



Ladderup

Engineering Growth

Ladderup Finance Limited

23rd Annual Report 2015-2016

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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. K. V. S. ShyamSunder (Chairman) Mr. K. Raghuraman Mr. Sunil Goyal (Managing Director) Mrs. Mangala Radhakrishna Prabhu Mr. Manoj Singrodia Mr. Harsha Saxena
REGISTERED OFFICE	:	102-A, 1 st Floor, Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra (East), Mumbai-400 051
BANKERS	:	Axis Bank Bank of Maharashtra HDFC Bank Dhanlaxmi Bank
STATUTORY AUDITORS	:	M/s. Khurdia Jain & Co. Chartered Accountants, Mumbai
INTERNAL AUDITORS	:	M/s. Shah Gupta & Co. Chartered Accountants, Mumbai
SECRETARIAL AUDITORS	:	M/s. H. S. Associates Practicing Company Secretaries, Mumbai
REGISTRAR AND SHARE TRANSFER AGENT	:	M/s. Sharex Dynamic (India) Private Limited Unit 1, Luthra Industrial Premises, 1 st Floor, 44-E, M. Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	Mr. Sanket Limbachiya

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of Ladderup Finance Limited will be held on Wednesday, 28th September, 2016 at 10:30 a.m. at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059, to transact the following business:

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ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Manoj Singrodia (**DIN: 01501529**), who retires by rotation and, being eligible, offers himself for re-appointment;
3. To re-appoint Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139 to 142 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khurdia Jain & Co. Chartered Accountants, Mumbai (Firm Registration No. 120263W), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses, if any incurred in connection with the audit of accounts of the Company for the financial year 2016-17.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

Appointment of Mr. Thallapaka Venkateswara Rao as Non-Executive Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (Including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Thallapaka Venkateswara Rao (DIN: 05273533), Director of the Company, who holds office up to ensuing Annual General Meeting and being eligible, and offers himself for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from the shareholder signifying Mr. Thallapaka Venkateswara Rao’s candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of five consecutive years up to 10th August, 2021.

NOTICE OF ANNUAL GENERAL MEETING

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

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

Approval of Increase in Remuneration of Mr. Sunil Goyal, Managing Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other approval(s), consent(s), permission(s) and sanction(s) etc. as may be required from any government and other authority including central government, consent of the members be and are hereby accorded to increase the remuneration of Mr. Sunil Goyal (DIN: 00503570), Managing Director of the Company which is at present ₹ 2,00,000/- (Rupees Two Lakhs only) per month to ₹ 8,00,000/- (Rupees Eight Lakhs only) per month w.e.f 1st April, 2016, for remainder of duration of appointment up to 31st March, 2018.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Managing Director shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

Date : 11th August, 2016
Place : Mumbai

By Order of the Board of Directors

Regd. Office : 102-A, 1st Floor, Hallmark business
Plaza, Guru Nanak Hospital Road,
Bandra (East), Mumbai-400 051

Sunil Goyal
Managing Director
DIN: 00503570

NOTES TO NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. An Explanatory Statement pursuant to the provision of Section 102(1) of the Companies Act, 2013 (herein after referred to as “the Act”, is annexed hereto. As required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, relevant information in respect of the Directors seeking appointment and re-appointment at the AGM is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited.
5. Queries on financial statements and operations of the Company, if any, may be sent to the Company Secretary of the company seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
6. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company’s Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited, in case of shares held in physical form on or before Tuesday, 20th September, 2016. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
7. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company’s Registrar and Share Transfer Agent.
8. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the AGM.

NOTES TO NOTICE

9. Members who have not so far encashed the Dividend Warrant(s) for the Dividend declared for the previous years are requested to make their claims to the Company at the earliest. The dividends that are not encashed/claimed within seven years from the date of declaration of dividend will as per Section 205(c) of the Companies Act, 1956 be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at www.ladderup.com.
11. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Sunday, 25th September, 2016 (9.00 am) and ends on Tuesday, 27th September, 2016 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, 21st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz. "Ladderup Finance remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

NOTES TO NOTICE

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Ladderup Finance Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to pri.somani@gmail.com or evoting@ladderup.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN _____
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 21st September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Wednesday, 21st September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@ladderup.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If

NOTES TO NOTICE

you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XII. Ms. Priyanka Lahoti, Practicing Company Secretary, (Membership No. ACS 23930 & COP No. 8654) has been appointed as the Scrutiniser to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIV. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XV. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.ladderup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

Date : 11th August, 2016
Place : Mumbai

By Order of the Board of Directors

Regd. Office : 102-A, 1st Floor, Hallmark Business
Plaza, Guru Nanak Hospital Road,
Bandra (East), Mumbai-400 051

Sunil Goyal
Managing Director
DIN: 00503570

EXPLANATORY STATEMENT

In Conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business at item nos. 4 & 5 of the Notice dated 11th August, 2016 and the same should be taken as forming part of the notice.

Item No. 4

Mr. Thallapaka Venkateswara Rao (DIN: 05273533) was appointed as an Additional (Independent) Director of the Company with effect from 11th August, 2016 by the Board of Directors in its meeting held on 11th August, 2016. In terms of Section 161(1) of the Companies Act, 2013, Mr. Thallapaka Venkateswara Rao holds office up to the date of ensuing Annual General Meeting and is eligible for the appointment as a Director. The Company has received a notice from a Member in writing under Section 160 of the Act, proposing Mr. Thallapaka Venkateswara Rao's candidature for the office of Director.

