



IITL GROUP

Industrial
Investment
Trust
Limited

2016

Reports & Accounts of
Subsidiary Companies
2015 - 2016

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IIT INVESTRUST LIMITED
CIN : U67190MH1992PLC070247

- BOARD OF DIRECTORS** : Mr. Bipin Agarwal
Mr. Venkatesan Narayanan
Mr. Milind Desai
Mr. Jeevanatham Ganapathy -
(Whole-Time Director)
Mr. Vinod Vasantlal Mashru -
(Whole-Time Director & CFO)
- BANKERS** : Axis Bank Limited
Canara Bank
- AUDITORS** : M/s. J.P.J Associates
Chartered Accountants
- REGISTERED OFFICE** : Rajabhadur Mansion, 2nd Floor, 28,
Bombay Samachar Marg, Fort,
Mumbai - 400 001.
Tel : 91 22 43250100 / Fax : 91 22 22651105
E-mail : iitinvestrust@iitlgroup.com
Website : www.iitinvestrust.com

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the 23rd Annual Report of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2016.

Financial Performance

The summarized standalone results of your Company are given in the table below.

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Total Income	40,95,486	4,325,471
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(12,37,003)	(212,623)
Finance Charges	-	-
Depreciation	1,48,141	904,364
Provision for Income Tax (including for earlier years)	1,51,034	(190,621)
Net Profit/(Loss) After Tax	(15,36,178)	(926,366)
Profit/(Loss) brought forward from previous year	4,56,25,489	47,354,980
Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life	-	(803,125)
Profit/(Loss) carried to Balance Sheet	4,40,89,311	45,625,489

Results of operations and state of Company's affairs

The total income of the Company for the year ended on March 31, 2016 is ₹ 40.95 lakhs which is lower by about 5% over that for the previous year which was ₹ 43.25 lakhs, on account of slowdown of the business. This has resulted in pre-tax loss of ₹ 13.85 lakhs for the year as against the pre-tax loss of ₹ 11.17 lakhs for the preceding year.

Material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company

There were no material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company.

Dividend

In view of losses suffered by the Company, your Directors do not recommend any dividend for the year under review.

Change in Capital Structure

During the year under review, there was no change in the Capital Structure of the Company.

As on March 31, 2016, the issued, subscribed and paid up share capital of your Company stood at ₹ 125,000,000/-, comprising 12,500,000 Equity shares of ₹ 10/- each.

Subsidiary, Associate and Joint Ventures

As on March 31, 2016, the Company had no subsidiary / joint ventures / associate companies.

Internal Financial Controls

The Company has in place adequate financial controls with reference to financial statements. The Internal financial controls commensurate with the size and nature of business of the Company. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is appended as **Annexure**.

Directors

Retiring by Rotation

As per the provision of the Companies Act, 2013 and in accordance with the Article of Association of the Company, Mr. G. Jeevanantham, will retire at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.

Appointment

The Board of Directors on the recommendation of the Nomination and Remuneration Committee in its Meeting held on January 04, 2016 had appointed Mr. Vinod Mashru as the Additional Whole-Time Director of the Company with effect from January 04, 2016. We seek your confirmation for appointment of Mr. Vinod Mashru as the Whole-Time Director of the Company for a term of 2 years with effect from January 04, 2016.

The terms of appointment of Mr. G. Jeevanantham as the Whole-time Director of the Company is due to expire on October 19, 2016. The Nomination and Remuneration Committee in its meeting held on August 08, 2016 has recommended his reappointment as the Whole-Time Director of the Company for a further period of two years i.e. from October 19, 2016 to October 18, 2018 subject to the approval of the members at the forthcoming Annual General Meeting and subject to any other approval as required by Law.

Resignation

Mr. B.C. Maheshwari has resigned as a Whole-Time Director of the Company w.e.f January 04, 2016. The Board places on record, its appreciations for the valuable contributions made by him during his tenure as the Director of the Company.

Chief Financial Officer

On the recommendation of Nomination and Remuneration Committee, the Board has appointed Mr. Vinod Mashru as a Chief Financial Officer cum Key Managerial Personnel of the Company in its meeting held on January 29, 2016.

Key Managerial Personnel

Pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Key Managerial Personnel of the Company are - Mr. G. Jeevanantham, Whole Time Director and Mr. Vinod Mashru, Whole Time Director and Chief Financial Officer of the Company.

The Company's business is declining. Due to its financial position, the Company is not in position to employ Company Secretary as required under Section 203 of the Companies Act, 2013.

Meetings of the Board

During the financial year ended March 31, 2016, the Board met 5 (Five) times on May 30, 2015, August 04, 2015, November 06, 2015, January 04, 2016 and January 29, 2016. The attendance of the Directors who attended the Board meetings is as follows:

Name of the Director	No. of meetings attended
Mr. Bipin Agarwal	3
Mr. Venkatesan Narayan	5
Mr. Milind Desai	5
Mr. G. Jeevanantham	5
Mr. Vinod Vasantlal Mashru (w.e.f 04/01/2016)	2
Mr. B.C. Maheshwari (upto 04/01/2016)	4

Audit Committee

The Board constituted the Audit Committee on June 18, 2002. It was last re-constituted on January 29, 2016. It comprises of Mr. Bipin Agarwal, Mr. Venkatesan Narayanan and Mr. Milind Desai as members of the

Committee. During the year under review, four meetings of the Audit Committee were held.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, make following statements that:

- (a) In preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) Such accounting policies have been selected 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 as at March 31, 2016 and loss of the Company for the year ended on that date;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company, confirming that, they meet the criteria of independence as prescribed under the Companies Act, 2013.

Nomination and Remuneration policy

In terms of Section 178(1) of the Companies Act, 2013 the Board of Directors has framed the policy which lays down a framework in relation to Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

There were no loans given, investments made, guarantees given or securities provided by the Company which fall within the ambit of Section 186 of the Companies Act, 2013.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- (A) **Conservation of energy:** Not Applicable
- (B) **Technology absorption:** Not Applicable
- (C) **Foreign exchange earnings and Outgo:** The Company had no foreign exchange earnings and outgo during the financial year

Risk Management

The Board of Directors manages and monitors the principal risks and uncertainties from time to time that can impact the ability to achieve the Company's strategic objectives.

Vigil Mechanism / Whistle Blower Policy

The Company has a Vigil Mechanism / Whistle Blower Policy to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct.

Corporate Social Responsibility (CSR)

Currently, the Company does not come within the ambit of Section 135 of the Companies Act, 2013. The Company has not formulated CSR Policy and has not undertaken any CSR activity. Hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

Auditors and Auditors' Report

The members had at the Annual General Meeting held on August 30, 2014, M/s. J.P.J Associates, Chartered Accountants (Firm Registration No. 113012W) as Statutory Auditors of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company to be held in the year 2019.

Pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointment needs to be ratified by the members at the forthcoming Annual General Meeting on September 16, 2016. Accordingly, the Board of Directors recommends to the shareholders the ratification of appointment of M/s J.P.J Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year ending on March 31, 2017.

A certificate from M/s J.P.J Associates, Chartered Accountants that their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013 has been obtained.

The observations and comments given in the report of the Auditors read together with Report on Internal Financial Controls and notes to accounts are self-explanatory and hence do not call for any further information and explanation or comments under Section 134(3)(f) of the Companies Act, 2013. The report does not contain any qualification, reservation or adverse remark or disclaimer.

Related party transactions

During the year, there were no new Related Party Transactions as well as no materially significant Related Party Transactions.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Significant and material orders passed by the regulators

During the period under review, there were no significant and material orders passed by the regulators/ courts or tribunals that would impact going concern status of the Company and its future operations.

Particulars of Employees and related disclosures

Being an unlisted company, provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company

Public Deposits

During the year under review, the Company has not accepted any deposits from the public.

Disclosures under Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

In accordance of the provisions of the Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, Internal Complaints Committee (ICC) has been set up to redress complaints. ICC has not received any complaints during the financial year 2015-2016.

Acknowledgements

Your Directors wish to place on record their immense appreciation for the assistance and co-operation received from the Insurance Regulatory and Development Authority, Insurance Companies, Banks, Financial Institutions and other Statutory / Regulatory authorities.

Your Directors appreciate the support received from policy holders and intermediaries.

Your Directors wish to place on record their sincere appreciation for the contribution, commitment and dedicated efforts put in by employees.

For and on behalf of the Board

IIT Investrust Limited

Mr. Bipin Agarwal
 Director
 (DIN: 00001276)

Mr. G. Jeevanantham
 Whole-Time Director
 (DIN:03375366)

August 08, 2016
Mumbai

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016
of

IIT INVESTRUST LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : U67190MH1992PLC070247
 ii) Registration Date : 31.12.1992
 iii) Name of the Company : IIT Investrust Limited
 iv) Category/ Sub-Category of the Company : Public Company / Limited by shares
 v) Address of the Registered office and contact details : 28, Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001, Maharashtra. Tel: 022-43250100; Fax: 022-22651105. Email: iitinvestrust@iitlgroup.com
 vi) Whether shares listed on recognized Stock Exchange(s) - Yes/No No
 vii) Name, Address and contact details of Registrar and Transfer Agent, if any N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	The Principal business activity of the Company is Stock Broking. The said business has not contributed 10% or more of the total turnover of the Company. However during the Financial Year 2015-2016, other income constituting of Rental Income and Interest Income has contributed more than 10% of the total turnover of the Company.		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable section
1	Industrial Investment Trust Limited 28, Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001	L65990MH1933PLC001998	Holding	99.00%	2(46)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year*				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	40	40	0.00	0	40	40	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	12374960	12374960	99.00	0	12374960	12374960	99.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- total (A) (1)	0	12375000	12375000	99.00	0	12375000	12375000	99.00	0.00
2. Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Body Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	12375000	12375000	99.00	0	12375000	12375000	99.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/F1	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non- Institutions									
a) Bodies Corp									
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individuals Shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) individual Shareholders holding nominal capital in excess of ₹ 1 lakh	0	125000	125000	1.00	0	125000	125000	1.00	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Repat & Non Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	125000	125000	1.00	0	125000	125000	1.00	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	125000	125000	1.00	0	125000	125000	1.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
i. Promoter and Promoter group	0	0	0	0.00	0	0	0	0.00	0.00
ii. Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total C:-	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	12500000	12500000	100	0	12500000	12500000	100	0.00

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1	Industrial Investment Trust Limited	12374960	99.00	0.00	12374960	99.00	0.00	0.00
2	Bipin Agarwal	10	0.00	0.00	10	0.00	0.00	0.00
3	Swaran Singh	10	0.00	0.00	10	0.00	0.00	0.00
4	Dr. B.Samal	10	0.00	0.00	10	0.00	0.00	0.00
5	T.M.Nagarajan	10	0.00	0.00	10	0.00	0.00	0.00

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
1	Industrial Investment Trust Limited	12374960	99.00	12374960	99.00
2	Bipin Agarwal	10	0.00	10	0.00
3	Swaran Singh	10	0.00	10	0.00
4	Dr. B.Samal	10	0.00	10	0.00
5	T.M.Nagarajan	10	0.00	10	0.00
	Total	12375000	99.00	12375000	99.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	<i>There is no change in the total shareholding of promoters between 01.04.2016 to 31.03.2016</i>			
	At the End of the year	12375000	99.00	12375000	99.00

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	For Each of the Top 10 Shareholders				
1	Ami Chandrakant Thanawala				
	At the beginning of the year	97000	0.78	97000	0.78
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	97000	0.78	97000	0.78
2	Sarala Parekh				
	At the beginning of the year	28000	0.22	28000	0.22
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	28000	0.22	28000	0.22

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
DIRECTORS:					
1	Bipin Agarwal				
	At the beginning of the year	10	0.00	10	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	10	0.00	10	0.00
2	Mr. G.Jeevanantham				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00
3	Mr. B.C.Maheshwari (up to 04/01/2016)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00
4	Mr. Venkatesan Narayanan				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00
5	Mr. Milind Desai				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00
6	Mr. Vinod Mashru (w.e.f. 04/01/2016)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00
KEY MANAGERIAL PERSONNEL:					
1	Mr. G.Jeevanantham				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00

Sl. No.	Name	Shareholding at the beginning of the year / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
2	Mr. B.C.Maheshwari (up to 04/01/2016)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00
3.	Mr. Vinod Mashru (w.e.f. 04/01/2016)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	0	0.00	0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
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

A. Remuneration to Managing Director, Whole -time Directors and /or Manger

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. G.Jeevanantham	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961		8,79,125
		Mr. B.C.Maheshwari	
	(a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961		2,73,871
		Mr. Vinod Mashru	
	(a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961		1,60,918
	(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		
			13,13,914
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission as % of profit others, specify	NIL	NIL
		NIL	NIL
5	others, please specify	NIL	NIL
	Total (A)		NIL
	Ceiling as per the Act	Minimum Yearly Remuneration as per Schedule V Part II based on Effective Capital of the Company is ₹ 60 Lakhs (excluding Contribution to Provident Fund, Gratuity and Encashment of Leave as per Rules of the Company)	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Venkatesan Narayanan	Mr. Milind Desai	
	Fee for attending board committee meetings	45,000	37,500	82,500
	Commission			
	Others, please specify			
	Total (1)			82,500
2	Other Non-Executive Directors	Mr. Bipin Agarwal		
	Fee for attending board committee meetings	27,500		27,500
	Commission			
	Others, please specify			
	Total (2)			27,500
	Total (B)=(1+2)			1,10,000
	Total Managerial Remuneration			14,23,914
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is ₹1,00,000/- per meeting Per Director.		

