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**82<sup>ND</sup>**  
**ANNUAL REPORT 2012-2013**

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Management Consultancy



ANNUAL REPORT 2012-2013

Board of Directors	Mr. Anil Bafna Mr. Dinesh Nuwal Mr. Rajesh Nuwal Mr. Hemant Panpalia Mr. J. K. Sethi Mr. David Kallus Mr. R. R. Baldi	Non Executive Director Non Executive Director Managing Director Non Executive Director Independent Director Independent Director Independent Director
Registered Office	601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007	
Audit Committee	Mr. R. R. Baldi Mr. J. K. Sethi Mr. Rajesh Nuwal	Chairman Member Member
Remuneration Committee	Mr. R. R. Baldi Mr. J. K. Sethi	Chairman Member
Company Secretary	Mr. Jinesh Doshi	
Bankers	HDFC Bank Limited Fort Branch, Mumbai	
Auditors	M/s CLB & Associates Chartered Accountants	
Registrar & Transfer Agents	Adroit Corporate Services Private Limited 19/20, Jaferbhoy Industrial Estates, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.	

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## NOTICE

NOTICE is hereby given that Eighty-Second Annual General Meeting of the Company will be held on Monday, September 30, 2013 at 12.30 p.m. at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares.
3. To appoint a Director in place of Mr. Dinesh Nuwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Raja Ram Baldi who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s CLB & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

### NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 26, 2013 to Monday, September 30, 2013 (Both days inclusive).
3. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach atleast seven days before the date of the meeting, so that the information required may be made available at the meeting, to the best extent possible.
5. Members are informed that the Company's equity shares have been allotted ISIN No. INE131H01028. Members who wish to dematerialize their shares are requested to approach the Registrar and Share Transfer Agents through their Depository Participant.

Registered Office:  
601 & 602, Sukh Sagar,  
N.S. Patkar Marg,  
Girgaum Chowpatty,  
Mumbai 400 007

By Order of the Board of Directors  
For IndiaNivesh Limited

Rajesh Nuwal  
Managing Director

Place: Mumbai  
Date: September 2, 2013

Details of the directors seeking appointment at the forthcoming Annual General Meeting  
[Revised Clause 49(IV) (G) of the Listing Agreement]

Name of the Director	Mr. Dinesh Nuwal	Mr. R R. Baldi
Date of Birth	05.08.1965	21.9.1951
Date of Appointment	31.01.2007	26.8.2011
Expertise in specific functional areas	<p>Mr. Nuwal is the Chairman and Managing Director of IndiaNivesh Securities Private Limited and Vice Chairman of IndiaNivesh Limited. Mr. Nuwal has 20 years of experience in Capital and Commodity Markets operations, Investment Management, Taxation, Compliance and Corporate Affairs.</p> <p>Mr. Nuwal has in-depth understanding of the processes along with the risks and regulatory compliance affairs associated with Securities &amp; Commodities market in India.</p>	<p>Mr. Baldi has more than three and half decades of rich experience in entire business operations and other fields encompassing Finance &amp; Accounts, Taxation, Project Management, HRD, Marketing, Administration, Risk Management, Public Relations &amp; Auditing of Capital Market sector.</p> <p>Mr. Baldi also possesses strong skills in project planning, monitoring project progress, ensuring cost control and maintaining cash flow requirements.</p>
Qualifications	B.Com., FCA	B.Com., FCA
Directorships held in other companies (excluding private & foreign cos.)	<ol style="list-style-type: none"> <li>1. IndiaNivesh Securities Private Limited (wholly owned subsidiary of IndiaNivesh Limited)</li> <li>2. Siddhi Multi-Trade Private Limited (wholly owned subsidiary of IndiaNivesh Limited)</li> </ol>	<ol style="list-style-type: none"> <li>1. Jupiter Enterprises Limited</li> </ol>
Committee position held in other companies	Nil	Nil
No. of shares held by Non-Executive Directors	Nil	Nil

## DIRECTORS' REPORT

To,  
The Members

The Directors present their Eighty-Second Annual Report with the Audited Statement of Accounts for the year ended March 31, 2013.

### FINANCIAL RESULTS

	Current Year 2012-2013 (Rs. in lacs)	Current Year 2011-2012 (Rs. in lacs)
Total Income	229.02	298.61
Profit / (Loss) before Interest & Depreciation:	172.76	188.13
Less:		
Interest	83.63	108.98
Depreciation	1.48	2.06
Profit / (Loss) before Tax:	87.65	77.09
Provision for Current Tax	14.00	21.00
Provision for FBT	—	—
Provision for Deferred Tax	0.12	0.16
Profit After Tax	73.52	66.47
Income Tax for earlier year	—	—
	73.52	66.47
Add / (Less):		
Balance brought forward	925.47	917.83
Appropriations:		
Interim Dividend	—	—
Proposed Dividend	37.75	37.75
Dividend Tax	6.12	6.12
Transfer to General Reserve	1.84	1.66
Transfer to Statutory Reserve	14.70	13.29
Balance carried to Balance Sheet	938.57	925.46

### PERFORMANCE

During the year under review, the Company earned a total income of Rs.2,29,02,274/- as compared to Rs.2,98,60,981/- in the previous year. The Company has earned a Net Profit of Rs.73,52,334/- (Previous Year Net Profit of Rs.66,46,504/-).

### DIVIDEND

The Directors are pleased to recommend, for the approval of the Members a Final Dividend of 10% i.e. Rs.0.10 per share on 3,77,50,000 equity shares of Re.1/- each of the Company for the financial year 2012-2013. The Final Dividend, if declared as above, would involve an outflow of Rs.37,75,000/- towards dividend and Rs.6,12,418/- towards dividend distribution tax resulting in total outflow of Rs.43,87,418/-.

### TRANSFER TO RESERVES

The Company proposes to transfer Rs.1,83,808/- to General Reserve and as per the NBFC Guidelines, the Company also proposes to transfer 20% of Net Profit after Taxation which amounts to Rs.14,70,467/- out of the amount available for appropriations.

## SUBSIDIARIES

During the year under review, your company has acquired entire 50,000 Equity Share Capital of IndiaNivesh Commodities Private Limited (INCPL) and had subscribed to the additional Capital of Rs. 1,00,00,000/- involving an aggregate investment of Rs. 1,05,00,000/- thereby making it wholly owned subsidiary. IndiaNivesh Commodities Private Limited is in the business of Commodities Broking.

In view of the above, the total number of subsidiaries as on March 31, 2013 is 5.

There has been no material change in the nature of the business of the subsidiaries. A brief statement containing brief financial details of the subsidiaries is included in the Annual Report.

## PARTICULARS UNDER SECTION 212 OF THE COMPANIES ACT

As per Section 212 of the Companies Act, 1956, we are required to attach the directors' report, balance sheet, and profit and loss account of our subsidiaries. However, under General Circular No: 2 /2011 dated February 8, 2011 from Ministry of Corporate Affairs had granted general exemption under section 212 (8) from attaching the annual reports of subsidiaries. We present the audited consolidated financial statements in the Annual Report. We believe that the consolidated accounts present a full and fair picture of the state of affairs and the financial condition and are accepted globally. Accordingly, the Annual Report does not contain the financial statements of these subsidiaries. We will make available the audited annual accounts and related information of subsidiaries, where applicable, upon request by any of our investors. These documents will also be available for inspection during business hours at our registered office in Mumbai, India.

## PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956 and the rules made there under.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

## CORPORATE GOVERNANCE

A separate section on Corporate Governance forms part of the Annual Report. A certificate regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of the Annual Report.

The Company has complied with all mandatory requirements as prescribed under Clause 49 of Listing Agreement with Bombay Stock Exchange Limited (BSE).

## CASH FLOW STATEMENT

As required under Clause 32 of the Listing Agreement with the Stock Exchanges, a Cash Flow Statement is attached to the Balance Sheet, along with Auditors Certificate.

## DIRECTORS

As per the Article 139 and 140 of Articles of Association of the Company, Mr. Dinesh Nuwal and Mr. Raja Ram Baldi, retires by rotation and being eligible, offers themselves for re-appointment, which your Directors consider to be in the interests of the Company and therefore commend it for your approval.

Brief profiles of all the above Directors are provided elsewhere in this Annual Report as additional information.



#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors based on the representations received from the Operating Management confirm that, to the best of their knowledge -

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts on a going concern basis.

#### AUDIT COMMITTEE

The Audit Committee comprises of Mr. R.R. Baldi (Chairman), Mr. J. K. Sethi and Mr. Rajesh Nuwal, two being Non-Executive Independent Directors and the Chairman is a Non Executive Independent Director. The Audit Committee met five times during the year under review.

#### AUDITOR'S

M/s CLB & Associates, Chartered Accountants, Auditors of the Company retires at the conclusion of ensuing Annual General Meeting and are eligible for re-appointment. The members are requested to appoint Auditors for the current year and fix their remuneration.

The appointment, if made, would be according to Section 224 (1B) and any other applicable provisions, if any, of the Companies Act, 1956.

#### AUDITOR'S REPORT

The observations made by the Auditors in their report are appropriately dealt with in the notes forming part of the accounts for the year which are self-explanatory and hence do not require any further explanations.

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

In view of the nature of activities which are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively are not applicable to the Company.

There were no foreign exchange earnings and outgoing during the year under review.

#### PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given, as there were no employees drawing remuneration prescribed under the said section.

#### ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation of the assistance and support extended by customers, financial institutions, banks, vendors, Government and other associated with the activities of the Company.

For and on behalf of the Board of Directors  
For IndiaNivesh Limited

Rajesh Nuwal  
Managing Director

Place : Mumbai  
Date : May 30, 2013

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectives of these financial statements, as well as for various estimates and judgments used therein.

It was a challenging year for the Indian economy with concerns not only over global growth prospects and financial stability but also on domestic economic environment. This year was marred with policy paralysis leading to reduced growth, increased deficit levels and currency depreciating to all time lows. In this financial year, Asia's third largest economy expanded by only 5% which was a decade low and far shy of its expectations. The economies of US and Europe are still in the 0-2% growth zone with increased unemployment rate forcing their respective central banks for providing low cost funds in form of quantitative easing.

Reserve Bank of India has started, in the last quarter, relaxing the interest rates to push for private investments and aggressive lending. The tightened monetary policy for the past 8 quarters had curtailed the spending that has affected the GDP growth in this financial year. The non-execution of infrastructure projects particularly in power sector has due to coal supply problems, environmental clearance issues and red tape has worsened the problems for the coming year. There were few bold decisions by the Government to augment the financial investments in the country like allowing 49% FDI in the multi-retail sector. However, with many critical constraints, not a single foreigner retailer has yet decided on investing in the country. With increase in imports due to rise in crude prices and depreciation of Indian currency, the fiscal deficit rose to 4.9% of GDP, much higher than the sustainable level of 3%.

The drag from local and global dampeners was largely concentrated on the industrial sector with growth for the year at only 3.1%. The service sector, after achieving double digit growth for continuous six years (between 2005-06 and 2010-11), grew only by 6.6% in financial year 2013. This was primarily due to slow rate of growth of derived demand with slowdown in economy. Strong and persistent inflation with tight monetary policy also slowed consumption demand, leading to reduction in overall GDP growth to 5%.

### Global Economic Scenario:

The International Monetary Fund (IMF) predicts that global GDP growth will be 3.2% in FY 2014 with improvements in Japan with its announcement of US\$1.4 trillion monetary barrage. Amongst the developed nations, the Eurozone will fare the worst. The recovery is taking hold but it is taking place with slow speed and uncertainty. Sovereign debt problems in Greece and Spain are still not solved and could take other countries into its gasp. The lack of growth and record unemployment combined with deeper spending cuts and a credit crunch as banks deleverage their balance sheets presents a real risk to Eurozone future. In US, Federal Reserve is still buying out US\$85 billion of treasuries every month until the GDP growth or the unemployment rate reaches satisfactory levels. Real GDP growth in US is expected to reach 2% by next year with acceleration in private demand.

### Indian Capital Markets:

The Indian economy grew by 5% in 2012-13, after having grown at the rate of 6.9% in last year and achieving double digits growth rate for 6 years in last decade. This indicates a slowdown which is the most in the previous decade. The Indian equity markets registered a return of 8% in the FY 2013 with Foreign Institutional Investors pumping an amount of US\$ 25 billion. At even 5% growth rate, Indian economy boasts of strong fundamentals and an economy based majorly on domestic consumption. If this quantitative easing is continued, India expects this money flow from foreign investors to continue in the coming financial year. However, with national elections coming, it is very unlikely to see any major economic reforms which might derail the investors. Also, any reports by credit rating agencies like S&P and Moody regarding declining credit rating might pose an uncertainty to the Indian markets.

#### Opportunities, Threats, Risks and Concerns:

In this era of globalization, all the developing economies are coupled with international markets and their capital markets remain susceptible to events emanating from those countries. The Company's performance is closely linked to the Indian capital markets and the risks associated with the market operations. The value of the investments may be affected by factors which will have a bearing on the functioning of capital markets like price and volume volatility, interest rates, foreign investments and other parameters. With various factors posing threats and high volatility of the capital markets, the management feels that till there is stability and the overall improvement in the economy, investments should be done in safe avenues like Fixed Deposits with scheduled banks and in shares of growth oriented companies having a good track record. Considering the strong fundamentals of the Indian Economy, the capital markets are expected to revive in due course.

#### Internal Control System:

The Company has maintained an adequate system of Internal Controls. The assets are safeguarded and protected against loss from unauthorized use and disposition. The transactions are authorized, recorded and reported diligently. The internal control is supplemented by an effective internal audit carried out by an external firm of Chartered Accountants. The management regularly reviews the findings of these internal auditors and takes appropriate steps to implement the suggestions and observations made by them.

#### Outlook:

In the coming financial year, the Indian economy is expected to perform better than in FY 2013. We believe GDP growth bottomed out in 2013 at 5%, and there will be better performance from services sector in the coming year with improved US economy. The IT sector along with the financial sector will lead the change and will act as backbone to improved environment. The fiscal deficit will come down with government relaxing investment conditions for FDI. Government is expected to announce reform measures in oil and gas sector that will hugely help Indian companies to augment the oil/gas production domestically and hence reducing the import bill. With very low EPS growth in developed countries, FIIs are expected to continue investing in Indian equity markets for better returns. With expectation of better monsoons, the crop harvests should increase that will pull out pressure from inflation levels. As inflation moderates, the Reserve Bank will bring down key interest rates that will boost investment and spending.

#### Business Operations

##### 1. Stressed Asset Management

Stressed Asset Management business is one of the key focus areas of the Company and INL being an NBFC has a pre-eminent position among the few players present in this industry. INL purchases stressed assets and portfolios from banks and financial intermediaries and assist in resolution of such non performing loans. INL has made significant investments in buying stressed asset portfolios, the economic benefits of which will accrue over the next few years.

