



TWENTY SECOND ANNUAL REPORT
2015 - 2016

BOARD OF DIRECTORS

Mr. Laxmi Narayan Sharma	Managing Director
Mr. Vinod Kumar Sharma	Chairman
Mr. Anand D Bagwe	
Mr. Beni Prasad Rauka	
Mr. Kishan Sharma	
Ms. Poonam Sharma	

REGISTERED OFFICE

502, Chartered House,
292 Dr. C.H. Street, Near Marine Lines Church,
Mumbai-400 002.

AUDITORS

S.K. Rathi & Co., Chartered Accountants,
G-075, Profit Center, Mahavir Nagar Road,
Mahavir Nagar, Kandivali (W), Mumbai-400 067.

BANKERS

HDFC Bank Ltd.

SHARE TRANSFER AGENTS

System Support Services
209, Shivai Industrial Estate,
Next to Parke Davis,
89, Andheri Kurla Road,
Saki Naka, Mumbai 400 072.

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INDERGIRI FINANCE LIMITED

CIN No.: L65923MH1995PLC161968

Regd Office: 502, Chartered House, 292 Dr. C.H. Street, Near Marine Lines Church, Mumbai-400 002

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of INDERGIRI FINANCE LIMITED will be held at Hotel Classic, Bhanu Apartment, Ground Floor, Shiv Vallabh Road, Ashok Van, Dahisar East, Mumbai – 400 068 on Friday, the 23rd September, 2016 at 10.30 A.M. to transact following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet, Cash Flow Statement as at 31st March 2016 and the Statement of Profit & Loss for the year ended 31st March 2016 and the Auditors' Report and Directors' report thereon.
2. To appoint a Director in place of Mr. Kishan Sharma (holding DIN 01168525), who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s. S.K. Rathi & Co., Chartered Accountants, Mumbai (Firm Registration No. 108724W) as approved by Members at the Twentieth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Third Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, SIGNED, COMPLETED AND LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. All documents referred in the Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.
3. Electronic copy of the Annual Report and notice for 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year ended 31st March, 2016 is being sent in the permitted mode.
4. Members holding shares in physical form are requested to submit their e-mail address to the Company/RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.
5. Register of Share transfer and members will remain closed from Monday 19th September 2016 to Friday the 23rd September 2016 (inclusive of both days).
6. 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.
7. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Members are requested to bring their Annual Report and the Attendance Slip with them at the Annual General Meeting
9. In compliance with the provisions of the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
10. Mr. Mayank Arora, Practicing Company Secretaries (Membership No. 33328), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

11. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
12. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again
13. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
14. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the Annual General Meeting. However a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
15. Members can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank Forms will be supplied on request.
16. The instructions for e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):
 - i. Open the e-mail and also open PDF file, namely, "IFL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: www.evoting.nsdl.com.
 - iii. Click on Shareholder – Login
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - vii. Select "EVEN" (E-voting Event Number) of Indergiri Finance Limited. Now you are ready for e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to IFL.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com. or call on toll free no.: 1800-222-990.
 - B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
 - i. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - C. Other Instructions
 - i. The e-voting period commences on Tuesday, September 20, 2016 (9.00 A.M. IST) and ends on Thursday, September 22, 2016 (5.00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 16, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.indergiri.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

For and on behalf of the Board of Director

Laxminarayan Sharma Managing Director DIN: 01731396	Kishan Sharma Director DIN: 01168525
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Place : Mumbai
Date: 12th August, 2016

Information on Directors being appointed/re-appointed as required under regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 on General Meetings:

Name of the Director	Mr. Kishan Sharma
Date of Birth	11/07/1961 55years
Nationality	Indian
Date of appointment on the board	28 th March 1995
Qualifications	Qualified Chartered Accountant.
Expertise in specific functional area	More than 30 years in Finance, Investment Banking
Number of shares held in the Company	380860
Number of Meetings of the Board attended/ held	27/05/15, 11/08/15, 10/11/15, 13/02/2016, 4/4
Directorships held in other public companies (excluding foreign companies and Government Bodies)	<ol style="list-style-type: none"> 1. Vaibhav Transport Private Limited 2. Indergiri Securities Private Limited 3. Indergiri Share and Stock Brokers Private Limited 4. Bagra Financial Services Private Limited 5. Kaizen Finance Private Limited 6. Cogent Infoway Limited
Chairman/ member in the committees of the Boards of companies in which he is Director (includes only Audit Committee, Stakeholders’ Relationship Committee and Nomination and Remuneration Committee)	<ol style="list-style-type: none"> 1. Audit Committee –Member Indergiri Finance Limited 2. Stakeholders’ Relationship Committee-Member Indergiri Finance Limited 3. Nomination and Remuneration Committee-Member Indergiri Finance Limited

DIRECTOR'S REPORT

To,

The Members,

The Directors are pleased to present Twenty Second Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

The financial results of the company are summarized as below:

	(₹ in lacs) Year Ended 31/03/2016	(₹ in lacs) Year Ended 31/03/2015
Income	96.71	69.43
Profit/(Loss) before tax	11.16	2.44
Profit after Tax and adjustments	7.61	1.70
Balance carried to Balance Sheet	(5.60)	(13.54)

REVIEW OF OPERATIONS

During the FY 2016, your company has earned a net profit of ₹ 7.61 lacs after taking into account tax provision as against ₹ 1.70 lacs during FY 2015.

DIVIDEND

In view of inadequate profits, the Board of Directors is not in a position to recommend any dividend for the year.

RESERVES

No amount is proposed for transfer to the General Reserve Account during the financial year 2016.

SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENT

The Company does not have any subsidiary company hence the requirement of consolidated financial statement pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 is not applicable.

CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the preview of the Section 135 of the Companies Act, 2013.

DEPOSITS

The Company being a Non-Deposit Accepting Non-Banking Finance Company has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of the Reserve Bank of India (RBI).

FUTURE OUTLOOK

The Company is operating with its own limited resources. As the Financial market is facing lot of challenges interest rates are constantly changing, recoveries have become major concern, therefore survival of small NBFC with limited resource is becoming difficult. In the present scenario and based on the present business model the growth potential in its business is limited.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for reappointment on passing of a special resolution by the Company and shall not be liable to retire by rotation. In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Kishan Sharma, retires by rotation at the ensuing Annual General Meeting and offers himself for reappointment.

DECLARATION BY INDEPENDENT DIRECTOR(S)

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013.

FORMAL ANNUAL PERFORMANCE EVALUATION AND FAMILIARIZATION PROGRAM

The details of training and familiarization programmes and Annual Board Evaluation process for Directors have been provided under the Corporate Governance Report.

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees forms part of Corporate Governance Report of this Annual Report.

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at link: http://www.indergiri.com/images/policies/Familiarisation_Programe_for_Independent_Director.pdf

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee comprises Mr. Vinod Sharma as the Chairman and Mr. Dilip Arora and Mr. B.P Rauka as members of the Committee. In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The Nomination and remuneration policy of the Board has provided as “Annexure C” to this Report.

NUMBER OF MEETINGS OF THE BOARD

Four meetings of the board were held during the year. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company as part of the 'vigil mechanism' has in place a 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. The Whistle Blower Policy has been approved by the Board at its meeting held on 31st May, 2014 and has been placed on the website of the Company.

This vigil mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimization of employees and directors who avail of the vigil mechanism and also provide direct access to the Chairperson of the Audit Committee in exceptional circumstances.

RISK MANAGEMENT

Your Company has an elaborate Risk Management procedure, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company has set up a Risk Management Committee to monitor the risks and their mitigating actions and the key risks are also discussed at the Audit Committee. Some of the risks identified by the Risk Management Committee relate to competitive intensity and cost volatility.

INTERNAL CONTROL SYSTEMS

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all functions and areas.

Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

POLICY ON PREVENTION OF SEXUAL HARASSMENT

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has approved the "IFL Policy on Prevention and Redressal Sexual Harassment at Workplace". During the year under review, there were no complaints received against any employee.

STATUTORY AUDITORS

M/s. S.K. Rathi & Co., Chartered Accountants, Mumbai (Firm Registration No. 108724W) were appointed as Statutory Auditors of your Company at the 20th Annual General Meeting held on 30th September, 2014 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. The Board recommends the ratification of M/s. S.K. Rathi & Co., Chartered Accountants, as Statutory Auditors of the Company for financial year 2016 -17, to the members at the ensuing Annual General Meeting.

AUDITORS' REPORT

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Dinesh Kumar Deora, practicing company secretary to undertake the Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report in Form MR-3 is annexed herewith marked as "Annexure A" to this Report.

Dinesh Kumar Deora, practicing company secretary in their secretarial audit report have stated that,

- i. The Company has not appointed Company Secretary and Chief Financial Officer during the audit period as required under section 203 of the Companies Act, 2013 read with rules made there under.
- ii. The Company is not the member of all four Credit Information Companies as required by Section 11(1) of Credit Information Companies (Regulation) Act, 2005.
- iii. The Company is not registered under the Bombay Shops and Establishment Act, 1948.

The Directors are of the view that

- i. Due to lower volume of business, profitability and small size of the Company, it could not get a full time Company Secretary and CFO. The Company has a well-qualified board and 3 of the directors of the Company are Chartered Accountants and one of them is also qualified Company Secretary.
- ii. The Company being subtenant it was not permitted to obtain registration under Shop and Establishment Act by the landlord.
- iii. The company is applying for the membership of remaining three credit information companies.