C. Remuneration to Key Managerial Personnel Other Than MD/Manager / WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO (Mr. Vinod Mashru)
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961		The Company's business is declining. Due to its financial position, the Company is not in position to employ Company Secretary as Key Managerial Personnel as required under Section 203 of the Companies Act, 2013.	NIL
	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			

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board
IIT Investrust Limited
Mr. Bipin Agarwal
Director
(DIN: 00001276)

Mr. G. Jeevanantham
Whole-Time Director
(DIN:03375366)

August 08, 2016
Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of IIT Investrust Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **IIT Investrust Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016 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 Standalone Financial Statements

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

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and 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 does not have any pending litigations which would impact its financial position.
 - 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 which were required to be transferred to the Investor Education and Protection Fund by the Company

For J.P.J. ASSOCIATES

Chartered Accountants

Firm's Registration Number : 113012W

CA VAIBHAV VAIDYA

Partner

Membership Number : 157754

Mumbai : 25th May, 2016

Annexure - A to the Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) A substantial portion of the fixed assets have been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the Company and Nature of Business. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- (ii) As explained to us and on the basis of relevant records, the Company does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, sub-clause (a), (b) and (c) are not applicable.
- (iv) The Company has not given any loans, investments and guarantees and so the provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable.
- (v) The Company has not accepted any deposit from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013, hence, the question of maintaining such accounts and records does not arise.
- (vii) (a) According to the records of the Company and as per the information and explanations given to us, the Company generally is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, value added tax, cess and other statutory dues with appropriate authorities. According to the information and explanations given to us, no arrears of statutory dues as at March 31, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess outstanding on account of any dispute as on 31st March 2016.
- (viii) The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) As per the information and explanation given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandate by the provision of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For J.P.J. ASSOCIATES

Chartered Accountants

Firm's Registration Number : 113012W

CA VAIBHAV VAIDYA

Partner

Membership Number : 157754

Mumbai : 25th May, 2016

Annexure - B to the Auditors' 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 **IIT Investrust Limited** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 ('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 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 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 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J.P.J. ASSOCIATES
Chartered Accountants
Firm's Registration Number : 113012W

CA VAIBHAV VAIDYA
Partner
Membership Number : 157754

Mumbai : 25th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at	As at
		31st March, 2016 ₹	31st March, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.1	125,000,000	125,000,000
Reserves and surplus	3.2	45,259,311	46,795,489
		170,259,311	171,795,489
Current liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises; and	3.22	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	3.4	278,661	469,828
Other current liabilities	3.5	127,093	45,442
Short-term provisions	3.6	942,956	868,906
		1,348,710	1,384,176
TOTAL		171,608,021	173,179,665
ASSETS			
Non-current assets			
Fixed assets - Tangible	3.7(a)	196,020	195,255
Fixed assets - Intangible	3.7(b)	173,053	216,659
Deferred tax Assets (Net)	3.3	-	151,034
Non-current investments	3.8	122,655,365	122,655,365
Long-term loans and advances	3.9	20,351,005	20,782,730
Other non-current assets	3.10	12,500,000	12,500,000
		155,875,443	156,501,043
Current assets			
Trade receivables	3.11	-	482,934
Cash and cash equivalents	3.12	13,596,609	14,298,131
Short-term loans and advances	3.13	1,110,409	1,105,116
Other current assets	3.14	1,025,560	792,441
		15,732,578	16,678,622
TOTAL		171,608,021	173,179,665

Significant accounting policies 2
See accompanying notes forming part of the financial statements

As per our report attached of even date
For and on behalf of the Board of Directors

For J P J Associates
Chartered Accountants
Firm Registration :113012W

CA Vaibhav Vaidya
Partner
Membership No :157754

G. Jeevanantham
Executive Director
Vinod V. Mashru
Executive Director
& CFO

Bipin Agarwal
Director

Mumbai : 25th May, 2016 Mumbai : 25th May, 2016

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

Particulars	Note No.	Year ended	Year ended
		31st March, 2016 ₹	31st March, 2015 ₹
Revenue from operations	3.15	105,640	47,418
Other income	3.16	3,989,846	4,278,053
Total Revenue		4,095,486	4,325,471
Employee benefits expense	3.17	2,212,159	1,894,615
Depreciation expense	3.7	148,141	904,364
Operating and other expenses	3.18	3,120,330	2,643,479
Total expenses		5,480,630	5,442,458
Profit before tax		(1,385,144)	(1,116,987)
Tax expense:			
- Excess/short Provision		-	(52,591)
- Deferred tax/(credit)		151,034	(138,030)
		151,034	(190,621)
Profit/(loss) after tax		(1,536,178)	(926,366)

Earnings per equity share:

Basic and Diluted 3.19 (0.12) (0.07)

Nominal Value per equity share 10 10

Significant accounting policies 2
See accompanying notes forming part of the financial statements

As per our report attached of even date
For and on behalf of the Board of Directors

For J P J Associates
Chartered Accountants
Firm Registration :113012W

CA Vaibhav Vaidya
Partner
Membership No :157754

G. Jeevanantham
Executive Director
Vinod V. Mashru
Executive Director
& CFO

Bipin Agarwal
Director

Mumbai : 25th May, 2016 Mumbai : 25th May, 2016

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

1 Corporate information

IIT Investrust Limited (the Company) is limited company incorporated under the provision of of the Companies Act, 1956. The Company is the business of stock broking, depository services and arbitrage.

2 Significant Accounting Policies

2.1 Basis of accounting:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Assets and liabilities are classified as current if it is expected to realise or settle within 12 months after balance sheet date.

2.2 Use of estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimat

2.3 Revenue Recognition:

- (a) Net income from trading of securities is accounted for on the basis of Stock Brokers Contract Notes
- (b) Revenue in case of corporate finance income is recognised on the proportionate completion method based on management estimates of the stages of completion of the contracts.
- (c) Brokerage income from stock broking activities is on the basis of Contract Notes issued.
- (d) Brokerage income from Primary market has been recognised on the basis of advice from the Registrar regarding allotment.
- (e) Profit/Losses from share trading/investment activities is determined on the basis of weighted average carrying amount of investments and is recognised on the basis of contract notes.

(f) Equity Stock - Futures:

In accordance with Guidance Note on "Accounting for Equity Index and Equity Stock Futures and Options" issued by The Institute of Chartered Accountants of India.

1. Equity Stock Futures are marked-to-market on a daily basis. Debit or credit balances, if any, are disclosed under Loans and Advances or Current Liabilities respectively. The "Mark-to-Market Margin Equity Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of Equity Stock Futures till the Balance Sheet date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

2. As at the Balance Sheet date, the profit/ loss on open positions, if any, in Equity Stock Futures are accounted for as follows:

Credit balance in the "Mark-to-Market Margin - Equity Stock Futures Account", being anticipated profit, is ignored and no credit is taken in the Statement of Profit and Loss.

Debit balance in the "Mark-to-Market Margin - Equity Stock Futures Account", being anticipated loss, is recognised in the Statement of Profit and Loss.

3. On final settlement or squaring-up of contracts for Equity Stock Futures, the profit or loss is calculated as the difference between settlement/ squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled/ squared-up contract in "Mark-to-Market Margin - Equity Stock Futures Account" is recognised in the Statement of Profit and Loss upon expiry of the contracts. When more than one contract in respect of the relevant series of Equity Stock Futures contract to which the squared-up contract pertains is outstanding at the time of the squaring up of the contract, the contract price of the contract so squared up is determined using First In First Out Method for calculating profit/ loss on squaring-up.
4. "Initial Margin - Equity Stock Futures Account", representing the initial margin and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into contracts for Equity Stock Futures, which are released on final settlement/ squaring-up of underlying contracts, are disclosed under Loans and Advances.

- (g) Income from rent is accounted on accrual basis

2.4 Fixed Assets and Depreciation:

Fixed assets are capitalized at cost inclusive of expenses relating to the acquisition and installation of fixed assets.

Depreciation on tangible fixed assets has been provided on the written down value method at the rates determined based on the useful life prescribed in Schedule II to the Companies Act, 2013.

2.5 Valuation of Stock:

Stock of shares in security has been valued at Cost or Market price whichever is lower. Cost is determined on weighted average basis.

2.6 Investments :

Long term Investments are stated at cost. Provision for diminution, if any, in the value of each long term investment is made to recognise a decline, other than of a temporary nature.

Current Investments are stated at lower the cost or market value.

2.7 Provisions and Contingencies:

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

2 Significant Accounting Policies (Contd.)

2.7 Provisions and Contingencies: (Contd.)

present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. The Company in its capacity as a broker is liable to make good share return under objection to it, in the event client / broker from whom the company has received the shares does not do the necessary rectification within the stipulated time.

2.8 Impairment of Assets:

At each balance sheet date the company assesses the realizable value of all the assets. If there is any indication of fall in the realizable value over carrying cost of the assets, impairment in value of the assets is recognized.

2.9 Taxation:

Tax expense comprises current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and tax laws enacted or substantially enacted at the Balance Sheet date.

Deferred tax assets other than on carried forward losses and unabsorbed depreciation are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets on account of carried forward losses and unabsorbed depreciation are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternative Tax (MAT) credit asset is recognised only when and to the extent there is convincing evidence that the Company will pay normal Income-tax during the specified period. The carrying amount of MAT credit asset is reviewed at each Balance Sheet date.

2.10 Operating Lease:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.11 Employees Benefits Expenses:

(a) Short term employee benefits:

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

(b) Long term employee benefits:

1. Defined Contribution Plan:

The eligible employees of the Company are entitled to receive post employment benefits in respect of provident and family pension fund, in which both employees and the Company

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

makes monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). The contributions are made to Employees Provident Fund Organisation. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Company has no further obligation beyond making the contribution. The Company's contributions to Defined Contribution Plan are charged to Statement of Profit and Loss as incurred.

2. Defined Benefit Plans:

i. Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes contribution to a fund managed by LIC of India based on management estimate made at the end of the year. Gains and losses are recognised in the Statement of Profit and Loss.

ii. Compensated absences

The Company provides for the encashment of leave or leave with pay subject to certain rules. The Employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The Company makes provision for compensated absences based on management estimate made at the end of the year. Gains and losses are recognised in the Statement of Profit and Loss.

2.12 Earning per share:

Basic earnings per share have been calculated by dividing profit/(loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same.



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

3.1 Share Capital

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Authorised		
25,000,000 (previous year 25,000,000) Equity shares of ₹ 10 each	250,000,000	250,000,000
	<u>250,000,000</u>	<u>250,000,000</u>
Issued, subscribed and paid-up:		
12,500,000 (previous year 12,500,000) Equity shares of ₹ 10 each fully paid-up	125,000,000	125,000,000
Total	<u>125,000,000</u>	<u>125,000,000</u>

a) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 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 payment of all claims/liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Shares held by holding company

In the year ended 31st March, 2016 12,375,000 Equity shares were held by Holding Company Industrial Investment Trust Limited (Previous year 12,375,000 Equity Shares) of ₹ 10/- each.

c) Equity shares held by each shareholder holding more than 5 percent equity shares in the Company are as follows

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Industrial Investment Trust Limited	12,375,000	99.00%	12,375,000	99.00%

d) Reconciliation of the number of equity shares outstanding at the beginning and at the year end.

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	12,500,000	125,000,000	12,500,000	125,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	12,500,000	125,000,000	12,500,000	125,000,000

e) The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

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

3.2 Reserves and Surplus

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
General Reserve		
Balance as per last balance sheet	1,170,000	1,170,000
	<u>1,170,000</u>	<u>1,170,000</u>
Surplus balance in Statement of Profit and Loss		
Opening balance	45,625,489	47,354,980
Profit/(Loss) for the year	(1,536,178)	(926,366)
Depreciation on transition to Schedule II of the 2013 Act, on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer note 3.24)	-	(803,125)
Closing Balance	44,089,311	45,625,489
Total	<u>45,259,311</u>	<u>46,795,489</u>

3.3 Deferred tax (liabilities)/Assets

Nature of timing difference	Deferred tax (liabilities) / assets	(Charge)/ credit for the current year	Deferred tax assets/ (liabilities)
	As at 31st March, 2015	₹	As at 31st March, 2016
			₹
Deferred tax liabilities:			
On difference between book balance and tax balance of fixed assets	79,988	(79,988)	-
Deferred tax assets:			
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	71,046	(71,046)	-
Net Amount	<u>151,034</u>	<u>(151,034)</u>	-

3.4 Trade Payables

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Payable to vendors	25,166	15,880
Payable to holding company	30,000	157,632
Provision for expenses	219,624	202,197
Others	3,871	94,119
Total	<u>278,661</u>	<u>469,828</u>

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

3.5 Other Current liabilities

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Statutory remittances (Contribution to PF, TDS and etc.)	127,093	45,442
Total	127,093	45,442

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

3.6 Short term provisions

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Provision for tax [(net of advance tax ₹ 1,111,015) (previous year ₹ 1,111,015)]	638,985	638,985
Provision for compensated absences	193,000	180,747
Provision for gratuity	110,971	49,174
Total	942,956	868,906

3.7 (a) Fixed assets - Tangible

(₹)

Assets	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK				
	As at 1st April, 2015	Additions	Sale/ Disposal	As at 31st March, 2016	As at 1st April, 2015	Transition adjustment recorded against Surplus/ Deficit in statement of Profit & Loss under reserve and surplus	For the year ended	On disposals	As at 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
Computers	1,855,180 (1,836,980)	88,200 (18,200)	-	1,943,380 (1,855,180)	1,711,793 (1,112,801)	- (333,457)	59,794 (265,535)	-	1,771,587 (1,711,793)	171,793 (143,387)	143,387 (724,179)
Furniture & Fixtures	47,903 (47,903)	-	-	47,903 (47,903)	25,003 (12,407)	-	8,120 (12,596)	-	33,123 (25,003)	14,780 (22,900)	22,900 (35,496)
Office Equipment	188,913 (188,913)	-	-	188,913 (188,913)	159,945 (30,995)	- (84)	19,521 (128,866)	-	179,466 (159,945)	9,447 (28,968)	28,968 (157,918)
Sub-total	2,091,996	88,200	-	2,180,196	1,896,741	-	87,435	-	1,984,176	196,020	195,255
Previous Year	(2,073,796)	(18,200)	-	(2,091,996)	(1,156,203)	(333,541)	(406,997)	-	(1,896,741)	(195,255)	(917,593)

(b) Fixed assets - Intangible

Assets	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK				
	As at 1st April, 2015	Additions	Sale/ Disposal	As at 31st March, 2016	As at 1st April, 2015	Transition adjustment recorded against Surplus/ Deficit in statement of Profit & Loss under reserve and surplus	For the year ended	On disposals	As at 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
Computer Software	2,646,344 (2,481,744)	17,100 (164,600)	-	2,663,444 (2,646,344)	2,429,685 (1,462,734)	- (469,584)	60,706 (497,367)	-	2,490,391 (2,429,685)	173,053 (216,659)	216,659 (1,019,010)
Sub-total	2,646,344	17,100	-	2,663,444	2,429,685	-	60,706	-	2,490,391	173,053	216,659
Total	4,738,340	105,300	-	4,843,640	4,326,426	-	148,141	-	4,474,567	369,073	411,914
Previous year	(4,555,540)	(182,800)	-	(4,738,340)	(2,618,937)	(803,125)	(904,364)	-	(4,326,426)	(411,914)	(1,936,603)

Figures stated in brackets pertain to the previous year.



