

# NAYSAA SECURITIES LIMITED

ANNUAL REPORT

2015-16



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Vikram Lodha (Whole Time Director)  
Mr. Jayantilal Lodha (Director)  
Mrs. Manju Lodha (Director)  
Ms. Paras Shah (Independent Director)  
Mr. Abhishek Shastri (Independent Director)  
Mr. Bhavin Gala (Independent Director)

**Company Secretary & Compliance Officer**  
Mr. Sudhir Singh

### **REGISTERED OFFICE**

102/104, Shivam Chambers  
S.V. Road,  
Goregaon (West)  
Mumbai - 400062  
Tel : 022-26791802  
Fax : 022-26760202  
Email : naysaa@naysaasecurities.com  
Website: www.naysaasecurities.com

### **AUDITORS**

M/s. M.K. Singhal & Co.  
Chartered Accountants  
E-20, B-402,  
Yogi Nagar,  
Borivali (W)  
Mumbai - 400091  
Tel : 022-2833085  
Email : singhalmanoj@hotmail.com

### **BANKERS**

AXIS BANK  
KOTAK BANK  
HDFC BANK

### **REGISTRAR & TRANSFER AGENT**

**Big Share Services Pvt. Ltd.**  
E-2, Ansa Industrial Estate,  
Saki Vihar Road, Sakinaka,  
Andheri (East), Mumbai 400 072.

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**NAYSAA SECURITIES LIMITED**

Regd. Office: 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai - 400062

CIN: U67120MH2007PLC175208, Web: [www.naysaasecurities.com](http://www.naysaasecurities.com),

Email: [naysaa@naysaasecurities.com](mailto:naysaa@naysaasecurities.com), Tel: 022-2676 0404,

**NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the 9<sup>th</sup> Annual General Meeting of Naysaa Securities Limited will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 10.00 A.M at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai - 400062 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Jayantilal Lodha having directors identification number 01773529, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the recommendation by the Audit Committee to Board of Directors, and pursuant to the resolution passed by the members in the AGM held on 17<sup>th</sup> September, 2014, the appointment of M/s. M. K. Singhal & Co. Chartered Accountants, Mumbai (FRN: 130361W) as auditor of Company to hold office till the conclusion of the AGM held in the calendar year 2019 be and is hereby ratified for financial year 2016-17 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the said financial year."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 1956 and applicable provisions of the rules, regulation and guidelines, in the matter of utilization of the proceeds arising out of the issue of equity shares allotted pursuant to the Prospectus dated 18<sup>th</sup> August, 2014, filed by the company with the Registrar of Companies, Mumbai, the deployment of Rs. 51 Lacs that was earmarked for expanding domestic operations and network of branches of the Company but could not utilized for that purpose due to unstable security market conditions and part of the same was utilized for working capital requirement and remaining part be utilized for working capital requirements of the Company as mentioned in the explanatory statement annexed hereto be and is hereby approved."

**"RESOLVED FURTHER THAT** pending utilization of the IPO proceeds be utilized towards meeting working capital requirements of the Company as mentioned above be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof be and is hereby authorized to do such acts, deeds, matters, and things as may be necessary, desirable or expedient for giving effect to this resolution."

BY ORDER OF THE BOARD  
For NAYSAA SECURITIES LIMITED

PLACE: Mumbai  
DATE: 23<sup>rd</sup> August, 2016

(Jayantilal Lodha)  
CHAIRMAN.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of Member's not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
4. The route map showing directions to reach the venue of the 9<sup>th</sup> AGM is annexed.
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
7. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
8. The Register of Members and the Share Transfer Books shall remain closed from Monday, 26<sup>th</sup> day of September, 2016 to Friday, 30<sup>th</sup> day of September, 2016 (both days inclusive) for the purpose of AGM.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
10. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode. Members may further note that the said documents will also be available on the Company's website [www.naysaasecurities.com](http://www.naysaasecurities.com) for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
11. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. Since the Company falls under the category of companies referred to in Chapter XB of SEBI (ICDR) Regulations, 2009 and pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 (2) the Companies (Management and Administration) Rules, 2014, the provisions of e-voting shall not apply to the Company.



**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 4:**

The Members in the Extraordinary General Meeting held on 2<sup>nd</sup> June, 2014 had approved the Initial Public Offer (IPO) of equity shares of the Company. Pursuant to this approval and further approvals from all the concerned authorities, the Company has issued and allotted 10,00,000 Equity shares of Rs. 10/- each at a price of Rs. 15 each.

Now the Company intends to utilise the IPO funds for the purpose other than the purpose for which it was raised.

Further now, looking into the present market scenario the Board of Directors decided to drop the idea of utilizing the proceeds of this Issue for expanding domestic operations and network of branches as stated in the prospectus dated 18th August, 2014 and utilize it towards the under-mentioned activities:

(Rs. In Lacs)			
Sr. No.	Particulars	Proposed utilizations of Issue Proceed as per Prospectus dated 18/08/2014	Revised utilizations of Issue Proceed
1.	Expanding our domestic operations and network of branches	51.00	100.00
2.	Enhancement of margin money maintained with the exchanges	50.00	10.00
3.	General corporate purposes	9.00	17.73
4.	Public Issue Expenses	40.00	22.27
5.	Working Capital	-	0.00
	<b>Total</b>	<b>150.00</b>	<b>150.00</b>

Considering the existing growth rate, change in the demands of business needs and the proposed expansion, the total working capital needs of the Company further increased. As a result of which the Company will not be able to utilize the IPO proceeds as per the object stated in the prospectus of IPO of the Company. Under the present circumstances, your director's intend to use the said IPO proceeds for working capital of the Company.

As the IPO proceeds are intended to be used for the purpose other than the purpose which was it was raised, the consent of Shareholders of the Company is required to be obtained by passing Special Resolution.

Your Directors recommend the above resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

BY ORDER OF THE BOARD  
For NAYSAA SECURITIES LIMITED

PLACE: Mumbai  
DATE: 23<sup>rd</sup> August, 2016

(Jayantlal Lodha)  
CHAIRMAN.

**ANNEXURE TO ITEMS 2 OF THE NOTICE**  
**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 of the Listing Regulation.**

<b>Name of Appointee</b>	<b>Jayantilal Lodha</b>
<b>Designation</b>	Non - Executive Director
<b>Age</b>	64
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	19/10/2007
<b>Qualification</b>	B. Sc
<b>Nature of Expertise</b>	Expertise in Market Research, Market Analysis.
<b>Experience</b>	Ten years of experience in Capital Market
<b>*Directorships held in other companies</b>	NIL
<b>Chairmanship/Memberships of Committees#</b>	NIL
<b>Shareholding in the Company</b>	447000

Route map for the venue of the 9<sup>th</sup> AGM is as below:





## DIRECTORS' REPORT TO THE MEMBERS

Dear Members,

Your Directors have pleasure in presenting their 9<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2016.

### FINANCIAL RESULTS:

Particulars	Year ended 31 <sup>st</sup> March 2016	Year ended 31 <sup>st</sup> March 2015
Turnover	47,918,161	25,762,522
Profit (Loss) before taxation	347077	388396
Less: Tax Expense	-163409	-167537
Profit (Loss) after tax	183668	220859
Add: Balance B/F from the previous year	15,764,062	10,559,168
Balance Profit/ (Loss) C/F to the next year	15,947,730	15,764,062

### OPERATIONAL REVIEW:

The Company recorded a turnover of Rs. 47,918,161 during the year under review as against Rs. 25,762,522 in the previous year. The net profit after tax is Rs. 183668 as against a profit of Rs. 220859 in the previous year.