Mr. Thallapaka Venkateswara Rao has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Brief details of Mr. Thallapaka Venkateswara Rao's expertise in specific functional areas and name of companies in which he hold directorships and memberships/chairmanships of the Board Committees, Shareholding and relationships between directors *interse* as stipulated under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed hereto.

Accordingly the Board recommends the resolution set out at item No. 4 in relation to appointment of Mr. Thallapaka Venkateswara Rao as Independent Director of the Company, for the approval of the shareholders of the Company.

Except Mr. Thallapaka Venkateswara Rao, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Nomination and Remuneration Committee, in its meeting held on 11th August, 2016 recommended and the Board of Directors, in its meeting held on 11th August, 2016, approved the remuneration of ₹ 96,00,000 per annum to Mr. Sunil Goyal, Managing Director of the Company, subject to the approval of shareholders in the General Meeting and the Central Government.

Mr. Sunil Goyal, Managing Director of the Company, has rich experience of more than 25 years in the areas of Management Consultancy, Joint Ventures, Private Equity, Transaction Advisory, Treasury Management, Capital Markets, Turnaround Strategies, Corporate Governance and varied expertise to deal in financial & corporate advisory matters.

The remuneration package was approved by the Board based on industry standards and responsibilities handled by the Managing Director of the Company.

In view of the provisions of Sections 197, 198, Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for the approval of the members.

EXPLANATORY STATEMENT

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns an inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, unless otherwise approved by any statutory authority, the remuneration shall be paid as per the conditions and monetary ceiling prescribed in Schedule V of the Companies Act, 2013 or any re-enactment thereof.

Pursuant to Schedule-V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry:

The Company being a registered Non- Banking Finance Company with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies. The investment portfolio of your company is diversified across various sectors such as financial services, healthcare, retail, packaging, information technology, real estate, etc.

2. Date of Commencement of Activities: 1st October, 1993

3. Financial Performance of the Company:

(₹ in Lakhs)

Particulars	2015-16	2014-15	2013-14
Operational and other Income	369.70	265.99	267.32
Profit before Depreciation and Tax	260.04	191.02	246.90
Less: Depreciation	1.16	2.50	2.44
Profit before Tax	258.88	188.52	244.46
Less: Tax expenses (includes provision for deferred tax asset/liability)	4.23	13.54	9.66
Profit after tax	254.66	174.98	234.80

4. Foreign Earnings, Investments or Collaborations : There was no Foreign Investment or Collaboration during the year.

II. Information about the Managing Director :

1	Background details, Recognition or awards	Mr. Sunil Goyal is a Chartered Accountant by profession having rich experience of more than 25 years in the areas of Management Consultancy, Joint Ventures, Private Equity, Transaction Advisory, Treasury Management, Capital Markets, Turnaround Strategies and Corporate Governance.
2	Past Remuneration	₹ 24,00,000 p.a.
3	Job Profile & his Suitability	Managing Director
4	Remuneration Proposed	Remuneration upto ₹ 96,00,000/- p.a. excluding perquisites with powers to Board to vary from time to time within the limits of Schedule V of the Companies Act, 2013

EXPLANATORY STATEMENT

5	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The present job responsibility of the Managing Director is to manage the whole state of affairs of the Company. Accordingly, keeping in view his qualification, rich experience and varied expertise to deal in financial & corporate advisory matters, the proposed remuneration package of the appointee matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.
6	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any	Except being Promoter and Managing Director of the Company, Mr. Sunil Goyal does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key managerial personnel of the Company.

III. Other Information

Reasons of loss or inadequate profits

The Business of the Company is highly depended on the economic conditions. The global macroeconomic conditions as well as domestic market conditions converge simultaneously to create strong headwinds. There was perceptible impact on margins and profitability for most of the companies in the financial services space as well. The volatility and weak sentiments in the secondary markets for most of the period considerably impacted the primary markets.

Steps taken or proposed to be taken for improvement

The Company has started taking initiatives to improve the business conditions with new ideas and strategies implemented by the Management and foresee better business prospects.

Expected increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the services and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

IV. Disclosures

The details of remuneration and other information's are given in the annexure to the Directors Report.

Except Mr. Sunil Goyal, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item No. 5.

The above may be treated as a written Memorandum setting out the terms of appointment of Mr. Sunil Goyal under Section 190 of the Companies Act, 2013.

Date : 11th August, 2016

Place : Mumbai

Regd. Office : 102-A, 1st Floor, Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra (East), Mumbai – 400 051

By Order of the Board of Directors

Sunil Goyal
Managing Director
DIN: 00503570

APPOINTMENT AND REAPPOINTMENT OF DIRECTORS

The details pertaining to appointment or re-appointment of the Directors as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows :