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

3.8 Non-current investments

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Investment in Preference Share (fully paid-up) :		
- of other entities, non trade, unquoted [refer note 3.8(a)]	75,000,000	75,000,000
Investment in Immovable property	47,655,365	47,655,365
Total	122,655,365	122,655,365
Aggregate amount of unquoted investments	75,000,000	75,000,000

3.8(a)

Particulars	As at	As at
	31st March, 2016	31st March, 2015
Investment in Preference Share - of other entities, Unquoted	1,875,000	1,875,000
World Resort Limited		
Fully paid up 10% Optionally Convertible cumulative redeemable preference share of ₹ 10/- each at the premium of ₹ 30/- per share aggregate to ₹ 40/- per share		

3.9 Long term loans & advances (unsecured, considered good, unless otherwise stated)

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Security deposits	16,598,600	16,618,600
Advance payment of income tax [(net of provision for tax ₹ Nil) previous year ₹ Nil]	3,752,405	4,164,130
Total	20,351,005	20,782,730

3.10 Other non-current assets

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Bank deposits with more than 12 months maturities (Deposit pledged with BSE & NSE)	12,500,000	12,500,000
Total	12,500,000	12,500,000

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

3.11 Trade Receivables (Unsecured considered good)

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Outstanding for a period more than six months	-	482,934
Total	-	482,934

3.12 Cash and Bank balances

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Cash and cash equivalents		
Cash on hand	1,367	2,211
Balances with banks		
- In current accounts	595,242	1,295,920
(A)	596,609	1,298,131

Other Bank Balances:

- In deposit accounts with original maturity of more than 3 months	13,000,000	13,000,000
(B)	13,000,000	13,000,000

Total (A+B) **13,596,609** **14,298,131**

3.13 Short-term loans and advances (unsecured, considered good)

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Advances	428,453	444,194
Prepaid expenses	135,309	167,748
Balance with Government authorities		
- Service tax credit receivable	546,647	493,174
Total	1,110,409	1,105,116

3.14 Other current assets (Unsecured, considered good unless otherwise stated)

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Interest accrued on:		
- bank deposits	945,560	792,441
Receivable from group company	80,000	-
Total	1,025,560	792,441

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

3.15 Revenue from operations

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
Brokerage on Shares	93,523	41,775
Others	12,117	5,643
Total	105,640	47,418

3.16 Other income

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
Interest Income	2,296,661	2,107,819
Interest Income on income tax refund	48,498	508,554
Excess provision written back	63,332	143,498
Liability no longer required written back	81,355	18,182
Rental Income	1,500,000	1,500,000
Total	3,989,846	4,278,053

3.17 Employee benefits expense

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
Salaries and bonus	2,103,195	1,811,081
Contribution to provident and other funds	84,004	63,441
Staff welfare expenses	24,960	20,093
Total	2,212,159	1,894,615

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

3.18 Operating and other expenses

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
Operational Expenses (DP Charges, lease Line and etc.)	489,381	515,867
Rent, Rates & Taxes	266,538	241,842
Electricity expenses	108,000	108,000
Professional and Legal Expenses	797,400	601,990
Insurance	167,244	165,825
Directors Fees	121,725	111,208
Membership and Subscription, Book and Periodicals	85,050	297,101
Printing and Stationery	12,406	37,734
Postage, telegram and Telephone	96,847	96,828
Repair and Maintenance		
- Computers	9,848	11,025
- Others	320,503	287,445
Auditors' Remuneration		
- Auditors fees	75,000	75,000
- taxation matters	-	5,000
- other services	35,000	55,000
- out of pocket expenses	9,232	9,505
- service tax	16,774	-
Travelling and Conveyance	4,038	6,986
Bank Charges	1,291	438
Professional tax	2,500	2,500
Bad Debt written off	467,206	-
Miscellaneous expenses	34,347	14,185
Total	3,120,330	2,643,479

3.19 Earnings per share:

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
(a) Profit/(loss) after tax (₹)	(1,536,178)	(926,366)
(b) Weighted average number of equity shares	12,500,000	12,500,000
(c) Basic and diluted, earnings per equity share (₹)	(0.12)	(0.07)

3.20 Related party disclosures:

(i) Names of related parties and nature of related party relationship:

Holding Company:	Industrial Investment Trust Limited
Fellow Subsidiary:	IITL Projects Limited IIT Insurance Broking and Risk Management Private Limited
Key management personnel:	G. Jeevanantham, Executive Director B. C. Maheshwari, Executive Director (upto 4th January, 2016) Vinod V. Mashru, Executive Director & CFO (w.e.f 4th January, 2016)

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

3.20 (ii) Transactions with related parties during the year and outstanding balance:

Name of Related party and description of relationship	Nature of Transaction	Volume of transactions during the year ended 31st March 2016	Outstanding due as on 31st March 2016
Holding Company : Industrial Investment Trust Limited			
	Rent received	1,500,000 (1,500,000)	- (-)
	Brokerage received	68,775 (41,775)	- (-)
Key management personnel:			
B C Maheshwari	Remuneration	2,73,871 (360,000)	3,871 (-)
G Jeevanantham	Remuneration	8,79,125 (791,556)	- (-)
Vinod Mashru	Remuneration	160,918 (-)	- (-)

Above disclosures exclude related party transactions in nature of reimbursements.

Figure in brackets pertains to the previous year.

3.21 Employee Benefits

Defined Contribution Plan:

Contribution to defined contribution plan, recognised in the Statement of Profit and Loss under Contribution to provident fund and other funds in note 3.17 for the year are as under:

Particulars	31st March, 2016	31st March, 2015
	₹	₹
Employer's contribution to Regional Provident Fund Commissioner	49,316	37,504
Employer's contribution to Family Pension Fund	24,132	18,969

3.22 There are no amounts due to the suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act"). The identification of vendors as a "Supplier" under the Act has been done on the basis of the information to the extent provided by the vendors to the Company. This has been relied upon by the auditors.

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

3.23 Segment information:
Primary segment - Business segments

	Year ended 31st March, 2016				Year ended 31st March, 2015					
	Investment activities	Investment Brokerage Services	Rental Services	Eliminations	Total	Investment activities	Investment Brokerage Services	Rental Services	Eliminations	Total
A. REVENUE										
1. External revenue	-	105,640	1,500,000	-	1,605,640	-	47,418	1,500,000	-	1,547,418
2. Interest income	-	1,153,330	-	-	1,153,330	-	1,166,288	-	-	1,166,288
Segment revenue					2,758,970					2,713,706
B. RESULTS										
1. Segment result	(3,126,714)	(39,815)	1,500,000	-	(1,666,529)	(2,706,036)	1,500,000	-	-	(1,871,049)
2. Unallocable income net of unallocable expenses	-	-	-	-	281,385	-	-	-	-	754,061
3. Profit before tax	-	-	-	-	(1,385,144)	-	-	-	-	(1,116,987)
4. Provision for taxation	-	-	-	-	151,034	-	-	-	-	(190,621)
Profit/(Loss) after tax					(1,536,178)					(926,366)
C. OTHER INFORMATION										
1. Segment assets	75,872,629	31,327,622	47,655,365	-	154,855,616	76,763,073	31,446,063	47,655,365	-	155,864,501
2. Goodwill on consolidation	-	-	-	-	-	-	-	-	-	-
3. Investments	-	-	-	-	-	-	-	-	-	-
4. Unallocable assets	-	-	-	-	16,752,405	-	-	-	-	17,315,164
Total assets					171,608,021					173,179,665
1. Segment liabilities	321,113	137,620	-	-	458,733	414,225	177,525	-	-	591,750
2. Unallocable corporate liabilities	-	-	-	-	889,977	-	-	-	-	792,426
Total liabilities					1,348,710					1,384,176
1. Cost incurred during the period to acquire the Segment assets	88,200	17,100	-	-	105,300	18,200	164,600	-	-	182,800
2. Depreciation and amortisation expenses (to the extent allocable to segment)	87,435	60,706	-	-	148,141	406,997	148,141	-	-	555,138
3. Non cash Expenses other than depreciation/amortisation	3,039,279	84,749	-	-	3,124,028	1,544,977	564,290	-	-	2,109,267

Note: The Company caters to the needs of domestic market only and hence there are no reportable geographical segments.

Type of services in each business segment:

Investment activities : Activities relates to Investments Business.

Investment brokerage : Activities relates to Stock Broking Business.

Rental : Activities relates to renting of residential flat.

3.24 Pursuant to the enactment of the 2013 Act, the Company has, effective 1st April 2014, reviewed and revised the estimated useful life of its fixed assets, in accordance with the provisions of Schedule II to the 2013 Act. The carrying amount of the assets as on that date has been depreciated over the remaining useful life of the assets as per Schedule II of the 2013 Act. Consequently, depreciation for the year is higher by ₹ Nil (previous year ₹ 1,69,781). Further, an amount of ₹ Nil (previous year ₹ 8,03,125) (net of deferred tax) has been recognized in the Surplus balance in the statement of profit and loss under Reserve and Surplus, where the remaining useful life of such assets is ₹ Nil as at 1st April, 2014 in line with the provisions of Schedule II to the Act.

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

For and on behalf of the Board of Directors
G Jeevanantham
Executive Director

Bipin Agarwal
Director

Vinod V. Mashru
Executive Director & CFO

Mumbai : 25th May, 2016

IIT INSURANCE BROKING AND RISK MANAGEMENT LIMITED
CIN: U67190MH2008PTC187076

BOARD OF DIRECTORS	:	Mr. Bipin Agarwal - <i>Chairman</i> Mr. Venkatesan Narayanan
BANKERS	:	Axis Bank Limited
AUDITORS	:	M/s Desai & Kinare
REGISTERED OFFICE	:	14E Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai 400 001. Tel: 022- 43250100 Email address: infomumbai@iitinsurance.com Website: www.iitinsurance.com
BRANCHES (as on 31.03.2016)	:	Mumbai, Delhi, Jaipur, Lucknow, Patna, Raipur

**DIRECTORS' REPORT**

To
The Members,

Your Directors are pleased to present the Eighth Annual Report of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2016.

Financial Performance

The summarized standalone results of your Company are given in the table below.

₹ in Lakhs

Particulars	Financial Year ended	
	31/03/2016	31/03/2015
Total Income	100.62	197.44
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(78.34)	(66.36)
Finance Charges	70.06	55.79
Depreciation	47.34	57.87
Provision for Income Tax (including for earlier years)	-	-
Deferred Tax	1.03	6.54
Net Profit/(Loss) After Tax	(196.77)	(186.56)
Profit/(Loss) brought forward from previous year	326.84	517.22
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life	-	3.82
Profit/(Loss) carried to Balance Sheet	130.06	326.84

Note: Previous year figures have been regrouped / rearranged wherever necessary.

Results of operations and state of Company's affairs

The Company's revenue of operations for the financial year ended March 31, 2016 was ₹ 100.21 lakhs as compared to the revenue of ₹ 197.44 lakhs during the previous year. The Company incurred a net loss of ₹ 196.77 lakhs as against the net loss of ₹ 186.56 lakhs during the previous year due to decline in business.

Business Overview

The Company had filed an application with Insurance Regulatory and Development Authority of India (IRDAI) for renewal of the Direct Broker License for Category (Life) in September 2015.

IRDAI vide its Letter dated January 05, 2016 granted Renewal of Direct Insurance Brokers License under Certificate of Renewal of License No. 398 for a period of three years with effect from October 20, 2015 to October 19, 2018.

During the year under review, an additional branch was opened and one branch was closed. The total number of operational offices at the year end stood at 6 and had 28 employees on its pay roll.

Material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company

There were no material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company.

Dividend

In view of losses suffered by the Company, your Directors do not recommend any dividend for the year under review.

Change in Capital Structure

During the year under review, there was no change in the Capital Structure of the Company.

As on March 31, 2016, the issued, subscribed and paid up share capital of your Company stood at ₹ 2,50,00,000/-, comprising 25,00,000 Equity shares of ₹ 10/- each.

Subsidiary, Associate and Joint Ventures

As on March 31, 2016, the Company had no subsidiary / joint ventures / associate companies.

Internal financial controls

The Company has in place adequate financial controls with reference to financial statements. The Internal financial controls commensurate with the size and nature of business of the Company. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return is appended as Annexure 1.

Directors

There was no change in Directorship during the year under review.

In accordance with the provisions of the Companies Act, 2013, Mr. Venkatesan Narayanan, retires by rotation and being eligible, offers himself for re-appointment, which your Directors consider to be in the interest of the Company.

Meetings of the Board

During the financial year ended March 31, 2016, the Board met 4 (Four) times on May 30, 2015, August 04, 2015, November 06, 2015 and January 28, 2016. The attendance of the Directors who attended the Board meetings is as follows:

Name of the Director	No. of meetings attended
Mr. Bipin Agarwal	4
Mr. Venkatesan Narayanan	4

Audit Committee

The Board constituted the Audit Committee on July 21, 2009. It was last reconstituted on May 30, 2015 comprising of Mr. Bipin Agarwal and Mr. Venkatesan Narayanan as members. During the year under review, four meetings of the Audit Committee were held.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, make following statements that:

- In preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- Such accounting policies have been selected 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 as at March 31, 2016 and loss of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on a going concern basis;
- The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**Particulars of Loans given, Investments made, Guarantees given and Securities provided**

There were no loans given, investments made, guarantees given or securities provided by the Company which fall within the ambit of Section 186 of the Companies Act, 2013.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy: Not Applicable

(B) Technology absorption: Not Applicable

(C) Foreign exchange earnings and Outgo: The Company had no foreign exchange earnings and outgo during the financial year.

Risk Management

The Board of Directors manages and monitors the principal risks and uncertainties from time to time that can impact the ability to achieve the Company's strategic objectives.

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which was approved by the Board.

The report on CSR activities is annexed as **Annexure 2** to this Report.

Auditors and Auditors' Report

The members had at the Annual General Meeting held on August 30, 2014, approved the appointment of M/s Desai & Kinare, Chartered Accountants (Firm Registration No. 119575W) as Statutory Auditors of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company to be held in the year 2019.

Pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointment needs to be ratified by the members at the forthcoming Annual General Meeting on September 16, 2016. Accordingly, the Board of Directors recommends to the shareholders the ratification of appointment of M/s Desai & Kinare, Chartered Accountants, as the Statutory Auditors of the Company for the financial year ending on March 31, 2017.

A certificate from M/s Desai & Kinare, Chartered Accountants that their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013 has been obtained.

In regard to observations/reservations in the Auditor's Report read together with Report on Internal Financial Controls, the relevant notes on the accounts are self-explanatory. However, your Directors wish to offer the following additional information/explanations to the Auditor's Report on the observations made by them:

- With regard to the observations made in the Auditor's Report under Point No. 4.B.(vi), your Directors state that the Company had inadvertently exceeded more than 25 percent of renewal of insurance business with Future Generali India Life Insurance Company Limited, which is an insurance company within the promoter group.

Related party transactions

During the year, there were no new Related Party Transactions as well as no materially significant Related Party Transactions.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Significant and material orders passed by the regulators

During the period under review, there were no significant and material orders passed by the regulators/ courts or tribunals that would impact going concern status of the Company and its future operations.

Particulars of Employees as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Being an unlisted company, provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company.

Public Deposits

During the year under review, the Company has not accepted any deposits from the public.

Disclosures under Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

In accordance of the provisions of the Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, Internal Complaints Committee (ICC) has been set up to redress complaints. ICC has not received any complaints during the financial year 2015-2016.

Acknowledgements

Your Directors wish to place on record their immense appreciation for the assistance and co-operation received from the Insurance Regulatory and Development Authority of India, Insurance Companies, Banks, Financial Institutions and other Statutory / Regulatory authorities.

Your Directors appreciate the support received from policy holders and intermediaries.

Your Directors wish to place on record their sincere appreciation for the contribution, commitment and dedicated efforts put in by employees.