### DIVIDEND:

Your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2016 with a view to conserve the resources for future.

### AMOUNT TRANSFER TO RESERVE:

Your Directors do not propose any amount to be transferred to the Reserves for the year ended 31<sup>st</sup> March 2016.

### CORPORATE GOVERNANCE:

Since the equity share capital of the Company is listed exclusively on the SME Platform of BSE Limited, the requirement of corporate governance provisions specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of Listing Regulation is not applicable to the Company and hence, the Report on corporate Governance is not applicable to the company.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed to this Report.

### Particulars of the Company's Subsidiaries, Joint Ventures and Associate Company:

Company does not have any Subsidiaries, Joint Ventures or Associate Companies.

### DEPOSITS:

Company has not accepted any deposits within the meaning of Section 73 of the companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal control system reviews all the control measures on periodic basis and recommends improvements, wherever appropriate. The Company has in place adequate internal control systems and procedures commensurate with

the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use. The management regularly reviews the internal control systems and procedures.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **DIRECTORS & KEY MANAGERIAL PERSONNEL:**

In accordance with the provision of section 152(6) and article the Articles of Association of Company Mr. Jayantilal Lodha will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board recommends his reappointment.

Mr. Sudhir Singh was appointed as Company Secretary of the company w.e.f. 01/05/2015.

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013.

None of the Directors of the Company are disqualified from being appointed as Directors as specified in Section 164 of the Companies Act, 2013.

#### **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board, based on recommendations of the Nomination and Remuneration Committee, has carried out an annual performance evaluation of its own performance and that of its statutory committee's viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment

& Remuneration Committees.

#### **REMUNERATION POLICY:**

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is available at the website of the Company i.e. [naysasecurities.com](http://naysasecurities.com).

#### **MEETINGS:**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year Eleven Board Meetings, four Audit Committee Meetings, Two Nomination & Remuneration Committee, and Two Stakeholder Relationship Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **CHANGES IN SHARE CAPITAL, IF ANY:**

During the Financial Year 2014-15, the Company has issued 10,00,000 Shares of Rs. 10/- each at a Premium of Rs. 5/- under Initial Public Offer, on SME platform of BSE Limited.

#### **UTILISATION OF IPO FUNDS:**

Particulars	(Rs. in Lacs)	
	As disclosed in Prospectus dated 24 <sup>th</sup> June 2014 to be expended till 31 <sup>st</sup> March, 2015	Actual Utilisation as on 31 <sup>st</sup> March 2016
Expanding our domestic operation and network of branches	30.00	100.00
Enhancement of margin money maintained with the exchanges	30.00	10.00
General Corporate Purposes	9.00	17.73
Public Issue Expense	40.00	22.27
<b>TOTAL</b>	<b>109.00</b>	<b>150.00</b>

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Particulars of Loans, Guarantees or Investments made under section 186 of the companies Act 2013 is furnished in the notes to the Financial Statements.

#### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure I".

#### **RELATED PARTY TRANSACTION:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Certain transactions which were entered into with related parties were described in Form AOC-2 attached as "Annexure 2" and forming part of this report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

##### **A] Conservation of Energy, Technology Absorption:**

Your Company is not a power intensive company even though the Company has taken all measures to conserve the energy. Your Company is not using any foreign technology.

#### **B| Foreign Exchange Earning and Outgo:**

The Foreign Exchange Earning and Outgo were NIL during the year.

#### **WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Vigil mechanism Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

There have been no cases of frauds reported to the Audit Committee/Board during the year under review.

#### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

No case of sexual harassment was reported during the year.

#### **EMPLOYEE RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

#### **AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations made in the report with regard to appointment of woman director which was complied later on and non filing of some forms were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. Interest free advances were given prior to the financial year 2014-15 and the Company is in the process of recovering the same. The company would ensure in future that all the provisions are complied with the fullest extent.

#### **AUDITORS:**

M/s M. K. Singhal & Co., Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held for the financial year 2018-2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s M. K. Singhal & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. The Members are requested to consider ratification of their appointment.

#### **SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. Nishant Jawa & Associates, Practising Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure - 3" to this report.

#### **BUSINESS RISK MANAGEMENT:**

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the company has constituted a business risk management committee. The risk management policy can be viewed at the website of the Company i.e. [naysaasecurities.com](http://naysaasecurities.com).



At present the company has not identified any element of risk which may threaten the existence of the company.

**PARTICULARS OF EMPLOYEES:**

- (A) There were no employees drawing salary exceeding the limits prescribed under Section 197 of the Companies Act 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- (B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure - 4**.

**Material changes affecting the Financial Position of the Company:**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

**ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and employees at all levels for their continuous cooperation and assistance.

For and on behalf of the Board of Directors

PLACE: Mumbai  
DATE: 23<sup>rd</sup> August, 2016

(Jayantilal Lodha)  
Chairman

**Annexure - I**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31<sup>st</sup> March, 2015  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	U67120MH2007PLC175208
2	Registration Date	19 <sup>th</sup> October 2007
3	Name of the Company	Naysaa Securities Limited
4	Category/ Sub- Category of the Company	Company Limited By Shares / Indian Non Government Company
5	Address of the Registered Office and contact details	102/104, Shivam Chambers, S.V Road Goregaon (W), Mumbai - 400062 Tel: 022-26760404 Email:naysaa@naysaasecurities.com
6	Whether the Company is Listed	Yes
7	Name, Address, Contact details of Registrar and Transfer Agent, if any	<b>Bigshare Services Private Limited</b> F-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai - 400072. Tel No: +91 22 4043 0200 Fax No: +91 22 2847 5207 Email-id: ipo@bigshareonline.com

**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

Sr. No.	Name and description of main products/ services	NIC Code of the products/ services	% of the total turnover of the Company
1	Securities brokerage services	99715210	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GEN	Holding Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	<b>NIL</b>				

**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	
<b>A. 1 Promoters</b>									
<b>I. Indians</b>									
a. Individual/ HUF	1615400	0	1615400	46.46	1615400	0	1615400	46.46	0
b. Central Govt	0	0	0	0	0	0	0	0	0
c. State Govt(s)	0	0	0	0	0	0	0	0	0
d. Bodies Corporate	13000	0	13000	0.37	13000	0	13000	0.37	0
e. Bank/ FFI's	0	0	0	0	0	0	0	0	0
f. Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(1)</b>	<b>1628400</b>	<b>0</b>	<b>1628400</b>	<b>46.84</b>	<b>1628400</b>	<b>0</b>	<b>1628400</b>	<b>46.84</b>	<b>0</b>
<b>2. Foreign</b>									
a. NRI's Individual	0	0	0	0	0	0	0	0	0
b. Other Individual	0	0	0	0	0	0	0	0	0
c. Bodies Corp.	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1628400</b>	<b>0</b>	<b>1628400</b>	<b>46.84</b>	<b>0</b>	<b>0</b>	<b>1628400</b>	<b>46.84</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	120000	0	120000	3.15	112000	0	112000	3.15	(6.67)
i) Indian									
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal share capital upto Rs. 1 lakh	296000	0	296000	8.23	215350	0	215350	6.19	(27.04)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1426150	0	1426150	41.03	1449000	0	1449000	41.68	0.05
c) Others	16000	0	16000	0.06	72000	0	72000	0.07	1.00
Clearing Members									
<b>Sub-total (B)(2):-</b>	<b>1848350</b>	<b>0</b>	<b>1848350</b>	<b>53.16</b>	<b>1848350</b>	<b>0</b>	<b>1848350</b>	<b>53.16</b>	<b>0</b>

