Independent Auditor's Report
To The Members of
Nilgiri Financial Consultants Limited

# **Report on the Financial Statements**

We have audited the accompanying financial statements of Nilgiri Financial Consultants Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

# Management's Responsibility for the Financial Statements

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

# **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 matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

# **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit and its cash flows for the year ended on that date.

# Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditors Report) Order, 2016 ("The Order") issued by the Central Government of India in terms of subsection 11 of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement 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 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

- (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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 23 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Ajay Sardana Associates Chartered Accountants Firm Registration No. 016827N

> Sd/-Rahul Mukhi Partner Membership No.099719 New Delhi, April 17, 2018

# Annexure A to the Independent Auditor's Report of even date on the Financial Statements of Nilgiri Financial Consultants Limited for the year ended March 31, 2018

Report on the statement of matters specified in paragraphs 3 and 4 of the Order.

- (i) In respect of its Fixed Assets:
  - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) These fixed assets have been physically verified by the management at reasonable intervals in accordance with a regular programme of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification
  - (c) The Company does not own immovable properties.
- (ii) The Company does not have any inventories; accordingly, the provisions of clause 3 (ii) of the Order are not applicable to the Company.
- (iii) According to information and explanations given to us, the Company has not granted 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.
- (iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loan given. The Company has not entered into any transactions in respect of investments, guarantees and security, covered under section 185 and 186 of the Companies Act, 2013.
- (v) According to information and explanations given to us, the Company has not accepted any deposits during the year. Accordingly, the provisions of clause 3 (v) are not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 Companies Act, 2013 to the products/services of the Company. Accordingly, the provisions of clause 3 (vi) are not applicable to the Company.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is generally 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 with the appropriate authorities, to the extent applicable to it. There are no arrears of outstanding statutory dues as at March 31, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the Company did not have any dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute, except as follows:

Name of the statute	Nature of the dues	Amount(Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	17,526,280	Financial year 2011	Income Tax Appellate - Tribunal, Delhi

- (viii) According to the information and explanations given to us, the Company did not have any dues in respect of loans or borrowing to a financial institution, bank, government or dues to debenture holders.
- (ix) According to the information and explanations given to us, the Company has not raised moneys raised by way of public issue, follow-on offer (including debt instruments) and term loans, during the year under audit.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/ employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the Company has not paid or provided any managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause 3 (xii) are not applicable to the Company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 to the extent applicable and the details have been disclosed in Note 18 to the Financial Statements as required by the accounting standards and Companies Act, 2013.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review.

- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Ajay Sardana Associates Chartered Accountants Firm Registration No. 016827N

> Sd/-Rahul Mukhi Partner Membership No.099719 New Delhi, April 17, 2018

# Annexure B to the Independent Auditor's Report of even date on the Financial Statements of Nilgiri Financial Consultants Limited for the year ended March 31, 2018

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 Nilgiri Financial Consultants Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the 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 issued by the Institute of Chartered Accountants of India. 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 judgement, 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ajay Sardana Associates Chartered Accountants Firm Registration No. 016827N

> Sd/-Rahul Mukhi Partner Membership No.099719 New Delhi, April 17, 2018

# Nilgiri Financial Consultants Limited Balance Sheet as at March 31, 2018

Particulars	Note No.	As at	As at	
		March 31, 2018	March 31, 2017	
		Amount (Rs.)	Amount (Rs.)	
I. Equity and liabilities				
Shareholders funds				
(a) Share capital	3	500,000	500,000	
(b) Reserves and surplus	4	142,036,717	107,368,923	
,		142,536,717	107,868,923	
Current liabilities		, .	, ,	
(a) Other current liabilities	5	1,001,098	29,060	
(b) Short-term provisions	6	7,594,228	4,461,036	
		8,595,326	4,490,096	
т	otal	151,132,043	112,359,019	
II. Assets				
Non current assets				
(a) Fixed assets				
Tangible assets	7	1,569,500	3,023,480	
(b) Deferred tax assets (net)	8	613,164	460,603	
(c) Long-term loans and advances	9	83,509		
		2,266,173	3,484,083	
Current assets				
(a) Trade receivables	10	400,698	2,266,450	
(b) Cash and cash equivalents	11	3,058,966	2,283,022	
(c) Short-term loans and advances	12	145,406,206	104,325,464	
		148,865,870	108,874,936	
т	otal	151,132,043	112,359,019	

