

# ISF LIMITED

CIN:L74899DL1988PLC076648

Regd Office: K-10, SomVihar, R.K. Puram, New Delhi - 110022  
Ph : 011-26109124, Fax : 011-26188970, Email : amar@isflimited.com,  
Website: www.isflimited.in

To,  
The Assistant Manager- Listing Division,  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400001.

**Date: 07.09.2020**

Reference: Securities Code: **526859**

Dear Sir/ Madam,

**Sub: Regulation 34 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Report for the financial year ended 31st March 2020**

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith Annual Report 2019-20 of the Company for the Financial Year ended 31st March 2020 along with Notice of the Annual General Meeting scheduled to be held on on Tuesday, 29th day of September, 2020 at 11:30 AM IST via Video Conferencing (VC) or Other Audio Visual Means (OVAM),

Kindly acknowledge the receipt of the same

Thanking You,

For ISF LIMITED  
5/9/20  
Signature of Company Secretary /  
Compliance Officer



Encl:

1. Annual Report along Notice of the Annual General Meeting.

**32nd ANNUAL REPORT**

**2019-20**



**ISF LIMITED**

# 32nd ANNUAL REPORT

## BOARD OF DIRECTORS

Mr. AMARJIT SINGH  
Mr. Simbal Singh  
Mr. H.C. Gandhi  
Mr. V. P. Ahuja

Managing Director  
Director  
Director  
Director

Regd. Office :  
K-10, Som Vihar  
R.K. Puram  
New Delhi - 110022

Banker :  
Bank of India, New Delhi.  
UCO Bank, New Delhi

Auditors :  
VSSA & Associates  
Chartered Accountants  
23, Prakash Apartments,  
5, Ansari Road, Darya Ganj,  
New Delhi-110002.



# ISF LIMITED

**CIN:L74899DL1988PLC076648**

Regd Office: K-10, Shopping Complex, Som Vihar  
R.K. Puram, New Delhi - 110022

Ph : 011-26109124, 26178016, Fax : 011-26188970

Email : amar@isflimited.com

## **NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of M/s. ISF Limited will be held on Tuesday, 29<sup>th</sup> day of September, 2020 at 11:30 AM IST via Video Conferencing (VC) or Other Audio Visual Means (OVAM), to transact the following business (es) :

### **ORDINARY BUSINESS (ES)**

1. To consider and adopt the audited annual financial statements of the Company for the financial year ended on 31<sup>st</sup> March 2020, together with the Auditor's and Director's Reports thereon.

### **SPECIAL BUSINESS (ES)**

2. **Appointment of Mr. Ravi Kanth Kothuru (DIN: 01348930) as a Non Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, , Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Ravi Kanth Kothuru (DIN: 01348930) who was appointed as non executive Independent Director of the Company by the Board of Directors with effect from 7th August, 2020 in terms of Section 149 of the Companies Act, 2013, due to intermittent vacancy, and whose approval of appointment as an Independent Director of the Company is recommended by the Nomination and Compensation Committee and the Board of Directors of the Company to the members, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 7<sup>th</sup> August, 2020 to 6<sup>th</sup> August, 2025 and the term shall not be subject to retirement by rotation.

3. **Appointment of Ms. Nalini Jolly (DIN: 08520132) as a Non Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, , Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force), Ms. Nalini Jolly (DIN: 08520132) who was appointed as non executive Independent Director of the Company by the Board of Directors with effect from 7th August, 2020 in terms of Section 149 of the Companies Act, 2013, due to intermittent vacancy, and whose approval of appointment as an Independent Director of the Company is recommended by the Nomination and Compensation Committee and the Board of Directors of the Company to the members, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 7<sup>th</sup> August, 2020 to 6<sup>th</sup> August, 2025 and the term shall not be subject to retirement by rotation.

4. **Re-appointment/Regularization of Mr. Prem Jain Kumar (01151409) as Director of the Company.**

To consider and, if thought fit, to pass, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of the Section 152 read with Section 160 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Prem Jain Kumar (01151409), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013, with effect from 08 May, 2020 to hold office up to the date of the ensuing Annual General Meeting of the Company and pursuant to section 160 of the Act, in respect of whose candidature, a written notice proposing his candidature has been received from him and recommended by the Board of Directors of the Company for his reappointment as Director of the company at the ensuing Annual General Meeting, be and is hereby re-appointed as Director of the Company, whose office shall be liable to retire by rotation.”

5. **Re-appointment/Regularization of Mr. Vishal Dang (07971525) as Director of the Company.**

To consider and, if thought fit, to pass, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of the Section 152 read with Section 160 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Vishal Dang (07971 525), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013, with effect from 08 May, 2020 to hold office up to the date of

the ensuing Annual General Meeting of the Company and pursuant to section 160 of the Act, in respect of whose candidature, a written notice proposing his candidature has been received from him and recommended by the Board of Directors of the Company for his reappointment as Director of the company at the ensuing Annual General Meeting, be and is hereby re-appointed as Director of the Company, whose office shall be liable to retire by rotation.”

**By order of the Board of Directors**

**Sd/-  
Yajya Vashishta  
Company Secretary  
M.No.- A38504**

**Place: New Delhi**

**Date: 31<sup>st</sup> August, 2020**

#### **NOTES**

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM.
2. The members can contact Mr. Lokesh Sharma, at lokesh@skylinerta.com, Contact No. 011-40450193-197, the Registrar & Transfer Agent, Technology Provider for VC/OVAM who need assistance with using the technology before or during the meeting.
3. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
4. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, Representatives of the members are allowed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM. The

authorization if not already provided, can be shared with the Company through electronic means.

6. The facility for VC/OVAM is having capacity to allow 1000 members on a first-come-first served basis.
7. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
8. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circular(s), physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM held in 2020 and hence the Proxy Form and Attendance Slip are not annexed hereto.
9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days, inclusive).
11. Members may note that the Notice of the 32<sup>nd</sup> AGM and the Annual Report 2019-20 will also be available on the Company's RTA website: <http://www.skylinerta.com> for their download. For any communication or assistance, the Members may also send requests to the Company's investor E-mail ID: [amar@isflimited.com](mailto:amar@isflimited.com).
12. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 32<sup>nd</sup> AGM along with the Annual Report 2019-20, inter alia, indicating the process and manner of attending the meeting through VC/OVAM and Remote e-Voting is being sent only through electronic mode to those Members whose E-mail IDs are registered with the Company/ RTA/ Depository Participant(s) for communication purposes.
13. All members are requested to make their correspondence in relation to the shares in physical and Demat to our Registrar and Share Transfer Agent i.e. Skyline Financial Services Pvt. Ltd. at its office at D153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 as and when required. Members holding shares in physical form are requested to dematerialize their shares. Members holding shares in physical mode are requested to intimate change in their address (if any), to Skyline Financial Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company, located at D153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, at the earliest quoting their registered folio number. Members holding shares in Electronic mode are requested to send the intimation of Change of their address, if any, in respect of shares held by them

to the concerned Depository Participant. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents.
15. Pursuant to the amendment of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in Demat mode. Hence investors are encouraged to demat their physical holding for any further transfer. Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration/update.
16. As per Rule 3 of Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
17. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
18. The Board of Directors has not recommended any dividend for the Financial Year 2019 - 20.
19. Due to restructuring in the Board of the Company, there is no Director in the Company who is liable to retire by rotation.
20. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Skyline Financial Services Pvt. Ltd. on <http://www.skylinerta.com>.



21. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
22. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

**23. Voting through electronic means:**

- a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:

Commencement of e-voting	:	From (10 AM) on 26.09.2020
End of e-voting	:	Up to (5 PM) on 28.09.2020

E-voting shall not be allowed beyond 5 PM, on 28.09.2020. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 22.09.2020.

- b) The company has engaged the services of National Securities Depository Limited as the Authorized Agency to provide e-voting facilities. DETAILED INSTRUCTIONS FOR E-VOTING ARE GIVEN BELOW:

**A. INSTRUCTIONS FOR E-VOTING**

- I. The Notice of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of E-Voting is being sent to all the Members.
- II. How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN of the ISF Limited then user ID is EVEN001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the

company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

**(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the ISF Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nilesh@kksinghassociates.com](mailto:nilesh@kksinghassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [amar@isflimited.com](mailto:amar@isflimited.com).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [amar@isflimited.com](mailto:amar@isflimited.com).

**B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM/POLL ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned or Remote e-voting.

**C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
- iii. Members are encouraged to join the Meeting through Laptops for better experience.
- iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [amar@isflimited.com](mailto:amar@isflimited.com).
- vii. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [amar@isflimited.com](mailto:amar@isflimited.com). The same will be replied by the company suitably.

- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Members will be able to attend the AGM through VC/OAVM or view the live webcast at <http://www.skylinerta.com>.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. 22<sup>nd</sup> September, 2020.
- IV. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date i.e. 22<sup>nd</sup> September, 2020. The members who are not casting their vote electronically, may cast their vote at the 32<sup>nd</sup> Annual General Meeting.
- V. Mr. Nilesh Bhardwaj, Practicing Company Secretary (Membership No. ACS 51178; C.P No. 18820) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
- VII. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- VIII. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company's RTA [www.skylinerta.com](http://www.skylinerta.com) and on the website of NSDL immediately after the declaration of the results by the Chairman.
- IX. "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

**Details of the Director seeking appointment/ re-appointment at the forthcoming AGM of the Company (In pursuant to Regulation 36 of SEBI (LODR) Regulations 2015 read with Secretarial Standards)**

**Detailed Resume of Mr. Ravi Kanth Kothuru (DIN: 01348930)**

<b>Name of Director</b>	Ravi Kanth Kothuru
<b>Date of Birth</b>	14.08.1970
<b>Date of Appointment</b>	07.08.2020
<b>Qualification</b>	Post Graduate Diploma in Business Management
<b>Expertise in specific functional area</b>	Building Construction Experience
<b>DIN</b>	01348930
<b>List of Directorships held in other companies</b>	1. AARC Constructions Private Limited. 2. Arunodaya Life Spaces Private Limited.
<b>Membership of Committees of the Board of other company</b>	1) Audit Committee 2) Stakeholders 3) Remuneration and Nomination
<b>Relationship between Directors</b>	None

<b>Shareholding in ISF Ltd.</b>	NIL
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**Detailed Resume of Ms. Nalini Jolly (DIN: 08520132)**

<b>Name of Director</b>	<b>Ms. Nalini Jolly</b>
<b>Date of Birth</b>	21.11.1967
<b>Date of Appointment</b>	07.08.2020
<b>Qualification</b>	PGDM HR
<b>Expertise in specific functional area</b>	Operations and PR
<b>DIN</b>	08520132
<b>List of Directorships held in other companies</b>	FEDERAL-MOGUL GOETZE (INDIA) LIMITED
<b>Membership of Committees of the Board of other company</b>	1) Audit Committee 2) Stakeholders 3) Remuneration and Nomination
<b>Relationship between Directors</b>	None
<b>Shareholding in ISF Ltd.</b>	NIL

**Detailed Resume of Mr. Prem Jain Kumar (01151409)**

<b>Name of Director</b>	<b>Mr. Prem Jain Kumar</b>
<b>Date of Birth</b>	19.08.1958
<b>Date of Appointment</b>	08.06.2020
<b>Qualification</b>	B.Com LLB
<b>Expertise in specific functional area</b>	Finance & Building
<b>DIN</b>	<b>01151409</b>
<b>List of Directorships held in other companies</b>	ANDHRA AGRO-VET ASSOCIATES PRIVATE LIMITED ASHISH INFRADEVELOPERS INDIA PRIVATE LIMITED ASHISH FOOD PARK PRIVATE LIMITED PRIMERA (INDIA) INFRA PRIVATE LIMITED
<b>Membership of Committees of the Board of other company</b>	Audit Committee.
<b>Relationship between Directors</b>	None
<b>Shareholding in ISF Ltd.</b>	4.50%

**Detailed Resume of Mr. Vishal Dang (07971525)**

<b>Name of Director</b>	<b>Mr. Vishal Dang</b>
<b>Date of Birth</b>	09.09.1990
<b>Date of Appointment</b>	08.06.2020
<b>Qualification</b>	MBA (FINANCE & IT)
<b>Expertise in specific functional area</b>	OPERATIONS
<b>DIN</b>	<b>07971525</b>

<b>List of Directorships held in other companies</b>	NIL
<b>Membership of Committees of the Board of other company</b>	1) Nominations & Remuneration 2) Stakeholders
<b>Relationship between Directors</b>	None
<b>Shareholding in ISF Ltd.</b>	2.84%

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 5 of the accompanying Notice:

**Item No. 2:**

The Board of Directors of the Company appointed Mr. Ravi Kanth Kothuru (DIN: 01348930) as an Independent Director w.e.f. 07<sup>th</sup> August, 2020 due to intermittent vacancy, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act,



2013, the Nomination and Compensation Committee and the Board have recommended the approval of appointment of Mr. Ravi Kanth Kothuru (DIN: 01348930) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 for a period of five year with effect from 07<sup>th</sup> August, 2020 to 6<sup>th</sup> August, 2025.

The Company has received a declaration from Mr. Ravi Kanth Kothuru (DIN: 01348930) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mr. Ravi Kanth Kothuru (DIN: 01348930) consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. His brief resume has not been given here for the sake of brevity.

In the opinion of the Board, Mr. Ravi Kanth Kothuru (DIN: 01348930) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Ravi Kanth Kothuru's deep repository of knowledge and experience of over four decades in the building & construction activity, sharp business acumen, understanding of technology and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 07<sup>th</sup> August, 2020 to 6<sup>th</sup> August, 2025.

Except Mr. Ravi Kanth Kothuru (DIN: 01348930), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2. The Board of Directors recommends the resolution in relation to appointment of Mr. Ravi Kanth Kothuru (DIN: 01348930) as an Independent Director of the Company, as set out in Item No. 2 for approval of the members by way of an Ordinary Resolution.

**Item No. 3:**

The Board of Directors of the Company appointed Ms. Nalini Jolly (DIN: 08520132) as an Independent Director w.e.f. 07<sup>th</sup> August, 2020 due to intermittent vacancy, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Compensation Committee and the Board have recommended the approval of appointment of Ms. Nalini Jolly (DIN: 08520132) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 for a period of five year with effect from 07<sup>th</sup> August, 2020 to 6<sup>th</sup> August, 2025.

The Company has received a declaration from Ms. Nalini Jolly (DIN: 08520132) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Ms. Nalini Jolly (DIN: 08520132) consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Her brief resume has not been given here for the sake of brevity.