Total Public Shareholding (B)=(B)(1)+(B)(2)	1848350	0	1848350	53.16	1848350	0	1848350	53.16	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3476750	0	3476750	100	3476750	0	3476750	100	0

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change	
		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	In Shareholding during the year	
1.	Mr. Vikram J. Lodha	947700	27.26	0	947700	27.26	0	0	
2.	Mr. Jayantilal Lodha	447000	12.86	0	447000	12.86	0	0	
3.	Mrs. Manju J. Lodha	100000	2.88	0	100000	2.88	0	0	
4.	Mr. Ishaan Lodha	9000	0.26	0	9000	0.26	0	0	
5.	Ms. Naysaa Lodha	12000	0.35	0	12000	0.35	0	0	
6.	Mrs. Meghna V. Lodha	66700	1.92	0	66700	1.92	0	0	
7.	Vikram Lodha HUF	33000	0.95	0	33000	0.95	0	0	
8.	Vikram Shares & Stock broking Pvt. Ltd.	13000	0.37	0	13000	0.37	0	0	
	Total	1628400	46.83	0	1628400	46.83	0	0	

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

There is no Change in Promoter's Shareholding during the year.

Sl. No.		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				
	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):				
	At the End of the year				

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

Sl. No.		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.	M/S Hridayanath Consultancy Pvt. Ltd.				
	At the beginning of the year	80000	2.30	80000	2.30
	Bought	-	-	-	-
	Sold	-	-	-	-
	At the end of the year	80000	2.30	80000	2.30

2	Mrs. Manisha Neeraj Punamiya				
	At the beginning of the year	0	0.00	0	0.00
	Bought	72000	2.07	72000	2.07
	Sold	-	-	-	-
	At the end of the year	72000	2.07	72000	2.07
3	Mrs. Lata Punit Punamiya				
	At the beginning of the year	0	0	0	0
	Bought	64000	1.84	64000	1.84
	Sold	-	-	-	-
	At the end of the year	64000	1.84	64000	1.84
4	Vimla Navratna Punamiya,				
	At the beginning of the year	0	1.61	0	1.61
	Bought	56000	-	56000	-
	Sold	-	-	-	-
	At the end of the year	56000	1.61	56000	1.61
5	Pallavi Lalit Punamiya,				
	At the beginning of the year	0	1.61	0	1.61
	Bought	56000	-	56000	-
	Sold	-	-	-	-
	At the end of the year	56000	1.61	56000	1.61
6.	Samkit Aswinkumar Sanghvi				
	At the beginning of the year	47500	1.37	47500	1.37
	Bought	8000	0.23	55500	1.60
	Sold	-	-	-	-
	At the end of the year	55500	1.60	55500	1.60
7	Sonal Anil Shah				
	At the beginning of the year	47500	1.37	47500	1.37
	Bought	8000	0.23	55500	1.60
	Sold	-	-	-	-
	At the end of the year	55500	1.60	55500	1.60
8	Anilkumar Babulal Shah				
	At the beginning of the year	47500	1.37	47500	1.37
	Bought	8000	0.23	55500	1.60
	Sold	-	-	-	-
	At the end of the year	55500	1.60	55500	1.60
9	Kantaben Babulal Shah				
	At the beginning of the year	47500	1.37	47500	1.37
	Bought	8000	0.23	55500	1.60
	Sold	-	-	-	-
	At the end of the year	55500	1.60	55500	1.60
10.	Aswinkumar B. Sanghvi				
	At the beginning of the year	47500	1.37	47500	1.37
	Bought	8000	0.23	55500	1.60
	Sold	-	-	-	-
	At the end of the year	55500	1.60	55500	1.60

#### V) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors & KMP		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	Mr. Vikram Jayantilal Lodha	At the beginning of the year	947700	27.26	947700	27.26
		Bought	-	-	-	-
		Sold	-	-	-	-
		At the End of the year	947700	27.26	947700	27.26
2	Mr. Jayantilal H. Lodha	At the beginning of the year	447000	12.86	447000	12.86
		Bought	-	-	-	-
		Sold	-	-	-	-
		At the End of the year	447000	12.86	447000	12.86

## 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	360127	0	0	360127
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	360127	0	0	360127
Change in indebtedness during the financial year				
• Addition	0	398000	0	398000
• Reduction	65566	0	0	65566
Net Change	294561	398000	0	332434
Indebtedness at the end of the financial year				
(i) Principal Amount	294561	398000	0	618449
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	294561	398000	0	618449

## VI. REMUNERATION OF DIRECTORS (from Financials)

### A. Remuneration to Managing Directors, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Vikram Lodha	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	420000	420000
	(b) Value of perquisites under section 17(2) Income tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961		
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- As % of profit	-	-
	- Others, specify.	-	-
5.	Others, please specify	-	-
	Total (A)	420000	420000
	Ceiling as per the Act	3000000	3000000

### B. Remuneration to other Directors: (from Financials)

NIL

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
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 • Commission • Others, Please specify		
	Total (2)		
	Total (B) = (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD  
(from Financials)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary (a) Salary as per Provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under section 17(2) Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	131000	258710	389710
2.	Stock option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As %of profit - Others, specify.	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	-	131000	258710	389710

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:-**

None

Type	Sections of the Companies Act,	Brief Description	Details of Penalty/punishment/ Compounding feed imposed	Authority [RD/NCL T/COURT	Appeal made if any(give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHERS OFFICERS IN DEF AULT</b>					
Penalty					
Punishment					
Compounding					



**Annexure - 2**

**FORM NO. AOC -2(from Financials)**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	N.A
c)	Duration of the contracts/arrangements/transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advance s, if any
1	Jayanti Construction co-Proprietor concern of Director	Intend to Purchase office Agreement	2 Years	Intension purchase of Office at prevailing market rate		1500000
2	Jayanti Construction co-Proprietor concern of Director	Intend to Purchase office Agreement cancelled	2 Years	Intension purchase of Office at prevailing market rate was cancelled	18/2/16	3000000
3	Jayantilal Lodha-Director	Rent Agreement	5 Years	Office Premises Rent 180000 p.a	18/2/16	180000
4	Jayantilal Hansraj HUF	Rent Agreement	5 Years	Office Premises Rent 180000 p.a	18/2/16	180000

For and on behalf of the Board of Directors

PLACE: Mumbai  
DATE: 23<sup>rd</sup> August, 2016

(Jayantilal Lodha)  
Chairman



Annexure - 3

Form No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**

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

To,  
The Members,  
Naysaa Securities Limited

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, there were no actions/events in pursuance of:

- a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 requiring compliance thereof by the Company during the financial year.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. **There was no woman director on the Board during the period 1<sup>st</sup> April, 2015 till 18<sup>th</sup> June, 2015 as required under Section 149 of the Companies Act, 2013, however the same has been complied on 19/06/2015 by appointment of Mrs. Manju Lodha as Non Executive Director.**
- b. **The Company has approved the annual financial statements for the financial year 2014-15 at the Board meeting held on 30<sup>th</sup> May, 2015, and Board Report on 14<sup>th</sup> August, 2015 however, the said resolution as required under Section 117 (3) read with Section 179 (3) of the Companies Act, 2013 and Rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014 was not filed with the ROC.**
- c. **The Company has given certain unsecured loans and advances to persons in whom directors are interested which is not in compliance with section 185 of the Act;**
- d. **The Company has given certain interest free advances which are not in compliance with Section 186 of the Companies Act, 2013.**

We further report that based on the information provided by the Company, its officer and authorized representatives during the conduct of Audit, and also review of the quarterly compliances report by respective departmental head/ Company Secretary taken on record by the Board of Directors of the Company, in our opinion adequate system and processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws like labour laws.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

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

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

participation at the meeting.