Investment activity is the major segment in which your Company operates. The company invests in quoted as well as unquoted equity shares and in units of Mutual Funds. This segment has been influenced by the overall economic, regulatory and other global as well as domestic factors. As such we expect long term benefits from the investment in the stressed assets.

##### 2. Area of operation of Subsidiary Companies

###### a. IndiaNivesh Securities Private Limited (INSPL)

In the era of diversified field of activities and more importantly Capital Market grabbing the attention of most of the people INSPL provides the most needed diversified area of operation. Of the 1.3 billion population and 250 million households in India, only about 40 million Indians invest in shares and mutual funds. In terms of retail household assets, only 1.6% is invested in equity related instruments, indicating a huge growth potential. INSPL is attractively positioned to capitalise on this inflection opportunity.

The striking feature of INSPL is that:

- INSPL is registered as a Stock Broker with SEBI and has memberships of Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) for both Cash and Derivatives segments and also for Currency Futures Segment.
  - INSPL is a registered Depository Participant with CDSL and NSDL.
  - INSPL is also into Paper Distribution - Primary Market and New Fund Offerings (NFO).
  - INSPL is also registered with AMFI for Mutual Fund distribution.
  - Private Placement of Equity and Debts.
- b. Siddhi Multi-Trade Private Limited (SMTPL)

As real estate construction and values have expanded in India underpinned by healthy economic growth coupled with a series of IPOs from eminent real estate players which has substantially changed the whole view about the real estate sector, SMTPL provides the back up support to INL in the areas of acquisition of stressed assets and for the acquisition of movable and immovable properties.

Furthermore, with a growth in global property market, the level of competition in the Indian property business is rising, while the need for property firms to strengthen their operational infrastructures, personnel and finances to better compete is also becoming more acute. SMTPL can efficiently provide the support to the Company in these areas of operation

- c. IndiaNivesh Investment Advisors Private Limited (INIAPL) and IndiaNivesh Fund Managers Private Limited (INFMPL)

IndiaNivesh Fund Managers Private Limited (IFMPL) was incorporated on November 4, 2010. The prime objective of the company is to advice maiden fund sponsored by IndiaNivesh Investment Advisors Private Limited christened as "IndiaNivesh Growth & Special Situation Fund". IFMPL will derive its strength from the experience of its Management & Investment team.

It aims to become one of the best investment management companies in India delivering superior and consistent returns to the investors while maintaining the optimal risk. It believes in the philosophy of combining capital infusion with active portfolio management that can generate better returns through effective timing of entry and exit. It believes in nurturing its each portfolio investment by giving strategic and operational support to them. It has in place a leadership team that has sufficient relevant experience and track record of generating higher returns. IndiaNivesh is committed to adhere to strong levels of corporate governance with transparency and regularity in stakeholder communications.

- d. IndiaNivesh Commodities Private Limited (INCPL)

IndiaNivesh Commodities Private Limited was incorporated on May 1, 2000. INCPL is a trading cum clearing member of Multi-Commodities Exchange and National Commodities & Derivatives Exchange of India. INCPL has been providing commodities trading facilities to both corporate and retail clients since 2005.

### Opportunities, Threats, Risks and Concerns

Due to constant change in market dynamics, your Company has endeavoured to tread cautiously and re-align the portfolio. With the mix of old and new economy, your Company aspires to achieve better growth in the ensuing year.

### Financial Performance

The total Income for the year under review is Rs.2,29,02,274/- as compared to Rs. 2,98,60,981/- in the previous year. After providing for depreciation and amortization expenses of Rs.1,92,156/- (Previous Year 2,05,649/-), the Company has incurred a Net Profit of Rs. 73,52,334/-(Previous Year Net Profit of Rs.66,46,504/-).

### Internal Control System

The internal controls are structured at three different levels.

The first level being - the 'Internal Audit Department' which exercises internal control over each type of Expenditure. The second level employs the services of an 'External Auditors' Firm, to audit the processes and activities of key functions in the organization such as the materials, personnel functions. The 'Statutory Auditors' operate at the apex, third level. In the opinion of the Board of Directors, these systems are adequate considering the size and nature of the Company's business.

The management regularly reviews the findings of these internal auditors and takes appropriate steps to implement the suggestions and observations made by them.

### Human Resources

As on March 31, 2013, the Company had 3 employees on its rolls. There have been very cordial relations between the employees and the management.

### Outlook

Policy mandarins have repeatedly said in the past few weeks that Economy can sustain a growth of 9.0% plus but a global financial crisis could dent expansion. Slowing of the US Economy has worried investors and policymakers and concerns have also surfaced that downturn in the world's biggest Economy was spreading to emerging nations as well.

As pick-up in the investment activity is expected to continue in 2012-13, resource mobilisation through public issues, private placements and Euro issues are stated to remain encouraging in the primary segment.

With increased globalization, behaviour of stock prices in the near terms will be largely influenced by a host of domestic as well as international factors.

In line with developments in the major markets, emerging equity markets in Asia have continued to recover from the Jan-March sell-off. The markets which suffered the largest losses have more than recouped earlier losses.

So, to derive the benefits of investment opportunities available in the market, the company in the coming years will focus on:

**Research Base:** Develop highly informative research reports on equity and commodity market for its clients.

**Stressed Asset Portfolio:** To enhance its Stressed Assets Portfolio by buying value assets from banks and financial institutions.

**Branch Network:** Expand presence of the Company by opening of branches at various destinations across the country including Tier II cities.

DISCLAIMER:

*The information and opinion expressed in this section of the Annual Report may contain certain statements, which the management believes are true to the best of its knowledge at the time of its preparation. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.*

On Behalf of the Board of Directors

Rajesh Nuwal  
Managing Director

Place : Mumbai  
Date : May 30, 2013



## CORPORATE GOVERNANCE REPORT

### CORPORATE GOVERNANCE PHILOSOPHY

We at IndiaNivesh view Corporate Governance as one of the most important aspects of building sustainable organization. We believe that following best Corporate Governance practices, maintaining transparency and dissemination of maximum information to stakeholders is healthy to the Company and its stakeholders. Our Corporate Governance practices are constantly in line with compliance requirements of various statutory rules and regulations.

A good and visionary leadership is critical to the practice of good Corporate Governance. Leaders in INL consistently strive to dare and dream big. They are the people of impeccable integrity who are committed to certain basic values in the management of business and are prepared to walk the talk. Good Corporate Governance standards have enabled INL to build and sustain reputation for quality and also attract and retain the best and brightest talents. Building trust and confidence requires an environment that places a high premium on ethics, fairness, transparency, courage and justice, we at INL encourage this. We constantly endeavor to communicate clearly and completely and strive to be open and honest in all our dealings.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

### BOARD OF DIRECTORS

The Board of Directors consists of 7 (Seven) Directors, one of which is an Executive Director / Managing Director and remaining 6 (Six) are Non-Executive Directors. Four out of seven directors belongs to the Promoter Group and remaining three are Independent Directors.

According to Clause 49 of the Listing Agreement, if the Chairman is a Non-Executive Chairman, atleast one third of the Board should consist of Independent Directors. In case of IndiaNivesh Limited, three out of seven are Independent Directors which is very well in compliance with the requirements of the Listing Agreement.

The Board of Directors of IndiaNivesh Limited therefore has a healthy blend of Executive and Non-Executive Directors and consequently ensures the desired level of independence in functioning and decision making. Moreover, all the Directors are eminent professionals and bring the wealth of their professional expertise and experience.

### Composition of Board of Directors as on March 31, 2013

Director	Non-Executive (NE) / Independent
Mr. Anil Bafna	NE & Promoter
Mr. Dinesh Nuwal	NE & Promoter
Mr. Rajesh Nuwal	Executive & Promoter
Mr. Hemant Panpalia	NE & Promoter
Mr. J. K. Sethi	NE & Independent
Mr. R. R. Baldi	NE & Independent
Mr. David Lawrence Kallus	NE & Independent

A Director is considered to be independent if he:

- has no formal pecuniary relationship with the company;
- is not a large client of the company;
- is not a close relative of the promoter and/or any Executive Director;
- is not holding significant stake; and
- is not a nominee of large stakeholders.



## Participation and Interest of Directors

Since the commencement of financial year 2012-2013 i.e. till March 31, 2013, a total of Seven Board Meetings were held on the following dates viz. May 15, 2012, June 29, 2012, August 14, 2012, August 31, 2012, November 5, 2012, February 1, 2013 and March 30, 2013. The maximum time gap between two board meetings did not exceed the limits prescribed in Clause 49 of listing agreement. The following table gives details of participation of the directors of the Company in Board Meetings and AGMs of the Company and interests of these directors in other companies:

Director	Participation of Directors		Interest of Directors in Other Companies		
	Board Meetings	Last AGM	Directorship*	Committee Membership#	Committee Chairmanship#
Mr. Anil Bafna	1	-	1	1	-
Mr. Dinesh Nuwal	6	-	-	-	-
Mr. Rajesh Nuwal	7	-	1	1	-
Mr. Hemant Panpalia	2	1	-	-	-
Mr. Jinendra. K. Sethi	6	-	-	-	-
Mr. R.R. Baldi	7	-	1	-	1
Mr. David Kallus	-	-	-	-	-

\* Excludes alternate directorships and directorships in foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.

# Excludes committees other than Audit Committee, Shareholder, Investor Grievance Committee and membership of committees of Companies other than Public Limited Companies.

## COMMITTEES OF THE BOARD

The Board has constituted committees of Directors to take informed decisions in the best interest of the Company. These committees monitor the activities falling within their terms of reference. The composition of committees and attendance at the meetings is detailed below.

### Audit Committee

The Audit Committee at IndiaNivesh was constituted long back in 2001 and was reconstituted from time to time to comply with provisions of various Laws and Listing Agreement. The scope and terms of reference and working of the Audit Committee are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. Presently the constitution and the scope of work of the Audit Committee confirm to the requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

Currently, the committee consists of three directors with an optimum mix of Independent and Non-Independent Directors with majority of Independent Directors. The Committee is headed by Mr. R. R. Baldi, Non-Executive Independent Director.

Attendance of the Members at the Meetings of Audit Committee held during 2012-2013;

Audit Committee Members	Status	No. of Audit Committee Meetings Attended
Mr. R.R. Baldi	Chairman	5
Mr. J.K. Sethi	Member	4
Rajesh Nuwal	Member	5

All the directors have good knowledge of corporate and project finance, accounts and Company law.

The committee held five meetings during the year on May 15, 2012, August 14, 2012, August 31, 2012, November 5, 2012 and February 1, 2013 and the maximum time gap between two meetings are well within the requirements of amended Clause 49 of Listing Agreement.

The audit committee considered audit reports covering operational, financial and also the quarterly results of the Company. The minutes of the meetings of the audit committee are placed before the Board.

#### Remuneration Committee

The Remuneration Committee was constituted in 2007 with the following term of reference:

- To determine the Company's policy on remuneration to Executive Directors and their relatives working in the Company, including their retirement benefits and compensation payments.
- To approve the remuneration payable to all managerial personnel including the Executive Director.

Currently, the committee consists of two directors all being Non-Executive Independent Directors. Committee is headed by Mr. R.R. Baldi, Non-Executive Independent Director and Mr. J.K. Sethi being the other Member of the said committee.

No committee meeting was held during the year under review.

#### Details of Remuneration for 2012-2013

Name of the Director	Sitting fees Board & Audit Committee Meetings	Salaries, Allowances and Perquisites	Commission
Managing Director			
Rajesh Nuwal	Nil	11,88,012	Nil
Non Executive Directors			
Dinesh Nuwal	12,000/-	Nil	Nil
Hemant Panpalia	4,000/-	Nil	Nil
Anil Bafna	2,000/-	Nil	Nil
J.K. Sethi	18,000/-	Nil	Nil
R.R. Baldi	21,500/-	Nil	Nil
David Kallus	Nil	Nil	Nil

Apart from above, the Company has not paid any other remuneration in the form of other benefits. The Company does not have a scheme for grant of stock options either to the Managing Director or to the employees.

#### Board Committee

Committee of Directors of Board was constituted on June 29, 2007 to look into the various matters relating to the day to day activities of the Company and to handle all the related matters in relation to various investments made by the Company and to advise the Board as and when necessary.

One meetings of the Committee of Directors was held during the year on January 22, 2013. The Committee comprises of Mr. Rajesh Nuwal, Managing Director and Mr. Dinesh Nuwal, Director as a member.

#### Shareholders' / Investors' Grievance Committee

Shareholders' / Investors' Grievance Committee of the Directors was constituted on December 2, 2005 to specifically look into the redressal of complaints of investors relating to transfer of shares, non-receipt of dividend / notices / annual reports etc.

One meeting of the Shareholders' / Investors' Grievance Committee was held during the year on March 30, 2013. The Committee comprises of Mr. Dinesh Nuwal, a Non-Executive Director as Chairman and Mr. Rajesh Nuwal as a member. The total number of complaints received and replied to the satisfaction of shareholders during the year under review was Nil. There were no complaints pending as on March 31, 2013.

Also, the Company has designated the email id 'investorrelations@indianivesh.in' exclusively for the purpose of registering complaints by investors electronically.

Name, designation and address of Compliance Officer:

Mr. Jinesh Doshi  
Company Secretary  
601 & 602, Sukh Sagar,  
N.S. Patkar Marg,  
Girgaum Chowpatty,  
Mumbai 400 007  
Ph.: 022-6618 8800  
Fax: 022- 6618 8899

#### COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

##### Management Discussion & Analysis

A Management Discussion and Analysis Report forms part of the Annual report and includes discussions on various matters specified under clause 49(IV)(F) of the Listing Agreement.

##### Subsidiary Companies

The Audit Committee of the Company reviews the financial statements, in particular, the investments made by its subsidiary.

The Minutes of the meetings of the Board of Directors of the subsidiary companies are been regularly placed before the Board of Directors of the Company. A statement containing the significant transactions and arrangements entered into by the unlisted subsidiary are periodically placed before the Board of Directors of the Company.

##### Disclosures

As required by revised clause 49, a statement in summary form of transactions with related parties are being periodically placed before the Audit Committee.

#### Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

#### Disclosures on Risk Management

The Company has laid down procedures to inform Board members about the risk \ assessment and minimisation procedures. The Board shall periodically review the same.

#### Code of Conduct

The Board has formulated a code of conduct for the Board members of the Company. All Board members have affirmed their compliance with the code. A declaration to this effect signed by the Chairman of the Board of Directors of the Company is given elsewhere in the Annual Report.

#### CEO/CFO Certification

A certificate from the Managing Director on the financial statements of the Company was placed before the Board.

#### Review of Directors' Responsibility Statement

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2013 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

#### COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

##### Tenure of Independent Directors on the Board

The Company has not yet fixed any tenure for the Independent Directors on the Board of the Company.

