERM BORROWINGS		
	Unsecured		
	Loan from other than bank	-	22,496,258
	<b>Total</b>	<b>-</b>	<b>22,496,258</b>
Note 6	OTHER CURRENT LIABILITIES		
	Expenses payable	354,696	296,760
	Tax deducted at Source	110,304	748,035
	Provident fund payable	100	-
	<b>Total</b>	<b>465,100</b>	<b>1,044,795</b>
Note 7	SHORT TERM PROVISIONS		
	Contingent Provision for Standard Assets	-	7,900
	Provision for employee benefits		
	Gratuity	31,790	22,295
	Leave encashment	-	14,252
	<b>Total</b>	<b>31,790</b>	<b>44,447</b>





MINDA FINANCE LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 8 FIXED ASSETS

A	Tangible	Gross Block			Depreciation/Amortisation			Net Block			
		As at 1st April, 2015	Additions during the year	Disposals/Transfer during the year	As at 31st March, 2016	As at 1st April, 2015	For the year	Eliminated on disposal/ Transfer of assets during the year	As at 31st March, 2016	As at 31st March, 2015	
1	Furniture and Fixtures	19,475	-	9,125	10,550	14,238	744	9,125	5,857	4,493	5,237
2	Office Equipments	58,627	-	20,427	38,200	55,200	1,759	20,427	34,532	3,668	5,427
3	Computer Hardware	266,665	15,750	104,100	178,315	259,152	10,633	104,100	165,685	12,630	7,513
	Total	344,767	15,750	133,652	226,865	326,590	13,136	133,652	206,074	20,791	18,177
	Total Previous Year	329,968	-	185,201	344,767	459,323	72,466	185,201	326,590	18,177	90,643

B	Intangible	Gross Block		Depreciation/Amortisation		Net Block					
		As at 1st April, 2015	Additions during the year	Disposals/Transfer during the year	As at 31st March, 2016	As at 1st April, 2015	For the year	Eliminated on disposal/ Transfer of assets during the year	As at 31st March, 2016	As at 31st March, 2015	
1	Computer Software	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-
	Total Previous Year	34,100	-	34,100	-	18,808	15,292	54,100	-	-	-



MINDA FINANCE LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 9

NON-CURRENT INVESTMENTS (AT COST)

	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
<b>QUOTED : TRADE INVESTMENTS</b>		
<u>Investment in Equity Shares:</u>		
<b>Investment in Others</b>		
248640 (Last year 248640) Equity Shares of Minda Industries Ltd. of ₹ 10 each fully paid up (includes 137640 Bonus shares)	1,039,575	1,039,575
	<u>1,039,575</u>	<u>1,039,575</u>
<b>UNQUOTED : TRADE INVESTMENTS</b>		
<u>Investment in Equity Shares:</u>		
<b>Investment in Others</b>		
2058150 (Last Year 1565900) Equity Shares of Minda Mabtresco Automotive Private Limited of ₹ 10 each fully paid up	20,581,500	15,659,000
1250000 (Last year 1250000) Equity Share of MI Torica India Private Limited of ₹ 10 each fully paid up	12,518,750	12,518,750
22500000 (Last year 22500000) Equity Shares of Tokai Riko Minda India Private Limited of ₹ 10 each fully paid up	157,953,750	157,953,750
200000 (Last year 200000) Equity Shares of Man Rukmani Devi Auto Ltd of ₹ 10 each fully paid up	20,000,000	20,000,000
4620500 (Last year 4620500) Equity Shares of Minda Nexgen Tech Limited of ₹ 10 each fully paid up	4,632,054	4,812,107
1448000 (Last year 1448000) Equity Shares of Minda Investments Limited Limited of ₹ 10 each fully paid up	63,686,694	63,686,694
1195000 (Last year 295000) Equity shares of Minda Iconnect Private Limited of ₹ 10 each fully paid up	11,950,000	2,950,000
92450 (Last year 92450) Equity Shares of Minda International Limited of ₹ 10 each fully paid up	2,502,390	2,502,390
206400 (last year 206400) Equity Shares of Shree Aunjil Infrastructure and Projec Private Limited of ₹ 10 each fully paid up	2,069,160	2,069,160
200000 (Last year 200000) Equity Shares of Singlat Fincap Ltd of ₹ 10 each fully paid up	20,000,000	20,000,000
179823 (Last year Nil) Equity Shares of Pioneer Finest Ltd of ₹ 10 each fully paid up	20,551,072	-
	<u>336,445,370</u>	<u>302,151,851</u>
<u>Investment in Preference Shares:</u>		
<b>Investment in Others</b>		
200000 (Last year 200000) 1% Non Cumulative Redeemable Preference Share of Minda Investment Limited of ₹ 400 each fully paid up	80,000,000	80,000,000
275000 (Last year 275000) 3% Non Cumulative Redeemable Preference Share of Minda Investment Limited of ₹ 100 each fully paid up	27,500,000	27,500,000
1500000 (Last year 1500000) 8% Non Cumulative Redeemable Preference Shares of MJ Casting Limited of ₹ 10 each fully paid up	15,000,000	15,000,000
619200 (Last year 619200) 1% Non Cumulative Redeemable Preference Shares of Shree Aunjil Infrastructure and Projects Private limited of ₹ 10 each fully paid up	6,207,480	6,207,480
	<u>128,707,480</u>	<u>128,707,480</u>
<b>Total (A+B+C)</b>	<u>466,192,425</u>	<u>431,898,916</u>
Market value of quoted investment	248,764,320	141,873,984