INTERNAL AUDIT AND COMPLIANCE

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically.

The Company has appointed Manoj Sharma & Associates, Chartered Accountants, to conduct internal audit covering all areas of operations of the Company. The reports are placed before the Audit Committee of the Board.

The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate. The Company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website http://www.indergiri.com/images/policies/IFL_Policy_on_Related_Party_Transactions.pdf

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

All related party transactions are placed before the Audit Committee as also the Board for their approval on quarterly basis. Transactions with related parties, as per the requirements of Accounting Standard 18, are disclosed to the notes to accounts annexed to the financial statements.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(3) (m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to your Company as it is not a manufacturing Company.

However, your Company has been increasingly using information technology in its operations and promotes conservation of resources. During the year under review, there was no foreign earning or expenditure in the Company.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance for the Company is annexed as 'Annexure I' and forms an integral part of this Annual Report.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Act pertaining to investment and lending activities is not applicable to the Company since the Company is an NBFC whose principal business is acquisition of securities.

INSURANCE

The Company does not possess any material properties, which need insurance.

STANDARD ASSETS' PROVISIONING

Pursuant to the Notification No.: DNBS.222/CGM (US)-2011 dated 17th January, 2011 issued by the RBI for making a general provision at 0.30% on the outstanding Standard Assets of NBFCs, your Company has made provision as per the statutory requirements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company in Form MGT-9 is annexed herewith as "Annexure B" to this Report.

PARTICULARS OF EMPLOYEES

None of the employees was in receipt of remuneration in excess of limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ACKNOWLEDGEMENTS:

The Company gratefully acknowledges the co-operation and supports extended by the Banker, Shareholders and Clients of the Company and place on record its appreciation for the active support and assistance of the employees for the performance.

For and on behalf of the Board of Director

Laxminarayan Sharma
Managing Director
DIN: 01731396

Kishan Sharma
Director
DIN: 01168525

Place : Mumbai
Date: 28th May 2016

MANAGEMENT’S DISCUSSION AND ANALYSIS

NBFC- INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENTS

The trend of slowdown in global growth continued during the year. The below par performance of global economy was reflected in a continued growth deceleration in most emerging and developing economies, driven by low commodity prices, weaker capital inflows and subdued global trade.

Against this global backdrop, the growth in India stayed fairly resilient. India was the fastest growing large economy with a stable currency that performed better than most other emerging market currencies. The domestic macro-economic conditions also remained stable. A significant drop in commodity costs led by crude oil and other interventions resulted in lower consumer inflation which allowed easing of interest rates in the economy. However, a second consecutive year of drought and a low increase in support prices have led to a sharply slower growing rural economy compared to earlier years.

The Government’s “Make in India” initiative, which seeks to make India a manufacturing hub, will have a rub-off effect on the key sectors. It seeks to invite the world’s top companies to explore investment possibilities in India. The central objective of the initiative is to take the economy to a sustainable high growth path and follow a new model of urbanisation by the creation of various industrial corridors.

Non-Banking Finance Companies (NBFCs) are an integral part of the country’s financial system because of their complementary as well as competitive role. However, as a result of consolidation and restructuring in the financial sector and liberalisation and globalisation of markets only few strong NBFCs now remain in business. RBI taking further taking initiatives to recognise the significant role played by Systemically Important NBFCs in financial system announced Revised Regulatory framework for NBFCs. These revised RBI regulations for NBFCs were formulated to strengthen the financial system, align norms with banks, reduce the risk they posed to the financial system and improve NBFC capacity to endure asset quality shocks.

OPPORTUNITIES & THREATS, RISKS & CONCERNS, PERFORMANCE AND OUTLOOK

Opportunities: Within the NBFC space, various sub-segments have emerged more dominant than others. Mortgages, microfinance and unsecured loans appear to be driving growth. In India, several structural changes have been instituted by the regulator. Other than the opportunity in SME financing, increased penetration of housing finance will certainly drive double-digit growth over the next decade. India’s NBFC sector continues to show massive potential for growth

Threats: NBFC act as a critical link in the overall financial system catering to a large market of niche customers. In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban area.

Risk and Risk Management: A NBFC contains both internal risk and external risk. The IFL is exposed to credit risk, liquidity risk and interest rate risk as an internal risk and External risk due to exposure to interest rate risks might result in increased cost of lending to customers. Slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc.

Concern: The Company on regular basis reviews its Risk Management Policy and takes proactive steps to safeguard and minimize any adversity. Phasing in of NPA recognition norms in line with banks and higher capital requirements, along with dilution of the advantages that NBFCs enjoyed in capital markets-based lending vis-à-vis banks

FINANCIAL

The financial performance of the Company is given as under:-

PERFORMANCE	Year Ended 31/03/2016 Amount in ₹	Year Ended 31/03/2015 Amount in ₹
Gross Profit before Depreciation and Provisioning	1,115,946	244,054
Less : Depreciation	-	-
Less : Provision for Income Tax (net of MAT Entitlement) including deferred tax and earlier year tax liability	355,162	73,859
Net Profit/(Loss)	760,784	170,196

OUTLOOK

The Company operates with its own limited resource; based on the present business model the growth potential in its business is limited. IFL expects to maintain its performance in FY 2016-17. The approach would be to continue with the growth momentum while balancing risk.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. Internal controls and systems are part of the principles of good governance, and should be exercised within a framework of proper checks and balances. Your Company remains committed to ensuring a reasonably effective internal control environment that provides assurance on the operations and safeguarding of its assets. The internal controls have been designed to provide assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets, executing transactions with proper authorisation and ensuring compliance within the policies of the Company.

The Audit Committee of the Board of Directors, Statutory Auditors are periodically appraised of the internal audit findings and corrective actions taken. During the year M/s. Manoj Sharma & Associates, Chartered Accountants, reviewed the adequacy and operating effectiveness of the internal financial controls as per Section 134 (5) of the Companies Act, 2013.

HUMAN RESOURCES

The Company's vision is to become an employer of choice by providing a compelling employee value proposition. It strives to attract the best talent and ensures employees' development, retention and contribution to the Company's success. The HR policies and practices are focused on creating a happy, engaged and productive workforce. Company's current business activity does not require any technology up gradation or modernization.

DISCLAIMER

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the Company's businesses as well as the ability to implement its strategies.

For and on behalf of the Board of Director

Laxminarayan Sharma
Managing Director
DIN: 01731396

Kishan Sharma
Director
DIN: 01168525

Place : Mumbai

Date: 28th May 2016

ANNEXURE I- CORPORATE GOVERNANCE FY 2015-16

Your Company is renowned for exemplary governance standards. The Company continues to lay a strong emphasis on transparency, accountability and integrity. The Corporate Governance Code adopted by the Board of Directors of the Company is a statement of Company's practices and procedures in the area of governance.

The Companies Act, 2013 and SEBI Listing Regulations have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and listing regulations.

The Company has adopted various policies in line with new governance requirements including the Policy on Related Party Transactions, Policy on materiality of information and Whistle Blower Policy. These policies are available on the website of the Company at <http://www.indergiri.com/investor.htm>

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board.

BOARD OF DIRECTORS

The Board comprises of an optimal combination consists of Independent Directors, woman Director and Executive & Non-Executive Directors. As on date of this Report, the Board consists of six Directors comprising one (1) Executive and five (5) Non-Executive Directors including two (2) Independent Directors. The Chairman of the Board is a Non-Executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Composition of Board of Directors as of 31.03.2016 was as follows:

Sr. No.	Name	Date of joining the Board	No. of Outside Directorships held	No. of Membership in Committee of Board
1	Mr. B.P. Rauka	23/06/1995	9	3
2	Mr. L.N. Sharma	01/08/2003	-	-
3	Mr. Kishan Sharma	23/06/1995	6	4
4	Mr. Vinod Sharma	27/09/2014	-	3
5	Mr. Anand D Bagwe	27/09/2008	1	3
6	Ms. Poonam Sharma	29/06/2015	-	-

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

Details of Board meeting held during the year 2015-16.

Meeting No.	Dates of meting
2/2015	27.05.2015
3/2015	11.08.2015
4/2015	10.11.2015
1/2016	13.02.2016

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business.

The Independent Directors meet at twice during the year, without the presence of Executive Directors or Management representatives.

Attendance record of the Directors at the Board meetings held during the financial year 2015 –16 and the last AGM held on 26.09.2015

Name	No. of Board meeting attended	Whether last Annual General meeting Attended
Mr. B.P. Rauka	4	YES
Mr. Kishan Sharma	4	YES
Mr. Vinod Sharma	4	NO
Mr. L.N. Sharma	4	YES
Mr. Anand D Bagwe	4	YES
Ms. Poonam Sharma#	3	NO

Appointed on 29/06/2015

BOARD EVALUATION

In terms of the requirements of the Act and Listing Regulations, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the Directors. During the year, in terms of the requirements of the Act and Listing Regulations, Board Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board attend an orientation program. The details of training and familiarization program are available on our website (www.indergiri.com). Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website www.indergiri.com

INSIDER TRADING POLICY

The Board of Directors has adopted the Insider Trading policy in accordance with the requirements of the SEBI (Prohibition of insider Trading) Regulation, 2015. The insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the company as well as the consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website www.indergiri.com

COMMITTEES OF THE BOARD IN ACCORDANCE WITH THE SEBI (LODR) REGULATIONS, 2015

AUDIT COMMITTEE

The Audit committee met four times during the year at their meeting held on 27.05.2015, 11.08.2015, 10.11.2015 and 13.02.2016. The Board of Directors in their meeting held on 13th February 2016 reconstituted the Audit Committee in terms of Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) comprises of :

Director	Statuts	No of audit committee meeting attended
Vinod Kumar Sharma	Chairman- Non Executive- Independent Director	4
Kishan Sharma	Member- Non Executive- Non Independent Director	4
Anand Bagwe	Member-Non Executive- Independent Director	4

Note: During the year under review Mr. Beni Prasad Rauka - Non Executive- Non Independent Director was also the member of Audit committee and attended all four audit committee meeting. He ceased to be members of the Audit Committee effective 13h February 2016 due to reconstitution of Audit Committee.