##### Shareholder Rights

Half yearly report is not sent to each household of shareholders. However, the results of the Company are published in the newspapers.

##### Audit Qualifications

Strategic decisions were taken during the year resulting in unqualified financial statements of the Company.

##### Training of Board Members

The Company has not yet adopted any training programme for the members of the Board.

##### Whistle Blower Policy

The Company has not adopted any Whistle Blower policy.

## GENERAL BODY MEETING

The Annual General Meeting of the Company will be held on Monday, September 30, 2013 at 12.30 p.m. at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007. The details of last 3 Annual General Meetings were as under:

Particulars	Date & time	Venue	Special Resolutions Passed
79th Annual General Meeting	December 31, 2010 at 4.30 p.m.	Mumbai	NIL
80th Annual General Meeting	September 30, 2011 at 3.30 p.m.	Mumbai	NIL
81st Annual General Meeting	September 28, 2012 at 3.30 p.m.	Mumbai	NIL

No special resolution was put through postal ballot at the last AGM nor is any proposal for this year.

## POSTAL BALLOT

Your Company has not passed any resolution through Postal Ballot as per the provisions of the Companies Act, 1956 ("the Act") and the rules framed thereunder during the previous year under review.

## Disclosures

1. The Company has entered into related party transaction as set out in the notes to accounts, which are not likely to have a conflict with the Company's interest.
2. There were no material pecuniary relationships or transactions of the Non-Executive Directors vis-a-vis the Company.
3. There were no material transactions of the Company with its promoters, directors, management or their relatives that may have potential conflict with the interest of the Company at large.
4. There were no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets at any time during last 3 years.

## MEANS OF COMMUNICATIONS

- a) Quarterly / Half yearly financial results of the company are forwarded to Bombay Stock Exchange Limited and published in Free Press Journal and Navshakti. Half yearly report is not sent to each household of shareholders. However, the results of the company are published in the newspapers.
- b) The Company has not made any presentation to any institutional investors or to any analysts during the year.
- c) The Company has a website and all the relevant informations are available on the web site.

#### GENERAL SHAREHOLDER INFORMATION

Annual General Meeting (Date, time and venue)	Monday, September 30, 2013 at 12.30 p.m. 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.
Financial Year	2012-2013
Financial Calendar : 2013 – 2014	Adoption of Quarterly Results for Quarter ending : in the month of June 2013 : August 14, 2013 September 2013 : November 15, 2013 December 2013 : February 15, 2014 March 2014 : May 30, 2014 (Audited annual results)
Book Closure Date	Thursday, September 26, 2013 to Monday, September 30, 2013 (both days inclusive)
Dividend Payment Date	On or before October 30, 2013
Listing on Stock Exchange	Your Company's shares are listed on Bombay Stock Exchange Limited (BSE) Listing fees have been paid upto the year ending March 31, 2014.
Stock Code	501700
ISIN	INE131H01028

#### Stock price data at BSE

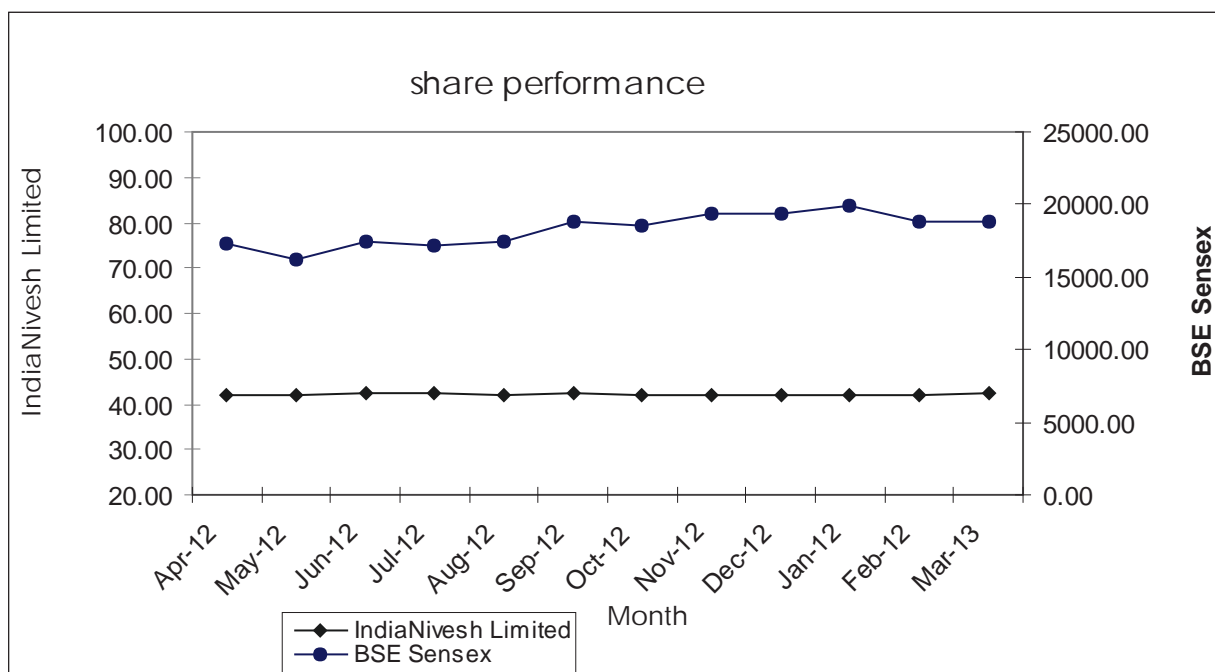
Stock Price Data at BSE (Month wise)	High	Low
	Rs.	Rs.
April 2012	412.50	40.50
May 2012	42.80	40.30
June 2012	42.90	41.40
July 2012	42.95	41.90
August 2012	42.60	41.85
September 2012	43.45	41.65
October 2012	42.60	41.55
November 2012	42.50	41.35
December 2012	42.20	41.60
January 2013	42.25	41.65
February 2013	42.40	41.75
March 2013	42.40	41.65

## SUB-DIVISION OF FACE VALUE OF EQUITY SHARES

Pursuant to the approval received from the Members of the Company by way of Postal Ballot on March 28, 2012, your Company had, upon sub-division, issued 10 (Two) Ordinary (Equity) Shares of Re.1/- each fully paid-up in the Equity Share Capital of the Company for every 1 (One) Ordinary (Equity) Share of the face value of Rs.10/- fully paid-up held by the Members in the Equity Share Capital of the Company as on the Record Date i.e. April 19, 2012.

Post allotment of Equity Shares and sub-division of Equity Shares as aforesaid, the issued, subscribed and paid-up Share Capital of the Company stands at Rs.3,77,50,000 comprising of 3,77,50,000 Equity Shares of Re.1/- each fully paid-up and the Authorised Share Capital of the Company stands at Rs.5,06,00,000 comprising of 5,06,00,000 Equity Shares of Re.1/- each and accordingly price of the scrip is being adjusted by Bombay Stock Exchange Limited.

Graph -Share Price / BSE (Monthly Closing)



## Registrar & Share Transfer Agents

The Company has appointed Adroit Corporate Services Private Limited ('Adroit') as its Registrar & Share Transfer Agents. Shareholders are advised to approach Adroit Corporate Services Private Limited on the following address for any shares related queries and problems:

Adroit Corporate Services Private Limited  
19/20, Jaferbhoy Industrial Estates,  
1st Floor, Makwana Road,  
Marol Naka, Andheri (E),  
Mumbai 400 059  
Tel.: 022 - 2859 0942 / 2859 6060  
Fax: 022 - 2850 3748

## Share Transfer System

The transfer of shares held in physical mode is processed by Adroit Corporate Services Private Limited and is approved by the Shareholders' / Investors' Grievance Committee of the Company. The transfer of shares is effected and share certificates are dispatched within a stipulated time from the date of receipt, provided that the relevant documents are complete in all respects.

## Dematerialisation

All requests for Dematerialisation of shares are processed and the confirmation is given to the depositories i.e. National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) within the stipulated time. Upto 31.03.2013, 99.87 % equity shares of the Company have been dematerialized.

- With NSDL	2,68,03,664
- With CDSL	<u>1,08,98,336</u>

Total No. of Shares dematerialized upto 31.03.2013	3,77,02,000
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## Outstanding GDRs / ADRs / Warrants or any convertible instruments

As of date, the Company has not issued these types of securities.

## Distribution of Shareholding

The broad shareholding distribution of the Company as on March 31, 2013 with respect to categories of investors was as follows:

Category of Investors	No. of Shareholders	No. of shares held	% of shareholding
Promoters	3	2,03,56,920	53.93
Foreign Company	-	-	-
Non Resident (Individual & Companies)	4	15,600	0.04
Foreign Institutional Investors	3	24,33,730	6.45
Financial Institutions/Banks	1	500	0.01
Mutual Fund	-	-	-
Clearing Members	-	-	-
Resident Individuals	583	7,37,623	1.95
Other Bodies Corporate	106	1,42,00,827	37.62
Others (Trusts)	3	300	0.00
Total	703	3,77,50,000	100.00

The broad shareholding distribution of the Company as on March 31, 2013 with respect to size of holdings was as follows:

Range (No. of Shares)	No. of Shareholders	% of total shareholders	No. of Shares per Category	% of total shares
Upto 500	495	70.32	44,745	0.12
501 to 1000	56	7.95	47,425	0.13
1001 to 2000	46	6.53	66,010	0.17
2001 to 3000	18	2.56	46,500	0.12
3001 to 4000	6	0.85	20,380	0.05
4001 to 5000	3	0.43	14,100	0.04
5001 to 10000	17	2.41	1,14,727	0.30
10001 & above	63	8.95	3,73,96,113	99.06
Total	704	100.00	3,77,50,000	100.00



#### Address for Correspondence

Shareholders are requested to direct all share related correspondence to Adroit Corporate Services Private Limited and only non share related correspondence and complaints regarding Adroit Corporate Services Private Limited to the Compliance Officer at the registered office of the Company.

#### Declaration on Compliance with Code of Conduct

It is hereby affirmed that all the directors and the senior management personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

#### Auditor's Certificate

The Auditor's Certificate issued by M/s CLB & Associates, Chartered Accountants, Statutory Auditors on compliance of the Corporate Governance requirements by the Company is annexed herewith.

On behalf of the Board of Directors

Rajesh Nuwal  
Managing Director

Place : Mumbai

Date : May 30, 2013

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## CERTIFICATE BY THE AUDITORS ON CORPORATE GOVERNANCE

We have examined the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges of India for the financial year ended on March 31, 2013.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges of India.

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

For and on behalf of  
For CLB & Associates.  
Chartered Accountants

S. Sarupria  
Partner  
Membership No. 35783

Place: Mumbai  
Date: May 30, 2013

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDIANIVESH LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of INIDANIVESH LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 "the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit 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.

### Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. the Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For CLB & Associates  
Chartered Accountants  
F. R. No. 124305W

Place: Mumbai  
Date : 30.05.2013

S. Sarupria  
Partner  
M. No. 035783

## ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report of Other Legal and Regulatory Requirements" of our report of even date

1. Fixed Assets
  - i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - ii) As explained to us, all the fixed assets have been physically verified by the management in phase periodical manner, which is in our opinion reasonable. No material discrepancies were noticed on such verification.
  - iii) In our opinion the none of fixed assets has been disposed off by the company however according to the information and explanation given to us the going concern status of the Company is not affected.
2. Since the company do not have any inventory during the year, clause 4(ii) (a),(b) and (c) is not applicable.
3.
  - i) The Company has granted unsecured loans to two parties covered in the register maintained under section 301 of the Companies Act, 1956, aggregating to Rs.162.18 lacs, the maximum amount outstanding during the year was Rs. 161.87 lacs., and balance as on year end was Rs. Nil.
  - ii) In our opinion and according to the information and explanations given to us the term and conditions of the loan given are not prima-facie prejudicial to the interest of the company and there is no overdue amount at the year end.
  - iii) The Company has taken unsecured loans from one party covered in the register maintained under section 301 of the Companies Act, 1956, aggregating to Rs.299.42 lacs, the maximum amount outstanding during the year was Rs. 171.50 lacs, and balance as on year end was Rs. Nil.
  - iv) In our opinion and according to the information and explanations given to us the term and conditions of the loan taken are not prima-facie prejudicial to the interest of the company and there is no overdue amount at the year end.
  - v) As explained to us in respect of loan taken there is no stipulation as to repayment and same is on demand
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of shares and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
  - (b) Where each of such transaction is in excess of Rs. Five lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
6. According to the information and explanation given to us the Company has not accepted any deposits from the public during the year and, consequently the directives issued by the Reserve Bank of India and the provision of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. According to the information given to us by the management, Maintenance of cost records under section 209(1) (d) of The companies Act, 1956 are not applicable to the company.

9. Taxes and Duties :

- (a) According to the books and records as examined by us and according to the information and explanation given to us, in our opinion, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income-tax, Sales-tax, Wealth-tax, Custom duty, Excise duty, Cess and other statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax wealth tax, sales tax, customs duty, and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.
  - (c) According to the information and explanations given to us, there are no undisputed dues in respect of Sales Tax, Income Tax, Wealth Tax, Custom Duty, Excise Duty and Cess.
10. The company does not have any accumulated losses as at the end of the financial year. The company has not incurred cash loss during the current year and the immediately previous year.
  11. Based on the audit procedures and according to the records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to bank. The company has neither taken any loans from a financial institution nor issued any debentures.
  12. Based on our examination of records and information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provision of the clause 4 (xii) of the Order are not applicable to the company.
  13. The Company is not a chit fund / Nidhi / Mutual benefit fund/ Society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
  14. The company has maintained proper records of transactions and contracts in respect of Investment in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name except for the shares which are lodged for transfer or pending to be received from the Company or lying with the Broker as certified by the management.
  15. As per the information and explanations given to us, in our opinion the company has not given any corporate guarantee / counter guaranatee for loans taken by others from banks or financial institutions except in case of subsidiary company, amounting to Rs.8525 lacs the terms and condition whereof are prima facie not prejudicial to the interest of the company.
  16. In our opinion and according to the information and explanations given to us, the term loans raised by the company during the year have been applied for the purpose for which they were raised.
  17. In our opinion and according to information and explanations given to us and on overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
  18. According to information and explanations given to us, the Company has not made any preferential allotment of shares to the parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956.
  19. According to information and explanations given to us, the Company has not issued any debentures during the year and there are no debentures outstanding at the year end, therefore the question of creation of securities do not arise.
  20. The Company has not raised any money through a public issue during the year.
  21. To the best of knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the company has been noticed or reported during the year.

For CLB & Associates  
Chartered Accountants  
F. R. No. 124305W

Place: Mumbai  
Date : 30.05.2013

S. Sarupria  
Partner  
M. No. 035783

BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rs.)