As per the minutes of the meetings of the Board of Directors and committees thereof all decisions were unanimous and no dissenting views have been recorded.

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

We further report that during the audit period there was no other specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Mumbai

Date: 23<sup>rd</sup> August, 2016

Nishant Jawasa & Associates  
Company Secretaries

Nishant Jawasa  
Proprietor  
FCS-6557  
C.P. No. 6993

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBER OF NAYSAA SECURITIES LIMITED**

#### **Report on the Financial Statements**

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

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors are responsible for the matters 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 Flow of the Company in accordance with the Accounting Principles generally accepted in India including 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 judgment 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 provision of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

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 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 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (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 and on the basis of such checks of the books and records of the Company as we considered appropriate according to the information and explanations given to us, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial Statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.

e) On the basis of written representations received from the directors as on 31<sup>st</sup> March 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 operative effectiveness of such controls, refer to our comments mentioned in Annexure-8 to this report.

g) With respect to the 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, we report that:

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.

Place : Mumbai  
Date : 30<sup>th</sup> May, 2016

**For M. K. SINGHAL & CO.**  
**(Chartered Accountants)**





Proprietor  
(Manoj Kumar Singhal )  
M. No. 053124  
Firm Registration No. 130361W

#### ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph (1) under "Report on Other Legal and Regulatory Requirements" section of our Report of even date to the Members of Naysaa Securities Limited.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management in accordance with a phased programme of verification which, in our opinion provide for physical verification of all fixed assets at reasonable intervals having regard to the size of the Company and the nature of fixed assets. According to information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The company does not own any immovable property hence clause (i) (c) of the report is not applicable.
- ii. (a) The securities held as stock in trade have been confirmed with the statement of holding of depository at the end of the year. In our opinion, the frequency of verification of statement of holding is reasonable.
- (b) In our opinion and according to information and explanation given to us, the procedures of confirmation of securities held as stock in trade followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to information and explanation given to us, the Company has maintained proper records of securities held as stock in trade and as informed to us, no discrepancies has been noticed on verification between statement of holding and the books records.
- iii. (a) The Company has not granted any loans secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the registered maintained under section 189 of the Companies Act, 2013. The terms and conditions of loans granted prior to commencement of Companies Act, 2013 are not prime facie prejudicial to the interest of the Company except that those loan are **interest free**.



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- (b) The repayment of such loans is on demand.
- (c) In respect of such loans there are no overdue amounts.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, the provisions of clause 3(v) of the order are not applicable to the Company.
- vi. To the best of our knowledge and according to the information and explanation given to us, Central Government has not prescribed the maintenance of cost record under section 148(1) of the Companies Act, 2013 for any services rendered by the Company.
- vii. (a) According to records of the company and information and explanation given to us, Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid statutory dues above 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 and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any Disputes.
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- viii. The Company has not taken any loans from financial institutions or bank or nor has issued any debentures, hence clause (viii) of the report is not applicable.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loan and hence reporting under clause (ix) of the order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a Nidhi Company and hence reporting under clause 4(xii) of the order is not applicable.
- xiii. In our opinion and according to the information and according to the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. During the year Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the order is not applicable.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of clause 3(xv) of the order are not applicable.
- xvi. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly the provisions of clause 3(xvi) of the order are not applicable to the Company.

**M. K. SINGHAL & CO.**  
**(Chartered Accountants)**

Place : Mumbai  
Date : 30<sup>th</sup> May, 2016

*For Proprietor*  
**(Manoj Kumar Singhal)**  
M. No. 053124  
Firm Registration No. 130361W

## ANNEXURE-B TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph 2(f) under the 'Report on Other Legal and Regulatory Requirements' of our report to the members of NAYSAA SECURITIES LIMITED, ("The Company") for the year ended on March 31, 2016.

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of NAYSAA SECURITIES 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 the Internal Financial Controls**

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

### **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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

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

**M. K.SINGHAL & CO.**  
(Chartered Accountants)

Place : Mumbai  
Date : 30<sup>th</sup> May, 2016

*For Proprietor*  
(Manoj Kumar Singhal )  
M. No. 053124  
Firm Registration No. 130361W

**NAYSAA SECURITIES LIMITED**  
**BALANCE SHEET AS AT March 31, 2016**

(Amount in INR)

	Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>				
(1) Shareholders' Funds				
(a) Share Capital	2	34,767,500	34,767,500	
(b) Reserves and Surplus	3	15,947,730	15,764,062	
			50,715,230	50,531,562
(2) Non -Current Liabilities				
(a) Long Term Borrowing	4	618,449	294,561	294,561
			618,449	
(3) Current Liabilities				
(a) Trade payables	6	6,708,380	5,100,556	
(b) Other current liabilities	7	1,393,614	434,392	
(c) Short Term Provisions	8	89,063	134,188	
			8,191,057	5,669,136
<b>TOTAL</b>			<b>59,524,736</b>	<b>56,495,259</b>
<b>II. ASSETS</b>				
(1) Non - current assets				
(a) Fixed Assets				
(i) Tangible assets	9	697,241	893,666	
(ii) Intangible assets	9	4,819	4,819	
		702,060	898,485	
(b) Deferred Tax Assets (Net)	5	28,826	31,211	
(c) Non -Current Investment	10	8,398,904	25,433,489	
(d) Long Term Loans & Advances	11	20,484,313	14,450,313	
			29,614,103	40,813,498
(2) Current Assets				
(a) Inventories	12	10,617,664	1,484,119	
(b) Trade receivables	13	13,948,542	6,447,822	
(c) Cash and cash equivalents	14	3,754,114	5,424,485	
(d) Short-Term Loans and Advances	15	49,607	271,061	
(e) Other current assets	16	1,540,706	2,054,274	
			29,910,633	15,681,761
<b>TOTAL</b>			<b>59,524,736</b>	<b>56,495,259</b>
Significant Accounting Policies	1			

The notes attached form an integral part of the financial statements  
As per our report of even date

For M.K.SINGHAL & CO.  
Chartered Accountants

For and on behalf of the Board

Proprietor  
(Manoj Kumar Singhal)  
M.No. 53124  
Firm number: 130361W  
Place: Mumbai  
Date: 30.05.2016

Company Secretary      Director      Director



**NAYSAA SECURITIES LIMITED**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED March 31, 2016**

( Amount in INR)

	Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I.	Revenue from Operations	17	46,265,192	23,761,822
II.	Other Income	18	1,652,969	2,000,700
III.	<b>Total revenue (I + II)</b>		<b>47,918,161</b>	<b>25,762,522</b>
IV.	Expenses			
	Purchase of Stock in Trade		51,621,683	20,960,661
	Changes in inventories of stock in trade	19	(9,133,545)	880,163
	Employee benefits expense	20	1,832,332	1,159,152
	Depreciation and amortization expense	21	799,593	694,370
	Finance Cost	22	257,045	271,314
	Other expenses	23	2,193,576	1,408,466
	<b>Total Expenses</b>		<b>47,571,084</b>	<b>25,374,126</b>
V.	<b>Profit before tax (III-IV)</b>		<b>347,077</b>	<b>388,396</b>
X.	Tax expense:			
	(1) Current tax		160,000	190,000
	Less Mat Credit Entitlements/Adjustments		-	-
	(2) Deferred tax		2,385	(55,043)
	(3) Tax Adjustments for Earlier Years		1,024	32,580
			163,409	167,537
XI.	<b>Profit After Tax for the year from Continuing Operations</b>		<b>183,668</b>	<b>220,859</b>
XII.	There are no Exceptional Items, Extra Ordinary Items and Discontinuing Operations			
XII.	Earning per equity share:			
	(1) Basic & Diluted	24	0.05	0.06
	Significant Accounting Policies	1		

The notes attached form an integral part of the financial statements  
As per our report of even date

For M.K.SINGHAL & CO.  
Chartered Accountants

For and on behalf of the Board

Proprietor:  
(Manoj Kumar Singhal)  
M.No. 53124  
Firm number: 130361W  
Place: Mumbai  
Date: 30.05.2016

Company Secretary      Director      Director



Naysaa Securities Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

(Amount in INR)

A	Cash Flow From Operating Activities	2015-16	2014-15
	Net Profit Before Tax As Per Profit And Loss Account	347,077	388,396
	Adjustments For:		
	Depreciation	799,993	694,370
	Dividend Received	(66,053)	(150,215)
	Profit on sale of investments	(293,883)	
	Loss on Sale of Investment	316,257	325,479
	Loss on sale of Fixed Assets		
	Interest Income	(255,973)	(220,654)
	Interest Expenses	257,045	271,314
	Operating Profit Before Working Capital Changes	1,104,463	1,308,690
	Decrease/(Increase) In Inventories	(9,133,545)	880,163
	Decrease/(Increase) In Trade Receivables	(7,500,720)	(3,554,404)
	Decrease/(Increase) In Short Term Loan & Advances	2,221,454	(2,118,341)
	Decrease/(Increase) In Other Current Assets		-
	Increase/(Decrease) In Short Term Borrowings	-	(1,668,439)
	Increase/(Decrease) In Trade Payables	1,607,824	1,337,600
	Increase/(Decrease) In Other Current Liabilities	959,222	356,037
	Decrease/(Increase) In Long Term Loan & Advances	(8,034,000)	9,594,990
	Cash generated From Operations	(18,775,302)	6,136,296
	Income Taxes Paid	205,125	34,590
	Short provision of tax for earlier years	1,024	32,580
	Net Cash Flow From Operating Activities (A)	(18,981,451)	6,069,126
B	Cash Flow From Investing Activities		
	(Purchase)/Sale Of Fixed Assets	(90,000)	(1,031,482)
	Interest Received	255,973	220,654
	Purchase of current and non current investments	(7,719,480)	(26,396,587)
	Proceeds from sale of current and non current investment	24,731,691	637,620
	Dividend Received	66,053	150,215
	Share Application Money Paid	-	
	Net Cash Flow From Investing Activities (B)	17,244,237	(26,419,580)
C	Cash Flow From Financing Activities		
	Term Loan Taken	398,000	
	Term Loan Repaid	(74,112)	
	Interest paid	(257,045)	(271,314)
	Further Shares Issued	-	15,000,000
	Expenses Written Off		
	IPO Issue Expenses Paid	-	(2,225,842)
	Net Cash Flow From Financing Activities (C)	66,843	12,502,844
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(1,670,371)	(7,847,610)
	Net Increase/(Decrease) In Cash And Cash Equivalents:		
	Opening Balance	5,424,485	13,272,095
	Closing Balance	3,754,114	5,424,485
	Net Increase/(Decrease) In Cash And Cash Equivalents	(1,670,371)	(7,847,610)

As per our report of even date.

For M.K.SINGHAL & CO.

Chartered Accountants

For and on Behalf of the Board

Proprietor  
(Manoj Kumar Singhal)  
M.No. 53124  
Firm number: 130361W  
Place: Mumbai  
Date: 30.05.2016

( Company Secretary )

( Director )

( Directors )

## **NAYSAA SECURITIES LIMITED**

Note: 1

### **Notes to Financial Statement for the year ended 31<sup>st</sup> March 2016**

#### **Significant Accounting Policies**

##### **1. Basis of Preparation**

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under historical cost convention, on an accrual basis and in accordance with the generally accepted accounting principles in India. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

##### **2. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require the management to make certain estimates and assumptions that affect the reported amounts of Assets, Liabilities and disclosure of Contingent Liabilities at the reported date and the reported amounts of revenues and expenses during the reported period. Although these estimates are based upon management's best knowledge of current events and action, actual result could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period.

##### **3. Fixed Assets**

Fixed Assets have been stated at original cost of acquisition and subsequent improvement thereto, inclusive of taxes, freight and other incidental expenses related to cost of acquisition, improvements and installation less accumulated depreciation.

##### **4. Depreciation**

Depreciation on all tangible and intangible Fixed Assets is provided on the reducing balance method up to 95% of the total cost over the estimated useful life of the assets as prescribed under Schedule II to the Companies Act, 2013 on pro-rata basis.

##### **5. Cash Flow Statement**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past and future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

##### **6. Investments**

Long-term investments are stated at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary.

##### **7. Inventories**

Inventories are valued at cost or market value whichever is lower.

##### **8. Revenue Recognition**

**A.** Brokerage income is recognized when the settlement of transaction of sale and purchase of securities take place.

**B.** All other income and expenditure items having a material bearing on the financial statements are recognized on accrual basis except in the case of dividend income, interest receivable from /payable to government on tax refunds/late payment of taxes, duties/levies which are accounted for on cash basis.

##### **9. Taxes on Income**

Tax expenses comprises of current and deferred tax charge or credit.

Current Tax is determined as the amount of income tax payable to taxation authorities in respect of taxable income for the period on the basis of provisions of Income Tax Acts, 1961.

Deferred tax liability is recognized on timing difference between the book and tax profits for the year and quantified using the tax rate and laws currently enacted or substantively enacted as on the Balance Sheet Date.

Deferred tax assets are recognized and carried forward to the extent that there is reasonable certainty that sufficient future income will be available against which such deferred tax assets can be realized.

#### **10. Employee Benefits**

The Provident Fund and Gratuity is not applicable to the company in view of number of employees is less than the required as per respective act. Leave Encashment is being accounted on payment basis.

#### **11. Contingencies and Events Occurring After the Balance Sheet Date**

Events occurring after the date of the Balance Sheet, which provide further evidence of conditions that existed at the Balance Sheet date or that arose subsequently, are considered up to the date of approval of accounts by the Board of Directors, where material.

