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81ST

ANNUAL REPORT 2011-2012

Securities
Insurance
Investments
Commodities
Stressed Assets
Management Consultancy

ANNUAL REPORT 2011-2012

Board of Directors	<p>Mr. Anil Bafna Mr. Dinesh Nuwal Mr. Rajesh Nuwal Mr. Hemant Panpalia Mr. J. K. Sethi Mr. David Kallaus Mr. R. R. Baldi</p>	<p>Chairman Non-Executive Vice Chairman Managing Director Non Executive Director Independent Director Independent Director Independent Director</p>
Registered Office	<p>601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007</p>	
Audit Committee	<p>Mr. Anil Bafna Mr. J. K. Sethi Mr. Dinesh Nuwal Mr. Hemant Panpalia Mr. R. R. Baldi</p>	<p>Chairman Member Member Member Member</p>
Remuneration Committee	<p>Mr. Anil Bafna Mr. J. K. Sethi</p>	<p>Chairman Member</p>
Company Secretary	<p>Mr. Jinesh Doshi</p>	
Bankers	<p>HDFC Bank Limited Fort Branch, Mumbai</p>	
Auditors	<p>M/s CLB & Associates Chartered Accountants</p>	
Registrar & Transfer Agents	<p>Adroit Corporate Services Private Limited 19/20, Jaferbhoy Industrial Estates, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.</p>	

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NOTICE

NOTICE is hereby given that Eighty-first Annual General Meeting of the Company will be held on Friday, September 28, 2012 at 3.30 p.m. at 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares.
3. To appoint a Director in place of Mr. Hemant Panpalia who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. J.K. Sethi who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s CLB & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

6. Re-appointment of Mr. Rajesh Nuwal as Managing Director

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Rajesh Nuwal as Managing Director of the Company, for a further period of 5 (five) years, with effect from June 29, 2012, on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Rajesh Nuwal, a draft whereof is placed before this meeting which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Rajesh Nuwal.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 25, 2012 to Friday, September 28, 2012.
- Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach atleast seven days before the date of the meeting, so that the information required may be made available at the meeting, to the best extent possible.
- 5. Members are informed that the Company's equity shares have been allotted ISIN No. INE131H01028. Members who wish to dematerialise their shares are requested to approach the Registrar and Share Transfer Agents through their Depository Participant.**
- The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts is annexed hereto.

Registered Office:
601 & 602, Sukh Sagar,
N.S. Patkar Marg,
Girgaum Chowpatty,
Mumbai 400 007

By Order of the Board of Directors
For **IndiaNivesh Limited**

Rajesh Nuwal
Managing Director

Mumbai, August 31, 2012

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Re-appointment of Mr. Rajesh Nuwal as Managing Director

The Board of Directors at their meeting held on June 29, 2012 have subject to the such consents, approvals and permissions as may be required including that of shareholders' and subject to the provisions of the Articles of Association of the Company, re-appointed Mr. Rajesh Nuwal as Managing Director of the Company for a further period of 5 years with effect from June 29, 2012 on the remuneration determined by the Remuneration Committee of the Board of Directors. The remuneration payable to and the terms of appointment of Mr. Rajesh Nuwal during the tenure of his re-appointment for a further period of five years is briefed as follows.

1	Salary (Basic Per Month)	Rs.50,000/- in a time scale of Rs.50,000/- – Rs.10,000/- – Rs.1,00,000/-. Annual increment of Rs.10,000/- payable on 1st April of each year
2	Allowances / Perquisites:-	Rs.7,500/- per month
	a) Watchman / Servants Allowance	
	b) Leave Travel Allowance	The yearly payment in the form of allowance shall be equivalent to one month's salary (basic)
	c) Gas / Electricity / Maintenance allowance	Rs.48,000/- per annum
	d) Housing I	Expenditure incurred by the Company on hiring furnished accommodation for the Managing Director subject to a maximum of 50% of the basic salary relevant for the concerned period
	Housing II	OR In case Company owned and furnished accommodation is provided no allowance shall be paid
	Housing III	OR In case no accommodation – owned or hired is provided by the company the Managing Director shall be entitled to 50 % of the basic salary relevant for the concerned period as and by way of House Rent Allowance
	e) Medical Allowance	The yearly payment in the form of allowance shall be equivalent to one month's salary (basic)
	f) Conveyance allowance	The yearly payment in the form of allowance shall be equivalent to one month's salary (basic)
	g) Bonus	As per the scheme of the Company he shall be entitled to bonus equivalent to two month's salary (basic)
	h) Contribution to Provident Fund and Superannuation / Annuity Fund will be as per scheme of the company.	
	i) Gratuity payable at the time of retirement – cessation shall be as per the scheme of the company.	
	j) Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per the scheme of the company.	
	k) Club Fees (Actual fees) for a maximum of two clubs shall be reimbursed to him. Admission fee and life membership fee shall not be paid by the company.	
	l) Provision of car with driver for the use in relation to Company's business and telephone at residence will not be considered as perquisites.	

The terms and conditions set out for re-appointment and payment of remuneration herein and / or in the Agreement may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion, deem fit within the overall ceiling fixed herein.

The Board or any Committee thereof is entitled to determine and revise the salary, perquisites and allowances and commission payable to the Managing Director of the Company at any time.

The draft Agreement to be entered into between the Company and Mr. Rajesh Nuwal is available for inspection at the Registered Office of the Company on any working day excluding Saturdays up to the date of the ensuing Annual General Meeting between 11.00 a.m. and 1.00 p.m.

Your Directors, therefore, recommend the resolution for your approval.

The above may also be treated as an abstract of the terms of the contract/agreement between the Company and Mr. Rajesh Nuwal pursuant to Section 302 of the Companies Act, 1956.

Except Mr. Rajesh Nuwal and Mr. Dinesh Nuwal, none of the Directors is, in any way, concerned or interested in the said Resolution.

Registered Office:
601 & 602, Sukh Sagar,
N.S. Patkar Marg,
Girgaum Chowpatty,
Mumbai 400 007

By Order of the Board of Directors
For **IndiaNivesh Limited**

Rajesh Nuwal
Managing Director

Mumbai, August 31, 2012

**Details of the directors seeking appointment at the forthcoming Annual General Meeting
[Revised Clause 49(IV)(G) of the Listing Agreement]**

Name of the Director	Mr. Hemant Panpalia	Mr. J.K. Sethi	Mr. Rajesh Nuwal
Date of Birth	02.10.1972	15.1.1962	18.8.1968
Date of Appointment	30.6.2008	11.9.2006	Re-appointed as Managing Director for a further period of five years on 29.06.2012
Expertise in specific functional areas	Mr. Panpalia is a fellow member of the Institute of Chartered Accountant of India and possesses varied experience of more than 15 years in the fields of Finance, Investment Banking, Primary and Secondary Markets, Merchant Banking, Project Financing and Consultancy, Corporate Affairs etc.	Mr. Sethi is apart from being a highly professional individual, he was the Chairman of Jaipur Stock Exchange Limited (Public Representative (PR) Director approved by SEBI). He possesses vast experience in the fields of Finance & Project Management.	Mr. Nuwal being a Chartered Accountant have more than 20 years of experience in the areas of Capital Market, Investment Management, Accountancy, Compliance related work, Corporate Affairs etc.
Qualifications	B.Com., FCA	B.Com., FCA, ACS, ICWA	B.Com., FCA
Directorships held in other companies (excluding private & foreign cos.)	1. Esugarindia Limited	1.. IndiaNivesh Securities Private Limited (wholly owned subsidiary of IndiaNivesh Limited) 2. Siddhi Multi-Trade Private Limited (wholly owned subsidiary of IndiaNivesh Limited)	1. Siddhi Multi-Trade Private Limited (wholly owned subsidiary of IndiaNivesh Limited) 2. IndiaNivesh Securities Private Limited (wholly owned subsidiary of IndiaNivesh Limited) 3. IndiaNivesh Investment Advisors Private Limited (wholly owned subsidiary of IndiaNivesh Limited)
Committee position held in other companies	Nil	1. Audit Committee of IndiaNivesh Limited	1. Audit Committee of IndiaNivesh Limited
No. of shares held by Non-Executive Directors	Nil	Nil	N.A.

DIRECTORS' REPORT

To,
The Members

The Directors present their Eighty-first Annual Report with the Audited Statement of Accounts for the year ended March 31, 2012.

FINANCIAL RESULTS

	Current Year 2011-2012 (Rs. in lacs)	Previous Year 2010-2011 (Rs. in lacs)
Total Income	298.61	304.82
Profit / (Loss) before Interest & Depreciation:	188.13	229.16
Less:		
Interest	108.98	118.78
Depreciation	2.06	1.77
Profit / (Loss) before Tax:	77.09	108.60
Provision for Current Tax	21.00	21.00
Provision for FBT	—	—
Provision for Deferred Tax	0.16	0.19
Profit After Tax	66.47	87.41
Income Tax for earlier year	—	—
	66.47	87.41
Add / (Less):		
Balance brought forward	917.83	900.81
Appropriations:		
Interim Dividend	—	—
Proposed Dividend	37.75	37.75
Dividend Tax	6.12	6.42
Transfer to General Reserve	1.66	8.74
Transfer to Statutory Reserve	13.29	17.48
Balance carried to Balance Sheet	925.46	917.83

PERFORMANCE

During the year under review, the Company earned a total income of Rs.2,98,60,981/- as compared to Rs 3,04,81,701/- in the previous year. The Company has earned a Net Profit of Rs.66,46,504/- (Previous Year Rs. 87,41,065/-).

The increase in total income is mainly attributable to consultation activities in the nature of financial consultation, project finance, working capital finance, loan syndication and allied activities and there is corresponding increase in net profit of the Company.

DIVIDEND

The Directors are pleased to recommend, for the approval of the Members a Final Dividend of 10% i.e. Rs.0.10 per share on 3,77,50,000 equity shares of Re.1/- each of the Company for the financial year 2011-2012. The Final Dividend, if declared as above, would involve an outflow of Rs. 37,75,000/- towards dividend and Rs.6,12,418/- towards dividend distribution tax resulting in total outflow of Rs.43,87,418/-.

TRANSFER TO RESERVES

The Company proposes to transfer Rs.1,66,163/- to General Reserve and as per the NBFC Guidelines, the Company also proposes to transfer 20% of Net Profit after Taxation which amounts to Rs.13,29,301 /- out of the amount available for appropriations.

SUB-DIVISION OF SHARES

During the year under review, the Company's Board of Directors at their meeting held on February 14, 2012 approved subdivision of equity shares from face value of Rs.10/- each to face value of Re.1/- each which was approved by shareholders through postal ballot, results of which were declared on March 28, 2012.

SUBSIDIARIES

The Company had 5 subsidiaries (including one indirect subsidiary) at the beginning of the year.

IndiaNivesh Financial Advisors Private Limited, one of the wholly owned subsidiary ceases to be the subsidiary of the Company during the year under review by offloading its entire 100% stake from it.

In view of the above, the total number of subsidiaries as on March 31, 2012 is 4.

There has been no material change in the nature of the business of the subsidiaries. A brief statement containing brief financial details of the subsidiaries is included in the Annual Report.

PARTICULARS UNDER SECTION 212 OF THE COMPANIES ACT

As per Section 212 of the Companies Act, 1956, we are required to attach the directors' report, balance sheet, and profit and loss account of our subsidiaries. However, under General Circular No: 2 /2011 dated February 8, 2011 from Ministry of Corporate Affairs had granted general exemption under section 212 (8) from attaching the annual reports of subsidiaries. We present the audited consolidated financial statements in the Annual Report. We believe that the consolidated accounts present a full and fair picture of the state of affairs and the financial condition and are accepted globally. Accordingly, the Annual Report does not contain the financial statements of these subsidiaries. We will make available the audited annual accounts and related information of subsidiaries, where applicable, upon request by any of our investors. These documents will also be available for inspection during business hours at our registered office in Mumbai, India.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956 and the rules made there under.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forms part of the Annual Report. A certificate regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of the Annual Report.

The Company has complied with all mandatory requirements as prescribed under Clause 49 of Listing Agreement with Bombay Stock Exchange Limited (BSE).

CASH FLOW STATEMENT

As required under Clause 32 of the Listing Agreement with the Stock Exchanges, a Cash Flow Statement is attached to the Balance Sheet, along with Auditors Certificate.

DIRECTORS

As per the Article 139 (1) of Articles of Association of the Company, Mr. Hemant Panpalia and Mr. J.K. Sethi, retires by rotation and being eligible, offers themselves for re-appointment, which your Directors consider to be in the interests of the Company and therefore commend it for your approval.

Brief profiles of all the above Directors are provided elsewhere in this Annual Report as additional information.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors based on the representations received from the Operating Management confirm that, to the best of their knowledge -

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 of the Company for the year under review;
- iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. Anil Bafna (Chairman), Mr. J. K. Sethi, Mr. Dinesh Nuwal, Mr. Hemant Panpalia and Mr. R. R. Baldi, all being Non-Executive Directors three of whom are Independent Directors and the Chairman is a Non Executive Independent Director. The Audit Committee met four times during the year under review.

AUDITOR'S

M/s CLB & Associates, Chartered Accountants, Auditors of the Company retires at the conclusion of ensuing Annual General Meeting and are eligible for re-appointment. The members are requested to appoint Auditors for the current year and fix their remuneration.

The appointment, if made, would be according to Section 224 (1B) and any other applicable provisions, if any, of the Companies Act, 1956.

AUDITOR'S REPORT

The observations made by the Auditors in their report are appropriately dealt with in the notes forming part of the accounts for the year which are self-explanatory and hence do not require any further explanations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities which are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively are not applicable to the Company.

There were no foreign exchange earnings and outgoing during the year under review.

PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given, as there were no employees drawing remuneration prescribed under the said section.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation of the assistance and support extended by customers, financial institutions, banks, vendors, Government and other associated with the activities of the Company.