In the opinion of the Board, Ms. Nalini Jolly (DIN: 08520132) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Nalini Jolly's deep repository of knowledge and experience of about three decades in the financial services sector, sharp business acumen, understanding of technology and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from 07<sup>th</sup> August, 2020 to 6<sup>th</sup> August, 2025.

Except Ms. Nalini Jolly (DIN: 08520132), being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3. The Board of Directors recommends the resolution in relation to appointment of Ms. Nalini Jolly (DIN: 08520132) as an Independent Director of the Company, as set out in Item No. 3 for approval of the members by way of an Ordinary Resolution.

#### **Item No. 4**

The Board of Directors of the Company appointed Mr. Prem Jain Kumar (01151409) as an Additional Director of the Company w.e.f. 08 May, 2020 and his term of office expires at ensuing AGM of the Company.

The Company has received consent in writing from him to act as directors in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Company has received written notice of his candidature from him and the Board of Directors at their meeting also recommended for his appointment as Director of the Company. His brief resume has not been given here for the sake of brevity.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director of the Company.

Hence, the Board recommends the said resolution for your approval at the ensuing AGM of the Company.

None of the Director of the Company / their relatives is/are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding.

#### **Item No. 5**

The Board of Directors of the Company appointed Mr. Vishal Dang (07971525) as an Additional Director of the Company w.e.f. 08 May, 2020 and his term of office expires at ensuing AGM of the Company.

The Company has received consent in writing from him to act as directors in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Company has received written notice of his candidature from him and the Board of Directors at their meeting also recommended for his appointment as Director of the Company. His brief resume has not been given here for the sake of brevity.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director of the Company.

Hence, the Board recommends the said resolution for your approval at the ensuing AGM of the Company.

None of the Director of the Company / their relatives is/are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding.

**By order of the Board of Directors  
For ISF Limited**

**Sd/-  
Yajya Vashistha  
Company Secretary  
Memb. No. A38504**

**Place: New Delhi  
Date: 31<sup>st</sup> August, 2020**

## Director's Report

To,  
The Members

We are pleased to present 32<sup>nd</sup> Annual Report together with the Audited Annual financial statements of the Company for the Financial Year ended on March 31, 2020.

### 1. Financial summary or highlights/Performance of the Company

The Board's Report is prepared based on the standalone annual financial statements of the Company.

Particulars	2019-2020 (Rs. in Lacs)	2018-2019 (Rs. in Lacs)
Total Income	142.83	148.15
Profit Before Interest and Depreciation	14.29	25.31
Finance Charges	12.05	21.48
Gross Profit	2.24	3.83
Depreciation	0	0
Net Profit Before Tax	2.24	3.83
Provision for Tax	0.62	0.99
Net Profit After Tax	1.62	2.83
Balance of Profit brought forward	208.60	206.34
Balance available for appropriation	0	0
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to General Reserve	0	
Surplus carried to Balance Sheet	210.22	208.60

### 2. State of Company's affairs

During the period under review, your company has earned a total profit of Rs. 162582/-. Your management is working towards growth and development of the Company and we are striving to achieve the milestones and planned target in the next couple of years. With the induction of two new directors Mr. Prem Kumar Jain and Mr. Vishal Dang, who are well versed with business, the management of the company will become much stronger. Your company is likely to make rapid progress in its lending activities with increased liquidity, and show better results in the current year.

### 3. Change in the nature of business

There is no change in the business of the Company during the period under review.

### 4. Dividend

Keeping in view that the Company has not incurred sufficient profit during the financial year 2019-20. The Board of Directors of your Company do not recommend any dividend for the Financial year ended on 31<sup>st</sup> March, 2020.

### 5. Material Effect

There has been slow down in business activity of the company due to COVID-19 and the working of the company has been impacted. Your company is trying to get back to normal working but it is likely to take some time.

## 6. Finance and Capital Structure

During the year under review, there is no change in the capital structure of the Company. The present authorized and Paid Up Share Capital of the Company is Rs. 9,50,00,000/-.

## 7. Reserves

During the year under review, your Company has transferred Rs. 33,000/- to statutory reserves u/s 45IC pursuant to requirement of RBI guidelines.

## 8. Directors and Key Managerial Personnel

During the year under review, Mrs. Simbal Singh, holding DIN: 00062333, is retired by rotation as Director at the Annual General Meeting of the Company held on 30/09/2019 and being eligible, got re-appointed.

Further, Mrs. Simbal Singh, Mr. Harish Chandra Gandhi and Mr. Ved Prakash Ahuja has been resigned from the Company w.e.f. 30/06/2020, 30/06/2020 and 15/07/2020 respectively due to their pre-occupation.

Mr. Sudeep Garg and Ms. Himani Gupta have been appointed as Non-Executive - Independent Directors of the Company w.e.f. 29/06/2020 and resigned w.e.f. 10/08/2020 due to some pre-occupancy.

Since, all the Directors who were liable to retire by rotation have been resigned, there is no Director at the ensuing AGM who is liable to retire by rotation.

Mr. Prem Kumar Jain and Mr. Vishal Dang, have been appointed by the Board of Directors as Additional Directors of the Company w.e.f. 08.05.2020 hereby recommended for re-appointment as ensuing General Meeting of the Company.

Mr. Ravi Kanth Kothuru and Ms. Nalini Jolly, have been appointed by the Board of Directors as Independent Directors of the Company w.e.f. 07.08.2020 hereby recommended for appointment as ensuing General Meeting of the Company.

Brief resume, pursuant to Regulation 36 of SEBI (LODR) Regulations 2015 of the Directors proposed to be appointed/ reappointed at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and name of the Listed Companies in which he/she holds directorship is included in the notes to the Notice convening the Annual General Meeting.

The list of present Directors and KPMs are as under:-

Name	Designation	Date of Appointment
Amarjit Singh	Managing Director	29.09.2017
Prem Jain Kumar	Additional Director	08.05.2020
Ravi Kanth Kothuru	Independent Director	07.08.2020
Vishal Dang	Additional Director	08.05.2020
Nalini Jolly	Independent Director	07.08.2020
Gurdial Singh Bakshi	Chief Financial Officer	12.11.2015
YajyaVashistha	Company Secretary	14.07.2015

## **9. Number of Meetings of the Board**

During the Year of report, the details of the Board Meeting held and convened are given in Corporate Governance Report which forms the part of this report.

## **10. Particulars of Remuneration of Employees**

Pursuant to the Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the ratio of the remuneration of each director to the median employee's remuneration and such other details are disclosed as **Annexure-I**.

In accordance with the provisions of Section 136 of the Act, the Directors' Report and accounts for the financial year ended 31st March, 2020 are being sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the Registered office of the Company during business hours on all working days up to the date of ensuing Annual General Meeting.

## **11. Board Evaluation**

The manner in which the performance evaluation was carried out is explained in the Corporate Governance Report.

## **12. Declaration by an Independent Director(s) and re-appointment**

Declaration by Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received from Mr. Ravi Kanth Kothuru and Ms. Nalini Jolly.

## **13. Remuneration Policy**

The Board has on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and fixing up their remuneration. The brief of the Remuneration Policy is given in the Corporate Governance Report.

## **14. Details of Subsidiary/Joint Ventures/Associate Companies**

There are no subsidiaries/Joint Ventures/Associate Companies of the Company during the financial year under review.

## **15. Statutory Auditor & Auditors Report**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s. VSSA & Associates, Chartered Accountants (Firm Registration number: 012421N) having Regd. Office at A-1/255, Safdarjung Enclave, New Delhi, 110029 was appointed by the members at the 29th Annual General Meeting to hold office until the conclusion of the 34<sup>th</sup> Annual General Meeting, subject to ratification by members at each Annual General Meeting.

The requirement relating to ratification of Auditors by the members of the Company in every AGM has been dispensed with by the Companies Amendment Act, 2017 vide Notification No. S.O. 1833(E) dated May 07th, 2018. Pursuant to the said amendment, during the five-year term of appointment / re-appointment of Statutory Auditors, ratification of the appointment / re-appointment by the members at the Annual General Meeting is not required.

Accordingly business item of ratification of appointment of Statutory Auditors is not included in the Notice calling 32<sup>nd</sup> Annual General Meeting of the Company.

The Auditor's Report does not contain any qualification and the same are self-explanatory and therefore do not call for any further comment thereon.

## **16. Secretarial Auditors**

In terms of Section 204 of the Act, 2013 and Rules made there under, M/s. K. K. Singh & Associates, Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the financial year ended on March 31, 2020, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the financial year ended on March 31, 2020 is enclosed as **Annexure II** to this Report.

**Explanation and comments of Board on observation in Secretarial Audit Report are under:-**

- a. **Updation of the website of the Company is under process in terms of SEBI (LODR) Regulations, 2015.**

As per the Regulation 15 of the SEBI (LODR) Regulation 2015 company has been exempted with major provisions of Regulation 46 and very few information is to be disseminated on the website accordingly we are updating our website as per the applicable provision of SEBI (LODR) Regulations 2015.

## **17. Internal Audit & Controls**

The Board of Directors of your Company is satisfied with the Internal Finance Control process. Internal control environment of the Company is reliable with well documented framework to mitigate risks. The Company engaged M/s. Sapra Sharma & Associates LLP as its Internal Auditor. During the year, the Company implemented their suggestions and recommendations to improve the control environment.

## **18. Audit Committee**

The Board has constituted the Audit Committee. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The details of the Audit Committee along with Meetings held during the year are covered in the Corporate Governance Report which forms part of this Report.

## **19. Vigil Mechanism/ Whistle Blower Policy**

The details of the Whistle Blower Policy, is covered in the Corporate Governance Report which form part of this Report.

## **20. Risk management policy**

The Board is in opinion that there are no threatening circumstances which may threaten the existence of the Company.

## **21. Extract of Annual Return**

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure III** and also available on the website of the Company's RTA i.e. [www.skylinerta.com](http://www.skylinerta.com) in the prescribed Form MGT-9, which forms part of this report.

## **22. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

## **23. Details of significant and material orders passed by the regulators or courts or tribunals**

There are no material or significant orders passed by the Regulators that would impact the going concern status of the Company and its future operations.

## **24. Deposits**

There are no deposits covered under Chapter V of the Companies Act, 2013 in the Company.

## **25. Particulars of loans, guarantees or investments under section 186**

Details of Loans, Investment, Guarantee / Security provided are disclosed in the Balance sheet presented in the Annual Report.

## **26. Particulars of contracts or arrangements with related parties**

During the Financial year 2019-20, there were no contracts or arrangements with related parties covered under section 188 of Companies Act, 2013. Related Party Disclosure under Accounting Standard (AS) – 18 is disclosed by Auditors in his Notes.

## **27. Corporate Governance Report**

Your company has complied with the mandatory provisions of SEBI (LODR) Regulations, 2015, relating to Corporate Governance with the Stock Exchanges. A comprehensive report on Corporate Governance forming part of the Directors' Report and the Certificate from the Practicing Company Secretary confirming the compliance of conditions on corporate governance is included in the Annual Report and marked as **Annexure- IV**.

## **28. Management Discussion And Analysis**

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31<sup>st</sup> March, 2020 as **Annexure -V**.

## **29. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable on the Company.



### **30. Corporate Social Responsibility (CSR)**

The provisions regarding corporate social responsibility as per section 135 (1) of the Companies Act, 2013, is not applicable on the Company.

### **31. Directors' Responsibility Statement**

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, directors, to the best of their knowledge and belief, state that:

- a) In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws including secretarial standards and that such systems were adequate and operating effectively.

### **32. Transfer of Amounts to Investor Education and Protection Fund**

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

### **33. Listing with Stock Exchanges**

The Company confirmed that it has paid the Annual Listing Fees for the year 2019-2020 to BSE and other recognized Stock Exchanges, where the Company's Shares are listed.

### **34. The Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has formed a Committee for implementation of said policy. No complaint of harassment was received during the year.



### 35. Acknowledgements

Your Directors wish to place on record their appreciation for the continued support and cooperation of the shareholders, bankers, various regulatory and government authorities and employees of the Company. Your support as shareholders is greatly valued. Your directors thank you and look forward to your continuance support.

**For and on behalf of ISF Limited**

Sd/-

**Amarjit Singh**

**DIN: 00062294**

**Managing Director**

**Address:** F-13,

Pushpanjali Farms

Link Road, Bijwasan

South West Delhi.

Sd/-

**Vishal Dang**

**DIN: 07971525**

**Additional Director**

**Address:** 1406, Free

Ganj Road, Hapur,

UP.

**Date : 31<sup>st</sup> August, 2020**

**Place: New Delhi**

**ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b><u>Content</u></b>
<b>I</b>	Particulars of top 10 employees
<b>II</b>	MR-3 Secretarial Audit Report
<b>III</b>	Annual Return Extracts in MGT 9
<b>IV</b>	Corporate Governance Report
<b>V</b>	Management Discussion and Analysis Report

## ANNEXURE I

Particulars of top 10 employees

S. No.	Name of Employees	Salary Rs.
1	AMARJIT SINGH	100000
2	GURDIAL SINGH BAKSHI	20570
3	YAJYA VASHITHA	10000
4	SANTOSH GUPTA	18150
5	RAJENDER KUMAR RAJORIA	17604
6	YASHPAL SINGH NAYAL	16000

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020

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

To,  
The Members,  
ISF Limited

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

Based on our verification of the **ISF Limited's** books, papers, minute books, forms, returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, returns filed and other records maintained by **ISF Limited** for the financial year ended on 31<sup>st</sup> March, 2020, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contract (Regulation ) Act, 1956 (SCRA) and rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **(Limited to the clause 55A of SEBI (Depositories and Participants) Regulations, 1996, and as amended to clause 76 of SEBI (Depositories and Participants) Regulations, 2018);**
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(N.A. during the period under the review).**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(N.A. during the period under the review).**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(N.A. during the period under the review).**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(N.A. during the period under the review).**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(N.A. during the period under the review)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(N.A. during the period under the review)** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(N.A. during the period under the review).**

VI. Being a Non-Banking Finance Company, we have seen the compliance under other specifically applicable Acts, Laws and Regulations to the Company, namely as follows:

- a) Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- b) Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has satisfactorily complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

- i. *The updation of the website of the Company is in under process and the required information is yet to be posted.*
- ii. *Intimation to Stock Exchange w.r.t. SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, read with the BSE Circular LIST/COMP/01/2019-20, dated 2nd April, 2019, for the closure of Trading Window of the Company was not given for first 3 quarter.*

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one Woman Director. During the year under review, there were no changes in the composition of the Board of Directors of the Company.