Name of the Director	Mr. Manoj Singrodia	Mr. Thallapaka Venkateswara Rao
Date of Birth	10/05/1964	01/07/1952
Date of Appointment	01/10/1993	11/08/2016
Expertise in specific functional area	Specialised in working capital, project finance, structured finance, M&A Financing and Capital market products.	Banking Sector specialized in Management of Treasury, Investment and Corporate Finance Operations, Securitization and Structured Finance, product development.
Qualification	Chartered Accountant	Graduate in Commerce and CAIIB (Certified Associate of the Indian Institute of Bankers)
List of outside Directorship held as on 31st March, 2016 (Excluding Private Limited Companies and Foreign Companies)	<ol style="list-style-type: none"> 1. Sallee Tradefin Limited 2. Ladderup Wealth Management Private Limited 	<ol style="list-style-type: none"> 1. Kisan Mouldings Limited 2. Natco Pharma Limited 3. LIC Housing Finance Limited 4. Can Fin Homes Limited 5. STCI Finance Limited 6. Electronica Finance Limited
Chairman/Member of the Committee of Board of Directors of the Company as on 31st March, 2016	Stakeholders Relationship Committee: <ol style="list-style-type: none"> 1. Ladderup Finance Limited – Member Nomination and Remuneration Committee: <ol style="list-style-type: none"> 1. Ladderup Finance Limited – Member Audit Committee: Nil	Stakeholders Relationship Committee: <ol style="list-style-type: none"> 1. Canfin Homes Limited – Chairman Nomination and Remuneration Committee: <ol style="list-style-type: none"> 1. Canfin Homes Limited – Chairman 2. Kisan Mouldings Limited – Member Audit Committee: <ol style="list-style-type: none"> 1. Canfin Homes Limited – Member 2. Kisan Mouldings Limited – Member 3. LIC Housing Finance Limited – Member

Name of the Director	Mr. Manoj Singrodia	Mr. Thallapaka Venkateswara Rao
		4. Natco Pharma Limited - Member
No. of Shares held in the Company as on 31st March, 2016	1,21,400 Shares	Nil

ROUTE MAP TO THE VENUE OF AGM



Prominent Lankmark – Mirage Hotel

DIRECTORS' REPORT

The Members,

Your Directors are pleased to present the Twenty Third Annual Report of the Company, both on Standalone and Consolidated basis together with the Audited Financial Statements for the FY ended 31st March, 2016.

1. FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	2015-16	2014-15	2015-16	2014-15
	Consolidated		Standalone	
Operational and other Income	700.87	990.42	369.70	265.99
Profit before Depreciation and Tax	127.24	51.37	260.04	191.02
Less : Depreciation	8.64	21.16	1.16	2.50
Profit before Tax	119.09	30.21	258.88	188.52
Less : Tax expenses (includes provision for deferred tax asset/liability)	3.80	(36.58)	4.23	13.54
Profit after Tax	115.30	66.79	254.66	174.98

The Consolidated Statements provide the results of Ladderup Finance Limited together with its subsidiary.

2. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "Annexure A".

3. MEETINGS OF THE BOARD

During FY 2015-16 five Board Meetings were held by the Company on 18th April, 2015, 29th May, 2015, 12th August, 2015, 4th November, 2015 and 14th February, 2016. The intervening gap between the meetings was as prescribed under the Act, and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The number of Committee Meetings held during the FY 2015-16 forms part of the Corporate Governance Report.

4. DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(5) of the Act.

- (a) That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2016 and of the profit of the company for the year ended on that date;
- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

DIRECTORS' REPORT

- (d) That the annual financial statements have been prepared on a going concern basis;
- (e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) That systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5. DIRECTORS

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Manoj Singrodia, Director of the Company retires by rotation at ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

Further, In accordance with the provisions of Section 160 of the Act, the Articles of Association of the Company, and under Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors in their meeting held on 11th August, 2016 appointed Mr. Thallapaka Venkateshwara Rao as Additional Director to hold office up to the ensuing Annual General Meeting. The Company has received notice in writing from Shareholder signifying candidature of Mr. Thallapaka Venkateshwara Rao's for appointment as Independent Director of the Company. The Board recommend his appointment at the ensuing AGM.

Mr. Deepak Ladha, Executive Director and Mr. Alasdair Nisbet, Independent Director of the Company has resigned from their respective posts w.e.f. 4th April, 2015 and Mrs. Bhama Krishnamurthy, Additional Director of the Company has resigned from the Company w.e.f 19th May, 2015. The Board of Directors has placed on record its warm appreciation for the rich contribution made by Mr. Deepak Ladha, Mr. Alasdair Nisbet and Mrs. Bhama Krishnamurthy during their respective tenures as Directors of the Company.

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

As stipulated under the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, brief resume of the Director proposed to be re-appointed is given in the Notice convening Twenty Third Annual General Meeting.

6. NOMINATION AND REMUNERATION POLICY

Pursuant to Provisions of Section 178 of the Act, and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration committee the Board has adopted policy for selection and appointment of Directors, Senior Management and their remuneration. The details of Remuneration Policy is stated in the Corporate Governance Report.

7. AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Act, and the rules framed thereunder, **M/s. Khurdia Jain & Co., Chartered Accountants**, Statutory Auditors of the Company, retire at the conclusion of ensuing Annual General Meeting and offer themselves for re-appointment.

The Company has also received letter from **M/s. Khurdia Jain & Co., Chartered Accountants (Firm Registration No. 120263W)** to the effect that they are willing to continue as Statutory Auditors and their re-appointment if made would be within the limits prescribed under Sections 139 and 142 of the Act. The Audit Committee and Board of Directors recommends

DIRECTORS' REPORT

re-appointment of M/s. Khurdia Jain & Co. as Statutory Auditors of the Company for the FY 2016-17, who shall hold office from ensuing AGM till the conclusion of the Annual General Meeting of the Company to be held in the FY 2017-18.

The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

8. SECRETARIAL AUDIT REPORT

The Secretarial Auditors, **M/s. H S Associate, Practicing Company Secretaries, Mumbai (Certificate of Practice No. 1483)**, has issued Secretarial Audit Report for the Financial Year 2015-16 pursuant to provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, which is annexed as **"Annexure B"** and forms part of this Report.