For and on behalf of the Board of Directors
For **IndiaNivesh Limited**

Rajesh Nuwal
Managing Director

Place: Mumbai
Date: August 31, 2012

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectives of these financial statements, as well as for various estimates and judgments used therein.

It was a challenging year for the Indian economy with lingering concerns over global growth prospects and financial stability weighing on external demand and international funding. Further, local headwinds such as inflation, rising interest rates and policy impediments have only exacerbated the impact of a shaky global environment on domestic growth. Aggressive monetary tightening curtailed leveraged spending pulling private consumption growth lower from 8.1% for the financial year ended March 31, 2011 to 6.5% for the financial year ended March 31, 2012, while policy hurdles such as land acquisition problems and environmental clearances dampened investment momentum dragging investment growth lower to 5.8% from 11.1% a year ago. The intensification of the debt crisis in Europe as well as a moderation in emerging markets across the globe pulled down export growth sharply in the second half of the financial year to 6% from close to 25% in first half of the financial year 2012, weakening a vital support to the GDP growth in the financial year 2012.

The drag from local and global dampeners was largely concentrated on the industrial sector with growth for the year at 3.9%, sharply lower than the 7.2% recorded a year ago. The service sector growth remained strong supported by structural drivers such as firm rural demand and low penetration and registered a growth of 9.4% against 9.3% in financial year 2011. On balance however, sturdy service sector growth was not enough to offset the drag from industry growth which pulled headline GDP growth in financial year 2012 lower to 6.9% against 8.4% a year ago.

Global Economic Scenario:

The International Monetary Fund (IMF) predicts that global GDP growth will be 3.5 per cent in 2012 and is likely to improve to 4.1 per cent in 2013. The developed economies will grow the slowest vis-à-vis Emerging Market Economies (EMEs) and developing nations. Amongst the developed nations, the Eurozone will fare the worst. Sovereign debt problem in Europe had been simmering for quite a while, but last autumn the European crisis became acute. Strong policy measures were taken and to alleviate immediate pressure on the financial markets in the Eurozone, the European Central Bank had to inject liquidity of more than € 1 trillion through two long-term refinancing operations. Also, the European Union adopted a tough fiscal pact. The proposed fiscal correction, tightening of credit conditions and persistently high unemployment would limit the growth prospects in the Eurozone in the short to medium term.

While economies like Germany and France will have very low but positive growth in 2012, other debt-ridden economies like Spain and Italy will register negative growth thereby dragging down growth of the entire region. As per IMF projections, euro area is likely to grow at minus 0.3 per cent in 2012 and 0.9 per cent in 2013. The US economy, on the other hand, is showing signs of a gradual recovery from the 2008 crisis with consumer spending picking up and declining unemployment. However, with hardly any pick-up in industrial growth and mixed signals from housing data, there are still some lingering concerns over the sustainability of recovery in the US. Federal Reserve has not ruled out the possibility of further fiscal stimulus through a third round of quantitative easing (QE3). IMF projects a 2.1 per cent growth in the US in 2012 and 2.4 per cent in 2013.

Indian Capital Markets:

The Indian economy grew by 6.9% in 2011-12, after having grown at the rate of 8.4 per cent in each of the two preceding years. This indicates a slowdown compared not just to the previous two years but 2003 to 2011 (except 2008-09). At the same time, sight must not be lost of the fact that, by any cross country comparison, India remains among the front-runners. The strong macroeconomic fundamentals of the Indian economy have been recognized by domestic and international investors. In the present financial scenario, while most of the advanced economies are facing uncertain growth prospects and attendant difficulties in maintaining their credit ratings, two international sovereign credit rating agencies (DBRS and Moody's) have upgraded the outlook for and sovereign credit rating of India

Opportunities, Threats, Risks and Concerns:

In this era of globalization, all the developing economies are coupled with international markets and their capital markets remain susceptible to events emanating from those countries. The Company's performance is closely linked to the Indian capital markets and the risks associated with the market operations. The value of the investments may be affected by factors which will have a bearing on the functioning of capital markets like price and volume volatility, interest rates, foreign investments and other parameters. With various factors posing threats and high volatility of the capital markets, the management feels that till there is stability and the overall improvement in the economy, investments should be done in safe avenues like Fixed Deposits with scheduled banks and in shares of growth oriented companies having a good track record. Considering the strong fundamentals of the Indian Economy, the capital markets are expected to revive in due course.

Internal Control System:

The Company has maintained an adequate system of Internal Controls. The assets are safeguarded and protected against loss from unauthorized use and disposition. The transactions are authorized, recorded and reported diligently. The internal control is supplemented by an effective internal audit carried out by an external firm of Chartered Accountants. The management regularly reviews the findings of these internal auditors and takes appropriate steps to implement the suggestions and observations made by them.

Outlook:

In Financial year 2013, the Indian economy is expected to perform better than in 2012. We believe GDP growth bottomed out in Q4 2012 at 5.3%, and economic growth is now gaining traction. The change in the economic environment will be led by industrial growth, particularly in the manufacturing sector, as we believe the Government's New Manufacturing Policy, increased spending in the infrastructure space and efforts to push through some large projects to kick start growth will help improve the investment climate and attract FDI on the ground. The country has seen record food grains harvest for the second successive year and food grains output is likely to touch 250.40 million tonnes in financial year 2012, which will have a moderating impact on food inflation. Accordingly, we have pencilled in slightly higher GDP growth in 2012-13.

Business Operations

1. Stressed Asset Management

Stressed Asset Management business is one of the key focus areas of the Company and INL being an NBFC has a pre-eminent position among the few players present in this industry. INL purchases stressed assets and portfolios from banks and financial intermediaries and assist in resolution of such non performing loans. INL has made significant investments in buying stressed asset portfolios, the economic benefits of which will accrue over the next few years.

Investment activity is the major segment in which your Company operates. The company invests in quoted as well as unquoted equity shares and in units of Mutual Funds. This segment has been influenced by the overall economic, regulatory and other global as well as domestic factors. As such we expect long term benefits from the investment in the stressed assets.

2. Area of operation of Subsidiary Companies

a. IndiaNivesh Securities Private Limited (INSPL)

In the era of diversified field of activities and more importantly Capital Market grabbing the attention of most of the people INSPL provides the most needed diversified area of operation. Of the 1.3 billion population and 250 million households in India, only about 40 million Indians invest in shares and mutual funds. In terms of retail household assets, only 1.6% is invested in equity related instruments, indicating a huge growth potential. INSPL is attractively positioned to capitalise on this inflection opportunity.

The striking feature of INSPL is that:

- INSPL is registered as a **Stock Broker** with SEBI and has memberships of Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) for both Cash and Derivatives segments and also for Currency Futures Segment.
- INSPL is a registered **Depository Participant** with CDSL and NSDL.
- INSPL is also into **Paper Distribution** - Primary Market and New Fund Offerings (NFO).
- INSPL is also registered with AMFI for **Mutual Fund distribution**.
- Private Placement of Equity and Debts.

b. Siddhi Multi-Trade Private Limited (SMTPL)

As real estate construction and values have expanded in India underpinned by healthy economic growth coupled with a series of IPOs from eminent real estate players which has substantially changed the whole view about the real estate sector, SMTPL provides the back up support to INL in the areas of acquisition of stressed assets and for the acquisition of movable and immovable properties.

Furthermore, with a growth in global property market, the level of competition in the Indian property business is rising, while the need for property firms to strengthen their operational infrastructures, personnel and finances to better compete is also becoming more acute. SMTPL can efficiently provide the support to the Company in these areas of operation

c. IndiaNivesh Investment Advisors Private Limited (INIAPL) and IndiaNivesh Fund Managers Private Limited (INFMPL)

IndiaNivesh Fund Managers Private Limited (INFMPL) is incorporated on November 4, 2010. The prime objective of the company is to advice maiden fund sponsored by IndiaNivesh Investment Advisors Private Limited christened as "IndiaNivesh Growth & Special Situation Fund". INFMPL will derive its strength from the experience of its Management & Investment team.

It aims to become one of the best investment management companies in India delivering superior and consistent returns to the investors while maintaining the optimal risk. It believes in the philosophy of combining capital infusion with active portfolio management that can generate better returns through effective timing of entry and exit. It believes in nurturing its each portfolio investment by giving strategic and operational support to them. It has in place a leadership team that has sufficient relevant experience and track record of generating higher returns. IndiaNivesh is committed to adhere to strong levels of corporate governance with transparency and regularity in stakeholder communications.

Opportunities, Threats, Risks and Concerns

Due to constant change in market dynamics, your Company has endeavoured to tread cautiously and re-align the portfolio. With the mix of old and new economy, your Company aspires to achieve better growth in the ensuing year.

Financial Performance

The Total Income for the year under review is Rs.2,98,60,981/- as compared to Rs.3,04,81,701/- in the previous year. After providing for depreciation Rs.2,05,649/- (Previous Year 2,21,474/-), the Company has incurred a Net Profit of Rs.66,46,504 (Previous Year Net Profit of Rs. 87,41,065).

Internal Control System

The internal controls are structured at three different levels.

The first level being - the 'Internal Audit Department' which exercises internal control over each type of Expenditure. The second level employs the services of an 'External Auditors' Firm, to audit the processes and activities of key functions in the organization such as the materials, personnel functions. The 'Statutory Auditors' operate at the apex, third level. In the opinion of the Board of Directors, these systems are adequate considering the size and nature of the Company's business.

The management regularly reviews the findings of these internal auditors and takes appropriate steps to implement the suggestions and observations made by them.

Human Resources

As on March 31, 2012, the Company had 10 employees on its rolls. There have been very cordial relations between the employees and the management.

Outlook

Policy mandarins have repeatedly said in the past few weeks that Economy can sustain a growth of 9.0% plus but a global financial crisis could dent expansion. Slowing of the US Economy has worried investors and policymakers and concerns have also surfaced that downturn in the world's biggest Economy was spreading to emerging nations as well.

As pick-up in the investment activity is expected to continue in 2011-12, resource mobilisation through public issues, private placements and Euro issues are stated to remain encouraging in the primary segment.

With increased globalization, behaviour of stock prices in the near terms will be largely influenced by a host of domestic as well as international factors.

In line with developments in the major markets, emerging equity markets in Asia have continued to recover from the Jan-March sell-off. The markets which suffered the largest losses have more than recouped earlier losses.

So, to derive the benefits of investment opportunities available in the market, the company in the coming years will focus on:

Research Base: Develop highly informative research reports on equity and commodity market for its clients.

Stressed Asset Portfolio: To enhance its Stressed Assets Portfolio by buying value assets from banks and financial institutions.

Branch Network: Expand presence of the Company by opening of branches at various destinations across the country including Tier II cities.

DISCLAIMER:

The information and opinion expressed in this section of the Annual Report may contain certain statements, which the management believes are true to the best of its knowledge at the time of its preparation. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.

On Behalf of the Board of Directors

Rajesh Nuwal
Managing Director

Place: Mumbai
Date: August 31, 2012

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

We at IndiaNivesh view Corporate Governance as one of the most important aspects of building sustainable organization. We believe that following best Corporate Governance practices, maintaining transparency and dissemination of maximum information to stakeholders is healthy to the Company and its stakeholders. Our Corporate Governance practices are constantly in line with compliance requirements of various statutory rules and regulations.

A good and visionary leadership is critical to the practice of good Corporate Governance. Leaders in INL consistently strive to dare and dream big. They are the people of impeccable integrity who are committed to certain basic values in the management of business and are prepared to walk the talk. Good Corporate Governance standards have enabled INL to build and sustain reputation for quality and also attract and retain the best and brightest talents. Building trust and confidence requires an environment that places a high premium on ethics, fairness, transparency, courage and justice, we at INL encourage this. We constantly endeavor to communicate clearly and completely and strive to be open and honest in all our dealings.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

BOARD OF DIRECTORS

The Board of Directors consists of 7 (Seven) Directors, one of which is an Executive Director / Managing Director and remaining 6 (Six) are Non-Executive Directors. Three out of seven directors belongs to the Promoter Group and remaining four are Independent Directors.

According to Clause 49 of the Listing Agreement, if the Chairman is a Non-Executive Chairman, atleast one third of the Board should consists of Independent Directors. In case of IndiaNivesh Limited four out of seven are Independent Directors which is very well in compliance with the requirements of the Listing Agreement.

The Board of Directors of IndiaNivesh Limited therefore has a healthy blend of Executive and non-Executive Directors and consequently ensures the desired level of independence in functioning and decision making. Moreover all the Directors are eminent professionals and bring the wealth of their professional expertise and experience.

Composition of Board of Directors as on March 31, 2012

Director	Non-Executive (NE) / Independent
Mr. Anil Bafna	NE & Independent
Mr. Dinesh Nuwal	NE & Promoter
Mr. Rajesh Nuwal	Executive & Promoter
Mr. Hemant Panpalia	NE & Promoter
Mr. J.K. Sethi	NE & Independent
Mr. R.R. Baldi	NE & Independent
Mr. David Lawrence Kallus	NE & Independent

A Director is considered to be independent if he:

- has no formal pecuniary relationship with the company;
- is not a large client of the company;
- is not a close relative of the promoter and/or any Executive Director;
- is not holding significant stake; and
- is not a nominee of large stakeholders.