All the members of the Committee have relevant experience in financial matters. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company’s internal controls and financial reporting process and, inter alia, performs the following functions:

1. Oversight of our Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for the appointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the director’s responsibility statement to be included in the Board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions; and
 - (g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of our Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of our Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate; and
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
6. Statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of:

Mr. Vinod Kumar Sharma as the Chairman and Mr. Beni Prasad Rauka, Mr. Kishan Sharma and Mr. Anand Bagwe as members of the Committee. In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

During the year under review, the Nomination and Remuneration committee met on 13/02/2016. The Nomination and Remuneration policy of the Company is annexed as per “Annexure C”

RISK MANAGEMENT COMMITTEE

The Board of Directors of your Company monitors the risk management strategy of the Company through the Risk Committee consisting of the following members:

Name of Director	Chairman / Member
Kishan Sharma	Chairman
Beni Prasad Rauka	Member
Anand Bagwe	Member
Vinod Kumar Sharma	Member

The terms of reference of Risk Management Committee shall, inter-alia, include the following:

- To formulate and recommend to the Board, a Risk Management policy;
- To consider the Company’s risk management strategies;
- To consider, review and approve risk management policies and guidelines;
- To decide on risk levels, risk appetite and related resource allocation;
- To approve major risk management activities such as hedging transactions;
- To provide an update report to the Board in this regard no less frequent than annually;
- Any other matter as the Risk Management Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time”.

SHAREHOLDERS COMMITTEE / TRANSFER COMMITTEE

Shareholders Committee consists of two Directors viz. Mr. Beni Prasad Rauka & Mr. Kishan Sharma. The Committee looks into the redressing of shareholders & investors complaints like transfer of shares, non-receipt of annual report etc. During the year the committee met 4 times.

Mr. Kishan Sharma Director monitors the activities of Registrar & transfers Agent & look after the issues relating to shareholders. Share transfers / transmission are approved by a sub-committee during the period from 01.04.2015 to 31.03.2016, there were no transfers/transmission request and hence no such approval of transfer/transmission of shares.

Mr. Kishan Sharma is the Compliance officer in terms of the Requirement of the Stock Exchange.

The Company has around 1508 shareholders. The Company regularly interacts with the shareholders through letters and at the AGM wherein the activities of the Company, its performance, its future plans are provided for information of the shareholders. The quarterly results are published in the newspapers.

The numbers of shares transferred during the last three years are as given below:

	2015 –16	2014 –15	2013 –14
Number of meetings for transfer of shares	-	-	-
Average number of shares transfers per meeting	-	-	-
Number of shares transferred	-	-	-

Shares demated / remated during the year 2015-16 : NIL

Total number of shares demated till 31st March 2016: 4,573,600

The Company has also been taking all steps to ensure that shareholders related activities are given due priority and matters are resolved at the earliest.

GENERAL BODY MEETING

Details of location, time & date of last three AGM & one EGM are given below:

Sr. No.	Date	Location	Time	Meeting
1	26.09.2015	Registered office, 502, Chartered House, Marine Lines Church, Mumbai - 400 002	12.30 P.M.	AGM
2	27.09.2014	Hotel Sai Comfort, Goregaon East	11.30 A.M.	AGM
3	30.09.2013	Hotel Sai Comfort, Goregaon East	11.00 A.M.	AGM

Key special business if any transacted during the last three years at the General Body Meeting in the order of Sr. No. as given above.

Sr. No.	Special Business	Type of Resolution	Date of Meeting
1	(i) Appointment of Ms. Poonam Sharma as a director (ii) Change the name of Company to IFL Finvest Limited	Ordinary Special	26.09.2015 26.09.2015
2	(iii) Appointment of Mr. Vinod Kumar Sharma as independent director for a period of 5 years (iv) Appointment of Mr. Anand Bagwe as independent director for a period of 5 years	Ordinary Ordinary	27.09.2014 27.09.2014
3	Reappointment of Managing Director for a period of 5 years	Special	30.09.2013

Although the notification prescribing the important items to be considered by postal ballot was issued by the Government of India, as far as the Company is concerned the necessity of passing such resolutions relating to business specified in the Rules did not arise. The company has provided the e-voting facility for the vote.

DISCLOSURES

There was no material transaction with directors or the management or their relatives having potential conflict with the interest of the Company at large,

There have been no instances of non-compliance by the Company, Penalty / Structures / imposed on the Company by the Stock Exchange or SEBI or any Statutory Authorities on any matter related to Capital Market during the Last three years.

MEANS OF COMMUNICATION

Your directors take on record the unaudited Financial Results, in the Prescribed Performance of every quarter & announce the results to all the listed Stock Exchanges.

GENERAL INFORMATION TO SHAREHOLDERS

Number of AGM	22 nd
Day & time	Friday, September 23, 2016, At 10:30 A.M.
Venue	Hotel Classic , Bhanu Apartment, Gr Floor, Shiv Vallabh Road, Ashok Van, Dahisar (East), Mumbai – 400 068.
Book Closure	Monday September 19, 2016 to Friday September 23, 2016 (Both days inclusive)
Proposal Dividend	NIL

The Company has paid listing fees of the Stock Exchange, Mumbai upto 2015-16

Code Number:

Stock Exchange :Mumbai, Stock Code: 531505, Trade Symbol: INDERGIRI FN ISN NO for Dematerialized Shares: INE628F01019

Shares Price movement in the Stock Exchange Mumbai from 01st April 2015 to 31st March 2016

MONTH	NO. OF SHARES TRADED	HIGH	LOW
Apr-15	1,207	5.88	4.65
May-15	50	5.88	5.88
Jun-15	10	6.17	6.17
Jul-15	1	6.17	6.17
Sep-15	25	6.00	6.00
Nov-15	57	6.30	6.30
Dec-15	111	6.00	5.70
Jan-16	21	5.70	5.70
Feb-16	100	5.75	5.75
Mar-16	2	5.50	5.50

REGISTRAR & TRANSFER AGENT

System Support Services, 209, Shivai Industrial Estate 89, Andheri Kurla Road, Next to Parke Davis, Andheri (East) 400 072

SHARES TRANSFER SYSTEM

A committee of directors of the Company is authorized to approve transfer of shares, transmission, transposition etc and dematerialization of shares. If the transfer documents are in order, the transfer of share(s) is registered within 15 days of receipt of transfer documents.

No of Shares transferred during the year NIL and NIL shares were received for dematerialization during the year under review. There is no pending request for dematerialization of shares.

DEMATERIALIZATION OF SHARES & LIQUIDITY

The shares of the Company are under the category of compulsory delivery in dematerialization mode by all categories of investors.

As on 31st March 2016, 4,573,600 Shares constituting 90.37 % shares of the Company were dematerialized. For details and status of dematerialized shares refer the details given herein after.

Distribution of shares as on 31.03.2016

Shareholding of Nominal Value	No of Shareholders			No of Shares			% of holding		
	Demat	Physical	Total	Demat	Physical	Total	Demat	Physical	Total
Upto 1000	303	1025	1328	96247	269400	365647	1.90	5.32	7.22
1001-5000	68	52	120	154194	113800	267994	3.05	2.25	5.30
5001-10000	15	3	18	117831	21300	139131	2.33	0.42	2.75
10001 & above	39	3	42	4205328	82900	4288228	83.09	1.64	84.73
Total	425	1083	1508	4573600	487400	5061000	90.37	9.63	100.00

Shareholdings Pattern as on 31.03.2016

Shares held by	No. of shares		Total Shares	Percentage
	Physical	Demat		
Mutual Funds	Nil	Nil	Nil	Nil
FII	Nil	Nil	Nil	Nil
NRI	Nil	300	300	00.01
Employees	Nil	Nil	Nil	Nil
Bodies Corporate other than promoters holding	91,600	834,419	926,019	18.30
Indian Public	393,300	1,621,161	2,014,461	39.80
Promoters	2,500	2,117,720	2,120,220	41.89
Total	487,400	4,573,600	5,061,000	100.00

The Company has not issued any GDR / ADR / Convertible instruments.

Address for Correspondence:

502, Chartered House,
292, Dr. C.H.Street,
Near Marinelines Church,
Mumbai 400 002
Phone: 022 - 2201 6956

Website: www.indergiri.com

Email: info@indergiri.com or
kishan.sharma@indergiri.com or
beni.rauka@indergiri.com

For and on behalf of the Board of Director

Laxminarayan Sharma
Managing Director
DIN: 01731396

Kishan Sharma
Director
DIN: 01168525

Place : Mumbai

Date: 28th May 2016

**“Annexure A” to the Director Report
Secretarial Audit Report**

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,
The Board of Directors,
INDERGIRI FINANCE LIMITED
502, Chartered House,
292 Dr. C.H. Street,
Near Marine Lines Church,
MUMBAI-400 002

Dear Sirs,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indergiri Finance Limited (hereinafter called **“the Company”**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion there on.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made there under;
- 2 The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- 4 The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings were not applicable to the Company under the financial year under report;
- 5 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, 2013;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- 6 Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI’) were not applicable to the Company under the financial year under report:-
 - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999;
 - b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - 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;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The following are the major

head / groups of Acts, Laws and Regulations as applicable to the Company.