The Secretarial Audit Report for the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE BY THE COMPANY UNDER SECTION 186 OF THE ACT

The details of Loan, Guarantees and Investments made by the Company under the provisions of Section 186 of the Act are provided in the notes to the Financial Statements.

10. RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. As provided under section 134(3)(h) of the Act and Rules made thereunder disclosure of particulars of material transactions with related parties entered into by the Company with related parties in the prescribed format annexed to this report as **"Annexure C"**.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: www.ladderup.com

The details of the transaction with related parties are provided in the accompanying financial statements.

11. SUBSIDIARY AND ASSOCIATE

The Company has one subsidiary i.e. Ladderup Wealth Management Private Limited. During the Year Company has disinvest/diluted 85% stake of Ladderup Corporate Advisory Private Limited (LCAPL) and hence the relationship of Holding Company and Subsidiary Company has been ceased. The Company also has one Associates Company i.e. Annapurna Pet Private Limited.

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiary and associate. In accordance with Section 129(3) of the Act, the Company has prepared consolidated financial statements of the Company and its subsidiary and Associate, which form part of the Annual Report. Further, a statement containing the salient features of the financial statements of subsidiary and associate in the prescribed format are given in notes to the financial statements. The statement also provides the details of performance, financial positions of each of the subsidiary.

DIRECTORS' REPORT

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiary, are available on website of the Company www.ladderup.com. These documents will also be available for inspection during the business hours at the registered office of the Company.

The Company's policy on material subsidiary as approved by the Board is uploaded on the Company's website at "Investors" section.

12. FINANCIAL HIGHLIGHTS AND COMPANY AFFAIRS

Consolidated Performance

Your Company has earned total revenue of ₹ 700.87 lakhs in FY 2015-16 as compared to ₹ 990.42 lakhs in FY 2014-15. The profit after tax in FY 2015-16 is ₹ 115.30 lakhs as compared to ₹ 66.79 lakhs in FY 2014-15.

Standalone Performance

Your Company has earned total Profit of ₹ 254.66 lakhs during the FY 2015-16 as against ₹ 174.98 lakhs in the FY 2014-15.

Your company as in the last few years continues to invest in asset based transactions with good growth prospects.

The Financial Year 2015-16 was relatively difficult and uncertain year for companies operating in the financial services space. The global macroeconomic conditions as well as domestic market conditions converged simultaneously to create strong headwinds. There was perceptible impact on margins and profitability for most companies in the financial services space as well.

Subsidiary Company

LADDERUP WEALTH MANAGEMENT PRIVATE LIMITED (LWMPL)

During the FY 2015-16 overall wealth management Industry faced some headwinds as most of the asset classes continued to remain under pressure. The Company continued its innovative approach of customising wealth management advice and providing structured solutions across all asset classes to the clients. However, there was a change in the service tax applicability (from Mutual fund houses to Advisory firms) which affected the industry. Also, the Company lost a few clients which impacted the business. The Company achieved total revenue of ₹ 189 lakhs in FY 2015-16 (against ₹ 260 lakhs in previous year) and posted a loss of ₹ 42 lakhs for FY 2015-16 against a net profit of ₹ 32 lakhs in previous year.

LADDERUP CORPORATE ADVISORY PRIVATE LIMITED (LCAPL)

Given the continuous losses in LCAPL over the last three years, it was decided to divest this business from LFL. LCAPL ceased to be a subsidiary of the Company with effect from 30th September, 2015. The current financial year captures the performance of LCAPL only up to 30th September, 2015. LFL continues to have a 15% investment in LCAPL.

LCAPL's revenues for the full year increased from ₹ 389 Lakhs to ₹ 399 Lacs with Net Loss of ₹ 18 Lakhs for FY 2015-16 against a Net Loss of ₹ 164 Lacs in the previous year. However, this is only for information purpose as the above financials are for full year FY 2015-16 and LCAPL ceased to be a subsidiary effective 30th September, 2015 and hence in the consolidated LFL financials, only 6 months financials are considered.

DIRECTORS' REPORT

13. AMOUNT TRANSFERRED TO RESERVE

During the Financial Year 2015-16 the Company has transferred ₹ 5,093,162/- equivalent to 20% of profit after tax of the Company to Special Reserve Account in compliance with Section 451C of the RBI Act.

14. DIVIDEND

In order to preserve funds for future activities, the Board of Directors of your Company do not recommend any Dividend for the FY 2015-16.

15. MATERIAL CHANGES

During the FY 2015-16 the Company has disinvest/diluted 85% stake of Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary and hence the relationship of Holding Company and Subsidiary Company has been ceased.

16. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

17. RISK MANAGEMENT POLICY

As per the Act, and as part of good corporate governance the Company has constituted the Risk Management Committee. The Committee has laid down the procedures to inform to the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan and policy for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD and the CFO that the mitigation plans are finalised and up to date, owners are identified and the progress of mitigation actions are monitored.

18. PREVENTION OF INSIDER TRADING

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into effect from 15th May, 2015. Pursuant thereto, the Company has formulated and adopted a new code for 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 Board is responsible for implementation of the Code.

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

19. LISTING REGULATIONS

The Securities and Exchange Board of India (SEBI) has, by its notification dated 2nd September, 2015, issued the (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Regulations became effective from 1st December, 2015 and have replaced the Listing Agreement accordingly, all listed entities were required to enter into the Listing Agreement within 6 (six) months from the effective date. The Company has entered into Listing Agreement with BSE Limited.