Adequate notice is given to all directors to schedule the Board Meetings thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.

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

We further report that during the year under report, the Company has not been exposed to any of the following instances.

- I. Public/Right/ debentures/sweat equity shares etc.
- II. Redemption / buy-back of securities
- III. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- IV. Merger / amalgamation / reconstruction, etc.
- V. Foreign technical collaborations

**For K. K. Singh & Associates**  
**Company Secretaries**

Sd/-

CS Nilesh Bhardwaj

Partner

ACS No. 51178, CP No. 18820

UD IIN: A051178B000561974

**Date: 31.08.2020**

**Place: Gurugram**

\*This report is to be read with our letter of even date which is annexed as 'Annexure A' and it form an integral part of this report.

**‘ANNEXURE A’**

To,  
The Members,  
M/s ISF Limited.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws including Service Tax and not gone into that.
5. Wherever required, we have relied on the Management representation and obtained the same about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For K. K. Singh & Associates  
Company Secretaries**

**Date: 31.08.2020  
Place: Gurugram**

**Sd/-  
CS Nilesh Bhardwaj  
Partner  
ACS No. 51178, CP No. 18820**

**Annexure - III**
**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**
**As on financial year ended on 31.03.2020**
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)  
of the Company (Management & Administration) Rules, 2014**
**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L74899DL1988PLC076648
2.	Registration Date	10/08/1988
3.	Name of the Company	ISF Limited
4.	Category/Sub-category of the Company	Indian Non-Government Company
5.	Address of the Registered office & contact details	K-10, SomVihar, RK Puram, New Delhi-110022.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. Off: D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area. Ph. -1, New Delhi - 110020. Ph. +91 11-64732681-88

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Loans & Advances	6499	100%
2.	Hire Purchase of Vehicles	7730	0%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY: N/A**

S N	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares held	Applicable Section
1	-	-	-	-	-



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
 i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	27249005	--	27249005	28.68	24550054	--	27249005	25.84	-2.84
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	11265410	--	11265410	11.86	11265410	--	11265410	11.86	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other (Foreign & Non Resident)	3690000	--	3690000	3.88	3690000	--	3690000	3.88	--
<b>Total shareholding of Promoter (A)</b>	<b>42204415</b>	<b>--</b>	<b>42204415</b>	<b>44.43</b>	<b>39505464</b>	<b>0</b>	<b>39505464</b>	<b>41.58</b>	<b>-2.85</b>
<b>B. Public Shareholding</b>	--	--	--	--	--	--	--	--	--
1. Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks/ FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Compasie	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):</b>	--	--	--	--	--	--	--	--	--
<b>2. Non-Institutions</b>	--	--	--	--	--	--	--	--	--
a) Bodies Corp.	21023740	587000	21610740	22.75	1604182	587000	2191182	2.31	-20.44
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	12231356	5345400	17576756	18.50	12349764	5330400	17680164	18.61	0.11

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11317767	137500	11455267	12.06	31602767	137500	31740267	33.41	21.35
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	10250	0	10250	0.01	10250	0	10250	0.01	0.00
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Hindu Undivided Family	2132572	0	2132572	2.24	3857571	0	3857571	4.06	1.82
Clearing Members	10000	0	10000	0.01	15102	0	15102	0.02	0.01
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(2)-</b>	<b>46725685</b>	<b>6069900</b>	<b>52795585</b>	<b>55.57</b>	<b>49439636</b>	<b>6054900</b>	<b>55494536</b>	<b>58.42</b>	<b>2.85</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	46725685	6069900	52795585	55.57	49439636	6054900	55494536	58.42	2.85
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>88930100</b>	<b>6069900</b>	<b>95000000</b>	<b>100.00</b>	<b>88945100</b>	<b>6054900</b>	<b>95000000</b>	<b>100.00</b>	<b>0.00</b>

**ii) Shareholding of Promoter:**

SN	Shareholder's Name	Shareholding at the beginning of the year 01-04-2019			Shareholding at the end of the year 31-03-2020			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SIMBAL SINGH	15459622	16.27	--	15260671	16.06	--	-0.21
2	UDAYJIT SINGH	8789383	9.25	--	8789383	9.25	--	--
3	PRIYA SINGH	3000000	3.16	--	500000	0.53	--	-1.67
4	SIMKA SCHOOLS PRIVATE LIMITED	11265410	11.86	--	11265410	11.86	--	--
5	NEELAM TANEJA	3690000	3.88	--	3690000	3.88	--	--
	<b>Total</b>	<b>42204415</b>	<b>44.43</b>	<b>--</b>	<b>42204415</b>	<b>44.43</b>	<b>--</b>	<b>--</b>

## iii) Change in Promoters' Shareholding (No Change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	42204415	44.43	42204415	44.43
	Sale on 08/11/2019 by Simbal Singh	--	--	-2698951	
				<b>39505464</b>	41.58
	Gifted on 31/01/2020 to Simbal Singh by Priya Singh (Daughter)	--	--	25,00,000	2.63
	At the end of the year	<b>39505464</b>	<b>41.58</b>	<b>39505464</b>	<b>41.58</b>

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

S. N.	Name	Shareholding As on 31/03/2019	% To the Total Shares	Transaction Date	Increase /Decrease	Reason	Cummulative Shareholding Holding as on 31/03/2020	%
1	AGGREGATE FINANCE AND INVESTMENT PRIVATE LIMITED	1990900	2.10	05/04/2019	-1980000	Sale	10900	0.01
						<b>Balance</b>	<b>10900</b>	
2	JANTA TRAVELS PVT LTD	7340000	7.73	10/05/2019	-7340000	Sale	0	0.0
						<b>Balance</b>	<b>0</b>	
3	YOGESH AGARWAL	1609500	1.69	05/04/2019	-1600000	Sale	9500	0.01
						<b>Balance</b>	<b>9500</b>	
4	JASSUM INVESTMENTS PVT LTD	10000000	10.53	17/05/2019	-8550000	Sale	1450000	1.53
				24/05/2019	-1450000	Sale	0	0.0
						<b>Balance</b>	<b>0</b>	
5	ASHOK KUMAR AGARWAL AND SONS HUF .	0	0.00	10/05/2019	3325000	Purchase	3325000	3.5
						<b>Balance</b>	<b>3325000</b>	

6	KAMAL KANT DANG	3140000	3.31	05/04/2019	877000	Purchase	4017000	4.23
						<b>Balance</b>	<b>4017000</b>	
7	SOPAN INFRABUILD PRIVATE LIMITED	658494	0.69	29/11/2019	868	Purchase	659362	0.69
				06/12/2019	5000	Purchase	664362	0.70
				06/03/2020	5000	Purchase	669362	0.70
				13/03/2020	8940	Purchase	678302	0.71
				20/03/2020	320	Purchase	678622	0.71
						<b>Balance</b>	<b>678622</b>	
8	RAJENDRA KUMAR JAIN	0	0.00	24/05/2019	1450000	Purchase	1450000	1.53
						<b>Balance</b>	<b>1450000</b>	
9	PREM KUMAR JAIN	0	0.00	17/05/2019	4275000	Purchase	4275000	4.50
						<b>Balance</b>	<b>4275000</b>	
10	LALITA JAIN	428000	0.45					
						<b>Balance</b>	<b>428000</b>	
11	MOHIT JAIN	0	0.00	10/05/2019	4015000	Purchase	4015000	4.23
						<b>Balance</b>	<b>4015000</b>	
12	PAYAL GARG	0	0.00	05/04/2019	2703000	Purchase	2703000	2.85
				12/04/2019	1490000	Purchase	4193000	4.41
						<b>Balance</b>	<b>4193000</b>	
13	ASHISH JAIN	0	0.00	17/05/2019	4275000	Purchase	4275000	4.50
						<b>Balance</b>	<b>4275000</b>	
14	PANKAJ AGARWAL	1500000	1.58	12/04/2019	-1490000	Sale	10000	0.01
						<b>Balance</b>	<b>10000</b>	
15	VISHAL DANG	0	0.00	10/01/2020	2700000	Purchase	2700000	2.84
						<b>Balance</b>	<b>2700000</b>	
16	CHARU CHHABRA	4200000	4.42					
						<b>Balance</b>	<b>4200000</b>	
17	RAJBIR SINGH	750000	0.79					
						<b>Balance</b>	<b>750000</b>	

v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Name	Shareholding As on 31/03/2019	% To the Total Shares	Transaction Date	Increase /Decrease	Reason	Cummulative Shareholding Holding as on 31/03/2020	%
1	Simbal Singh	15459622	16.27	08/11/2019	-2698951	Sale	12760671	13.43
				31/01/2020	2500000	Purchase	15260671	16.06
						<b>Balance</b>	<b>15260671</b>	

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	As per Audited Balance Sheet of the Company enclosed			
<b>i) Principal Amount</b>	--	--	--	--
<b>ii) Interest due but not paid</b>	--	--	--	--
<b>iii) Interest accrued but not due</b>	--	--	--	--
<b>Total (i+ii+iii)</b>	--	--	--	--
<b>Change in Indebtedness during the financial year</b>	--	--	--	--
<b>* Addition</b>	--	--	--	--
<b>* Reduction</b>	--	--	--	--
<b>Net Change</b>	--	--	--	--
<b>Indebtedness at the end of the financial year</b>				
<b>i) Principal Amount</b>	--	--	--	--
<b>ii) Interest due but not paid</b>	--	--	--	--
<b>iii) Interest accrued but not due</b>	--	--	--	--
<b>Total (i+ii+iii)</b>	--	--	--	--

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Amarjit Singh			
1	<b>Gross salary</b>	12,00,000			12,00,000/-
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	--		--	
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	--		--	--
	<b>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961</b>	--		--	--
2	<b>Stock Option</b>	--		--	--
3	<b>Sweat Equity</b>	--		--	--
4	<b>Commission - as % of profit - others, specify...</b>	--		--	--
5	<b>Others-BONUS</b>	--		--	
	<b>Total (A)</b>	12,00,000		--	12,00,000/-
	<b>Ceiling as per the Act</b>	--		--	--

**B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS – Yajya Vashishta	CFO – Gurdial Singh Bakshi	Total
1	Gross salary	--	1,17,000	2,46,840	3,63,840
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	others, specify...	--	--	--	--
5	Others, BONUS	--	--	--	--
	<b>Total</b>	--	<b>1,17,000</b>	<b>2,46,840</b>	<b>3, 63840</b>

**C. REMUNERATION TO OTHER DIRECTOR :**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
<b>1</b>	<b>Independent Directors</b>	<b>Ved Ahuja</b>	<b>Harish Chand Gandhi</b>		
	Fee for attending board committee meetings	12000	16000	--	<b>28000</b>
	Commission	--	--	--	
	Others, please specify	--	--	--	--
	Total (1)	12000	16000	--	<b>28000</b>
<b>2</b>	<b>Other Non-Executive Directors</b>	<b>Simbal Singh</b>	--		
	Fee for attending board committee meetings	8000	--	--	--
	Commission	--	--	--	--
	Remuneration	--	--	--	--
	Total (2)	8000	--	--	--
	Total (B)=(1+2)	20000	16000	--	<b>36000</b>
	<b>Ceiling as per the Act</b>	--	--	--	--

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

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

For and on behalf of ISF Limited

Date : 31<sup>st</sup> August, 2020  
Place: New Delhi

Sd/-  
Amarjit Singh  
DIN: 00062294  
Managing Director  
Address: F-13,  
Pushpanjali Farms  
Link Road, Bijwasan  
South West Delhi.

Sd/-  
Vishal Dang  
DIN: 07971525  
Additional Director  
Address: 1406, Free  
Ganj Road, Hapur,  
UP.

**CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR  
ENDED ON 31st MARCH 2020**

This Report, therefore, states the compliance status as per requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**1 COMPANY PHILOSOPHY:**

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is listed Company on the Bombay Stock Exchange. The Company has complied with all material features of corporate governance as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The securities are being regularly traded at Bombay Stock Exchange.

**2 BOARD OF DIRECTORS:**

In keeping with the commitment of the Management to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive, non-executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

**a) COMPOSITION AND CATEGORY OF DIRECTORS**

The Board of Directors of ISF Ltd. has an optimum combination of executive and non executive directors. As on 31st March 2020, the Board of Directors of the company comprises of 5 (Five) Directors out of which 2 (Two) directors are Independent. The composition of the Board is in conformity with SEBI (LODR) Regulations, 2015. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all the public limited companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meeting during the year under review and at the last Annual General Meeting, and also the number of Directorships and Committee positions held by them are as under:

Name of the Director and Business Relationship	Category of Directorship	#No. of other Directorship as on 31-03-2020	No. of Committee position as on 31-03-2020		No. of Board Meetings attended during the year	Attendance at the 31 <sup>st</sup> Annual General Meeting held on 30/09/2019
			Chairman	Member		
Mrs. Simbal Singh	Non – Executive Non Independent Director	3	1	3	2	Yes
Mr. Ved Prakash Ahuja	Non-Executive Independent Director	0	0	3	3	No
Mr. H.C. Gandhi	Non -Executive Independent Director	0	3	3	4	No
Mr. Amarjit Singh	Executive Director	4	0	0	4	Yes



Mr. Prem Jain Kumar (appointed w.e.f. 08.05.2020)	Non – Executive Non Independent Director	NA	NA	NA	NA	NA
Mr. Ravi Kanth Kothuru (appointed w.e.f. 07.08.2020)	Non – Executive Independent Director	NA	NA	NA	NA	NA
Mr. Vishal Dang (appointed w.e.f. 08.05.2020)	Non – Executive Non Independent Director	NA	NA	NA	NA	NA
Mr. Nalini Jolly (appointed w.e.f. 07.08.2020)	Non – Executive Independent Director	NA	NA	NA	NA	NA

# Includes Directorship in Private Companies and excludes Directorship held in Foreign Companies.

**b) ATTENDANCE OF EACH DIRECTOR**

Name of Director	Attendance at the Board Meetings held on				Attendance at the AGM held on 30/09/2019
	28/05/2019	13/08/2019	13/11/2019	12/02/2020	
Mrs. Simbal Singh	Yes	No	No	Yes	Yes
Mr. Ved Prakash Ahuja	Yes	Yes	Yes	No	No
Mr. H. C. Gandhi	Yes	Yes	Yes	Yes	No
Mr. Amarjit Singh	Yes	Yes	Yes	Yes	Yes

Kindly refer the Director's Report w.r.t. changes in the Board of Directors of the Company upto the date of report.