#### **12. Impairment of Assets**

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

#### **13. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liabilities, if material, are disclosed by way of notes.

Contingent Assets are neither recognised nor disclosed in the financial statements.

**NAYSAA SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2016**

**2 Share Capital:**

(Amount in INR)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	Amount in Rs	Number	Amount in Rs
<b>Authorized:</b>				
Equity shares of Rs.10 /- each	4,400,000	44,000,000	4,400,000	44,000,000
		44,000,000		44,000,000
<b>Issued, subscribed and fully paid up:</b>				
Equity shares of Rs.10 /- each				
At the beginning of the year	3,476,750	34,767,500	2,476,750	24,767,500
Issued during the year	-	-	1,000,000	10,000,000
Bonus Share	-	-	-	-
Bought back during the year	-	-	-	-
At the end of the year	3,476,750	34,767,500	3,476,750	34,767,500
<b>Particulars of equity share holders holding more than 5% of the total number of equity share capital:</b>	As at March 31, 2016		As at March 31, 2015	
Name of the Shareholders	% held	No. of Shares	% held	No. of Shares
a. Vikram J Lodha	27.26	947,700	27.26	947,700
b. Jayantilal H Lodha	12.86	447,000	12.86	447,000
The company has only one class of equity share having par value of Rs 10/- each per share. Each holder of equity shares is entitled to one vote per share and also to dividend, if declared /approved by the shareholders.				
<b>3 Reserves and Surplus:</b>				
Particulars	Securities Premium Account	Reserve Fund	Surplus i.e. balance in Statement of Profit & Loss	Total
At the beginning of the year	15,383,750	-	380,312	15,764,062
Received during the Year:	-	-	-	-
Transferred from/to Profit & Loss Account	-	-	183,668	183,668
Allocation towards allotment of bonus shares	-	-	-	-
Proposed Dividends	-	-	-	-
Provision towards dividend distribution tax	-	-	-	-
At the end of the year	15,383,750	-	563,980	15,947,730
At the end of the previous year	15,383,750	-	380,312	15,764,062

NAYSAA SECURITIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2016

(Amount in INR)

	Particulars	As at March 31, 2016	As at March 31, 2015
4	<b>Long Term Borrowing</b>		
1	<b>Secured Loan :</b>		
a)	<b>Term Loans</b>		
i)	<b>Vehicle Loan</b>		
	from Bank	-	-
	from Others ( Tata Capital Financial Services Ltd.)	294,561	360,127
		294,561	360,127
	Less : Amount Disclosed under the Head " Other Current	74,112	65,566
	<b>Total Secured Loan ( A)</b>	220,449	294,561
2	<b>Unsecured Loan (From Related Parties)</b>		
i)	<b>Vikram J Lodha</b>	398,000	-
	<b>Total Unsecured Loan (B)</b>	398,000	-
	<b>Total Loan (A+B)</b>	618,449	294,561
5	<b>Deferred Taxes :</b> The Company recognized deferred tax assets for the year ended March 31, 2016, since the management is reasonably /virtually certain of its profitable operations in future. As per Accounting Standard 22 "Accounting for Taxes on Income ", the timing differences mainly relates to following items and result in a Net Deferred Tax Asset.		
i)	<b>Deferred tax Liabilities:</b>		
a)	Difference between accounting and tax depreciation	-	-
b)	On account of timing Difference in recognition of expenditure	21,136	21,136
	<b>Total Deferred Tax Liability</b>	21,136	21,136
ii)	<b>Deferred Taxes Assets</b>		
a)	Difference between accounting and tax depreciation	45,080	2,060
b)	Unabsorbed Losses and others	4,882	50,287
	<b>Total Deferred Tax Assets</b>	49,962	52,347
	<b>Deferred Tax Assets (Net)</b>	28,826	31,211
6	<b>Trade Payables</b>		
i)	To Micro, Small and Medium Enterprises	-	-
ii)	Others	6,708,380	5,100,556
		6,708,380	5,100,556
7	<b>Other current liabilities:</b>		
	<b>Current Maturities of Long Term Borrowing</b>		
a)	<b>Vehicle Loan</b>		
	from Bank	-	-
	from Others	74,112	65,566
		74,112	65,566
b)	Creditors for Expenses	215,598	103,136
c)	Statutory Liabilities	18,904	15,690
d)	Advance Market Maker Fees	85,000	250,000
e)	Deposits received against Service	1,000,000	-
		1,393,614	434,392
8	<b>Short Term Provision</b>		
a)	<b>Provision for Taxation</b>	350,000	190,000
	Less: Advance Tax, TDS, S.A. Tax	260,937	55,812
		89,063	134,188



**NYASSA SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2016**

(Amount in INR)

Particulars	GROSS BLOCK (AT COST)		DEPRECIATION		NET BLOCK	
	Balance as at 1 April, 2015	Additions Deductions	Balance as at 31 March, 2016	Balance as at 1 April, 2015 Depreciation/a mortification expenses for the year	Deductions /(written off from retain earning)	Balance as at 31 March, 2016 Balance as at 31 March, 2015
<b>Fixed Assets:</b>						
<b>Tangible Assets</b>						
Own assets						
Computers	185500	20000	205,500	173170	-	179,576
Printers	40000		40,000	35000	-	38,000
Vehicles	1031482		1,031,482	155146	-	428,826
Electric Installation and Equipment	-	70,000	70,000	-	-	-
	1,256,982	90,000	1,346,982	363,316	3,339	66,661
				286,425	-	697,241
<b>Intangible Assets</b>						
Computer Software	96,379		96,379	91,560	-	91,560
	96,379		96,379	91,560	-	91,560
					-	4,819
					-	4,819
<b>TOTAL</b>	1,353,361	90,000	1,443,361	454,876	-	741,301
<b>Previous Year</b>	321,879	1,031,482	1,353,361	250,968	(23,106)	702,060
				180,802		898,485

**NAYSAA SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2016**

( Amount in INR)

	Particulars	As at March 31, 2016	As at March 31, 2015
<b>10 Non Current Investment :</b>			
	<b>Investment in Equity Investment (Quoted)</b>		
	Lypsa India Ltd.(Qty NIL, P.Y.175792)		
	Face Value Rs 5	-	18,745,617
	Alacrity Securities Ltd.( Qty 136000, P.Y.240000)		
	Face Value Rs.10	893,904	1,702,400
	Rajesh Export Ltd.(Qty Nil, P.Y.24000)		
	Face Value Rs.1	-	4,985,472
	Investment in Mutual Fund	7,505,000	-
	<b>Total</b>	<b>8,398,904</b>	<b>25,433,489</b>
	<b>Additional Information</b>		
	Aggregate Value of Quoted Investment :		
	Cost	893,904	25,433,489
	Market Value	511,360	17,333,098
<b>11 Long Term Loans &amp; Advances</b>			
(a)	<b>Deposits(Unsecured Considered good)</b>		
	Related Parties		
	Deposits against Rent	318,000	318,000
	<b>Total</b>	<b>318,000</b>	<b>318,000</b>
	<b>Others Deposits</b>		
i)	Deposit with BSE( for Trading Membership)	1,125,000	1,125,000
ii)	Deposits With BSE(for IPO)	150,000	150,000
	<b>Total</b>	<b>1,275,000</b>	<b>1,275,000</b>
	<b>Total Deposits (A)</b>	<b>1,593,000</b>	<b>1,593,000</b>
(b)	<b>Capital Advance</b>		
	(Unsecured Considered good)		
	<b>Advance Against Purchase of Property</b>		
i)	To Related Party	-	1,500,000
ii)	To Others	10,000,000	2,000,000
	<b>Total (B)</b>	<b>10,000,000</b>	<b>3,500,000</b>
	<b>Others Loans &amp; Advances(Unsecured Considered good)</b>		
(c)			
i)	To Related Parties	3,891,313	4,357,313
	<b>Total (i)</b>	<b>3,891,313</b>	<b>4,357,313</b>
ii)	To Others		
	Ishwar Bhatt	5,000,000	5,000,000
	<b>Total (ii)</b>	<b>5,000,000</b>	<b>5,000,000</b>
	<b>Total Others Loans and advances (C)</b>	<b>8,891,313</b>	<b>9,357,313</b>
	<b>Total (A+B+C)</b>	<b>20,484,313</b>	<b>14,450,313</b>

