

27th ANNUAL REPORT

2014-15



ISF LIMITED

27th ANNUAL REPORT

BOARD OF DIRECTORS

Mrs. SIMBAL SINGH
LT. GEN. K. C. TANEJA PVSM (Retd.)
H. C. GANDHI
V. P. AHUJA

Whole Time Director
Director
Director
Director

Regd. Office :
K-10, Som Vihar
R.K. Puram
New Delhi - 110022

Banker :
Bank of India, New Delhi.

Auditors :
Jagdish Sapra & Co.
Chartered Accountants
23, Prakash Apartments,
5, Ansari Road, Darya Ganj,
New Delhi-110 002.



ISF LIMITED

CIN: L74899DL1988PLC076648

Regd Office: K-10, Som Vihar, R.K Puram, New Delhi - 110022

Ph : 011-26109124, Fax : 011-26188970, Email: amar@isflimited.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Members of ISF Limited will be held on Wednesday the 30.09.2015 at 11.00 AM at K-10 Som Vihar R.K. Puram New Delhi-110022 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of H.C. Gandhi who retires by rotation, and being eligible offers himself for reappointment as Independent Director.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/ s. Jagdish Sapra & Co Chartered Accountants (Firm Registration No. 001378N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-2016 on such remuneration as may be determined by the Board of Directors.”

4. To appoint Mr. Ved Parkash Ahuja as Independent Director.

By Order of the Board

Sd/-

Simbal Singh

Whole Time Director

(NEW DELHI)
(12.08.2015)

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos.2 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is given below.

"Sh. H.C. Gandhi Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Sh. Gandhi has retired as Chairman of Public Enterprises Selection Board. Earlier, he held the post of Secretary & Director General, Technical Development, Government of India and other very Senior Positions. His association as Director of the Company would be in the best interest of the Company".

3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Section 105 rule 19 of (Management and administration) Rules, 2014

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. A copy of the Notice of AGM along with the attendance Slip and proxy form and full version of Annual report for the year ended 2015 can be downloaded from the following link <http://www.skylinerta.com>

5. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting. (Section 136 of the Act)
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. The amount of dividend remaining unpaid for the year N.A. have been transferred to the company's unpaid dividend account, and can be claimed from the company by the members entitled to it for a period of seven years from the respective dates of such transfer after which it shall be transferred to the Investor Education and Protection Fund (IEPF).
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The company's ISIN Code INE973B01026.

12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

a) AGM NOTICE

The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of e-voting	:	From (10 AM) on (26.09.2015)
End of e-voting	:	Up to (5 PM) on (29.09.2015)

E-voting shall not be allowed beyond (5 PM), on (29.09.2015). During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is (23.09.2015).

- (b) The company has engaged the services of National Securities Depository Limited as the Authorized Agency to provide e-voting facilities. **DETAILED INSTRUCTIONS FOR E-VOTING ARE GIVEN BELOW:-**

**INSTRUCTIONS FOR E-VOTING**

1. The Notice of the 27th Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Open email and open PDF file "www.skylinerta.com" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.
4. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
5. Click on Shareholder - Login
6. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
7. If you are logging in for the first time, the Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
9. Select "EVEN (Electronic Voting Event Number)" of ISF Limited.
10. Once you enter the Cat Vote page will open. Now you are ready for e-voting.
11. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
12. Upon confirmation, the message "Vote cast successfully" will be displayed.
13. Once you have voted on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at prashantsingh@kksinghassociates.com with a copy marked to evoting@nsdl.co.in. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forget Password" option available on the site to reset the same.

GENERAL INSTRUCTIONS:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on 26th September 2015 (10.00 AM) and ends on 29th September 2015 (05:00 PM IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting at 05.00 PM (IST) on 29th September, 2015. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2015.

5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of 23rd, September, 2015 and not casting their vote electronically, may only cast their vote at the 27th Annual General Meeting.
 6. Mr. Parshant Singh, Practising Company Secretary (Membership No. ACS 37717; C.P No. 14123) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 7. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
 8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions
 9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.skylinerta.com and on the website of NSDL immediately after the declaration of the results by the Chairman.
- (c) The company has appointed K.K. Singh & Associates, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
 - (d) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
 - (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

By Order of the Board

(NEW DELHI)
(12.08.2015)

Sd/-
Simbal Singh
Wholetime Director

DIRECTORS' REPORT

To,
The Members,
ISF LIMITED

Your Directors have pleasure in presenting 27th Annual Report together with the Audited financial statements of the Company for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the Company.

(Rs. In Lacs)

Particulars	2014-2015	2013-14
Gross Income	78.31	88.97
Profit Before Interest and Depreciation	38.69	38.97
Finance Charges	34.59	33.34
Gross Profit	4.09	5.63
Provision for Depreciation	2.46	2.82
Net Profit Before Tax	1.63	2.81
Provision for Tax	0.55	33.90
Net Profit After Tax	1.07	(31.09)
Balance of Profit brought forward	203.93	235.01
Balance available for appropriation	NIL	NIL
Proposed Dividend on Equity Shares	NIL	NIL
Tax on proposed Dividend	N.A.	NIL
Transfer to General Reserve	0.22	NIL
Carrying amount of Fixed Assets as per Note 7 of Schedule II Companies Act 2013 (Net of Deferred Tax)	3.95	NIL
Surplus carried to Balance Sheet	200.82	203.93

2. State of Company's affairs

During the year under review, your company has earned a total profit of Rs 1.07 Lacs. As we had envisaged in the last year, we could not raise funds to undertake Real Estate business because of the market conditions and restriction placed by Reserve Bank of India on commercial banks not to lend money for this purpose. Your Company proposes to go back to its core business of Financing Commercial Vehicles to improve the profitability of the Company in the coming year.

3. Change in the nature of business

There is no change in the business of the Company under the review.

4. Dividend

Keeping in view that the Company has not made sufficient profit during the financial year 2014-15, hence, the Board of Directors of your Company do not recommend any payment of dividend on Equity Shares for the year.

5. Reserves

Rs. 0.22 Lacs are being transferred to General Reserve.

6. Directors and Key Managerial Personnel

Name	Designation	Date of Appointment
Mrs. Simbal Singh	Whole Time Director	16.03.2014
Mr. Harish Chander Gandhi	Director	22.08.1995
Lt. Gen. K.C. Taneja PVSM (Retd.)	Director	31.04.1993
Mr. Ved Ahuja	Director	11.11.2009
Mr. Amarjit Singh	Chief Financial Officer	12.08.2015

8. Particulars of Employees

Pursuant to the Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees shall be provided on request. In accordance with the provisions of Section 136 of the Act, the Board's Report and accounts for the financial year ended 31st March, 2015 are being sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the Registered office of the Company during business hours on all working days up to date of ensuing Annual General Meeting.

9. Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year four Board Meetings and four Audit Committee Meetings were convened and held within the period prescribed under the Companies Act, 2013.

10. Board Evaluation

The manner in which the performance evaluation has been carried out has been explained in the Corporate Governance Report.

11. Declaration by an Independent Director(s) and re- appointment, if any

A declaration by Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is enclosed as Annexure I

12. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

13. Details of Subsidiary/Joint Ventures/Associate Companies

There are five subsidiary Companies to the Company. No business has yet been undertaken in the these companies as reflected in the consolidated Balance Sheet.

14. Auditors:

The Auditors, M/s. Jagdish Sapra & Co., Chartered Accountants, having Regd. Office at 23, Prakash Apartments, 5, Ansari Road, Darya Ganj, New Delhi-110002, who are appointed from the year ended 2015 to 2017 subject to ratification by the shareholders in AGM.

15. Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their Report are self-explanatory and do not call for any further comments.

16. Secretarial Auditors

In terms of Section 204 of the Act, 2013 and Rules made there under, M/s. K. K. Singh & Associates, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report for the financial year ended March 31, 2015 is enclosed as Annexure II to this Report. The Report is self-explanatory and do not call for any further comments.

17. Internal Audit & Controls

The Board of Directors of your Company are satisfied with the Internal Finance Control process. Internal control environment of the Company is reliable with well documented framework to mitigate risks. The Company engaged Mr. Samir Vaid as its Internal Auditor. During the year, the Company implemented their suggestions and recommendations to improve the control environment.

18. Vigil Mechanism/ Whistle Blower Policy:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to Report genuine concerns has been established.

18. Risk management policy

Board in its opinion does not think there are any threatening circumstances which can threaten the existence of the Company.

19. Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE III.

20. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report

No Material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates on the date of the Report.

21. Details of significant and material orders passed by the regulators or courts or tribunals

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

22. **Deposits**

Details disclosed in the balance sheet presented in the Annual Report.

23. **Particulars of loans, guarantees or investments under section 186**

Details of Loans, Investment, Guarantee / Security provided are disclosed in the Balance sheet presented in the Annual Report.

24. **Particulars of contracts or arrangements with related parties:**

All related party transactions during the year under review were on arm's length basis and in the ordinary course of business. The Particulars of such transactions have been disclosed in the notes to accounts of the Balance Sheet presented in the Annual Report.

25. **Corporate Governance Certificate**

The Compliance certificate from the auditors or practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing agreement is annexed with the Report as Annexure V.

26. **Management Discussion And Analysis**

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015 as Annexure VI.

27. **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable on the Company.

28. **Corporate Social Responsibility (CSR)**

The provisions regarding corporate social responsibility as per section 135 (1) of the Companies Act, 2013, are not applicable on the Company.

29. **Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that-

- (a) In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Transfer of Amounts to Investor Education and Protection Fund

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

31. Listing With Stock Exchanges:

The Company confirmed that it has paid the Annual Listing Fees for the year 2015-2016 to BSE, where the Company's Shares are listed.

32. Acknowledgements

The Directors acknowledge the continued support and assistance extended by banks, automobile dealers and hirers. The Directors also thank the shareholders for their continued confidence in the Company. Your Director place on record their appreciation for the dedication and hard work put in by the personnel of the Company, whole devotion to duty has been commendable.

For and on behalf of the Board of Director

Place : New Delhi

Date : 12.08.2015

CHAIRMAN

ANNEXURE INDEX

<u>Annexure</u>	Content
I	Declaration of Independent Directors
II	MR-3 Secretarial Audit Report
III	Annual Return Extracts in MGT 9
IV	Corporate Governance Report
V	Management & Discussion Analysis

DECLARATION OF INDEPENDENCE OF DIRECTORS**01st April, 2014**

To,
The Board of Directors
M/S. ISF LIMITED
K-10, Som Vihar, RK Puram
New Delhi-110022.