On behalf of the Board of Directors

Bipin Agarwal
Chairman
(DIN: 00001276)

Place : Mumbai
Date: August 08, 2016

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

of

IIT INSURANCE BROKING AND RISK MANAGEMENT PRIVATE LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U67190MH2008PTC187076
ii)	Registration Date:	25.09.2008
iii)	Name of the Company	IIT INSURANCE BROKING AND RISK MANAGEMENT PRIVATE LIMITED
iv)	Category/ Sub-Category of the Company	Private Company / Limited by shares
v)	Address of the Registered office and contact details	Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001 Maharashtra Tel: 022-43250100; Fax: 022-22651105 Email: infomumbai@iitinsurance.com
vi)	Whether shares listed on recognized Stock Exchange(s) - Yes/No	No
vii)	Name, Address and contact details of Registrar and Transfer Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Activities of insurance agents and brokers	66220	99.60

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable section
1	Industrial Investment Trust Limited Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001.	L65990MH1933PLC001998	Holding	100%	2(46)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	2	2	0.00	0	2	2	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	2499998	2499998	100.00	0	2499998	2499998	100.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- total (A) (1)	0	2500000	2500000	100.00	0	2500000	2500000	100.00	0.00
2. Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Body Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	2500000	2500000	100.00	0	2500000	2500000	100.00	0.00



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non- Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Bodies Corp	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individuals Shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) Individual Shareholders holding nominal capital in excess of ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Non Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs									
i. Promoter and Promoter group	0	0	0	0.00	0	0	0	0.00	0.00
ii. Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total C:-	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	2500000	2500000	100.00	0	2500000	2500000	100.00	0.00

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Industrial Investment Trust Limited	2499998	99.9998	0.00	2499998	99.9998	0.00	0.00
2	Bipin Agarwal	1	0.0001	0.00	1	0.0001	0.00	0.00
3	Swaran Singh	1	0.0001	0.00	1	0.0001	0.00	0.00



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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
1	Industrial Investment Trust Limited	2499998	99.9998	2499998	99.9998
2	Bipin Agarwal	1	0.0001	1	0.0001
3	Swaran Singh	1	0.0001	1	0.0001
	Total	2500000	100.00	2500000	100.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	There is no change in the total shareholding of promoters between 01.04.2015 to 31.03.2016			
	At the End of the year	2500000	100.00	2500000	100.00

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	For Each of the Top 10 Shareholders				
1	NIL	NIL	N.A.	NIL	N.A.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
DIRECTORS:					
1	Bipin Agarwal				
	At the beginning of the year	1	0.0001	1	0.0001
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No Change	N.A.	0	0.00
	At the End of the year	1	0.0001	1	0.0001
2	Venkatesan Narayanan				
	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No Change	N.A.	Nil	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.
KEY MANAGERIAL PERSONNEL:					
1	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	N.A.	Nil	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	39,171,000	9,500,000	-	48,671,000
ii) Interest due but not paid	397,645	251,507	-	649,152
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	39,568,645	9,751,507	-	49,320,152
Change in Indebtedness during the financial year				
* Addition	-	22,300,000	-	22,300,000
* Reduction	(9,996,000)	-	-	(9,996,000)
Net Change	(9,996,000)	22,300,000	-	12,304,000
Indebtedness at the end of the financial year				
i) Principal Amount	29,175,000	31,800,000	-	60,975,000
ii) Interest due but not paid	280,558	1,033,789	-	1,314,347
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	29,455,558	32,833,789	-	62,289,347

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
1	Gross salary	
	a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	NIL
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	NIL
	c) Profits in lieu of salary under section 17(3) of Income -tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission	
	as % of profit	NIL
	others, specify	NIL
5	others, please specify	NIL
	Total (A)	NIL
	Ceiling as per the Act	N.A.



B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Bipin Agarwal	Venkatesan Narayanan	
1	Independent Directors			
	Fee for attending board committee meetings	--	90,000	90,000
	Commission	--	--	--
	Others, please specify	--	--	--
	Total (1)	--	90,000	90,000
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	90,000	--	90,000
	Commission	--	--	--
	Others, please specify	--	--	--
	Total (2)	90,000	--	90,000
	Total (B)=(1+2)	90,000	90,000	1,80,000
	Total Managerial Remuneration			1,80,000
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	Gross Salary	Not Applicable	Not Applicable	Not Applicable
	a) Salary as per provisions contained in Section 17(1) of the Income -Tax Act, 1961			
	b) Value of perquisites u/s 17(2) of Income -tax Act, 1961			
	c) profits in lieu of salary under section 17(3) of Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission as % of profit others, specify			
5	Others, please specify			
	Total			

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

On behalf of the Board of Directors

Bipin Agarwal
Chairman
(DIN: 00001276)

Mumbai:
Date: August 08, 2016

REPORT ON CSR ACTIVITIES/ INITIATIVES
[Pursuant to Section 135 of the Act & Rules made thereunder]

1. A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy is provided in the table here below.

The Company will focus its efforts through programs designed in the domains of education, health and environment. The Company may also form its own Foundations / Trusts for carrying out socio-economic projects as approved by the Board or alternatively make contributions to its Associate Companies' Corporate Foundations / Trusts towards its corpus for projects approved by the Board.

A Company may also collaborate with group companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs in accordance with the prescribed CSR Rules.

The Board level Corporate Social Responsibility Committee (CSR Committee) of the Company shall be responsible for monitoring the CSR Policy from time to time. The CSR Committee shall approve and recommend to the Board, the projects or programs to be undertaken, the modalities of execution and implementation schedule from time to time.

Further, to ensure that there is focus and maximum impact, the CSR Committee will endeavor to work on selected projects over a longer period of time so as to ensure that the outcomes of the projects can be measured.

Details of the policy can be viewed on the following weblink.

Weblink : <http://iitiinsurance.com/Insurance/AboutUs.aspx>

2. The composition of the CSR Committee :

Mr. Bipin Agarwal
Mr. Venkatesan Narayanan

3. Average Net Profit of the company for last 3 financial years : ₹ 29,505,147/-

4. Prescribed CSR expenditure (2% of the amount) : ₹ 590,103/-

5. Details of CSR activities/projects undertaken during the year:

- a) total amount to be spent for the financial year : ₹ 590,103/-

- b) amount un-spent, if any : ₹ 590,103/-

- c) manner in which the amount spent during financial year, is detailed below :

1	2	3	4	5	6	7	8
Sr. No	CSR project / activity identified	Sector in which the Project is covered	Projects/ Programmes 1. Local area/others- 2. Specify the state / district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme <u>Sub-heads:</u> 1. Direct expenditure on project/ programme, 2. Overheads:	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency
				₹ in lacs	₹ in lacs	₹ in lacs	
-	-	-	-	-	-	-	-

6. Reasons for not contributing funds towards CSR activity:

Due to business losses during the financial year 2015-2016 and liquidity constraints, the Company is unable to make its contribution of Rs.590,103/- towards CSR activities. The Company has also borrowed unsecured loans from its Holding Company to meet its working capital requirements and has other loan obligations.

7. In view of the above mentioned, the Company could not contribute any amount towards the CSR activities.

Venkatesan Narayanan
Director

Bipin Agarwal
Chairman of CSR Committee

Mumbai:
Date: August 08, 2016

**INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF IIT INSURANCE BROKING AND RISK MANAGEMENT PRIVATE LIMITED**

We have audited the accompanying financial statements of **IIT Insurance Broking & Risk Management Pvt. Ltd.** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

1. 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 internal 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.

2. 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 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

3. 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:

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

4. Report on Other Legal and Regulatory Requirements:

A. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the

Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- B. As required by section 143(3) of the Act, we report that:
- we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - 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 and with the returns received from branches not visited by us;
 - in our opinion, the aforesaid Balance Sheet, Statement of Profit and Loss, and 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;
 - on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
 - As per Regulation 26(2) of The IRDA (Insurance Brokers) Regulation 2013, Insurance Broker promoted by Corporate House having insurance Company within their group, not more than 25 percent of the insurance handled by the broker shall be placed with the Insurance Company within the promoter group.
During the year the company has handled renewal insurance business of more than 25 percent with Future Generali India Life Insurance Company Limited. which is an insurance company within the promoter group.
 - 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"
- C. As required by regulation 29(6) of the IRDA (Insurance Brokers) Regulations, 2013 and subject to para 4 above, we certify that all other regulations have been complied with by the Company.
- D. With respect to the Other matters to be included in the Auditors'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 explanation given to us:
- the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Desai & Kinare**
Chartered Accountants

CA. Shashikant Desai
Partner
M.No 034105

Place: Mumbai
Date : 25th May 2016

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situations of its fixed assets;
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a service provider, primarily rendering insurance broking services. Accordingly it does not hold any physical inventories. Thus paragraph 3(ii) of the order is not applicable.
- (iii) As explained to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013;
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans and investments.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of

excise, service tax and value added tax have not been deposited by the Company on account of disputes:

Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved
Income Tax	Commissioner of Income Tax Appeals	Ay 2012-13	Rs 1,62,01,310

- (viii) Based on our audit and as explained to us, we are of the opinion that the Company has not defaulted in repayment of dues to any bank or financial institution;
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for any managerial remuneration.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Desai & Kinare**
Chartered Accountants

CA Shashikant Desai
Partner
M. No. 034105

Place : Mumbai
Date : 25th May 2016

Annexure - B to the Auditors' 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 IIT Insurance Broking & Risk Management Private Limited ('the Company') as of 31st March 2016 in conjunction with our audit of 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 (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 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 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered accountants of India.

For Desai & Kinare
Chartered Accountants

CA Shashikant Desai
Partner
M. No. 034105

Place : Mumbai
Date : 25th May 2016



BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	25,000,000	25,000,000
Reserves and surplus	3	18,561,076	38,238,576
		43,561,076	63,238,576
Non-current liabilities			
Long Term Provisions	4	388,105	686,715
Long Term Borrowings	5	19,179,000	29,175,000
		19,567,105	29,861,715
Current liabilities			
Short-term borrowings	6	31,800,000	9,500,000
Trade payables	7	1,284,600	1,358,840
Other current liabilities	8	11,526,180	10,824,246
		44,610,780	21,683,086
TOTAL		107,738,961	114,783,377
ASSETS			
Non-current assets			
Fixed assets	9		
(i) Tangible		87,188,897	91,838,088
(ii) Intangible		98,802	156,740
Deferred Tax asset (net)	10	3,355,098	3,458,498
Long-term loans and advances	11	12,618,912	12,124,871
Other Non-Current assets	12	2,000,000	2,420,287
		105,261,709	109,998,484
Current assets			
Trade receivables	13	826,073	1,192,300
Cash and cash equivalents	14	1,122,804	2,377,443
Short-term loans and advances	15	459,480	672,182
Other current assets	16	68,895	542,968
		2,477,252	4,784,893
TOTAL		107,738,961	114,783,377

See accompanying notes (1 to 29) forming part of the financial statements

In terms of our report attached. For and on behalf of the Board of Directors
For M/S Desai & Kinare
Chartered Accountants

SHASHIKANT DESAI Partner
M No. : 34105
FRN: 119575W

BIPIN AGARWAL VENKATESAN NARAYANAN Director
Director

Mumbai : 25th May, 2016

Mumbai : 25th May, 2016

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

Particulars	Note No.	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Revenue from operations	17	10,021,113	19,744,224
Other income	18	40,505	-
Total Revenue		10,061,618	19,744,224
Employee benefits expense	19	10,417,340	16,290,610
Finance Cost	20	7,005,603	5,578,908
Depreciation expense	9	4,734,099	5,786,943
Other expenses	21	7,478,676	10,089,640
Total expenses		29,635,718	37,746,101
Loss before tax		(19,574,100)	(18,001,877)
Tax expense:			
- Deferred tax		103,399	654,437
		103,399	654,437
Loss for the year		(19,677,499)	(18,656,314)

Earnings Per Share:

Basic and diluted	(7.87)	(7.46)
Nominal Value per equity share (₹)	10.00	10.00

See accompanying notes (1 to 29) forming part of the financial statements

In terms of our report attached. For and on behalf of the Board of Directors
For M/S Desai & Kinare
Chartered Accountants

SHASHIKANT DESAI Partner
M No. : 34105
FRN: 119575W

BIPIN AGARWAL VENKATESAN NARAYANAN Director
Director

Mumbai : 25th May, 2016

Mumbai : 25th May, 2016

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

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (Loss) before tax	(19,574,100)	(18,001,877)
Adjustments for:		
Depreciation on fixed assets	4,734,099	5,786,943
Loss on sale of fixed asset	-	538,987
Interest income	-	(478,661)
Other income	(40,505)	-
Interest paid on Loan	7,005,603	5,578,908
Operating loss before working capital changes	(7,874,903)	(6,575,700)
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	366,227	5,418,183
Short-term loans and advances	212,703	1,571,586
Long term loans and advances	517,722	(285,881)
Other non-current assets	934,865	-
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(74,240)	753,437
Other current liabilities	36,737	(881,492)
Long-term provisions	(298,610)	(2,132,981)
Cash flow from operations	(6,179,499)	(2,132,848)
Direct taxes Paid	(1,011,762)	(1,997,803)
Net Cash flow from / (used in) operating activities	(7,191,261)	(4,130,651)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(26,970)	(50,088)
Interest received	-	364,832
Proceeds from Sale of Fixed assets	-	617,289
Net cash flow from / (used in) investing activities	(26,970)	932,033
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Loan	(9,996,000)	(9,996,000)
Loan taken from Holding Company	22,300,000	9,500,000
Interest paid on Loan	(4,019,297)	(5,432,225)
Interest paid on Loan to Holding Company	(2,321,111)	-
Net cash flow from / (used in) financing activities	5,963,592	(5,928,225)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(1,254,639)	(9,126,843)
As at the commencement of the year	2,377,443	11,504,286
As at end of the year	1,122,804	2,377,443

Note:

1. Sale of services mainly Insurance products is the principal business activities of the Company and therefore the cash flow relating to them is included under operating activities.
2. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements.
3. Previous year figures have been regrouped wherever necessary.

As per our report of even date
For M/S Desai & Kinare
Chartered Accountants

SHASHIKANT DESAI
Partner
M No. : 34105
FRN: 119575W

Mumbai : 25th May, 2016

For and on behalf of the Board of Directors

BIPIN AGARWAL
Director

VENKATESAN NARAYANAN
Director

Mumbai : 25th May, 2016

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016****1 Significant Accounting Policies****1.1 Corporate Information**

IIT Insurance Broking and Risk Management Private Limited is a private limited company incorporated under the provisions of the Companies Act, 1956 with its registered head office situated at Mumbai. The company holds license from the 'Insurance Regulatory and Development Authority' (IRDA) of India (License No. 398) to operate as Direct Insurance Broker. The Company is a part of the 'Industrial Investment Trust Group'.

1.2 Significant Accounting Policies**(A) Basis of accounting:**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(B) Use of Estimates:

The preparation of the financial statements is in conformity with the Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(C) Revenue Recognition:

- (a) Commission and brokerage is accounted as income on the date of issue of the prime documents by the insurance Company, except where there are material installments, in which case the brokerage is booked on the due date of the installment.
- (b) Adjustments to brokerage arising from premium additions, reductions and renewal directly deposited by the client are taken into account as and when they are known.
- (c) Interest income is accounted for on an accrual basis.

(D) Fixed Assets:

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)**(E) Depreciation:**

- (a) Depreciation on tangible fixed assets has been provided on the written down value basis as per the useful life prescribed in Schedule II to the 2013 Act. The Carrying amount of assets, as on the date of Schedule II of the 2013 Act, comes into effect, are depreciated over the remaining useful life of the assets & after retaining residual value, balance amounts of assets are recognised in the opening balance of retained earning where the life of the assets are nil.
- (b) Depreciation on additions to fixed assets is provided for the full year irrespective of the date of addition. No depreciation is provided on deletions to fixed assets in the year of sale.