**NAYSAA SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31,2016**

( Amount in INR)

Particulars		As at March 31, 2016	As at March 31, 2015
<b>12 Inventories:</b>			
	(valued at lower of cost or market value )		
i)	Stock in trade	10,617,664	1,484,119
	Others	-	-
		<b>10,617,664</b>	<b>1,484,119</b>
<b>13 Trade receivables:</b>			
i)	Trade receivables exceeding six months	4,399,921	1,262,978
ii)	others	9,548,621	5,184,844
		<b>13,948,542</b>	<b>6,447,822</b>
	Less: Provision for doubtful debts	-	-
		<b>13,948,542</b>	<b>6,447,822</b>
Additional information:			
1)	Breakup of above:		
i)	Secured, considered good	-	-
ii)	Unsecured, considered good	13,948,542	6,447,822
iii)	Doubtful	-	-
	Total	<b>13,948,542</b>	<b>6,447,822</b>
	Less:		
	Provision for doubtful debts	-	-
		<b>13,948,542</b>	<b>6,447,822</b>
2)	a) Debts due by directors or other officers of the company	-	966,653
	b) Debts due by firm or private company in which any director is a partner or a director	5,069,557	4,153,343
<b>14 Cash and cash equivalents:</b>			
i)	Balances with banks		
	In Current Account	180,690	2,044,261
	In Term Deposit Account	2,907,947	2,912,156
iii)	Cash on hand	665,477	468,068
iv)	Others (Specify nature)		
		<b>3,754,114</b>	<b>5,424,485</b>
Note:- Deposits with banks of Rs. 29,07,947(P.Y. 29,12,156) has maturity of less than 12 months and lodged with Exchange for trade Exposure.			
<b>15 Short term loans and advances:</b>		<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
	<b>Unsecured , Considered Good</b>		
	Advance Income Tax,TDS(Net of provision of Income Tax)	-	122720
i)	Advances Recoverable in cash or in kind or for value to be received	22321	5188
iii)	Advance against salary	-	30000
iv)	Prepaid Expenses	-	5000
v)	Service Tax Input Receivable	27286	108153
vi)	MAT Credit Entitlement	-	-
		<b>49607</b>	<b>271061</b>
<b>16 Other Current Assets</b>			
a)	Unamortized Expenses		
i)	Preliminary Expenses	205,200	273,600
ii)	IPO Issue Expenses	1,335,506	1,780,674
		<b>1,540,706</b>	<b>2,054,274</b>
<b>17 Revenue from operations:</b>			
i)	Sale of Shares	45,292,230	22,634,788
ii)	Sale of services		
a)	Brokerage & related Income	565,463	827,034
(iii)	Other Operating Income		
b)	Market Maker Fees	407,499	300,000
		<b>46,265,192</b>	<b>23,761,822</b>

**NAYSAA SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2016**  
(Amount in INR)

	Particulars	As at March 31, 2016	As at March 31, 2015
<b>18</b>	<b>Other Income:</b>		
	i) Interest Income Comprises		
	-Interest on Bank deposits	246,149	209,229
	-Interest on deposits with IL& FS	-	11,425
	ii) Dividend Income		
	- from long term investments	66,053	150,215
	- from current investments	-	-
	iii) Profit on sale of fixed assets	-	-
	iv) Income from Share Trading & Future & Option	1,248,958	1,954,428
	Speculation gain	100,546	-
	v) Late payment Charges	-	-
	vi) Short Term Capital Gain/(Loss)	293,883	(325,479)
	vii) Long Term Capital Gain/(Loss)	(316,257)	-
	viii) Interest on IT Refund	9,824	-
	ix) Misc. Income	3,813	882
		<b>1,652,969</b>	<b>2,000,700</b>
<b>19</b>	<b>Changes in inventories of stock in trade:</b>		
	Inventories at the end of the year		
	Shares	10,617,664	1,484,119
	Inventories at the beginning of the year		
	Shares	1,484,119	2,364,282
	Net(Increase)/Decrease in Inventories	<b>(9,133,545)</b>	<b>880,163</b>
<b>20</b>	<b>Employee Benefit Expenses:</b>		
	i) Salaries, wages and Bonus	1,389,210	739,152
	ii) Director Remuneration	420,000	420,000
	iii) Staff Welfare	23,122	-
		<b>1,832,332</b>	<b>1,159,152</b>
<b>21</b>	<b>Depreciation and amortization:</b>		
	i) Depreciation	286,425	180,802
	ii) Amortization of intangible assets	-	-
	iii) Amortization of Expenses	513,568	513,568
		<b>799,993</b>	<b>694,370</b>
<b>22</b>	<b>Finance Cost</b>		
	i) Interest Paid to Bank	-	-
	ii) Interest paid to Others	257,045	271,314
		<b>257,045</b>	<b>271,314</b>
<b>23</b>	<b>Other expenses:</b>		
	i) Exchange Charges	14,490	43,263
	ii) Annual Membership Fees & Subscription	30,000	31,531
	iii) Repairs & Maintenance	171,446	83,634
	iv) Omate Charges	56,422	50,501
	v) Payment to the auditors		
	- Audit Fees	30,000	30,000
	- For Tax Matters	10,000	10,000
	- For Other Matters	25,000	15,000
	vi) Telephone & Internet Expenses	140,433	162,539
	vii) Share Trading Expenses	613,745	291,938
	viii) Motor Car Expenses	117,987	12,100
	ix) Electricity Charges	103,017	102,596
	x) Marker Maker Fees Paid	150,000	-
	xi) Bank Charges	13,391	8,851
	xii) Conveyance	28,720	-
	xiii) Postage & Telegraph	5,765	9,096
	xiv) Printing & Stationary	19,377	11,216
	xv) Legal and professional charges	155,254	81,728
	xvi) Rent	360,000	360,000
	xvii) ROC Expenses	10,100	11,900
	xviii) listing & custodian fees	43,000	-
	xix) Bad Debts	16,642	-
	xx) Miscellaneous expenses	78,787	92,573
		<b>2,193,576</b>	<b>1,408,466</b>

**NAYSAA SECURITIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016**

(Amount in INR)

Particulars	As at March 31, 2016	As at March 31,2015
<b>24 Earnings per share:</b>		
After extraordinary item:		
Profit for the year after tax expense	183,668	220,859
Weighted average number of equity shares	3,476,750	3,476,750
<b>Earning per share</b>	<b>0.05</b>	<b>0.06</b>
Before extraordinary item:		
Profit for the year after tax expense	183,668	220,859
<b>Adjustment for</b>		
Extraordinary item (net of tax)	-	-
	183,668	220,859
Weighted average number of equity shares	3,476,750	3,476,750
<b>Earning per share</b>	<b>0.05</b>	<b>0.06</b>

25 Balance of Loan & Advances ,Debtors & Creditors are subject to confirmation and reconciliation.

26 In the opinion of Board of Directors , the assets other than fixed assets and non current investments have value on realisation in the ordinary course of business at least equal to the amount at which they are stated as otherwise stated . The Provisions for all known liabilities is adequate and not in excess of the amount reasonably necessary.