Participation and Interest of Directors

Since the commencement of financial year 2011-2012 till March 31, 2012, a total of ten Board Meetings were held on the following dates viz. May 30, 2011, June 9, 2011, June 27, 2011, July 18, 2011, August 9, 2011, August 26, 2011, October 17, 2011, November 15, 2011, February 14, 2012 and March 28, 2012. The maximum time gap between two board meetings did not exceed the limits prescribed in Clause 49 of listing agreement. The following table gives details of participation of the directors of the Company in Board Meetings and AGMs of the Company and interests of these directors in other companies:

Director	Participation of Directors		Interest of Directors in Other Companies		
	Board Meetings	Last AGM	Directorship*	Committee Membership#	Committee Chairmanship#
Mr. Anil Bafna	7	-	-	-	-
Mr. Dinesh Nuwal	10	-	3	-	-
Mr. Rajesh Nuwal	10	-	5	1	-
Mr. Hemant Panpalia	9	1	2	-	-
Mr. Jinendra.K. Sethi	10	-	2	-	-
Mr. Girish Bhagat ¹	1	-	-	-	-
Mr. R.R. Baldi ²	4	-	-	-	-
Mr. David Kallus	-	-	-	-	-

¹ Resigned with effect from May 30, 2011

² Appointed with effect from August 26, 2011

* Excludes alternate directorships and directorships in foreign companies, and private companies which are neither a subsidiary nor a holding company of a public company.

Excludes committees other than Audit Committee, Shareholder, Investor Grievance Committee and membership of committees of Companies other than Public Limited Companies.

COMMITTEES OF THE BOARD

The Board has constituted committees of Directors to take informed decisions in the best interest of the Company. These committees monitor the activities falling within their terms of reference. The composition of committees and attendance at the meetings is detailed below.

Audit Committee

The Audit Committee at IndiaNivesh was constituted long back in 2001 and was reconstituted from time to time to comply with provisions of various Laws and Listing Agreement. The scope and terms of reference and working of the Audit Committee are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. Presently the constitution and the scope of work of the Audit Committee conform to the requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

Currently, the committee consists of five directors with an optimum mix of Independent and Non-Independent Directors with majority of Independent Directors. Committee is headed by Mr. Anil Bafna, Non-Executive Independent Director.

Attendance of the Members at the Meetings of Audit Committee held during 2011-2012:

Audit Committee Members	Status	No. of Audit Committee Meetings Attended
Mr. Anil Bafna	Chairman	2
Mr. Dinesh Nuwal	Member	4
Mr. J.K. Sethi	Member	4
Mr. Hemant Panpalia	Member	4
Mr. Girish Bhagat ¹	Member	1
Mr. R.R. Baldi ²	Member	2

¹ Resigned with effect from May 30, 2011

² Appointed with effect from August 26, 2011

All the directors have good knowledge of corporate and project finance, accounts and Company law.

The committee held four meetings during the year on May 30, 2011, August 9, 2011, November 15, 2011 and February 14, 2012 maximum time gap between two meetings are well within the requirements of amended Clause 49 of Listing Agreement.

The audit committee considered audit reports covering operational, financial and also the quarterly results of the Company. The minutes of the meetings of the audit committee are placed before the Board.

Remuneration Committee

The Remuneration Committee was constituted in 2007 with the following term of reference:

- To determine the Company's policy on remuneration to Executive Directors and their relatives working in the Company, including their retirement benefits and compensation payments.
- To approve the remuneration payable to all managerial personnel including the Executive Director.

Currently, the committee consists of two directors all being Non-Executive Independent Directors. Committee is headed by Mr. Anil Bafna, Non-Executive Independent Director and Mr. J.K. Sethi being the other Member of the said committee.

No committee meeting was held during the year under review.

Details of Remuneration for 2011-2012

Name of the Director	Sitting fees Board & Audit Committee Meetings	Salaries, Allowances and Perquisites	Commission
Managing Director			
Rajesh Nuwal	Nil	11,88,012	Nil
Non Executive Directors			
Dinesh Nuwal	32,000/-	Nil	Nil
Hemant Panpalia	28,000/-	Nil	Nil
Anil Bafna	22,500/-	Nil	Nil
J.K. Sethi	32,000/-	Nil	Nil
Girish Bhagat	2,000/-	Nil	Nil
R.R. Baldi	11,000/-	Nil	Nil
David Kallus	Nil	Nil	Nil

Apart from above the Company has not paid any other remuneration in the form of other benefits. The Company does not have a scheme for grant of stock options either to the Managing Director or to the employees.

Board Committee

Committee of Directors of Board was constituted on June 29, 2007 to look into the various matters relating to the day to day activities of the Company and to handle all the related matters in relation to various investments made by the Company and to advise the Board as and when necessary.

Three meetings of the Committee of Directors were held during the year on April 28, 2011, July 8, 2011 and August 22, 2011. The Committee comprises of Mr. Rajesh Nuwal, Managing Director and Mr. Dinesh Nuwal, Director as a member.

Shareholders' / Investors' Grievance Committee

Shareholders' / Investors' Grievance Committee of the Directors was constituted on December 2, 2005 to specifically look into the redressal of complaints of investors relating to transfer of shares, non-receipt of dividend / notices / annual reports etc.

One meeting of the Shareholders' / Investors' Grievance Committee was held during the year on March 31, 2012. The Committee comprises of Mr. Dinesh Nuwal, a Non-Executive Director as Chairman and Mr. Rajesh Nuwal as a member. The total number of complaints received and replied to the satisfaction of shareholders during the year under review was Nil. There were no complaints pending as on March 31, 2012.

Also, the Company has designated the email id 'investorrelations@indianivesh.in' exclusively for the purpose of registering complaints by investors electronically.

Name, designation and address of Compliance Officer:

Mr. Jinesh Doshi
Company Secretary
601 & 602, Sukh Sagar,
N.S. Patkar Marg,
Girgaum Chowpatty,
Mumbai 400 007
Ph.: 022-6618 8800
Fax: 022- 6618 8899

COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

Management Discussion & Analysis

A Management Discussion and Analysis Report forms part of the Annual report and includes discussions on various matters specified under clause 49(IV)(F) of the Listing Agreement.

Subsidiary Company

The Audit Committee of the Company reviews the financial statements, in particular, the investments made by its subsidiary.

The Minutes of the meetings of the Board of Directors of the subsidiary company are been regularly placed before the Board of Directors of the Company. A statement containing the significant transactions and arrangements entered into by the unlisted subsidiary are periodically placed before the Board of Directors of the Company.

Disclosures

As required by revised clause 49, a statement in summary form of transactions with related parties are being periodically placed before the Audit Committee.

Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

Disclosures on Risk Management

The Company has laid down procedures to inform Board members about the risk \ assessment and minimisation procedures. The Board shall periodically review the same.

Code of Conduct

The Board has formulated a code of conduct for the Board members of the Company. All Board members have affirmed their compliance with the code. A declaration to this effect signed by the Chairman of the Board of Directors of the Company is given elsewhere in the Annual Report.

CEO/CFO Certification

A certificate from the Managing Director on the financial statements of the Company was placed before the Board.

Review of Directors' Responsibility Statement

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2012 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

Tenure of Independent Directors on the Board

The Company has not yet fixed any tenure for the Independent Directors on the Board of the Company.

Shareholder Rights

Half yearly report is not sent to each household of shareholders. However, the results of the Company are published in the newspapers.

Audit Qualifications

Strategic decisions were taken during the year resulting in unqualified financial statements of the Company.

Training of Board Members

The Company has not yet adopted any training programme for the members of the Board.

Whistle Blower Policy

The Company has not adopted any Whistle Blower policy.

GENERAL BODY MEETING

The Annual General Meeting of the Company will be held on Friday, September 28, 2012 at 3.30 p.m. at 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007. The details of last 3 Annual General Meetings were as under:

Particulars	Date & time	Venue	Special Resolutions Passed
78th Annual General Meeting	December 31, 2009 at 5.00 p.m.	Mumbai	NIL
79th Annual General Meeting	December 31, 2010 at 4.30 p.m.	Mumbai	NIL
80th Annual General Meeting	September 30, 2011 at 3.30 p.m.	Mumbai	NIL

Two resolutions were passed through postal ballot for Sub-Division of Equity Shares and consequent Alteration of Memorandum of Association and Alteration of Articles of Association of the Company on March 28, 2012.

Disclosures

1. The Company has entered into related party transaction as set out in the notes to accounts, which are not likely to have a conflict with the Company's interest.
2. There were no material pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.
3. There were no material transactions of the Company with its promoters, directors, management or their relatives that may have potential conflict with the interest of the Company at large.
4. There were no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets at any time during last 3 years.

MEANS OF COMMUNICATIONS

- a) Quarterly / Half yearly financial results of the company are forwarded to Bombay Stock Exchange Limited and published in Free Press Journal and Navshakti. Half yearly report is not sent to each household of shareholders. However, the results of the company are published in the newspapers.
- b) The Company has not made any presentation to any institutional investors or to any analysts during the year.
- c) The Company has a website and all the relevant informations are available on the web site.

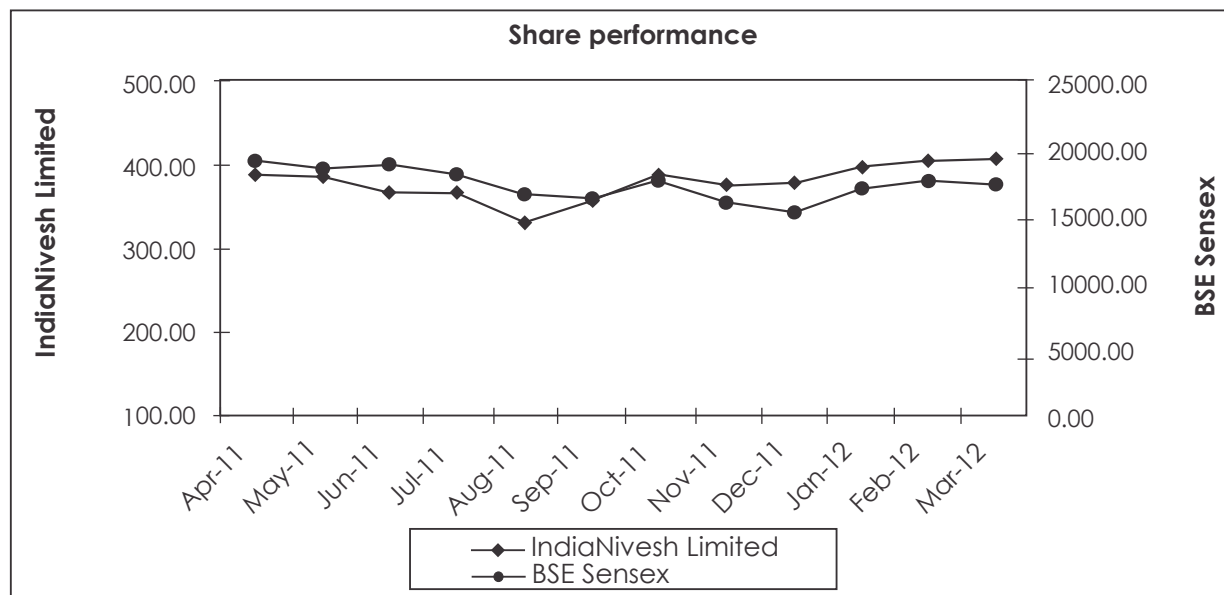
GENERAL SHAREHOLDER INFORMATION

Annual General Meeting (Date, time and venue)	Friday, September 28, 2012 at 3.30 p.m. 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.
Financial Year	2011-2012
Financial Calendar : 2012 – 2013	Adoption of Quarterly Results for Quarter ending : in the month of June 2012 : August 14, 2012 September 2012 : November 15, 2012 December 2012 : February 15, 2013 March 2013 : May 30, 2013 (Audited annual results)
Book Closure Date	Tuesday, September 25, 2012 to Friday, September 28, 2012 (both days inclusive)
Dividend Payment Date	On or before October 28, 2012
Listing on Stock Exchange	Your Company's shares are listed on Bombay Stock Exchange Limited (BSE) Listing fees have been paid upto the year ending March 31, 2013.
Stock Code	501700
ISIN	INE131H01028

Stock price data at BSE

Stock Price Data at BSE (Month wise)	High	Low
	Rs.	Rs.
April 2011	399.90	380.00
May 2011	394.00	384.25
June 2011	390.25	361.85
July 2011	376.50	367.25
August 2011	372.00	321.80
September 2011	365.00	333.00
October 2011	391.25	356.00
November 2011	390.00	370.50
December 2011	393.00	375.00
January 2012	400.00	381.00
February 2012	414.15	397.40
March 2012	410.50	399.90

Graph -Share Price / BSE (Monthly Closing)



Registrar & Share Transfer Agents

The Company has appointed Adroit Corporate Services Private Limited ('Adroit') as its Registrar & Share Transfer Agents. Shareholders are advised to approach Adroit Corporate Services Private Limited on the following address for any shares related queries and problems:

Adroit Corporate Services Private Limited

19/20, Jaferbhoy Industrial Estates,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai 400 059
Tel.: 022 - 2859 0942 / 2859 6060
Fax: 022 - 2850 3748

Share Transfer System

The transfer of shares held in physical mode is processed by Adroit Corporate Services Private Limited and is approved by the Shareholders' / Investors' Grievance Committee of the Company. The transfer of shares is effected and share certificates are dispatched within a period of 30 days from the date of receipt, provided that the relevant documents are complete in all respects.

Dematerialisation

All requests for Dematerialisation of shares are processed and the confirmation is given to the depositories i.e. National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) within the stipulated time. Upto 31.03.2012, 99.87 % equity shares of the Company have been dematerialized.

- With NSDL	26,83,508
- With CDSL	10,86,592
Total No. of Shares dematerialized upto 31.03.2012	<u>37,70,100</u>

Outstanding GDRs / ADRs / Warrants or any convertible instruments

As of date, the Company has not issued these types of securities.