	Note No.	As at 31-Mar-13	As at 31-Mar-12
<b>I. EQUITY AND LIABILITIES</b>			
1 Share Holders Fund			
(a) Share capital	3	3,77,50,000	3,77,50,000
(b) Reserve and Surplus	4	<u>21,44,91,355</u>	<u>21,15,26,438</u>
		<u>25,22,41,355</u>	<u>24,92,76,438</u>
2 Non-current liabilities			
(a) Long Term Borrowings	5	4,66,37,611	23,49,00,270
(b) Deferred Tax Liabilities (net)	6	<u>2,18,840</u>	<u>2,06,296</u>
		<u>4,68,56,451</u>	<u>23,51,06,566</u>
3 Current liabilities			
(a) Trade Payable	7	4,56,866	6,02,711
(b) Other current liabilities	8	5,69,272	41,47,299
(c) Short-Term Provisions	9	<u>1,55,12,418</u>	<u>1,42,87,418</u>
		<u>1,65,38,556</u>	<u>1,90,37,428</u>
<b>TOTAL</b>		<u><u>31,56,36,362</u></u>	<u><u>50,34,20,432</u></u>
<b>II. ASSETS</b>			
1 Non-current assets			
(a) Fixed Assets	10		
(i) Tangible Assets		22,63,216	24,11,172
(b) Non-Current Investment	11	27,18,72,000	40,75,15,019
(c) Long term loans and advances	12	-	2,38,078
(d) Other non current assets	13	<u>1,10,500</u>	<u>1,54,700</u>
		<u>27,42,45,716</u>	<u>41,03,18,969</u>
2 Current assets			
(a) Trade Receivable	14	-	1,88,63,252
(b) Cash and Bank Balances	15	22,99,186	1,60,55,626
(c) Short term loans and advances	16	3,89,82,127	5,81,38,385
(d) Other current assets	17	<u>1,09,333</u>	<u>44,200</u>
		<u>4,13,90,646</u>	<u>9,31,01,463</u>
<b>TOTAL</b>		<u><u>31,56,36,362</u></u>	<u><u>50,34,20,432</u></u>
Significant Accounting Policies	2		
The notes are an integral part of the Financial Statement			

In terms of our Report attached

For and behalf of the Board

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

Mumbai : May 30, 2013

Statement of Profit And Loss For The Year Ended 31st March, 2013

(Amount in Rs.)

	Note No.	Year Ended 31-Mar-13	Year Ended 31-Mar-12
I. Income			
Revenue from operations	18	2,08,62,894	2,84,87,365
Other Income	19	20,39,380	13,73,617
II. Total Revenue		<u>2,29,02,274</u>	<u>2,98,60,981</u>
III. Expenses			
Employee benefit expense	20	31,27,934	67,15,965
Finance cost	21	83,63,016	1,08,97,928
Depreciation and amortisation expenses	22	1,92,156	2,05,649
Other Expenses	23	24,54,290	43,32,082
IV. Total Expenses		<u>1,41,37,396</u>	<u>2,21,51,624</u>
V. Profit (Loss) before Tax		87,64,879	77,09,358
VI. Tax Expense			
(a) Current Tax expense for current year		14,00,000	14,50,000
(b) Deferred Tax		12,544	15,739
(c) Current Tax expense relating to prior year		-	(4,02,885)
		<u>14,12,544</u>	<u>10,62,854</u>
VII. Profit (Loss) for the year		<u>73,52,334</u>	<u>66,46,504</u>
VIII. Basic & diluted Earning par share (Rs.) (Face value Rs.1 Per Share)	24	0.20	0.18
Significant Accounting Policies	2		
The notes are an integral part of the Financial Statement			

In terms of our Report attached

For and behalf of the Board

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

Mumbai : May 30, 2013



NOTES FORMING PART OF FINANCIAL STATEMENTS for the year ended 31st March , 2013

1. BACKGROUND:

IndiaNivesh Limited was incorporated on 21st December 1931. The company is listed on the BSE and is a registered NBFC. IndiaNivesh Limited is actively involved, as a principal, in acquisition and management of Stressed Assets as well as consultancy services.

2. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of preparation of Financial Statements

The financial statements have been prepared to comply in all material respect with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards issued pursuant to the Companies (Accounting Standards) Rules, 2006 and relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention on accrual and going concern basis.

b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those of the estimates. Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable.

c) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation & other pre-operation expenses until the asset is ready to put to use for its intended purposes.

d) Depreciation

Depreciation on Fixed Assets is provided on written down value method, at the rates prescribed by Schedule XIV of the Companies Act, 1956.

Category of Assets	Depreciation Rate
Building	5.00%
Office Equipment	13.91%
Data Processing Equipments	40.00%
Furniture & Fixtures	18.10%

e) Revenue Recognition

- Advisory Fee Income is recognised based on contractual agreements.
- Interest income is recognized on time proportion basis.

f) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transaction. Foreign currency monetary items outstanding as at the Balance Sheet date are reported using the closing rate. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

g) Taxation

Income Tax comprises of Current Tax and net changes in Deferred Tax Assets or Liabilities during the year. Current Tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income-tax Act, 1961.

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognised when it is reasonably certain that there will be future taxable income. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit. Deferred tax assets and liabilities are measured using substantively enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Statement of Profit and Loss in the period of substantive enactment of the change

h) Investment

Long term investments are stated at cost. Provision for diminution in the value of investments is made if such a decline is other than temporary in the opinion of the management. Cost of borrowing i.e. interest for specific investment which is of long term nature has been apportioned on cost of investment in conformity with the Accounting Standard -16 Borrowing Cost.

i) Employee Benefit

Company does not have any benefits plans to its employee so far.

j) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimates at the balance sheet date required to settle the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economic benefits is remote. Contingent Assets are neither recognised nor disclosed in the financial statements.

k) Cash and Cash Equivalents

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

l) Earnings per Share

Basic earnings per share is calculated by dividing the net profit/ (loss) after tax for the period attributable to equity shareholders of the Company by the weighted average number of equity shares in issue during the period.

Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholder of the Company by the weighted Average number of shares outstanding during the year adjusted for the effects of all dilutive potential equity shares.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 3 Share Holders Fund

The details of Authorised , Issued and paid up Share Capital is as below :

Share Capital (Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
Authorised 5,06,00,000 (50,60,000) Equity shares of Re. 1/- (Rs.10/-) each	5,06,00,000	5,06,00,000
Issued 3,77,50,000 (37,75,000) Equity Shares of Re.1/- (Rs.10/-) each Fully paid up	3,77,50,000	3,77,50,000
Subscribed and Paid Up 3,77,50,000 (37,75,000) Equity Shares of Re. 1/- (Rs.10/-) each Fully paid up	3,77,50,000	3,77,50,000

- (i) The Company has one class of equity shares having a par value of Re.1/- (Rs.10/-) each. Each share holder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the Shareholder in the ensuing Annual General Meeting (AGM), except in the case of interim dividend which is ratified by the Shareholders at the AGM.
- (ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	No.of shares	Amount in Rupees
Shares outstanding at the opening of the year	37,75,000 (37,75,000)	3,77,50,000 (3,77,50,000)
Issued during the period	- (NIL)	- (NIL)
Shares Bought back during the year	- (NIL)	- (NIL)
Split from Rs.10 each to Re.1 each	3,39,75,000 (NIL)	- (NIL)
Outstanding at the end of the period	3,77,50,000 (37,75,000)	3,77,50,000 (3,77,50,000)

Note : figures shown in brackets are for previous year

- (iii) Details of shares held by each shareholder holding more than 5% shares:

Name of the Share Holder	Equity Shares			
	As at 31-Mar-2013		As at31-Mar-2012	
	No.of shares	% of Holding	No.of shares	% of Holding
Sneh Shares & Securities Pvt.Ltd.	1,67,53,000	44.38%	16,75,300	44.38%

- (iv) The Company does not have any holding Company / ultimate holding company.
- (v) No ordinary shares have been reserved for issue under option and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date.
- (vi) 3,39,75,000 ( Nil) shares were allotted as stock split by the Company during the period of 5 years preceeding the date as at which the Balance Sheet prepared.
- (vii) No securities convertible into Equity / Preference shares issued by the Company during the year.
- (viii) No calls are unpaid by any Director or Officer of the Company during the year.

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
4 Reserve and Surplus		
(a) Capital Redemption Reserve As per last Financial Statement	3,50,000	3,50,000
(b) General Reserve As per last Financial Statement Add: Transferred from Surplus	1,19,46,362 1,83,808 <u>1,21,30,170</u>	1,17,80,199 1,66,163 <u>1,19,46,362</u>
(c) Statuary Reserve As per last Financial Statement Add: Transferred from Surplus	1,16,95,699 14,70,467 <u>1,31,66,166</u>	1,03,66,398 13,29,301 <u>1,16,95,699</u>
(d) Securities Premium Reserve As per last Financial Statement	9,49,87,500	9,49,87,500
(e) Surplus in Statement of Profit and Loss As per last Financial Statement Add: Transferred from surplus in statement of profit and loss	9,25,46,877 73,52,335 <u>9,98,99,212</u>	9,17,83,256 66,46,504 <u>9,84,29,759</u>
Less: Appropriations		
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend tax	6,12,418	6,12,418
Transfer to General Reserve	1,83,808	1,66,163
Transfer to Statuary Reserve Fund	14,70,467	13,29,301
	<u>60,41,693</u>	<u>58,82,882</u>
Closing Balance	<u>9,38,57,519</u>	<u>9,25,46,877</u>
Total Reserve and Surplus	<u>21,44,91,355</u>	<u>21,15,26,438</u>
5 Long Term Borrowings Unsecured Borrowings From Body Corporate	4,66,37,611 <u>4,66,37,611</u>	23,49,00,270 <u>23,49,00,270</u>
6 Deferred Tax Liabilities (net) As per last Financial Statement Add: Arising on account of depreciation	2,06,296 12,544 <u>2,18,840</u>	1,90,557 15,739 <u>2,06,296</u>
7 Trade Payable Sundry Creditors for Exp.	4,56,866 <u>4,56,866</u>	6,02,711 <u>6,02,711</u>
8 Other current liabilities Other Payables - Statutory Dues Unclaimed Dividend	1,72,256 3,97,016 <u>5,69,272</u>	27,40,061 14,07,238 <u>41,47,299</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
9 Short-Term Provisions		
Provision for Taxation	1,11,25,000	99,00,000
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,12,418	6,12,418
	<u>1,55,12,418</u>	<u>1,42,87,418</u>

10 Fixed Assets

Description	GROSS BLOCK AT COST			DEPRECIATION			NET BLOCK	
	As at 31-Mar-12 Rs.	Add. / Del. during the year Rs.	As at 31-Mar-13 Rs.	Upto 31-Mar-12 Rs.	For the Year Rs.	Upto 31-Mar-13 Rs.	As at 31-Mar-13 Rs.	As at 31-Mar-12 Rs.
(a) Tangible Assets								
Building								
Office Premises	28,80,410	-	28,80,410	7,60,248	1,06,008	8,66,256	20,14,154	21,20,162
Total	28,80,410	-	28,80,410	7,60,248	1,06,008	8,66,256	20,14,154	21,20,162
Plant & Equipment								
Computers	6,20,000	-	6,20,000	6,14,373	2,251	6,16,624	3,376	5,627
Generator	7,70,504	-	7,70,504	5,00,454	37,564	5,38,018	2,32,486	2,70,050
A. C.	36,500	-	36,500	21,167	2,133	23,300	13,200	15,333
Total	14,27,004	-	14,27,004	11,35,994	41,948	11,77,942	2,49,062	2,91,010
Grand Total	43,07,414	-	43,07,414	18,96,242	1,47,956	20,44,198	22,63,216	24,11,172
Previous Year	43,07,414	-	43,07,414	17,34,793	1,61,449	18,96,242	24,11,172	

11 Non-Current Investment

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
Cur. Year (Nos.) Pr. Year (Nos.) Non- Trade Investment		
Quoted - Investment in shares (at cost) (Equity shares of face value of Rs.10/- each unless otherwise stated)		
- 691153 Bajaj Hindustan Ltd., (Face value of Re. 1/- each)	-	15,79,75,655
- 3545 Bajaj Corp Ltd., (Face value of Re. 1/- each)	-	5,15,968
- 5038 BF Investment, (Face value of Rs. 5/- each)	-	60,15,578
- 1292 Insecticides (I) Ltd.,	-	2,90,971
- 3280 J.B.Chemicals , (Face value of Rs. 2/- each)	-	3,21,537
- 5000 Lloyd Electric & Steels, (Face value of Rs. 2/- each)	-	4,40,194
- 10000 MBL Infrastructure,	-	24,22,986
- 5000 Mahindra Forgings Ltd.,	-	5,45,846
- 25000 Provogue India Ltd., (Face value of Rs. 2/- each)	-	10,95,055
- 25000 Prozone Capital, (Face value of Rs. 2/- each)	-	4,46,842
- 7000 Sir Shadilal Enterprises Ltd.,	-	12,56,387
4027200 1108800 Jupiter Enterprises Ltd.,	4,02,72,000	1,10,88,000
Total Quoted Investments	<u>4,02,72,000</u>	<u>18,24,15,019</u>

11 Non-Current Investment

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
Investment in Subsidiary Company Trade Investment Unquoted		
13000000 13000000 IndiaNivesh Securities Private Limited, Equity Shares of Rs. 10/- each, fully paid up	22,00,00,000	22,00,00,000
10000 10000 Siddhi Multi-trade Private Limited, Equity Shares of Rs. 10/- each, fully paid up	1,00,000	1,00,000
50000 50000 IndiaNivesh Investment Advisors Pvt Ltd., Equity Shares of Rs. 10/- each, fully paid up	5,00,000	5,00,000
Total Subsidiary Investment		
1050000 Nil IndiaNivesh Commodities Pvt. Ltd., Equity Shares of Rs. 10/- each, fully paid up	105,00,000	-
Total Subsidiary Investments	<u>23,11,00,000</u>	<u>22,06,00,000</u>
Other Investments Non-Trade Investment		
NIL NIL Investment in Debts Assets Personal Guarantee	5,00,000	5,00,000
NIL 400000 Paridhi Properties Limited Equity Shares of Rs. 10/- each, fully paid up.	-	40,00,000
	<u>5,00,000</u>	<u>45,00,000</u>
Total Quoted Investments	<u>4,02,72,000</u>	<u>18,24,15,019</u>
Total Unquoted Investments	<u>23,16,00,000</u>	<u>22,51,00,000</u>
Total Investments	<u>27,18,72,000</u>	<u>40,75,15,019</u>

Notes :

Market Value of Quoted & Unquoted Shares.