**27 Contingent Liabilities and Commitment**

- a) Contingent Liabilities Current Year: Nil ( P.Y. Nil)  
b) Capital Commitment Current Year: 125.00 lacs(P.Y. 30.00Lacs)

**28A Related Parties Disclosures(Where transaction have taken place )**

Key Management Personnel (i)	Associates Company and Related Entities (ii)	Relative of Key Management Personnel (iii) (Relationship)
Vikram J Lodha -Whole Time Director	Viram Jayantlal HUF	Magna Lodha( Wife of Vikram J Lodha)
Jayantlal H Lodha -Whole Time Director	Manju Consultancy Co.	Ishaan Lodha(Son of Vikram J Lodha )
Manju Lodha ( Wife of Jayantlal H Lodha)	Ishaan Investments	Naysa Lodha( Daughter of Vikram J Lodha)
	Vikram Shares & Stock Broking (P) Ltd.	
	Jayanti Construction Co.	
	Jayanti Investments	
	Jayantlal Hamraj HUF	



288 Transactions during the year with related parties Periods Year Figure are in bracket

Sr. No.	Particulars	Key Managerial Personnel	Related Parties Company and Related Entities	Related Parties of Key Management Personnel
	<b>Managerial Remuneration &amp; Salary</b>			
a.	<b>Salary</b>			
	Vikram J Lodha	420000 (420000)		
	<b>Advance Salary</b>			
	Vikram J Lodha	NIL (30000)		
	<b>Rent Paid</b>			
b.	Jayantlal H Lodha	180000 (180000)		
	Jayantlal H HUF		180000 (180000)	
c.	<b>Capital Advance for Office Purchase</b>			
	Jayantlal H Lodha	1500000 (1500000)		
d.	<b>Rent Deposit Given</b>			
	Jayantlal H Lodha	NIL (318000)		
e.	<b>Loan Repaid</b>			
	Ishaan Investments		NIL (250000)	
	Vikram Shares & Stock Broking (P) Ltd.		NIL (461500)	
	Jayantlal H Lodha	NIL (62000)		
	Megha Lodha			NIL (1117500)
	Vikram, Jayantlal HUF		NIL (27000)	
	Ishaan Lodha			NIL (45000)
	<b>Loan Recovered</b>			
	Jayantlal Investment		NIL (9763000)	
	Jayant Construction Co.		NIL (17000)	
	Manju Consultancy Co.		NIL (1100000)	
	Manju Lodha	400000 (NIL)		
f.	Vikram J Lodha	528000 (610000)		
	<b>Brokerage Received</b>			
	Ishaan Investments		48151 (31088)	
	Manju Consultancy Co.		7456 (11481)	
	Vikram Shares & Stock Broking (P) Ltd.		36263 (106743)	
	Jayantlal H Lodha	NIL (2411)		
	Manju, Jayantlal Lodha	800 (52)		
	Jayant Construction Co.		10077 (NIL)	
	Jayantlal, Manoj HUF		16775 (NIL)	
g.	Vikram J Lodha	28837 (466)		
	<b>Loan Receivable</b>			
	Jayantlal Investment		2892000 (2892000)	
	Jayant Construction Co.		85381 (85381)	
	Jayantlal H HUF		19500 (16000)	
	Manju Consultancy Co.		15703 (33300)	
	Manju Lodha	114000 (174000)		
h.	Vikram J Lodha	NIL (138000)		
	<b>Trade Receivable</b>			
	Ishaan Investments		465045 (3604800)	
	Manju Consultancy Co.		NIL (944433)	
i.	Vikram Share & Stock Broking (P) Ltd.		41910 (154814)	
	<b>Loan Payable</b>			
j.	Vikram J Lodha	3983000 (NIL)		
	<b>Loan Taken</b>			
k.	Vikram J Lodha	3983000 (NIL)		
l.	<b>Rent Deposit Outstanding</b>			
	Jayantlal H Lodha	3180000 (180000)		
	<b>Capital Advance Outstanding</b>			
	Jayantlal H Lodha	NIL (1500000)		

29 Additional Information of Part II of Schedule VI of the Companies Act 2013

Director Remuneration	2015-16	2014-15
Salary	4,20,000	4,20,000

30 The Company has not received any information from suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and honor disbursements if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act, has not been given

31 The Previous year's figures have been regrouped/rearranged/reclassified wherever necessary

32 Figures have been rounded off to the nearest rupees.

For M.K.SINGHAL & CO.  
Chartered Accountants

Proprietor  
(Manoj Kumar Singhal)  
M.No. 53124  
Firm number: 130361W  
Place: Mumbai  
Date: 30.05.2016

For and on behalf of the Board

Company Secretary Director Director

**NAYSAA SECURITIES LIMITED**

Regd. Office: 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai - 400062  
U67120MH2007PLC175208, Web: [www.naysaasecurities.com](http://www.naysaasecurities.com),  
Email: [naysaa@naysaasecurities.com](mailto:naysaa@naysaasecurities.com), Tel: 022-2676 0404,

**PROXY FORM (Form No. MGT- 11)**

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

Name of the Member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Folio No. / Client ID: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9<sup>th</sup> Annual General Meeting of the Company, to be held on the 30<sup>th</sup> September, 2016 at 10.00 a.m. at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai - 400062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	1. To consider and adopt the Balance Sheet as at 31 <sup>st</sup> March, 2016, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
	2. Re-appointment of M/s. M. K. Singhal & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.
	3. To appoint a director in place of Mr. Jiyantilal H. Lodha who retires by rotation and being eligible offers herself for re-appointment.
Special Business	4. To _____

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder(s) \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

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

Affix  
Revenue  
Stamp

**NAYSAA SECURITIES LIMITED**

Regd. Office: 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062

U67120MH2007PLC175208, Web: www.naysaasecurities.com,

Email: naysaa@naysaasecurities.com, Tel: 022-2676 0404,

**ATTENDANCE SLIP**

(To be presented at the entrance)

Annual General Meeting of the Company held on \_\_\_\_ (day), the \_\_\_\_ (date) at \_\_\_\_ p.m.

DP Id No.	
Folio No.	

Client Id No.	
No. of Shares	

Name of the attending member \_\_\_\_\_

Name of the Proxy \_\_\_\_\_  
(If proxy attends instead of member)

I hereby register my presence at the 9<sup>th</sup> Annual General Meeting of the Company held on Friday, 30<sup>th</sup> September, 2016 at 10.00 a.m. at the Registered office of the Company at 102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062.

\_\_\_\_\_  
Signature of the Member/Proxy

**Notes:**

1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the Meeting.