Pursuant to the Listing Regulations, the following policies were approved and adopted by the Board.

- (i) Policy on determination of Materiality for disclosure of events or information.
- (ii) Policy for preservation of documents, to classify documents in two categories, viz. documents which need to be preserved permanently and documents which need to be preserved for not less than 8 years after completion of the relevant transactions.
- (iii) Archival Policy, to determine the period, for which information is required to be disclosed in on the Company's website.

Policy on Materiality and Preservation of documents are available on the website of the Company www.ladderup.com

20. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

During the financial year under review, the Company has not received any complaints from any of the employees of the Company.

21. PERFORMANCE EVALUATION

Pursuant to the provisions of the Act, and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. 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. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

22. SHARE CAPITAL

The Issued, Subscribed and Paid-Up Equity Share Capital as on 31st March, 2016 was ₹ 128,526,000. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stocks options or sweat equity. As on 31st March, 2016 none of the Directors of the Company holds instrument convertible into equity shares of the Company.

DIRECTORS' REPORT

23. NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY

The Company being registered as a Non-Banking Financial Institution on 24th February, 1998 In terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Your Company is categorised as a Non-deposit taking Non-Banking Financial Company. The Company has not accepted any deposits from the public during the year pursuant to the provisions of Section 73 of the Companies Act, 2013.

24. CORPORATE GOVERNANCE

Pursuant to Regulations 34 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the following forms part of this Annual Report:

- Management Discussion and Analysis
- Corporate Governance Report
- Auditors' Certificate regarding compliance of conditions of Corporate Governance

25. COMMITTEES OF THE BOARD:

There are currently Six Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination & Remuneration Committee
4. Investment Committee
5. Risk Management Committee
6. Prevention of Sexual Harassment Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Corporate Governance Report.

26. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE YEAR

- Mr. Deepak Ladha, Executive Director and Mr. Alasdiar Nisbet, Independent Director has resigned from the directorship w.e.f. 4th April, 2015.
- Mrs. Bhama Krishnamurthy has resigned as Additional Director of the Company w.e.f. 19th May, 2015
- Mrs. Mangala Radhakrishna Prabhu was appointed as Additional Director of the Company w.e.f. 29th May, 2015 and later on regularised as Non-Executive Director of the Company w.e.f. 25th July, 2015
- Mr. Suresh Kumar appointed as Chief Financial Officer of the Company w.e.f. 12th August, 2015.

27. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts 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

DIRECTORS' REPORT

Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

29. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorised use or disposition of its assets commensurate with its size, scale and complexities of its operations. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

30. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour of the company has adopted a vigil mechanism policy. This Policy can be viewed on the Company's website viz. www.ladderup.com in the "Investors" Section.

31. ACKNOWLEDGEMENT

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Financial Institutions, Bankers, Business Associates and the Government and other regulatory authorities and thanks all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

Date : 11th August, 2016
Place : Mumbai

For and on behalf of the Board

Regd. Office : 102-A, Hallmark Business Plaza
Gurunanak Hospital Road,
Bandra (East), Mumbai - 400 051.

Sunil Goyal
Managing Director
DIN: 00503570

Mangala Prabhu
Director
DIN: 06450659

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

(As on the financial year ended 31st March, 2016)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS

1	CIN	L67120MH1993PLC074278
2	Registration Date	01/10/1993
3	Name of the Company	Ladderup Finance Limited
4	Category / Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
5	Address of the Registered office and contact details	A-102, Hallmark Business Plaza, Sant Gyaneshwar Marg, Bandra (East), Mumbai-400 051 Tel: +9140336363, Fax: +9140336364 • Email:info@ladderup.com
6	Whether listed company	Yes (listed on BSE)
7	Name, Address and Contact details of Registrar and Transfer Agent	M/s. Sharex Dynamic (India) Private Limited. Luthra Ind Premises, Unit-1, Safeed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400 072, Tel.: 022-28515644

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Finance Companies	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary / Associate	% Of Shares Held	Applicable Section
1	Ladderup Wealth Management Private Limited A-102, Hallmark Business Plaza, Sant Gyaneshwar Marg, Bandra (East), Mumbai-400 051 Tel: +9140336363, Fax: +9140336364	U74140MH2008PTC177491	Subsidiary	67.00%	2(87)

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary / Associate	% Of Shares Held	Applicable Section
2	Ladderup Corporate Advisory Private Limited* A-102, Hallmark Business Plaza, Sant Gyaneshwar Marg, Bandra (East), Mumbai-400 051 Tel: +9140336363, Fax: +9140336364	U67190MH2007PTC166958	Subsidiary	100.00%	2(87)
3	Annapurna Pet Private Limited A-1/101, Virwani Industrial Estate, Off Western Express Highway, Goregaon (E), Mumbai-400 063	U25203MH2011PTC218187	Associate	26.33%	2(6)

* During the year under review the Company disinvest/diluted 85% stake of Ladderup Corporate Advisory Private Limited and hence the relation of holding company and subsidiary company has been ceased.