	Book Value as at		Market Value as at	
	31-Mar-2013	31-Mar-2012	31-Mar-2013	31-Mar-2012
Quoted Investment	4,02,72,000	18,24,15,019	4,02,72,000	3,73,02,221
Unquoted Investment	23,16,00,000	22,51,00,000	23,16,00,000	22,51,00,000
	<u>27,18,72,000</u>	<u>40,75,15,019</u>	<u>27,18,72,000</u>	<u>26,24,02,221</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
12 Long Term Loans & Advance		
<u>Deposits</u>		
Unsecured, considered good with DGCX	-	2,38,078
	<u>-</u>	<u>2,38,078</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
13 Other non current assets		
Unamortised Expenditure (To the extent not written off or adjusted)		
Preliminary Expenses	1,10,500	1,54,700
	<u>1,10,500</u>	<u>1,54,700</u>
14 Trade Receivable		
Unsecured, considered good		
(i) outstanding for a period exceeding six months	-	-
(ii) others	-	1,88,63,252
	<u>-</u>	<u>1,88,63,252</u>
15 Cash and Bank Balances		
Cash on hand	47,578	49,583
Bank Balance with Scheduled Bank - On current account	18,46,643	1,45,90,857
Bank Balance with Scheduled Bank - On dividend account	4,04,965	14,15,186
	<u>22,99,186</u>	<u>1,60,55,626</u>
16 Short Term Loans & Advance		
Unsecured, considered good		
Loans & Advances to body corporates	52,52,411	2,96,42,300
Loans & Advances to others	1,68,00,000	-
Loans & Advances to employees	-	48,763
Advances for expenses	-	1,419
Advance Tax & TDS	1,69,29,716	1,82,60,903
Share Application Money Paid	-	1,01,85,000
	<u>3,89,82,127</u>	<u>5,81,38,385</u>
17 Other current assets		
Service Tax Receivable	65,133	-
Unamortised Expenditure		
(To the extent not written off or adjusted)		
Preliminary Expenses	44,200	44,200
	<u>1,09,333</u>	<u>44,200</u>
18 Revenue from operations		
Consultancy Charges	1,00,00,000	1,90,01,966
Interest Received	8,01,823	4,14,270
Profit on Sale of Investments & Assets		
i) Short Term Capital Gain / (Loss) (Shares)	-	90,71,129
ii) Long Term Capital Gain / (Loss) (Shares)	1,00,61,071	-
	<u>2,08,62,894</u>	<u>2,84,87,365</u>
19 Other Income		
Dividend	20,39,380	4,92,117
Misc. Income	-	40,000
Rent Recd.	-	8,41,500
	<u>20,39,380</u>	<u>13,73,617</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
20 Employee benefit expense		
Director's Remuneration	11,88,012	11,88,012
Staff Salary & Allowances	19,23,366	54,62,381
Staff Welfare Expenses	16,556	65,572
	<u>31,27,934</u>	<u>67,15,965</u>
21 Finance cost		
Interest expenses - borrowings	<u>83,63,016</u>	<u>1,08,97,928</u>
	<u>83,63,016</u>	<u>1,08,97,928</u>
22 Depreciation and amortisation expenses		
Depreciation	1,47,956	1,61,449
Amortisation expenses	44,200	44,200
	<u>192,156</u>	<u>2,05,649</u>
23 Other Expenses :		
Payment to Auditors		
- As audit fee	56,180	56,180
Advertisement Expenses	1,14,648	2,17,141
Donation	10,00,000	10,00,000
Electricity Charges	3,453	2,08,879
Legal & Professional Fees	4,98,981	3,79,796
Miscellaneous Expenses	3,58,915	4,25,165
Postage, Freight and Telephone	11,154	1,52,443
Printing & Stationery	19,256	1,48,998
Travelling Expenses	1,59,805	3,43,480
Written off a/c	2,31,898	14,00,000
	<u>24,54,290</u>	<u>43,32,082</u>

24. Earning per share :

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Profit after tax (Rs.)	73,52,335	66,46,504
Weighted average number of equity shares outstanding	3,77,50,000	37,75,000
Face Value per equity share Rs.	1.00	10.00
Basic Earnings per share (Rs.)	0.20	1.77
Diluted earning per share (Rs.)	0.20	1.77

25. Payment to Auditors

Particulars	31st March 2013	31st March 2012
Audit Fees	56,180/-	56,180/-
Certification & other matters	Nil	Nil
Total	56,180/-	56,180/-

26. Managerial Remuneration under section 198 of the Companies Act, 1956:

Managing Director	31st March 2013	31st March 2012
Salary	6,00,000/-	6,00,000/-
Allowances & Perquisites	5,88,012/-	5,88,012/-
Total	11,88,012/-	11,88,012/-



Computation of net profit in accordance with Section 198 and Section 309(5) of the Companies Act 1956 for calculations of maximum limit of Director's remuneration:

Particulars	31st March 2013	31st March 2012
Profit for the year before taxation as per Profit & Loss Account	87,64,878	77,09,358
Add: Managerial Remuneration	11,88,012	11,88,012
Add: Meeting Fees	Nil	Nil
Less: Capital Profit	10,061,071	90,71,129
Adjusted net profit	(1,08,181)	(1,73,759)
Maximum limit of remuneration to Directors (5%)	Nil	Nil

Director remuneration paid during the year is not within the limits mentioned in Sec198 of Companies Act 1956 due to inadequate profits, but company is fulfilling the conditions given in Schedule XIII of the Companies Act 1956. So company has paid the remuneration to its directors within the prescribed limits in Schedule XIII of Companies Act 1956.

## 27. Contingent Liabilities

A) Corporate Guarantee given on behalf IndiaNivesh Securities Pvt. Ltd., a subsidiary company of IndiaNivesh Limited :

- to HDFC Bank Limited for Rs. 30,27,00,000/- (Previous year Rs. 30,00,00,000),
- to Oriental Bank of Commerce for Rs.10,00,00,000/- (Previous year Rs. 5,00,00,000),
- to Bank of India for Rs. 10,00,00,000/- (Previous year Rs. 10,00,00,000) and
- to Punjab National Bank for Rs. 10,00,00,000/- (Previous year Rs. 10,00,00,000)

However against the bank guarantees, IndiaNivesh Securities Pvt. Ltd. has made fixed deposits of Rs. 25.49 crores as margin.

B) Corporate Guarantee given on behalf IndiaNivesh Commodities Pvt. Ltd., a subsidiary company of IndiaNivesh Limited :

- to HDFC Bank Limited for Rs. 14,98,00,000/- (Previous year Rs. Nil) and
- to Bank of India for Rs. 10,00,00,000/- (Previous year Rs. Nil)

However against the bank guarantees, IndiaNivesh Commodities Pvt.Ltd. has made fixed deposits of Rs.12.85 crores as margin.

C) Corporate Guarantee given to IL & FS Trust Company Limited on behalf Siddhi Multi-Trade Pvt.Ltd., a subsidiary company of IndiaNivesh Limited of Rs. 18,00,90,000/- (Previous year Rs. Nil)

## 28. Segmental Reporting

As the Company presently operates predominantly in only under single activity namely investments and consultancy. As such there is no separate reportable business or geographical segments as per Accounting Standard 17 on "Segmental Reporting".

## 29. Related Party Disclosure

As per Accounting Standard 18 (AS-18) "Related Party Disclosures" issued by ICAI, The related parties are as follows:

Related Party Disclosures:

(a) Relationship :-

(i) Subsidiaries / Associates Company:

- 1) Sneh Shares & Securities Pvt. Ltd. – Promoter Company
- 2) IndiaNivesh Securities Pvt. Ltd. – Subsidiary
- 3) IndiaNivesh Commodities Pvt. Ltd. – Subsidiary
- 4) Siddhi Multi-Trade Pvt.Ltd. - Subsidiary
- 5) IndiaNivesh Investment Advisors Pvt.Ltd.- Subsidiary
- 6) IndiaNivesh Fund Managers Pvt.Ltd.- Step down Subsidiary

- (ii) Key Managerial Personnel:  
1) Rajesh Nuwal – Managing Director
- (iii) Enterprise having same Key Management Personnel  
1) Jupiter Enterprises Limited

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

(b) Details of transaction with the related parties referred in (a) above

Sr. No.	Nature of transactions	a(i) Above		a(ii) above		a(iii) above	
		31.3.2013	31.3.2012	31.3.2013	31.3.2012	31.3.2013	31.3.2012
01	i) Loan Taken	Nil	Nil	Nil	Nil	2,98,50,000/-	Nil
	ii) Loan Repaid	Nil	Nil	Nil	Nil	2,99,42,656/-	
	iii) Loan Given	30,00,000/-	Nil	Nil	Nil	1,30,00,000/-	Nil
	iv) Loan received back	30,00,000/-	Nil	Nil	Nil	1,30,00,000/-	Nil
	v) Interest paid	Nil	Nil	Nil	Nil	92,656/-	Nil
	vi) Interest Income	2,17,890/-	Nil	Nil	Nil	Nil	Nil
02	Reimbursement of Expenses	Nil	4,41,401/-	Nil	Nil	Nil	Nil
03	Rent	1,08,000/-	1,08,000/-	Nil	Nil	Nil	Nil
04	Consultancy Fees Received	Nil	82,72,500/-	Nil	Nil	Nil	Nil
05	Remuneration Paid	Nil	Nil	11,88,012/-	11,88,012/-	Nil	Nil
06	Corporate Guarantee Given	30,25,00,000/-	12,50,00,000/-	Nil	Nil	Nil	Nil

(c) Outstanding balance at the close of the year:

As Creditors	Nil	Nil	Nil	Nil	Nil	Nil
As Loans receivable	Nil	Nil	Nil	Nil	Nil	Nil
Corporate Guarantee Given	85,25,00,000/-	55,00,00,000/-	Nil	Nil	Nil	Nil

30. On the basis of the information available with the Company, there are no suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, information as required by the said Act is not given
31. Special Reserve Fund has been created @ 20% of the net profit for the year as provided by Section 45I(C) of the Reserve Bank of India Act, 1934.
32. Other additional information's as per Revised Schedule VI part II is either nil or not applicable to the company.
33. Previous year's figures have been regrouped where necessary to confirm to this year's classification.

Note 1 to 33 annexed hereto forms part of the Balance Sheet and Statement of Profit and Loss

As per our report of even date attached

For and on behalf of  
CLB & Associates  
Chartered Accountants

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Place: Mumbai  
Date: May 30, 2013

Hemant Panpalia  
Director

For and on behalf of the Board  
IndiaNivesh Limited

Anil Bafna  
Chairman

Rajesh Nuwal  
Managing Director

Jinesh Doshi  
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	2012-2013 Rupees	22011-2012 Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit /(Loss) Before Tax and extra ordinary items	87,64,878	77,09,358
Adjustments for :		
Depreciation & Amortisation expenses	1,92,156	2,05,649
Profit on Sale of Investment	(1,00,61,071)	(90,71,129)
Cash inflow/(Outflow) before working capitals charges	(11,04,037)	(11,56,122)
Adjustments for :		
(Increase)/ Decrease Current Assets	3,81,92,454	(4,46,55,083)
(Decrease)/Increase in Current liabilities	(37,23,871)	16,40,018
Cash used in operating activities	3,33,64,547	(4,41,71,187)
Direct Taxes (paid)/Tax Refund received.	(1,75,000)	(4,54,437)
Net cash used in operating activities "A"	3,31,89,547	(4,46,25,624)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Profit on sale of Investment	1,00,61,071	90,71,129
Investments in Subsidiary	(1,05,00,000)	4,38,03,000
Investments in others	14,61,43,019	(2,39,08,178)
Net cash from investing activities "B"	14,57,04,090	2,89,65,951
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long term borrowings	(18,82,62,659)	3,31,12,190
Dividend paid	(37,75,000)	(37,75,000)
Corporate dividend tax	(6,12,418)	(6,41,561)
Net cash used in financing activities "C"	(19,26,50,077)	2,86,95,629
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(1,37,56,441)</b>	<b>130,35,956</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Opening	1,60,55,626	30,19,671
Closing	22,99,186	1,60,55,626
<b>NET INCREASE /(DECREASE) AS DISCLOSED ABOVE</b>	<b>(1,37,56,441)</b>	<b>1,30,35,956</b>

Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

In terms of our Report attached

For and behalf of the Board

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

Place: Mumbai  
Date: May 30, 2013

**SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY**  
(as required in terms of Paragraph 9BB of Non-Banking  
Financial Companies Prudential Norms (Reserve Bank), Directions, 1998

Particulars		31-03-2013		31-03-2012	
	Liabilities Side:	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:				
	(a) Debentures : Secured	-	-	-	-
	: Unsecured	-	-	-	-
	(other than falling within the meaning of public deposits)				
	(b) Deferred Credits	-	-	-	-
	(c) Term Loans	-	-	-	-
	(d) Inter-corporate loans and borrowing	4,66,37,611	-	23,49,00,270	-
	(e) Commercial Paper	-	-	-	-
	(f) Public Deposits	-	-	-	-
	(g) Other Loans - Cash credit from bank	-	-	-	-
(2)	Break-up of (1) (f) above (Outstanding public deposits inclusive interest accrued thereon but not paid) :				
	(a) In the form of Unsecured debentures	-	-	-	-
	(b) In the form of partly secured debenture i.e. debentures where there is a shortfall in the value of security	-	-	-	-
	(c) Other Public deposits	-	-	-	-
Assets side :		Amount outstanding		Amount outstanding	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :				
	(a) Secured		-		-
	(b) Unsecured	2,20,52,411		2,99,30,560	
(4)	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities				
	(i) Lease assets including lease rentals under sundry debtors :				
	(a) Financial lease		-		-
	(b) Operating lease		-		-
	(ii) Stock on hire including hire charges under sundry debtors :				
	(a) Assets on hire		-		-
	(b) Repossessed Assets		-		-

	(iii) Hypothecation loans counting towards EL/HP activities : (a) Loans where assets have been repossessed (b) Loans other than (a) above	- -	- -				
(5)	Break-up of Investments : Current Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify)  2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify)  Long Term Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify)  2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others - Immovable property (vi) Others-Share Application Money	- - - - - -  - - - - -  4,02,72,000 - - - - -  23,11,00,000 - - - - 5,00,000 -	- - - - - -  - - - - -  18,24,15,019 - - - - -  22,46,00,000 - - - - 5,00,000 1,01,85,000				
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :						
	Category	31-03-2013 Amount net of provisions			31-03-2012 Amount net of provisions		
		Secured	Unsecured	Total	Secured	Unsecured	Total
	1. Related Parties						
	(a) Subsidiaries	-	-	-	-	-	-
	(b) Companies in the same group	-	-	-	-	-	-
	(c) Other related parties	-	-	-	-	-	-
	2. Other than related parties	-	2,20,52,411	2,20,52,411	-	2,99,30,560	2,99,30,560
	Total	-	2,20,52,411	2,20,52,411	-	2,99,30,560	2,99,30,560