Sub: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. Harish Chander Gandhi**, hereby certify that I am a Independent Director of **ISF Limited, located at K-10, Som Vihar, RK Puram, New Delhi-110022** and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am not a promoter of the Company or its holding, subsidiary or associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company, its holding, subsidiary or associate Company;

- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee/ executive of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a. a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; **or**

- b. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to 10% or more of the gross turnover of such firm;
 - c) holds together with my relatives 2% or more of the total voting power of the Company; **or**
 - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
 - I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

Harish Chander Gandhi
(Director)
Din No: 00062484
H. No. F-577, Afnoe Plot-11,
Sector-7, Dwarka, Delhi-110075

01st April, 2014

To
The Board of Directors
M/s. ISF Ltd
K-10, Som Vihar, RK Puram
New Delhi-110022.

Sub: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. Ved Prakash Ahuja**, hereby certify that I am a Independent Director of **ISF Limited, located at K-10, Som Vihar, RK Puram, New Delhi-110022** and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am not a promoter of the Company or its holding, subsidiary or associate Company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the Company, its holding, subsidiary or associate Company;

- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the Company, its promoters, its directors, its senior management or its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee/ executive of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a. a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; **or**
 - b. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to 10% or more of the gross turnover of such firm;

- c) holds together with my relatives 2% or more of the total voting power of the Company; **or**
 - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds 2% or more of the total voting power of the Company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the Company;
 - I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

Ved Prakash Ahuja
(Director)
Din No: 02841908
H. No. B-28, Gautam Marg,3.
Hanuman Nagar, Khatipura, Jaipur Rajasthan, India-302021

Annexure- III

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1988PLC076648
2.	Registration Date	10.08.1988
3.	Name of the Company	ISF Ltd.
4.	Category/Sub-category of the Company	Indian Non-Government Company
5.	Address of the Registered office & contact details	K-10, Som Vihar, RK Puram, New Delhi-110022.
6.	Whether listed Company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. Off: D-153A, 1 st Floor, Okhla Industrial Area. Ph.-1 New Delhi-110020 Ph. +91 11-64732681-88

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)
– Your Company is Non Banking Finance Company.

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Hire Purchase of Vehicles	-	9.15%
2	Loans & Advances	-	90.85%

**III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	20831217	20010	20851227	21.95	20831217	20010	20851227	21.95	NIL

c) State Govt(s)									
d) Bodies Corp.	17663188	-	17663188	18.59	17663188	-	17663188	18.59	NIL
e) Banks / FI									
f) Any other(Foreign/Non-Resident)	3690000		3690000	3.88	3690000		3690000	3.88	NIL
Total shareholding of Promoter (A)	42184405	20010	42204415	44.43	42184405	20010	42204415	44.43	NIL
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

2. Non-Institutions									
a) Bodies Corp.	20352651	587000	20939651	22.04	21289906	587000	21876906	23.03	+0.99
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	12179608	5500400	17680008	18.61	12196068	5463400	17659468	18.59	(0.02)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5732016	137500	5869516	6.18	5583405	137500	5720905	6.02	(0.16)
c) Others (specify)									
Non Resident Indians	6352	0	6352	0.01	6416	0	6416	0.01	NIL
Overseas Corporate Bodies	0	5000000	5000000	5.26	0	0	0	0	(5.26)
Hindu Undivided Family	3295758	0	3295758	3.47	7531890	0	7531890	7.93	+4.46
Clearing Members	4300	0	4300		0	0	0		
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	41570685	1122490 0	52795585	55.57	46607685	6187900	52795585	55.57	NIL
Total Public Shareholding (B)=(B)(1)+(B)(2)	83755090	1124491 0	95000000	100.0 0	88792090	6207910	95000000	100.0 0	NIL
C. Shares held by Custodian for GDRs & ADRs					0	0	0		
Grand Total (A+B+C)	83755090	1124491 0	95000000	100.0 0	88792090	6207910	95000000	100.0 0	NIL

B) Shareholding of Promoter :

S N	Shareholder 's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	SIMBAL SINGH	9061844	9.54	0.00	9061844	9.54	0.00	NIL
2	UDAY JIT SINGH	8789383	9.25	0.00	8789383	9.25	0.00	NIL
3	PRIYA SINGH	3000000	3.16	0.00	3000000	3.16	0.00	NIL
4	SIMBAL BUILDERS PRIVATE LIMITED	6397778	6.73	0.00	6397778	6.73	0.00	NIL
5	SIMKA SCHOOLS PRIVATE LIMITED	11265410	11.86	0.00	11265410	11.86	0.00	NIL
6	NEELAM TANEJA	3690000	3.88	0.00	3690000	3.88	0.00	NIL
	Total	42204415	44.42		42204415	44.42		

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	42204415	44.42		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	42204415	44.42		

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	28860500	30.38		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	30533000	32.16		

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2015		Cumulative Shareholding during the Year 31.03.2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	9061844	9.54%	9061844	9.54%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	9061844	9.54%	9061844	9.54%

F) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	As per Audited Balance Sheet of the Company enclosed			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year	As per Audited Balance Sheet enclosed			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

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

SN.	Particulars of Remuneration	Name of WTD			Total Amount
1.	Gross Salary	Mrs Simbal Singh	Whole Time Director		Rs. 50000/-
2.	No other Perquisites				

B. Remuneration to other directors : NIL

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS- Rs.	CFO- Rs.	Total Rs.
1	Gross salary	N.A.	9000/-	25000/-	34000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	NIL	NIL	NIL

V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL

Annexure IV

Corporate Governance Report for the year ended on 31st March 2015

1 Company Philosophy:

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is listed Company on the Bombay Stock Exchange. The Company has complied with all material features of corporate governance as specified in the Listing Agreement. The securities are being regularly traded at Bombay Stock Exchange.

2 Board of Directors:

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	2
Other Non-Executive Directors	NIL
Executive Director (CEO & Managing Director)	2
Total	4

The Chairman of the Board is an Independent Director - YES

In accordance and in compliance with the provision of Section 149 of the Companies Act, 2013, Mrs. Simbal Singh, was appointed as a Women Director of the Company.

Other Relevant details of Directors:

Name of Director	Date of Appointment	Category	No. of Directorship(s) held in Indian public & private Limited Companies (Including Eduworth)	Committee(s) position (including Eduworth)	
				Member	Chairman
Mrs. Simbal Singh	16.03.2014	Whole Time Director	4		
Mr. H.C. Gandhi	22.08.1995	Independent Director	NIL		
Lt. General K.C. Taneja, PVSM(Retd.)	31.12.1993	Director	NIL		
Mr. Ved Ahuja	11.11.2009	Independent Director	NIL		

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
31.05.2014	4	3
07.08.2014	4	4
12.11.2014	4	3
12.02.2015	4	3

Name of Director	Attendance at the Board Meetings held on				
	31/05/2014	07/08/2014	12/11/2014	12/02/2015	Attendance at the AGM held on 25.09. 2014
Mrs. Simbal Singh	Yes	Yes	Yes	Yes	
Mr. Ved Prakash Ahuja	-	Yes	-	Yes	
Mr. H.C. Gandhi	Yes	Yes	Yes	-	
Lt. Gen. K.C. Taneja PVSM (Retd.)	Yes	Yes	Yes	Yes	

1. COMMITTEES OF THE BOARD.

(a) Audit Committee (mandatory committee)

The Audit Committee continued working under Chairmanship of Shri H.C. Gandhi with Shri Lt. Gen. K.C. Taneja PVSM (Retd.) and Shri Mr. Ved Ahuja as co-members. During the year, the sub-committee met on Four occasions.

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Audit Meetings held on			
		31/05/2014	07/08/2014	12/11/2014	12/02/2015
Mr. H.C. Gandhi	Chairman	Yes	Yes	Yes	-
Mr. Ved Ahuja	Member	-	Yes	-	Yes
Lt. Gen. K.C. Taneja PVSM (Retd.)	Member	Yes	Yes	Yes	Yes

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- Oversight of the Company's financial Reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.
- Any related party transactions.
- The going concern assumptions.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

(b) Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing “Remuneration Committee” as the “Nomination and Remuneration Committee”.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
Mr. H.C. Gandhi	Chairman	-	-	-	Absent
Mr. Ved Ahuja	Member	-	-	-	12.02.2015
Lt. Gen. K.C. Taneja PVSM (Retd.)	Member	-	-	-	12.02.2015

(d) Stakeholders’ Relationship Committee (mandatory committee)

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing “Shareholders’/Investors’ Grievance Committee” as the “Stakeholders’ Relationship Committee”.

The composition of the Stakeholder’s Relationship Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
Mr. H.C. Gandhi	Member	-	-	-	Absent
Mr. Ved Ahuja	Member	-	-	-	12.02.2015
Lt. Gen. K.C. Taneja PVSM (Retd.)	Chairman	-	-	-	12.02.2015

During the year, NIL complaints were received from shareholders, out of which NIL complaints have been attended/resolved. The balance complaints were under various stages of investigation. As on March 31, 2015, no investor grievance has remained unattended/ pending for more than thirty days. The Company had NIL pending as on March 31, 2015.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 12.02.2015 inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Whole Time Director of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

TERMS OF APPOINTMENT & REMUNERATION – Whole Time Director

1. Mrs. Simbal Singh, Whole Time Director w.e.f 16.03.2014

Period of Appointment	2014-2017
Salary Grade	50000 gross
Allowances	NIL
Perquisites	NIL
Retrial Benefits	NIL
Performance Bonus	NIL
Sign-on Amount	NIL
Deferred Bonus	NIL
Minimum Remuneration	NIL
Notice Period & Severance Fees	Three Months
Other	NIL

- Details of remuneration paid to the Directors are given in Form MGT - 9

1 Disclosures:

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the Company.

(b) Details of non compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

INTERNAL CONTROLS

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

WHOLE TIME DIRECTOR/ CFO CERTIFICATION

The Whole Time Director and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Vigil Mechanism Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, a dedicated helpline has been set up which is managed by an independent professional organization. The Ethics Helpline can be contacted to Report any suspected or confirmed incident of fraud / misconduct on:

E-Mail: guptavijay46@yahoo.in (Mr Vijay Gupta)

National Toll Free Number : In Process

Mobile : 9873490711

Fax : +91 011-26188970

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

5. Means of Communication

i. Half yearly Report sent to each shareholders registered address	N.A
ii. In which newspapers quarterly results were normally published	Pioneer English/Hindi
iii. Any Website where results or official news are displayed	Is in Process

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are not a part of Annual Report.