Distribution of Shareholding

The broad shareholding distribution of the Company as on March 31, 2012 with respect to categories of investors was as follows:

Category of Investors	No. of Shareholders	No. of shares held	% of shareholding
Promoters	2	18,55,985	49.17
Foreign Company	-	-	-
Non Resident (Individual & Companies)	3	1,500	0.04
Foreign Institutional Investors	3	2,49,423	6.61
Financial Institutions	-	-	-
Nationalised banks	1	500	0.01
Mutual Fund	-	-	-
Clearing Members	4	2,449	0.06
Resident Individuals	431	30,725	0.81
Other Bodies Corporate	93	16,34,388	43.30
Others (Trusts)	3	30	0.00
Total	540	37,75,000	100.00

The broad shareholding distribution of the Company as on March 31, 2011 with respect to size of holdings was as follows:

Range (No. of Shares)	No. of Shareholders	% of total shareholders	No. of Shares per Category	% of total shares
Upto 100	377	69.69	9,815	0.26
1 to 500	87	16.08	18,055	0.48
501 to 1000	14	2.59	9,711	0.26
1001 to 2000	9	1.66	14,296	0.38
2001 to 3000	1	0.18	2,556	0.07
3001 to 4000	1	0.18	3,124	0.08
4001 to 5000	2	0.37	8,511	0.23
5001 to 10000	8	1.48	53,695	1.42
10001 to 20000	16	2.96	2,43,467	6.45
20001 to 50000	15	2.77	4,70,340	12.45
50001 & above	11	2.03	29,41,430	77.92
Total	541	100.00	37,75,000	100.00

Address for Correspondence

Shareholders are requested to direct all share related correspondence to Adroit Corporate Services Private Limited and only non share related correspondence and complaints regarding Adroit Corporate Services Private Limited to the Compliance Officer at the registered office of the Company.

Declaration on Compliance with Code of Conduct

It is hereby affirmed that all the directors and the senior management personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

Auditor's Certificate

The Auditor's Certificate issued by M/s CLB & Associates, Chartered Accountants, Statutory Auditors on compliance of the Corporate Governance requirements by the Company is annexed herewith.

On behalf of the Board of Directors

Place : Mumbai
Date : August 31, 2012

Rajesh Nuwal
Managing Director

CERTIFICATE BY THE AUDITORS ON CORPORATE GOVERNANCE

We have examined the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges of India for the financial year ended on March 31, 2012.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges of India.

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

For and on behalf of
For CLB & Associates.
Chartered Accountants

S. Sarupria
Partner
Membership No. 35783

Place: Mumbai
Date: August 31, 2012

AUDITORS REPORT

TO THE MEMBERS OF **INDIANIVESH LIMITED.**

1. We have audited the attached Balance Sheet of INDIANIVESH LIMITED, as at 31st March, 2012, the Statement of Profit and Loss and the cash flow statement for the year ended on that date annexed thereto, These financial statements are the responsibility of the company's management. We hereby express our opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (Order) issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as considered appropriate and according to the information and explanations given to us during the course of audit, we annex hereto a Statement on the matters specified in Paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred in para 3 above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - iii. The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of accounts.
 - iv. In our opinion the balance sheet, statement of profit & loss and cash flow statement account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v. On the basis of written representations received from the directors, as on 31st March 2012 and taken on record by the Boards of Directors, we report that none of the directors are disqualified as on 31st March 2012 from being appointed as directors in terms of section 274 (1) (g) of the Companies Act, 1956.
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with notes thereon, give the information in the manner as required by the Companies Act, 1956, and also give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012,
 - b) In the case of the statement of profit and Loss, of the profit for the year ended on that date.
 - c) In the case of the cash flow statement, of the cash flow for the year ended on that date.

For **CLB & Associates**
Chartered Accountants

S. Sarupria
Partner
M. No. 35783

Place: Mumbai
Date : 31/08/2012

ANNEXURE TO THE AUDITORS REPORT

Statement referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2012 to the Members of the INDIANIVESH LIMITED.

1. Fixed Assets

- i. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- ii. As explained to us, all the fixed assets have been physically verified by the management in phase periodical manner, which is our opinion reasonable. No material discrepancies were noticed on such verification.
- iii. In our opinion and according to the information and explanations given to us none of the fixed Assets has been disposed off by the company during the year and the going concern status of the Company is not affected.

2. Inventories

Since the company do not have any inventory during the year clause 4 (ii) (a), (b) and (c) is not applicable.

3. Loans

- i) The company has neither granted nor taken any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence clause iii (b), iii (c), iii (d) iii (f) and iii (g) of paragraph 4 of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of shares and fixed assets and for sale of goods and services during the year. During the courses of our audit we have not observed any continuing failure to correct major weakness in the internal control systems.
5. i) Based on the information & explanations given to us, we are of the opinion that the particulars of contracts or arrangement referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
ii) In our opinion and according to the information and explanation given to us, the transaction made in pursuance of such contracts or arrangement and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. According to the information and explanations given to us the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the company.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. Maintenance of cost records under section 209(1) (d) of The Companies Act, 1956 are not applicable to the Company.

9. Taxes and Duties

- i. According to the books and records as examined by us and according to the information and explanations given to us, in our opinion, the company have been generally regular in deposited with appropriate authorities undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom duty, Excise duty, Cess and other material statutory dues to the extent applicable to it.

- ii. According to the information and explanations given to us and records of the Company examined by us, there were no undisputed amounts payable in respect of Income-Tax, Wealth-Tax, Sales-Tax, Customs Duty, Excise duty and Cess ,which have remained outstanding as at last day of financial year, for a period of more than six months from the date they became payable.
 - iii. According to the information and explanations provided to us, there are no disputed dues in respect of Sales Tax, Income Tax, Wealth Tax, Customs Duty, Excise Duty, and Cess.
- 10 The company does not have any accumulated losses as at the end of the financial year. The company has not incurred cash loss during the current year and the immediately preceding financial year.
 - 11 Based on our audit procedures and according to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any bank. The company has neither taken any loans from a financial institution nor issued any debentures.
 - 12 Based on our examination of records and information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of the clause 4 (xii) of the Order are not applicable to the Company.
 - 13 The Company is not a Chit Fund/Nidhi/Mutual benefit fund/Society. Therefore, the provisions of the clause 4 (xiii) of the Order are not applicable to the Company.
 - 14 The company has maintained proper records of transactions and contracts in respect of Investment in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name except for the shares which are lodged for transfer or pending to be received from the Company or lying with the Broker as certified by the management.
 - 15 As per information and explanations given to us, in our opinion, the Company has not given corporate / counter guarantees for loans taken by others except in case of its subsidiary company, the terms and condition whereof are prima facie not prejudicial to the interest of the company.
 - 16 The term loans raised by the company during the year have been applied for the purpose for which they were raised.
 - 17 According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment. No Long Term Funds have been used to finance short term assets.
 - 18 The Company has not made any preferential allotment of shares to parties & companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
 - 19 The company has not issued debentures and hence the question of creating securities in respect thereof does not arise.
 - 20 The company has not raised any money by public issue during the year.
 - 21 To the best of our knowledge and belief and according to the information & explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **CLB & Associates**
Chartered Accountants

S. Sarupria
Partner
M. No. 35783

Place: Mumbai
Date : 31/08/2012

BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in Rs.)

	Note No.	As at 31-Mar-12	As at 31-Mar-11
I. EQUITY AND LIABILITIES			
1	Share Holders Fund		
	(a) Share capital	3,77,50,000	3,77,50,000
	(b) Reserve and Surplus	21,15,26,438	20,92,67,353
		24,92,76,438	24,70,17,353
2 Non-current liabilities			
	(a) Long Term Borrowings	23,49,00,270	20,17,88,080
	(b) Deferred Tax Liabilities (net)	2,06,296	1,90,557
		23,51,06,566	20,19,78,637
3 Current liabilities			
	(a) Trade Payable	6,02,711	8,10,410
	(b) Other current liabilities	41,47,299	22,99,581
	(c) Short-Term Provisions	1,42,87,418	1,28,66,561
		1,90,37,428	1,59,76,552
	TOTAL	50,34,20,432	46,49,72,542
II. ASSETS			
1 Non-current assets			
	(a) Fixed Assets		
	(i) Tangible Assets	24,11,172	25,72,621
	(b) Non-Current Investment	40,75,15,019	42,74,09,841
	(c) Long term loans and advances	2,38,078	2,38,078
	(d) Other non current assets	1,54,700	1,98,900
		41,03,18,969	43,04,19,440
2 Current assets			
	(a) Trade Receivable	1,88,63,252	91,32,840
	(b) Cash and cash equivalents	1,60,55,626	30,19,671
	(c) Short term loans and advances	5,81,38,385	2,23,56,392
	(d) Other current assets	44,200	44,200
		9,31,01,463	3,45,53,103
	TOTAL	50,34,20,432	46,49,72,542
	Significant Accounting Policies	2	
	The notes are an integral part of the Financial Statement		

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

Statement of Profit And Loss For The Year Ended 31st March, 2012

(Amount in Rs.)

	Note No.	Year Ended 31-Mar-12	Year Ended 31-Mar-11
I. Income			
Revenue from operations	18	2,84,87,365	2,87,49,596
Other Income	19	13,73,617	17,32,104
II. Total Revenue		<u>2,98,60,981</u>	<u>3,04,81,701</u>
III. Expenses			
Employee benefit expense	20	67,15,965	41,10,404
Finance cost	21	1,08,97,928	1,18,77,980
Depreciation and amortisation expenses	22	2,05,649	2,21,474
Other Expenses	23	43,32,082	34,11,542
IV. Total Expenses		<u>2,21,51,624</u>	<u>1,96,21,400</u>
V. Profit (Loss) before Tax		77,09,358	1,08,60,301
VI. Tax Expense			
(a) Current Tax expense for current year		14,50,000	2100000
(b) Deferred Tax		15,739	19236
(c) Current Tax expense relating to prior year		(4,02,885)	-
		<u>10,62,854</u>	<u>21,19,236</u>
VII. Profit (Loss) for the year		<u>66,46,504</u>	<u>87,41,065</u>
VIII. Basic & diluted Earning par share (Rs.) (Face value Rs.10 Per Share)	24	1.77	2.33
Significant Accounting Policies	2		
The notes are an integral part of the Financial Statement			

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

NOTES FORMING PART OF FINANCIAL STATEMENTS for the year ended 31st March , 2012

1. BACKGROUND:

IndiaNivesh Limited was incorporated on 21st December 1931. The company is listed on the BSE and is a registered NBFC. IndiaNivesh Limited is actively involved, as a principal, in acquisition and management of Stressed Assets as well as consultancy services.

2. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of preparation of Financial Statements

The financial statements have been prepared to comply in all material respect with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards issued pursuant to the Companies (Accounting Standards) Rules, 2006 and relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention on accrual and going concern basis.

b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those of the estimates. Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable.

c) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation & other pre-operation expenses until the asset is ready to put to use for its intended purposes.

d) Depreciation

Depreciation on Fixed Assets is provided on written down value method, at the rates prescribed by Schedule XIV of the Companies Act, 1956.

Category of Assets	Depreciation Rate
Building	5.00%
Office Equipment	13.91%
Data Processing Equipments	40.00%
Furniture & Fixtures	18.10%

a) Revenue Recognition

- Advisory Fee Income is recognised based on contractual agreements.
- Interest income is recognized on time proportion basis.

b) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transaction. Foreign currency monetary items outstanding as at the Balance Sheet date are reported using the closing rate. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

c) Taxation

Income Tax comprises of Current Tax and net changes in Deferred Tax Assets or Liabilities during the year. Current Tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income-tax Act, 1961. Deferred Tax Assets and Liabilities are recognised for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognised when it is reasonably certain that there will be future taxable income. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit. Deferred tax assets and liabilities are measured using substantively enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Statement of Profit and Loss in the period of substantive enactment of the change.

d) Investment

Long term investments are stated at cost. Provision for diminution in the value of investments is made if such a decline is other than temporary in the opinion of the management. Cost of borrowing i.e. interest for specific investment which is of long term nature has been apportioned on cost of investment in conformity with the Accounting Standard - 16 Borrowing Cost.

e) Employee Benefit

Company does not have any benefits plans to its employee so far.

f) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimates at the balance sheet date required to settle the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economic benefits is remote. Contingent Assets are neither recognised nor disclosed in the financial statements.

g) Cash and Cash Equivalents

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

h) Earnings per Share

Basic earnings per share is calculated by dividing the net profit/ (loss) after tax for the period attributable to equity shareholders of the Company by the weighted average number of equity shares in issue during the period.

Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholder of the Company by the weighted Average number of shares outstanding during the year adjusted for the effects of all dilutive potential equity shares.

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

3 Share Holders Fund

The details of Authorised , Issued and paid up Share Capital is as below :

Share Capital

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
Authorised 50,60,000 (50,60,000) Equity shares of Rs. 10/- each	5,06,00,000	5,06,00,000
Issued 37,75,000 (37,75,000) Equity Shares of Rs.10/- each Fully paid up	3,77,50,000	3,77,50,000
Subscribed and Paid Up 37,75,000 (37,75,000) Equity Shares of Rs. 10/- each Fully paid up	3,77,50,000	3,77,50,000

- (i) The Company has one class of equity shares having a par value of Rs.10/- each. Each share holder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the Shareholder in the ensuing Annual General Meeting (AGM).
- (ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	No. of shares	Amount in Rupees
Shares outstanding at the opening of the year	37,75,000 (37,75,000)	3,77,50,000 (3,77,50,000)
Issued during the period	-	-
Shares Bought back during the year	-	-
	(NIL)	(NIL)
Outstanding at the end of the period	37,75,000	3,77,50,000
	(37,75,000)	(3,77,50,000)

Note : figures shown in brackets are for previous year

- (iii) Details of shares held by each shareholder holding more then 5% share:

Name of the Share Holder	Equity Shares			
	As at 31-Mar-2012		As at31-Mar-2011	
	No. of shares	% of Holding	No. of shares	% of Holding
Sneh Shares & Securities Pvt. Ltd.	16,75,300	44.38%	16,75,300	44.38%

- (iv) The Company does not have any holding Company / ultimate holding company.
- (v) No ordinary shares have been reserved for issue under option and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date.
- (vi) No shares have been allotted or has been bought back by the Company without payment being received in cash during the period of 5 years preceding the date as at which the Balance Sheet prepared.
- (vii) No securities convertible into Equity / Preference shares issued by the Company during the year.
- (viii) No calls are unpaid by any Director or Officer of the Company during the year.