- i. Reserve Bank of India Act, 1934
- ii. Professional Tax Act, 1975
- iii. The Bombay Shops and Establishment Act, 1948
- iv. Bombay Stamps Act, 1958
- v. Acts prescribed under Direct Tax and Indirect Tax Laws by the Central and respective State Governments
- vi. Indian Stamp Act, 1999
- vii. Negotiable Instruments Act, 1881
- viii. Indian Contract Act, 1872
- ix. Land Revenue Laws of respective states

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreement entered into by the Company with Stock Exchange(s) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- I. The Company has not appointed Company Secretary and Chief Financial Officer during the audit period as required under section 203 of the Companies Act, 2013 read with rules made there under.
- II. The Company is not the member of all four Credit Information Companies as required by Section 11(1) of Credit Information Companies (Regulation) Act, 2005.
- III. The Company is not registered under the Bombay Shops and Establishment Act, 1948.

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

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

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

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

I further report that during the audit period the Company has paid penalty of ₹ 55,000/- to BSE for delay in the appointment of Woman Director as required under 2nd proviso to Sub-section (1) of Section 149 of the Companies Act, 2013.

I further report that during the audit period there were no instances of:

- 1 Public / Rights / Preferential issue of shares / debentures / sweat equity, etc.
- 2 Redemption / buy-back of securities.
- 3 Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- 4 Merger / amalgamation / reconstruction etc.
- 5 Foreign technical collaborations.

DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY

FCS NO.: 5683
C P NO.: 4119

Place: Mumbai
Date: 28th May 2016

**ANNEXURE “B” TO THE DIRECTOR’S REPORT
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

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	L65923MH1995PLC161968
2	Registration Date	27/01/1996
3	Name of the Company	INDERGIRI FINANCE LIMITED
4	Category	Public Listed Company
5	Sub-category	Company Limited by Shares
6	Address of the Registered office	502, Chartered House, 292 Dr. C.H.Street, Near Marineline Church, Mumbai 400 002
7	Contact details	022-22016956, E-mail: kishan.sharma@indergiri.com , Website: www.indergiri.com
8	Whether listed company	Listed
9	Name of the Registrar & Transfer Agent, if any.	System Support Services
10	Address	209, Shivai Industrial Estate, 89, Andheri Kurla Road, Next to Parke Davis, Andheri East, Mumbai 400072
11	Contact details	022 -28500834/28500835

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Finance & Investment	64920	100%

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

IV. SHAREHOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	507720	2500	510220	10.08	507720	2500	510220	10.08	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1610000	-	1610000	31.81	1610000	-	1610000	31.81	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	2117720	2500	2120220	41.89	2117720	2500	2120220	41.89	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)= (A) (1)+(A)(2)	2117720	2500	2120220	41.89	2117720	2500	2120220	41.89	-
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	855298	91800	947098	18.71	384419	91600	926019	18.30	- 0.42
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	298012	393100	691112	13.66	318891	393300	712191	14.07	0.42
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1302270	-	1302270	25.73	1302270	-	1302270	25.73	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	300	-	300	0.01	300	-	300	0.01	-
Trusts	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2455880	484900	2940780	58.11	2455880	484900	2940780	58.11	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2455880	484900	2940780	58.11	2455880	484900	2940780	58.11	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4573600	487400	50610000	100	4573600	487400	50610000	100	-

ii) Shareholding of Promoter-

SN	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	Kishan Sharma	103860	2.05	NIL	103860	2.05	NIL	0.000%
2	Kaizen Finance Pvt Ltd	112000	2.21	NIL	112000	2.21	NIL	0.000%
3	Bagra Financial Services Pvt Ltd	200000	3.95	NIL	200000	3.95	NIL	0.000%
4	L,N.Sharama	500	0.01	NIL	500	0.01	NIL	0.000%
5	Sudha Sharma	17700	0.35	NIL	17700	0.35	NIL	0.000%
6	Neha Sharma	5400	0.11	NIL	5400	0.11	NIL	0.000%
7	Beni Prasad Rauka	380860	7.53	NIL	380860	7.53	NIL	0.000%
8	Manoo Finance & Investment Pvt Ltd	360000	7.11	NIL	360000	7.11	NIL	0.000%
9	Pranoo Financial Services Pvt Ltd	85500	1.69	NIL	85500	1.69	NIL	0.000%
10	Vishnu Rauka	300	0.01	NIL	300	0.01	NIL	0.000%
11	Urmila Rauka	400	0.01	NIL	400	0.01	NIL	0.000%
12	Sharda Rauka	600	0.01	NIL	600	0.01	NIL	0.000%
13	Ramawatar Sharma	600	0.01	NIL	600	0.01	NIL	0.000%
14	Indergiri Securities Pvt Ltd	460000	9.09	NIL	460000	9.09	NIL	0.000%
15	Indergiri Share And Stock Brokers Pvt Ltd	392500	7.75	NIL	392500	7.75	NIL	0.000%
	TOTAL	2120220		NIL	2120220		NIL	

iii) Change Promoter holding- There is no change in shareholding of promoters.

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders (Name of the Shareholder)	Shareholding at the beginning of the year		Date wise Increase/ (Decrease) in Shareholding during the year specifying the Reason for increase / decrease			Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	No. of Shares	Reason	No. of shares	% of total shares of the Company
1	Shailesh Rajesh Agrawal	252100	4.98	-	-	-	252100	4.98
2	Carnation Commodities	241658	4.77	*	10,022	Purchase of Shares	251680	4.97
3	Pritam Dutt	162586	3.21	-	-	-	162586	3.21
4	Hariom Sharma	149600	2.96	-	-	-	149600	2.96
5	Shri Parasram Holdings Pvt.Ltd.	141175	2.79	-	-	-	141175	2.79
6	Multiplex Capital Ltd	128297	2.53	-	-	-	128297	2.53
7	Vandana	110910	2.19	-	-	-	110910	2.19
8	Hemant Dembla	108202	2.14	-	-	-	108202	2.14
9	Hargovind Gupta Huf	83243	1.64	-	-	-	83243	1.64
10	Bridgeway Fiduciary Advisors Private Ltd	82137	1.62	-	-	-	82137	1.62

*The shares of the Company are traded on day to day basis hence date wise increase/decrease in shareholding is not indicated.

v) Shareholding of Directors and Key Managerial Personnel:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of the Director / Key Managerial Personnel	Shareholding at the beginning of the year		Increase/ (Decrease) in Shareholding during the year specifying the Reason for increase / decrease		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of Shares	Reason	No. of shares	% of total shares of the Company
1	Kishan Sharma	103860	2.05	NIL	No Change	103860	2.05
2	L,N.Sharama	500	0.01	NIL	No Change	500	0.01
3	Beni Prasad Rauka	380860	7.53	NIL	No Change	380860	7.53

V. INDEBTEDNESS -

The Company does not have any borrowing

₹ in Million

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
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				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

SN.	Particulars of Remuneration	L.N.Sharma, M.D.
1	Gross salary	Rupees
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	Total (A)	360,000

B. Remuneration to other directors: NIL during the year.

C. Remuneration to key managerial personnel other than MD/Manager/WTD- NIL during the year

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief	Details of Penalty / Punishment/ Compounding fees imposed	Authority	Appeal made,
		Description		[RD / NCLT/ COURT]	if any (give Details)
A. COMPANY					
Penalty		₹ 55,000 paid to BSE for delay in the appointment of Woman Director as required under 2 nd proviso to Sub-section (1) of Section 149 of the Companies Act, 2013			
Punishment					
Compounding					
B. DIRECTORS					
Penalty		None			
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty		None			
Punishment					

ANNEXURE “C” TO THE DIRECTOR’S REPORT

INDERGIRI FINANCE LIMITED.
(CIN: L65923MH1995PLC161968)

Nomination and Remuneration Policy (‘Policy’)

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (SEBI LODR Regulations, 2015), the Board of Directors of every listed Company shall constitute a Nomination and Remuneration Committee. The Company has constituted a Nomination and Remuneration Committee as required by the SEBI LODR Regulations, 2015 and the Companies Act, 2013.

This Committee has formulated the policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI LODR Regulations, 2015

Role of the Committee

Term of reference of the committee, as below:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) implementation of Employee Stock Option Scheme as per scope provided in ESOP Scheme

Definitions

- i. “Board” means Board of Directors of the Company.
- ii. “Company” means “Indergiri Finance Limited.”
- iii. “Employees’ Stock Option” means the option given to the Directors, Officers or Employees of a company or of its holding company or subsidiary company or companies, if any, which gives such Directors, Officers or Employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- iv. “Independent Director” means a director referred to in Section 149 (6) of the Companies Act, 2013.
- v. “Key Managerial Personnel” (KMP) means
 - a) Chief Executive Officer or the Managing / Executive Director or the Manager (Managerial Person),
 - b) Company Secretary,
 - c) Whole-time Director,
 - d) Chief Financial Officer and
 - e) Such other officer as may be prescribed.