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	1,000,000	0	1,000,000	7.78	1,000,000	0	1,000,000	7.78	0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	5,723,750	700	5,724,450	44.54	5,878,449	700	5,879,149	45.74	1.2
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1)	6,723,750	700	6,724,450	52.32	6,878,449	700	6,879,149	53.52	1.2

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign:									
a) NRI – Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	6,723,750	700	6,724,450	52.32	6,878,449	700	6,879,149	53.52	1.2
B. Public Shareholding									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies corporates	2,984,492	537,500	3,521,992	27.4	2,978,347	537,500	3,515,847	27.36	-0.04
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	258,941	177,500	436,441	3.4	232,270	169,400	401,670	3.13	-0.27
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh	1,421,117	687,500	2,108,617	16.41	1,308,334	687,500	1,995,834	15.53	-0.88
c) Others (specify) Non Resident Indians	4,500	56,600	61,100	0.48	3,500	56,600	60,100	0.47	-0.01
SUB TOTAL (B)(2):	4,669,050	1,459,100	6,128,150	47.68	4,522,451	1,451,000	5,973,451	46.48	-1.2

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)= (B)(1)+(B)(2)	4,669,050	1,459,100	6,128,150	47.68	4,522,451	1,451,000	5,973,451	46.48	-1.2
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A+B+C)	11,392,800	1,459,800	12,852,600	100	11,400,900	1,451,700	12,852,600	100	0

(ii) Share Holding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Sunil Goyal HUF	133,600	1.039	–	133,600	1.039	–	–
2.	Santosh Singrodia	202,600	1.576	–	202,600	1.576	–	–
3.	Manoj Kumar Singrodia	121,400	0.945	–	121,400	0.945	–	–
4.	Sunil Kumar Goyal	101,400	0.789	–	101,400	0.789	–	–
5.	Sonu Portfolio Services Pvt. Ltd.	1,640,850	12.767	–	1,640,850	12.767	–	–
6.	Chetan Securities Pvt. Ltd.	397,400	3.092	–	397,400	3.092	–	–
7.	Usha Goyal	265,000	2.062	–	265,000	2.062	–	–
8.	Quiet Enterprises LLP (Formerly Known as Quiet Investment Private Limited)	3,685,500	28.675	154,699	3,840,199	29.879	–	1.204
9.	Ladderup Enterprises Pvt. Ltd. (Formerly Known as Ladderup Securities Pvt. Ltd.)	700	0.005	–	700	0.005	–	–
10.	Manoj Singrodia (HUF)	176,000	1.369	–	176,000	1.369	–	–
	Total	6,724,450	52.32	154,699	6,879,149	53.523	–	1.204

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% of Total Shares of the Company
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of Total Shares of the Company	Dates	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	Quiet Enterprises LLP	3,685,500	28.675	01/04/2015	0		0	0
				17/07/2015	80,000	Transfer	3,765,500	29.298
				25/09/2015	74,699	Transfer	3,840,199	29.879
	Closing Balance			31/03/2016			3,840,199	29.879

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% of Total Shares of the Company
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of Total Shares of the Company	Dates	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	Shri Dilip Shah	350,000	2.723	01/04/2015			0	0
	Closing Balance			31/03/2016			350,000	2.723
2	Smt. Nirmala D. Shah	300,000	2.334	01/04/2015			0	0
	Closing Balance			31/03/2016			300,000	2.334
3	Indianivesh Capitals Limited	840,000	6.536	01/04/2015			0	0
	Closing Balance			31/03/2016			840,000	6.536
4	Spread Fintrade Limited	500,000	3.89	01/04/2015			0	0

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% of Total Shares of the Company
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of Total Shares of the Company	Dates	Increasing / Decreasing in shareholding	Reason	No. of Shares	
	Closing Balance			31/03/2016			500,000	3.89
5	Zitura Invest & Fin Pvt. Ltd.	500,000	3.89	01/04/2015			0	0
	Closing Balance			31/03/2016			500,000	3.89
6	Dilsukh Properties Private Limited	427,000	3.322	01/04/2015			0	0
	Closing Balance			31/03/2016			427,000	3.322
7	Anmol Insurance Consultants Pvt. Ltd.	152,770	1.189	01/04/2015			0	0
				18/09/2015	6,800	Transfer	159,570	1.242
				18/03/2016	-500	Transfer	159,070	1.238
	Closing Balance			31/03/2016			159,070	1.238
8	Nabhshikha Financial Advisory Pvt. Ltd.	689,702	5.366	01/04/2015			0	0
	Closing Balance			26/06/2015	-689,702	Transfer	0	0
9	Nabhshikha Financial Advisory LLP	689,702	5.366	26/06/2015			0	0
				11/12/2015	-78,000	Transfer	611,702	4.759
				31/12/2015	78,000	Transfer	689,702	5.366
				29/01/2016	-3,500	Transfer	686,202	5.339
				05/02/2016	-8,500	Transfer	677,702	5.273

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% of Total Shares of the Company
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of Total Shares of the Company	Dates	Increasing / Decreasing in shareholding	Reason	No. of Shares	
				26/02/2016	-45,000	Transfer	632,702	4.923
	Closing Balance			31/03/2016	57,000	Transfer	689,702	5.366
10	Deepak Ghanshyam Ladha	642,880	5.002	01/04/2015			0	0
	Closing Balance			31/03/2016			642,880	5.002
11	Harsha Saxena	154,699	1.204	01/04/2015			0	0
				17/07/2015	-80,000	Transfer	74,699	0.581
	Closing Balance			25/09/2015	-74,699	Transfer	0	0