(F) Taxation:

Tax expense comprises current and deferred tax. Current tax is measured at the amount expected to be paid to the income tax authorities in accordance with the Income-tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and tax laws enacted or substantially enacted at the Balance Sheet date.

Deferred tax assets, other than on carried forward losses and unabsorbed depreciation are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

(G) Provisions and contingencies:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

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

(H) Operating Lease:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(I) Employee benefits:

(a) Short term employee benefits:

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

(b) Long term employee benefits:

1. Defined Contribution Plan:

The eligible employees of the Company are entitled to receive post employment benefits in respect of provident and family pension fund, in which both employees and the Company makes monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). The contributions are made to Employees Provident Fund Organisation. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Company has no further obligation beyond making the contribution. The Company's contributions to Defined Contribution Plan are charged to Statement of Profit and Loss as incurred.

2. Defined Benefit Plans:

i. Gratuity

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

ii. Compensated absences

The Company provides for the encashment of leave or leave with pay subject to certain rules. The Employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The Company makes provision for compensated absences based on an actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

(J) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.



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

2 Share Capital

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Authorised		
5,000,000 (previous year 5,000,000) Equity shares of ₹ 10 each	50,000,000	50,000,000
Issued, subscribed and paid-up:		
2,500,000 (previous year 2,500,000) Equity shares of ₹10 each fully paid-up	25,000,000	25,000,000
Total	25,000,000	25,000,000

a) Rights, preferences and restrictions attached to equity shares

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

b) Shares held by holding company

The entire equity share capital is held by Industrial Investment Trust Limited, the Holding Company including its nominee.

c) Equity shares held by each shareholder holding more than 5 percent equity shares in the Company are as follows

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Industrial Investment Trust limited	2,500,000	100.00	2,500,000	100.00

d) There is no movement in the number of shares in current as well as previous year.

e) The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

3 Reserves and Surplus

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Surplus balance in Statement of Profit and Loss		
Opening Balance	32,683,657	51,721,620
Less: Depreciation on transition to Schedule II of Companies Act, 2013 on fixed assets with nil remaining useful life	-	(381,649)
Add: Loss for the Year	(19,677,499)	(18,656,314)
Closing Balance	13,006,157	32,683,657
General Reserve		
Opening Balance	5,554,919	5,554,919
Add: Transfer from Surplus in the statement of Profit and Loss	-	-
Closing Balance	5,554,919	5,554,919
	18,561,076	38,238,576

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

4 Long Term Provisions

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Provision for employee benefits - Compensated absences	388,105	686,715
Total	388,105	686,715

5 Long Term Borrowings

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Loan from Axis Bank Ltd	29,175,000	39,171,000
Less: Current maturities of long term debt (see note 8)	9,996,000	19,179,000
Total	19,179,000	29,175,000

Note:

Details of terms of repayment and security provided:

Particulars	Terms of Repayment	Security provided
Axis Bank Ltd.	59 Equated Monthly Installments (EMI) each of Rs. 833,333 & last installment of Rs. 853,000; Number of Installments outstanding as at 31st March, 2016: 35 (As at 31st March 2015: 47)	Secured by equitable mortgage on Immovable Property.

6 Short Term Borrowings

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Loan from holding Company	31,800,000	9,500,000
Total	31,800,000	9,500,000

7 Trade Payables

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Expenses Payables	1,284,600	1,358,840
Total	1,284,600	1,358,840

8 Other current liabilities

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Current maturities of long term borrowings	9,996,000	9,996,000
Interest accrued and due	1,314,347	649,152
Duty and taxes Payable	215,833	179,094
Total	11,526,180	10,824,246



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

9 Fixed assets - Tangible

(₹)

ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK
	As at 1st April, 2015	Additions	Disposals	As at 31st March, 2016	As at 1st April, 2015	On disposal	Transition adjustment recorded against Surplus/Deficit in the statement of profit & loss under Reserves and Surplus	For the period	As at 31st March, 2016	As at 31st March, 2016
Computers	6,130,289	8,770	-	6,139,059	5,832,200	831	5,884	16,137	5,841,622	297,437
	(7,388,752)	-	(1,258,463)	(6,130,289)	(6,531,552)	(1,161,823)	(290,974)	(171,497)	(5,832,200)	(298,089)
Car	-	-	-	-	-	-	-	-	-	-
	(928,310)	-	(928,310)	-	(418,455)	(418,455)	-	-	-	-
Furniture	1,352,486	-	-	1,352,486	820,756	-	-	137,718	958,474	394,012
	(2,440,530)	-	(1,088,044)	(1,352,486)	(1,358,862)	(775,970)	-	(237,864)	(820,756)	(531,730)
Office equipment	1,417,493	16,000	-	1,433,493	1,161,658	-	(1,482)	153,676	1,316,816	116,677
	(1,945,982)	(50,088)	(578,577)	(1,417,493)	(883,868)	(341,270)	-	(619,060)	(1,161,658)	(255,835)
Building	100,363,520	-	-	100,363,520	9,611,086	-	-	4,371,663	13,982,749	86,380,771
	(100,363,520)	-	-	(100,363,520)	(5,018,176)	-	-	(4,592,910)	(9,611,086)	(90,752,434)
Total	109,263,788	24,770	-	109,288,558	17,425,700	831	4,402	4,679,194	22,099,661	87,188,897
Previous year	(113,067,094)	(50,088)	(3,853,394)	(109,263,788)	(14,210,913)	(2,697,518)	(290,974)	(5,621,331)	(17,425,700)	(91,838,088)

Fixed assets - Intangible

(₹)

ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK
	As at 1st April, 2015	Additions	Disposals	As at 31st March, 2016	As at 1st April, 2015	On disposal	Transition adjustment recorded against Surplus/Deficit in the statement of profit & loss under Reserves and Surplus	For the period	As at 31st March, 2016	As at 31st March, 2016
Computer Softwares	1,662,799	2,200	-	1,664,999	1,506,059	-	-	60,138	1,566,197	98,802
	(1,739,312)	-	(76,513)	(1,662,799)	(1,325,885)	(76,113)	(90,675)	(165,612)	(1,506,059)	(156,740)
Total	1,662,799	2,200	-	1,664,999	1,506,059	-	-	60,138	1,566,197	98,802
Previous year	(1,739,312)	-	(76,513)	(1,662,799)	(1,325,885)	(76,113)	(90,675)	(165,612)	(1,506,059)	(156,740)

Figure stated in brackets pertain to the previous year

10 Deferred Tax assets

Nature of timing difference	Deferred tax assets/ (liabilities) As at 31st March, 2015	(Charge)/ credit for the current year	Deferred tax assets/ (liabilities) As at 31st March, 2016
	₹	₹	₹
Deferred tax liabilities:			
Depreciation	1,225,348	(11,130)	1,214,218
Deferred tax assets:			
Disallowances under Section 43B of the Income Tax Act, 1961	212,195	(92,271)	119,924
Provision for Bad and Doubtful Debts	2,020,955	(-)	2,020,955
Net Amount	3,458,498	(103,399)	3,355,098

11 Long-term loans and advances

(considered good, unless otherwise stated)

Particulars	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
Unsecured:		
Security deposits	817,255	1,123,935
Advance payment of income tax [net of provision for tax ₹ 43,514,691 (as at 31st March, 2015 ₹ 35,865,720)]	11,726,817	10,715,055
Debit balance in gratuity fund	74,840	285,881
Total	12,618,912	12,124,871



NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

12 Other Non-Current Assets

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Bank Deposit with more than 12 months maturities (See Note 24)	2,000,000	2,420,287
Total	2,000,000	2,420,287

13 Trade receivables

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Unsecured Considered good		
Outstanding for a period more than six months	157,594	50,580
Others	668,479	1,141,720
Doubtful		
Outstanding for a period more than six months	6,540,307	6,540,307
	7,366,380	7,732,607
Less: Provision for doubtful debts	6,540,307	6,540,307
Total	826,073	1,192,300

14 Cash and cash equivalents

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Cash and cash equivalents (As per AS 3 Cash Flow Statements)		
Cash on hand	16,654	13,394
Balances with banks		
- In current accounts	1,106,150	1,164,049
- In fixed deposit accounts with original maturity upto 3 months	-	1,200,000
Total	1,122,804	2,377,443

15 Short-term loans and advances (Unsecured, considered good unless otherwise stated)

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Balances with government authorities		
Service Tax credit receivable	80,642	28,893
Prepaid expenses	355,923	601,742
Advances to others	22,915	41,547
Total	459,480	672,182

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

16 Other current assets (Unsecured, considered good unless otherwise stated)

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Interest accrued but not due		
- Bank deposits	68,896	542,968
Total	68,896	542,968

17 Revenue from operations

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Brokerage on Insurance Service	9,800,503	19,265,563
Other operating income	220,610	478,661
Total	10,021,113	19,744,224

18 Other Income

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Liability written off	40,505	-
Total	40,505	-

19 Employee benefits expense

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Payments to and provisions for employees:		
Salaries and Wages	9,099,725	14,968,387
Contribution to provident and other funds	748,594	154,639
Staff welfare expenses	569,021	1,167,584
Total	10,417,340	16,290,610

20 Finance Cost

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Interest on Loan paid to Holding Company	3,103,393	327,534
Interest on Loan paid to bank	3,902,210	5,251,374
Total	7,005,603	5,578,908

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)****21 Other Expenses**

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Travelling and conveyance	983,504	1,559,162
Communication expenses	694,280	1,100,833
Insurance	340,119	303,254
Rent including lease rentals	2,560,837	3,176,484
Rates and taxes	195,755	177,740
Legal and Professional Fees	180,976	254,230
<u>Repairs and Maintenance:</u>		
-Buildings	839,494	1,241,963
-Computers	372,976	432,514
-Office equipment	10,250	19,000
-Others	-	19,736
	1,222,720	1,713,213
Electricity charges	463,801	551,915
Directors' fees	180,000	160,000
Printing and stationery	45,492	69,236
Business promotion	-	12,377
Payment to auditors	235,000	235,000
Bank Charges	22,746	26,751
Loss on fixed assets written off	-	538,987
Fees to Insurance Regulatory and Development Authority	112,000	115,000
Penalty paid to Insurance Regulatory and Development Authority	200,000	-
Miscellaneous expenditure	41,447	95,458
Total	7,478,676	10,089,640

22 Employees Benefits**(a) Defined Contribution Plan**

Contribution to defined contribution plan, recognised in the Statement of Profit and Loss under Contribution to provident fund and other funds in note 15 for the year are as under:

Particulars	31st March, 2016 ₹	31st March, 2015 ₹
Employer's contribution to Regional Provident Fund Commissioner	144,773	316,192
Employer's contribution to Family pension Fund	310,947	407,131
Employer's contribution to ESIC	65,275	160,396

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)**(b) Defined Benefit Plan**

	Gratuity	
	31st March, 2016 ₹	31st March, 2015 ₹
i Reconciliation of opening and closing balances of Defined Benefit Obligation		
Present value of Defined Benefit Obligation as at the beginning of the year	739,703	1,691,477
Interest Cost	59,176	135,318
Current Service Cost	141,479	212,065
Benefits paid	(522,886)	(315,277)
Net Actuarial (Gain) / Loss	95,237	(983,880)
Present value of Defined Benefit Obligation as at the end of the year	512,709	739,703
ii Reconciliation of fair value of Plan Assets		
Fair value of Plan Assets as at the beginning of the year	1,025,584	1,216,184
Actual return on Plan Assets	68,339	92,583
Net Actuarial Gain / (Loss)	-	-
Employer's Contribution	16,452	32,094
Benefits paid	(522,886)	(315,277)
Fair value of Plan Assets as at the end of the year	587,489	1,025,584

The Company expects to contribute ₹ 739,703/- to its Defined Benefit Gratuity plan during the annual period beginning after the Balance Sheet date.

The major categories of Plan Assets as a percentage of the fair value of total Plan Assets are as follows:

Bank Balance	0.00%	0.00%
Funds maintained with Life Insurance Corporation of India	100.00%	100.00%

Note: The Company is unable to obtain the details of major category of plan assets from the insurance company (Life Insurance Corporation of India) and hence the disclosure thereof is not made.

iii Net assets / (liabilities) recognised in the Balance Sheet

Present value of Defined Benefit Obligation	(512,709)	(739,703)
Fair value of Plan Assets	587,489	1,025,584
Net Asset /(liabilities) recognised in the Balance Sheet	74,780	285,881



NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

(b) Employees Benefit (contd.)	Particulars	Gratuity	
		31st March, 2016 ₹	31st March, 2015 ₹
iv	Components of Employer's Expenses		
	Current Service Cost	141,479	212,065
	Interest Cost	59,176	135,318
	Expected return on Plan Assets	(68,339)	(92,583)
	Net Actuarial Loss / (Gain)	95,237	(983,880)
	Total expense recognised in the Profit and Loss Account in Schedule "H" under: 'Contribution to provident and other funds'	227,553	(729,080)
	Actual return on Plan Assets	-	-
v	Actuarial Assumptions		
	Mortality Table	LIC (1994-96) (Ultimate)	
	Discount rate	8.00%	8.00%
	Expected rate of return on Plan Assets	NA	NA
	Salary escalation	7.00%	7.00%
vi	a. The estimates of rate of escalation in salary considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.		
	b. The discounting rate is considered based on market yield on government bonds having currency and terms consistent with the currency and terms of the post-employment benefit obligations.		
vii	Net assets / (liabilities) recognised in the Balance Sheet as at respective year ends and experience adjustment:		

Particulars	Gratuity		
	31st March, 2016 ₹	31st March, 2015 ₹	31st March, 2014 ₹
1. Present Value of Defined Benefit Obligation	512,709	739,703	1,691,477
2. Fair Value of Plan Assets	587,489	1,025,584	1,216,184
3. Funded Status [Surplus]	-	-	-
4. Net Asset	587,489	1,025,584	1,216,184
5. Experience adjustment arising on:			
a. Plan Liabilities (Gain)/ Loss	-	-	475,293
b. Plan Assets (Gain)/ Loss	74,780	285,881	-

viii The above information is as certified by the actuary and relied upon by the auditors.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

- 23 Considering the nature of business no separate information for segment disclosure required.
- 24 Amount in fixed deposits include ₹ 2,000,000 placed under lien with Insurance and Regulatory Development Authority of India.
- 25 Basic earnings per share have been calculated by dividing profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same. Values used in calculating earnings per share are as under:

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
(a) Profit/ (Loss) after tax (₹)	(19,677,499)	(18,656,314)
(b) Weighted average number of equity shares	2,500,000	2,500,000
(c) Basic and diluted, earnings per equity share (in ₹)	(7.87)	(7.46)

26 Contingent Liabilities:

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Claims against the Company not acknowledge as debt		
- Claims filed with District Consumer Dispute Redressal Forum*	594,510	594,510
- Disputed income-tax matters in appeal	16,201,310	-
	16,795,820	594,510

*Claims made by Insurance policy holders against the Insurance company. The Company was made a party as the policies were procured through IIT Insurance broking and Risk management private limited. The Company has no financial liability.