6. General Shareholder Information

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	526859	INE973B01026
Delhi Stock Exchange	Exchange Closed	
Kolkata Stock Exchange	Exchange Closed	

Share Price on BSE vis-à-vis BSE Sensex January - March 2015

Month	BSE Sensex Close	Share Price			No. of shares traded during the month	Turnover (Crores)
		High	Low	Close		
January-2015		0.18	0.15	0.15	9502	
February 2015		0.17	0.15	0.16	5220	
March-2015		0.16	0.15	0.15	27036	

SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

Dividend

The Board of Director's of your Company do not recommend any payment of dividend on Equity Share for the year due to insufficient of Profit.

Pending Investors' Grievances - No Complaint received in 2014-15

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	6207910	6.53%
Demat Segment		
NSDL	77849128	81.95%
CDSL	10942962	11.52%
Total	95000000	100%

Distribution of Shareholding as on March 31, 2015

No. of shares slab	No. of share holders	%	No. of shares							
			Physical	% of share capital	NSDL	% of share capital	CDSL	% of share capital	Total No. of Shares	% of share capital
1-500	422	9.54	410		39031		51009		90450	
501-1000	667	15.08	242000		215124		197275		654399	
1001-2000	1459	32.99	1638000		734912		492740		2865652	
2001-3000	421	9.52	552000		403173		266671		1221844	
3001-4000	383	8.66	760000		464072		293496		1517568	
4001-5000	324	7.33	355000		706356		552917		1614273	
5001-10000	410	9.27	885000		1604581		862838		3352419	
10000 & Above	337	7.62	1775500		73681879		8226016		83683395	
Total	4423	100	6207910		77849128		10942962		95000000	

Shareholding Pattern as on March 31, 2015

Particulars	No. of shares held	%	
		Sub Total	Total
Promoters			
Mrs Simbal Singh	9061844	9.54	9061844
Mr Udayjit Singh	8789383	9.25	8789383
Miss Priya Singh	3000000	3.16	3000000
M/s Simbal Builders Pvt Ltd	6397778	6.73	6397778
Simka Schools Pvt Ltd	11265410	11.86	11265410
Neelam Taneja	3690000	3.88	3690000
Bank, Financial Institutions, Insurance Companies & Mutual Funds	NIL	NIL	NIL
Bank	NIL	NIL	NIL
Financial Institutions	NIL	NIL	NIL
Insurance Companies	NIL	NIL	NIL
Mutual Funds/UTI	NIL	NIL	NIL
Central & State Governments	NIL	NIL	NIL
NIL Foreign Institutional Investors	NIL	NIL	NIL
NRI/Foreign Nationals	NIL	NIL	NIL
Directors	Shown in Promoter List above at No. 1		
Public and Others	52795585	55.58	52795585
Total	95000000	100.00	95000000

Statement showing Shareholding of more than 1% of the Capital as on March 31, 2015

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	JASSUM INVESTMENTS PVT LTD	10000000	10.53
2.	JANTA TRAVELS PVT LTD	7340000	7.73
3.	YOGESH AGARWAL	3267500	3.44
4.	PAWAN BATRA	2390000	2.52
5.	JHABARMAL AGARWAL	1990900	2.10
6.	KAMLESH KUMAR GUPTA	1744600	1.84
7.	HARSH FINCAP PRIVATE LIMITED	1744600	1.58
	Total	28477600	29.74

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
24 th	2012	At the Registered Office	24.09.2012	11:30	NO
25 th	2013		17.09.2013	11:30	Yes
26 th	2014		25.09.2014	11:30	NO

Extraordinary General Meeting (EGM) NIL

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 st Quarter	31.05.2014
2 nd Quarter	07.08.2014
3 rd Quarter	12.11.2014
4 th Quarter	12.02.2015

E-Voting Facility to members In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the Company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

FINANCIAL CALENDAR 2015:

AGM – Date, time and venue	30.09.2015 at 11.00 AM Venue : K-10 Som Vihar R.K. Puram New Delhi-110022
Financial Year	2014-15
Book Closure Date	28.09.2015 to 30.09.2015 (Both days inlusice)
Dividend Payment Date	N.A.
Listing of Eq. shares on stock exchanges.	Bombay Stock Exchange Ltd
Stock Code	526859
Market Price Data and other related information's	See page no 20
Registrar & Transfer Agents	Skyline Financial Services Pvt Limited
Board Meeting for consideration of Accounts for the financial year ended March 31, 2015 and recommendation of dividend	29.05.2015 No Dividend
Posting of Annual Reports	In process
Last date for receipt of Proxy Forms	By 11.00 A.M. on 28.09.2015
Probable date of despatch of warrants	N.A
Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2015	29.05.2015
Audited results for the current financial year ending March 31, 2015	29.05.2015

For and on behalf of the Board

**Mrs Simbal Singh
Whole Time Director**

**Place New Delhi
Date 12.08.2015**

Annexure V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ **FORWARD-LOOKING STATEMENTS**

This Report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

❖ **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Current Economic conditions are very difficult for undertaking any business particularly financing of commercials vehicles because of the difficulties experienced in recovery of dues. It is hoped economy will turn around in 2015-16, then doing business would become easier.

❖ **BUSINESS OVERVIEW**

The Economic Conditions & non-availability of Funds continues to be a major constraint

❖ **MARKETING**

The Company is setting up a good marketing team to enter to increased turnover.

❖ **SWOT**

Our strength is our experience and team work, weakness is the non-availability of funds either from the Banks or Market.

The financial highlights are as under: -

Sales for the year 2014-15	78.21
Provision for taxation	0.55
Profit after tax	1.07
Paid up equity share capital as on 31 st Mar'2015	950

❖ **INTERNAL CONTROL**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective.

❖ **SEGMENT WISE REPORTING**

❖ **OUTLOOK**

The Economic condition & non-availability of funds both from Banks/Market is a major Constraint to increase business & profitability

❖ **MATERIAL DEVELOPMENTS IN HUMAN RESIURCES/INDUSTRIAL RELATIONS FRONT, OF PEOPLE EMPLOYED - NIL**

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The utilisation of available funds have been satisfactory.

❖ **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimize risks and its expenses through detailed studies and interaction with experts.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

Compliance with Code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2015.

For ISF Limited

**(Mrs Simbal Singh)
Whole Time Director**

Din No. 00062333
Date:12.08.2015
Place: New Delhi

DECLARATION BY THE WHOLE TIME DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The Members
ISF Ltd.

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the Financial Year ended March 31, 2015.

For ISF Ltd.

Mrs. Simbal Singh
Whole Time Director

Din No. 00062333
Date: 29.05.2015
Place: New Delhi

**CERTIFICATION BY CEO/CFO UNDER CLAUSE 49 IX OF THE LISTING AGREEMENT**

The Board of Directors,
ISF Ltd.

We have reviewed the financial statements and the cash flow statement of ISF Ltd. for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (a) (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial Reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial Reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial Reporting during the year;
 - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial Reporting.

Whole Time Director

Date: 29.05.2015

Place: New Delhi

**AUDITORS CERTIFICATE OF CORPORATE GOVERNANCE**

To,
The Members,
ISF Ltd.

We have examined the compliance of conditions of Corporate Governance by ISF Ltd. for the financial years ended March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

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

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

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

**For Jagdish Sapra & Co.
Chartered Accountants**

**(VIPAL KALRA)
Partner
Membership No. 084583**

**Date: 29.05.2015
Place: New Delhi**

**CERTIFICATE ON CORPORATE GOVERNANCE**

We have examined the compliance of conditions of Corporate Governance by ISF **Limited** for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

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

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

**For K.K. Singh & Associates,
Company Secretaries,**

**Mr Prashant Singh
ACS No. 37717
C.P. NO. 14123**

**Date 29.05.2015
Place New Delhi**



FORMA
(Pursuant to Clause 31(a) of Listing Agreement)
Format of covering letter of annual audit Report to be filed with the stock exchange

S. No	Particulars	Details
1.	Name of Company	ISF LIMITED
2.	Annual Financial Statements for the year ended	31.03.2015
3.	Type of audit observation	No Qualification
4.	Frequency of observation	Quarterly

For ISF Ltd

(Mrs Simbal Singh)
Whole Time Director

(H.C. GANDHI)
Chairman of Audit Committee
(During the period under review)

For Jagdish Sapra & Co.
Chartered Accountants
Firm Regd. No. 001378N

(VIPAL KALRA)
Partner
M. No. 084583

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

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

To,
The Members,
ISF Limited

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

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

We have examined the books, papers, minute books, forms, returns filed and other records maintained by **ISF Limited** for the financial year ended on 31st March, 2015, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 (SCRA) and rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (**Limited to the clause 55A of SEBI (Depositories and Participants) Regulations, 1996**).
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**N.A. during the period under the review**).
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**N.A. during the period under the review**).

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(N.A. during the period under the review).**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(N.A. during the period under the review).**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(N.A. during the period under the review)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(N.A. during the period under the review).**
- (vi) Being a Non Banking Finance Company, we have seen the compliance under other specifically applicable Acts, Laws and Regulations to the Company, namely as follows:
- a) Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007;
 - b) Respective Labour Laws to the extent applicable.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(which were not applicable during the year of report).**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (Stock Exchange).

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us the Company has satisfactorily complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations i.e. the construction of website of the Company is under process, CFO as KMP under section 203 of the Companies Act, 2013 was not made during the period under review and the same has now been complied with and the e-voting as mandated under the Act and the listing agreement, could not taken as mandatory in the guise of MCA Circular No. 20/2014, dated 17th June, 2014 for the year of report and the same is being taken care for compliance in 2015 AGM.

We further report that:

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

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.



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

We further report that during the year under report the Company has not been exposed to any of the following instances.

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

For K. K. Singh & Associates
Company Secretaries

CS Prashant Singh,
Associate

Place: Gurgaon
Date: 12.08.2015

ACS No: 37717/CP No: 14123

*This report is to be read with our letter of even date which is annexed as 'Annexure A' and it form an integral part of this report.

‘ANNEXURE A’

To,
The Members,
M/s ISF Limited.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws including Service Tax and not gone into that.
5. Wherever required, we have relied on the Management representation and obtained the same about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For K. K. Singh & Associates
Company Secretaries

Place: Gurgaon
Date: 12.08.2015

CS Prashant Singh
Associate
ACS No: 37717/CP No: 14123

Independent Auditors' Report

To the Members of
ISF Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of ISF Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2015, 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.