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
	Category	31-03-2013		31-03-2012	
		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties				
	(a) Subsidiaries	23,11,00,000	23,11,00,000	22,06,00,000	22,06,00,000
	(b) Companies in the same group	-	-	-	-
	(c) Other related parties	-	-	-	-
	2. Other than related parties	4,07,72,000	4,07,72,000	4,18,02,221	18,69,15,019
	Total	27,18,72,000	27,18,72,000	26,24,02,221	40,75,15,019
(8)	Other information				
	Particulars			31-03-2013 Amount	31-03-2012 Amount
	(i) Gross Non-performing Assets				
	(a) Related parties			-	-
	(b) Other than related parties			-	-
	(ii) Net Non-performing Assets				
	(a) Related parties			-	-
	(b) Other than related parties			-	-
	(iii) Assets acquired in satisfaction of debt			-	-

Notes forming part of the Accounts  
As per our attached report of even date

For and behalf of the Board

For and on behalf of  
For CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

(S.Sarupria)  
Partner  
M. No. 35783  
Place : Mumbai  
Date : May 30, 2013

Dinesh Nuwal  
Vice Chairman  
  
Hemant Panpalia  
Director

Rajesh Nuwal  
Managing Director  
  
Jinesh Doshi  
Company Secretary

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956  
RELATING TO SUBSIDIARY COMPANY

Name of the Subsidiaries : IndiaNivesh Securities Private Limited (INSPL)  
Siddhi Multi-Trade Private Limited (SMTPL)  
IndiaNivesh Commodities Private Limited (INCPL)  
IndiaNivesh Investment Advisors Private Limited (INIAPL)  
IndiaNivesh Fund Managers Private Limited (INFMPPL)(Step Down Subsidiary)

Financial Year of the Subsidiary Companies end on : March 31, 2013

[Rs.: in Lakhs]

	INSPL	SMTPL	INCPL	INIAPL	INFMPPL (Step down subsidiary)
1. The Paid-up Capital of subsidiaries held by IndiaNivesh Limited	1,300.00 (100.00%)	5.00 (100.00%)	5.00 (100.00%)	5.00 (100.%)	Nil (0.00%)
2. The net aggregate amount, so far as it concerns members of IndiaNivesh Limited and is not dealt in the Company's accounts, of the subsidiaries profit / (loss) after deducting losses					
i) for subsidiaries financial year ending March 31, 2013	32.94	13.56	140.98	(0.86)	–
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Limited	37.26	10.30	–	(0.82)	–
3. The net aggregate amount of the profits of the subsidiary after deducting losses so far as those profits are dealt with in the books of accounts of IndiaNivesh Limited					
i) for subsidiaries financial year ending March 31, 2013	NIL	NIL	NIL	NIL	NIL
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Limited	NIL	NIL	NIL	NIL	NIL

For and behalf of the Board

Anil Bafna  
Chairman

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Place: Mumbai  
Date: May 30, 2013

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

## INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS INDIANIVESH LIMITED

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of INIDANIVESH LIMITED, and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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 control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013; and
- (b) in case of the Consolidated Statement of the Profit and Loss, of the Profit for the Group for the year ended on that that.
- (c) in case of the consolidated Cash Flow Statement of the Cash Flow of the Group for the year ended on that date.

For and on behalf of  
For CLB & Associates  
Chartered Accountants  
F. R. No. 124305W

Place: Mumbai  
Date: May 30, 2013

(S.Sarupria)  
Partner  
M. No. 35783



CONSOLIDATED BALANCE SHEET as at 31st March, 2013 (Amount in Rs.)

	Note No.	As at 31-Mar-13	As at 31-Mar-12
I. EQUITY AND LIABILITIES			
1 Share Holders Fund			
(a) Share capital	2	3,77,50,000	3,77,50,000
(b) Reserve and Surplus	3	<u>27,99,33,540</u>	<u>23,25,34,872</u>
		<u>31,76,83,540</u>	<u>27,02,84,872</u>
2 Non-current liabilities			
(a) Long Term Borrowings	4	8,52,34,544	24,16,00,270
(b) Deferred Tax Liabilities (net)	5	15,30,434	43,36,228
(c) Other Long Term Liabilities	6	-	2,44,480
		<u>8,67,64,978</u>	<u>24,61,80,978</u>
3 Current liabilities			
(a) Short Term Borrowings	7	95,06,93,232	71,96,44,749
(b) Trade Payable	8	1,05,00,08,870	67,39,90,839
(c) Other current liabilities	9	1,10,37,100	1,23,25,693
(d) Short-Term Provisions	10	<u>2,37,54,021</u>	<u>1,86,20,159</u>
		<u>2,03,54,93,223</u>	<u>1,42,45,81,440</u>
<b>TOTAL</b>		<u><u>2,43,99,41,741</u></u>	<u><u>1,94,10,47,290</u></u>
II. ASSETS			
1 Non-current assets			
(a) Fixed Assets	11		
(i) Tangible Assets		6,77,18,617	7,55,86,261
(ii) Intangible Assets		77,99,198	50,86,640
(iii) Capital Work-in-progress		36,99,82,965	32,18,18,864
(b) Non Current Investment	12	44,64,95,032	48,05,86,099
(c) Long term loans and advances	13	8,73,42,712	6,69,32,500
(d) Other non current assets	14	<u>4,10,530</u>	<u>6,09,528</u>
		<u>97,97,49,054</u>	<u>95,06,19,892</u>
2 Current assets			
(a) Inventories	15	19,71,92,745	2,52,28,025
(b) Trade Receivable	16	68,94,65,087	53,09,16,017
(c) Cash and Bank Balances	17	43,24,91,258	25,57,22,595
(d) Short Term Loans & Advances	18	14,02,87,992	17,80,53,826
(e) Other current assets	19	<u>7,55,605</u>	<u>5,06,935</u>
		<u>1,46,01,92,687</u>	<u>99,04,27,398</u>
<b>TOTAL</b>		<u><u>2,43,99,41,741</u></u>	<u><u>1,94,10,47,290</u></u>

Significant Accounting Policies

The notes are an integral part of the Financial Statement

In terms of our Report attached

For and behalf of the Board

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

Place : Mumbai  
Dated : May 30, 2013

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2013

	Note No.	Year Ended. 31-Mar-13 Rupees	Year Ended. 31-Mar-12 Rupees
I. Revenue from operations	20	42,62,23,778	22,84,33,846
II. Other Income	21	<u>11,12,93,699</u>	<u>3,11,69,530</u>
III. Total Revenue		<u>53,75,17,477</u>	<u>25,96,03,375</u>
IV. Expenses			
Purchases of stock-in-trade		30,44,74,372	1,52,00,000
Change in inventories	22	(17,19,92,745)	(77,00,000)
Employee benefit expense	23	10,94,24,989	8,65,02,597
Finance cost	24	10,09,57,996	3,05,26,415
Depreciation and amortisation expenses	25	1,72,98,480	1,90,01,122
Other Expenses	26	16,18,52,248	10,66,78,137
Total Expenses		<u>52,20,15,339</u>	<u>25,02,08,272</u>
V. Profit/ (Loss) before Tax		<u>1,55,02,138</u>	<u>93,95,104</u>
VI. Tax Expense			
(a) Current Tax expense for current year		43,57,224	41,82,741
(b) Deferred Tax		(28,08,260)	(1,48,366)
(c) Current Tax expense relating to prior year		<u>1,29,416</u>	<u>(6,61,032)</u>
		<u>16,78,380</u>	<u>33,73,343</u>
Less: Mat Credit		25,88,979	-
Net Tax Expense		<u>(9,10,599)</u>	<u>33,73,343</u>
VII. Profit/ (Loss) for the year		1,64,12,737	60,21,761
Basic & diluted Earning par share (Rs.)	27	0.44	0.16
(Face value Rs.10 Per Share)			
Significant Accounting Policies	1		

In terms of our Report attached

For and behalf of the Board

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

Place : Mumbai  
Dated : May 30, 2013

CONSOLIDATED NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2013

1. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of preparation of Financial Statements

The financial statements have been prepared to comply in all material respect with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards issued pursuant to the Companies (Accounting Standards) Rules, 2006 and relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention on accrual and going concern basis.

b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those of the estimates. Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable.

c) Principles of Consolidation

The consolidated financial statements of the Group have been prepared on the following basis:

- (a) The consolidated financial statements of the Group are prepared in accordance with the Accounting Standard-21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India".
- (b) The financial statements of the Company and its Subsidiary Companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after eliminating intra- group balances and intra –group transactions resulting in unrealised profits or unrealised cash losses.
- (c) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
- (d) Companies considered in the consolidated financial statements are:

Name of the Company	Country of Incorporation	Holding	Financial year ends on
IndiaNivesh Securities Pvt. Ltd.	India	100.00%	31.03.2013
Siddhi Multi-Trade Pvt. Ltd.	India	100.00%	31.03.2013
IndiaNivesh Investment Advisors Pvt. Ltd.	India	100.00%	31.03.2013
IndiaNivesh Commodities Pvt. Ltd.	India	100.00%	31.03.2013

d) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation & other pre-operation expenses until the asset is ready to put to use for its intended purposes.

e) Depreciation

Depreciation on Fixed Assets is provided on written down value method, at the rates prescribed by Schedule XIV of the Companies Act, 1956.

f) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transaction. Foreign currency monetary items outstanding as at the Balance Sheet date are reported using the closing rate. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

g) Taxation

Income Tax comprises of Current Tax and net changes in Deferred Tax Assets or Liabilities during the year. Current Tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income-tax Act, 1961.

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognised when it is reasonably certain that there will be future taxable income. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit. Deferred tax assets and liabilities are measured using substantively enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Statement of Profit and Loss in the period of substantive enactment of the change

h) Inventories

Inventories are valued at cost or net realizable value whichever is lower (determined on weighted / moving average basis)

i) Investment

Long term investments are stated at cost. Provision for diminution in the value of investments is made if such a decline is other than temporary in the opinion of the management. Cost of borrowing i.e. interest for specific investment which is of long term nature has been apportioned on cost of investment in conformity with the Accounting Standard - 16 Borrowing Cost.

j) Employee Benefit

Company does not have any benefits plans to its employee so far.

k) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimates at the balance sheet date required to settle the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimation. A contingent liability is disclosed unless the possibility of an outflow of resources

embodying the economic benefits is remote. Contingent Assets are neither recognised nor disclosed in the financial statements.

l) Cash and Cash Equivalents

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

m) Earnings per Share

Basic earnings per share is calculated by dividing the net profit/ (loss) after tax for the period attributable to equity shareholders of the Company by the weighted average number of equity shares in issue during the period.

Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholder of the Company by the weighted Average number of shares outstanding during the year adjusted for the effects of all dilutive potential equity shares.

Consolidated Notes to financial statement for the year ended 31st March, 2013

2 Share Holders Fund

The details of Authorised , Issued and paid up Share Capital is as below :

Share Capital

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
Authorised 5,06,00,000 (50,60,000) Equity shares of Re.1/-(Rs.10/-) each	5,06,00,000	5,06,00,000
Issued 3,77,50,000 (37,75,000) Equity Shares of Re.1/-(10/-) each Fully paid up	3,77,50,000	3,77,50,000
Subscribed and Paid Up 3,77,50,000 (37,75,000) Equity Shares of Re.1/-(10/-) each Fully paid up	3,77,50,000	3,77,50,000

- (i) The Company has one class of equity shares having a par value of Re.1/- (10/-) each. Each share holder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the Shareholder in the ensuing Annual General Meeting (AGM), except in the case of interim dividend which is ratified by the Shareholders at the AGM.
- (ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	No.of shares	Amount in Rupees
Shares outstanding at the opening of the year	37,75,000 (37,75,000)	3,77,50,000 (3,77,50,000)
Issued during the period	- (NIL)	- (NIL)
Shares Bought back during the year	- (NIL)	- (NIL)
Split from Rs.10 each to Re.1 each	3,39,75,000 (NIL)	- (NIL)
Outstanding at the end of the period	3,77,50,000 (37,75,000)	3,77,50,000 (3,77,50,000)

- (iii) Details of shares held by each shareholder holding more than 5% shares:

Name of the Share Holder	Equity Shares			
	As at 31-Mar-2013		As at31-Mar-2012	
	No.of shares	% of Holding	No.of shares	% of Holding
Sneh Shares & Securities Pvt. Ltd.	16,75,300	44.38%	16,75,300	44.38%

(Amount in Rs.)		
Particulars	As at 31-Mar-2013	As at 31-Mar-2012
3 Reserve and Surplus		
(a) Capital Redemption Reserve As per last Financial Statement	3,50,000	3,50,000
(b) General Reserve As per last Financial Statement Add: Transferred from Surplus	1,19,46,362 1,83,808 <u>1,21,30,170</u>	1,17,80,199 1,66,163 <u>1,19,46,362</u>
(c) Statutory Reserve As per last Financial Statement Add: Transferred from Surplus	1,16,95,699 14,70,467 <u>1,31,66,166</u>	1,03,66,398 13,29,301 <u>1,16,95,699</u>
(d) Securities Premium Reserve As per last Financial Statement	9,94,69,500	9,49,87,500
(e) Surplus in Statement of Profit and Loss As per last Financial Statement Add: Transferred from surplus in statement of profit and loss Add: Balance B/f of Subsidiaries acquired/seized during the year Less : Minority Interest Less: Appropriations Proposed Dividend Corporate Dividend tax Transfer to General Reserve Transfer to Statuary Reserve Fund	14,44,46,660 1,64,12,737 <u>16,08,59,397</u> <u>16,08,59,397</u> <u>16,08,59,397</u> <u>16,08,59,397</u> 37,75,000 6,12,418 1,83,808 14,70,467 <u>60,41,693</u>	11,50,51,356 60,21,761 <u>12,10,73,116</u> <u>11,94,38,193</u> <u>11,94,38,193</u> <u>11,94,38,193</u> 37,75,000 6,12,418 1,66,163 13,29,301 <u>58,82,882</u>
Closing Balance	<u>15,48,17,704</u>	<u>11,35,55,311</u>
Total	<u>27,99,33,540</u>	<u>23,25,34,872</u>
4 Long Term Borrowings		
Secured Loan		
Unsecured		
From Others - Inter Corporate Deposit	8,52,34,544	24,16,00,270
	<u>8,52,34,544</u>	<u>24,16,00,270</u>
5 Deferred Tax Liabilities (net)		
As per last Financial Statement	43,38,694	44,87,326
Add: Arising on account of depreciation	(28,08,260)	(1,51,098)
	<u>15,30,434</u>	<u>43,36,228</u>

(Amount in Rs.)		
Particulars	As at 31-Mar-2013	As at 31-Mar-2012
6 Other Long Term Liabilities		
Interest accrued but not due on inter Corporate Deposits	-	2,44,480
	-	2,44,480
7 Short Term Borrowings		
Secured Borrowings		
Overdraft		
From Banks	25,11,49,697	19,58,99,481
(secured against office premises and shares)		
Debentures		
Secured Redeemable Non Convertible Debentures	5,40,90,000	-
Other loans		
From Financial Institutions	21,83,02,129	11,05,15,260
(secured against shares)		
Vehicle Loan		
From Banks	-	3,10,183
From Others	-	3,10,290
(secured against hypothecation of respective Car)		
	52,35,41,826	30,70,35,213
Unsecured Borrowings		
From Others	38,21,51,406	41,26,09,536
Debentures		
Unsecured Redeemable Non Convertible Debentures	4,50,00,000	-
	42,71,51,406	41,26,09,536
	95,06,93,232	71,96,44,749
8 Trade Payable		
Sundry Creditors	89,03,14,323	64,29,58,650
Sundry Creditors for Exp.	2,24,16,291	1,40,57,216
Sundry Creditors - others	13,72,78,256	1,69,74,973
	1,05,00,08,870	67,39,90,839
9 Other current liabilities		
Other Payables- Statutory Dues	1,06,40,084	1,09,18,455
Unclaimed Dividend	3,97,016	14,07,238
	1,10,37,100	1,23,25,693
10 Short-Term Provisions		
Provision for Taxation	1,93,66,603	1,42,32,741
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,12,418	6,12,418
	2,37,54,021	1,86,20,159



11 Fixed Assets

(Amount in Rs.)