**c) DETAILS OF SHAREHOLDING IN THE COMPANY OF THE NON-EXECUTIVE DIRECTORS ARE AS UNDER:**

Name of the Director	Category of Directorship	No. of Shares held in the Company
Mrs. Simbal Singh	Non-Executive Non Independent	15260671
Mr. Ved Prakash Ahuja	Independent Non-Executive	Nil
Mr. H.C. Gandhi	Independent Non-Executive	Nil
Mr. Prem Jain Kumar	Non – Executive Non Independent Director	4275000
Mr. Ravi Kanth Kothuru	Non – Executive Independent Director	Nil
Mr. Vishal Dang	Non – Executive Non Independent Director	26,98,941
Mr. Nalini Jolly	Non – Executive Independent Director	Nil

### 3. CODE OF CONDUCT

The Board has laid down Code of Conduct for the members of the Board of the Company. All Board Members have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

### 4. RELATIONSHIP BETWEEN DIRECTORS

The disclosures of relationship between Directors are as under:

Sr. No.	Name of the Director	Nature of relationship
1.	Mr. Amarjit Singh	Spouse
2.	Mrs. Simbal Singh	

### 5. INFORMATION IN CASE OF APPOINTMENT OR RE-APPOINTMENT OF DIRECTOR AT THE ENSUING AGM.

Kindly refer the Directors Report.

### 6. SKILL & EXPERTISE OF PRESENT DIRECTORS

Name of the Director	Category of Directorship	skills/expertise/competencies identified by the Board of Directors
Mr. Amarjit Singh	Promoter Executive	More than 50 years of experience in banking and financial services. In 1966, he joined the Punjab National Bank as a management trainee, and at the time of leaving the bank in 1985 he was General Manager International Operations and Credit.
Mrs. Simbal Singh	Non-Executive-Non Independent	She was Whole Time Director of ISF Limited of many year earlier and is familiar with its Business. She runs in Art Gallery and is a well known figure in the Art World. Her Business contacts will be very useful to further develop our Business.
Mr. Prem Jain Kumar	Non – Executive Non Independent Director	Refer to AGM Notice
Mr. Ravi Kanth Kothuru	Non – Executive Independent Director	Refer to AGM Notice
Mr. Vishal Dang	Non – Executive Non Independent Director	Refer to AGM Notice
Mr. Nalini Jolly	Non – Executive Independent Director	Refer to AGM Notice

## 7. AUDIT COMMITTEE

The Committee is governed by the regulatory requirements mandated by the section 177 of Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The composition of the Audit Committee and details of the Members participated at the Meetings of the Committee are as under:

The Company Secretary of the Company acts as the secretary to the Committee.

Name of Director	Category	Attendance at the Audit Meetings held on			
		28/05/2019	13/08/2019	13/11/2019	12/02/2020
Mr. H.C. Gandhi	Chairman	Yes	Yes	Yes	Yes
Mr. Ved Prakash Ahuja	Member	Yes	Yes	Yes	No
Mrs. Simbal Singh	Member	Yes	No	No	Yes

During the year under review, there was no change in Audit Committee. However, after the close of the financial year 31.03.2020 and upto the date of Report, the Audit Committee has been reconstituted. The present members of the Audit Committee are as under:-

Name of Director	Category	Date of Appointment
Ms. Nalini Jolly	Chairman	07/08/2020
Mr. Ravi Kanth Kothuru	Member	07/08/2020
Mr. Prem Kumar Jain	Member	29/06/2020

Some of the important functions performed by the Committee are:

### Financial Reporting and Related Processes

- \* Oversight of the Company's financial Reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- \* Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon /audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and/or recommendation, if any, made by the Statutory Auditors in this regard.
- \* Review the Management Discussion & Analysis of financial and operational performance.
- \* Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- \* Review the investments made by the Company.
- \* Any related party transactions.
- \* The going concern assumptions.

Majority members of the Audit Committee are Independent, non-executive directors and are ‘financially literate’ as required by regulation 18(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Moreover, the Chairman and members of the Audit Committee have ‘accounting or related Financial Management expertise’.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors to get their inputs on significant matters relating to their areas of audit.

## **8. SUBSIDIARY COMPANY**

The Company has no subsidiary company.

## **9. NOMINATION AND REMUNERATION COMMITTEE**

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the “Nomination and Remuneration Committee”.

The composition of the Nomination and Remuneration Committee during the year under review, and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Committee Meetings held on
		12/02/2020
Mr. H.C. Gandhi	Chairman	Yes
Mr. Ved Prakash Ahuja	Member	No
Mrs. Simbal Singh	Member	Yes

During the year under review, there was no change in Nomination and Remuneration Committee. However, after the close of the financial year 31.03.2020 and upto the date of Report, the Nomination and Remuneration Committee has been reconstituted. The present members of the Nomination and Remuneration Committee are as under:-

Name of Director	Category	Date of Appointment
Ms. Nalini Jolly	Chairman	07/08/2020
Mr. Ravi Kanth Kothuru	Member	07/08/2020
Mr. Vishal Dang	Member	29/06/2020

The terms of reference of the Committee inter alia, include the following:

- \* Succession planning of the Board of Directors and Senior Management Employees;
- \* Identifying and selection of candidates for appointment as Directors/Independent Directors based on certain laid down criteria;
- \* Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- \* Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- \* Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

## 10. REMUNERATION OF DIRECTORS:

Details of remuneration paid/payable to directors during 2019-20 are provided in an annexure to the Directors' Report in **Annexure - III in Form MGT-9, i.e., extract of the Annual Return.**

### **Remuneration Policy:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, remuneration policy is framed and adopted by the Company.

The brief Objective of the policy are:

- (a) To evaluate the performance of members of the Board of Directors and evaluation of the performance of Board of Directors as whole.
- (b) To recommend the Board on the Remuneration payable to Directors, KMP and other Senior Management.
- (c) To frame policies and remuneration structure in such manner that company may retain and motivate and promote talent required to run the company successfully.
- (d) To fix clear and appropriate performance benchmarks.

## 11. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of section 178 of the Companies Act, 2013 and regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015), the Board has constituted the Committee named as 'Stakeholders Relationship Committee' and the terms of reference of said Committee as under:

1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialization of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates, etc.
2. To look into matters that can facilitate better security-holders services and relations.

The composition of the Stakeholder's Relationship Committee as at March 31, 2020, and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Committee Meetings held
		on 12/02/2020
Mrs. Simbal Singh	Chairman	Yes
Mr. H.C. Gandhi	Member	Yes
Mr. Ved Ahuja	Member	Yes

During the financial year, NIL complaints were received from shareholders, out of which NIL complaints have been attended/ resolved, as on March 31, 2020, no investor grievance has remained unattended / pending for more than thirty days. The Company had NIL pending as on March 31, 2020.

During the year under review, there was no change in 'Stakeholders Relationship Committee'. However, after the close of the financial year 31.03.2020 and upto the date of Report, the 'Stakeholders Relationship Committee' has been reconstituted. The present members of the 'Stakeholders Relationship Committee' are as under:

Name of Director	Category	Date of Appointment
Mr. Vishal Dang	Chairman	29/06/2020
Mr. Ravi Kanth Kothuru	Member	07/08/2020
Ms. Nalini Jolly	Member	07/08/2020

#### **Name and Designation of Compliance Officer**

Ms. Yajya Vashista has been appointed as Company Secretary cum Compliance Officer of the Company.

## **12. INDEPENDENT DIRECTORS' MEETING**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors held their separate meeting on 13th November, 2020, without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Managing Director of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

## **13. GENERAL BODY MEETINGS**

Particulars of last three Annual general meetings

No. of AGM	Year ended 31 <sup>st</sup> March	Venue	Date	Time	Whether Special Resolution passed
29 <sup>th</sup>	2017	At Registered office of the Company	29/09/2017	11:30 AM	No
30 <sup>th</sup>	2018		28/09/2018	11:30 AM	Yes
31 <sup>st</sup>	2019		28/09/2019	11:30 AM	No

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 <sup>st</sup> Quarter	28/05/2019
2 <sup>nd</sup> Quarter	13/08/2019
3 <sup>rd</sup> Quarter	13/11/2019
4 <sup>th</sup> Quarter	12/02/2020

**14. MEANS OF COMMUNICATION**

<b>i. Half yearly Report sent to each shareholders</b>	N.A
<b>ii. In which newspapers quarterly results were</b>	Pioneer English/Hindi
<b>iii. Any Website where results or official news are</b>	Under Process

No presentation made to institutional investors or to the analysts.

**15. GENERAL SHAREHOLDER INFORMATION MARKET INFORMATION**

<b>AGM – Date, time and venue</b>	29/09/2020 at 11 :30 AM Through VC/OVAM
<b>Financial Year</b>	2019-20
<b>Book Closure Date</b>	23/09/200 to 29/09/2020 ( Both days inclusive)
<b>Dividend Payment Date</b>	N.A.
<b>Listing of Eq. shares on stock exchanges.</b>	Bombay Stock Exchange Ltd
<b>Stock Code</b>	526859
<b>Market Price Data and other related information's</b>	Given below
<b>Registrar &amp; Transfer Agents</b>	Skyline Financial Services Pvt. Ltd. D153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
<b>Board Meeting for consideration of Accounts for the financial year ended March 31, 2020 and recommendation of dividend</b>	29.06.2020 No Dividend has been declared
<b>Probable date of dispatch of warrants</b>	N.A.
<b>Outstanding GDR or ADR or Warrants or any convertible instruments, conversion date and likely impact on equity.</b>	Nil
<b>Commodity price risk or foreign exchange risk and hedging activities</b>	No
<b>Plant Locations</b>	NA
<b>Address for correspondence</b>	K-10, SOM VIHAR R.K. PURAM, NEW DELHI – 110022

**16. LISTING ON STOCK EXCHANGES**

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

<b>Name &amp; Address of the Stock Exchanges</b>	<b>Stock Code/Scrp Code</b>	<b>ISIN Number for NSDL/CDSL (Dematerialisedshare)</b>
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	526859	INE973B01026

**Share Price on BSE vis-à-vis BSE Sensex January - March 2020**

Month	BSE Sensex Close	Share Price			No. of shares traded during the month	Turnover (Rs)
		High	Low	Close		
January-2020		0.33	0.29	0.29	19753	6340
February 2020		0.29	0.26	0.26	13373	3606
March-2020		0.27	0.25	0.26	9863	2561

**17. SHARE TRANSFER SYSTEM/ DIVIDEND AND OTHER RELATED MATTERS**
**Share transfers**

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

**Nomination facility for shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

**Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferees, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

**Dividend**

The Board of Directors of your Company do not recommend any payment of dividend on Equity Share for the year due to insufficient of Profit.

Pending Investors' Grievances - No Complaint received during the financial year 2019-20.

**Reconciliation of Share Capital Audit**

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by Independent External Auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

**Dematerialisation of Shares and Liquidity**

The break-up of equity shares held in Physical and Dematerialized form as on March 31, 2020, is given below:



<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
<b>Physical Segment</b>	6054900	6.37
<b>Demat Segment</b>		
NSDL	65982554	69.46
CDSL	22962546	24.17
<b>Total</b>	<b>95000000</b>	<b>100%</b>

Distribution of Shareholding as on March 31, 2020 – The details of shareholding pattern of the Company given in extract of Annual Return i.e. MGT-9 forming the part of this Annual Return.

## 18. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Whole Time Director and Managing Director of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

## 19. POSTAL BALLOTS

During the year, no business was transacted by postal ballot.

## 20. OTHER DISCLOSURES

- During the Financial Year 2019-20, there were no transactions of material nature with the directors or the management or its subsidiary or relative that had potential conflict with the interest of the company. Further, details of related party transactions are presented at Notes to Accounts of the Annual Report.
- The Board has adopted a Whistle Blower Policy to maintain highly ethical behavior, integrity and maintain high standards of Professionalism and honesty and to provide a Vigil Mechanism for Directors and Employees to raise their voice against any serious wrongdoing, abuse or malpractices and unethical matters.
- During the year no personnel has been denied access to Audit Committee. However, during the year no Director/Employees approached Audit Committee for any such issues.
- The company is regularly complying with all the mandatory requirements of the code of Corporate Governance and best endeavors are being done by the Company to comply with non-mandatory clause of Code of Corporate Governance.
- The Certificate has been obtained from Practicing Company Secretary stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

- § Total fees for all services paid by the Company on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, during the year under review is Rs. 53,100/- (Rupees Fifty Three Thousand One Hundred only).
- The Company has provided a direct access to woman employees to the members of Audit Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. There was no case of sexual harassment reported during the year under review.
  - The mandatory compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulation, 2015 is not applicable to the Company pursuant to the Regulation 15 of SEBI (LODR) Regulations, 2015, since the paid up capital of company is less than Rupees 10 crore and net worth of the Company is less than 25 crore rupees.

## 21. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (IND-AS) notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

## 22. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Vigil Mechanism Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, a dedicated helpline has been setup which is managed by an independent professional organization. The Ethics Helpline can be contacted to Report any suspected or confirmed incident of fraud/ misconduct on:

E-Mail: [guptavijay46@yahoo.in](mailto:guptavijay46@yahoo.in) - Mr. Vijay Gupta  
National Toll Free Number : Under process  
Mobile : +91-9650740260  
Fax : +91 011-26188970

## 23. INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances

## 24. MANAGING DIRECTOR/ CFO CERTIFICATION

The Managing Director and the CFO have issued certificate pursuant to the Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## 25. CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code.

## 26. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

**For and on behalf of ISF Limited**

Sd/-

**Amarjit Singh**

**DIN: 00062294**

**Managing Director**

**Address:** F-13,

Pushpanjali Farms

Link Road, Bijwasan

South West Delhi.

Sd/-

**Vishal Dang**

**DIN: 07971525**

**Additional Director**

**Address:** 1406, Free

Ganj Road, Hapur,

UP.

**Date : 31<sup>st</sup> August, 2020**

**Place: New Delhi**



## COMPLIANCE WITH CODE OF CONDUCT

As provided under Regulation 17 of SEBI (LODR) Regulations 2015, I, affirm that Board Members have confirmed compliance with the Codes of Conduct as applicable to them for the year ended 31st March, 2020.