Managements' Responsibility for the Standalone Financial Statements

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

Auditors' Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors consider internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place and adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report), Order, 2015 (“the Order”) issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors, as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial statements- refer Note 24 to the financial statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) No amounts are required to be transferred, to the Investor Education and Protection Fund by the Company.

For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

CA Vipal Kalra
Partner
Membership No. 084583

Place : New Delhi
Dated : May 29th, 2015

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under Report on other Legal & Regulatory requirements' of our Report of even date)

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets through which all fixed assets are verified, in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification as carried out under the above programme during the current year.
- ii. As per information and explanations given to us and taking into consideration the nature of business, clauses (ii) (a) regarding physical verification of inventories and its frequency, (ii) (b) regarding procedures of physical verification of inventories and (iii) (c) regarding maintenance of records of inventory and discrepancies noticed on verification between physical stocks and book records are not applicable.
- iii. The company has granted unsecured loans to a company covered in the Register maintained under Section 189 of the Companies Act, 2013. As there is no stipulation attached to the above loans, clauses 3(iii) (a) and (iii) (b) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business. The company does not undertake any purchase of inventory, fixed assets and sale of goods or services. During the course of our audit we have not observed any major weakness in such internal control system.
- v. As the company has not accepted any deposits from the public other than from directors and relatives of directors and Companies (Acceptance of Deposits) Rules, 2014 are not applicable to a Non Banking Financial Company, the provisions of clause 3(v) of the Orders are not applicable.
- vi. The provisions of clause (vi) of the Order regarding maintenance of cost records as prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013 are not applicable to the company.
- vii. a) According to the information and explanations given to us and the records of the company examined by us, the company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, and other statutory dues with the appropriate authorities during the year. We are informed that there are no undisputed statutory dues as at the year end, outstanding for a period of more than six months from the date they become payable.
- b) There are no dues in respect of income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.

- c) No amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there-under has been transferred.

- viii. 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 during the immediately preceding financial year.

- ix. According to the records of the Company examined by us and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to banks & financial institutions. The company has not obtained any borrowings by way of debentures.

- x. According to the information and explanations given to us. Company has not given any guarantees for loans taken by others from banks or financial institutions.

- xi. In our opinion and according to the information and explanations given to us, term loans have been applied for the purpose for which they were obtained.

- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and material fraud on the Company has been noticed or reported during the year.

**For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)**

**Place : New Delhi
Dated : May 29th, 2015**

**CA Vipal Kalra
Partner
Membership No. 084583**

NOTE 1 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES :
a) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention on accrual basis of accounting to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions thereof.

b) Principles of Consolidation

The Consolidated Financial Statements relate to ISF Limited (the Company), its subsidiaries- ABG Construction Private Limited, Mulkraj Real Estate Private Limited, Somil Construction Private Limited, Swarg Founder Real Estate Private Limited, Baba Ghanshyam Real Estate Private Limited.

The subsidiary companies considered in the Consolidated Financial Statements are:

Name of the Company	Country of Incorporation	% of share holding	Held by
i) ABG Construction Private Limited	India	100.00	ISF LIMITED
ii) Mulkraj Real Estate Private Limited	India	100.00	ISF LIMITED
iii) Somil Construction Private Limited	India	100.00	ISF LIMITED
iv) Swarg Founder Real Estate Private Limited	India	100.00	ISF LIMITED
v) Ghanshyam Real Estate Private Limited	India	100.00	ISF LIMITED

The Consolidated Financial Statements have been prepared on the following basis:

- i) The Financial Statements of the Company have been combined on line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intra group balances, intra group transactions and unrealized profit or loss as per Accounting Standard (AS) 21- Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
- ii) 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 Financial Statements.

c) Fixed Assets

Fixed assets are carried at the cost of acquisition less accumulated depreciation. The cost of Fixed assets include taxes and other identifiable direct expenses. Interest on borrowed funds attributable to the qualifying assets up to the period such assets are put to use, is included in the cost of fixed assets.

d) Depreciation

W.e.f 1-4-2014 Depreciation on fixed assets is provided on Straight Line Method (SLM) as per useful life & in the manner prescribed in Schedule II of the Companies Act, 2013.

For assets where the remaining useful life of assets is exhausted, the carrying amount of the assets as on 1st April, 2014 after retaining the residual value is adjusted against opening balance of retained earnings.

e) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.

Current investments are carried at the lower of cost or fair value. Long term investments are carried at cost less permanent diminution in value, if any.

f) **Stock on Hire**

Stock on hire is valued at cost plus total finance charges and is reduced by the instalments which have matured during the relevant period.

g) **Revenue Recognition**

Revenue is recognised when there is reasonable certainty of its ultimate realization/collection. Prudential norms prescribed by Reserve Bank of India for revenue recognition are followed.

i) **Lease Rentals**

Lease rentals received/receivable under lease agreements are accounted as income net of Lease Equalisation to ensure recognition of Net Income at a constant periodic rate of return on the Net Investment outstanding in the lease as per (AS)-19 on leases. Against the lease rentals a matching annual charge (which represents recovery of the net investment in the leased assets over the lease term) is made to the Profit and Loss Account.

ii) **Hire-Purchase**

Income from Hire Purchase financing is recognised on equated instalment basis.

iii) **Dividend Income** is accounted when the right to receive the same is established.

iv) **Interest income** is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

h) **Leases**

Lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as an operating lease and lease rentals thereon are charged to the Statement of Profit and Loss.

i) **Employee benefits**

Contribution to Defined Contribution Scheme such as Provident Fund are charged to the Statement of Profit and Loss. The liability for gratuity at the end of each financial year is determined on the basis of actual calculation. Liability on account of short term employee benefits such as bonus is recognized on an undiscounted accrual basis. Termination benefits are recognized as an expense in the Statement of Profit and Loss.

j) **Foreign Exchange Transactions**

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Monetary assets and liabilities denominated in foreign currency are restated at the prevailing year end rates. The resultant gain/loss upon such restatement along with the gain/loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.

k) **Taxation**

Current tax is determined as the amount of tax payable in respect of taxable income in accordance with relevant tax rates and tax laws.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is virtual certainty and convincing evidence that there will be sufficient future taxable income available to realize such assets.

l) **Impairment of Assets**

Regular review is done to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any such indication exists, impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts. In case there is any indication that an impairment loss recognized for an asset in prior accounting periods no longer exists or may have decreased, the recoverable value is reassessed and the reversal of impairment loss is recognized as income in the Statement of Profit and Loss.

m) **Provisions and Contingencies**

A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation, and in respect of which a reliable estimate can be made.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

n) **Other Accounting Policies**

These are consistent with generally accepted accounting practices.



ISF LIMITED
BALANCE SHEET AS AT 31.03.2015

	NOTE	As at 31st March, 2015	Rupees As at 31st March,
I			
<u>EQUITY AND LIABILITIES</u>			
1			
<u>SHAREHOLDERS' FUNDS</u>			
(a) Share capital	2	95000000	95000000
(b) Reserves and surplus	3	28613897	28902325
		123613897	123902325
2			
<u>NON-CURRENT LIABILITIES</u>			
(a) Long-term borrowings	4	0	165446
(b) Deferred tax liabilities (net)	5	0	18316
(c) Long term provisions	6	417422	395343
		417422	579105
3			
<u>CURRENT LIABILITIES</u>			
(a) Short-term borrowings	7	30232458	32318224
(b) Trade payables	8	243533	1055007
(c) Other current liabilities	9	1967619	2594191
		32443610	35967422
	TOTAL	156474929	160448852
II			
<u>ASSETS</u>			
1			
<u>NON-CURRENT ASSETS</u>			
(a) Fixed assets			
(i) Tangible assets	10	1564877	3095452
(b) Non Current Investments	11	500000	500000
(c) Deferred Tax Assets	12	162776	0
(d) Long-term loans and advances	13	1300400	1300400
		3528053	4895852
2			
<u>CURRENT ASSETS</u>			
(a) Stock on hire	14	41017375	48409018
(b) Trade receivables	15	4810500	5291164
(c) Cash and cash equivalents	16	942920	171635
(d) Short-term loans and advances	17	106176081	101681183
		152946876	15553000
	TOTAL	156474929	160448852

Significant Accounting Policies 1 0 0
Notes to Accounts form an integral part of Financial Statements

In terms of our report attached
For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

For & on behalf of the board

CA VIPAL KALRA
Partner
M. No. 084583
Place : New Delhi
Dated : 29.5.2015

Directors

Company Secretary

ISF LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2015

		NOTE	Year Ended 31st March,	Rupees Year Ended 31st March,
I	Revenue from operations	18	7821336	8896712
II	Other non operating income	19	10014	22
III	Total Revenue (I+II)		7831350	8896734
IV	<u>EXPENSES</u>			
	a Employees benefits expense	20	1715946	1921660
	b Finance costs	21	3459237	3334072
	c Depreciation and amortisation expense	22	246306	281592
	d Other expenses	23	2246709	3078486
	Total expenses		7668198	8615810
V	Profit before tax (III-IV)		163152	280924
VI	Tax expense			
	a Current tax		(60000)	(149000)
	b Deferred tax		4136	(3240823)
VII	Profit/(Loss) for the year (V-VI)		107288	(3108899)
VIII	Earning per equity share	36		
	a Basic		0.0011	(0.0327)
	b Diluted		0.0011	(0.0327)

Significant Accounting Policies 1
Notes to Accounts form an integral part of Financial Statements

In terms of our report attached
For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

For & on behalf of the board

CA VIPAL KALRA
Partner
M. No. 084583
Place : New Delhi
Dated : 29.5.2015

Directors

Company Secretary



ISF LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

A. CASH FLOW FROM OPERATING ACTIVITIES	Year ended 31.03.2015	Year ended 31.03.2014
Net Profit before tax and Extraordinary items	163152	280924
Adjustments for :		
Interest paid	3459237	3334072
Interest Received	(7106084)	(5977107)
Profit on sale of Fixed Assets	(10000)	0
Depreciation & Lease Equalisation	246306	595272
Operating Profit before working capital changes	(3247389)	(1766839)
Adjustments for :		
Trade and Other Receivables	3373272	6560462
Trade Payables	(1415968)	771427
Interest Paid	(3459237)	(3334072)
Interest Received	7106084	5977107
Direct Tax Paid	(55864)	(3389823)
Net Cash from Operating Activities	A 2300899	4818262
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Investments	0	(500000)
Sale of Fixed Assets	721598	
Net Cash used in Investing Activities	B 721598	(500000)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Long Term Borrowings	(165446)	(201254)
Proceeds of Long Term Borrowings	0	0
Net Proceeds of Short Term Borrowings	(2085766)	(4678000)
Net Cash flow from Financing Activities	C (2251212)	(4879254)
Net Increase in Cash or Cash Equivalents (A+B+C)	771285	(560992)
Cash and Cash Equivalents as at 1st April	171635	732626
Cash and Cash Equivalents as at 31st March	942920	171635
Notes :	(771285)	560991

1) The above cash flow statement has been prepared under the indirect method as set out in Accounting standard-3 (AS-2) Figures in brackets represents outflow

for JAGDISH SAPRA & CO.
CHARTERED ACCOUNTANTS

PARTNER

DIRECTORS

COMPANY SECRETARY

New Delhi

Dated : 29.05.2015

ISF LIMITED
NOTES ON ACCOUNTS FOR YEAR ENDED 31ST MARCH 2015

Note 2 SHARE CAPITAL	Rupees
As at 31st March 2015	As at 31st March 2014
AUTHORISED	
350000000(350000000) Equity shares,of Re. 1/- each	350000000
350000000	350000000
ISSUED, SUBSCRIBED& PAID UP	
Equity shares, Re. 1/- par value	95000000
95000000(95000000) Equity Shares fully paid up	95000000
95000000	95000000

The Company has issued only one class of Equity Shares having a par value of Re. 1/- each. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently.