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
4 Reserve and Surplus		
(a) Capital Redemption Reserve As per last Financial Statement	3,50,000	3,50,000
(b) General Reserve As per last Financial Statement Add: Transferred from Surplus	1,17,80,199 1,66,163 <u>1,19,46,362</u>	1,09,06,093 8,74,106 <u>1,17,80,199</u>
(c) Statutory Reserve As per last Financial Statement Add: Transferred from Surplus	1,03,66,398 13,29,301 <u>1,16,95,699</u>	86,18,185 17,48,213 <u>1,03,66,398</u>
(d) Securities Premium Reserve As per last Financial Statement	9,49,87,500	9,49,87,500
(e) Surplus in Statement of Profit and Loss As per last Financial Statement Add: Transferred from surplus in statement of profit and loss	9,17,83,256 66,46,504 <u>9,84,29,759</u>	9,00,81,071 87,41,065 <u>9,88,22,136</u>
Less: Appropriations		
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend tax	6,12,418	6,41,561
Transfer to General Reserve	1,66,163	8,74,106
Transfer to Statuary Reserve Fund	13,29,301	17,48,213
	<u>58,82,882</u>	<u>70,38,880</u>
Closing Balance	<u>9,25,46,877</u>	<u>9,17,83,256</u>
Total	<u>21,15,26,438</u>	<u>20,92,67,353</u>
5 Long Term Borrowings		
Unsecured Borrowings From Others	23,49,00,270 <u>23,49,00,270</u>	20,17,88,080 <u>20,17,88,080</u>
6 Deferred Tax Liabilities (net)		
As per last Financial Statement	1,90,557	1,71,321
Add: Arising on account of depreciation	15,739 <u>2,06,296</u>	19,236 <u>1,90,557</u>
7 Trade Payable		
Sundry Creditors for Exp.	6,02,711	3,10,410
Security Deposit - Rent	-	5,00,000
	<u>6,02,711</u>	<u>8,10,410</u>
8 Other current liabilities		
Other Payables - Statutory Dues	27,40,061	16,03,366
Unclaimed amount for redemption of Preference shares	-	4,400
Unclaimed Dividend	14,07,238 <u>41,47,299</u>	6,91,815 <u>22,99,581</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
9 Short-Term Provisions		
Provision for Taxation	99,00,000	84,50,000
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,12,418	6,41,561
	1,42,87,418	1,28,66,561

10 Fixed Assets

Description	GROSS BLOCK AT COST			DEPRECIATION			NET BLOCK	
	As at 31-Mar-11 Rs.	Add. / Del. during the year Rs.	As at 31-Mar-12 Rs.	Upto 31-Mar-11 Rs.	For the Year Rs.	Upto 31-Mar-12 Rs.	As at 31-Mar-12 Rs.	As at 31-Mar-11 Rs.
(a) Tangible Assets								
Building								
Office Premises	28,80,410	-	28,80,410	6,48,661	1,11,587	7,60,248	21,20,162	22,31,749
Total	28,80,410	-	28,80,410	6,48,661	1,11,587	7,60,248	21,20,162	22,31,749
Plant & Equipment								
Computers	6,20,000	-	6,20,000	6,10,621	3,752	6,14,373	5,627	9,379
Generator	7,70,504	-	7,70,504	4,56,821	43,633	5,00,454	2,70,050	3,13,683
A. C.	36,500	-	36,500	18,690	2,477	21,167	15,333	17,810
Total	14,27,004	-	14,27,004	10,86,132	49,862	11,35,994	2,91,010	3,40,872
Grand Total	43,07,414	-	43,07,414	17,34,793	1,61,449	18,96,242	24,11,172	25,72,621
Previous Year	43,07,414	-	43,07,414	15,57,519	1,77,274	17,34,793	25,72,621	27,49,895

11 Non-Current Investment

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
Cur. Year Pr. Year (Nos.) (Nos.)		
Non- Trade Investment		
Quoted - Investment in shares (at cost)		
(Equity shares of face value of Rs.10/- each unless otherwise stated)		
691153 691153 Bajaj Hindustan Ltd., (Face value of Re. 1/- each)	15,79,75,655	14,51,55,477
3545 709 Bajaj Corp Ltd., (Face value of Re. 1/- (Rs.5/-) each)	5,15,968	5,15,968
(Split into Face value of Re.1/- from Rs.5/-)		
5038 5038 BF Investment, (Face value of Rs. 5/- each)	60,15,578	60,15,578
1292 1292 Insecticides (I) Ltd.,	2,90,971	2,90,971
3280 3280 J.B.Chemicals , (Face value of Rs. 2/- each)	3,21,537	3,21,537
5000 5000 Lloyd Electric & Steels, (Face value of Rs. 2/- each)	4,40,194	4,40,194
10000 10000 MBL Infrastructure,	24,22,986	24,22,986
5000 5000 Mahindra Forgings td.,	5,45,846	5,45,846
25000 25000 Provogue India Ltd., (Face value of Rs. 2/- each)	10,95,055	15,41,896
25000 Nil Prozone Capital, (Face value of Rs. 2/- each)	4,46,842	-
(Shares received on account of demerger of Provogue India Limited)		
7000 7000 Sir Shadilal Enterprises Ltd.,	12,56,387	12,56,387
1108800 Nil Jupiter Enterprises Ltd.,	1,10,88,000	-
Total Quoted Investments	18,24,15,019	15,85,06,841

11 Non-Current Investment

(Amount in Rs.)

Particulars			As at 31-Mar-2012	As at 31-Mar-2011
Investment in Subsidiary Company				
Trade Investment				
Unquoted				
13000000	13000000	IndiaNivesh Securities Private Limited, Equity Shares of Rs. 10/- each, fully paid up	22,00,00,000	22,00,00,000
10000	10000	Siddhi Multi-trade Private Limited, Equity Shares of Rs. 10/- each, fully paid up	1,00,000	1,00,000
Nil	4380300	IndiaNivesh Financial Advisors Pvt.Ltd., Equity Shares of Rs. 10/- each, fully paid up	-	4,38,03,000
50000	50000	IndiaNivesh Investment Advisors Pvt Ltd., Equity Shares of Rs. 10/- each, fully paid up	5,00,000	5,00,000
Total Subsidiary Investment			22,06,00,000	26,44,03,000
Other Investments				
Non-Trade Investment				
NIL	NIL	Investment in Debts Assets (Personal Guarantee)	5,00,000	5,00,000
400000	400000	Paridhi Properties Limited Equity Shares of Rs. 10/- each, fully paid up.	40,00,000	40,00,000
			45,00,000	45,00,000
Total Unquoted Investments			22,51,00,000	26,89,03,000
Total Investments			40,75,15,019	42,74,09,841

Notes :

Market Value of Quoted & Unquoted Shares.

	Book Value as at		Market Value as at	
	31-Mar-2012	31-Mar-2011	31-Mar-2012	31-Mar-2011
Quoted Investment	18,24,15,019	15,85,06,841	3,73,02,221	5,67,91,613
Unquoted Investment	22,51,00,000	26,89,03,000	22,51,00,000	26,89,03,000
	40,75,15,019	42,74,09,841	26,24,02,221	32,56,94,613

Note2: Although the market value of investment in quoted shares is lower then cost, considering the long -term and strategic nature of the investment, in the opinion of the management, such decline is temporary in nature and no provision is necessary for the same.

(Amount in Rs.)

Particulars			As at 31-Mar-2012	As at 31-Mar-2011
12 Long Term Loans & Advance				
Deposits				
Unsecured, considered good with DGCX			2,38,078	2,38,078
			2,38,078	2,38,078
13 Other non current assets				
Unamortised Expenditure (To the extent not written off or adjusted) Preliminary Expenses			1,54,700	1,98,900
			1,54,700	1,98,900

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
14 Trade Receivable		
Unsecured, considered good		
(i) outstanding for a period exceeding six months	-	-
(ii) others	1,88,63,252	91,32,840
	1,88,63,252	91,32,840
15 Cash and cash equivalents		
Cash on hand	49,583	51,503
Bank Balance with Scheduled Bank - On current account	1,45,90,857	22,68,404
Bank Balance with Scheduled Bank - On dividend account	14,15,186	6,99,763
	1,60,55,626	30,19,671
16 Short Term Loans & Advance		
Unsecured, considered good		
Loans & Advances to body corporates	2,96,42,300	61,58,300
Loans & Advances to employees	48,763	12,000
Advances for expenses	1,419	-
Advance Tax & TDS	1,82,60,903	1,61,86,092
Share Application Money Paid	1,01,85,000	-
	5,81,38,385	2,23,56,392
17 Other current assets		
Unamortised Expenditure (To the extent not written off or adjusted)		
Preliminary Expenses	44,200	44,200
	44,200	44,200
18 Revenue from operations		
Consultancy Charges	1,90,01,966	97,00,000
Interest Received	4,14,270	21,49,059
Profit on Sale of Investments & Assets		
i) Short Term Capital Gain / Loss (Shares)	90,71,129	(36,28,366)
ii) Long Term Capital Gain (Shares)	-	2,05,28,903
	2,84,87,365	2,87,49,596
19 Other Income		
Dividend	4,92,117	6,70,437
Misc. Income	40,000	-
Speculation Profit /Loss on shares	-	21,650
Written off account	-	3,018
Rent Recd.	8,41,500	10,37,000
	13,73,617	17,32,104
20 Employee benefit expense		
Director's Remuneration	11,88,012	11,88,012
Staff Salary & Allowances	54,62,381	29,14,088
Staff Welfare Expenses	65,572	8,304
	67,15,965	41,10,404

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
21 Finance cost		
Interest expenses - borrowings	1,08,97,928	1,18,77,980
	1,08,97,928	1,18,77,980
22 Depreciation and amortisation expenses		
Depreciation	1,61,449	1,77,274
Amortisation expenses	44,200	44,200
	2,05,649	2,21,474
23 Other Expenses :		
Payment to Auditors		
- As audit tee	56,180	55,150
Advertisement Expenses	2,17,141	72,705
Donation	10,00,000	-
Electricity Charges	2,08,879	1,85,506
Legal & Professional Fees	3,79,796	20,83,995
Miscellaneous Expenses	4,25,165	2,59,804
Postage, Freight and Telephone	1,52,443	3,71,572
Printing & Stationery	1,48,998	1,45,636
Travelling Expenses	3,43,480	2,37,175
Written off a/c	14,00,000	-
	43,32,082	34,11,542

24. Earning per share :

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Profit after tax (Rs.)	66,46,504	87,41,065
Weighted average number of equity shares outstanding	37,75,000	37,75,000
Face Value per equity share Rs.	10.00	10.00
Basic Earnings per share (Rs.)	1.77	2.32
Diluted earning per share (Rs.)	1.77	2.32

25. Payment to Auditors

Particulars	31st March 2012	31st March 2011
Audit Fees	56,180/-	55,150/-
Certification & other matters	Nil	1,103/-
Total	56,180/-	56,253/-

26. Managerial Remuneration under section 198 of the Companies Act,1956:

Particulars	31st March 2012	31st March 2011
Salary	6,00,000/-	6,00,000/-
Allowances & Perquisites	5,88,012/-	5,88,012/-
Total	11,88,012/-	11,88,012/-

Computation of net profit in accordance with Section 198 and Section 309(5) of the Companies Act 1956 for calculations of maximum limit of Director's remuneration:

Particulars	31st March 2012	31st March 2011
Profit for the year before taxation as per Profit & Loss Account	77,09,358	1,08,60,301
Add: Managerial Remuneration	11,88,012	11,88,012
Add: Meeting Fees	0	0
Less: Capital Profit	90,71,129	0
Adjusted net profit	(1,73,759)	1,20,48,313
Maximum limit of remuneration to Directors (5%)	0	6,02,416

Director remuneration paid during the year is not within the limits mentioned in Sec 198 of Companies Act 1956 due to inadequate profits, but company is fulfilling the conditions given in Schedule XIII of the Companies Act 1956. So company has paid the remuneration to its directors within the prescribed limits in Schedule XIII of Companies Act 1956.

27. Contingent Liabilities

Corporate Guarantee given on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited :

- a) to HDFC Bank Limited for Rs. 30,00,00,000/- (Previous year Rs. 30,00,00,000) ,
- b) to Oriental Bank of Commerce for Rs. 5,00,00,000/- (Previous year Rs. 7,50,00,000) ,
- c) to Bank of India for Rs. 10,00,00,000/- (Previous year Rs. 5,00,00,000) and
- d) to Punjab National Bank for Rs. 10,00,00,000/- (Previous year Rs. Nil)

However against the same fixed deposit of Rs. 21.60 crore given by IndiaNivesh Securities Pvt.Ltd., as margin.

28. Segmental Reporting

As the Company presently operates predominantly in only under single activity namely investments and consultancy. As such there is no separate reportable business or geographical segments as per Accounting Standard 17 on "Segmental Reporting".