- vi. "Committee" shall mean the Nomination & Remuneration Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- vii. "Policy or This Policy" means, "Nomination and Remuneration Policy."
- viii. "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- ix. "Senior Management" means, personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI Act, 1992, Listing Agreement and Regulations as notified by the Securities and Exchange Board of India from time to time.

Appointment and Removal of Managerial Person, Director, Key Management Personnel and Senior Management

i. Appointment criteria and qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Person, Director, KMP or Senior Management Personnel and recommend to the Board his / her appointment.
- b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position.

ii. Term / Tenure:

- a) The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) The Company shall appoint or re-appoint a person as its Managerial Person by passing of a special resolution and disclosure of such appointment in the Directors Report forming part of the Annual Report.
- c) No Independent Director shall hold office for more than two consecutive Terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Term can be for a maximum period of five years.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

iii. Removal:

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

iv. Retirement:

The Managerial Person, Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Managerial Person, Director, and KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Disqualifications for Appointment of Directors

Pursuant to section 164 of the Companies Act, 2013

- i. A person shall not be eligible for appointment as director of the company if:
 - a) he is of unsound mind and stands so declared by a competent court;
 - b) he is undischarged insolvent;
 - c) he has applied to be adjudicated as an insolvent and his application is pending;
 - d) He has been convicted by a court of any offence, weather involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company:

- 1) An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order in force;
- 2) He has not paid any calls in respect of any shares of the company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call;

- 3) He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
 - 4) He has not complied with sub-section (3) of section 152 of the Companies Act, 2013.
- ii. A person who has been a Director of the company which:
- a) Has not filed financial statements or annual returns for any continuous period of three financial years; or
 - b) Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay dividend declared and such failure to pay or redeem continues for one year of more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the company fails to do so.
- iii. A person shall not be eligible for appointment and continuance as a Director, if he / she is not found 'fit and proper' as per criteria laid down by the Company.

Remuneration Policy

The remuneration / compensation / commission etc. to Managerial Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.

Remuneration to Managerial Personnel, KMP, Senior Management and other Employees.

Fixed Pay

Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

Provisions for excess remuneration

If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

The remuneration to Personnel of Senior Management and other employees shall be governed by the IFL HR Policy.

Remuneration to Non-Executive / Independent Director

Remuneration / Commission

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The sitting fee paid to Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.

Limit of Remuneration / Commission

Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Deviations from the Policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

Amendments

The Remuneration policy may be reviewed by the Board of the Company on the recommendation of the Nomination & Remuneration Committee of the Board.

INDEPENDENT AUDITOR'S REPORT

To The Members of INDERGIRI FINANCE LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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

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

Report on Other Legal and Regulatory Requirements

I As required by the Companies (Auditor's Report) Order, 2016 issued by central government of India in terms of Section 143(11) of the Act (hereinafter referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.

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

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31 March, 2016, taken on the records by the Board of Directors, none of the director is disqualified as on 31 March, 2016 from being appointed as the director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contract including derivatives contract for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For S.K.Rathi & Co.
Chartered Accountants
Firm Registration No.108724W

Surendra Kumar Rathi
(Proprietor)
Membership No. 031071

Place: Mumbai
Date : 28th May, 2016

Annexure A- To the Independent Auditors' Report**(1) Fixed Assets**

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) Fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification
- c) The company does not hold any immovable property. Hence, clause 3(i)(c) about title deeds of immovable properties is not applicable in the present case

(2) Inventory

Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed

(3) Loans and Advances to parties covered U/s 189

The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

- a) as the company has not granted any loans to parties covered under section 189 clause 3(iii)(a) which deals with terms and conditions of the grant of such loans is not applicable;
- b) as the company has not granted any loans to parties covered under section 189 clause 3(iii)(b) which deals with schedule of repayment of principal and payment of interest is not applicable;
- c) as the company has not granted any loans to parties covered under section 189 the question of amount being overdue does not arise;

(4) Compliance with provision of Section 185 and Section 186

In respect of loans, investments, guarantees, and security as company is an NBFC hence provisions of section 185 and 186 of the Companies Act, 2013 are not applicable to the company .

(5) Rules followed while accepting Deposits

The company has not accepted any deposits. Hence, clause 3(v) which deals with directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable

(6) Maintenance of Cost Record

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (l) of section 148 of the Companies Act.

(7) Statutory Dues

- a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities
- b) As per the records of the company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute

(8) Repayment of Loans taken from Bank or Financial Institutions

The company has not taken any loans or borrowing from a financial institution, bank, Government or debenture holders

(9) Utilization of moneys raised by Public Offers

Moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised.

(10) Reporting of Fraud

As per the information given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year;

(11) Managerial Remuneration

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

(12) Nidhi Company

The company is not a Nidhi Company. Hence, clause 3(xii) will not be applicable

(13) Transaction with Related Parties

All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;

(14) Preferential allotment of shares

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review

(15) Non Cash Transaction

The company not has entered into any non-cash transactions with directors or persons connected with him;

(16) Registration U/s 45-IA of RBI Act, 1934

The company is registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration is enforce for the same.

For S.K.Rathi & Co.
Chartered Accountants
Firm Registration No.108724W

Surendra Kumar Rathi
(Proprietor)
Membership No. 031071

Place: Mumbai

Date : 28th May, 2016

Annexure B- to the Independent Auditor's Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Indergiri Finance Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For S.K.Rathi & Co.
Chartered Accountants
Firm Registration No.108724W

Surendra Kumar Rathi
(Proprietor)
Membership No. 031071

Place: Mumbai
Date : 28th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

	Notes	As At 31-03-2016 (₹)	As At 31-03-2015 (₹)
I. EQUITY AND LIABILITIES			
1 Shareholders' Fund			
Share Capital	2	50,610,000	50,610,000
Reserves and Surplus	3	(559,914)	(1,354,117)
		<u>50,050,086</u>	<u>49,255,883</u>
2 Non-Current Liabilities			
Deferred Tax Liabilities (Net)	4	426	396
		<u>426</u>	<u>396</u>
3 Current Liabilities			
Other Current Liabilities	5	152,783	100,409
Short Term Provisions	6	549,950	113,700
		<u>702,733</u>	<u>214,109</u>
Total		<u><u>50,753,245</u></u>	<u><u>49,470,388</u></u>
II. ASSETS			
1 Non Current Assets			
Fixed Assets			
Tangible Assets	7	1,425	1,425
Non Current Investments	8	150,000	150,000
Long Term Loans and Advances	9	228,700	1,415,700
Inventories	10	381,110	379,600
		<u>761,235</u>	<u>1,946,725</u>
2 Current Assets			
Inventories	10	354,567	512,567
Trade Receivables	11	3,750,288	3,428,305
Cash and Bank Balances	12	927,821	4,262,010
Short Term Loans and Advances	9	44,959,334	39,320,781
		<u>49,992,010</u>	<u>47,523,663</u>
Total		<u><u>50,753,245</u></u>	<u><u>49,470,388</u></u>
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date attached

For S. K. Rathi & Co.

Chartered Accountants

Firm Registration No.108724W

Surendra Kumar Rathi

Proprietor

M.No. 31071

For and on behalf of the Board of Directors

Laxmi Narayan Sharma Managing Director
(DIN: 01731396)

Kishan Sharma Director
(DIN: 01168525)

Beni Prasad Rauka Director
(DIN: 00295213)

Place: Mumbai

Date: May 28, 2016

Place: Mumbai

Date: May 28, 2016

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

	Notes	Year Ended 31-03-2016 (₹)	Year Ended 31-03-2015 (₹)
I. INCOME			
Revenue from Operations	13	9,670,928	6,713,217
Other Income		-	229,354
Total Revenue		9,670,928	6,942,571
II. EXPENSES			
Purchases of Traded Goods	14	5,670,037	5,006,389
Changes in Inventories of Traded Goods	15	156,490	(85,914)
Employee Benefit Expenses	16	1,956,000	1,260,000
Other Expenses	17	739,033	407,639
Loan Provision	18	33,421	110,403
Total Expenses		8,554,982	6,698,517
III. Profit before Exceptional Items and Tax		1,115,946	244,054
IV. Profit before Tax		1,115,946	244,054
Less: Tax Expenses			
Current Tax		355,132	67,545
Less: MAT Credit Entitlement		-	22,037
		355,132	45,508
Deferred Tax		30	(6,944)
Earlier years adjustments		-	35,295
		355,162	73,859
V. Profit for the year		760,784	170,196
VI. Earnings per Equity Share Before Exceptional Items (Nominal Value of share ₹10/- each)	21		
Basic			
Diluted			
Earnings per Equity Share After Exceptional Items (Nominal Value of share ₹10/- each)	21		
Basic			
Diluted			
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date attached

For S. K. Rathi & Co.