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Ajay Sardana Associates
Chartered Accountants

Firm Registration No. 016827N

For and on behalf of the Board of Directors of

Nilgiri Financial Consultants Limited

Sd/- Sd/- Sd/-

Rahul Mukhi Sachin Chaudhary Komal Prasad Kaushik

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Partner Director Director Director
Membership No. 099719 DIN: 02016992 DIN: 07456655

New Delhi, April 17, 2018 New Delhi, April 17, 2018

# Nilgiri Financial Consultants Limited Statement of Profit and Loss for the year ended March 31, 2018

Particulars		Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
			Amount (Rs.)	Amount (Rs.)
I.	Revenue from operations	13	42,646,072	28,291,616
II.	Other Income	14	11,428,006	9,495,424
III.	Total revenue (I +II)		54,074,078	37,787,040
IV.	Expenses:			
	Employee benefits expense	15	3,277,202	4,266,016
	Finance costs	16	736,232	946,411
	Depreciation		1,453,980	1,453,980
	Other expenses	17	386,679	259,338
V.	Total expenses		5,854,093	6,925,745
VI.	Profit before exceptional and extraordinary items a	and tax (III-V)	48,219,985	30,861,295
VII.	Exceptional Items		<u> </u>	<del>-</del>
VIII.	Profit before extraordinary items and tax (VI - VII)		48,219,985	30,861,295
IX.	Extraordinary Items			
X.	Profit before tax (VIII - IX)		48,219,985	30,861,295
XI.	Tax expenses:			
	(1) Current tax		13,704,750	10,378,920
	(2) Deferred tax charge/(credit)		(152,559)	(204,351)
			13,552,191	10,174,569
XII.	Profit for the year from continuing operations (X-X	1)	34,667,794	20,686,726
XIII.	Profit/(Loss) from discontinuing operations		-	-
XIV.	Tax expense of discontinuing operations		<u> </u>	
XV.	Profit/(Loss) from discontinuing operations after to	ax (XIII - XIV)	-	-
XVI.	Profit for the year (XII + XV)		34,667,794	20,686,726
XVII	. Earnings per equity share:	24	202.00	440 ===
	(1) Basic		693.36	413.73
	(2) Diluted		693.36	413.73
	(3) Nominal value per Equity Share		10.00	10.00

Summary of significant accounting policies

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The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Ajay Sardana Associates Chartered Accountants Firm Registration No. 016827N For and on behalf of the Board of Directors of Nilgiri Financial Consultants Limited

Sd/-Sd/-Sd/-

Sachin Chaudhary Komal Prasad Kaushik Rahul Mukhi Partner Director Director DIN: 07456655

DIN: 02016992 Membership No. 099719 New Delhi, April 17, 2018 New Delhi, April 17, 2018