29. Related Party Disclosure

As per Accounting Standard 18 (AS-18) "Related Party Disclosures" issued by ICAI, The related parties are as follows:

Related Party Disclosures:

(a) Relationship :-

(i) Subsidiaries / Associates Company:

- 1) Sneh Shares & Securities Pvt. Ltd. – Promoter Company
- 2) IndiaNivesh Securities Pvt. Ltd. - Subsidiary
- 3) Siddhi Multi-Trade Pvt.Ltd. - Subsidiary
- 4) IndiaNivesh Investment Advisors Pvt.Ltd.- Subsidiary
- 5) IndiaNivesh Fund Managers Pvt.Ltd.- Step down Subsidiary

(ii) Key Managerial Personnel:

- 1) Rajesh Nuwal – Managing Director

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

(b) Details of transaction with the related parties referred in (a) above

Sr. No.	Nature of transactions	a(i) Above		a(ii) above	
		31.3.2012	31.3.2011	31.3.2012	31.3.2011
01	i) Loan Taken	Nil	Nil	Nil	Nil
	ii) Loan Given	Nil	67,50,000	Nil	Nil
02	Investment	Nil	4,42,00,000/-	Nil	Nil
03	Reimbursement of Expenses	4,41,401/-	5,57,801/-	Nil	Nil
04	Rent	1,08,000/-	1,08,000/-	Nil	Nil
05	Consultancy Fees Received	82,72,500/-	Nil	Nil	Nil
06	Interest Received	Nil	35,956/-	Nil	Nil
07	Remuneration Paid	Nil	Nil	11,88,012/-	11,88,012/-

Outstanding balance at the close of the year:

As Creditors	82,72,500/-	Nil	Nil	Nil
As Loans receivable	Nil	Nil	Nil	Nil

- 30.** On the basis of the information available with the Company, there are no suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, information as required by the said Act is not given
- 31.** Special Reserve Fund has been created @ 20% of the net profit for the year as provided by Section 45I(C) of the Reserve Bank of India Act, 1934.
- 32.** Other additional information's as per Revised Schedule VI part II is either nil or not applicable to the company.
- 33.** Consequent to the NOTIFICATION NO. S.O. 447(E), DATED 28-2-2011 [AS AMENDED BY NOTIFICATION NO. F.NO. 2/6/2008-CL-V, DATED 30-3-2011] the above financial statements have been presented in accordance with the Revised Schedule VI. As required under the said notification corresponding figures for the previous year have been reclassified and presented in accordance with the current year presentation.

Note 1 to 33 annexed hereto forms part of the Balance Sheet and Statement of Profit and Loss

As per our report of even date attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Mumbai : August 31, 2012

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	2011-2012 Rupees	22010-2011 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) Before Tax extra- Ordinary items	77,09,358	1,08,60,301
Adjustments for :		
Depreciation & Amortisation expenses	2,05,649	2,21,474
Profit on Sale of Investment	<u>(90,71,129)</u>	<u>(1,69,00,537)</u>
Cash inflow/(Outflow) before working capitals charges	(11,56,122)	(58,18,763)
Adjustments for :		
(Increase)/ Decrease Current Assets	(4,46,55,083)	(73,72,628)
(Decrease)/Increase in Current liabilities	16,40,018	6,03,772
Cash used in operating activities	(4,41,71,187)	(1,25,87,619)
Direct Taxes (paid)/Tax Refund received.	<u>(4,54,437)</u>	<u>(11,00,000)</u>
Net cash used in operating activities	(4,46,25,624)	(1,36,87,619)
	"A"	
B. CASH FLOW FROM INVESTING ACTIVITIES		
Profit on sale of Investment	90,71,129	1,69,00,537
Investments in Subsidiary	4,38,03,000	(3,34,63,767)
Investments in others	<u>(2,39,08,178)</u>	<u>12,35,05,774</u>
Net cash from investing activities	2,89,65,951	10,69,42,544
	"B"	
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings	3,31,12,190	(9,89,52,303)
Dividend paid	(37,75,000)	(37,75,000)
Corporate dividend tax	<u>(6,41,561)</u>	<u>(6,41,561)</u>
Net cash used in financing activities	2,86,95,629	(10,33,68,864)
	"C"	
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	1,30,35,956	(1,01,13,938)
CASH AND CASH EQUIVALENTS		
Opening	30,19,671	1,31,33,610
Closing	<u>1,60,55,626</u>	<u>30,19,671</u>
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	1,30,35,956	(1,01,13,938)

Note: 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

	(iii) Hypothecation loans counting towards EL/HP activities : (a) Loans where assets have been repossessed (b) Loans other than (a) above								
(5)	Break-up of Investments : Current Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify) Long Term Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others (please specify) 2. Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual funds (iv) Government Securities (v) Others - Immovable property (vi) Others-Share Application Money								
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :								
	Category	31-03-2012 Amount net of provisions			31-03-2011 Amount net of provisions				
		Secured	Unsecured	Total	Secured	Unsecured	Total		
	1. Related Parties								
	(a) Subsidiaries	-	-	-	-	-	-		
	(b) Companies in the same group	-	-	-	-	-	-		
	(c) Other related parties	-	-	-	-	57,00,000	57,00,000		
	2. Other than related parties	-	2,99,30,560	2,99,30,560	-	7,08,378	7,08,378		
	Total	-	2,99,30,560	2,99,30,560	-	64,08,378	64,08,378		

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :				
Category	31-03-2012		31-03-2011	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	22,06,00,000	22,06,00,000	26,44,03,000	26,44,03,000
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	4,18,02,221	18,69,15,019	6,12,91,613	16,30,06,841
Total	26,24,02,221	40,75,15,019	32,56,94,613	42,74,09,841
(8) Other information				
Particulars	31-03-2012		31-03-2011	
	Amount		Amount	
(I) Gross Non-performing Assets				
(a) Related parties	-	-	-	-
(b) Other than related parties	-	-	-	-
(ii) Net Non-performing Assets				
(a) Related parties	-	-	-	-
(b) Other than related parties	-	-	-	-
(iii) Assets acquired in satisfaction of debt	-	-	-	-

Notes forming part of the Accounts
As per our attached report of even date

For and behalf of the Board

For and on behalf of
For CLB & Associates
Chartered Accountants

(S.Sarupria)
Partner
M. No. 35783
Mumbai : August 31, 2012

Dinesh Nuwal
Vice Chairman

Hemant Panpalia
Director

Anil Bafna
Chairman

Rajesh Nuwal
Managing Director

Jinesh Doshi
Company Secretary

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANY**

Name of the Subsidiaries : IndiaNivesh Securities Private Limited (INSPL)
Siddhi Multi-Trade Private Limited (SMTPL)
IndiaNivesh Investment Advisors Private Limited (INIAPL)
IndiaNivesh Fund Managers Private Limited (INFMPPL)
(Step Down Subsidiary)

Financial Year of the Subsidiary Companies end on : March 31, 2012

[Rs.: in Lakhs]

	INSPL	SMTPL	INIAPL	INFMPPL (Step down subsidiary)
1. The Paid-up Capital of subsidiaries held by IndiaNivesh Limited	1,300.00 (100.00%)	1.00 (100.00%)	5.00 (100.00%)	Nil (0.00%)
2. The net aggregate amount, so far as it concerns members of IndiaNivesh Limited and is not dealt in the Company's accounts, of the subsidiaries profit / (loss) after deducting losses				
i) for subsidiaries financial year ending March 31, 2012	37.26	10.30	(0.82)	-
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Limited	61.49	62.96	(0.30)	-
3. The net aggregate amount of the profits of the subsidiary after deducting losses so far as those profits are dealt with in the books of accounts of IndiaNivesh Limited				
i) for subsidiaries financial year ending March 31, 2012	NIL	NIL	NIL	NIL
ii) for subsidiaries previous financial years since it became subsidiary of IndiaNivesh Limited	NIL	NIL	NIL	NIL

For and behalf of the Board

Anil Bafna
Chairman

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Place: Mumbai
Date: August 31, 2012

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

**AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS
OF INDIANIVESH LIMITED**

To
THE BOARD OF DIRECTORS
INDIANIVESH LIMITED
MUMBAI

1. We have audited the attached Consolidated Balance Sheet of INDIA NIVESH LIMITED as at 31st March 2012, the Consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended.
2. These financial statements are the responsibility of the India Nivesh Limited's management. Our responsibility is to express an opinion on these financial Statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of one subsidiary company Siddhi Multi-Trade Pvt. Ltd. whose financial statements reflect total assets of Rs. 4816.80 lacs as at 31st March 2012 and total revenue of Rs. 175.40 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of the Accounting standard (AS) 21, Consolidated Financial Statements and AS-23 Accounting for Investment in Associates in Consolidated Financial Statements issued by the Institute of Chartered Accountants of India, on the basis of separate audited financial statements of India Nivesh Limited and its consolidated entity included in the consolidated financial statements.
5. We report that on the basis of the information and explanation given to us and on the consideration of separate audit reports on the individual audited financial statements of the Company and its consolidated entity, we are of the opinion that the said Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - (a) in case of Consolidated Balance Sheet, of the Consolidated State of Affairs of the Company and its consolidated entity as at 31st March, 2012; and
 - (b) in case of the Consolidated Statement of Profit and Loss, of the consolidated results of the operations of the Company and its consolidated entity for the year then ended.
 - (c) in case of the consolidated Cash Flow Statement of the Cash Flow of the Company and its consolidated entities for the year then ended.

For and on behalf of
For CLB & Associates
Chartered Accountants

(S.Sarupria)
Partner
M. No. 35783

Mumbai : August 31, 2012

CONSOLIDATED BALANCE SHEET as at 31st March, 2012 (Amount in Rs.)

	Note No.	As at 31-Mar-12	As at 31-Mar-11
I. EQUITY AND LIABILITIES			
1 Share Holders Fund			
(a) Share capital	2	3,77,50,000	3,77,50,000
(b) Reserve and Surplus	3	<u>23,25,34,872</u>	<u>23,25,35,453</u>
		<u>27,02,84,872</u>	<u>27,02,85,453</u>
2 Non-current liabilities			
(a) Long Term Borrowings	4	24,16,00,270	20,24,08,553
(b) Deferred Tax Liabilities (net)	5	43,36,228	44,87,326
(c) Other Long Term Liabilities	6	2,44,480	-
		<u>24,61,80,978</u>	<u>20,68,95,879</u>
3 Current liabilities			
(a) Short Term Borrowings	7	71,96,44,749	45,53,55,603
(b) Trade Payable	8	67,39,90,839	71,76,69,712
(c) Other current liabilities	9	1,23,25,693	97,28,720
(d) Short-Term Provisions	10	1,86,20,159	3,06,68,871
		<u>1,42,45,81,440</u>	<u>1,21,34,22,906</u>
		<u>1,94,10,47,290</u>	<u>1,69,06,04,238</u>
	TOTAL		
II. ASSETS			
1 Non-current assets			
(a) Fixed Assets	11		
(i) Tangible Assets		7,55,86,261	6,90,78,523
(ii) Intangible Assets		50,86,640	70,37,725
(iii) Capital Work-in-progress		32,18,18,864	27,90,36,132
(b) Non Current Investment	12	48,05,86,099	40,08,80,975
(c) Long term loans and advances	13	6,69,32,500	5,72,34,996
(d) Other non current assets	14	6,09,528	10,83,952
		<u>95,06,19,892</u>	<u>81,43,52,303</u>
2 Current assets			
(a) Inventories	15	2,52,28,025	1,75,00,000
(b) Trade Receivable	16	53,09,16,017	56,04,20,949
(c) Cash and cash equivalents	17	25,57,22,595	23,56,18,837
(d) Short Term Loans & Advances	18	17,80,53,826	6,24,19,525
(e) Other current assets	19	5,06,935	2,92,624
		<u>99,04,27,398</u>	<u>87,62,51,935</u>
		<u>1,94,10,47,290</u>	<u>1,69,06,04,238</u>
	TOTAL		
Significant Accounting Policies	1		

The notes are an integral part of the Financial Statement

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2012

	Note No.	Year Ended. 31-Mar-12 Rupees	Year Ended. 31-Mar-11 Rupees
I. Revenue from operations	20	22,84,33,846	21,26,70,666
II. Other Income	21	<u>3,11,69,530</u>	<u>2,45,71,668</u>
III. Total Revenue		<u>25,96,03,375</u>	<u>23,72,42,334</u>
IV. Expenses			
Purchases of stock-in-trade		1,52,00,000	3,46,99,010
Change in inventories	22	(77,00,000)	(1,75,00,000)
Employee benefit expense	23	8,65,02,597	6,03,55,372
Finance cost	24	3,05,26,415	3,05,30,928
Depreciation and amortisation expenses	25	1,89,52,366	1,38,36,283
Other Expenses	26	10,67,26,893	8,52,90,937
Total Expenses		<u>25,02,08,272</u>	<u>20,72,12,530</u>
V. (Loss) before Tax		<u>93,95,104</u>	<u>3,00,29,804</u>
VI. Tax Expense			
(a) Current Tax expense for current year		41,82,741	68,22,813
(b) Deferred Tax		(1,48,366)	15,82,250
(c) Current Tax expense relating to prior year		<u>(6,61,032)</u>	<u>4,51,453</u>
		<u>33,73,343</u>	<u>88,56,517</u>
VII. (Loss) for the year		<u>60,21,761</u>	<u>2,11,73,287</u>
Basic & diluted Earning par share (Rs.)	27	1.61	5.65
(Face value Rs.10 Per Share)			

Significant Accounting Policies 1
The notes are an integral part of the Financial Statement

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH , 2012

1. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of preparation of Financial Statements

The financial statements have been prepared to comply in all material respect with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards issued pursuant to the Companies (Accounting Standards) Rules, 2006 and relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention on accrual and going concern basis.

b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those of the estimates. Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable.

c) Principles of Consolidation

The consolidated financial statements of the Group have been prepared on the following basis:

- (a) The consolidated financial statements of the Group are prepared in accordance with the Accounting Standard-21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India".
- (b) The financial statements of the Company and its Subsidiary Companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after eliminating intra- group balances and intra –group transactions resulting in unrealised profits or unrealised cash losses.
- (c) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
- (d) Companies considered in the consolidated financial statements are:

Name of the Company	Country of Incorporation	Holding	Financial year ends on
IndiaNivesh Securities Pvt.Ltd.	India	100.00%	31.03.2012
Siddhi Multi-Trade Pvt.Ltd.	India	100.00%	31.03.2012
IndiaNivesh Investment Advisors Pvt.Ltd.	India	100.00%	31.03.2012

d) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation & other pre-operation expenses until the asset is ready to put to use for its intended purposes.

e) Depreciation

Depreciation on Fixed Assets is provided on written down value method, at the rates prescribed by Schedule XIV of the Companies Act, 1956.

f) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transaction. Foreign currency monetary items outstanding as at the Balance Sheet date are reported using the closing rate. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

g) Taxation

Income Tax comprises of Current Tax and net changes in Deferred Tax Assets or Liabilities during the year. Current Tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income-tax Act, 1961

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of timing differences between the book profit and tax profit. Deferred Tax Assets and Liabilities other than on carry forward losses and unabsorbed depreciation under tax laws are recognised when it is reasonably certain that there will be future taxable income. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit. Deferred tax assets and liabilities are measured using substantively enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Statement of Profit and Loss in the period of substantive enactment of the change

h) Inventories

Inventories are valued at cost or net realizable value whichever is lower (determined on weighted / moving average basis)

i) Investment

Long term investments are stated at cost. Provision for diminution in the value of investments is made if such a decline is other than temporary in the opinion of the management. Cost of borrowing i.e. interest for specific investment which is of long term nature has been apportioned on cost of investment in conformity with the Accounting Standard -16 Borrowing Cost.

j) Employee Benefit

Company does not have any benefits plans to its employee so far.

k) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimates at the balance sheet date required to settle the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economic benefits is remote. Contingent Assets are neither recognised nor disclosed in the financial statements.

l) Cash and Cash Equivalents

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

m) Earnings per Share

Basic earnings per share is calculated by dividing the net profit/ (loss) after tax for the period attributable to equity shareholders of the Company by the weighted average number of equity shares in issue during the period.

Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholder of the Company by the weighted Average number of shares outstanding during the year adjusted for the effects of all dilutive potential equity shares.

Consolidated Notes to financial statement for the year ended 31st March, 2012

(Amount in Rs.)

2 Share Holders Fund

The details of Authorised , Issued and paid up Share Capital is as below :

Share Capital

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
Authorised 50,60,000 (50,60,000) Equity shares of Rs. 10/- each	5,06,00,000	5,06,00,000
Issued 37,75,000 (37,75,000) Equity Shares of Rs.10/- each Fully paid up	3,77,50,000	3,77,50,000
Subscribed and Paid Up 37,75,000 (37,75,000) Equity Shares of Rs. 10/- each Fully paid up	3,77,50,000	3,77,50,000

(i) The Company has one class of equity shares having a par value of Rs.10 each. Each share holder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the Shareholder in the ensuing Annual General Meeting (AGM), except in the case of interim dividend which is ratified by the Shareholders at the AGM.

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	No.of shares	Amount in Rupees
Shares outstanding at the opening of the year	37,75,000	3,77,50,000
	(37,75,000)	(3,77,50,000)
Issued during the period	-	-
Shares Bought back during the year	(NIL)	(NIL)
Outstanding at the end of the period	37,75,000	3,77,50,000
	(37,75,000)	(3,77,50,000)

Note : figures shown in brackets are for previous year

(iii) Details of shares held by each shareholder holding more then 5% share:

Name of the Share Holder	Equity Shares			
	As at 31-Mar-2012		As at31-Mar-2011	
	No.of shares	% of Holding	No.of shares	% of Holding
Sneh Shares & Securities Pvt. Ltd.	16,75,300	44.38%	16,75,300	44.38%

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
3 Reserve and Surplus		
(a) Capital Redemption Reserve		
As per last Financial Statement	3,50,000	3,50,000
(b) General Reserve		
As per last Financial Statement	1,17,80,199	1,09,06,093
Add: Transferred from Surplus	<u>1,66,163</u>	<u>8,74,106</u>
	<u>1,19,46,362</u>	<u>1,17,80,199</u>
(c) Statutory Reserve		
As per last Financial Statement	10366398	8618185
Add: Transferred from Surplus	<u>1329301</u>	<u>1748213</u>
	<u>11695699</u>	<u>10366398</u>
(d) Securities Premium Reserve		
As per last Financial Statement	9,49,87,500	9,49,87,500
(e) Surplus in Statement of Profit and Loss		
As per last Financial Statement	11,50,51,356	8,50,31,726
Add: Transferred from surplus in statement of profit and loss	<u>60,21,761</u>	<u>2,11,73,287</u>
	<u>12,10,73,116</u>	<u>10,62,05,012</u>
Add: Balance B/f of Subsidiaries acquired/ seized during the year	<u>(16,34,923)</u>	<u>2,27,77,781</u>
	<u>11,94,38,193</u>	<u>12,89,82,793</u>
Less : Minority Interest	-	68,92,557
	<u>11,94,38,193</u>	<u>12,20,90,236</u>
Less: Appropriations		
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend tax	6,12,418	6,41,561
Transfer to General Reserve	1,66,163	8,74,106
Transfer to Statuary Reserve Fund	13,29,301	17,48,213
	<u>58,82,882</u>	<u>70,38,880</u>
Closing Balance	<u>11,35,55,311</u>	<u>11,50,51,356</u>
Total	<u>23,25,34,872</u>	<u>23,25,35,453</u>
4 Long Term Borrowings		
Secured Loan		
Vehicle Loan		
From Banks	-	3,10,183
From Others	-	3,10,290
(Vehicle loans are secured against hypothecation of respective Car)	<u>-</u>	<u>6,20,473</u>
	<u>-</u>	<u>6,20,473</u>
Unsecured		
From Others - Inter Corporate Deposit	24,16,00,270	20,17,88,080
	<u>24,16,00,270</u>	<u>20,24,08,553</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
5 Deferred Tax Liabilities (net)		
As per last Financial Statement	44,87,326	32,75,423
Add: Arising on account of depreciation	(1,51,098)	12,11,903
	43,36,228	44,87,326
6 Other Long Term Liabilities		
Interest accrued but not due on inter Corporate Deposits	2,44,480	-
	2,44,480	-
7 Short Term Borrowings		
Secured Borrowings		
Overdraft		
From Banks	19,58,99,481	12,45,73,188
(secured against office premises and shares)		
Other loans		
From Financial Institutions	11,05,15,260	-
(secured against shares)		
Vehicle Loan		
From Banks	3,10,183	3,11,205
From Others	3,10,290	3,11,527
(secured against hypothecation of respective Car)		
	30,70,35,213	12,51,95,920
Unsecured Borrowings		
From Others	41,26,09,536	33,00,41,383
From Related Party	-	1,18,300
	41,26,09,536	33,01,59,683
	71,96,44,749	45,53,55,603
8 Trade Payable		
Sundry Creditors	64,29,58,650	70,16,64,660
Sundry Creditors for Exp.	1,40,57,216	1,12,07,359
Sundry Creditors - others	1,69,74,973	42,97,692
Security Deposit - Rent	-	5,00,000
	67,39,90,839	71,76,69,712
9 Other current liabilities		
Other Payables- Statutory Dues	1,09,18,455	90,32,505
Unclaimed amount for redemption of Preference shares	-	4,400
Unclaimed Dividend	14,07,238	6,91,815
	1,23,25,693	97,28,720
10 Short-Term Provisions		
Provision for Taxation	1,42,32,741	2,62,52,310
Proposed Dividend	37,75,000	37,75,000
Corporate Dividend Tax	6,12,418	6,41,561
	1,86,20,159	3,06,68,871

(Amount in Rs.)

Description	GROSS BLOCK AT COST			DEPRECIATION			NET BLOCK		
	As at 31-Mar-11 Rs.	Addition during the year Rs.	Del./Adj. during the year Rs.	As at 31-Mar-12 Rs.	For the year Rs.	Del./Adj. during the year Rs.	Upto 31-Mar-12 Rs.	As at 31-Mar-12 Rs.	As at 31-Mar-11 Rs.
(a) Tangible Assets									
Building	2,37,00,655	-	-	2,37,00,655	9,20,278	0	62,59,556	1,74,41,099	1,84,91,527
Plant & Equipment	4,46,78,102	1,17,47,975	1,04,600	5,63,21,477	94,26,855	94,287	2,55,44,676	30,77,68,01	2,83,35,843
Furniture & Fixtures	2,18,03,691	1,02,54,846	0	3,20,58,537	40,04,947	0	79,32,499	2,41,26,038	1,78,76,139
Vehicles	59,22,748	-	-	59,22,748	11,32,691	0	26,80,425	32,42,323	43,75,014
Total Tangible Assets	9,61,05,196	2,20,02,821	1,04,600	11,80,03,417	1,54,84,771	94,287	42,41,71,56	7,55,86,261	6,90,78,523
(b) Intangible Assets									
Computer Software	1,48,92,389	12,72,682		16,16,5071	32,23,767	0	1,10,78,431	50,86,640	70,37,725
Total Intangible Assets	1,48,92,389	12,72,682		1,61,65,071	32,23,767	0	1,10,78,431	50,86,640	70,37,725
(c) Capital Work-in Progress									
Land & Building	27,90,36,132	4,27,82,732		32,18,18,864	-	-	-	32,18,18,864	27,90,36,132
Total Assets	39,00,33,716	6,60,58,235	1,04,600	45,59,87,352	1,87,08,538	94,287	5,34,95,587	40,24,91,765	35,51,52,380
Pervious Year	32,63,12,970	7,63,56,971	1,26,36,225	39,00,33,716	1,36,41,171	74,05,656	3,48,81,336	35,51,52,380	

12 Non-Current Investment

(Amount in Rs.)

Particulars			As at 31-Mar-2012	As at 31-Mar-2011
Cur. Year (Nos.)	Pr. Year (Nos.)	Non- Trade Investment Quoted - Investment in shares (at cost) (Equity shares of face value of Rs.10/- each unless otherwise stated)		
27500	Nil	Adhunik Metalics Ltd.	13,90,676	-
12502	Nil	APL Apollo Tubes Ltd.	24,16,232	-
28	Nil	Asahi Songwon Colors	2,594	-
4698	Nil	Atul Ltd.	8,25,642	-
2143185	1923185	Bajaj Hindustan Ltd., (Face value of Rs. 1/- each)	31,07,31,765	28,09,45,440
13545	709	Bajaj Corp Ltd., (Face value of Rs. 1/- (Rs.5/-) each) (Split into Face value of Rs1/- from Rs.5/-)	16,82,583 -	5,15,968 -
5038	5038	BF Investment, (Face value of Rs. 5/- each)	60,15,578	60,15,578
700	950	Empire Industries	4,52,108	6,13,575
3333	Nil	Essar Shipping Ltd.	95,122	-
225000	Nil	Gitanjali Gems Ltd.	8,17,22,700	-
3474	Nil	Hitachi Home & Life	4,56,769	-
9307	Nil	IFB Agro Industries	17,04,506	-
1292	1292	Insecticides (I) Ltd.,	2,90,971	2,90,971
3280	3280	J.B.Chemicals , (Face value of Rs. 2/- each)	3,21,537	3,21,537
8000	Nil	Kale Consultants	11,02,727	-
2456	Nil	Kirloskar Pneumatics	13,45,046	-
40056	Nil	Liberty Shoes	38,62,699	-
5000	5000	Lloyd Electric & Steels, (Face value of Rs. 2/- each)	4,40,194	4,40,194
10000	10000	MBL Infrastructure,	24,22,986	24,22,986
5000	5000	Mahindra Forgings td.,	5,45,846	5,45,846
20000	Nil	Mercator Lines (face value of Rs.1/- each)	5,11,709	-
22021	Nil	Money Mat Fin Serv	20,09,819	-
400	97900	Oudh Sugar Mills	18,312	44,20,431
9909	Nil	Panama Petrochem	26,81,213	-
250000	Nil	Pipavav Defence	2,02,02,980	-
25000	103185	Provogue India Ltd., (Face value of Rs. 1/- each)	10,95,055	48,21,254
25000	Nil	Prozone Capital, (Face value of Rs. 2/- each) (Shares received on account of demerger of Provogue India Limited)	4,46,842 -	- -
7000	7000	Sir Shadilal Enterprises Ltd.,	12,56,387	12,56,387
6000	Nil	Supremeinf (face value of Rs.2/- each)	15,53,151	-
152261	Nil	Technocraft Ind	55,39,302	-
251251		Ultratech Cements	7,59,787	7,59,787
3356	Nil	Vivimed Labs Ltd.	1362745	-
Nil	100000	GTL Ltd.	-	4,07,78,504
1108800	Nil	Jupiter Enterprises Ltd.,	1,10,88,000	-
		Total Quoted Investments	46,63,53,584	34,41,48,460

12 Non-Current Investment

(Amount in Rs.)

Particulars			As at 31-Mar-2012	As at 31-Mar-2011
Cur. Year (Nos.)	Pr. Year (Nos.)	Other Investments Non-Trade Investment (Unquoted)		
NIL	NIL	Investment in Debts Assets (Personal Guarantee)	5,00,000	5,00,000
650000	400000	Paridhi Properties Limited Equity Shares of Rs. 10/- each, fully paid up.	65,00,000	40,00,000
10	10	Sukh Sagar Premises Co-op.Society Limited Equity Shares of Rs. 10/- each, fully paid up.	500	500
129387	129387	Madhya Pradesh Stock Exchange Ltd. Equity Shares of Rs. 10/- each, fully paid up.	45,35,015	45,35,015
58000	58000	Vadodara Stock Exchange Ltd. Equity Shares of Rs. 10/- each, fully paid up.	26,97,000	26,97,000
NIL	1500000	Ladderup Finance Ltd (Convertible Warrant of Face Value of Rs.10/- each)	-	4,50,00,000
			<u>1,42,32,515</u>	<u>5,67,32,515</u>
		Total Unquoted Investments	<u>1,42,32,515</u>	<u>5,67,32,515</u>
		Total Investments	<u>48,05,86,099</u>	<u>40,08,80,975</u>

(Amount in Rs.)