Description	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK	
	As at 31-Mar-12 Rs.	Addition during the year Rs.	Del./Adj. during the year Rs.	As at 31-Mar-13 Rs.	Upto 31-Mar-12 Rs.	For the year Rs.	Del./Adj. during the year Rs.	Upto 31-Mar-13 Rs.	As at 31-Mar-13 Rs.	As at 31-Mar-12 Rs.
(a) Tangible Assets										
Building	23700655	2530000	-	26230655	6259556	872055	-	7131611	19099044	17441099
Plant & Equipment	56321477	3703823	-	60025300	25544676	8839439	(793999)	35178114	24847186	30776801
Furniture & Fixtures	32058537	1788097	-	33846634	7932499	4427374	(117260)	12477133	21369501	24126038
Vehicles	5922748	-	-	5922748	2680425	839437	-	3519862	2402886	3242323
Total Tangible Assets	118003417	8021920	-	126025337	42417156	14978305	(911259)	58306720	67718617	75586261
(b) Intangible Assets										
Computer Software	16165071	4880585	-	21045656	11078431	2168027	-	13246458	7799198	5086640
Total Intangible Assets	16165071	4880585	-	21045656	11078431	2168027	-	13246458	7799198	5086640
(c) Capital Work-in Progress										
Land & Building	321818864	48164101	-	369982965	-	-	-	-	369982965	321818864
Total Assets	455987352	61066606	-	517053958	53495587	17146332	(911259)	71553178	445500780	402491765
Pervious Year	390033716	66058235	1,04,600	455987352	34881336	18708538	94287	53495587	402491765	

12 Non-Current Investment

(Amount in Rs.)

Particulars			As at 31-Mar-2013	As at 31-Mar-2012
Cur. Year (Nos.)	Pr. Year (Nos.)	Non- Trade Investment Quoted - Investment in shares (at cost) (Equity shares of face value of Rs.10/- each unless otherwise stated)		
Nil	27500	Adhunik Metalics Ltd.	-	13,90,676
5000	Nil	Agc Networks Limited	20,69,852	-
5000	Nil	Agc Networks Limited - Bonus	-	-
24575	Nil	Agrotech Foods Ltd	1,15,81,461	-
10000	Nil	Akzo Nobel India Ltd	97,13,876	-
80000	Nil	Allsec Technologies	36,09,696	-
25000	Nil	Anantraj Industries (face value of Rs.2/- each)	16,70,648	-
12502	12502	APL Apollo Tubes Ltd.	24,16,232	24,16,232
55620	28	Asahi Songwon Colors	37,03,667	2,594
24499	Nil	Atlas Gears	38,61,205	-
Nil	4698	Atul Ltd.	-	8,25,642
10000	Nil	Autoline Ind. Ltd.	8,06,917	-
Nil	13545	Bajaj Corp Ltd., (Face value of Re. 1/- each)	-	16,82,583
14690	2143185	Bajaj Hindustan Ltd. (face value of Re.1/- each)	3,74,008	31,07,31,765
16000	Nil	Basf India	1,08,04,831	-
Nil	5038	BF Investment, (Face value of Rs. 5/- each)	-	60,15,578
10832	Nil	BOC (I) Ltd.	31,40,668	-
50000	Nil	Bombay Dyeing (face value of Rs.2/- each)	46,94,916	-
20100	Nil	CCL Products	58,14,722	-
25000	Nil	Century Plyboards (I) (face value of Re.1/- each)	13,36,519	-
3000	Nil	Cmc Limited	41,42,833	-
199	Nil	Coal India	60,166	-
10000	Nil	Cosmo Films	7,54,357	-
95584	Nil	D B Realty	69,23,999	-
3836	Nil	De Nora India Ltd	6,58,622	-
23648	Nil	Deccan Cements	51,86,789	-
75000	Nil	Dhanlakshmi Bank	37,88,054	-
35010	Nil	Dhanuka Agritech Ltd (face value of Rs.2/- each)	41,88,454	-
50000	Nil	Dishman Pharmaceutic (face value of Rs.2/- each)	57,56,541	-
73000	Nil	E P C Irrigation	96,32,345	-
58884	Nil	Emkay Share & Stock	9,99,219	-
700	700	Empire Industries	4,52,108	4,52,108
10000	Nil	Eros International	17,74,176	-
3333	3333	Essar Shipping Ltd.	95,122	95,122
25000	Nil	Essel Propack Ltd. (face value of Rs.2/- each)	8,33,447	-
8060	Nil	F D C (face value of Re.1/- each)	7,47,608	-
141852	Nil	First Leasing	73,84,006	-

12 Non-Current Investment

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
156000 225000 Gitanjali Gems Ltd.	5,00,39,935	8,17,22,700
22662 Nil Hester Pharma	25,51,368	-
10000 Nil Hikal Chemical Inds	37,63,276	-
11009 3474 Hitachi Home & Life	14,11,202	4,56,769
25142 9307 IFB Agro Industries	48,54,944	17,04,506
30100 Nil India Glycols	46,04,178	-
10000 Nil Ingersoll Rand India	48,95,562	-
25000 Nil Innovative Tech Pack (face value of Re.1/- each)	4,75,540	-
Nil 1292 Insecticides (I) Ltd.,	-	2,90,971
10000 Nil Ipca Laboratories (face value of Rs.2/- each)	52,22,904	-
Nil 3280 J. B. Chemicals , (Face value of Rs. 2/- each)	-	3,21,537
5000 Nil Jindal Saw Ltd (face value of Rs.2/- each)	6,39,778	-
200000 Nil Jm Financial Ltd (face value of Re.1/- each)	36,84,754	-
34944 Nil Jubilant Life Science (face value of Re.1/- each)	74,80,059	-
4027200 1108800 Jupiter Enterprises Ltd.,	4,02,72,000	1,10,88,000
Nil 8000 Kale Consultants	-	11,02,727
25000 Nil Kalpataru Power Tran (face value of Rs.2/- each)	19,84,755	-
25000 Nil Kalyani Steels (face value of Rs.5/- each)	10,03,640	-
200000 Nil Kingfisher Airlines	22,88,677	-
5000 2456 Kirloskar Pneumatics	25,07,137	13,45,046
29609 Nil Kisan Mouldings	10,07,851	-
10000 Nil Ladderup Finance	1,50,171	-
101056 40056 Liberty Shoes	96,28,035	38,62,699
Nil 5000 Lloyd Electric & Steels,(Face value of Rs. 2/- each)	-	4,40,194
50000 Nil M&M Financial Serv (face value of Rs.2/- each)	1,32,02,042	-
Nil 5000 Mahindra Forgings Ltd.,	-	5,45,846
52000 Nil Mahindra Forgirs Ltd.,	23,16,632	-
50000 Nil Mangalore Chemicals	14,74,176	-
Nil 10000 MBL Infrastructure,	-	24,22,986
20000 20000 Mercator Lines (Face Value Of Re.1/- Each)	5,11,709	5,11,709
17 Nil Moil	3,918	-
47021 22021 Money Mat Fin Serv	52,38,487	20,09,819
134 Nil Muthoot Finance Ltd.	27,689	-
6 Nil National Mineral	892	-
12500 Nil Nesco Ltd.	91,27,834	-
100000 Nil Network 18 Fincap Ltd. (face value of Rs.5/- each)	32,28,668	-
100000 Nil Nitco Ltd	24,98,342	-
400000 Nil Nitesh Estates Ltd	66,59,154	-
16150 Nil Oil India	84,09,012	-
588000 Nil Oricon Enterprises Ltd (face value of Rs.2/- each)	1,18,93,694	-
400 400 Oudh Sugar Mills	18,312	18,312

12 Non-Current Investment

(Amount in Rs.)

Particulars	As at 31-Mar-2013	As at 31-Mar-2012
Nil 9909 Panama Petrochem	-	26,81,213
10000 Nil Parenteral Drugs	12,20,540	-
8341 Nil PI Industries (face value of Re.1/- each)	54,12,084	-
Nil 250000 Pipavav Defence	-	2,02,02,980
297 Nil Power Grid Corp	32,276	-
10000 Nil Prakash Industries	6,05,135	-
Nil 103185 Provogue India Ltd., (Face value of Re. 1/- each)	-	10,95,055
Nil Nil Prozone Capital, (Face value of Rs. 2/- each)	-	4,46,842
35088 Nil Rswm Limited	35,47,919	-
60000 Nil Shasun Pharma (face value of Rs.2/- each)	94,70,551	-
3934 Nil Sir Shadilal Enterpr	1,28,000	-
Nil 7000 Sir Shadilal Enterprises Ltd.,	-	12,56,387
200171 Nil South Ind Bank (face value of Rs.2/- each)	48,89,792	-
198331 Nil Southern Petrochemic	27,30,153	-
25000 Nil Spicejet Ltd	12,09,168	-
100000 Nil Sun Pharma Adv Resea (face value of Re.1/- each)	1,17,98,336	-
6000 6000 Supremeinf (face value of Rs.2/- each)	15,53,151	15,53,151
5000 Nil Swaraj Engines	21,27,417	-
379610 152261 Technocraft Ind	1,62,53,204	55,39,302
50000 Nil Thirumalai Chemicals	58,95,956	-
40000 Nil U.B.Engineering	9,09,033	-
12402 Nil U.B.Holdings	5,29,457	-
251 251 Ultratech Cements	7,59,787	7,59,787
70689 Nil Vaibhav Global Ltd.	73,05,650	-
10000 Nil Vascon Engineers Ltd	34,33,90	-
10000 Nil Videocon Industries	23,07,622	-
3500 3356 Vivimed Labs Ltd.	14,11,832	13,62,745
4641 Nil Weizmann Forex Ltd	3,76,349	-
114410 Nil West Coast Paper (face value of Rs.2/- each)	1,35,37,389	-
100000 Nil Ran Dacor	1,75,86,946	-
Total Quoted Investments	<u>44,39,94,532</u>	<u>46,63,53,584</u>

12 Non-Current Investment

(Amount in Rs.)

Particulars			As at 31-Mar-2013	As at 31-Mar-2012
Cur. Year (Nos.)	Pr. Year (Nos.)	Other Investments Non-Trade Investment (Unquoted)		
NIL	NIL	Investment in Debts Assets (Personal Guarantee)	5,00,000	5,00,000
200000	NIL	IndiaNivesh Insurance Brokers Pvt. Ltd. Equity Shares of Rs. 10/- each, fully paid up.	20,00,000	
NIL	400000	Paridhi Properties Limited Equity Shares of Rs. 10/- each, fully paid up.	-	65,00,000
10	10	Sukh Sagar Premises Co-op.Society Limited Equity Shares of Rs. 10/- each, fully paid up.	500	500
NIL	129387	Madhya Pradesh Stock Exchange Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	45,35,015
NIL	58000	Vadodara Stock Exchange Ltd. Equity Shares of Rs. 10/- each, fully paid up.	-	26,97,000
			<u>25,00,500</u>	<u>1,42,32,515</u>
		Total Unquoted Investments	<u>25,00,500</u>	<u>1,42,32,515</u>
		Total Investments	<u>44,64,95,032</u>	<u>48,05,86,099</u>

(Amount in Rs.)

Particulars		As at 31-Mar-2013	As at 31-Mar-2012
13	Long term loans and advances Deposits	8,73,42,712	6,69,32,500
		<u>8,73,42,712</u>	<u>6,69,32,500</u>
14	Other non current assets Unamortised Expenditure (To the extent not written off or adjusted) Preliminary Expenses	4,10,530	6,09,528
		<u>4,10,530</u>	<u>6,09,528</u>
15	Inventories Stock-in-trade	19,71,92,745	2,52,28,025
		<u>19,71,92,745</u>	<u>2,52,28,025</u>

(Amount in Rs.)		
Particulars	As at 31-Mar-2013	As at 31-Mar-2012
16 Trade Receivable		
Unsecured, considered good		
(i) outstanding for a period exceeding six months	47,11,328	66,29,253
(ii) others	68,47,53,759	52,42,86,764
	<u>68,94,65,087</u>	<u>53,09,16,017</u>
17 Cash and cash equivalents		
Cash on hand	13,16,386	18,10,099
Bank Balance with Scheduled Bank - On current account	2,36,23,219	2,02,78,357
Bank Balance with Scheduled Bank - On fixed deposit account	40,71,46,688	23,22,18,954
Bank Balance with Scheduled Bank - On dividend account	4,04,965	14,15,186
	<u>43,24,91,258</u>	<u>25,57,22,595</u>
18 Short Term Loans & Advance		
Unsecured Considered Good		
Loans & Advances to body corporates	68,41,671	2,96,42,300
Loans & Advances to Others	1,68,00,000	-
Loans & Advances to employees	22,33,975	18,75,207
Advances for expenses	90,16,710	67,09,154
Advance Tax & TDS	4,11,64,037	3,04,64,801
Share Application Money Paid	-	1,01,85,000
Prepaid Expenses	89,08,701	77,87,535
Advance for purchases of assets	1,83,45,650	8,95,00,000
Sundry Deposits	1,58,04,940	-
Advance Recoverable from others	2,11,72,307	18,89,828
	<u>14,02,87,992</u>	<u>17,80,53,826</u>
19 Other current assets		
Service Tax Receivable	65,133	-
Unamortised Expenditure (To the extent not written off or adjusted)		
Preliminary Expenses	1,99,038	2,00,944
Other Receivable	4,91,434	3,05,991
	<u>7,55,605</u>	<u>5,06,935</u>
20 Revenue from operations		
Consultancy Charges	1,15,90,000	4,90,01,966
Interest Received	8,01,823	4,14,270
Brokerage	19,96,97,423	14,53,25,582
Commission	6,57,897	13,20,132
DP Income	55,82,414	58,09,114
Sales	19,78,37,534	1,75,01,115
Profit on Sale of Investments & Assets	1,00,61,071	90,71,129
Profit / (Loss) on Sale of vanda shares	(4,384)	(9,463)
	<u>42,62,23,778</u>	<u>22,84,33,846</u>