27 Related party disclosures:

- (a) Names of related parties and nature of related party relationship:

Holding Company:	Industrial Investment Trust Limited
Fellow Subsidiary Company:	IIT Investtrust Limited
	IITL Projects Limited
	IITL Marketing Management Private Limited
	IITL Corporate Insurance Services Private Limited
Entities over which the group has significant influence:	Future Generali India Life Insurance Company Limited



NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

27 Related party disclosures (Contd.)

(b) Transactions and year end balances

Sr. No.	Nature of transactions	Holding company	Fellow Subsidiaries	Entities over which the group has significant influence
(I)	Volume of transactions:			
(i)	Loans taken: -Industrial Investment Trust Limited	22,300,000 (9,500,000)	- -	- -
(ii)	Interest on loan -Industrial Investment Trust Limited	3,113,285 (327,534)	- -	- -
(iii)	Brokerage received during the period - Future generali India Life Insurance Company Limited	- -	- -	7,805,192 (16,781,349)
(II)	Balances at year-end			
(A)	Amount payable as at year-end -Industrial Investment Trust Limited	32,833,789 (9,831,275)	- -	- -
(B)	Amount receivable as at year-end - Future generali India Life Insurance Company Limited	- -	- -	435,297 (706,048)

Above disclosures exclude related party transactions in the nature of reimbursements.

Figure stated in brackets pertain to the previous year

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

28 The details of Corporate Social Responsibility (CSR) expenditure are as below:

(a) Gross amount of ₹ 590,103/- was required to be spent by the Company during the year.

(b) Amount spent during the year on:

₹

	Particulars	Paid	Yet to be paid	Total
(i)	Construction/acquisition of any asset	-	-	-
		(-)	(-)	(-)
(ii)	On purposes other than (i) above	-	-	-
		(-)	(-)	(-)

Figures in brackets are for the previous year.

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

For and on behalf of the Board of Directors

BIPIN AGARWAL
Director

VENKATESAN NARAYANAN
Director

Mumbai : 25th May, 2016

IITL MARKETING MANAGEMENT PRIVATE LIMITED
(Formerly known as IIT Media and Entertainment Private Limited)
CIN: U74999MH2010PTC199226

BOARD OF DIRECTORS : Mr. Bipin Agarwal - *Chairman*
Dr. B. Samal

BANKERS : Axis Bank Limited

AUDITORS : M/s Desai & Kinare

REGISTERED OFFICE : 14E Rajabhadur Mansion, 2nd Floor,
28, Bombay Samachar Marg, Fort,
Mumbai 400 001.
Tel: 022- 43250100
Email address: iitlmmpl@iitlgroup.com

**DIRECTORS' REPORT**

To
The Members,

Your Directors are pleased to present the Sixth Annual Report of the Company, together with the Audited Statement of Accounts for the financial year ended March 31, 2016.

Financial Performance

The summarized standalone results of your Company are given in the table below.

₹ in Lacs

Particulars	Financial Year ended	
	Standalone	
	31/03/2016	31/03/2015
Total Income	0.83	-
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	0.50	(0.93)
Finance Charges	-	-
Depreciation	-	-
Provision for Income Tax (including for earlier years)	-	-
Deferred Tax	-	-
Net Profit/(Loss) After Tax	0.50	(0.93)
Profit/(Loss) brought forward from previous year	(15.46)	(14.53)
Profit/(Loss) carried to Balance Sheet	(14.96)	(15.46)

Note: Previous year figures have been regrouped / rearranged wherever necessary.

Results of operations and state of Company's affairs

The Company earned a revenue of ₹ 0.83 lakhs during the financial year ended March 31, 2016 against NIL in the previous year. The Company's net profit before tax is ₹ 0.50 lakhs during the year as against the loss of ₹ 0.93 lakhs incurred during the previous year.

Business Overview

In November 2014, the name of the Company was changed from IIT Media and Entertainment Private Limited to IITL Marketing Management Private Limited along with its object clause to carry on business of direct marketing, online marketing, multilevel marketing, network marketing and to provide high quality of services in hospitality, catering, tourism and products to clients and consumers.

The Company has yet not commenced any business and is scouting for making investment in some avenues in online marketing and others.

Material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company

There were no material changes and commitments occurred after the close of the year till date of this report which affects the financial position of the Company.

Dividend

In view of losses, the Board of Directors do not recommend any dividend for the year under review.

Change in Capital Structure

During the year under review, there was no change in the Capital Structure of the Company.

As on March 31, 2016, the issued, subscribed and paid up share capital of your Company stood at ₹ 15,00,000/-, comprising 1,50,000 Equity shares of ₹ 10/- each.

Subsidiary, Associate and Joint Ventures

As on March 31, 2016, the Company had no subsidiary / joint ventures / associate companies.

Internal financial controls

The Company has in place adequate financial controls with reference to financial statements. The Internal financial controls commensurate with the size and nature of business of the Company. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

Directors

Mr. R.S. Loona and Mr. B.C. Maheshwari resigned as Directors from the Board with effect from May 04, 2015 and January 28, 2016 respectively. The Board places on record, its appreciation for the valuable contributions made by them during their tenure as Director of the Company.

Meetings of the Board

During the financial year ended March 31, 2016, the Board met 4 (Four) times on May 30, 2015, August 04, 2015, November 06, 2015 and January 28, 2016. The attendance of the Directors who attended the Board meetings is as follows:

Name of the Director	No. of meetings attended
Bipin Agarwal	4
Dr. B. Samal	4
Mr. R.S. Loona [^]	0
Mr. B.C. Maheshwari*	3

[^] Mr. R.S. Loona resigned with effect from May 04, 2015

* Mr. B.C. Maheshwari resigned with effect from January 28, 2016

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, make following statements that:

- In preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- Such accounting policies have been selected 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 as at March 31, 2016 and loss of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on a going concern basis;
- The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

There were no loans given, investments made, guarantees given or securities provided by the Company which fall within the ambit of Section 186 of the Companies Act, 2013.



Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy: Not Applicable

(B) Technology absorption: Not Applicable

(C) Foreign exchange earnings and Outgo: The Company had no foreign exchange earnings and outgo during the financial year.

Risk Management

The Company has not commenced any business activity till date and hence does not anticipate any risk.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is appended herewith as **Annexure**.

Auditors and Auditors' Report

At the Annual General Meeting held on August 30, 2014, M/s Desai & Kinare, Chartered Accountants (Firm Registration No. 119575W), were appointed as statutory auditors of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company to be held in the year 2019.

The observations and comments given by the Auditors in their report read together with notes on financial statements are self explanatory and hence do not call for any further comments under Section 134 of the Act.

Related Party Transactions

During the year there were no new Related Party Transactions as well as no materially significant Related Party Transactions.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Significant and material orders passed by the regulators

During the period under review, there were no significant and material orders passed by the regulators/ courts or tribunals that would impact going concern status of the Company and its future operations.

Particulars of Employees and related disclosures

Being an unlisted company, provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company.

Public Deposits

During the year under review, the Company has not accepted any deposits from the public.

Corporate Social Responsibility (CSR)

Currently, the Company does not come within the ambit of Section 135 of the Companies Act, 2013. The Company has not formulated CSR Policy and has not undertaken any CSR activity. Hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

Disclosures under Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

In accordance with the provisions of the Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, Internal Complaints Committee (ICC) has been set up to redress complaints. ICC has not received any complaints during the financial year 2015-16.

Transfer of Amounts to Investor Education and Protection Fund

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

Acknowledgements

The Board gratefully acknowledges the support and goodwill extended by the Shareholders, Bankers and Creditors of the Company.

On behalf of the Board of Directors

Bipin Agarwal
 Chairman
 (DIN: 00001276)

Place : Mumbai
 Date: May 25, 2016

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016
of

IITL MARKETING MANAGEMENT PRIVATE LIMITED
(Formerly known as IIT Media and Entertainment Private Limited)

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U74999MH2010PTC199226
ii)	Registration Date:	22.01.2010
iii)	Name of the Company	IITL MARKETING MANAGEMENT PRIVATE LIMITED
iv)	Category/ Sub-Category of the Company	Private Company / Limited by shares
v)	Address of the Registered office and contact details	Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001 Maharashtra Tel: 022-43250100; Fax: 022-22651105 Email: iitlmmpl@iitlgroup.com
vi)	Whether shares listed on recognized Stock Exchange(s) - Yes/No	No
vii)	Name, Address and contact details of Registrar and Transfer Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Online Marketing	63999	--*

* The Company has not commenced any business till date.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	Industrial Investment Trust Limited Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001.	L65990MH1933PLC001998	Holding	100%	2(46)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	40	40	0.02	0	40	40	0.02	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	40	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	149960	149960	99.98	0	149960	149960	99.98	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- total (A) (1)	0	150000	150000	100.00	0	150000	150000	100.00	0.00
2. Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Body Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	150000	150000	100.00	0	150000	150000	100.00	0.00



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/F1	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non- Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Bodies Corp	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individuals Shareholders holding nominal share capital upto Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) individual Shareholders holding nominal capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Non Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs									
i. Promoter and Promoter group	0	0	0	0.00	0	0	0	0.00	0.00
ii. Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total C:-	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	150000	150000	100.00	0	150000	150000	100.00	0.00

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Industrial Investment Trust Limited	149660	99.98	0.00	149660	99.98	0.00	0.00
2	Rajinder Singh Loona	10	0.006	0.00	0	0.00	0.00	(0.006)
3	Dr. B. Samal	10	0.006	0.00	10	0.006	0.00	0.00
4	T.M. Nagarajan	10	0.006	0.00	0	0.00	0.00	(0.006)
5	Bipin Agarwal	10	0.006	0.00	20	0.012	0.00	0.006
6	B.C. Maheshwari	0	0.00	0.00	10	0.006	0.00	0.006



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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Industrial Investment Trust Limited				
	At the beginning of the year	149660	99.98	149660	99.98
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	There is no change in the shareholding between 01.04.2015 to 31.03.2016			
	At the End of the year	149660	99.98	149660	99.98
2.	Rajinder Singh Loona(On Behalf of Industrial Investment Trust Limited)				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer of Shares on: 04.08.2015	(10)	0.006	10	0.000
	At the End of the year	0	0.00	0	0.00
3.	Dr. B. Samal (On Behalf of Industrial Investment Trust Limited)				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	There is no change in the shareholding between 01.04.2015 to 31.03.2016			
	At the End of the year	10	0.006	10	0.006
4.	T.M. Nagarajan (On Behalf of Industrial Investment Trust Limited)				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer of Shares on: 04.08.2015	(10)	(0.006)	0	0.00
	At the End of the year	0	0.00	0	0.00
5.	Bipin Agarwal (On Behalf of Industrial Investment Trust Limited)				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Acquisition of Shares on: 04.08.2015	10	0.006	20	0.012
	At the End of the year	20	0.012	20	0.012
6.	B.C Maheshwari				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Acquisition of Shares on: 04.08.2015	10	0.006	10	0.006
	At the End of the year	10	0.006	10	0.006

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	For Each of the Top 10 Shareholders				
1	None	NIL	N.A.	NIL	N.A.



(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
DIRECTORS:					
1	Bipin Agarwal				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Acquisition of Shares on: 04.08.2015	10	0.006	20	0.012
	At the End of the year	20	0.012	20	0.012
2	Dr. B. Samal				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	10	0.006	10	0.006
3	Mr. R.S. Loona (upto May 04, 2015)				
	At the beginning of the year	10	0.006	10	0.006
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Transfer of Shares on: 04.08.2015	(10)	(0.006)	(10)	(0.006)
	At the End of the year	0	0.00	0	0.00
4	Mr. B.C. Maheshwari (upto January 28, 2016)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Acquisition of Shares on: 04.08.2015	10	0.006	10	0.006
	At the End of the year	10	0.006	10	0.006
KEY MANAGERIAL PERSONNEL:					
1	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	N.A.	Nil	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL



VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole -time Directors and /or Manger:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
1	Gross salary	
	a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	NIL
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	NIL
	c) Profits in lieu of salary under section 17(3) of Income -tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission	
	as % of profit	NIL
	others, specify	NIL
5	others, please specify	NIL
	Total (A)	NIL
	Ceiling as per the Act	N.A.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Bipin Agarwal	R.S. Loona (upto May 04, 2015)	Dr. B. Samal	B.C. Maheshwari (upto January 28, 2016)	
1	Independent Directors					
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	--	--	--	--	--
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	4,500	--	4,500	4,500	13,500
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	4,500	--	4,500	4,500	13,500
	Total (B)=(1+2)	4,500	--	4,500	4,500	13,500
	Total Managerial Remuneration					13,500
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is ₹ 1,00,000/- per meeting				

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	Gross Salary	Not Applicable	Not Applicable	Not Applicable
	a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961			
	b) Value of perquisites u/s 17(2) of Income -tax Act, 1961			
	c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission as % of profit others, specify			
5	Others, please specify			
	Total			

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

On behalf of the Board of Directors

Bipin Agarwal
Chairman
(DIN: 00001276)

Place: Mumbai
Date: May 25, 2016

**REPORT OF THE AUDITORS TO THE MEMBERS OF
IITL MARKETING MANAGEMENT PRIVATE LIMITED**

We have audited the accompanying financial statements of IITL Marketing Management Pvt Ltd (Formerly known as IIT Media and Entertainment Pvt. Ltd.) ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

1. 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 internal 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.
2. 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 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

3. The Company has not been able to mobilize any business since its inception. The management is not able to demonstrate any business prospects therefore, there is substantial doubt that it will be able to continue as going concern. Consequently, adjustments may be required to the recorded asset amounts and classification of liabilities. The financial statements (and notes thereto) do not disclose this fact.

In our opinion, subject to the omission of the information dealt with in the preceding paragraph, 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 loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
4. Report on Other Legal and Regulatory Requirements:
 - A. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 - B. 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - 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 Balance Sheet, Statement of Profit and Loss, and 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 written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
 - C. With respect to the Other matters to be included in the Auditors'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 explanation given to us:
 - (i) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Desai & Kinare**
Chartered Accountants

CA. Shashikant Desai
Partner
M.No 034105

Mumbai, 25th May, 2016

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) Since the Company does not have any Fixed Assets, paragraph 3 (i) of the Order is not applicable.
- (ii) The Company is a service provider, primarily rendering marketing services. Accordingly it does not hold any physical inventories. Thus paragraph 3(ii) of the order is not applicable
- (iii) As explained to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013;
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans and investments.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) Since the Company has not taken any loan, Paragraph 3 (viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for any managerial remuneration.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, there are no transactions with related parties.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Desai & Kinare**
Chartered Accountants

CA. Shashikant Desai
Partner
M.No 034105

Mumbai, 25th May, 2016

**Annexure - B to the Auditors' 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 IITL Marketing Management Pvt Ltd (Formerly known as IIT Media and Entertainment Pvt. Ltd.) ("the Company") as of 31st March 2016 in conjunction with our audit of 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 (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 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 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered accountants of India.