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year		% change in share holding during the year
		No. of Shares	% of total Share capital	Increase	Decrease	No. of Shares	% of total Share capital	
1.	Mr. Sunil Goyal	101,400	0.79%	—	—	101,400	0.79%	—
2.	Mr. Manoj Singrodia	121,400	0.94%	—	—	121,400	0.94%	—
3.	Mr. K. V. S. ShyamSunder	—	—	—	—	—	—	—
4.	Mr. K. Raghuraman	—	—	—	—	—	—	—
5.	Mr. Harsha Saxena	154,699	1.20%	—	—	—	—	1.20%
6.	Mrs. Mangala Radhakrishna Prabhu	—	—	—	—	—	—	—
7.	Mr. Suresh Kumar	—	—	—	—	—	—	—
8.	Mr. Sanket Limbachiya	—	—	—	—	—	—	—

V. INDEBTEDNESS

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	29,000,000	3,500,000	0	32,500,000
ii) Interest due but not paid	229,439	107,341	0	336,780
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	29,229,439	3,607,341	0	32,836,780
Change in Indebtedness during the financial year				
Additions	28,118,686	689,634	0	28,808,320
Reduction	- 28,028,938	- 689,634	0	- 28,718,572
Net Change	89,748	–	0	89,748
Indebtedness at the end of the financial year				
i) Principal Amount	29,000,000	3,500,000	0	32,500,000
ii) Interest due but not paid	319,187	107,341	0	426,528
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	29,319,187	3,607,341	0	32,926,528

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Sunil Goyal (Managing Director)	Total Amount
1.	Gross salary	2,400,000 p.a.	2,400,000 p.a.
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.		
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	–	–
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	–	–

Sl. No.	Particulars of Remuneration	Sunil Goyal (Managing Director)	Total Amount
2.	Stock option	–	–
3.	Sweat Equity	–	–
4.	Commission	–	–
	as % of profit	–	–
	others (specify)	–	–
5.	Others, please specify	–	–
	Total (A)	2,400,000	2,400,000
	Ceiling as per the Act	As per Section 197 read with Schedule V of the Companies Act, 2013	

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Mr. K. V. S. Shyam Sunder	Mr. K. Raghu-raman	Mr. Alasdair Nisbet	Mrs. Bhama Krishna-murthy	Mr. Deepak Ladha	Mr. Manoj Singrodia	Mrs. Mangala Prabhu	
1	Independent Directors								
	(a) Fee for attending board/ committee meetings	50,000	40,000	–	10,000	–	–	40,000	140,000
	(b) Commission	–	–	–	–	–	–	–	–
	(c) Others, please specify	–	–	–	–	–	–	–	–
	Total (1)	50,000	40,000	–	10,000	–	–	40,000	140,000
2	Executive Directors								
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	–	–	–	–	–	–	–	–

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Mr. K. V. S. Shyam Sunder	Mr. K. Raghu-raman	Mr. Alasdair Nisbet	Mrs. Bhama Krishna-murthy	Mr. Deepak Ladha	Mr. Manoj Singrodia	Mrs. Mangala Prabhu	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-
	Other Non Executive Directors	-	-	-	-	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	50,000	40,000	-	10,000	-	-	40,000	140,000

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Suresh Kumar* (Chief Financial Officer)	Mr. Sanket Limbachiya (Company Secretary)	
1.	Gross Salary	474,224	490,063	964,287
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961.	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Suresh Kumar* (Chief Financial Officer)	Mr. Sanket Limbachiya (Company Secretary)	
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission as % of profit others, specify	—	—	—
5	Others, please specify	—	—	—
	Total	474,224	490,063	964,287

*Mr. Suresh Kumar is appointed as Chief Financial Officer of the Company w.e.f. 12th August, 2015

VII. Penalties/Punishment/Compounding of Offences

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

Date : 11th August, 2016

Place : Mumbai

Regd. Office :
102-A, 1st Floor, Hallmark business
Plaza, Guru Nanak Hospital Road,
Bandra (East), Mumbai-400 051

Sunil Goyal
Managing Director
DIN: 00503570

Mangala Prabhu
Director
DIN: 06450659

Secretarial Audit Report**Form No. MR-3****For the financial year ended on 31st March, 2016.**

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

To

The Members,

LADDERUP FINANCE LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ladderup Finance Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company, for the year ended on 31st March, 2016 according to the applicable provisions, if any, of:

- I. The Companies Act, 2013 (**The Act**) and the Rules made there under, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings. (Not applicable to the Company during the Audit Period);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were applicable during the period: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- 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;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the Audit Period);
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

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 obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);
- iii. The Listing Agreements entered into by the Company with the BSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test—check basis, the Company has complied with the following laws applicable specifically to the Company:

- i. Reserve Bank of India Act, 1934.
- ii. All the Rules, Regulations, Guidelines and Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934.
- iii. The Prevention of Money-Laundering Act, 2002 and The Prevention of Money Laundering (Maintenance of Records, etc.) Rules, 2005.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the Company has;

- Appointed Mrs. Mangala Radhakrishna as a Non- Executive Director.
- Approved the Remuneration of Mr. Sunil Goyal, Managing Director of the Company.
- Approved of the disinvestment/dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary.
- Approved Related Parties Transaction.

Date : 11th August 2016

Place: Mumbai

**For HS Associates
Company Secretaries**

Hemant S. Shetye

Partner

FCS No.: 2827

CP No.: 1483

Form No. AOC-2

[Pursuant to clause [h] of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

A. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into with related parties during the year, which were not at arm's length basis.