The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

The details of Shareholders holding more than 5% Equity Shares are given below-

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	% held	No. of shares	% held
1 Jassum investments Pvt. Ltd.	10000000	10.53	10000000	10.53
2 Ragrose Ltd	0	0.00	5000000	5.26
3 Simbal Singh	9061844	9.54	9061844	9.54
4 Simbal Builders Pvt Ltd	6397778	6.73	6397778	6.73
5 Simka Hotels & Resorts Pvt Ltd	11265410	11.86	11265410	11.86
6 Udayjit Singh	8789383	9.26	8789383	9.26
7 Janta Travels Pvt Ltd	7340000	7.73	2340000	2.46

The reconciliation of the number of shares outstanding and the amount of share capital at the beginning and at the end of the reporting period is given below

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	Amount	No. of shares	Amount
Number of shares at the beginning	95000000	95000000	95000000	95000000
Additions during the year	0	0	0	0
Number of shares at the end	95000000	95000000	95000000	95000000

	As at 31st March, 2015	Rupees As at 31st March,
Note3	<u>RESERVES & SURPLUS</u>	
	<u>(a) General Reserve</u>	
	As Per Last Balance Sheet	1891000
	1891000	1891000
	<u>(b) Reserve Fund</u>	
	As Per Last Balance Sheet	6619000
	Add Transferred from Statement of Profit & Loss	22000
	<u>6641000</u>	<u>6619000</u>
	<u>(c) Surplus in Statement of Profit and Loss:</u>	
	As per last Balance Sheet	20392325
	Net profit /(Loss)after tax transferred from Statement of Profit & Loss	107288
	Less: Adjustment relating to Fixed Assets (Refer note 32)	395716
	<u>20103897</u>	<u>20392325</u>
	Less Transferred to Reserve Fund	22000
	<u>20081897</u>	<u>20392325</u>
	<u>28613897</u>	<u>28902325</u>
Note4	<u>LONG TERM BORROWINGS</u>	
	<u>Secured Term Loans</u>	
	From Banks	0
	<u>0</u>	165446
	<u>0</u>	<u>165446</u>
Note5	<u>DEFERRED TAX LIABILITIES (NET)</u>	
	<u>Deferred Tax Liability</u>	
	Timing difference on account of difference between book depreciation & depreciation as per Income Tax Rules	
	<u>0</u>	140477
	<u>0</u>	<u>140477</u>
	<u>Deferred Tax Assets</u>	
	Provision for Gratuity	0
	<u>0</u>	122161
	<u>0</u>	<u>122161</u>
	<u>0</u>	<u>18316</u>
	<u>Deferred Tax Liability/(Assets) (Net)</u>	
Note6	<u>LONG TERM PROVISIONS</u>	
	<u>Provision for Employees benefits</u>	
	Gratuity	417422
	<u>417422</u>	395343
	<u>417422</u>	<u>395343</u>

Note7 SHORT TERM BORROWINGS
Unsecured loans

From Companies	612000	5561000
From Related Parties	29620458	26757224
	<u>30232458</u>	<u>32318224</u>

Loans from Companies/Related parties are accepted for a term of 12 months and carry an interest rate of 12% P.A.

Note8 TRADE PAYABLES
Sundry creditors

- Micro, Small and Medium Enterprises (Refer Note 3)	0	0
- Others	243533	1055007
	<u>243533</u>	<u>1055007</u>

Note9 OTHER CURRENT LIABILITIES
Current maturity of long term debt

From banks	0	201253
Interest accrued and due on borrowings	0	223001
Interest accrued but not due on borrowings	1251824	1378706

Other payables

Accrued salaries and benefits	594305	263939
Statutory dues	121490	150748
Book over draft with a scheduled bank in current account	0	376544
	<u>1967619</u>	<u>2594191</u>

Note 11 NON CURRENT INVESTMENTS
INVESTMENTS -AT COST-NON QUOTED

a) In Equity Shares - Fully paid

SUBSIDIARY COMPANIES

SOMIL CONSTRUCTION PVT LTD 10000 SHARES @ RS 10 EACH	100000	100000
SWARG FOUNDER REAL ESTATE PVT LTD 10000 SHARES @ RS 10 EACH	100000	100000
ABG CONSTRUCTION PVT LTD 10000 SHARES @ RS 10 EACH	100000	100000
MULK RAJ REAL ESTATE PVT LTD 10000 SHARES @ RS 10 EACH	100000	100000
BABA GHANSHYAM REAL ESTATE PVT LTD 10000 SHARES @ RS 10 EACH	100000	100000
	<u>500000</u>	<u>500000</u>

Note 12 DEFERRED TAX ASSETS (NET)
Deferred Tax Assets

Timing difference on account of difference between book depreciation & depreciation as per Provision for Gratuity	33793	0
	128983	0
	<u>162776</u>	<u>0</u>

ISF LIMITED
Note-10
FIXED ASSETS
Rupees

PARTICULARS	Gross Block					Depreciation/ Amortisation			Net Block	
	As at 1st April, 2014	Additions during the year	Other Adjustments	Deduction/ Retirement	As at 31st March, 2015	As at 1st April, 2014	For the year	Deductions during the year	As at 31st March, 2015	As at 31st March, 2014
Tangible Assets										
Flat & covered Parking	795616	0	0	0	795,616	237860	10789	0	248649.4	546,967
Furniture & Fixtures	3805950	0	0	0	3,805,950	3499840	117072	0	3616912	189,038
Vehicles	8067961	0	0	1176529	6,891,432	6746087	151455	464932	6432609.95	458,822
Office Equipments	2435204	0	0	0	2,435,204	1785603	481712	0	2267315	167,889
Data Processing Equipments	4043219	0	0	0	4,043,219	3783108	57950	0	3841058	202,161
	19147950	0	0	1176529	17971421	16052498	818978	464932	16406544.45	1564876.55
Total	19147950	0	0	1176529	17971421	16052498	818978	464932	16406544.45	1564876.55
Previous year	41555705	0	0	22404755	19,147,950	34355830	281592	18584924	16052498	3,095,452

* Includes Rs 572672 being depreciation on fixed assets whose useful life has expired on April 1, 2014 as per note 7 (b) to Schedule II to Companies Act 2013.

Note 13	<u>LONG TERM LOANS AND ADVANCES</u>		
	<u>Unsecured considered good</u>		
	Security Deposits	1300400	1300400
		<u>1300400</u>	<u>1300400</u>
Note 14	<u>STOCK ON HIRE</u>		
	Stock on Hire under Hire purchase Agreements (Net of unmatured finance charges)	41017375	48409018
		<u>41017375</u>	<u>48409018</u>
Note 15	<u>TRADE RECEIVABLES</u>		
	Secured, considered good unless otherwise stated		
	Over Six months	460050	2067996
	Others	4350450	3223168
		<u>4810500</u>	<u>5291164</u>
Note 16	<u>CASH & CASH EQUIVALENTS</u>		
	(a) Balances with Banks		
	In Current accounts	911063	12095
	(b) Cash on hand (as certified)	31857	159540
		<u>942920</u>	<u>171635</u>
Note 17	<u>SHORT TERM LOANS & ADVANCES</u>		
	<u>Loans & Advances to Related Parties-Unsecured</u>		
	Loans	14098299	13286767
	<u>Loans to others</u>		
	Secured	0	517096
	Unsecured	86228914	79231362
	Advances recoverable in cash or in kind or for value to be received and/ or adjusted		
	Against supply of goods and services	3260550	3260550
	Prepaid Expenses	1402065	1416174
	Advance Income Tax (Net of provision)	1186253	1246553
	Incidental Advances to customers related to HP & Lease	0	2722681
		<u>106176081</u>	<u>101681183</u>
Note 18	<u>REVENUE FROM OPERATIONS</u>		
	<u>Income From Financing Operations</u>		
	<u>Hire Purchase Income</u>		
	Finance Charges	715252	2919605
	Interest Income	7106084	5977107
		<u>7821336</u>	<u>8896712</u>
Note 19	<u>OTHER NON OPERATING INCOME</u>		
	Profit on Sale of Fixed Assets	10000	0
	Miscellaneous Income	14	22
		<u>10014</u>	<u>22</u>
Note 20	<u>EMPLOYEE BENEFITS EXPENSE</u>		
	Salaries and Bonus	1624743	1819836
	Employer's contribution to Provident Fund	29889	28220
	Gratuity	22079	31484
	Staff Welfare Expenses	39235	42120
		<u>1715946</u>	<u>1921660</u>

Note 21	<u>FINANCE COSTS</u>		
	Interest expense	3459237	3334072
		<u>3459237</u>	<u>3334072</u>
Note 22	<u>DEPRECIATION AND AMORTISATION EXPENSE</u>		
	Depreciation	246306	281592
		<u>246306</u>	<u>281592</u>
Note 23	<u>OTHER EXPENSES:</u>		
	Rent	169240	165300
	Communication Expenses	81790	124548
	Insurance	30372	31394
	<u>Payment to the auditors:</u>		
	Statutory Auditor	33708	33708
	For Other services	16854	16854
	Printing & Stationery	96999	96366
	Legal & Professional Expenses	194839	499845
	Vehicles upkeep	223012	245717
	Travelling & Conveyance	199723	137679
	Miscellaneous expenses	389932	344806
	Bad debts written off	810240	1382269
		<u>2246709</u>	<u>3078486</u>