# Nilgiri Financial Consultants Limited Cash Flow Statement for the year ended March 31, 2018

		For the year ended March 31, 2018 Amount (Rs.)	For the year ended March 31, 2017 Amount (Rs.)
Α	Cash flow from operating activities :		
	Net Profit before tax	48,219,985	30,861,295
	Adjustment for:		
	Depreciation	1,453,980	1,453,980
	Interest income on loan given	(11,421,785)	(9,495,424)
	Operating Profit before working capital changes Changes in working capital:	38,252,180	22,819,851
	Other current liabilities	972.038	(15,110)
	Trade receivables	1,865,752	(1,623,708)
	Long term and Short term loans and advances	(146,251)	(4,642)
	5		
	Net cash generated from/(used in) from operating activities	40,943,719	21,176,391
	Direct taxes refund/(paid)	(10,571,560)	(13,802,416)
	Net cash generated from/(used in) operating activities	30,372,159	7,373,975
В	Cash flow from investing activities		
	Loan given to fellow subsidiary Company (net)	(41,018,000)	(16,599,000)
	Interest received on loan given	11,421,785	9,495,424
	Net cash generated from/(used in) investing activities	(29,596,215)	(7,103,576)
С	Cash flow from financing activities		
	Net cash generated from/(used in) financing activities	<u> </u>	-
D	Net increase / (decrease) in cash and cash equivalents (A+B+C)	775,944	270,399
E	Cash and cash equivalents at the beginning of the year	2,283,022	2,012,623
F	Cash and cash equivalents at the close of the year (D+E)	3,058,966	2,283,022

# Note:

- 1 Figures for the previous year have been regrouped wherever considered necessary.
- 2 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS)-3 'Cash Flow Statements' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
- 3 Cash and cash equivalents as at the close of the year include [Refer Note: 11]:

	As at March 31, 2018	As at March 31, 2017
Cash on hand	4,910	5,171
Balances with scheduled banks In current accounts	3,054,056	2,277,851
Cash and cash equivalents at the end of the year	3,058,966	2,283,022

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Ajay Sardana Associates Chartered Accountants Firm Registration No. 016827N For and on behalf of the Board of Directors of Nilgiri Financial Consultants Limited

Sd/-Sd/-Sd/-Rahul MukhiSachin ChaudharyKomal Prasad Kaushik

Partner Director Director Membership No. 099719 DIN: 02016992 DIN: 07456655

New Delhi, April 17, 2018

New Delhi, April 17, 2018

### Note - 1

#### Corporate information:

Nilgiri Financial Consultants Limited ("the Company") was incorporated on December 14, 2005. The company is engaged in the business of providing of all types of financial consultancy.

On December 13, 2010, the Company was registered as Registered Mutual Fund Advisor (ARMFA) of Association of Mutual Funds in India (AMFI) to act as an intermediary in selling Mutual Funds and has commenced such activities subsequent to obtaining the aforesaid registration.

#### Note - 2

### Summary of significant accounting policies:

### i) Basis of accounting:

The financial statements are prepared under the historical cost convention on an accrual basis in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and Accounting Standards (AS) under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### ii) Use of estimates:

The presentation of financial statements in conformity with GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised.

#### iii) Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### iv) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

# v) Revenue recognition:

- (a) Income from consultancy services is recognized on an accrual basis as the related services are rendered.
- (b) Commission/ Brokerage income is recognized on accrual basis as the related services are rendered
- (c) Interest income is recognized on accrual basis.
- (d) Dividend income on units of Mutual Fund is recognised when the right to receive dividend is unconditionally established
- (e) Profit/ (loss) on redemption of units of Mutual Funds is recognised on actual basis.

### vi) Investments:

Investments are classified as non-current and current investments. Non-current investments are carried at cost less provision, if any, for any diminution other than temporary in their value. Current investments are valued at lower of cost and fair value.

# vii) Borrowing cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of the asset. All other borrowing costs are charged to revenue.

# viii) Deferred employee stock compensation cost:

Deferred employee stock compensation cost for stock options are recognised on the basis of generally accepted accounting principles and are measured by the difference between the estimated value of the company's shares on stock options grant date and the exercise price to be paid by the option holders. The compensation expense is amortised over the vesting period of the options. The fair value of options for disclosure purpose is measured on the basis of a valuation performed in respect of stock options granted.

# ix) Fixed assets:

# (a) Tangible assets:

Tangible fixed assets are stated at cost, less accumulated depreciation / impairment losses, if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

# (b) Intangible assets:

Intangible assets are stated at cost, less accumulated amortisation / impairment losses, if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition.