**For ISF Limited**

**Sd/-  
Amarjit Singh  
Managing Director  
DIN: 00062294**

**Place: New Delhi  
Date: 31-08-2020**

**CERTIFICATE**

To,

**The members of ISF Limited**

We have examined the compliance of conditions of Corporate Governance by ISF Limited for the year ended March 31, 2020, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedules thereon with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Regulation. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and representations made by the Directors and the management, we certify that the Company has complied with the conditions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the observations as given in the Report of Secretarial Auditor.

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

**For K.K. SINGH & ASSOCIATES**  
**Company Secretaries**

Sd/-  
CS Niles h Bhardwaj  
Partner  
CP NO. – 18820  
UDIN: A051178B000637984 Place: Gurugram

Place: Gurugram  
Date: 31.08.2020

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Para C clause 10 (i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)

To,

**The members of ISF Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ISF Limited having CIN : L74899DL1988PLC076648 and having registered office at K-10, Som Vihar, New Delhi-110022 (hereinafter referred to as 'The Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information, explanations furnished to us by the Company & its Directors and verifications (including Directors Identification Number (DIN) status as available to the portal [www.mca.gov.in](http://www.mca.gov.in)) done by us, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Name of the Directors</b>	<b>DIN</b>	<b>Date of appointment</b>
Amarjit Singh	00062294	29/09/2017
Simbal Singh	00062333	16/03/2014
Harish Chandra Ghandhi	00062484	22/08/1995
Ved Prakash Ahuja	02841908	11/11/2009

**For K.K. SINGH & ASSOCIATES**  
Company Secretaries

Sd/-  
CS Nilesh Bhardwaj  
Partner  
CP NO. – 18820  
UDIN: A051178B000637984 Place: Gurugram

Place: Gurugram  
Date: 31.08.2020

## Annexure - V

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**
**❖ FORWARD-LOOKING STATEMENTS**

The business of the Company is that of a Non Banking Finance Company (NBFC).

The Current Economic conditions are very difficult for undertaking any business particularly financing of commercial vehicles because of the difficulties experienced in recovery of dues. It is hoped economy will turn a rounding 2018-19, then doing business would become easier.

**❖ INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company has adequate internal control procedures commensurate with the size and nature of the business. The internal control system is supplemented by regular reviews by the management and well-documented policies and guidelines to ensure reliability of financial and all other records and to prepare financial statements and other data. Moreover, your Company continuously upgrades these systems in line with the best accounting practices. The Company has independent audit systems to monitor the entire operations and the Audit Committee of the Board reviews the findings and recommends for better audit procedures and systems as may be required. It is ensured that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly to keep constant check on the cost structures and to prevent revenue leakages.

**❖ BUSINESS OVERVIEW**

The Economic Conditions & non-availability of Funds continues to be a major constraint.

**❖ MARKETING**

The Company is setting up a good marketing team to enter to increased turnover.

**❖ SWOT**

Our strength is our experience and team work, weakness is the non availability of funds either from the Banks or Market.

**❖ FINANCIAL PERFORMANCE**

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

<b>Particulars</b>	<b>2019-2020 (Rs. in Lacs)</b>	<b>2018-2019 (Rs. in Lacs)</b>
Total Income	<b>142.83</b>	<b>148.15</b>
Profit Before Interest and Depreciation	<b>14.29</b>	<b>25.31</b>
Finance Charges	<b>12.05</b>	<b>21.48</b>
Gross Profit	<b>2.24</b>	<b>3.83</b>
Depreciation	<b>0</b>	<b>0</b>
Net Profit Before Tax	<b>2.24</b>	<b>3.83</b>
Provision for Tax	<b>0.62</b>	<b>0.99</b>
Net Profit After Tax	<b>1.62</b>	<b>2.83</b>
Balance of Profit brought forward	<b>208.60</b>	<b>206.34</b>
Balance available for appropriation	<b>0</b>	<b>0</b>
Proposed Dividend on Equity Shares	<b>0</b>	<b>0</b>
Tax on proposed Dividend	<b>0</b>	<b>0</b>
Transfer to General Reserve	<b>0</b>	
Surplus carried to Balance Sheet	<b>210.22</b>	<b>208.60</b>

❖ **INTERNAL CONTROL**

The Company has adequate internal control procedures commensurate with the size and nature of the business. The internal control system is supplemented by extensive internal audits conducted by the Internal Auditor of the Company, regular reviews by the management and well-documented policies and guidelines to ensure reliability of financial and all other records and to prepare financial statements and other data.

❖ **RISK AND CONCERNS**

Growth of the Business of the Company is linked to the overall economic growth. Macro risk to the business can be adverse changes to the economy and policies of Reserve Bank of India and Policies of Government of India. Volatility in Non-performing assets can be other significant risk.

❖ **OUTLOOK**

The Company is seeking to improve its NBFC business. To strengthen its NBFC business, company is exploring the opportunities in consumer retail finance.

❖ **HUMAN RESOURCES**

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance. The total number of people employed at the Company are

❖ **SEGMENT INFORMATION**

The primary business segment of the Company is NBFC activities which include disbursement of to Retail Customers and Small Companies and Firms and Investment activities.

**Threats**

- High cost of funds
- Slow industrial growth
- Stiff competition with NBFCs as well as with banking sector
- Non-performing assets
- Changes in Technology
- Entry of New players
- Government Policies

❖ **DETAILS OF SIGNIFICANT CHANGES** (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

Particulars	2019-20	2018-19
a) Debtors Turnover Inventory Turnover	N.A.	N.A.
b) Interest Coverage Ratio	1.19	1.18
c) Current Ratio	6.26	4.87
d) Debt Equity Ratio	0.25	0.33
e) Operating Profit Margin (%)	91.39	85.48
f) Net Profit Margin (%)	1.60	2.59

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

❖ **DISCLAIMER**

Certain Statements in the management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors are such as industrial relations and economic developments etc. may further influence the company's operations or performance.



**Compliance with Code of Business Conduct and Ethics**

As provided under Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2019.

**For ISF Limited****Date: 31.08.2020****Place: New Delhi****Sd/-****(Mr. Amarjit Singh)****Managing Director****DIN : 00062294****For and on behalf of ISF Limited****Sd/-****Amarjit Singh****DIN: 00062294****Managing Director****Address: F-13,****Pushpanjali Farms****Link Road, Bijwasan****South West Delhi.****Sd/-****Vishal Dang****DIN: 07971525****Additional Director****Address: 1406, Free****Ganj Road, Hapur,****UP.****Date : 31<sup>st</sup> August, 2020****Place: New Delhi**

To,  
The Board of Directors  
**M/S. ISF LIMITED**  
K-10, SomVihar, RK Puram  
New Delhi-110022.

**COMPLIANCE CERTIFICATE**  
**[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]**

I, Gurdial Singh Bakshi, being the Chief Financial Officer of the Company do hereby certify pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 as follows:

- A. I have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2017 and that to the best of my knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit committee
- 1) Significant changes in internal control over financial reporting during the year;
  - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : New Delhi  
Date : 31.08.2020

Sd/-  
**Gurdial Singh Bakshi**  
(Chief Financial Officer)

## **Independent Auditor's Certificate Regarding compliance of conditions of Corporate Governance**

**To the Members of  
ISF LIMITED,**

We have examined the compliance of conditions of Corporate Governance by ISF LIMITED for the year ended on 31st March, 2019 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

### **Management's Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### **Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, quality control for firms that perform audits and reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

### **Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, as referred to in paragraph 1 above.

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

**For V S S A & Associates  
Chartered Accountants  
{Firm Registration No 012421N}**

**Sd/-  
CA SAMIR VAID  
Partner  
Membership No. 091309**

**Place: New Delhi  
Dated: 29.06.2020**

## Independent Auditor's Report

To the Members of  
**ISF Limited**

### Report on the audit of the Ind AS Financial Statements

#### Opinion

We have audited the Ind AS financial statements of ISF Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March, 2020 and its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules there-under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

#### Management's Responsibility for the Ind AS Financial Statements

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

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability

to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report), Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the “Annexure-A”, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors, as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
  - g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its director during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to director is not in excess of the limits laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - refer Note .. to Ind AS financial statements.
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For V S S A & Associates**  
**Chartered Accountants**  
**{Firm Registration No 012421N}**

**Place: New Delhi**  
**Dated: 29.06.2020**

Sd/-  
**CA SAMIR VAID**  
**Partner**  
**Membership No. 091309**  
**UDIN: 20091309AAAACW3405**

**Annexure A to the Independent Auditors' Report on the financial statements of ISF LIMITED**  
(Referred to in paragraph 1 under Report on other Legal and Regulatory Requirements of our Report of even date)

- I. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Fixed Assets have been physically verified by the management at the year end. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
- c) As the Company does not hold any immovable properties, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- ii. As per information and explanations given to us and taking into consideration the nature of business of the Company, the provisions of clause 3(ii) of the Order are not applicable.
- iii. The Company has granted unsecured loans to a Company covered in the register maintained under Section 189 of the Companies Act, 2013 which is not prejudicial to the interest of the Company as per information and explanations given to us. Further, as there are no stipulations attached to the above loan, the provisions of clauses 3 (iii)(b) and (iii)(c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, in respect of loan given by the Company, provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. There are no investments, guarantees and securities to which provisions of section 185 & 186 of the Companies Act, 2013 are applicable.
- v. As per information and explanations given to us, the Company has not accepted any deposits from the public other than from directors and relatives of directors and Companies (Acceptance of Deposits) Rules, 2014 are not applicable to a Non Banking Financial Company, hence the provisions of clause 3 (v) of the Order are not applicable.
- vi. As per information and explanations given to us, the provisions of clause 3(vi) of the Order regarding maintenance of cost records under sub section (1) of section 148 of the Act are not applicable.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Goods and Services Tax, Cess and other statutory dues with the appropriate authorities during the year. We are informed that there are no undisputed statutory dues as at the year end, outstanding for a period of more than six months from the date they become payable.
- b) There are no dues in respect of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Goods and Services Tax that have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:-

<u>Name of the Statute</u>	<u>Amount involved (Rs.)</u>	<u>Year</u>	<u>Forum where the dispute is pending</u>
Income Tax Act	174954/-	2008-2009	Assessing Officer
Withholding Tax	140190/-	2015-2016 and prior years	Assessing Officer: TDS

- viii. According to the records of the Company examined by us and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to Government. The Company has not obtained any loan from banks, financial institutions or by way of debentures.

- ix. In our opinion and according to the information and explanations given to us, there are no term loans from banks.. The Company has not raised any monies by way of initial public offer or further public offer (including debt instruments).
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable. The details of such related party transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 which is duly obtained..

**For V S S A & Associates**  
**Chartered Accountants**  
**{Firm Registration No 012421N}**

**Place: New Delhi**  
**Dated: 29.06.2020**

**Sd/-**  
**CA SAMIR VAID**  
**Partner**  
**Membership No. 091309**  
**UDIN:20091309AAAACW3405**



## **Annexure B to the Independent Auditor's Report of even date on the Financial Statements of ISF Limited**

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

We have audited the internal financial controls over financial reporting of ISF Limited ("the Company") as of 31st March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

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

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

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

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

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

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

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

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V S S A & Associates  
Chartered Accountants  
{Firm Registration No 012421N}**

**Place: New Delhi  
Dated: 29.06.2020**

**Sd/-  
CA SAMIR VAID  
Partner  
Membership No. 091309  
UDIN:20091309AAAACW3405**



## ISF LIMITED

**BALANCE SHEET AS AT 31st MARCH, 2020**

(Rupees)

Particulars	Note No.	As at 31st March, 2020		As at 31st March, 2019		As at 1st April, 2018
<b>ASSETS</b>						
<b>1 Non-current assets</b>						
(a) Property, Plant and Equipment	2	-		852,994		852,994
(b) Deferred Tax Assets	3	18,78,27		142,459		16,46,50
<b>(c) Financial Assets</b>						
(i) Loans	4	1,30,071		1,30,071		1,30,071
(ii) Other financial assets	5	64,44,91	2,13,38,9	62,45,65	2,92,08,9	-
<b>2 Current Assets</b>						
<b>(a) Financial Assets</b>						
(i) Stock on hire	6	-		6,96,29,53		19,95,69,20
(ii) Trade receivables	7	-		3,38,40,89		3,20,39,8
(iii) Cash and cash equivalents	8	38,40,08		1,71,68,95		57,63,22
(iv) Loans	9	1,49,72,9,556		1,45,82,40,43		13,60,64,857
(b) Current Tax Assets (net)	10	94,51,06		97,65,00		97,57,70
(c) Other current assets	11	4,67,20,6	1,55,73,0,876	4,65,81,84	1,63,52,2,664	4,67,33,4
<b>Total Assets</b>			<b>1,57,86,5,264</b>		<b>1,66,44,7,53</b>	<b>1,67,75,316</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
a) Equity Share Capital	12	95,00,00,00.00		95,00,00,00.00		95,00,00,00.00
b) Equity Warrants	12	-		-		7,50,00,00.00
c) Other Equity	13	37,25,46,14	1,32,25,4,614	37,09,20,32	1,32,09,20,32	29,30,85,76.00
<b>Liabilities</b>						
<b>1 Non-Current Liabilities</b>						
<b>(a) Financial Liabilities</b>						
(i) Provisions	14	72,24,11	72,24,11	64,18,62	64,18,62	60,93,12
<b>2 Current Liabilities</b>						
<b>(a) Financial Liabilities</b>						
(i) Borrowings	15	23,79,8,000		31,69,7,815		31,86,92,24
(ii) Trade payables	16	44,85,38		47,41,25		1,54,185
(iii) Other financial liabilities	17	57,19,44		1,50,71,52		1,84,715
(b) Other current liabilities	18	69,75,7	2,48,82,239	31,76,7	33,71,08,59	98,30,4
<b>Total Equity and Liabilities</b>			<b>1,57,86,5,264</b>		<b>1,66,44,7,53</b>	<b>1,67,75,316</b>

See accompanying notes to the financial statements 1 to 36

As per our report of even date attached

**For V S S A & ASSOCIATES**

Chartered Accountants

(Firm Registration No. 012421 N)

**For & on behalf of the board****Sd/-**  
**CA SAMIR VAID**Partner  
M. No. 091309Place: **New Delhi**

Dated: 29-06-2020

**Sd/-**  
Amarjit Singh  
Managing Director  
DIN:00062294**Sd/-**  
Simbal Singh  
Director  
DIN : 0 0062 333**Sd/-**  
Yajya Vashishtha  
Company Secretary  
M.No : 3 8504