NOTES TO THE ACCOUNTS

24. **Contingent Liabilities for :**
 Claims against the company not acknowledged as debts Rs 760550/- (Rs. 760550/-) (Net of Advances)
 (Being contested by the company)
25. In the opinion of the Board, all the Current Assets, Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.
26. Loans given, some of the Current Liabilities, Sundry Debtors and Advances are subject to confirmation/ reconciliation.
27. The company is engaged primarily in the business of financing. As the subsidiaries are yet to commence their operations, there are no separate reportable segments as per Accounting Standard (AS)-17 dealing with 'Segment Reporting.'
28. The company has assessed its assets for impairment and concluded that there are no impairment losses.
29. Related Party Disclosures under Accounting Standard(AS)-18
- a) List of related Parties (As identified by the Management)
- i) Enterprises owned or significantly influenced by Key Management
- Personnel or their relatives : ISF Services Pvt. Ltd.
 Paradigm Sourcing Solutions Pvt. Ltd.
 Simbal Builders Pvt. Ltd.
 Simka Hotels & Resorts Pvt. Ltd.
- ii) **Key Management Personnel & their relatives**
- Key Management Personnel : Mrs Simbal Singh,
 Relatives : MrAmarjit Singh, Udayjit Singh, Priya Singh

b) Transactions with related Parties.
(in Rupees)

Type of Related Party		Description of the nature of the transactions	Volume of transactions for the year ended 31.03.2015	Amount Outstanding as at 31.03.2015	
				Receivable	Payable
Enterprises owned or significantly influenced by Key Management Personnel & their Relatives	i)	Loans given (excluding Interest Income Disclosed Separately)	1980000 (12340000)	12587767 (12340000)	0 (0)
	ii)	Interest Income on Loan given	1510532 (946767)	1510532 (946767)	0 (0)
	iii)	Loans Taken	1775000 (0)	0 (0)	1225000 (0)
Key Management Personnel & their relatives	i)	Loans Taken	1232000 (0)	0 (0)	1185234 (126224)
	ii)	Interest Paid/accrued on Deposits	3215669 (2882435)	0 (0)	1191341 (1314041)
	iii)	Managerial remuneration	649980 (787198)	0 (0)	391590 (110531)

30. Earning per share (EPS)
As at 31.03.2015
As at 31.03.2014

	(Rs.)	(Rs.)
– Profit/(Loss) after tax as per Profit & Loss Account (A)	(81888)	(3108899)
– Basic/Weighted Average Number of Equity Shares outstanding (B)	95000000	95000000
– Nominal value of equity shares	Re.1/- each	Re.1/- each
– Basic/Diluted Earnings per share (A)/(B)	(0.0009)	(0.0327)

31. Notes 1 to 30 form an integral part of Balance Sheet & Statement of Profit & Loss and have been duly authenticated.

**for JAGDISH SAPRA & CO.
CHARTERED ACCOUNTANTS**

PARTNER

DIRECTORS

COMPANY SECRETARY

New Delhi

Dated : 29.05.2015

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF ISF LIMITED
REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of **ISF LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit & Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015 and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements/financial information of five subsidiaries and whose financial statements/financial information reflect total assets of Rs10850 as at 31st March, 2015, total revenues of Rs. NIL and net cash outflows amounting to Rs.357150 for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the

directors of the Group companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 23 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. No amounts are required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

Place : New Delhi
Dated : May 29th, 2015

CA Vipal Kalra
Partner
Membership No. 084583

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under Report on other Legal & Regulatory requirements' of our Report of even date)

- i. In respect of the fixed assets of the holding company (the subsidiary companies do not have any fixed assets):
 - a) Proper records have been maintained showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets were physically verified during the year by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. As per information and information given to us and the other auditors and taking into consideration the nature of business of the holding company and the subsidiary companies incorporated in India, clauses ii (a) regarding physical verification of inventories and its frequency, ii (b) regarding procedures of physical verification of inventories and ii (c) regarding maintenance of records of inventories and discrepancies noticed on verification between physical stocks and book records are not applicable.
- iii. As per information and information given to us and the other auditors the holding company has granted unsecured loans to a company covered in the register maintained under Section 189 of the Companies Act, 2013. As there is no stipulation attached to the above loan, clauses (iii)(a) and (iii)(b) of the Order are not applicable.
- iv. In our opinion and the opinion of other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the holding company and subsidiary companies incorporated in India, commensurate with the size of the respective entities and the nature of their business. The entities do not undertake any purchase of inventory, fixed assets and sale of goods and services. During the course of our audit and the other auditors' audit, no major weakness in such internal control systems was noticed.
- v. In our opinion and the opinion of other auditors and according to the information and explanations given to us and the other auditors, the holding company and subsidiary companies incorporated in India have not accepted any deposits from the public other than in the case of holding company from directors and relatives of directors to which Companies (Acceptance of Deposits) Rules, 2014 are not applicable being a Non Banking financial Company, hence the provisions of clause 3 (v) of the Order are not applicable.
- vi. According to the information and explanations given to us and the other auditors and in our opinion and the opinion of the other auditors, the holding company and subsidiary companies incorporated in India, the provisions of clause (vi) of the Order regarding maintenance of cost records as prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013 are not applicable.
- vii. According to the records of the holding company and information and explanations given to us, in respect of statutory dues of the holding company and subsidiary companies incorporated in India:
 - (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to

the respective entities with the appropriate authorities during the year. We are informed that there are no undisputed statutory dues payable by the respective entities as at the year end, outstanding for a period of more than six months from the date they become payable.

- b) For the aforesaid entities, there are no dues in respect of income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
 - c) No amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there-under.
- viii. The holding company and subsidiary companies incorporated in India do not have consolidated accumulated losses at the end of the financial year. Further the entities have incurred cash losses on consolidated basis during the current financial year though not in the immediately preceding financial year.
- ix. In our opinion and the opinion of other auditors and according to the information and explanations given to us and the other auditors, the holding company and subsidiary companies incorporated in India have not defaulted in repayment of dues to banks & financial institutions. There are no borrowings by way of debentures.
- x. In our opinion and the opinion of other auditors and according to the information and explanations given to us and the other auditors, the holding company and subsidiary companies incorporated in India have not given any guarantees for loans taken by others from banks or financial institutions.
- xi. In our opinion and the opinion of other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied for the purpose for which they were obtained by the holding company and subsidiary companies incorporated in India.
- xii. To the best of our knowledge and according to the information and explanations given to us, and the other auditors no fraud by the holding company and subsidiary companies incorporated in India and no material fraud on the holding company and subsidiary companies incorporated in India has been noticed or reported during the year.

For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

CA Vipal Kalra
Partner
Membership No. 084583

Place : New Delhi
Dated : May 29th, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies

a) Basis of preparation

The financial statements are prepared under the historical cost convention on accrual basis of accounting to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions thereof.

b) Fixed Assets

Fixed assets are carried at the cost of acquisition less accumulated depreciation. The cost of Fixed assets include taxes and other identifiable direct expenses. Interest on borrowed funds attributable to the qualifying assets up to the period such assets are put to use, is included in the cost of fixed assets.

c) Depreciation

W.e.f 1-4-2014 Depreciation on fixed assets is provided on Straight Line Method (SLM) as per useful life & in the manner prescribed in Schedule II of the Companies Act, 2013.

For assets where the remaining useful life of assets is exhausted, the carrying amount of the assets as on 1st April, 2014 after retaining the residual value is adjusted against opening balance of retained earnings.

d) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.

Current investments are carried at the lower of cost or fair value. Long term investments are carried at cost less permanent diminution in value, if any.

e) Stock on Hire

Stock on hire is valued at cost plus total finance charges and is reduced by the instalments which have matured during the relevant period.

f) Revenue Recognition

Revenue is recognised when there is reasonable certainty of its ultimate realization/collection. Prudential norms prescribed by Reserve Bank of India for revenue recognition are followed.

i) Lease Rentals

Lease rentals received/receivable under lease agreements are accounted as income net of Lease Equalisation to ensure recognition of Net Income at a constant periodic rate of return on the Net Investment outstanding in the lease as per (AS)-19 on leases. Against the lease rentals a matching annual charge (which represents recovery of the net investment in the leased assets over the lease term) is made to the Profit and Loss Account.

ii) Hire-Purchase

Income from Hire Purchase financing is recognised on equated instalment basis.

iii) Dividend Income is accounted when the right to receive the same is established.

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

- g) Leases**
Lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as an operating lease and lease rentals thereon are charged to the Statement of Profit and Loss.
- i) Employee benefits**
Contribution to Defined Contribution Scheme such as Provident Fund are charged to the Statement of Profit and Loss. The liability for gratuity at the end of each financial year is determined on the basis of actual calculation. Liability on account of short term employee benefits such as bonus is recognized on an undiscounted accrual basis. Termination benefits are recognized as an expense in the Statement of Profit and Loss.
- j) Foreign Exchange Transactions**
Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Monetary assets and liabilities denominated in foreign currency are restated at the prevailing year end rates. The resultant gain/loss upon such restatement along with the gain/loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.
- k) Taxation**
Current tax is determined as the amount of tax payable in respect of taxable income in accordance with relevant tax rates and tax laws.
- Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is virtual certainty and convincing evidence that there will be sufficient future taxable income available to realize such assets.
- l) Impairment of Assets**
Regular review is done to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any such indication exists, impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts. In case there is any indication that an impairment loss recognized for an asset in prior accounting periods no longer exists or may have decreased, the recoverable value is reassessed and the reversal of impairment loss is recognized as income in the Statement of Profit and Loss.
- m). Provisions and Contingencies**
A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation, and in respect of which a reliable estimate can be made.
- A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.
- n) Other Accounting Policies**
These are consistent with generally accepted accounting practices.