### x) Depreciation / Amortisation:

Depreciation on tangible fixed assets is provided on straight-line method at the rates specified in Schedule II to the Companies Act, 2013, except in respect of Vehicles, which are amortised on a straight line basis over a period of five years from the date when the assets are available for use. The useful life has been assessed based on management's past usage experience and considering the change in technology.

Depreciation on additions to fixed assets is provided on a pro-rata basis from the date the asset is put to use. Depreciation on sale / deduction from fixed assets is provided for up to the date of sale / deduction, as the case may be Assets costing less than Rs. 5,000 each are fully depreciated in the year of capitalisation.

Intangible assets consisting of Software are amortised on a straight line basis over a period of four years from the date when the assets are available for use.

#### xi) Impairment of assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

# xii) Employee benefits:

The Company's contribution to Provident Fund is charged to Statement of Profit and Loss. As permitted under Accounting Standard 15 (Revised 2005) - Employee Benefits, as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, in respect of companies with few employees, retirement benefits in the form of Gratuity and Compensated Absences payable to employees is provided for on the accrual basis under the assumption that such benefits are payable at yea end.

#### xiii) Taxes on income:

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with the relevant tax regulations.

Deferred tax resulting from timing differences between book and tax profits is accounted for at the current rate of tax / substantively enacted tax rates as on the Balance Sheet date, to the extent that the timing differences are expected to crystallize.

Deferred Tax Assets are recognized where realization is reasonably certain, whereas, in case of carried forward losses or unabsorbed depreciation, deferred tax assets are recognized only if there is virtual certainty of realization supported with convincing evidence. Deferred Tax Assets are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

### xiv) Preliminary expenses:

Preliminary Expenses are adjusted (net of tax) against Securities Premium Account to the extent of balance available and thereafter the balance portion is charged off to the Statement of Profit and Loss, as incurred.

### xv) Share issue expenses:

Share issue expenses are adjusted against securities premium account to the extent of balance available and thereafter, the balance portion is charged off to the Statement of Profit and Loss, as incurred.

# xvi) Provisions, contingent liabilities and contingent assets:

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent liabilities are disclosed for:

- (1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- (2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made. Contingent Assets are not recognised in the financial statements since this may result in the recognition of income that may never be realized.

# xvii) Segment reporting:

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive management in deciding how to allocate resources and in assessing performance.

# xviii) Earnings per share:

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year except where the results would be anti-dilutive.

### Note - 3 Share capital:

onare capital.	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Authorised:				
Equity Shares of face value of Rs. 10 each	500,000	5,000,000	500,000	5,000,000
Issued, subscribed and paid up: Equity Shares of face value of Rs. 10 each fully paid up	50,000	500,000	50,000	500,000
As pe	er Balance Sheet	500,000	_	500,000

# a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

Equity Shares	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Shares outstanding at beginning of the reporting year	50,000	500,000	50,000	500,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at end of the reporting year	50,000	500,000	50,000	500,000

# b. Terms/ rights attached to equity shares:

The Company has only class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

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

c. Detail of Shareholders holding 5% or more shares:

	As at March 31, 2018		As at March 31, 2017	
No. of shareholders	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares of face value of Rs. 10 each fully paid up				
The entire share capital is held by Indiabulls Insurance Advisors Limited ("the Holding Company") and its nominees	50 000	100'	% 50,000	100%

As per records of the Company, including its register of members/shareholders, and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

As at

As at

# d. Employees stock option schemes : (Refer Note 27).

	March 31, 2018 Amount (Rs.)	March 31, 2017 Amount (Rs.)
Note - 4 Reserves and surplus:	Amount (NS.)	Amount (No.)
Surplus / (deficit) in the Statement of Profit and Loss		
Opening balance	107,368,923	86,682,197
Add: Profit for the year	34,667,794	20,686,726
As per Balance Sheet	142,036,717	107,368,923

As at March 31, 2018 Amount (Rs.) As at March 31, 2017 Amount (Rs.)