For **Desai & Kinare**
Chartered Accountants

CA. Shashikant Desai
Partner
M.No 034105

Mumbai, 25th May, 2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1,500,000	1,500,000
Reserves and surplus	3	(1,496,020)	(1,545,807)
		3,980	(45,807)
Current liabilities			
Trade payables	4	8,099	61,281
		8,099	61,281
TOTAL		12,079	15,474
ASSETS			
Current assets			
Cash and cash equivalents	5	12,079	15,474
		12,079	15,474
TOTAL		12,079	15,474

See accompanying notes (1 to 10) forming part of the financial statements

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

Particulars	Note No.	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Revenue from operations		-	-
Other income		83,369	-
Total Revenue		83,369	-
Other expenses	6	33,582	92,982
Total expenses		33,582	92,982
Profit / (Loss) for the year		49,787	(92,982)
Earnings per equity share:			
Basic and Diluted		0.33	(0.62)
Nominal Value per equity share		10.00	10.00
See accompanying notes (1 to 10) forming part of the financial statements			

In terms of our report attached
For M/S Desai & Kinare
Chartered Accountants

CA Shashikant Desai
Partner

Mumbai, 25th May, 2016

For and on behalf of the Board of Directors

BIPIN AGARWAL **DR. B. SAMAL**
Chairman Director

Mumbai, 25th May, 2016

In terms of our report attached
For M/S Desai & Kinare
Chartered Accountants

CA Shashikant Desai
Partner

Mumbai, 25th May, 2016

For and on behalf of the Board of Directors

BIPIN AGARWAL **DR. B. SAMAL**
Chairman Director

Mumbai, 25th May, 2016



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

Particulars	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit (loss) before tax	49,787	(92,982)
Adjustments for:		
Trade payables	(53,182)	33,303
Operating profit/(loss) before working capital changes	(3,395)	(59,679)
Net cash generated from operating activities	(3,395)	(59,679)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,395)	(59,679)
As at the commencement of the year	15,474	75,153
As at the end of the year	<u>12,079</u>	<u>15,474</u>

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

A Significant Accounting Policies

1 IITL Marketing Management Private Limited (the Company) is incorporated in the year 2010 under the provisions of the Companies Act, 1956 to undertake the business of marketing.

1.1 Basis of accounting:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

1.2 Fixed Assets:

There are no fixed assets in the books.

1.3 Preliminary expenses:

Amortization of preliminary expenses is over a period of ten years.

1.4 Investments:

There are no investments in the books.

B Considering the nature of business no separate information for segment disclosure required.

2. Share Capital

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Authorised		
10,00,000 (previous year 10,00,000) Equity shares of ₹10 each	<u>10,00,000</u>	<u>10,00,000</u>
Issued, subscribed and paid-up:		
150,000 (previous year 150,000) Equity shares of ₹10 each fully paid-up	<u>1,50,000</u>	<u>1,50,000</u>
Total	<u>1,50,000</u>	<u>1,50,000</u>

a) Rights, preferences and restrictions attached to equity shares

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

(b) Equity shares held by each shareholder holding more than 5% equity shares in the Company are as follows:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
INDUSTRIAL INVESTMENT TRUST LIMITED	150,000	100%	150,000	100%

<p>In terms of our report attached For M/S Desai & Kinare Chartered Accountants</p> <p>CA Shashikant Desai Partner</p> <p>Mumbai, 25th May, 2016</p>	<p>For and on behalf of the Board of Directors</p> <p>BIPIN AGARWAL DR. B. SAMAL Chairman Director</p> <p>Mumbai, 25th May, 2016</p>
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NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016

3. RESERVES AND SURPLUS

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Surplus balance in Statement of Profit and Loss		
Opening Balance	(1,545,807)	(1,452,825)
Add:- Profit (loss) for the year	49,787	(92,982)
Closing Balance	(1,496,020)	(1,545,807)

4. Trade payables

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Trade payables	8,099	61,281
Total	8,099	61,281

There are no amounts due to the suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006; this information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose. This has been relied upon by the auditors.

5. Cash and cash equivalents

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
Cash on hand	214	254
Balances with banks		
- In current accounts	11,865	15,220
Total	12,079	15,474

6. Other expenses

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
Rates and taxes	-	4,424
Legal and Professional Fees	-	1,000
Directors' fees	16,854	78,652
Payment to auditors [See Note 6(a)]	8,588	8,427
Miscellaneous expenditure	8,140	479
Total	33,582	92,982

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)

6. (a) Payment to the auditors (Including Service tax)

Particulars	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
As auditors -Satutory audit	8,588	8,427
For other services	-	-
Total	8,588	8,427

7. Basic earnings per share have been calculated by dividing profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic and diluted earnings per share are the same calculated as under:

	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
(a) Loss after tax (₹)	49,787	(92,982)
(b) Weighted average number of equity shares	150,000	150,000
(c) Basic and diluted earnings per equity share (in ₹)	0.33	(0.62)

8. Related party disclosures:

(a) Names of related parties and nature of related party relationship	
Holding Company :	Industrial Investment Trust Limited
Fellow Subsidiary :	IIT Investrust Limited IITL Projects Limited IIT Insurance Broking and Risk Management Private Limited IITL Corporate Insurance Services Private Limited

9. The financials have not been prepared on going concern basis since due to lack of business and continuing losses the management is desirous of exiting from this business.

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

Signatures to Notes "1" to "10"

In terms of our report attached	For and on behalf of the Board of Directors	
For M/S Desai & Kinare Chartered Accountants	BIPIN AGARWAL Chairman	DR. B. SAMAL Director
CA Shashikant Desai Partner		

Mumbai, 25th May, 2016

Mumbai, 25th May, 2016

IITL CORPORATE INSURANCE SERVICES PRIVATE LIMITED
CIN: U66000MH2014PTC252349

BOARD OF DIRECTORS	:	Mr. Jeevanatham Ganapathy Mr. Vinod Vasantlal Mashru
BANKERS	:	IDBI Bank Limited
AUDITORS	:	M/s Maharaj N R Suresh & Co
REGISTERED OFFICE	:	14E Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai 400 001. Tel: 022- 43250100 Email address: iitlcorporate@iitlgroup.com

**DIRECTORS' REPORT****To****The Members,**

Your Directors are pleased to present the Second Annual Report of the Company, together with the Audited Statement of Accounts for the financial year ended March 31, 2016.

Financial Performance

The summarized standalone results of your Company are given in the table below.

₹ in Lakhs

Particulars	Year ended 31.03.2016	Period from 02.01.2014 to 31.03.2015
Total Income	1.29	1.35
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(3.22)	(8.72)
Finance Charges	-	-
Depreciation	-	-
Provision for Income Tax	-	-
Deferred Tax	-	-
Net Profit/(Loss) After Tax	(3.22)	(8.72)
Profit/(Loss) brought forward from previous year	(8.72)	-
Profit/(Loss) carried to Balance Sheet	(11.94)	(8.72)

Results of operations and state of Company's affairs

The Company had a gross income of ₹ 1.29 lakhs for the financial year ended March 31, 2016 (Previous year ₹ 1.35 lakhs) out of investments in Fixed Deposits. The Company's net loss before tax is 3.22 lakhs during the financial year (Previous year ₹ 8.72 lakhs).

Business Overview

In January 2014, the Company had incorporated a wholly owned subsidiary viz. IITL Corporate Insurance Services Private Limited (ICISPL) for undertaking the business of corporate agency (for category Life) of Future Generali India Life Insurance Company Limited (FGILICL).

Since the Direct Broking and Corporate Agency (for category Life) cannot be undertaken within the same group, IIT Insurance Broking and Risk Management Private Limited (IITIBRMPL), a sister concern which is into the business of Direct Broking had submitted an application to IRDA for voluntary surrendering of Direct Broking License (for category Life).

However, subsequently it was decided that IITIBRMPL will continue with the business of Direct Insurance Broking and therefore IITL Corporate made an application to FGILICL for withdrawal of its proposal for undertaking Corporate Agency business (Category: Life).

Material changes and commitments occurred after the close of the year ended March 31, 2016 till date of this report which affects the financial position of the Company

There were no material changes and commitments occurred after the close of the year ended March 31, 2016 till date of this report which affects the financial position of the Company.

Dividend

In view of losses suffered by the Company, your Directors do not recommend any dividend for the year under review.

Change in Capital Structure

During the year under review, there was no change in Capital Structure of the Company.

As on March 31, 2016, the issued, subscribed and paid up share capital of your Company stood at ₹ 25,00,000/-, comprising 2,50,000 Equity shares of ₹ 10/- each.

Subsidiary, Associate and Joint Ventures Companies

As on March 31, 2016, the Company had no subsidiary / joint ventures / associate companies.

Internal financial controls

The Company has in place adequate financial controls with reference to financial statements. The Internal financial controls commensurate with the size and nature of business of the Company. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

Directors

The Board of Directors in its meetings held on January 20, 2016 and March 29, 2016 appointed Mr. Jeevanantham Ganapathy and Mr. Vinod Vasantlal Mashru respectively as Additional Directors with immediate effect. We seek your confirmation for appointment of Mr. Jeevanantham Ganapathy and Mr. Vinod Vasantlal Mashru as Directors, liable to retire by rotation.

The Company has received Notices in writing from Member(s) alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Jeevanantham Ganapathy and Mr. Vinod Vasantlal Mashru for the office of Director of the Company.

Mr. Venkatesan Narayanan, Mr. B C Maheshwari and Mr. Prashant Panda resigned as Director from the Board with effect from September 18, 2015, January 20, 2016 and March 30, 2016 respectively. Your Directors place on record its appreciation for the valuable services rendered by them.

Meetings of the Board

During the financial year ended March 31, 2016, the Board met 5 (Five) times on May 13, 2015, September 01, 2015, October 15, 2015, January 20, 2016 and March 29, 2016. The attendance of the Directors who attended the Board meetings is as follows:

Name of the Director	No. of meetings attended
Mr. Jeevanantham Ganapathy ¹	2
Mr. Vinod Vasantlal Mashru ²	1
Mr. Venkatesan Narayanan ³	2
Mr. B C Maheshwari ⁴	3
Mr. Prashant Panda ⁵	5

¹ Mr. Jeevanantham Ganapathy appointed with effect from January 20, 2016

² Mr. Vinod Vasantlal Mashru appointed with effect from March 29, 2016

³ Mr. Venkatesan Narayanan resigned with effect from September 18, 2015

⁴ Mr. B C Maheshwari resigned with effect from January 21, 2016

⁵ Mr. Prashant Panda resigned with effect from March 30, 2016

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, make following statements that:

(a) In preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

- (b) Such accounting policies have been selected 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 as at March 31, 2016 and loss of the Company for the year ended on that date;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

There were no loans given, investments made, guarantees given or securities provided by the Company which fall within the ambit of Section 186 of the Companies Act, 2013.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) **Conservation of energy:** Not Applicable

(B) **Technology absorption:** Not Applicable

(C) **Foreign exchange earnings and Outgo:** The Company had no foreign exchange earnings and outgo during the financial year.

Risk Management

The Company has not commenced any business activity till date and hence does not anticipate any risk as of now.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is appended herewith as **Annexure**.

Auditors and Auditors' Report

The members had at the First Annual General Meeting held on September 16, 2015, approved the appointment of M/s Maharaj N R Suresh & Co., Chartered Accountants (Firm Registration No. 001931S) as Statutory Auditors of the Company for the next five (5) financial years i.e. 2015-2016 to 2019-2020.

Pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointment needs to be ratified by the members at the forthcoming Annual General Meeting. Accordingly, the Board of Directors recommends to the shareholders the ratification of appointment of M/s Maharaj N R Suresh & Co., Chartered Accountants, as the Statutory Auditors of the Company for the financial year ending on March 31, 2017.

A certificate has been obtained from M/s Maharaj N R Suresh & Co., Chartered Accountants that their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013.

The observations and comments given in the report of the Auditors read together with Report on Internal Financial Controls and notes to accounts are self-explanatory and hence do not call for any further information and explanation or comments under Section 134(3)(f) of the Companies Act, 2013. The report does not contain any qualification, reservation or adverse remark or disclaimer.

Related party transactions

During the year under review there were no Related Party Transactions as well as no materially significant Related Party Transactions.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Significant and material orders passed by the regulators

During the year under review, there were no significant and material orders passed by the regulators/ courts or tribunals that would impact going concern status of the Company and its future operations.

Particulars of Employees as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Being an unlisted company, provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company.

Public Deposits

During the year under review, the Company has not accepted any deposits from the public.

Corporate Social Responsibility (CSR)

Currently, the Company does not come within the ambit of Section 135 of the Companies Act, 2013. The Company has not formulated CSR Policy and has not undertaken any CSR activity. Hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

Disclosures under Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

In accordance with the provisions of the Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, Internal Complaints Committee (ICC) has been set up to redress complaints. ICC has not received any complaints during the year 2015-2016.

On behalf of the Board of Directors

Jeevanantham Ganapathy Director (DIN: 03375366)	Vinod Vasantlal Mashru Director (DIN: 07391035)
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Place : Mumbai
Date : August 08, 2016

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016
of

IITL CORPORATE INSURANCE SERVICES PRIVATE LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- | | |
|--|---|
| i) CIN: | U66000MH2014PTC252349 |
| ii) Registration Date: | 22.01.2014 |
| iii) Name of the Company | IITL CORPORATE INSURANCE SERVICES PRIVATE LIMITED |
| iv) Category/ Sub-Category of the Company | Private Company / Limited by shares |
| v) Address of the Registered office and contact details | Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg,
Fort, Mumbai 400001 Maharashtra
Tel: 022-43250100; Fax: 022-22651105
Email: iitlcorporate@iitlgroup.com |
| vi) Whether shares listed on recognized Stock Exchange(s) - Yes/No | No |
| vii) Name, Address and contact details of Registrar and Transfer Agent, if any | N.A. |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Activities of insurance agents and brokers	66220	..*

* The Company has not commenced any business till date.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable section
1	Industrial Investment Trust Limited Rajabhadur Mansion, 2nd Floor, Bombay Samachar Marg, Fort, Mumbai 400001.	L65990MH1933PLC001998	Holding	100%	2(46)

IV. SHARE HOLDING PAT TERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	20	20	0.01	0	20	20	0.01	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	249980	249980	99.99	0	249980	249980	99.99	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1)	0	250000	250000	100.00	0	250000	250000	100.00	0.00
2. Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Body Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	250000	250000	100.00	0	250000	250000	100.00	0.00



B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non- Institutions									
a) Bodies Corp									
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individuals Shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) Individual Shareholders holding nominal capital in excess of ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)									
Non Resident Indians (Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Non Repat)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs									
i. Promoter and Promoter group	0	0	0	0.00	0	0	0	0.00	0.00
ii. Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total C:-	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	250000	250000	100.00	0	250000	250000	100.00	0.00

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1	Industrial Investment Trust Limited	249980	99.992	0.00	249980	99.992	0.00	0.00
2	B.C. Maheshwari	10	0.004	0.00	10	0.004	0.00	0.00
3	Manju Maheshwari	10	0.004	0.00	10	0.004	0.00	0.00



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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
1	Industrial Investment Trust Limited	249980	99.992	249980	99.992
2	B.C. Maheshwari	10	0.004	10	0.004
3	Manju Maheshwari	10	0.004	10	0.004
	Total	250000	100.00	250000	100.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	There is no change in the shareholding of promoters during the year 2015-2016			
	At the End of the year	250000	100.00	250000	100.00

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	For Each of the Top 10 Shareholders				
1	NIL	NIL	N.A.	NIL	N.A.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year / end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
DIRECTORS:					
1	B.C. Maheshwari (resigned w.e.f. January 20, 2016)				
	At the beginning of the year	10	0.004	10	0.004
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	10	0.004	10	0.004
2	Prashant Panda (resigned w.e.f. March 30, 2016)				
	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.
3	Venkatesan Narayanan (resigned w.e.f. September 18, 2015)				
	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.
4	Jeevanantham Ganapathy (appointed w.e.f. January 20, 2016)				
	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.