ISF LIMITED
BALANCE SHEET AS AT 31.03.2015

	NOTE	As at 31st March, 2015	(Rupees) As at 31st March, 2014
I			
<u>EQUITY AND LIABILITIES</u>			
1			
<u>SHAREHOLDERS' FUNDS</u>			
(a) Share capital	2	95000000	95000000
(b) Reserves and surplus	3	28069747	28770325
		123069747	123770325
2			
<u>NON-CURRENT LIABILITIES</u>			
(a) Long-term borrowings	4	0	165446
(b) Deferred tax liabilities (net)	5	0	18316
(c) Long term provisions	6	417422	395343
		417422	579105
3			
<u>CURRENT LIABILITIES</u>			
(a) Short-term borrowings	7	30232458	32318224
(b) Trade payables	8	258533	1055007
(c) Other current liabilities	9	2007620	2594191
		32498611	35967422
	TOTAL	155985780	160316852
II			
<u>ASSETS</u>			
1			
<u>NON-CURRENT ASSETS</u>			
(a) Fixed assets			
(i) Tangible assets	10	1564877	3095452
(b) Deferred Tax Assets	11	162776	0
(c) Long-term loans and advances	12	1300400	1300400
		3028053	4395852
2			
<u>CURRENT ASSETS</u>			
(a) Stock on hire	13	41017375	48409018
(b) Trade receivables	14	4810500	5291164
(c) Cash and cash equivalents	15	953770	539635
(d) Short-term loans and advances	16	106176081	101681183
		152957726	155921000
	TOTAL	155985779	160316852
Significant Accounting Policies	1	0	0

Notes to Accounts form an integral part of Financial Statements

In terms of our report attached
For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

For & on behalf of the board

CA VIPAL KALRA
Partner
M. No. 084583
Place : New Delhi
Dated : 29.5.2015

Directors

Company Secretary

ISF LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2015

		NOTE	Year Ended 31st March, 2015	Year Ended 31st March, 2014
I	Revenue from operations	17	7821336	8896712
II	Other non operating income	18	10014	22
III	Total Revenue (I+II)		7831350	8896734
IV	EXPENSES			
a	Employees benefits expense	19	1992446	1921660
b	Finance costs	20	3459237	3334072
c	Depreciation and amortisation expense	21	246306	281592
d	Other expenses	22	2382359	3078486
	Total expenses		8080348	8615810
V	Profit/(Loss) before tax (III-IV)		(248998)	280924
VI	Tax expense			
a	Current tax		(60000)	(149000)
b	Deferred tax		4136	(3240823)
VII	Profit/(Loss) for the year (V-VI)		(304862)	(3108899)
VIII	Earning per equity share			
a	Basic		(0.0032)	(0.0327)
b	Diluted		(0.0032)	(0.0327)

Significant Accounting Policies 1
Notes to Accounts form an integral part of Financial Statements

In terms of our report attached
For Jagdish Sapra & Co
Chartered Accountants
(Firm Registration No. 001378N)

For & on behalf of the board

CA VIPAL KALRA
Partner
M. No. 084583
Place : New Delhi
Dated : 29.5.2015

Directors

Company Secretary

ISF LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

A.	CASH FLOW FROM OPERATING ACTIVITIES	Year ended 31.03.2015	Year ended 31.03.2014
	Net Profit before tax and Extraordinary items	(248,998)	280,924
	Adjustments for :		
	Interest paid	3,459,237	3,334,072
	Interest Received	(7,106,084)	(5,977,107)
	Profit on sale of fixed assets	(10,000)	-
	Depreciation	246306	595,272
	Loss on acquisition	0	(132,000)
	Assets discarded	0	5,317,009
	Operating Profit before working capital changes	(3,659,539)	3,418,170
	Adjustments for :		
	Trade and Other Receivables	3,373,272	6,560,462
	Trade Payables	(1,360,967)	(4,545,582)
	Interest Paid	(3,459,237)	(3,334,072)
	Interest Received	7,106,084	5,977,107
	Direct Tax Paid	(55,864)	(3,389,823)
	Net Cash from Operating Activities	1,943,750	4,686,263
	A		
	B. CASH FLOW FROM INVESTING ACTIVITIES :		
	Sale of fixed assets	721597	0
	Net Cash used in Investing Activities	721597	0
	B		
	C. CASH FLOW FROM FINANCING ACTIVITIES :		
	Repayment of Long Term Borrowings	(165,446)	(201,253)
	Net Proceeds of Short Term Borrowings	(2,085,766)	(4,678,000)
	Net Cash flow from Financing Activities	(2,251,212)	(4,879,253)
	C		
	Net Increase in Cash or Cash Equivalents (A+B+C)	414,135	(192,991)
	Cash and Cash Equivalents as at 1st April	539,635	732,626
	Cash and Cash Equivalents as at 31st March	953,770	539,635

Notes :

- 1) The above cash flow statement has been prepared under the indirect method as set out in Accounting standard-3 AS-3) on cash flow statement issued by the Institute of Chartered Accountants of India.
- 2) Figures in brackets represents outflow

for JAGDISH SAPRA & CO.
CHARTERED ACCOUNTANTS

PARTNER
DIRECTORS
COMPANY SECRETARY

New Delhi

Dated : 29.05.2015

ISF LIMITED
NOTES ON ACCOUNTS FOR YEAR ENDED 31ST MARCH 2015

Note 2 SHARE CAPITAL
(Rupees)

	As at 31st March, 2015	As at 31st March, 2014
<u>AUTHORISED</u>		
350000000 Equity shares, of Re. 1/- each	350000000	350000000
	<u>350000000</u>	<u>350000000</u>
<u>ISSUED, SUBSCRIBED & PAID UP</u>		
Equity shares, Re. 1/- par value	95000000	95000000
95000000 Equity Shares fully paid up	95000000	95000000
	<u>95000000</u>	<u>95000000</u>

The Company has issued only one class of Equity Shares having a par value of Re. 1/- each. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently.

The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

The details of Shareholders holding more than 5% Equity Shares are given below-

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	% held	No. of shares	% held
1 Jassum investments Pvt. Ltd.	10000000	10.53	10000000	10.53
2 Ragrose Ltd	0	0.00	5000000	5.26
3 Simbal Singh	9061844	9.54	9061844	9.54
4 Simbal Builders Pvt Ltd	6397778	6.73	6397778	6.73
5 Simka Hotels & Resorts Pvt Ltd	11265410	11.86	11265410	11.86
6 Udayjit Singh	8789383	9.26	8789383	9.26
7 Janta Travels Pvt Ltd	7340000	7.73	2340000	2.46

The reconciliation of the number of shares outstanding and the amount of share capital at the beginning and at the end of the reporting period is given below-

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	Amount	No. of shares	Amount
Number of shares at the beginning	95000000	95000000	95000000	95000000
Additions during the year	0	0	0	0
Number of shares at the end	95000000	95000000	95000000	95000000

		(Rupees)	
		As at 31st March, 2015	As at 31st March, 2014
Note3	<u>RESERVES & SURPLUS</u>		
	<u>(a) General Reserve</u>		
	As Per Last Balance Sheet	1759000	1891000
	less: Loss on acquisition	0	132000
		1759000	1759000
	<u>(b) Reserve Fund</u>		
	As Per Last Balance Sheet	6619000	6619000
	Add Transferred from Statement of Profit & Loss	22000	0
		6641000	6619000
	<u>(c) Surplus in Statement of Profit and Loss;</u>		
	As per last Balance Sheet	20392325	23501224
	Net profit /(Loss)after tax transferred from Statement of Profit & Loss	(304862)	(3108899)
	Less Carrying amount of Fixed Assets as per Note 7 of Schedule II Companies Act 2013 (Net of Deferred Tax) (Refer note 32)	395716	0
		19691747	20392325
	Less Transferred to Reserve Fund	22000	0
		19669747	20392325
		28069747	28770325
Note4	<u>LONG TERM BORROWINGS</u>		
	<u>Secured Term Loans</u>		
	From Banks	0	165446
		0	165446
Note5	<u>DEFERRED TAX LIABILITIES (NET)</u>		
	<u>Deferred Tax Liability</u>		
	Timing difference on account of difference between book depreciation /lease Equalisation & depreciation as per Income Tax Rules	0	140477
		0	140477
	<u>Deferred Tax Assets</u>		
	Timing difference on account of difference between book depreciation /lease Equalisation & depreciation as per Income Tax Rules	0	-
	Provision for Gratuity	0	122161
		0	122161
	Deferred Tax Liability/(Assets) (Net)	0	18316
Note6	<u>LONG TERM PROVISIONS</u>		
	<u>Provision for Employees benefits</u>		
	Gratuity	417422	395343
		417422	395343

Note7 SHORT TERM BORROWINGS
Unsecured loans

From Companies	612000	5561000
From Related Parties	29620458	26757224
	<u>30232458</u>	<u>32318224</u>

Loans from Companies/Directors and Relatives of Directors are accepted for a term of 12 months and carry an interest rate of 12% pa.

Note8 TRADE PAYABLES
Sundry creditors

- Micro, Small and Medium Enterprises	0	0
- Others	258533	1055007
	<u>258533</u>	<u>1055007</u>

Note9 OTHER CURRENT LIABILITIES
Current maturity of long term debt

From banks	0	201253
Interest accrued and due on borrowings	0	223001
Interest accrued but not due on borrowings	1251824	1378706

Other payables

Accrued salaries and benefits	634306	263939
Statutory dues	121490	150748
Book over draft with a scheduled bank in current account	0	376544
	<u>2007620</u>	<u>2594191</u>

Note 11 DEFERRED TAX ASSETS (NET)
Deferred Tax Liability

Timing difference on account of difference between book depreciation /lease Equalisation & depreciation as per Income Tax Rules

0	0
<u>0</u>	<u>0</u>

Deferred Tax Assets

Timing difference on account of difference between book depreciation /lease Equalisation & depreciation as per Income Tax Rules

33793	-
128983	0
<u>162776</u>	<u>0</u>
	<u>0</u>

Note 12 LONG TERM LOANS AND ADVANCES
Unsecured considered good

Security Deposits	1300400	1300400
	<u>1300400</u>	<u>1300400</u>

ISF LIMITED
Note-10
FIXED ASSETS
(Rupees)

PARTICULARS	Gross Block					Depreciation/ Amortisation			Net Block	
	As at 1st April, 2014	Additions during the year	Other Adjustments	Deduction/ Retirement	As at 31st March, 2015	As at 1st April, 2014	For the year	Deductions during the year	As at 31st March, 2015	As at 31st March, 2014
Tangible Assets										
Fiat & covered Parking	795616	0	0	0	795,616	237860	10789	0	248649.4	557756
Furniture & Fixtures	3805950	0	0	0	3,805,950	3499840	117072	0	3616912	306110
Vehicles	8067961	0	0	1176529	6,891,432	6746087	151455	464932	6432609.95	1321874
Office Equipments	2435204	0	0	0	2,435,204	1785603	481712	0	2267315	649601
Data Processing Equipments	4043219	0	0	0	4,043,219	3783108	57950	0	3844058	260111
	19147950	0	0	1176529	17971421	16052498	818978	464932	16406544.45	3095452
							*			
Total	19147950	0	0	1176529	17971421	16052498	818978	464932	16406544.45	3095452
Previous year	41555705	0	0	22404755	19,147,950	34355830	281592	18584924	16052498	3,095,452

* Includes Rs 572672 being depreciable amount of fixed assets whose useful life has expired on April 1, 2014 as per note 7 (b) to Schedule II to Companies Act 2013.