Note - 5

Other current liabilities:

Statutory liabilities 974,311
Expenses payables 26,787

13,688

As per Balance Sheet 1,001,098

29,060

15,372

As at March 31, 2018 Amount (Rs.) As at March 31, 2017 Amount (Rs.)

Note - 6

**Short-term provisions** 

Provision for tax
[Net of tax deducted at source Rs. 26,098,072 (Previous

year Rs.15,554,554)]

7,594,228

4,461,036

As per Balance Sheet

7,594,228

4,461,036

As at March 31, 2018 Amount (Rs.) As at March 31, 2017 Amount (Rs.)

# Note - 7 Tangible assets:

Particulars	Vehicle	Total
Opening balance as at April 01, 2016	7,269,898	7,269,898
Additions during the year	-	-
Adjustments/Sales during the year	-	-
As at March 31, 2017	7,269,898	7,269,898
Additions during the year	-	-
Adjustments/Sales during the year	-	-
As at March 31, 2018	7,269,898	7,269,898
Depreciation		-
Opening balance as at April 01, 2016	2,792,438	2,792,438
Charge for the year	1,453,980	1,453,980
Adjustments/Sales during the year	-	-
As at March 31, 2017	4,246,418	4,246,418
Charge for the year	1,453,980	1,453,980
Adjustments/Sales during the year	-	-
As at March 31, 2018	5,700,398	5,700,398
Net block		-
As at March 31, 2017	3,023,480	3,023,480
As at March 31, 2018	1,569,500	1,569,500

As at March 31, 2018 Amount (Rs.) As at March 31, 2017 Amount (Rs.)

Note - 8

Deferred tax assets:

Arising on account of temporary differences due to:

- Difference between book balance and tax balance of fixed assets

613,164

460,603

As per Balance Sheet

613,164

460,603

In compliance with AS - 22 'Accounting for Taxes on Income" as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, the Company has recorded deferred tax credit of Rs. 152,559 (Previous year Rs. 204,351) to the Statement of Profit and Loss for the year.

		As at March 31, 2018 Amount (Rs.)	As at March 31, 2017 Amount (Rs.)
Note - 9 Long term loans and advances: unsecured, considered good			
Prepaid expenses		83,509	-
As p	er Balance Sheet	83,509	_
		As at March 31, 2018 Amount (Rs.)	As at March 31, 2017 Amount (Rs.)
Note - 10 Trade receivables: unsecured, considered good Debts outstanding for a period exceeding	g six months	-	-
Other trade receivables		400,698	2,266,450
As p	er Balance Sheet	400,698	2,266,450
		As at March 31, 2018 Amount (Rs.)	As at March 31, 2017 Amount (Rs.)
Note - 11 Cash and cash equivalents:			
(a) Cash on hand		4,910	5,171
(b) Balances with scheduled banks In current accounts		3,054,056	2,277,851
As p	er Balance Sheet	3,058,966	2,283,022
		As at March 31, 2018 Amount (Rs.)	As at March 31, 2017 Amount (Rs.)
Note - 12 Short term loans and advances: unsecured, considered good		Carrette (Carre	(100)
(a) Loan given to fellow subsidiary Comp - Indiabulls Commercial Credit Limite		145,332,000	104,314,000
(b) Prepaid expenses		74,206	-
(c) Balances with government authorities - GST input credit (Previous year Ser credit)		-	11,464
As p	er Balance Sheet	145,406,206	104,325,464