MINDA FINANCE LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note	Description	As at 31st	As at 31st
		March, 2016	March, 2015
		₹	₹
<b>Note 10</b>	<b>DEFERRED TAX ASSETS (Net)</b>		
	Difference between book depreciation and tax depreciation	894,825	790,675
	Provision for gratuity and leave encashment	9,700	26,000
	<b>Total</b>	<b>904,525</b>	<b>816,675</b>
<b>Note 11</b>	<b>LONG TERM LOANS AND ADVANCES</b>		
	(Unsecured, Considered good)		
	Interest bearing loan @	203,837,554	164,018,129
	Security Deposit	5,000	5,000
	<b>Total</b>	<b>203,842,554</b>	<b>164,023,129</b>
	@ includes due from a related party - ASM Exim Limited	3,086,238	6,737,950
<b>Note 12</b>	<b>INVENTORIES</b>		
	(As taken valued and certified by the management) -		
	Stock in Shares	1,454	1,454
	<b>Total</b>	<b>1,454</b>	<b>1,454</b>
<b>Note 13</b>	<b>TRADE RECEIVABLES</b>		
	(Unsecured, Considered good)		
	Other trade Receivables	-	877,640
	<b>Total</b>	<b>-</b>	<b>877,640</b>
<b>Note 14</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	Balance with banks		
	On current accounts	23,080,038	6,993,492
	Deposit with original maturity of more than 12 months '@	-	38,714
	Deposit with original maturity of less than 3 months '@	28,538,714	-
	Cash on hand	144,177	87,497
	Silver coins @@	10,750	10,750
	<b>Total</b>	<b>51,773,679</b>	<b>7,130,453</b>
	@Fixed deposits with bank is under lien of Bank for guarantee provided @@ @ 91 in number (last year 91)		
<b>Note 15</b>	<b>SHORT TERM LOANS AND ADVANCES</b>		
	(Unsecured, Considered good)		
	Interest bearing loan	-	3,161,391
	Other Receivable	-	1,500,000
	Income Tax Refund Due	-	25,755
	Income tax (Net of Provision)	326,492	483,746
	<b>Total</b>	<b>326,492</b>	<b>5,170,892</b>
<b>Note 16</b>	<b>OTHER CURRENT ASSETS</b>		
	Accrued interest on deposits with bank	339,026	3,884
	<b>Total</b>	<b>339,026</b>	<b>3,884</b>



MINDA FINANCE LIMITED  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST  
 MARCH, 2016

Note 17 REVENUE FROM OPERATIONS

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹	
Interest on		
Deposits with Bank	1,350,510	624,476
Loan	16,852,170	17,053,889
Other	-	238,440
Income tax refund	17,001	7,730
Other financial services		
Bill discounting	-	38,836
Commission	875,000	875,000
<b>Total</b>	<b>19,094,681</b>	<b>18,838,371</b>

Note 18 OTHER INCOME

Dividend		
On non current investments	1,616,160	1,367,520
Financial assistance	-	1,865,160
<b>Total</b>	<b>1,616,160</b>	<b>3,232,680</b>

Note 19 EMPLOYEE BENEFIT EXPENSE

Salaries and Allowances	1,169,701	2,234,812
Contribution to provident fund and other fund	34,062	37,828
Gratuity	31,790	22,295
Staff welfare expenses	51,739	72,491
<b>Total</b>	<b>1,287,292</b>	<b>2,367,426</b>