		(Amount in Rs.)	
Particulars		As at 31-Mar-2013	As at 31-Mar-2012
21	Other Income		
	Dividend	44,83,462	13,88,000
	Misc. Income	15,84,823	3,12,526
	Speculation Profit /Loss on shares	-	-
	Interest Income	1,25,52,028	1,71,733
	Income / (Loss) from Derivatives	-	19470401
	Penalty Charges	2,15,89,811	1,29,25,448
	Registration charges - sub brokers	-	5,759
	Software Charges Received	5,25,582	1,52,276
	Profit / Loss on Sale of Investments	6,68,54,004	(42,81,092)
	Rent Recd.	37,03,989	10,24,478
		<u>11,12,93,699</u>	<u>3,11,69,530</u>
22	Change in inventories		
	Inventories at the end of the year	19,71,92,745	2,52,00,000
	Inventories at the beginning of the year	2,52,00,000	1,75,00,000
	Net (Increase) / Decrease	<u>(17,19,92,745)</u>	<u>(77,00,000)</u>
23	Employee benefit expense		
	Salaries & Wages	10,16,55,494	8,08,69,274
	Staff Welfare Expenses	32,60,210	24,57,573
	Employers Contribution to ESIC	7,09,318	6,52,966
	Employers Contribution to P.F.	14,53,272	13,85,533
	Performance Incentive	13,74,495	2,49,858
	Gratuity	9,72,200	8,87,393
		<u>10,94,24,989</u>	<u>8,65,02,597</u>
24	Finance cost		
	Interest expense	6,84,34,400	2,00,22,494
	Bank Guarantee Charges	1,09,66,412	96,12,259
	Bank Charges	4,046	16,165
	Processing fees	17,20,780	7,91,430
	Interest on Debentures	1,98,04,930	-
	Interest on Car Loan	27,427	84,068
		<u>10,09,57,996</u>	<u>3,05,26,415</u>
25	Depreciation and amortisation expenses		
	Depreciation	1,71,46,332	1,87,08,538
	Amortisation expenses	1,52,148	2,43,828
		<u>1,72,98,480</u>	<u>1,89,52,366</u>
26	Other Expenses :		
	Auditors Remuneration	2,86,518	2,69,664
	Legal & Professional Fees	1,48,08,060	1,55,22,622
	Misc. Expenses	14,67,57,670	9,09,34,607
		<u>16,18,52,248</u>	<u>10,67,26,893</u>

27. Earning per share :

(Amount in Rs.)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Profit after tax (Rs.)	1,64,12,737	60,21,761
Weighted average number of equity shares outstanding	3,77,50,000	37,75,000
Face Value per equity share Rs.	1.00	10.00
Basic Earnings per share (Rs.)	0.44	1.60
Diluted earning per share (Rs.)	0.44	1.60

28. Payment to Auditors

(Amount in Rs.)

Particulars	31st March 2013	31st March 2012
Audit Fees	2,86,518/-	2,58,428/-
Certification & other matters	10,113/-	45,223/-
Total	296,631/-	303,651/-

29. Contingent Liabilities

- A) Corporate Guarantee given on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited :
- to HDFC Bank Limited for Rs. 30,27,00,000/- (Previous year Rs. 30,00,00,000) ,
  - to Oriental Bank of Commerce for Rs. 10,00,00,000/- (Previous year Rs. 5,00,00,000) ,
  - to Bank of India for Rs. 10,00,00,000/- (Previous year Rs. 10,00,00,000) and
  - to Punjab National Bank for Rs. 10,00,00,000/- (Previous year Rs. 10,00,00,000)

However against the bank guarantees, IndiaNivesh Securities Pvt. Ltd. has made fixed deposits of Rs. 25.49 crores as margin.

- B) Corporate Guarantee given on behalf IndiaNivesh Commodities Pvt. Ltd., a subsidiary company of IndiaNivesh Limited :
- to HDFC Bank Limited for Rs. 14,98,00,000/- (Previous year Rs. Nil) and
  - to Bank of India for Rs. 10,00,00,000/- (Previous year Rs. Nil)

However against the bank guarantees, IndiaNivesh Commodities Pvt.Ltd. has made fixed deposits of Rs.12.85 crores as margin.

- C) Corporate Guarantee given to IL & FS Trust Company Limited on behalf Siddhi Multi-Trade Pvt.Ltd., a subsidiary company of IndiaNivesh Limited of Rs. 18,00,90,000/- (Previous year Rs. Nil)

30. Segmental Reporting

As the Consolidated Group presently operates predominantly in one operating activity, namely Financing and Investments, the reporting under segment under Accounting Standard 17 is not applicable.

31. Related Party Disclosure

As per Accounting Standard 18 (AS-18) "Related Party Disclosures" issued by ICAI, The related parties are as follows:

Related Party Disclosures:

- Relationship :-
  - Associates Company:
    - Jupiter Enterprises Limited
    - Casanostra Estates Pvt. Ltd.



(ii) Key Managerial Personnel / Director:

- 1) Mr. Dinesh Nuwal
- 2) Mr. Rajesh Nuwal
- 3) Mr. Hemant Panpalia
- 4) Mr. Nirmal Pareek

(iii) Relatives of Director

- 1) Snehlata Nuwal

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

(b) Details of transaction with the related parties referred in (a) above

Sr. No.	Nature of transactions	a(i) Above		a(ii) above		a(iii) above	
		31.3.2013	31.3.2012	31.3.2013	31.3.2012	31.3.2013	31.3.2012
1	Loan Taken	39,07,80,435	Nil	Nil	Nil	Nil	Nil
2	Loan Repaid	26,72,65,049	Nil	Nil	Nil	Nil	Nil
3	Loan Given	12,56,56,013	22,79,718	Nil	Nil	Nil	Nil
4	Loan received back	12,40,56,835	Nil	Nil	Nil	Nil	Nil
5	Interest paid	49,16,981	Nil	Nil	Nil	Nil	Nil
6	Interest Income	99,178	29,718	Nil	Nil	Nil	Nil
7	Rent Paid	1,80,000	1,80,000	8,83,600	8,44,000	Nil	Nil
8	Remuneration Paid	Nil	Nil	43,68,559	44,05,013	Nil	Nil
9	Deposit for Rent	Nil	3,50,000	Nil	Nil	Nil	Nil
10	Finance Charges	2,68,230	Nil	Nil	Nil	Nil	Nil
11	Sale of Office Premises	Nil	Nil	2,80,00,000	Nil	2,80,00,000	Nil
12	Debentures Issued	4,50,00,000	Nil	Nil	Nil	Nil	Nil
13	Interest on Debentures	65,83,562	Nil	Nil	Nil	Nil	Nil

(C) Outstanding balance at the close of the year:

1	As receivable	15,89,260	Nil	Nil	Nil	Nil	Nil
2	As Loans Payable	15,61,58,639	Nil	Nil	Nil	Nil	Nil
3	As Debentures Payable	4,50,00,000	Nil	Nil	Nil	Nil	Nil
4	As Interest payable - Debentures	59,25,206	Nil	Nil	Nil	Nil	Nil

32. On the basis of the information available with the Company, there are no suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, information as required by the said Act is not given
33. Other additional information's as per Revised Schedule VI part II is either nil or not applicable to the company.
34. Previous year's figures have been regrouped where necessary to confirm to this year's classification.

Note 1 to 34 annexed hereto forms part of the Balance Sheet and Statement of Profit and Loss

As per our report of even date attached

For and on behalf of the Board  
IndiaNivesh Limited

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Mumbai : May 30 , 2013

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	For the year ended 31-Mar-13	For the year ended 31-Mar-12
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit /(Loss) Before Tax & extra- Ordinary items	1,55,02,138	93,95,104
Adjustments for :		
Depreciation	1,71,46,332	1,87,08,538
Profit on Sale of Investment	(7,69,15,075)	(90,71,129)
Miscellaneous w/off	1,52,148	2,92,584
Cash inflow/(Outflow) before working capitals charges	(4,41,14,457)	1,93,25,097
Adjustments for :		
(Increase)/ Decrease in Current Assets & non Current Assets	(31,08,19,764)	(10,38,60,890)
(Decrease)/Increase in Current liabilities & non Current liabilities	37,44,84,958	(4,08,37,420)
Cash used in operating activities	1,95,50,737	(12,53,73,213)
Direct Taxes (paid)/Tax Refund received.	(19,04,416)	(1,67,66,170)
Net cash used in operating activities "A"	1,76,46,321	(14,21,39,383)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase/ acquisition of fixed assets	(6,10,66,606)	(6,60,58,235)
Sale of fixed assets	-	-
Profit on Sale of Investment	7,69,15,075	90,71,129
(Increase)/ Decrease in Investments	3,40,91,067	(7,97,05,124)
Net cash from investing activities "B"	4,99,39,536	(13,66,92,230)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase /(Decrease) in Long Term Borrowings	(15,63,65,726)	3,91,91,717
Increase /(Decrease) Short Term Borrowings	23,10,48,483	26,42,89,147
Dividend paid	(37,75,000)	(37,75,000)
Corporate dividend tax	(6,12,418)	(6,41,561)
Net cash used in financing activities "C"	7,02,95,339	29,90,64,303
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>13,78,81,195</b>	<b>2,02,32,690</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Opening	25,57,22,595	23,56,18,837
Taken Over on Acquisition of Subsidiary/(Seized off Subsidiary)	3,88,87,468	(1,28,932)
Closing	43,24,91,258	25,57,22,595
<b>NET INCREASE /(DECREASE) AS DISCLOSED ABOVE</b>	<b>13,78,81,195</b>	<b>2,02,32,690</b>

Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

2. Direct taxes paid is shown under operating activities and not allocated to investing and financing activities.

In terms of our Report attached

For and behalf of the Board

For and on behalf of  
CLB & Associates  
Chartered Accountants

Anil Bafna  
Chairman

S. Sarupria  
Partner  
M. No.: 35783

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Place : Mumbai  
Dated : May 30, 2013

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary

Additional Financial information of subsidiaries for the year ended on 31st March, 2013

	IndiaNivesh Securities Private Limited India (Amount in INR)	Siddhi Multi-Trade Private Limited India (Amount in INR)	IndiaNivesh Commodities Private Limited India (Amount in INR)	IndiaNivesh Investment Advisors Private Limited India (Amount in INR)	IndiaNivesh Fund Managers Private Limited (Step Down Subsidiary) India (Amount in INR)
A Capital					
- Stock Holders Equity	130,000,000	100,000	10,500,000	500,000	100,000
- Preferred Stock	-	-	-	-	-
B Reserves and Surplus	165,374,426	8,260,534	33,691,861	(198,507)	(13,593,107)
C Total Assets	1,426,887,447	678,880,241	303,613,541	311,606	3,711,946
D Total Liabilities	1,131,513,021	670,519,707	259,421,680	10,113	17,205,053
E Details of Investment	386,136,086	17,586,946	2,000,000	-	-
(Except in case of investment in subsidiaries)					
F Turnover	131,075,859	197,837,534	74,857,490	-	-
G Profit before Taxation	613,464	184,990	14,406,952	(85,751)	(8,382,397)
Provision for Taxation	137,210	49,430	2,900,000	-	-
Provision for deferred tax liabilities	(2,818,427)	-	(2,377)	-	-
H Provision for FBT	-	-	-	-	-
I Profit after Taxation	3,294,681	135,560	14,098,308	(85,751)	(8,382,397)
J Proposed Dividend	-	-	-	-	-

Anil Bafna  
Chairman

Dinesh Nuwal  
Vice Chairman

Rajesh Nuwal  
Managing Director

Hemant Panpalia  
Director

Jinesh Doshi  
Company Secretary



IndiaNivesh Limited

Regd. Office: 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai-400 007

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Mr./Mrs./Miss \_\_\_\_\_  
certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.  
I hereby record my presence at the 82nd Annual General Meeting of the Company to be held on  
Monday, September 30, 2013 at 12.30 p.m. at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum  
Chowpatty, Mumbai - 400 007.

Folio No./ Client Id.: \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

Note : Shareholders/Proxyholders are requested to bring the Attendance Slip with them when they  
come to the Meeting and hand over at the entrance after affixing their signature on them. Joint  
Shareholders may obtain additional Attendance Slips at the entrance.

IndiaNivesh Limited

Regd. Office: 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai-400 007

PROXY

I / We \_\_\_\_\_ of \_\_\_\_\_ in the state of \_\_\_\_\_  
being a member / members of IndiaNivesh Limited, hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_  
failing him/her \_\_\_\_\_ of \_\_\_\_\_  
as our proxy to vote for me/us and on my/our behalf, at the 82nd Annual General  
Meeting of the Company to be held on Monday, September 30, 2013 at 12.30 p.m. at 601 & 602, Sukh  
Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007 and at any adjournment thereof. In  
witness thereof I/ We put my/our hand/hands this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Please Affix  
Revenue  
Stamp  
Here

L. F. No. / Client Id. : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

Date : \_\_\_\_\_

Signature \_\_\_\_\_

NOTE : The Proxy Form duly completed must be deposited at the Registered Office of the Company not  
less than 48 hours before the Meeting.







**IndiaNivesh<sup>®</sup>**  
L I M I T E D

**Trust.....we earn it.**

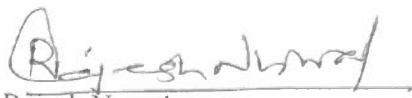

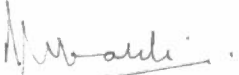

Regd. Off. : 601/602, "Sukh Sagar" N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007.

Tel.: +91(22) 6618 8800 Fax: +91(22) 6618 8899 E-mail : indianivesh@indianivesh.in

Website : [www.indianivesh.in](http://www.indianivesh.in)



**FORM A**  
(Pursuant to Clause 31(a) of Listing Agreement)

Sr. No.	Particulars	Details
1.	Name of the Company	IndiaNivesh Limited
2.	Annual Standalone & Consolidated financial statement for the year ended	March 31, 2013
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	To be signed by: <ul style="list-style-type: none"> <li>Managing Director</li> <li>CFO</li> <li>Auditor of the Company</li> </ul>	<p> Mr. Rajesh Nuwal</p> <p>The Co. does not have CFO</p> <p>For <b>CLB &amp; Associates</b> Chartered Accountants (Registration No. 124305W)</p> <p> S. Sarupriya Partner Membership No. 35783</p> <p> Mr. R.R. Baldi</p> 
	• Audit Committee Chairman	