**ISF LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2020**

		(Rupees)	
Particulars	Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
<b>I</b>	Revenue from Operations	14,001,096	14,788,361
<b>II</b>	Other Income	281,492	27,295
<b>III</b>	<b>Total Income (I+II)</b>	<b>14,282,588</b>	<b>14,815,656</b>
<b>IV</b>	<b>EXPENSES</b>		
	Employee benefits expense	2,271,310	2,488,644
	Finance costs	1,205,201	2,147,704
	Other expenses	10,581,862	9,796,661
	<b>Total Expenses</b>	<b>14,058,373</b>	<b>14,433,009</b>
<b>V</b>	<b>Profit before tax</b>	<b>224,215</b>	<b>382,647</b>
<b>VI</b>	<b>Tax expense:</b>		
	Current	(107000)	(77000)
	Deferred tax	45,368	(22191)
<b>VII</b>	<b>Profit for the year (V-VI)</b>	<b>162,582</b>	<b>283,456</b>
<b>VIII</b>	<b>Other Comprehensive Income</b>		
	(i) Items that will not be reclassified to profit or loss		-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-
	<b>Total Other Comprehensive Income</b>	-	-
<b>IX</b>	<b>Total Comprehensive Income (VII+VIII)</b>	<b>162,582</b>	<b>283,456</b>
<b>X</b>	<b>Earning Per Equity Share</b>		
	Basic (Rs.)	0.0017	0.003
	Diluted (Rs.)	0.0017	0.003
	See accompanying notes to the financial statements	<b>1 to 36</b>	

As per our report of even date attached

**For V S S A & ASSOCIATES**

Chartered Accountants

(Firm Registration No. 012421N)

**For & on behalf of the board**

Sd/-  
**CA SAMIR VAID**

Partner  
M. No. 091309

Place: **New Delhi**

Dated: 29-06-2020

Sd/-  
Amarjit Singh  
Managing Director  
DIN:00062294

Sd/-  
Simbal Singh  
Director  
DIN : 00062333

Sd/-  
Yajya Vashishtha  
Company Secretary  
M.No : 38504

**ISF LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020**

	Year Ended 31.03.2020	Year Ended 31.03.2019
<b>(Rupees)</b>		
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax Exceptional & Extraordinary items	224,215	382,647
Adjustments for:		
Other Comprehensive Income	-	-
Depreciation	-	-
(Profit)/loss on sale of fixed Assets & Assets Discarded (Net)	102,995	-
Interest Paid	1,205,201	2,147,704
Interest received	14,001,096	14,788,361
<b>Operating Profit before working capital changes</b>	<b>15,533,507</b>	<b>17,318,712</b>
Adjustments for:		
Trade and Other Receivables	6,393,607	2,471,136
Trade Payable and Other Liabilities	-726,632	-1,627,471
Interest Received	-14,001,096	-14,788,361
<b>Cash Generated from Operations</b>	<b>7,199,385</b>	<b>3,374,016</b>
Direct Taxes Paid (including deferred tax)	-61,632	-99,191
<b>Cash Flow before extraordinary items</b>	<b>7,137,753</b>	<b>3,274,825</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets, Including capital work in progress		-
Purchase of Investments		-
Sale of Fixed Assets	750,000	-
Interest received		-
<b>Net Cash used in Investing Activities</b>	<b>750,000</b>	<b>-</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Net proceeds of Short Term Borrowings	-7,899,815	-171,409
Interest Paid	-1,205,201	-2,147,704
<b>Net Cash from Financing Activities</b>	<b>-9,105,016</b>	<b>-2,319,113</b>
Net Increase in Cash and Cash Equivalents (A+B+C)	<b>-1,217,263</b>	<b>955,712</b>
Cash and Cash Equivalents as at 1st April, Opening Balance	1,532,034	576,322
Cash and Cash Equivalents as at 31st March, Closing Balance	314,771	1,532,034
<b>Note:</b> Figures in brackets represent outflow.	<b>1,217,263</b>	<b>-955,712</b>
	<u>0</u>	<u>0</u>

As per our report of even date attached

**For V S S A & ASSOCIATES**

Chartered Accountants

(Firm Registration No. 012421N)

**For & on behalf of the board**

Sd/-  
**CA SAMIR VAID**

Partner  
M. No. 091309

Place: **New Delhi**

Dated: 29-06-2020

Sd/-  
Amarjit Singh  
Managing Director  
DIN:00062294

Sd/-  
Simbal Singh  
Director  
DIN : 00062333

Sd/-  
Yajya Vashishtha  
Company Secretary  
M.No : 38504

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

### 1. (A) CORPORATE INFORMATION

ISF LIMITED (the Company) is a public limited company incorporated in India with its Registered Office at Delhi and is listed on the Bombay Stock Exchange (BSE). The company is engaged in the business of Non-Banking Financial Company.

### 1. (B) SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements and in preparing the opening Ind AS Balance Sheet as at April 1, 2018 for the purpose of transition to Ind AS, unless otherwise indicated.

#### (a) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2019.

The Transition from Previous GAAP to Ind AS has been accounted for in accordance with Ind AS 101 “First Time Adoption of Indian Accounting Standards” with April 1, 2018 being the transition date.

In accordance with Ind AS 101 “First Time Adoption of Indian Accounting Standards”, the Company has presented a reconciliation from the presentation of financial statements under accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (“Previous GAAP”) to Ind AS of total equity as at April 1, 2018 and March 31, 2019, total comprehensive income and cash flow for the year ended March 31, 2019.

#### (b) Basis for preparation

The Financial Statements have been prepared under the historical cost convention with the exception of certain assets and liabilities carried at fair values by Ind AS. The Assets and Liabilities have been classified as Current/Non Current as per the Companies normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non Current classification of assets and liabilities.

#### (c) Property, plant and equipment-Tangible Assets

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net changes on foreign exchange contacts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### **Transition to Ind AS**

The company has elected to state all items of Property, Plant and Equipment at Carrying Value as per previous GAAP on the date of transition i.e. April 1, 2018.

### **Depreciation**

- i. Depreciation is provided on the straight line method over the estimated useful lives of the assets as per the rates in the manner prescribed under the Schedule II to the Companies Act 2013.
- ii. Gains and losses on disposals are determined by comparing proceeds with carrying amount and such gains or losses are recognized as income or expense in the statement of profit and loss.
- iii. Cost of items of Property, plant and equipment not ready for intended use as on the balance sheet date is disclosed as capital work in progress. Advances given towards acquisition of Property, Plant and Equipment outstanding at each balance sheet date are disclosed as Capital Advance under Other non-current assets.

### **(d) Impairment**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### **(e) Leases**

The Company has adopted Ind AS 116 w.e.f. 01.04.2019. As lessee for lease with a term of more than 12 months, the Company recognises a 'right-of-use' asset at cost for the lease term at the commencement date and a lease liability representing its obligation to make future lease payments. The 'Right-of-use' asset is depreciated using the straight line method from the commencement date over the shorter of lease term or useful life of 'right-of-use' asset. The lease payment is discounted using the lessee's incremental borrowing rate as there is no interest rate implicit in the lease. Short term lease and lease of low value is treated as expense on straight line basis or other systematic basis over the lease term.

### **(f) Financial Instruments**

Financial Assets and Financial Liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument. Since the transaction price does not differ significantly from the fair value of the financial asset or financial liability, the transaction price is assumed to be the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase and sale of financial assets are recognized using trade date accounting.

**i. Financial Assets**

Financial assets include Stock on Hire, Trade Receivables, Advances, Security Deposits, Cash and Cash Equivalents etc which are classified for measurement at a mortised cost.

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

**Impairment:**

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) are tested for impairment based on available evidence or information. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**De-recognition:**

Financial assets are derecognized when the right to receive cash flow from the assets has expired, or has been transferred and the company has transferred substantially all of the risks and rewards of ownership.

**Income recognition:**

Income from Hire Purchase financing is recognized on equated instalment basis. Interest income is recognized in the Statement of profit and loss using the effective interest method on time proportion basis.

**ii. Financial Liabilities:**

Borrowings, Trade Payables and other Financial Liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortised cost using the effective interest method, wherever applicable.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

**De-recognition:**

Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

**(g) Revenue**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms.



**i. Income from Hire Purchase Financing**

Income from Hire Purchase Financing is recognized on equated instalment basis.

**ii. Interest Income**

Interest income is accrued on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

**(h) Cash and cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, demand deposits with banks, short term balances (with an original maturity of three months or less from date of acquisition).

**(i) Taxes on income**

Income tax expense represents the sum of the current tax and deferred tax.

Current tax charge is based on taxable profit for the year. Taxable profit differs from profit as reported in the Statement of profit and loss because Some items of income or expense are taxable or deductible in different years or may never be taxable or deductible. The company's liability for current tax is calculated using Indian tax rates and laws that have been enacted by the reporting date.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority.

The company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is the tax expected to be payable or recoverable in the future arising from temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred income tax assets and liabilities are off set against each other and the resultant net amount is presented in the balance sheet if and only when the company currently has a legally enforceable right to set off the current income tax assets and liabilities.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity respectively.

**(j) Employee Benefits**

**(I) Short term employee Benefits**

Short term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the company has a present legal or

constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(ii) Post Employment Benefits**

**Defined Contribution Plans**

The company's defined contribution plans are employees provident fund and employees pension scheme (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952) since the company has no further obligation beyond making the contributions. The company's contributions to these plans are charged to the Statement of Profit and loss as incurred.

**Defined Benefits Plans**

Liability for Defined Benefit plans is provided on the basis of actual valuation as at the balance sheet date.

**Gratuity**

The provision for Gratuity is made as at the balance sheet date on actual calculation.

**(k) Earnings Per Share**

Basic earnings per share is calculated by dividing the profit for the period attributable to the owners of company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For the purposes of calculating diluted earnings per share the profit for the period attributable to the owners of the company and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**(l) Exceptional items**

When items of income or expense are of such nature, size and incidence that their disclosure is necessary to explain the performance of the company for the year, the company makes a disclosure of the nature and amount of such items separately under the head "exceptional items."

**(m) Provisions and contingent liabilities**

A provision is recognized if as a result of a past event, the company has a present obligation (legal or constructive) that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre tax rate that reflects, when appropriate the risks specific to the liability.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote.

**(n) Dividends**

Dividend proposed (including income tax thereon) is recognized in the period in which interim dividends are approved by the Board of Directors or in respect of final dividend when approved by shareholders.

**(o) Borrowing cost**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

**(p) Use of Estimates and Critical accounting Judgements**

The preparation of Financial Statements is in conformity with generally accepted accounting principles which requires management to make estimates and assumptions.

The estimates and the associated assumptions are based on historical experience, opinions of experts and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant judgements and estimates are made relating to impairment of Property, Plant and Equipments, recognition of provisions and exposure of contingent liabilities relating to pending litigations or other outstanding claims etc.

**(q) Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate Affairs notifies new Standards or amendments to the existing Standards. There is no such notification which would be applicable from April, 2020.

**ISF LIMITED**
**2 Property, Plant and Equipment**

DESCRPTION	GROSS FLOOR					DIFFERENCE TO MAJOR BANK FIN			NET FLOOR	
	Cost As at 01.07.2019	Additions during the year	Other Adjustments	Depreciation/Reductions during the year	Cost As at 31.03.2020	As at 01.07.2019	For the year	As at 31.03.2020	As at 31.03.2019	
Buildings Areas										
Accumulated Depreciation	189,035	-	-	18,903	-	-	-	-	189,035	
Other	77,571	-	-	7,757	-	-	-	-	77,571	
Other equipment	117,227	-	-	11,722	-	-	-	-	117,227	
Accumulated Depreciation	303,161	-	-	30,316	-	-	-	-	303,161	
TOTAL	862,997	-	-	86,299	-	-	-	-	862,997	
Franchise Year	882,997	-	-	88,299	-	-	-	-	882,997	

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**3 Property, Plant and Equipment**

DESCRPTION	GROSS FLOOR					DIFFERENCE TO MAJOR BANK FIN			NET FLOOR	
	Cost As at 01.07.2018	Additions during the year	Other Adjustments	Depreciation/Reductions during the year	Cost As at 31.03.2019	As at 01.07.2018	For the year	As at 31.03.2019	As at 31.03.2018	
Buildings Areas										
Accumulated Depreciation	189,035	-	-	-	189,035	-	-	-	189,035	
Other	77,571	-	-	-	77,571	-	-	-	77,571	
Other equipment	117,227	-	-	-	117,227	-	-	-	117,227	
Accumulated Depreciation	303,161	-	-	-	303,161	-	-	-	303,161	
TOTAL	862,997	-	-	-	862,997	-	-	-	862,997	

## ISF LIMITED

(Rupees in lakhs)

	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
<b>3 <u>Deferred Tax Assets (Net)</u></b>			
<b><u>Deferred Tax Assets</u></b>			
Provision of Gratuity	187,827	165,280	156,898
Difference between Book Depreciation and Depreciation under tax Income Tax Rules			7,752
	<u>187,827</u>	<u>165,280</u>	<u>164,650</u>
<b><u>Deferred Tax Liabilities</u></b>			
Difference between Book Depreciation and Depreciation under tax Income Tax Rules	-	22,821	-
	<u>-</u>	<u>22,821</u>	<u>-</u>
	<u>187,827</u>	<u>142,459</u>	<u>164,650</u>
<b>4 <u>Loans</u></b>			
Security Deposits	1,302,071	1,302,071	1,302,071
	<u>1,302,071</u>	<u>1,302,071</u>	<u>1,302,071</u>
<b>5 <u>Other financial assets</u></b>			
Bank deposits with more than 12 months maturity	644,491	624,565	-
	<u>644,491</u>	<u>624,565</u>	<u>-</u>
<b>6 <u>Stock-on-Hire</u></b>			
<b><u>Stock under Hire Purchase Agreements</u></b>			
Net of unmatured charges	-	6,962,953	19,956,920
	<u>-</u>	<u>6,962,953</u>	<u>19,956,920</u>
<b>7 <u>Trade Receivables</u></b>			
<b>Unsecured considered good</b>	-	3,384,089	3,202,398
	<u>-</u>	<u>3,384,089</u>	<u>3,202,398</u>
<b>8 <u>Cash and cash equivalents</u></b>			
<b>(a) <u>Balances with Banks:</u></b>			
In Current accounts	50,759	1,678,815	16,143
In Equity warrant account	19,217	19,422	19,627
<b>(b) Cash on Hand (as certified)</b>	314,031	18,658	540,552
	<u>384,008</u>	<u>1,716,895</u>	<u>576,322</u>
<b>9 <u>Loans</u></b>			
<b><u>Unsecured considered good:</u></b>			
To related parties	41,475,759	46,090,689	54,708,184
Others	108,253,797	99,733,354	81,356,673
Prepaid Expenses	-	-	-
	<u>149,729,556</u>	<u>145,824,043</u>	<u>136,064,857</u>