Note 20 FINANCE COSTS

Interest on loan	4,506,160	8,546,856
Bank charges	2,781	140
<b>Total</b>	<b>4,508,941</b>	<b>8,546,996</b>



MINDA FINANCE LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST  
MARCH, 2016

Note 21 DEPRECIATION AND AMORTIZATION EXPENSE	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹	
Depreciation on tangible assets Note 8.A	13,136	72,466
Amortization on intangible assets Note 8.B	-	15,292
<b>Total</b>	<b>13,136</b>	<b>87,758</b>
Note 22 OTHER EXPENSES		
Repair-other	3,250	17,233
Printing and stationery	22,456	32,872
Legal and professional charges	517,237	581,835
Auditors remuneration		
-Audit fee	332,506	325,844
-For Income tax	163,759	70,225
Filing Fee	38,039	76,952
Listing Fee	250,800	578,654
Communication	51,862	65,172
Books and periodicals	1,815	3,212
Donation	1,000,000	-
Travelling and conveyance	55,816	288,523
General expenses	134,789	156,132
Contingent Provision for standard assets	142,898	31,345
Loss on sale of shares	-	600
Interest on late payment of Tax/TDS	4,470	170,090
<b>Total</b>	<b>2,719,698</b>	<b>2,398,689</b>



**MINDA FINANCE LIMITED**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

23. Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognising this purpose, the Company has disclosed only such notes from the individual financial statements, which fairly present the needed disclosures.
24. The accounting policy of the parent are best viewed in its independent financial statements, Note -1. Differences in accounting policies followed by the other entities consolidated have been reviewed and no adjustment have been made, since the impact of these differences is not significant.
25. Consolidated contingent liability is same as contingent liability of standalone Minda Finance Limited.
26. Consolidated related party transaction are same as related party transactions of standalone Minda Finance Limited except for the following transaction which are additional in consolidated financial statement -
- Loan to ASM Exim Limited ₹ 30.86 lakhs (previous year ₹ 67.38lakhs)
  - Interest received from ASM Exim Limited ₹ 3.87 lakhs (previous year ₹ 10.22lakhs)
27. The Company is engaged in Non banking Finance activities and there are no separate reportable segment as per Accounting Standard-17 "Segment Reporting"
28. The Company has recognized the cumulative net deferred tax assets in accordance with the Accounting Standards-22.
29. Disclosure in terms of Schedule III of the Companies Act, 2013

Particulars	Net Assets (i.e. Total assets minus total liabilities)		Share in profit/(loss)	
	As a % of		As a % of	
	consolidated net assets	Amount	consolidated profit/loss	Amount
<b>1. Parent :</b>				
Minda-Finance Ltd	38.09%	2,705.47	-87.86%	(28.74)
<b>2. Subsidiary :</b>				
Bar Investment and Finance Private Limited	61.91%	4,397.13	187.86%	61.45
<b>Total</b>	<b>100.00%</b>	<b>7,102.60</b>	<b>100.00%</b>	<b>32.71</b>

**In terms of our report attached**

For R.N.SARAF & CO,  
CHARTERED ACCOUNTANTS  
Registration Number: 002023N

R.N.SARAF, F.C.A.  
Membership No. 12439  
2659/2 Gurdwara Road,  
Karol Bagh New Delhi 110005

Place: New Delhi  
Date: 30th May, 2016



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

*[Signature]*  
PRAMOD KUMAR GARG  
WHOLE TIME DIRECTOR  
DIN : 00008042

*[Signature]*  
SHASHI SHANKAR MALVIYA  
CHIEF FINANCIAL OFFICER

*[Signature]*  
ANAND KUMAR MINDA  
DIRECTOR  
DIN : 00007964

*[Signature]*  
DHIRAJ ARORA  
COMPANY SECRETARY

SALENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES / ASSOCIATES / JOINT VENTURES AS PER COMPANIES ACT, 2013

Sl No.	Name of the subsidiary company	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit before Taxation	Provision for Taxation	Foreign currencies in Lacs		
											Profit after Taxation	Proposed Dividend	% of Shareholding
1	Bar Investments and Finance (P) Ltd	INR	1,956.70	2,440.43	4,658.43	261.30	-	179.96	105.09	43.64	61.45	-	100.00%

For and on behalf of the Board of  
Minda Finance Limited



Pramod Kumar Garg  
Director  
DIN No. C0008042



Anand Kumar Minda  
Director  
DIN No. 00007964

Shashi Shankar Malviya  
Chief Financial Officer  
Place : Delhi  
Date : 30 May 2016

Dhiraj Arora  
Company Secretary