Chartered Accountants

Firm Registration No.108724W

Surendra Kumar Rathi

Proprietor

M.No. 31071

For and on behalf of the Board of Directors

Laxmi Narayan Sharma Managing Director
(DIN: 01731396)

Kishan Sharma Director
(DIN: 01168525)

Beni Prasad Rauka Director
(DIN: 00295213)

Place: Mumbai

Date: May 28, 2016

Place: Mumbai

Date: May 28, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	For the year ended 31st March, 2016 (₹)	For the year ended 31st March, 2015 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/Loss(-) Before Tax and Extraordinary Items	1,115,946	244,054
Adjustment for :		
Provision for Standard Assets	33,421	110,403
Operating Profit Before Working Capital Changes	1,149,367	354,457
Adjustment for :		
Sundry Debtors	(321,983)	431,935
Loans & Advances	(4,451,553)	3,067,029
Inventories	156,490	(85,914)
Trade & Other payable	488,624	(219,212)
(Increase)/Decrease in Net Current Assets	(4,128,422)	3,193,838
Tax Adjustment	(355,134)	(80,803)
Cash Generated From Operations	(3,334,189)	3,467,492
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/sales of Investments(net)	-	(100,000)
Net Cash used in Investing Activities	-	(100,000)
C. CASH FLOW FROM FINANCING ACTIVITIES		
	-	-
Net increase in Cash and Cash Equivalents	(3,334,189)	3,367,492
Cash and Cash Equivalents at the beginning of the year	4,262,010	894,517
Cash and Cash Equivalents at the close of the year	927,821	4,262,010

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

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date attached

For S. K. Rathi & Co.

Chartered Accountants

Firm Registration No.108724W

Surendra Kumar Rathi

Proprietor

M.No. 31071

Place: Mumbai

Date: May 28, 2016

For and on behalf of the Board of Directors

Laxmi Narayan Sharma Managing Director
(DIN: 01731396)

Kishan Sharma Director
(DIN: 01168525)

Beni Prasad Rauka Director
(DIN: 00295213)

Place: Mumbai

Date: May 28, 2016

Notes to Financial Statements for the year ended 31 March, 2016**1. Significant Accounting Policies****1.1 Basis of preparation**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the *Companies (Accounting Standards) Rules, 2006, (as amended)* and the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non Banking Finance Company. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

1.2 Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.3 Tangible Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

1.4 Depreciation on Tangible Fixed Assets

Depreciation on tangible fixed assets is provided on a straight line basis from the date the asset is ready to use or put to use, whichever is earlier based on the useful life of the assets and residual value as per the Schedule II to the Companies Act 2013. In respect of assets sold, depreciation is provided upto the date of disposal. In case useful life of assets already expired before 1st April 2014, the carrying value of the assets after reducing residual value adjusted against the opening balance of retained earning.

1.5 Impairment of Tangible and Intangible Assets:

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

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.6 Investments:

Investments are classified as long term and current in accordance with the Accounting Standard on 'Accounting for Investments' (AS 13) issued by the Institute of Chartered Accountants of India. Long-term investments are valued at acquisition cost unless the fall in value is of permanent nature. Current investments are valued at lower of cost and market value and in case of unquoted shares lower of cost or break up value. The break up value of unquoted investment is determined as per the Non Banking Prudential Norms Directions, 1998. Provision for diminution in the value of investments is made in accordance with the directions issued by Reserve Bank of India and recognized through provision for diminution in the value of investments.

In accordance with the Schedule III to the Companies Act, 2013, the portion of the Long Term Investments classified above, and expected to be realised within 12 months of the reporting date, have been classified as current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.7 Stock in Trade

The securities acquired with the intention of short term holding and trading positions are considered as stock-in-trade and disclosed as current assets. Stock in trade of shares being current in nature is valued in accordance accounting policy mentioned under the head investments.

1.8 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

a) Income from Advisory Services

Income from Advisory Services are accounted for as and when the relevant services are rendered and revenue is recognised using completed service contract method except where the recovery is uncertain in which case it is accounted for on receipt.

b) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “Revenue from Operations” in the statement of profit and loss.

c) Dividends

Dividend income is recognized when the company’s right to receive dividend is established on the reporting date.

d) Profit/ Loss on sale of Investments/ Stock in Trade

Profit/loss on the sale of investments/ stock in trade is dealt with at the time of actual sale except for shares held as stock in trade if the fall in value is other than temporary , the valuation of the same is done as per RBI prudential norms as applicable to the NBFC .

1.9 Retirement and other employee benefits

The Company has adopted the revised Accounting Standard 15 – Accounting for Employee Benefits. The accounting policy followed by the Company in respect of its employee benefit schemes is set out below:

Gratuity: Short term employee benefits are accounted in the period during which the services have been rendered. Defined contribution plans such as Provident Fund Act 1952 is not applicable to the Company

Leave Encashment: The employees of the Company are entitled to leave as per the leave policy of the Company however no carry forward is permitted and the same if any remain balance is encashed at the end of the year.

1.10 Income Taxes

Income tax expenses comprises of current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) & the deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Deferred Taxation:

The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantially enacted as at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

1.11 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 – Earning per Share prescribed by the Companies (Accounting Standards) Rules, 2006.

1.12 Segment Reporting Policies

Identification of segments:

The Company’s operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Unallocated items:

Unallocated items include income and expenses which are not allocated to any business segment.

Segment Policies:

The company prepares its segment information in conformity with the accounting policies for preparing and presenting the financial statements of the company as a whole.

1.13 Provisions

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amounts of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. . If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

1.14 Contingent Liabilities / Assets

A contingent liabilities is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economic benefit will rise, asset and related income are recognised in the period in which the change occurs.

1.15 Cash and Cash Equivalents

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less, as per Accounting Standard 3 “Cash Flows”.

Notes to Financial Statements for the year ended 31 March, 2016

	As at 31-03-2016 (₹)	As at 31-03-2015 (₹)
2 Share Capital		
Authorized Shares		
5,500,000 (31 March 2015: 5,500,000) Equity Shares of ₹ 10 each	<u>55,000,000</u>	<u>55,000,000</u>
	<u>55,000,000</u>	<u>55,000,000</u>
Issued, Subscribed and fully paid up Shares		
5,061,000 (31 March 2015: 5,061,000) Equity Shares of ₹10/- Each fully paid up	<u>50,610,000</u>	<u>50,610,000</u>
	<u>50,610,000</u>	<u>50,610,000</u>
2.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period		
Equity Shares:	<u>31-03-2016</u>	<u>31-03-2015</u>
	Nos. (₹)	Nos. (₹)
At the beginning of the period	<u>5,061,000</u> <u>50,610,000</u>	<u>5,061,000</u> <u>50,610,000</u>
Issued during the period	- -	- -
Outstanding at the end of the period	<u>5,061,000</u> <u>50,610,000</u>	<u>5,061,000</u> <u>50,610,000</u>
2.2 Terms/Rights attached to equity shares:		
The company has only one class of equity share having a par value of ₹ 10 per share. 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 Annual General Meeting.		
During the year ended 31st March 2016, the amount of per share dividend recognized as distributions to equity shareholders was ₹ Nil (31st March 2015 ₹ Nil)		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be proportional to the number of equity shares held by the shareholders.		
2.3 Details of shareholders holding more than 5% share in the company		
Equity Shares of ₹ 10 each fully paid up:	<u>31-03-2016</u>	<u>31-03-2015</u>
Name of Shareholder	Nos. %	Nos. %
Beni Prasad Rauka	<u>380,860</u> <u>7.53</u>	<u>380,860</u> <u>7.53</u>
Indergiri Securities Pvt Ltd	<u>460,000</u> <u>9.09</u>	<u>460,000</u> <u>9.09</u>
Indergiri Share And Stock Brokers Pvt Ltd	<u>392,500</u> <u>7.75</u>	<u>392,500</u> <u>7.75</u>
Manoo Investment & Finance Pvt Ltd	<u>360,000</u> <u>7.11</u>	<u>360,000</u> <u>7.11</u>
As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.		
	As at 31-03-2016 (₹)	As at 31-03-2015 (₹)
3 Reserve and Surplus		
Surplus / (Deficit) in the statement of profit and loss		
Balance as per the last financial statements	<u>(1,464,521)</u>	<u>(1,629,354)</u>
Profit for the year	<u>760,784</u>	<u>170,196</u>
Less: Transitional Provision	<u>-</u>	<u>(5,361)</u>
Net surplus in the statement of profit and loss	<u>(703,738)</u>	<u>(1,464,521)</u>
Statutory Provision on Standard Assets as per RBI directions	<u>143,824</u>	<u>110,404</u>
Total Reserves and Surplus	<u>(559,914)</u>	<u>(1,354,117)</u>
4 Deferred Tax Liabilities (Net)		
(Disclosure as per AS-22 "Accounting for Taxes on Income")		
Excess of WDV of the assets as per Financial Books over the WDV as per Income Tax Act, 1961.	<u>426</u>	<u>396</u>
Deferred Tax Liabilities	<u>426</u>	<u>396</u>
5 Other Current Liabilities:		
Other Payables		
Sundry Creditors for expenses	<u>152,783</u>	<u>100,409</u>
	<u>152,783</u>	<u>100,409</u>
6 Short Term Provisions		
Provisions for employee benefits:		
Salary and Reimbursements	<u>549,950</u>	<u>113,700</u>
	<u>549,950</u>	<u>113,700</u>

7 FIXED ASSETS

	Rate of Depreciation	GROSS BLOCK				DEPRECIATION / AMORTIZATION					Transfer to Retained Earnings (Transitional Provision)	NET BLOCK		
		Cost as at 01.04.2015	Additions / Disposals	Other Adjustments (For Impairment)	As at 31.03.2016	As at 01.04.2015	For the year	Ad-just-ments	As at 31.03.2016	Deferred Tax Ad-justment		As at 31.03.2016	As at 31.03.2015	
7.1 Tangible Assets														
Computers	16.21%	1,425	-	-	1,425	-	-	-	-	-	-	-	1,425	1,425
Current Year Rs		1,425	-	-	1,425	-	-	-	-	-	-	-	1,425	1,425
Previous Year Rs		28,500	-	27,075	1,425	19,383	-	19,383	-	2,331	5,361	1,425	9,117	