(Rupees in lakhs)

	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
<b>10</b>			
<b><u>Current tax assets (net)</u></b>			
Advance income tax ( net of provision)	945,106	976,500	975,770
	<u>945,106</u>	<u>976,500</u>	<u>975,770</u>
<b>11</b>			
<b><u>Other current assets</u></b>			
<b><u>Unsecured considered good</u></b>			
<b>Advances other than capital advances</b>			
Advances against supply of goods & services	3,260,550	3,260,550	3,260,550
Prepaid Expenses	1,397,100	1,397,634	1,418,784
Advances to Statutory Authorities	14,556		
	<u>4,672,206</u>	<u>4,658,184</u>	<u>4,679,334</u>
<b>12</b>			
<b><u>Equity Share Capital</u></b>			
<b><u>Authorised Share Capital</u></b>			
350000000 Equity Shares of Rs. 1 each (350000000 equity shares of Re.1 each- on 31.03.2019 and 01.04.2018)	<u>350,000,000</u>	<u>350,000,000</u>	<u>350,000,000</u>
	<u>350,000,000</u>	<u>350,000,000</u>	<u>350,000,000</u>
<b><u>Issued, Subscribed and Paid up</u></b>			
95000000 Equity Shares of Rs. 1 each fully paid (95000000 equity shares of Re.1 each- on 31.03.2019 and 01.04.2018)	<u>95,000,000</u>	<u>95,000,000</u>	<u>95,000,000</u>
	<u>95,000,000</u>	<u>95,000,000</u>	<u>95,000,000</u>
<b><u>Equity Warrants</u></b>			
Nil (Nil) (30000000) Equity Warrants of Re. 1 each.25% paid up convertible into 30000000 Equity Shares of Rs. 1 each within 18 months from the date of allotment	-	-	7,500,000
	<u>-</u>	<u>-</u>	<u>7,500,000</u>

The Company has only one class of issued shares referred to as equity shares having a par value of Rs 10 each. Each holder of Equity Shares is entitled to one vote per share held.

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Directors is subject to the approval of Shareholders in the ensuing General Meeting except in case of interim dividend.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

The details of Shareholders holding more than 5% of the aggregate shares in the Company:-

NAME OF SHAREHOLDER	As at 31st March, 2020		As at 31st March, 2019		As at 1st April, 2018	
	No. of shares	% held	No. of shares	% held	No. of shares	% held
Jassum Investments Private Limited	-	-	10,000,000	10.53	10,000,000	10.53
Simbal Singh	15,260,671	16.06	15,459,622	16.27	15,459,622	16.27
Simka Hotels & Resorts Private Limited	11,265,410	11.86	11,265,410	11.86	11,265,410	11.86
Udayjit Singh	8,789,383	9.26	8,789,383	9.26	8,789,383	9.26
Janta Travels Private Limited	-	-	7,340,000	7.73	7,340,000	7.73

## Account information of the Equity Instruments held by

Particulars	As at 31st March, 2020		As at 31st March, 2019		As at 31st April, 2018	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the year	95,000,000	95,000,000	95,000,000	95,000,000	95,000,000	95,000,000
Issued during the year	-	-	-	-	-	-
Balance at the end of the year	95,000,000	95,000,000	95,000,000	95,000,000	95,000,000	95,000,000
<b>Other Funds</b>						
<b>General Reserve</b>						
As per the Balance Sheet	1,891,000		1,891,000	1,891,000		1,891,000
Capital Reserve	7,500,000		7,500,000			-
Equity Grants Reserve						
Reserve Fund						
As per the Balance Sheet	6,874,000		6,784,000			6,784,000
Additional contribution of ₹ 7.50 Lakhs	33,000		57,000			48,000
Retained Earnings						
As per the Balance Sheet	20,860,632		20,833,576			20,444,156
Profit for the year	162,982		283,456			237,420
Profit contribution made to the year end of the year	-		-			-
Loss made during the year	21,022,614		20,917,032			20,681,576
Loss made during the year	33,000		57,000			48,000
Loss made during the year	20,989,614		20,860,032			20,633,576
	37,254,014		37,002,002			20,308,576
<b>Provisions</b>						
<b>Employee benefits</b>						
Gratuity	722,411		641,852			609,312
	722,411		641,852			609,312

(Rupees in lakhs)

	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
<b>15 Borrowings</b>			
<b>Loans repayable on demand:</b>			
From related parties*	23,798,000	31,697,815	31,869,224
	<b>23,798,000</b>	<b>31,697,815</b>	<b>31,869,224</b>
* Loans from Companies/Directors and Relatives of Directors are accepted for a term of 12 months and carry an interest rate of 9% / 10% per annum.			
<b>16 Trade Payables</b>			
Micro, Small and Medium Enterprises (Refer Note 31)	-	-	-
Others	448,538	474,125	1,546,185
	<b>448,538</b>	<b>474,125</b>	<b>1,546,185</b>
<b>17 Other Financial Liabilities</b>			
Interest accrued but not due on borrowings	347,204	758,746	1,226,240
<b>Others:</b>			
Accrued salaries and benefits	155,503	563,545	449,736
Book overdraft in current account	69,237	184,861	167,739
	<b>571,944</b>	<b>1,507,152</b>	<b>1,843,715</b>
<b>18 Other Current Liabilities</b>			
Statutory dues	69,757	31,767	98,304
	<b>69,757</b>	<b>31,767</b>	<b>98,304</b>
<b>19 Revenue From Operations</b>			
<b>Income from Financing Operations</b>			
<b>Hire Purchase Income</b>			
Finance Charges	-		314,362
<b>Other operating revenues</b>			
Interest Income	14,001,096		14,473,999
	<b>14,001,096</b>		<b>14,788,361</b>
<b>20 Other Income</b>			
Interest on Term Deposit	19,926		27,295
Liabilities & Provisions written back	261,549		-
Other Income	17		-
	<b>281,492</b>		<b>27,295</b>
<b>21 Employee Benefit Expense</b>			
Salary, Wages, Allowances and Bonus	2,095,392		2,355,765
Contribution to Provident and Other Funds	56,681		65,942
Gratuity	80,549		32,550
Staff Welfare Expenses	38,688		34,387
	<b>2,271,310</b>		<b>2,488,644</b>
<b>22 Finance Costs</b>			
Interest expense	1,205,201		2,147,704
	<b>1,205,201</b>		<b>2,147,704</b>



**(Rupees in lakhs)**

	As at 31st March, 2020		As at 31st March, 2019	
<b>23 Other Expenses</b>				
Rent		132,024		158,988
Communication Expenses		96,731		135,845
Insurance		534		26,274
<u>Payment to the Auditors:</u>				
Statutory Audit	35,400		35,400	
For Other Services	17,700	53,100	17,700	53,100
Printing & Stationery		124,814		233,058
Legal & Professional Charges		338,365		416,641
Vehicle Expenses		162,852		509,710
Bad debts written off		8,847,042		7,496,878
Listing Fee		448,584		354,324
Loss on Sale of Fixed Assets		102,994		-
Travelling & Conveyance		21,445		146,402
Miscellaneous Expenses		253,377		265,441
		<b>10,581,862</b>		<b>9,796,661</b>

**24 Contingent Liabilities & Commitments**
**(To the extent not provided for)**
**(Rupees)**

Contingent Liabilities	As at	As at	As at
	3/31/2020	3/31/2019	4/1/2018
a) Outstanding Capital Commitment (Net of Advance)	-	-	-
b) Disputed Income Tax	175,564	174,954	174,954
c) withholding Tax (TDS)	140,190	140,190	148,270
d) Others- Vehicle repossession	760,550	760,550	760,550

**25** Some of the Sundry Debtors, Advances including Deposits and Current Liabilities are subject to confirmation/reconciliation.

**26 As per Ind AS 19 "Employee Benefits", the disclosures as defined are given below:**

The Company has calculated the various benefits provided to employees as under :-

**(Rupees)**

Particulars	Year Ended	Year Ended
	3/31/2020	3/31/2019
Provident Fund	56,681	65,942
Gratuity -Non Funded	80549	32,550

**27 Earnings Per Share (EPS)**

Profit attributable to the Equity Share Holders (A)	165,282	283,456
Basic/Weighted average No. of Equity Shares outstanding	95,000,000	95,000,000
Nominal Value of Equity Shares (Rs.)	1	1
Basic/Diluted Earning Per Share (Rs.) (A/B)	0.0017	0.0030

**28 Related Party Disclosures under Ind AS 24**

a) List of Related Parties (As identified by the Management)

i) Enterprises owned or significantly influenced by key management personnel or their relatives :-

ISF Services Private Limited, Simka Hotels &amp; resorts Private Limited, Paradigm Sourcing Solutions Private Limited, ISF Commodities Private Limited.

ii) Key Management Personnel and their Relatives:- Directors-Shri Amarjit Singh, Sh. Gurdial Singh Bakshi and Ms. Yajya Vasistha Relatives - Shri Udey Singh, Mrs. Priya Singh, Non Executive Directors - Mrs, Simbal Singh, Shri Harish Chandra Gandhi, Shri Ved Prakash Ahuja

b) Transactions with Related Parties		(Rupees)	
Nature of Transactions	Enterprises owned or significantly influenced by key Management Personnel	Key Management Personnel and their relatives	
<b>i) EXPENSES</b>			
Remuneration to Key Managerial Personnel*	-	1563 840	
	(-)	(1684410)	
Directors sitting fees		36000	
	(-)	(44000)	
Interest Paid			
	(-)	(2141739)	
Interest income on loan given	4,730,053		
	(4923827)		(-)
	-		
* Excluding Gratuity			
<b>ii) UNSECURED LOANS</b>			
Accepted/(Repaid)(Net)	(-)	(7899815)	
	(-)	(134000)	
Given/(Received back)(Net)	(-4614930)	(-)	
	(150000)	(-)	
<b>iii) BALANCES AS ON 31-MARCH-2020</b>			
Unsecured Loans outstanding (Including Interest Accrued)	41475759(Dr)	23798000(Cr)	
	(46090689)	(31697815)	
Creditors	-	(120,570)	
	(-)	-259,140	

**Note:** In respect of above parties there is no provision for doubtful debts as on 31.03.2020 and no amount has been written off or written back during the year in respect of debts due from/to them.

29. The Company has adopted Ind AS 116- Leases with effect from 01.04.2019. There is no impact upon transition on the retained earnings of the Company as the lease in existence at the commencement of the Standard is short term in nature.
30. Based on the guiding principles given in Ind AS 108 on "Operating Segment" the Company's business activity falls within a single operating segment, namely Packaging. Accordingly, the disclosure requirements of Ind AS 108 are not applicable.

**31 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006**

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro Small Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

	(Rupees)	
	2019-20	2018-19
(i) Principal amount remaining unpaid	-	-
(ii) Interest due thereon remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

**NOTE 32**
**a) Effect of Ind AS adoption on Balance Sheet as at April 1, 2018**

(Rupees )

	Previous GAAP *	Ind AS Adjustments	Ind AS
<b>ASSETS</b>			
<b>Non-Current assets</b>			
Property, Plant and Equipment	852,994	-	852,994
Deferred Tax Assets	164,650		164,650
			-
<b>Financial Assets</b>			-
Loans		1,302,071	1,302,071
Long term loans and advances	1,302,071	-1,302,071	-
			-
Other Financial assets	-	-	-
<b>Current assets</b>			
Stock on Hire	19,956,920		19,956,920
<b>Financial Assets</b>			
Trade Receivables	3,202,398		3,202,398
Cash and cash equivalents	576,322		576,322
Loans	-	136,064,857	136,064,857
Current Tax assets(Net)	-	975,770	975,770
ShortTerm Loans and advances	141,719,961	-137,040,627	4,679,334
<b>TOTAL</b>	<b>167,775,316</b>		<b>167,775,316</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	95,000,000		95,000,000
Equity Warrents	7,500,000		7,500,000
Other Equity	29,308,576	-	29,308,576
			-
<b>LIABILITIES</b>			-
<b>Non -current liabilities</b>			-
<b>Financial liabilities</b>			-
Long term borrowings	-		-
Other non -current liabilities	-		-
Provisions	609,312		609,312
Deferred Tax liabilities(Net)	-		-
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Short term Borrowings	31,869,224		31,869,224
Trade payables	1,546,185		1,546,185
Other Financial liabilities		1,843,715	1,843,715
Other current liabilities	1,942,019	-1,843,715	98,304
<b>TOTAL</b>	<b>167,775,316</b>	<b>0</b>	<b>167,775,316</b>

\*Previous GAAP figures have been regrouped/ reclassified wherever necessary to conform to the requirements prescribed under Division II of Schedule III to the Companies Act, 2013.

## b) Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2019

(Rupees)

	Previous GAAP *	Ind AS adjustments	Ind As
<b>Revenue from Operations</b>			-
Revenue from Operation	14,788,361		14,788,361
Other Income	27,295		27,295
<b>Total Income</b>	<b>14,815,656</b>	-	<b>14,815,656</b>
<b>Expenses</b>			
Employee Benefits expense	2,488,644		2,488,644
Finance Costs	2,147,704		2,147,704
Other Expense	9,796,661		9,796,661
<b>TOTAL Expenses</b>	<b>14,433,009</b>		<b>14,433,009</b>
<b>Profit before tax</b>	<b>382,647</b>		<b>382,647</b>
<b>Tax Expense</b>			
Current tax	77,000	-	77,000
Earlier year tax	-		-
Deferred tax(Net)	22,191		22,191
<b>Profit for the year(A)</b>	<b>283,456</b>		<b>283,456</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of net defined benefit plans			-
Income tax relating to Remeasurements of net defined benefit plans	-	-	-
<b>Other Comprehensive Income for the year</b>	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>283,456</b>		<b>283,456</b>

\*Previous GAAP figures have been regrouped/ reclassified wherever necessary to conform to the requirements prescribed under Division II of Schedule III to the Companies Act, 2013.