Particulars		As at 31-Mar-2012	As at 31-Mar-2011
13	Long term loans and advances		
	Deposits	6,69,32,500	5,72,34,996
		<u>6,69,32,500</u>	<u>5,72,34,996</u>
14	Other non current assets		
	Unamortised Expenditure (To the extent not written off or adjusted)		
	Preliminary Expenses	6,09,528	10,83,952
		<u>6,09,528</u>	<u>10,83,952</u>
15	Inventories		
	Stock-in-trade	2,52,28,025	1,75,00,000
		<u>2,52,28,025</u>	<u>1,75,00,000</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
16 Trade Receivable		
Unsecured, considered good		
(i) outstanding for a period exceeding six months	66,29,253	30,04,197
(ii) others	52,42,86,764	55,74,16,752
	<u>53,09,16,017</u>	<u>56,04,20,949</u>
17 Cash and cash equivalents		
Cash on hand	18,10,099	8,43,341
Bank Balance with Scheduled Bank - On current account	2,02,78,357	6,84,29,659
Bank Balance with Scheduled Bank - On fixed deposit account	23,22,18,954	16,56,46,074
Bank Balance with Scheduled Bank - On dividend account	14,15,186	6,99,763
	<u>25,57,22,595</u>	<u>23,56,18,837</u>
18 Short Term Loans & Advance		
Unsecured Considered Good		
Loans & Advances to body corporates	2,96,42,300	61,58,300
Loans & Advances to employees	18,75,207	12,000
Advances for expenses	67,09,154	45,00,000
Advance Tax & TDS	3,04,64,801	3,28,10,434
Share Application Money Paid	1,01,85,000	97,65,720
Prepaid Expenses	77,87,535	91,73,071
Advance for purchases of assets	8,95,00,000	-
Advance Recoverable from others	18,89,828	-
	<u>17,80,53,826</u>	<u>6,24,19,525</u>
19 Other current assets		
Unamortised Expenditure (To the extent not written off or adjusted)		
Preliminary Expenses	2,00,944	2,92,624
Commission Receivable	3,05,991	-
	<u>5,06,935</u>	<u>2,92,624</u>
20 Revenue from operations		
Consultancy Charges	4,90,01,966	1,03,33,333
Interest Received	4,14,270	31,81,236
Brokerage	14,53,25,582	11,58,67,351
Commission	13,20,132	-
DP Income	58,09,114	34,63,574
Sales	1,75,01,115	3,05,37,087
Profit on Sale of Investments & Assets	90,71,129	4,92,88,085
Profit / (Loss) on Sale of vanda shares	(9,463)	-
	<u>22,84,33,846</u>	<u>21,26,70,666</u>

(Amount in Rs.)

Particulars	As at 31-Mar-2012	As at 31-Mar-2011
21 Other Income		
Dividend	13,88,000	19,84,216
Misc. Income	3,12,526	4,27,614
Speculation Profit /Loss on shares	-	21,650
Interest Income	1,71,733	33,57,103
Income / (Loss) from Derivatives	1,94,70,401	-
Penalty Charges	1,29,25,448	1,76,46,169
Registration charges - sub brokers	5,759	-
Software Charges Received	1,52,276	-
Profit / Loss on Sale of Investments	(42,81,092)	-
Written off account	-	-
Rent Recd.	10,24,478	11,34,916
	<u>3,11,69,530</u>	<u>2,45,71,668</u>
22 Change in inventories		
Inventories at the end of the year	2,52,00,000	-
Inventories at the beginning of the year	1,75,00,000	-
Net (Increase) / Decrease	<u>(77,00,000)</u>	<u>-</u>
23 Employee benefit expense		
Salaries & Wages	8,08,69,274	5,63,96,244
Staff Welfare Expenses	24,57,573	18,50,276
Employers Contribution to ESIC	6,52,966	4,18,552
Employers Contribution to P.F.	13,85,533	9,88,614
Performance Incentive	2,49,858	2,100
Gratuity	8,87,393	6,99,586
	<u>8,65,02,597</u>	<u>6,03,55,372</u>
24 Finance cost		
Interest expense	2,00,22,494	2,59,60,950
Bank Guarantee Charges	96,12,259	39,04,573
Bank Charges	16,165	-
Processing fees	7,91,430	5,28,500
Interest on Car Loan	84,068	1,36,905
	<u>3,05,26,415</u>	<u>3,05,30,928</u>
25 Depreciation and amortisation expenses		
Depreciation	1,87,08,538	1,36,41,171
Amortisation expenses	2,92,584	1,95,112
	<u>1,90,01,122</u>	<u>1,38,36,283</u>
26 Other Expenses :		
Auditors Remuneration	2,69,664	1,53,755
Legal & Professional Fees	1,55,22,622	1,35,66,164
Misc. Expenses	9,08,85,851	7,15,71,018
	<u>10,67,26,893</u>	<u>8,52,90,937</u>

27. Earning per share :

(Amount in Rs.)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Profit after tax (Rs.)	61,21,761	2,11,73,287
Weighted average number of equity shares outstanding	37,75,000	37,75,000
Face Value per equity share Rs.	10.00	10.00
Basic Earnings per share (Rs.)	1.61	5.65
Diluted earning per share (Rs.)	1.61	5.65

28. Payment to Auditors

(Amount in Rs.)

Particulars	31st March 2012	31st March 2011
Audit Fees	2,58,428/-	1,42,725/-
Certification & other matters	45,223/-	13,236/-
Total	3,03,651/-	1,55,961/-

29. Contingent Liabilities

- A) Corporate Guarantee given on behalf IndiaNivesh Securities Pvt.Ltd., a subsidiary company of IndiaNivesh Limited :
- to HDFC Bank Limited for Rs. 30,00,00,000/- (Previous year Rs. 30,00,00,000),
 - to Oriental Bank of Commerce for Rs. 5,00,00,000/- (Previous year Rs. 7,50,00,000) ,
 - to Bank of India for Rs. 10,00,00,000/- (Previous year Rs. 5,00,00,000) and
 - to Punjab National Bank for Rs. 10,00,00,000/- (Previous year Rs. Nil)

However against the same fixed deposit of Rs. 21.60 crore given by IndiaNivesh Securities Pvt.Ltd., as margin.

- B) In respect of Bank Guarantees by IndiaNivesh Securities Pvt.Ltd., a subsidiary company, to stock exchange Rs. 55.00 crore (against fixed deposit of Rs. 21.60 crore) (previous year Bank Guarantee of Rs. 42.50 crore against fixed deposit of Rs. 13.15 crore)

30. Segmental Reporting

As the Consolidated Group presently operates predominantly in one operating activity , namely Financing and Investments, the reporting under segment under Accounting Standard 17 is not applicable.

31. Related Party Disclosure

As per Accounting Standard 18 (AS-18) "Related Party Disclosures" issued by ICAI, The related parties are as follows:

Related Party Disclosures:

(a) Relationship :-

(i) Promotor Group Company:

- Sneh Shares & Securities Pvt. Ltd.

(ii) Key Managerial Personnel:

- Mr. Dinesh Nuwal
- Mr. Rajesh Nuwal
- Mr. Nirmal Pareek
- Mr. Girish Bhagat (Managing Director of step down subsidiary)

Note : Related party relationship is as identified by the Company and relied upon by the Auditors.

Sr. No.	Nature of transactions	a(i) Above		a(ii) above	
		31.3.2012	31.3.2011	31.3.2012	31.3.2011
1	Remuneration Paid	Nil	Nil	68,05,013/-	33,36,019/-

Outstanding balance at the close of the year:

As Creditors	Nil	Nil	Nil	Nil
As Loans receivable	Nil	Nil	Nil	Nil

- 32.** On the basis of the information available with the Company, there are no suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, information as required by the said Act is not given
- 33.** Other additional information's as per Revised Schedule VI part II is either nil or not applicable to the company.
- 34.** Consequent to the NOTIFICATION NO. S.O. 447(E), DATED 28-2-2011 [AS AMENDED BY NOTIFICATION NO. F.NO. 2/6/2008-CL-V, DATED 30-3-2011] the above financial statements have been presented in accordance with the Revised Schedule VI. As required under the said notification corresponding figures for the previous year have been reclassified and presented in accordance with the current year presentation.

Note 1 to 34 annexed hereto forms part of the Balance Sheet and Statement of Profit and Loss

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	For the year ended 31-Mar-12	For the year ended 31-Mar-11
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) Before Tax & extra- Ordinary items	93,95,104	3,00,29,804
Adjustments for :		
Depreciation	1,87,08,538	1,36,41,171
Profit on Sale of Investment	(90,71,129)	(4,92,88,085)
Miscellaneous w/off	2,92,584	(3,39,911)
Cash inflow/(Outflow) before working capitals charges	1,93,25,097	(59,57,021)
Adjustments for :		
(Increase)/ Decrease in Current Assets & non Current Assets	(10,38,60,890)	(12,82,83,742)
(Decrease)/Increase in Current liabilities & non Current liabilities	(4,08,37,420)	29,39,42,518
Cash used in operating activities	(12,53,73,213)	15,97,01,755
Direct Taxes (paid)/Tax Refund received.	(1,67,66,170)	(2,09,50,395)
Net cash used in operating activities "A"	(14,21,39,383)	13,87,51,360
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/ acquisition of fixed assets	(6,60,58,235)	(7,63,56,971)
Sale of fixed assets	-	0
Investments in others	(7,97,05,124)	12,03,93,050
Net cash from investing activities "B"	(14,57,63,359)	4,40,36,079
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Borrowings	39,19,1717	(13,27,58,788)
Short Term Borrowings	26,42,89,147	59,87,129
Dividend paid	(37,75,000)	(37,75,000)
Profit on Sale of Investment	90,71,129	4,92,88,085
Corporate dividend tax	(6,41,561)	(6,41,561)
Net cash used in financing activities "C"	30,81,35,432	(8,19,00,135)
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	2,02,32,690	10,08,87,304
CASH AND CASH EQUIVALENTS		
Opening	23,56,18,837	13,69,04,767
Seized off Subsidiary	(1,28,932)	(21,73,234)
Closing	25,57,22,595	23,56,18,837
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	2,02,32,690	10,08,87,304

Note : 1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. Direct taxes paid is shown under operating activities and not allocated to investing and financing activities.

In terms of our Report attached

For and behalf of the Board

For and on behalf of
CLB & Associates
Chartered Accountants

Anil Bafna
Chairman

S. Sarupria
Partner
M. No.: 35783

Dinesh Nuwal
Vice Chairman

Rajesh Nuwal
Managing Director

Hemant Panpalia
Director

Jinesh Doshi
Company Secretary

Mumbai : August 31, 2012

Additional Financial information of subsidiaries for the year ended on 31st March, 2012

	IndiaNivesh Securities Private Limited India (Amount in INR)	Siddhi Multi-Trade Private Limited India (Amount in INR)	IndiaNivesh Investment Advisors Private Limited India (Amount in INR)	IndiaNivesh Fund Managers Private Limited India (Step Down Subsidiary) (Amount in INR)
A	Capital	1,00,000	5,00,000	1,00,000
	- Stock Holders Equity	-	-	-
	- Preferred Stock	81,24,974	(1,12,756)	52,10,709
B	Reserves and Surplus	16,20,79,745	3,92,862	1,00,000
C	Total Assets	1,23,50,59,057	48,16,89,890	1,00,000
D	Total Liabilities	73,44,69,371	49,37,364	6,69,347
E	Details of Investment	68,77,32,183	1,00,000	-
F	(Except in case of investment in subsidiaries)			
	Turnover	18,24,45,366	1,75,01,115	-
G	Profit before Taxation	57,33,356	13,35,731	(82,145)
	Provision for Taxation	23,20,000	4,12,741	-
	Provision for deferred tax liabilities	(1,62,663)	-	-
H	Provision for FBT	-	-	-
I	Profit after Taxation	37,26,257	10,30,121	(51,81,534)
J	Proposed Dividend	-	-	-

Anil Bafna
Chairman

Rajesh Nuwal
Managing Director

Jinesh Doshi
Company Secretary

Dinesh Nuwal
Vice Chairman

Hemant Pampalia
Director

IndiaNivesh Limited

Regd. Office: 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai-400 007

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Mr./Mrs./Miss _____
 certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.
 I hereby record my presence at the 81st Annual General Meeting of the Company to be held on
 Friday, September 28, 2012 at 3.30 p.m. at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum
 Chowpatty, Mumbai 400 007 .

Folio No./ Client Id.: _____

No. of Shares held : _____

Note : Shareholders/Proxyholders are requested to bring the Attendance Slip with them when
 they come to the Meeting and hand over at the entrance after affixing their signature on them.
 Joint Shareholders may obtain additional Attendance Slips at the entrance.

IndiaNivesh Limited

Regd. Office: 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai-400 007

PROXY

I / We _____ of _____ in the state of _____
 being a member / members of IndiaNivesh Limited, hereby appoint
 _____ of _____
 failing him/her _____ of _____
 as our proxy to vote for me/us and on my/our behalf, at the 81st Annual General
 Meeting of the Company to be held on Friday, September 28, 2012 at 3.30 p.m. at 601 & 602, Sukh
 Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007 and at any adjournment thereof.
 In witness thereof I/ We put my/our hand/hands this _____ day of _____ 2012.

Please Affix
Revenue
Stamp
Here

L. F. No. / Client Id. : _____

No. of Shares held : _____

Date : _____

Signature _____

NOTE : The Proxy Form duly completed must be deposited at the Registered Office of the
 Company not less than 48 hours before the Meeting.



IndiaNivesh[®]
L I M I T E D

Trust.....we earn it.

Regd. Off. : 601/602, "Sukh Sagar" N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007.
Tel.: +91(22) 6618 8800 Fax: +91(22) 6618 8899 E-mail : indianivesh@indianivesh.in
Website : www.indianivesh.in