	For the year ended March 31, 2018 Amount (Rs.)	For the year ended March 31, 2017 Amount (Rs.)
Note - 13		
Revenue from operations:		
Commission and brokerage	42,646,072	28,291,616
As per Statement of Profit and Loss	42,646,072	28,291,616
	For the year ended March 31, 2018	For the year ended March 31, 2017
	Amount (Rs.)	Amount (Rs.)
Note - 14 Other income:		
Interest income on loan given Miscellaneous income	11,421,785 6,221	9,495,424
As per Statement of Profit and Loss	11,428,006	9,495,424
	For the year ended March 31, 2018 Amount (Rs.)	For the year ended March 31, 2017 Amount (Rs.)
Note - 15 Employee benefits expense		
Salaries	3,277,202	4,266,016
As per Statement of Profit and Loss	3,277,202	4,266,016
	For the year ended March 31, 2018 Amount (Rs.)	For the year ended March 31, 2017 Amount (Rs.)
Note - 16		
Finance costs		
Interest on taxes	736,232	946,411
As per Statement of Profit and Loss	736,232	946,411
	For the year ended March 31, 2018	For the year ended March 31, 2017
Note - 17	Amount (Rs.)	Amount (Rs.)
Other expenses:		
Rates and taxes	2,679	5,340
Registration Charges	31,038	-
Legal and professional charges Communication Expenses	7,500	7,538
Auditor's remuneration	7,361	-
- as statutory auditor	25,000	12,500
Repairs and maintenance	313,042	208,358
Miscellaneous expenses	59	25,602
As per Statement of Profit and Loss	386,679	259,338

Note - 18 Disclosures in respect of AS - 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended:

(a) Details of re	lated narties:

Description of relationship	Names of related parties				
i) where control exists					
Holding Company	Indiabulls Insurance Advisors Limited				
Ultimate Holding Company	Indiabulls Housing Finance Limited				
<u> </u>	Ibulls Sales Limited				
	Indiabulls Advisory Services Limited				
	Indiabulls Asset Holding Company Limited				
	Indiabulls Asset Reconstruction Company Limited (Up to October 02, 2016)				
	(Subsidiary of Indiabulls Advisory Services Limited)				
	Indiabulls Collection Agency Limited				
	Indiabulls Commercial Credit Limited				
	(Formerly known as Indiabulls Infrastructure Credit Limited)				
*	Indiabulis Capital Services Limited				
Entities under common control (including step down	Indiabulls Life Insurance Company Limited (up to December 8,2017)				
subsidiaries)	Indiabulls Trustee Company Limited				
	Indiabulls Asset Management Company Limited				
	Indiabulls Venture Capital Management Company Limited				
	(Subsidiary of Indiabulls Holdings Limited)				
	Indiabulls Venture Capital Trustee Company Limited				
	(Subsidiary of Indiabulls Holdings Limited)				
	Indiabulls Asset Management Mauritius (w.e.f. July 18, 2016)				
	(Subsidiary of Indiabulls Commercial Credit Limited)				
	Indiabulls Holdings Limited				
ii) Other related parties					
Associate of Ultimate Holding Company	Oaknorth Holdings Limited (w.e.f.13th November, 2015)				
	Mr. Sachin Chaudhary – Director				
Key Management Personnel	Mr. Akshay Gupta – Director				
	Mr. Komal Prasad Kaushik-Director				

(b) Significant transactions with related parties:			Amount (Rs.)	
Nature of Transaction	Fellow Subsidiary Company	Ultimate Holding Company	Total	
Finance				
Loan given				
(Maximum balance outstanding during the year)	148,837,000	-	148,837,000	
(Maximum balance outstanding during the year)	109,538,000	-	109,538,000	
Income				
Interest Income on Loan	11,421,785	-	11,421,785	
Interest income on Loan	9,495,424	-	9,495,424	

(Previous year's figures are stated in italics)

# nent of material transaction

(c) Statement of material transactions:		Amount (Rs.)
Particulars	For the year ended	For the year ended
Fatticulais		
	March 31, 2018	March 31, 2017
Loan Given (Maximum balance outstanding during the year)		
Fellow Subsidiary Companies		
-Indiabulls Commercial Credit Limited	148,837,000	109,538,000
Interest Income on Loan		
Fellow Subsidiary Companies		
-Indiabulls Commercial Credit Limited	11,421,785	9,495,424

(u) Outstanding at year ended march 31, 2010.		Amount (No.)
	Fellow	
Nature of Transaction	Subsidiary	Total
	Companies	
Loop given	145,332,000	145,332,000
Loan given	104,314,000	104,314,000

(Previous year's figures are stated in italics)

In accordance with AS 18, disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed. Related Party relationships are given above are as identified by the Company and relied upon by the Auditors.