**c) Effect of Ind AS adoption on Balance Sheet as at March 31, 2019**

(Rupees)

	Previous GAAP *	Ind AS Adjustments	Ind AS
<b>ASSETS</b>			
Non-Current assets			
Property, Plant and Equipment	852,994		852,994
Deferred Tax Assets	142,459		142,459
<b>Financial Assets</b>			-
Long term loans and advances	1,302,071	-1,302,071	-
Loans		1,302,071	1,302,071
Other Financial assets		624,565	624,565
<b>Current assets</b>			
Inventories	6,962,953		6,962,953
<b>Financial Assets</b>			
Trade Receivables	3,384,089		3,384,089
Cash and cash equivalents	2,341,460	-624,565	1,716,895
Loans		145,824,043	145,824,043
Current Tax assets(Net)		976,500	976,500
Short term loans and advances	151,458,727	-151,458,727	-
Other Current assets		4,658,184	4,658,184
<b>TOTAL</b>	<b>166,444,753</b>	<b>-</b>	<b>166,444,753</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	95,000,000		95,000,000
Other Equity	37,092,032	-	37,092,032
			-
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Provisions	641,862		641,862
Deferred Tax liabilities(Net)	-		-
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Short term Borrowings	31,697,815		31,697,815
Trade payables	474,125		474,125
Other Financial liabilities		1,507,152	1,507,152
Other current liabilities	1,538,919	-1,507,152	31,767
<b>TOTAL</b>	<b>166,444,753</b>	<b>-</b>	<b>166,444,753</b>

\*Previous GAAP figures have been regrouped/ reclassified wherever necessary to conform to the requirements prescribed under Division II of Schedule III to the Companies Act, 2013.

**d) Effect of Ind AS adoption on the Statement of Cash Flows for the year ended March 31st, 2019**

(Rupees)

	Previous GAAP *	Ind AS Adjustments	Ind AS
Net Cash Flow from Operating Activities	1,936,547	1,338,278	3,274,825
Net Cash used in Investing Activities	-	-	-
Net Cash Flow from Financing Activities	-171,409	-2,147,704	-2,319,113
Net Increase in Cash and Equivalents	1,765,138	-809,426	955,712
Cash and Cash Equivalents as at April 1, 2018	576,322	-	
Cash and Cash Equivalents as at March 31, 2019	<b>2,341,460</b>	<b>-809,426</b>	<b>955,712</b>

\*Previous GAAP figures have been regrouped/ reclassified wherever necessary to conform to the requirements prescribed under Division II of Schedule III to the Companies Act, 2013.

**e) Reconciliation of equity as reported in accordance with Previous GAAP to equity in accordance with Ind AS**

(Rupees in lakhs)

	As at April 1st, 2018	As at March 31st 2019
Total Equity (Shareholder's funds) as per previous GAAP	29,308,576	37,092,032
Expenses and Tax impact thereon	-	-
Total Equity as per Ind AS	<b>29,308,576</b>	<b>37,092,032</b>

**32(f) First time adoption of Ind AS**

The Company has adopted Ind AS w.e.f April 1, 2019 with a transition date of April 1, 2018. Accordingly, financial statements for the year ended March 31, 2020 together with the comparative information for the year ended March 31, 2019 and opening Ind AS balance sheet as at April 1, 2018 have been prepared in accordance with accounting policies as set out in Note 1(B) – “Significant accounting policies”.

The Company has prepared its opening Ind AS balance sheet as at April 1, 2018 by recognizing assets and liabilities whose recognition is required by Ind AS, derecognizing assets and liabilities which are not permitted by Ind AS, reclassifying assets and liabilities as required by Ind AS, and applying Ind AS measurement principles, subject to certain optional exemptions and mandatory exceptions. The resulting difference between the carrying values of the assets and liabilities as at the transition date under Ind AS and Previous GAAP have been adjusted directly against “Other Equity”.

The effect of the transition to Ind AS on Company's financial position, financial performance and cash flows is set out below.

**(a) Optional exemptions and mandatory exceptions**

The Company has availed the following optional exemptions and mandatory exceptions on first time adoption of Ind AS as per Ind AS 101.

**(i) Optional exemptions**

Deemed cost for property, plant and equipment

The Company has opted to continue with the carrying value as per the Previous GAAP for all items of its property, plant and equipment as its deemed cost on the date of transition.

**Leases**

The Company has opted to determine, whether a contract or arrangement existing at the date of transition contains a lease on the basis of facts and circumstances existing at the date of transition rather than at the inception of the arrangement.

(ii) **Mandatory exceptions**

**Classification and measurement of financial assets**

The Company has determined the classification and measurement of financial assets on the basis of the facts and circumstances existing at the date of transition.

**Estimates**

The Company's estimates under Ind AS as at April 1, 2018 are consistent with the estimates as at the same date made in conformity with the Previous GAAP. However, estimates that were not required under Previous GAAP but now required under Ind AS have been made.

**33 a) Financial Instruments**

(Rupees)

	As at March 31 2020	As at March 31 2019	As at April 1 2018
<b>Financial assets at fair value</b>			
Loans	151,031,627	147,126,114	137,366,928
Other Financial Assets	644,491	624,565	-
Cash and cash equivalents	384,008	1,716,895	576,322
Trade receivables	-	3,384,089	3,202,398
Stock on Hire	-	6,962,953	19,956,920
<b>Total financial assets</b>	<b>152,060,126</b>	<b>159,814,616</b>	<b>152,060,126</b>
<b>Financial liabilities at fair value</b>			
Borrowings	23,798,000	31,697,815	31,869,224
Security Deposits received	-	-	-
Trade payables	448,538	474,125	1,546,185
Creditors for capital goods	-	-	-
Other Financial Liabilities	574,944	1,507,152	1,843,715
<b>Total financial liabilities</b>	<b>24,821,482</b>	<b>33,679,092</b>	<b>35,259,124</b>

**b) Fair Value Hierarchy**

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

Level 1: The fair value of financial instruments that are quoted in active markets are determined on the basis of quoted price for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques based on observable market data.

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). Fair value of investment in unquoted equity shares is determined using discounted cash flow technique.

The carrying amounts of all financial instruments are considered to be the same as their fair values.

**c) Financial Risk Management**

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk etc. This note presents the Company's objectives, policies and processes for managing its financial risk and capital.

**1) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

### Trade and other receivables

The Company's Trade Receivables are largely from Hire purchase Financing. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

The Company manages credit risk through credit approvals and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Exposures to customers outstanding at the end of each reporting period are reviewed to determine incurred and expected credit losses and the Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade receivables. Historical trends of impairment of Trade Receivables do not reflect any significant losses.

Summary of the Company's ageing of outstanding from various customers and impairment for expected credit loss is as follows:

<b>As at March 31, 2020</b>	<b>gross carrying amount</b>	<b>expected credit losses</b>	<b>receivables (net of expected credit losses)</b>
Not due	-	-	-
Past due 0-180 days	-	-	-
Past due 180 and more days	-	-	-
<b>Total</b>	-	-	-
<b>As at March 31, 2019</b>	<b>gross carrying amount</b>	<b>expected credit losses</b>	<b>receivables (net of expected credit losses)</b>
Not due	-	-	-
Past due 0-180 days	3,171,067	-	3,171,067
Past due 180 and more days	213,022	-	213,022
<b>Total</b>	<b>3,384,089</b>	<b>-</b>	<b>3,384,089</b>
<b>As at April 1, 2018</b>	<b>gross carrying amount</b>	<b>expected credit losses</b>	<b>receivables (net of expected credit losses)</b>
Not due	-	-	-
Past due 0-180 days	2,854,205	-	2,854,205
Past due 180 and more days	348,193	-	348,193
<b>Total</b>	<b>3,202,398</b>	<b>-</b>	<b>3,202,398</b>

### ii) Liquidity Risk

Liquidity risk refers to risk that the Company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled in cash or other financial assets. The Company regularly monitors the rolling forecasts to ensure that sufficient liquidity is maintained on an ongoing basis to meet operational needs. The Company manages the liquidity risk by planning the investments in a manner such that the desired quantum of funds could be made available to meet any of the business requirements within a reasonable period of time.

### Exposure to Liquidity Risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments and exclude the impact of netting agreements.



As at March 31, 2020	Carrying Amount	Contractual Cash Flows		
		Total	1 year or less	Beyond 1 year
<b>Non derivative financial liability</b>				
Borrowings	23,798,000	23,798,000	23,798,000	-
Trade payables and other payables	448,538	448,538	448,538	-
Security deposits	-	-	-	-
Other Financial Liabilities	574,944	574,944	574,944	-
As at March 31, 2019	Carrying Amount	Contractual Cash Flows		
		Total	1 year or less	Beyond 1 year
<b>Non derivative financial liability</b>				
Borrowings	31,697,815	31,697,815	31,697,815	-
Trade payables and other payables	424,125	424,125	424,125	-
Security deposits	-	-	-	-
Other Financial Liabilities	1,507,152	1,507,152	1,507,152	-
As at April 1, 2018	Carrying Amount	Contractual Cash Flows		
		Total	1 year or less	Beyond 1 year
<b>Non derivative financial liability</b>				
Borrowings	31,869,224	31,869,224	31,869,224	-
Trade payables and other payables	1,546,185	1,546,185	1,546,185	-
Security deposits	-	-	-	-
Other Financial Liabilities	1,843,715	1,843,715	1,843,715	-

**34. a) Tax Expense**
**i) Recognized in the Statement of Profit and Loss**
**(Rupees)**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Current tax</b>		
Current tax on taxable income for the year	107,000	77,000
<b>Total Current tax expense</b>	107,000	77,000
<b>Deferred tax</b>		
Deferred tax charge/(credit)	-45,368	22,191
MAT credit (taken)/utilized	-	
<b>Total deferred income tax expense/(benefit)</b>	-45,368	22,191
<b>Income Tax expense reported in the statement of Profit and Loss</b>	61,632	99,191

**ii) Recognized in Other Comprehensive Income**
**(Rupees)**

Items that will not be reclassified to Profit or Loss	Year ended march 31, 2020	Year ended march 31, 2019
<b>Remeasurement of defined benefit plans</b>	-	
<b>Tax Expense</b>	-	
<b>Net of Tax</b>	-	

iii) Reconciliation of Tax expense and the accounting profit multiplied by India's domestic tax rate for March 31st, 2020

(Rupees in lakhs)

Particulars	Year ended march 31,2020	Year ended March 31, 2019
<b>Enacted income tax rate in India applicable to the company</b>	<b>26.00%</b>	<b>25.75%</b>
<b>Accounting profit before Income Tax</b>	224,215	382,647
Current tax expense on profit before tax expense at the enacted income tax rate in India	58,296	98,532
<b>Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income</b>		
Expenses not allowable/on payment in income Tax	47,721	8,382
Income exempted from taxes	0	0
Others	-44,385	(7723.00)
<b>Total income tax expense/(credit)</b>	<b>61,632</b>	<b>99,191</b>

b) The movement in deferred tax asset during the year ended March 31, 2019 and March 31, 2020 (Rupees in lakhs)

	As at April 1 2018 Deferred Tax Asset	Recognised in statement of Profit & Loss	Recognised in Other Comprehensive Income	As at March 31 2019 Deferred Tax( Liability)/As set	Recognised in statement of Profit & Loss	As at March 31 2020 Deferred TaxAsset/(L iability)
Depreciation	7,752	-30,573	-	-22,821	22,821	-
Provision for Gratuity	156,898	8,382	-	165,280	22,547	187,827
<b>Total</b>	<b>164,650</b>	<b>-22,191</b>	<b>-</b>	<b>142,459</b>	<b>45,368</b>	<b>187,827</b>

35. The Company has considered the possible effects that may result from the pandemic related to Covid-19 on the carrying amounts of receivables, stock on hire, property plant & equipment and other assets on the basis of evaluation at current indicators of future economic condition. The company expects to recover the carrying amount of such asset & does not anticipate any impairment to these financial & non-financial assets.
36. Previous Year's figures have been regrouped/ rearranged, wherever found necessary. Figures in brackets above are in respect of previous year.

As per our report of even date attached

For V S S A & ASSOCIATES

Chartered Accountants

(Firm Registration No. 012421N)

For & on behalf of the board

Sd/-  
CA SAMIR VAID

Partner  
M. No. 091309

Place: New Delhi

Dated: 29-06-2020

Sd/-  
Amarjit Singh  
Managing Director  
DIN:00062294

Sd/-  
Simbal Singh  
Director  
DIN : 00062333

Sd/-  
Yajya Vashishta  
Company Secretary  
M.No : 38504

## ISF LIMITED

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2020

(Rupees)

<b>A.</b>	<b>EQUITY SHARE CAPITAL</b>		
	As at April 1 2018		95,000,000
	Changes in equity share capital		-
	As at March 31, 2019		95,000,000
	Changes in equity share capital		-
	As at March 31, 2020		<b>95,000,000</b>

### B. OTHER EQUITY

	Reserves and Surplus				Total
	Capital Reserve	General Reserve	Retained Earnings	Reserve Fund	
<b>Balance as at April 1, 2018</b>	-	1,891,000	20,633,576	6,784,000	29,308,576
Addition during the year	7,500,000			57,000	7,557,000
Profit for the year	-	-	283,456	-	283,456
Other Comprehensive income for the year	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-
Deletion during the year			-57,000		-57,000
<b>Balance as at March 31, 2019</b>	<b>7,500,000</b>	<b>1,891,000</b>	<b>20,860,032</b>	<b>6,841,000</b>	<b>37,092,032</b>
Addition during the year					
Profit for the year	-	-	162,582	-	162,582
Other Comprehensive Income for the year	-	-	-	0	0
Total comprehensive Income for the year	-	-	162,582	0	162,582
Deletion during the year					
<b>Balance as at March 31, 2020</b>	<b>7,500,000</b>	<b>1,891,000</b>	<b>21,022,614</b>	<b>6,841,000</b>	<b>37,254,615</b>

As per our report of even date attached

**For V S S A & ASSOCIATES**

Chartered Accountants

(Firm Registration No. 012421N)

**For & on behalf of the board**
**Sd/-**  
**CA SAMIR VAID**

 Partner  
 M. No. 091309

 Place: **New Delhi**

Dated: 29-06-2020

**Sd/-**  
 Amarjit Singh  
 Managing Director  
 DIN:00062294

**Sd/-**  
 Simbal Singh  
 Director  
 DIN : 00062333

**Sd/-**  
 Yajya Vashishta  
 Company Secretary  
 M.No : 38504

**if**

Regd. Office :  
K-10, Som Vihar, R.K. Puram  
New Delhi - 110022