As at
31-03-2016 As at
31-03-2015
(₹) (₹)

8 Non Current Investments

Non-trade Investments , Unquoted (valued at cost unless stated otherwise)

Investment in Equity Instruments

Other than related parties

10,000 (10,000) Equity Shares of ₹ 10/- each fully paid up of Pranjal Corporate Ser. Pvt. Ltd	100,000	100,000
50,000 (50,000) Equity Shares of ₹ 10/- each fully paid up of Somani Securities Private Limited	500,000	500,000
Less : Provision for diminution in the value of investment	<u>(450,000)</u>	<u>(450,000)</u>
	<u>50,000</u>	<u>50,000</u>
Aggregate amount of Unquoted Investments	<u>150,000</u>	<u>150,000</u>

Non-Current **Current**
31-03-2016 **31-03-2015** **31-03-2016** **31-03-2015**
(₹) (₹) (₹) (₹)

9 Loans and Advances

9.1 Security Deposit

Unsecured, considered good	<u>78,700</u>	<u>78,700</u>	<u>-</u>	<u>-</u>
	<u>78,700</u>	<u>78,700</u>	<u>-</u>	<u>-</u>

9.2 Other Loans and Advances

TDS (Net of provision for taxation)	-	-	438,944	638,789
MAT Credit Entitlement	-	-	557,945	694,066
Other Advances	-	1,025,000	-	-
Loans to Employees				
More than 12 months	100,000	262,000	-	-
Current maturities of more than 12 months	-	-	-	24,000
Advances Recoverable in cash or kind (Unsecured, Considered good)	<u>50,000</u>	<u>50,000</u>	<u>43,962,445</u>	<u>37,963,926</u>
	<u>150,000</u>	<u>1,337,000</u>	<u>44,959,334</u>	<u>39,320,781</u>
	<u>228,700</u>	<u>1,415,700</u>	<u>44,959,334</u>	<u>39,320,781</u>

As at
31-03-2016 As at
31-03-2015
(₹) (₹)

10 Inventories

(valued at lower of cost and net realisable value)

Non Current

In related parties

13000 (13000) Equity Shares of Rs 10 each fully paid of Indergiri Securities Pvt Ltd	1,300,000	1,300,000
8500 (8500) Equity Shares of Rs 10 each fully paid of Indergiri Share & Securities Pvt Ltd	850,000	850,000
	<u>2,150,000</u>	<u>2,150,000</u>
Less: Provision for diminution in the value of stocks	<u>1,768,890</u>	<u>1,770,400</u>
Net Amount	<u>381,110</u>	<u>379,600</u>

Traded Goods

Shares	<u>354,567</u>	<u>512,567</u>
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11 Trade receivables:

Unsecured, considered good

Outstanding for a period exceeding six months	460,912	144,740
Outstanding for a period less than six months	<u>3,289,376</u>	<u>3,283,565</u>
	<u>3,750,288</u>	<u>3,428,305</u>

12 Cash and Bank Balances

Cash and Cash equivalents

Cash in hand	49,013	55,783
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Balance with banks:

In Current Accounts	<u>878,808</u>	<u>4,206,227</u>
	<u>927,821</u>	<u>4,262,010</u>

		For the year ended 31-03-2016 (₹)	For the year ended 31-03-2015 (₹)	
13	Revenue from Operations			
13.1	Interest Income			
	Interest on Loans given	4,063,667	4,121,667	
		<u>4,063,667</u>	<u>4,121,667</u>	
13.2	Sale of Traded Goods			
	Sale of Shares	289,393	516,873	
	F&O Sales	5,312,125	2,074,178	
		<u>5,601,519</u>	<u>2,591,050</u>	
13.3	Other Operating Income			
	Dividend	400	500	
	Interest on FDRs	5,342	-	
		<u>5,742</u>	<u>500</u>	
	Total Revenue from Operations	<u>9,670,928</u>	<u>6,713,217</u>	
	Other Income			
	Other non-operating income			
	Sundry balance written off	-	229,354	
		<u>-</u>	<u>229,354</u>	
14	Purchase of Traded Goods			
	Purchase of Shares	298,976	1,698,911	
	Purchases of F&O	5,371,061	3,307,478	
		<u>5,670,037</u>	<u>5,006,389</u>	
		31-03-2016	31-03-2015	(Increase)/ Decrease
15	Changes in Inventories of Traded Goods	(₹)	(₹)	(₹)
15.1	Details at the end of the year			
	Shares	735,677	892,167	156,490
		<u>735,677</u>	<u>892,167</u>	<u>156,490</u>
15.2	Details at the beginning of the year			
	Shares held as stock in trade	892,167	806,253	(85,914)
		<u>892,167</u>	<u>806,253</u>	<u>(85,914)</u>
16	Employee Benefit Expenses			
	Salaries, Wages and Bonus (including managing director)	1,860,000	1,164,000	
	Staff Welfare Expenses	96,000	96,000	
		<u>1,956,000</u>	<u>1,260,000</u>	
17	Other Expenses			
	STT, Service Tax & Other Charges	2,210	6,075	
	Advertisement Expenses	45,004	38,458	
	NSDL & CDSL Fees	57,144	44,944	
	Filing Fees to ROC	9,600	5,514	
	General Expenses	105,918	51,000	
	Bank Commission & Charges	826	2,675	
	Legal & Professional Fees	135,326	19,664	
	Listing Fees & Stock Exchange Fees	224,720	112,360	
	Payment to Auditors (as per details given below)	20,000	12,500	
	Printing & Stationery	20,500	13,000	
	Registrar & Transfer Charges	33,362	28,749	
	Books & Periodicals	34,200	34,200	
	Rates & Taxes	10,200	2,500	
	Loss on sale	4,025	-	
	Telephone and Internet Expenses	36,000	36,000	
	Total	<u>739,033</u>	<u>407,639</u>	
	Payment to Auditors Include			
	As Auditor			
	Statutory Audit Fees	12,500	8,427	
	Tax Audit Fees	-	2,809	
	Limited Review	7,500	2,809	
	Total	<u>20,000</u>	<u>14,045</u>	
18	Loan Provisions			
	General Provision for Standard Assets	33,421	110,403	
		<u>33,421</u>	<u>110,403</u>	

19 Segment Information (AS - 17)

The primary reporting of the company has been performed on the basis of business segment. The company is engaged into three business segments, providing financial services, investment (Finance & Investment) and trading in shares (Trading in Shares). Segments have been identified and reported based on the nature of the products, the risks and returns, the organisation structure and the internal financial reporting systems.

Particulars	Trading in Shares	Finance & Investment	Unallocated	Total
Revenues				
Sales/Income from finance & investment	5,601,519	4,069,409	-	9,670,928
Previous Year	2,591,050	4,122,167	-	6,713,217
Increase/ (Decrease) in stocks	(156,490)	-	-	(156,490)
Previous Year	85,914	-	-	85,914
Total	5,445,029	4,069,409	-	9,514,438
Previous Year	2,676,965	4,122,167	-	6,799,132
Costs				
Segment costs	5,672,247	-	2,726,244	8,398,492
Previous Year	5,012,464	-	1,771,967	6,784,431
Segment results	(227,219)	4,069,409	(2,726,244)	1,115,946
Previous Year	(2,335,500)	4,122,167	(1,771,967)	14,700
Other income	-	-	-	-
Previous Year	-	-	229,354	229,354
Operating profit/ (loss)	(227,219)	4,069,409	(2,726,244)	1,115,946
Previous Year	(2,335,500)	4,122,167	(1,542,613)	244,054
Depreciation	-	-	-	-
Previous Year	-	-	-	-
Income tax - Current,deferred & earlier year adjustments	-	-	355,162	355,162
Previous Year	-	-	73,859	73,859
Net Profit/ (loss)	(227,219)	4,069,409	(3,081,406)	760,784
Previous Year	(2,335,500)	4,122,167	(1,616,472)	170,196
Other information				
Segment assets	735,677	49,088,322	929,246	50,753,245
Previous Year	892,167	44,314,786	4,263,435	49,470,388
Segment liabilities	-	-	703,159	703,159
Previous Year	-	-	214,505	214,505
Accumulated (losses)/ profits	-	-	(559,914)	(559,914)
Previous Year	-	-	(1,354,117)	(1,354,117)

Segment revenue and result

The expenses that are not directly attributable and that cannot be allocated to a business segment on a reasonable basis are shown as unallocated corporate expenses.

Segment assets and liabilities

Segment assets include all operating assets used by the business segment and consist principally of fixed assets, investments and current assets. Segment liabilities comprise of loan funds which can be identified directly against the respective segments and includes segment current liabilities and provisions. Assets and liabilities that have not been allocated between segments are shown as part of unallocated corporate assets and liabilities respectively.