#### Note - 19

As per the best estimate of the management, no provision is required to be made as per Accounting Standard 29 (AS 29) -- Provisions, Contingent Liabilities and Contingent Assets as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources, which would be required to settle the obligation.

### Note - 20

In the opinion of the Board of Directors, all current assets, loans and advances appearing in the balance sheet as at March 31, 2018 have a value on realization in the ordinary course of the Company's business at least equal to the amount at which they are stated in the balance sheet and no provision is required to be made against the recoverability of these balances.

#### Note - 21

The company has not entered into any derivative instruments during the year. The Company does not have any foreign currency exposures as at March 31, 2018 (Previous year Rs. Nil).

### Note - 22 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at March 31, 2018 Amount (Rs.)	As at March 31, 2017 Amount (Rs.)
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

### Note - 23

# Contingent Liability not provided for in respect of:

Income tax demand of Rs. 17,526,280 (Previous year Rs. Rs. 17,526,280) under Section 143(3) of the Income Tax Act, 1961 pertaining to financial year 2011-12 on account of disallowance of bad debts under Section 36(2) of the Income Tax Act,1961, against which appeal is pending before ITAT.

# Note - 24

### Earnings per share

Basic earnings per share is computed by dividing the net profit/(loss) attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share are computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The number of equity shares and potential diluted equity shares are adjusted for stock split and bonus shares as appropriate.

Particulars	Year ended	Year ended
Faruculars	March 31, 2018	March 31, 2017
Net Profit/(Loss) available for equity shareholders (Rs.)	34,667,794	20,686,726
Weighted average number of equity shares used for computing Basic and Diluted earnings per share	50,000	50,000
Earnings per share - Basic and Diluted (Rs. Per Share)	693.36	413.73
Nominal value of equity shares – (Rs. Per Share)	10.00	10.00

### Note - 25

There are no capital and other commitments to be reported as at March 31, 2018 (Previous year Rs. Nil).

### Note - 26

There are no borrowing costs to be capitalised as at March 31, 2018 (Previous year Rs. Nil).

Note - 27 Employees Stock Options Plans of Indiabulls Housing Finance Limited ("the Ultimate Holding Company" "IHFL"):

(a) Stock option plans of Indiabulls Financial Services Limited ("IBFSL") ("the erstwhile Ultimate Holding Company") including plans in lieu of stock options plans of its erstwhile subsidiary Indiabulls Credit Services Limited transferred under the Court approved Plan of Arrangement :

S. No.	Erstwhile Plans	New Plans*
1	IBFSL – ICSL Employees Stock Option Plan 2006	IHFL- IBFSL Employees Stock Option Plan 2006
2	IBFSL - ICSL Employees Stock Option Plan II – 2006	IHFL - IBFSL Employees Stock Option Plan II – 2006
3	Employees Stock Option 2008	IHFL - IBFSL Employees Stock Option -2008

<sup>\*</sup>The name of the plans has been revised by the approval of the Shareholders of the Holding Company in the 8th Annual General Meeting held on July 1, 2013.

#### (b) IHFL ESOS - 2013

The members of IHFL at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 plan consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of IHFL to be issued in one or more tranches to its eligible employees or to eligible employees of its subsidiaries / step down subsidiaries . The Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on October 11, 2014, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 394.75, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on October 10, 2014 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. October 11, 2015, whereby the options vest on each vesting date as per the vesting schedule provided in the Plan.