Note 13	<u>STOCK ON HIRE</u> Stock on Hire under Hire purchase Agreements (Net of unmatured finance charges)	41017375 <hr/> 41017375	48409018 <hr/> 48409018
Note 14	<u>TRADE RECEIVABLES</u> Secured, considered good unless otherwise stated Over Six months Others	460050 4350450 <hr/> 4810500	2067996 3223168 <hr/> 5291164
Note 15	<u>CASH & CASH EQUIVALENTS</u> (a) Balances with Banks In Current accounts (b) Cash on hand (as certified)	911063 42707 <hr/> 953770	12095 527540 <hr/> 539635
Note 16	<u>SHORT TERM LOANS & ADVANCES</u> <u>Loans & Advances to Related Parties-Unsecured</u> Loans <u>Loans to others</u> Secured Unsecured Advances recoverable in cash or in kind or for value to be received and/ or adjusted Against supply of goods and services Prepaid Expenses Advance Income Tax (Net of provision) Incidental Advances to customers related to HP & Lease	14098299 0 86228914 3260550 1402065 1186253 0 <hr/> 106176081	13286767 517096 79231362 3260550 1416174 1246553 2722681 <hr/> 101681183
Note 17	<u>REVENUE FROM OPERATIONS</u> <u>Income From Financing Operations</u> <u>Hire Purchase Income</u> Finance Charges Interest Income	715252 7106084 <hr/> 7821336	2919605 5977107 <hr/> 8896712
Note 18	<u>OTHER NON OPERATING INCOME</u> Profit on Sale of Fixed Assets Miscellaneous Income	10000 14 <hr/> 10014	0 22 <hr/> 22
Note 19	<u>EMPLOYEE BENEFITS EXPENSE</u> Salaries and Bonus Employer's contribution to Provident Fund Gratuity Staff Welfare Expenses	1901243 29889 22079 39235 <hr/> 1992446	1819836 28220 31484 42120 <hr/> 1921660

Note 20	<u>FINANCE COSTS</u>		
	Interest expense	3459237	3334072
		<u>3459237</u>	<u>3334072</u>
Note 21	<u>DEPRECIATION AND AMORTISATION EXPENSE</u>		
	Depreciation	246306	281592
		<u>246306</u>	<u>281592</u>
Note 22	<u>OTHER EXPENSES:</u>		
	Rent	169240	165300
	Communication Expenses	81790	124548
	Insurance	30372	31394
	<u>Payment to the auditors:</u>		
	Statutory Auditor	48708	33708
	For Other services	16854	16854
	Printing & Stationery	96999	96366
	Legal & Professional Expenses	194839	499845
	Vehicles upkeep	223012	245717
	Travelling & Conveyance	199723	137679
	Miscellaneous expenses	510582	344806
	Bad debts written off	810240	1382269
		<u>2382359</u>	<u>3078486</u>

NOTES TO THE ACCOUNTS

23. Contingent Liabilities for :

Claims against the company not acknowledged as debts Rs 760550/- (Rs 760550/-) (Net of Advances) (Being contested by the company)

24. In the opinion of the Board, all the Current Assets, Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.
25. Loans given, some of the Current Liabilities, Sundry Debtors and Advances are subject to confirmation/ reconciliation.
26. The company is engaged primarily in the business of financing and accordingly there are no separate reportable segments as per Accounting Standard (AS)-17 dealing with 'Segment Reporting.'
27. The company has assessed its assets for impairment and concluded that there are no impairment losses.
28. Current Assets, Loans & Advances (Note-17) include amounts due from :-

As at 31.3.2015

- i) Private Limited Company
in which a Director
of the Company is interested

Rs.
14098299
(13286767)

29. As per AS(15) Revised on Employee Benefits details of expenses for the year ended 31.03.2015 are given as under:-

	Rs.	Rs.
i). Provident Fund (Defined contribution plan)		
Disclosed in Profit & Loss Account as Employer's contribution to Provident Fund	29889	(28220)
ii. Gratuity- Non funded	22079	(31484)

30. Pursuant to the notification of Schedule-II of the Companies Act, 2013 by the Ministry of Corporate Affairs effective 01.04.2014, the Company has revised/reassessed the remaining useful lives in accordance with the Schedule -II and has accounted for lower depreciation charge of Rs. 3745/- in the financial results for the year ended 31.03.2015. Further charge of Rs. 395716/- (Net of deferred tax) has been adjusted against retained earnings in terms of transitional provision in respect of assets where remaining useful lives have expired on or before 31.03.2014.

31. No provision is made in respect of diminution in value of investments made by the company in its subsidiary companies as the subsidiaries are yet to commence business operations and the diminution is considered temporary.

32. Disclosure as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Particulars	Rupees	
	2014-15	2013-14
a) Amount payable to suppliers under MSMED as at the end of year		
-- Principal	-	-
-- Interest due there on	-	-
b) Payment made to suppliers beyond the appointed day during the year		
-- Principal	-	-
-- Interest due there on	-	-
c) Amount of interest due and payable for delay in payment (which has been paid but beyond the appointed day during the year) but without adding the interest under MSMED	-	-
d) Amount of interest accrued and remaining unpaid as at the end of year	-	-
e). The amount of further interest remaining due & payable even in the succeeding years.	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprise as per MSMED on the basis of information available with the Company relied upon by the Auditors.

33. Related Party Disclosures under Accounting Standard(AS)-18

- a) List of related Parties (As identified by the Management)
- i) Subsidiaries : ABG Construction Pvt. Ltd., Mulkhraj Real Estate Pvt. Ltd.
Somil Construction Pvt. Ltd., Swarg Founder Real Estate Pvt. Ltd.
Baba Ghanshyam Real Estate Pvt. Ltd.
 - ii) Enterprises owned or significantly influenced by Key Management Personnel or their relatives
: ISF Services Pvt. Ltd., Simbal Builders Pvt. Ltd.
Simka Hotels & Resorts Pvt. Ltd., Paradigm Sourcing Solutions Pvt. Ltd.
 - iii) Key Management Personnel & their relatives
Key Management Personnel : Mrs. Simbal Singh
Relatives : Mr Amarjit Singh, Mr. Udayjit Singh, Priya Singh

b) Transactions with related Parties.
(in Rupees)

Type of Related Party		Description of the nature of the transactions	Volume of transactions for the year ended 31.03.2015	Amount Outstanding as at 31.03.2015	
				Receivable	Payable
Subsidiaries	i)	Investment in Shares	0 (500000)	500000 (500000)	0 (0)
Enterprises owned or significantly influenced by Key Management Personnel & their Relatives	i)	Loans given (excluding Interest Income Disclosed Separately)	1980000 (12340000)	12587767 (12340000)	0 (0)
	ii)	Interest Income on Loan given	1510532 (946767)	1510532 (946767)	0 (0)
	iii)	Loans Taken	1775000 (0)	0 (0)	1225000 (0)
Key Management Personnel & their relatives	i)	Loans Taken	1232000 (0)	0 (0)	1185234 (126224)
	ii)	Interest Paid/accrued on Deposits	3215669 (2882435)	0 (0)	1191341 (1314041)
	ii)	Managerial remuneration	649980 (787198)	0 (0)	391590 (110531)

34. Earning per share (EPS)
**As at 31.03.2015
(Rs.)**
**As at 31.03.2014
(Rs.)**

- Profit(tax) after tax as per Profit & Loss Account (A)	107288	(3108899)
- Basic/Weighted Average Number of Equity Shares outstanding (B)	95000000	(95000000)
- Nominal value of equity shares	Re.1/- each	Re.1/- each
- Basic/Diluted Earnings per share (A)/(B)	0.0011	(0.0327)

35. Information pursuant to provisions of Part II of schedule III of the Companies Act, 2013:
a) Gross Income
Year ended 31.3.2015
Year ended 31.3.2014

	Rs.	Rs.
i) Lease Income	Nil	(313680)
ii) Hire Purchase Income	715252	(2919605)
iii) Interest received	7106084	(7706001)
b) Expenditure in foreign currency	0	(0)
c) Earning in Foreign Exchange	0	(0)

Note: Figures in brackets above are in respect of previous year.



36. Previous year figures have been regrouped/rearranged to make them comparable with those of current year.
37. Notes 1 to 39 form an integral part of Balance Sheet & Statement of Profit & Loss and have been duly authenticated.

**or JAGDISH SAPRA & CO.
CHARTERED ACCOUNTANTS**

PARTNER

DIRECTORS

COMPANY SECRETARY

New Delhi

Dated : 29.05.2015

**Form No. MGT-11****Proxy form**

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

Name of the Member(s)			
Registered Address			
E-mail Id	Folio No /Client ID	DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature, or failing him	

Name :	E-mail Id:
Address:	
Signature, or failing him	

Name :	E-mail Id:
Address:	
Signature, or failing him	

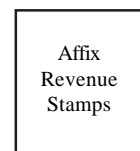
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on the 30th September, 2015 (Wednesday) 11.00 am at K-10 Som Vihar, R.K. Puram, New Delhi-110022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. :

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015.		
2.	To appoint Mr. H.C. Gandhi as Independent Director.		
3.	Re-appointment of M/s. Jagdish Sapra & Co., Chartered Accountants as Statutory Auditors.		
4.	Appointment of Mr. Ved Parkash Ahuja as Independent.		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__



Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

**ISF LIMITED****CIN: L74899DL1988PLC076648**

Regd Office: K-10, Som Vihar, R.K Puram, New Delhi - 110022
Ph : 011-26109124, Fax : 011-26188970, Email: amar@isflimited.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

27th Annual General Meeting on Wednesday 30th September 2015 at 11.00 AM at K-10, Som Vihar R.K. Puram New Delhi-110022

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the _____ Annual General Meeting of the ISF Ltd. , Address, on , the

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



NOTES

Horizontal lines for note-taking, consisting of 25 evenly spaced lines.

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Regd. Office :
K-10, Som Vihar, R.K. Puram
New Delhi - 110022

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