20 Related Party Disclosures (AS - 18)

Name of related parties and related party relationship:

- a) Related parties where control exists:
Holding Company: Nil
- b) Key Management Personnel :
Managing Director: Laxmi Narayan Sharma
- c) Fellow Subsidiary Companies : Nil
- d) Fellow Step Down Subsidiary Nil
- e) **Other Related Parties (in which either of the directors or their relatives have significant influence)**
Indergiri Securities Pvt Ltd
Indergiri Share & Stock Brokers Pvt Ltd
Manoo Finance And Investment Pvt Ltd
Pranoo Financial Services Pvt Ltd
Bagra Financial Services Pvt Ltd
Kaizen Finance Pvt Ltd

f) Related parties with whom transaction have taken place during the year

Nature of Transactions	Key Management Personnel	Enterprises over which person described in (b) has control
Directors Remuneration	360,000	-
Amount outstanding as at 31.03.2016		
Maximum Amount Outstanding during the year	-	-
	(-)	(-)
Non Current Stock in Trade	-	2,150,000
	(-)	(2,150,000)
Maximum Amount Outstanding during the year	-	2,150,000
	(-)	(2,150,000)
Non Current Stock in Trade (Net of provision for diminution in the value)	-	379,600
	(-)	(379,600)

(Figures in bracket represent previous year's figures)

Note : Related Parties are as disclosed by the Management and relied upon by the Auditors

21 In accordance with Accounting Standard - 20 Earnings per Share, the computation of earnings per share is set out below :

Particulars	31ST MARCH, 2016	31st March, 2015
Number of shares at the beginning of the period	5,061,000	5,061,000
Number of shares at the end of the period	5,061,000	5,061,000
Net Profit after tax available for equity shareholders	760,784	170,196
Basic Earnings Per Share (In ₹)	0.15	0.03

22 The Company provided loss on impairment of assets during the year as per the recommendations of Accounting Standard - 28 Impairment of Assets, issued by the Institute of Chartered Accountants of India.

23 **Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the intimation received by the Company, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosures relating to amounts unpaid as at the year end together with interest paid /payable are required to be furnished.

24 **Previous year figures**

The previous year figures have been regrouped and reclassified wherever necessary to make them comparable with the current year figures.

25 In the opinion of the Board, the Current Assets, Loans & Advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

Significant Accounting Policies and the accompanying notes are an integral part of the Financial Statements.

As per our report of even date attached

For S. K. Rathi & Co.

Chartered Accountants

Firm Registration No.108724W

Surendra Kumar Rathi

Proprietor

M.No. 31071

Place: Mumbai

Date: May 28, 2016

For and on behalf of the Board of Directors

Laxmi Narayan Sharma Managing Director
(DIN: 01731396)

Kishan Sharma Director
(DIN: 01168525)

Beni Prasad Rauka Director
(DIN: 00295213)

Place: Mumbai

Date: May 28, 2016

To,
The Board of Directors
Indergiri Finance Ltd.
Mumbai

As required by the Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions 1998 as per RBI Notification No. DFC 114/DGSPT-98 dated 02.01.1998 issued by the Reserve Bank of India and on the basis of such examinations of the books and records of the Company as we considered appropriate and according to the information and explanation given to us during the course of our audit of the Company for the Accounting year ended on 31st March, 2016, we report that:

- (i) The Company incorporated prior to 09.01.1997 has applied for Registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). As informed to us the Company has received the Registration Certificate No.B-13.01893 under Non-Banking Financial Companies (Reserve Bank) Directions 1998 issued vide Notification No. DFC 114/DG (SPT) dated January 02, 1998 issued by RBI, Regional Office at Mumbai, consequent to change of the registered office of the Company from the state of Rajasthan to the state of Maharashtra at Mumbai.

The Board of Directors of the Company has passed a resolution for non-acceptance of any public deposits.

The Company has not accepted any public deposits during the year under reference i.e. Financial Year 2015-16.

The Company has complied with the prudential norms relating to income recognition, accounting standards, asset calcification and provisioning of bad and doubtful debts as applicable to it.

For S.K.Rathi & Co.
Chartered Accountants
Firm Registration No.108724W

Surendra Kumar Rathi
(Proprietor)
Membership No. 031071

Place: Mumbai
Date : 28th May, 2016

ANNEXURE “A”

Additional Disclosure as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India.

(₹ in lakhs)

	Particulars	Amount out-standing		Amount Overdue	
		31.03.2016	31.03.2015	31.03.2016	31.03.2015
	Liabilities side :				
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:				
	a) Debentures (other than falling within the meaning of public deposits)				
	: Secured	Nil	Nil	Nil	Nil
	: Unsecured	Nil	Nil	Nil	Nil
	b) Deferred Credits	Nil	Nil	Nil	Nil
	c) Term Loans	Nil	Nil	Nil	Nil
	d) Inter-corporate loans and borrowing	Nil	Nil	Nil	Nil
	e) Commercial Paper	Nil	Nil	Nil	Nil
	f) Public Deposits	Nil	Nil	Nil	Nil
	g) Other Loans (specify nature	Nil	Nil	Nil	Nil
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	N.A.	N.A.	N.A.	N.A.
	In the form of Unsecured debentures	Nil	Nil	Nil	Nil
	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil	Nil	Nil
	(c) Other public deposits	Nil	Nil	Nil	Nil

Assets side :		Amount outstanding	
		31.03.2016	31.03.2015
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured	Nil	Nil
	(b) Unsecured	489.38	441.64
(4)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities	Nil, N.A.	Nil, N.A.
	(i) Lease assets including lease rentals under sundry debtors:	Nil	Nil
	(a) Financial lease		
	Operating lease	Nil	Nil
	Stock on hire including hire charges under sundry debtors:		
	Assets on hire		
	Repossessed Assets	Nil	Nil
	Hypothecation loans counting towards EL/HP activities		
	Loans where assets have been repossessed		
	(b) Loans other than (a) above		
(5)	Break-up of Investments :		
	Current Investments :		
	Quoted :		
	(i) Shares : (a) Equity	3.55*	5.13*
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (please specify)	Nil	Nil
	Unquoted :		
	Shares : (a) Equity	3.81*	3.80*
	(b) Preference	Nil	Nil
	Debentures and Bonds	Nil	Nil
	Units of mutual funds	Nil	Nil
	Government Securities	Nil	Nil
	Others (Please specify)	Nil	Nil
	* Held as stock in trade		
	Long Term investments :		
	1. Quoted :		
	Share : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	Debentures and Bonds	Nil	Nil
	Units of mutual funds	Nil	Nil
	Government Securities	Nil	Nil
	Others (Please specify)	Nil	Nil
	2. Unquoted :		
	(i) Shares : (a) Equity	6.00	6.00
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (Please specify)	Nil	Nil

(6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:				
Category		Amount net of provisions		
		Secured	Unsecured	Total
1. Related Parties **				
(a) Subsidiaries		Nil	Nil	Nil
(b) Companies in the same Group		Nil	Nil	Nil
(c) Other related parties		Nil	Nil	Nil
2. Other than related parties		Nil	489.38	489.38
Total		Nil	489.38	489.38
(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
Category		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1. Related Parties **				
(a) Subsidiaries			Nil	Nil
(b) Companies in the same group			3.81	3.81
(c) Other related parties			Nil	Nil
2. Other than related parties			1.50	1.50
Total			4.30	4.30

** As per Accounting Standard of ICAI (Please see Note 1)

(8) Other information

Particulars		Amount
(i)	Gross Non-Performing Assets	
	(a) Related parties	21.50
	(b) Other than related parties	5.00
(ii)	Net Non-Performing Assets	
	(a) Related parties	3.81
	(b) Other than related parties	0.50
(iii)	Assets acquired in satisfaction of debt	Nil

Notes:

- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

For and on behalf of the Board of Director

Laxminarayan Sharma
 Managing Director
 DIN: 01731396

Kishan Sharma
 Director
 DIN: 01168525

Beni Prasad Rauka
 Director
 DIN: 00295213

Place: Mumbai
 Date: 28/05/2016

INDERGIRI FINANCE LIMITED

CIN No.:L65923MH1995PLC161968

Regd Office: 502, Chartered House, 292 Dr. C.H. Street, Near Marine Lines Church, Mumbai-400 002

**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)

E mail Id :

Folio No/Client ID :

DP ID :

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

(1) NameAddress

..... Email Id

Signature.....

(1) NameAddress

..... Email Id

Signature.....

(1) NameAddress

..... Email Id

Signature.....

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on 23rd September, 2016 at 10.30 A.M. at "Hotel Classic, Bhanu Apartment, Ground Floor, Shiv Vallabh Road, Ashok Van, Dahisar East, Mumbai – 400 068" and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.

ORDINARY BUSINESS

- To receive, consider and adopt the audited Balance Sheet, Cash Flow Statement as at 31st March 2016 and the Statement of Profit & Loss for the year ended 31st March 2016 and the Auditors' Report and Directors' report thereon.
- To appoint a Director in place of Mr. Kishan Sharma (holding DIN 01168525), who retires by rotation and being eligible offers himself for reappointment.
- To ratify the appointment of M/s. S.K. Rathi & Co., Chartered Accountants, Mumbai (Firm Registration No. 108724W) as approved by Members at the Twentieth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Third Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017.

Signed this day of.

Signature of Shareholder : _____

Signature of Proxy Holder(s) : _____

Affix
Revenue
Stamp
Re 1/-

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

----- **TEAR HERE** -----

ATTENDANCE SLIP

22nd Annual General Meeting 23rd September, 2016

Shareholder's Folio No. _____

No. of shares held _____

Name of the attending shareholder
(to be filled in by the proxy attending
instead of the shareholder)

Name of proxy

I hereby record my presence at the 22nd Annual General Meeting of the Company

If undelivered, please return to:
INDERGIRI FINANCE LIMITED
502, Chartered House,
292, Dr. C. H. Street, Near Marinelines Church, Mumbai - 400 002.

BOOK-POST

Route Map for the 22nd Annual General Meeting Venue.