During the current financial year the Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on August 10, 2017, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 1,156.50, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on August 10, 2017 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. August 12, 2018, whereby the options vest on each vesting date as per the vesting schedule provided in the Scheme.

During the current financial year the Compensation Committee constituted by the Board of Directors of IHFL has, at its meeting held on March 24, 2018, granted, 100,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 1,200.40, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on March 23, 2018 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. March 25, 2019, whereby the options vest on each vesting date as per the vesting schedule provided in the Scheme.

# (c) The other disclosures in respect of the ESOS/ESOP Plans are as under:

Particulars	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL ESOS - 2013	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008- Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option – 2008 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 - Regrant
Total Options under the Plan	720,000	7,500,000	39,000,000	39,000,000	39,000,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	720,000	7,500,000	21,100,000	21,100,000	21,100,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	Five years, 20% each year	Five years, 20% each year	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Date	1st November	8th December	12th October	12th August	25th March	31st Decembe	16th July	27th August	11th January	27th August
Revised Vesting Period & Percentage	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	N.A.	NA	NA	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	100.00	95.95	394.75	1,156.50	1,200.40	125.90	158.50	95.95	153.65	100.00
Exercisable Period	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year(Nos.)	16,344	724,178	6,695,081	10,500,000	100,000	19,710	78,610	158,000	6,000	87,600
Regrant Addition	N.A	N.A	N.A	N.A	N.A.	N.A	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A	N.A	N.A	N.A	N.A	31-Dec-09	16-Jul-10	27-Aug-09	11-Jan-11	27-Aug-09
Options vested during the year (Nos.)	-	411,715	2,032,400	-	-	6,390	19,440	39,500	1,500	21,900
Exercised during the year (Nos.)	15,192	383,124	2,132,700	-	-	4,140	20,290	79,000	1,500	43,800
Expired during the year (Nos.)	-	-	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-	-	-
Lapsed during the year	-	930	14,000	-	-	-	-	-	-	-
Re-granted during the year	-	-	-	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Outstanding at the end of the year (Nos.)	1,152	340,124	4,548,381	10,500,000	100,000	15,570	58,320	79,000	4,500	43,800
Exercisable at the end of the year (Nos.)	1,152	134,263	497,581	_	-	2,790	-	-	-	-
Remaining contractual Life (Weighted Months)	43	63	70	88	96	72	75	71	69	71

# N.A - Not Applicable

Indiabulls Financial Services Limited (IBFSL) and its erstwhile subsidiary, Indiabulls Credit Services Limited had announced the above ESOS/ESOP schemes for its employees and the employees of other group companies wherein each option represents one Equity Share of the Ultimate Ultimate Holding Company. The Company had adopted the ESOS/ESOP scheme in respect of its employees. A Compensation Committee constituted by the Board of Directors of the Ultimate Holding Company administers each of the above plans.

There is no impact on the Company's net profit and earnings per share in respect of the above schemes had the compensation cost for the stock options granted been determined based on the fair value approach

### Note - 28

#### Segment reporting:

The Company's primary business segment is reflected based on principal business activities carried on by it. The Company is engaged in the single primary business segment of intermediary services / commission and brokerage activities. The Company operates solely in one Geographic segment namely "Within India". No further disclosures are required under Accounting Standard 17, Segment Reporting, as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, other than those already provided in the financial statements.

In respect of amounts as mentioned under Section 205C of the Companies Act, 1956, there were no dues required to be credited to the Investor Education and Protection Fund as on March 31, 2018 (Previous year Rs. Nil)

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosures.

As per our report of even date

For Ajay Sardana Associates **Chartered Accountants** Firm Registration No. 016827N For and on behalf of the Board of Directors of Nilgiri Financial Consultants Limited

Sd/-Rahul Mukhi Partner

Membership No. 099719 New Delhi, April 17, 2018 Sd/-Sachin Chaudhary Director DIN: 02016992 New Delhi, April 17, 2018 Sd/-

Komal Prasad Kaushik Director DIN: 07456655