5	Vinod Vasantlal Mashru (appointed w.e.f. March 29, 2016)				
	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.
KEY MANAGERIAL PERSONNEL:					
1	At the beginning of the year	Nil	N.A.	Nil	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	N.A.	No Change	N.A.
	At the End of the year	Nil	N.A.	Nil	N.A.

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
1	Gross salary	
	a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	NIL
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	NIL
	c) Profits in lieu of salary under section 17(3) of Income -tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission	
	as % of profit	NIL
	others, specify	NIL
5	others, please specify	NIL
	Total (A)	NIL
	Ceiling as per the Act	N.A.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. B C Maheshwari	Mr. Venkatesan Narayanan	Mr. Prashant Panda	Mr. Jeevanantham Ganapathy	Mr. Vinod Vasantlal Mashru	
1	Independent Directors						
	Fee for attending board committee meetings	--	20,000	50,000	--	--	70,000
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (1)	--	20,000	50,000	--	--	70,000
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	30,000	--	--	20,000	10,000	60,000
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (2)	30,000	--	--	20,000	10,000	60,000
	Total (B)=(1+2)	30,000	20,000	50,000	20,000	10,000	1,30,000
	Total Managerial Remuneration	30,000	20,000	50,000	20,000	10,000	1,30,000
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is ₹ 1,00,000/- per meeting					

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	Gross Salary	Not Applicable	Not Applicable	Not Applicable
	a) Salary as per provisions contained in Section 17(1) of the Income -Tax Act, 1961			
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961			
	c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify...			
5	Others, please specify			
	Total			

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

On behalf of the Board of Directors

Place : Mumbai
Date : August 08, 2016

Jeevanantham Ganapathy
Director
(DIN: 03375366)

Vinod Vasantlal Mashru
Director
(DIN: 07391035)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF IITL CORPORATE INSURANCE SERVICES PRIVATE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **IITL CORPORATE INSURANCE SERVICES PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, and 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for 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 standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and

give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit .
 - (b) In our opinion ,proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act , read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2)of the Act.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (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 does not have any pending litigation, which would impact its financial position.
 - (ii) the Company did not have any long-term contracts, including derivative contracts; and
 - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and protection Fund. Therefore the question of delay in transferring such sums does not arise.
2. The Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, is not applicable as the Company we give in the Annexure "B" a statement on the matters specified in the Paragraphs 3 and 4 of the Order, to the extent applicable.

For Maharaj N R Suresh and Co
FRN001931S
Chartered Accountants

K V Srinivasan
Partner
M.No:204368

Place: Mumbai
Date: 25th May, 2016

ANNEXURE “A” to The Independent Auditor’s Report of even date on the Standalone Financial Statements of IITL CORPORATE INSURANCE SERVICES PRIVATE LIMITED

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 IITL Corporate Insurance Private 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 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 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 :

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) 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
- (iii) 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Annexure “B” to the Independent Auditors’ Report of even date on the Standalone Financial Statements of IITL Corporate Insurance Services Private Limited

- (i) (a) Based on our scrutiny of the Company’s books of account and other records and according to the information and explanation given to us, we are of the opinion that the question of maintenance of proper records of fixed assets and physical verification of fixed assets not arise since the company had no fixed assets as on 31st March 2016 nor at any time during the financial year ended 31st March, 2016.
- (b) According to the information and explanation received by us, as the company owns no immovable properties, the requirements on reporting whether title deeds of immovable properties held in the name of the Company not applicable.
- (ii) According to the information and explanations given to us, and having regard to the company’s business reporting on clause 3(ii) of the Companies (Auditor’s report) order 2016 does not arise.



- (iii) 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.
- (iv) The Company has not granted any loans and not made any Investments. The company has not provided any guarantee or security to any company covered under Section 185.
- (v) The Company has not accepted any deposits from the public.
- (vi) As per the explanation and information given to us, the Central Government has not prescribed maintenance of Cost Records under Sub-section (1) of Section 148 of the Companies Act, 2013. Accordingly the clause 4 (vi) of the order is not applicable to the company.
- (vii) According to the information and explanations given to us in respect of Statutory dues :
- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Wealth tax, Service tax, and other material statutory dues applicable to it. There were no undisputed amounts payable in respect of Income Tax, Wealth tax, and Service tax, were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty, Service Tax and cess, which have not been deposited on account of any dispute .
- (viii) The Company has not defaulted in repayment of dues to financial institutions, banks, Government or to debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, the company has not raised any money by way of initial public offer or further public offer term loans (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- (xi) The Company has not paid or provided managerial remuneration.
- (xii) The Company is not a Nidhi company and hence clause (xii) of Paragraph 3 is not applicable to the Company.
- (xiii) All Transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Maharaj N R Suresh and Co
FRN001931S
Chartered Accountants

K V Srinivasan
Partner
M.No:204368

Place: Mumbai
Date: 25th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
I. EQUITY AND LIABILITIES			
I Shareholders' funds			
a) Share capital	2	2,500,000	2,500,000
b) Reserves and surplus	3	(1,193,519)	(871,889)
		1,306,481	1,628,111
II Non-current liabilities			
a) Long-term liabilities	4	-	85,099
III Current liabilities			
a) Trade payables	5	107,488	18,208
b) Other current liabilities	6	7,350	7,811
		114,838	26,019
TOTAL		1,421,319	1,739,229
II. ASSETS			
I Current assets			
a) Cash and bank balance	7	1,374,520	1,636,261
b) Short-term loans and advances	8	25,554	54,795
c) Other current assets	9	21,245	48,173
		1,421,319	1,739,229
TOTAL		1,421,319	1,739,229

Significant accounting policies 1

See accompanying notes forming part of the financial statements

In terms of our report attached For and on behalf of the Board of Directors

For Maharaj N R Suresh and Co

Chartered Accountants

FRN : 001931S

K V SRINIVASAN
PartnerG Jeevanatham
DirectorVinod Mashru
Director

M.No:204368

Place: Mumbai

Date: May 25, 2016

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

Particulars	Note No.	Year ended 31st March, 2016 ₹	Period from 22nd January, 2014 to 31st March, 2015 ₹
Revenue from operations			
Other Income	10	129,306	134,982
Total Revenue		129,306	134,982
Employee benefits expense	11	202,316	573,604
Other expenses	12	248,621	433,267
Total expenses		450,937	1,006,871
Loss for the Year/Period		(321,631)	(871,889)
Earnings per equity share:	13		
Basic and Diluted		(1.29)	(3.49)
Nominal value per equity shares (₹)		10.00	10.00

See accompanying notes forming part of the financial statements

In terms of our report attached For and on behalf of the Board of Directors

For Maharaj N R Suresh and Co

Chartered Accountants

FRN : 001931S

K V SRINIVASAN
PartnerG Jeevanatham
DirectorVinod Mashru
Director

M.No:204368

Place: Mumbai

Date: May 25, 2016

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

Particulars	Year ended 31st March, 2016	Period from 22nd January, 2014 to 31st March, 2015
	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax	(321,631)	(871,889)
Adjustments for:		
Interest income	(106,632)	(134,982)
Operating profit/(loss) before working capital changes	(428,263)	(1,006,871)
Changes in working capital		
Adjustment for (increase)/ decrease in operating assets:		
Short-term loans and advances	29,241	(54,795)
Adjustment for increase/ (decrease) in operating liabilities		
Trade payable	89,280	18,208
Other Current liabilities	(461)	7,811
Long term provisions	(85,099)	85,099
Cash flow from operations	(395,302)	(950,548)
Net income tax paid	-	-
Net cash generated from / (used in) operating activities	(395,302)	(950,548)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investment in fixed assets	-	-
- Placed	(1,050,000)	(3,890,000)
- Matured	1,600,000	2,290,000
Interest Received	133,560	86,809
Net cash generated from / (used in) investing activities	683,560	(1,513,191)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	2,500,000
Net cash generated from / (used in) financing activities	-	2,500,000
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	288,259	36,261
Cash and cash equivalents at the beginning of the year	36,261	-
Cash and cash equivalents at the end of the year (see note 7)	324,520	36,261

Note:

1 The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements.

In terms of our report attached For and on behalf of the Board of Directors
For Maharaj N R Suresh and Co
Chartered Accountants
FRN : 001931S**K V SRINIVASAN**
Partner
M.No:204368**G Jeevanatham**
Director**Vinod Mashru**
DirectorPlace: Mumbai
Date: May 25, 2016**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016****1 Significant Accounting Policies****1.1 Basis of accounting:**

The financial statements are prepared under historical cost convention, on an accrual basis and are in accordance with the requirements of the Companies Act, 2013 and comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rule, 2014. The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

1.2 Revenue Recognition:

(a) Interest income is accounted for on an accrual basis.

1.3 Fixed Assets:

There are no Fixed assets in the books.

1.4 Preliminary Expenses:

Preliminary Expenses are fully written off in the year in which it is incurred.

1.5 Investments:

There are no Investments in the books.

1.6 Taxation:

Tax expense comprises current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and tax laws enacted or substantially enacted at the Balance Sheet date.

Deferred tax assets other than on carried forward losses and unabsorbed depreciation are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

1.7 Provisions:

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
2 Share Capital

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Authorised		
500,000 (Previous year 5,00,000) Equity shares of ₹ 10 each	5,000,000	5,000,000
Issued, subscribed and paid-up:		
250,000 (previous year 2,50,000) Equity shares of ₹ 10 Each	2,500,000	2,500,000
Total	2,500,000	2,500,000

a) Rights, preferences and restrictions attached to equity shares

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

Reconciliation of the number of shares outstanding (Equity Shares)

Particulars	As at 31st March, 2016	As at 31st March, 2016
	Number	₹
Shares outstanding at the beginning of the year	250,000	2,500,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	250,000	2,500,000

b) Shares held by holding company

The entire equity share capital is held by Industrial Investment Trust Limited, the Holding Company including its nominee as under:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Industrial Investment Trust limited	250,000	100.00	250,000	100.00

c) Equity shares held by each shareholder holding more than 5 percent equity shares in the Company are as follows

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Industrial Investment Trust limited	250,000	100.00	250,000	100.00

d) The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor have any shares been bought back during the period of five years immediately preceding the Balance Sheet date.

3 Reserves and Surplus

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Surplus balance in Statement of Profit and Loss		
Opening Balance	(871,889)	-
Add: Loss for the year	(321,631)	(871,889)
Closing Balance	(1,193,519)	(871,889)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
(Contd.)

4 Long Term Provisions

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Provision for Employee Benefits :		
Provision for compensated absences	-	22,950
Provision for gratuity	-	62,149
Total	-	85,099

5 Trade payables

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Total outstanding dues of Micro enterprise and Small enterprise	-	-
Total outstanding dues of creditors other than Micro enterprise and small enterprise	107,488	18,208
Total	107,488	18,208

The disclosure requirements, as required under Micro, Small and Medium Enterprises development Act, 2006 is as follows:

Principal amount due as on March 31	-	-
Interest due and unpaid on the above as on March 31	-	-
Interest paid	-	-
Interest due and payable	-	-
Interest accrued and remaining unpaid as on March 31	-	-
Amount of further interest remaining due and payable in the succeeding years	-	-

6 Other current liabilities

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Statutory dues payable	7,350	5,539
Liability for Employees	-	2,272
Total	7,350	7,811

7 Cash and Bank Balance

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Cash and cash equivalents		
Cash on hand	3,197	566
Balances with banks		
- In current accounts	321,323	35,695
Other Bank Balances		
- In fixed deposit accounts with original maturity upto 3 months	1,050,000	1,600,000
Total	1,374,520	1,636,261

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
(Contd.)

8 Short-term loans and advances (unsecured, considered good)

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Other loans and advances		
Prepaid expenses	10,003	792
Advance payment of income tax	10,620	13,498
others		
Due from Related party	4,931	40,505
Total	25,554	54,795

9 Other Current Assets

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Interest accrued on:		
- bank deposits	21,245	48,173
Total	21,245	48,173

10 Other income

Particulars	Year ended 31st March, 2016 ₹	Period from 22nd January, 2014 to 31st March, 2015 ₹
Interest Income	106,632	134,982
Credit balance Written back	22,674	-
Total	129,306	134,982

11 Employee benefits expense

Particulars	Year ended 31st March, 2016 ₹	Period from 22nd January, 2014 to 31st March, 2015 ₹
Salaries and Wages	149,719	414,378
Contribution to provident and other funds	14,890	31,353
Staff Welfare	37,707	127,873
Total	202,316	573,604

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
(Contd.)

12 Other expenses

Particulars	Year ended	Period
	31st March, 2016	from 22nd January, 2014 to 31st March, 2015
	₹	₹
Rate and Taxes	28,381	32,676
Repair and Maintenance	-	2,000
Travelling and Conveyance	29,823	64,784
Directors Fees	130,000	120,000
Legal and Professional Fees	33,885	51,868
Payment to auditors (See Note 12 (a) below)	17,156	16,854
Communication Expenses	5,276	18,019
Printing and Stationery Expenses	-	4,250
Miscellaneous Expenses	4,100	1,426
Preliminary expenses written off	-	121,390
Total	248,621	433,267

12(a) Payment to the auditors

Particulars	Year ended	Period
	31st March, 2016	from 22nd January, 2014 to 31st March, 2015
	₹	₹
For Statutory audit	15,000	15,000
Service tax	2,156	1,854
Total	17,156	16,854

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
(Contd.)

13 Earnings per share

Particulars	Year ended	Period
	31st March, 2016	from 22nd January, 2014 to 31st March, 2015
	₹	₹
(a) Loss after tax (₹)	(321,631)	(871,889)
(b) Weighted average number of equity shares for Basic Earnings per share (Nos.)	250,000	250,000
(c) Basic Earnings per share (Face value ₹ 10/-)	(1.29)	(3.49)

14 Related party disclosures:

- (i) Names of related parties and nature of related party relationship where control exists are as under:

Holding Company : Industrial Investment Trust Ltd.**Fellow Subsidiaries** : IIT Investtrust Limited

IITL Projects Limited

IIT Insurance Broking and Risk Management Private Limited

IITL Marketing Management Private Limited

(ii) Transaction with related parties

Sr. No.	Nature of transactions	Holding company
		₹
(A)	Issue of Equity Shares	
	- Industrial Investment Trust Limited	(-) (2,500,000)

Above disclosures exclude related party transactions in the nature of reimbursements.

Figures in brackets are for the previous year.

For and on behalf of the Board of Directors

G JEEVANATHAM
DirectorVINOD MASHRU
DirectorPlace : Mumbai
Date : May 25, 2016