B. Details of material contracts or arrangements or transactions at arm's length basis:

Sr. No.	Name of the Related Party and Nature of Relationship	Nature of contract/ arrangement or transactions	Duration of contract / arrangement or transactions	Salient terms of the contract / arrangement or transaction, including value, if any	Date of approval by the Board of Directors	Amount paid as advance, if any
1	1. Mr. Sunil Goyal – Managing Director of the Company 2. Mr. Manoj Singrodia – Director of the Company 3. M/s. Ladderup Ventures LLP – LLP having Relatives of Directors as its Partners	Share Purchase Agreement	One time transaction	Ladderup Finance Limited disinvest / dilute up to 85% of the stake in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary of the Company (@ ₹ 77 per share)	29.05.2015	Nil

Date : 11th August, 2016

Place : Mumbai

Sunil Goyal
Managing Director

DIN: 00503570

Mangala Prabhu
Director

DIN: 06450659

Regd. Office : 102-A, Hallmark Business Plaza,
Gurunanak Hospitawl
Road, Bandra (East),
Mumbai-400 051

MANAGEMENT'S DISCUSSION AND ANALYSIS

LADDERUP IN FY16 – BUSINESS & FINANCIAL PERFORMANCE

Ladderup Finance Limited (LFL)

LFL being a registered NBFC with RBI has been primarily engaged into A) Investing in securities of listed and unlisted companies and B) Lending activities.

The investment portfolio of your Company is diversified across various sectors such as financial services, healthcare, retail, packaging, information technology, real estate, etc. Your Company as in the last few years continues to evaluate investment opportunities in asset based transactions with good growth prospects. Further the Company is also looking at evaluating lending activities in a selective manner.

For Financial Year 2015-16 on a standalone basis, the Company's profit after tax stood at ₹ 255 lakhs as against ₹ 175 Lakhs in the previous year thereby showing an increase of about 45% as compared to the previous year.

Ladderup Corporate Advisory Private Limited (LCAPL)

Given the continuous losses in LCAPL over the last three years, it was decided to divest this business from LFL. LCAPL ceased to be a subsidiary of the Company with effect from 30th September, 2015. The current financial year captures the performance of LCAPL only upto 30th September, 2015. LFL continues to have a 15% investment in LCAPL.

LCAPL's revenues for the full year increased from ₹ 389 Lakhs to ₹ 399 Lacs with Net Loss of ₹ 18 Lakhs for FY 2015-16 against a Net Loss of ₹ 164 lakhs in the previous year. However, this is only for information purpose as the above financials are for full year FY 2015-16 and LCAPL ceased to be a subsidiary effective 30th September, 2015 and hence in the consolidated LFL financials, only 6 months financials are considered.

Ladderup Wealth Management Private Limited (LWMPL)

During the FY 2015-16 overall Wealth Management Industry faced some headwinds as most of the asset classes continued to remain under pressure. The Company continued its innovative approach of customizing wealth management advice and providing structured solutions across all asset classes to the clients. However, there was a change in the service tax applicability (from Mutual fund houses to Advisory firms) which affected the industry. Also, the Company lost a few clients which impacted the business. The Company achieved total revenue of ₹ 189 lakhs in FY 2015-16 (against ₹ 260 lakhs in previous year) and posted a loss of ₹ 42 lakhs for FY 2015-16 against a profit after tax of ₹ 32 lakhs.

The Company would strive to continue its best practices in wealth management.

ECONOMIC & INDUSTRY OVERVIEW

India has emerged as fastest growing economy as per the Central Statistics Office (CSO) and International Monetary Fund (IMF). India's real GDP growth marginally improved to 7.6% (as per budget estimate) in the Financial Year 2015-16 as compared to 7.2% in FY 2014-15. The overall investment climate still remains cautious. Though the inflation has increased in last few months the overall concerns have subsided with average CPI inflation at 4.9% for the financial year 2015-16, falling from 6.0% for the financial year 2014-15. The Current Account Deficit (CAD) in FY 2015-16 declined marginally from of 1.3% of GDP to 1.1% of GDP in Financial Year 2014-15. The forex reserve position of the country also improved to USD 360 bn at the end of Financial Year 2015-16 from USD 342 bn at the end of Financial Year 2014-15.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Indian economy has made substantial improvements in its macro-economic fundamentals and impressive strides in reducing macro-vulnerability with pursuit of fiscal prudence and consolidation, focus on price stability and the resultant benign price situation and comfortable level of external current account. Set against the background of the unsupportive global economic landscape, and back-to-back weak monsoons with deleterious effects on farm production, the growth rate of 7.6% in 2015-16 is encouraging.

With focus on key reforms including GST, coupled with stable macroeconomic conditions and normal monsoon, growth of upwards of 7.5% in FY 2016-17 appears achievable.

FINANCIAL SERVICES INDUSTRY

India has a diversified financial services sector and RBI has introduced several reforms to liberalise, regulate and enhance the sector.

Total outstanding credit by scheduled commercial banks of India stood at USD 1.08 trillion. The Association of Mutual Funds in India (AMFI) data shows that assets of the mutual fund industry have reached a size of USD 210 billion. During April 2015 to March 2016 period, the life insurance industry recorded a new premium income of USD 20.54 billion, indicating a growth rate of 22.5 per cent over the previous year. The general insurance industry recorded a 12 per cent growth year-on-year in Gross Direct Premium underwritten in April 2016 at USD 1.55 billion.

NON BANKING FINANCIAL COMPANY (NBFC)

Between 2005 and 2015, NBFC's share of credit in India went up from 10% to 13%. The asset under management of the NBFCs increased from USD 8 billion in FY 2014-15 to USD 9.1 billion in FY 2015-16. The growth is not only observed in traditional NBFC domains like commercial vehicle (CV) finance but also in products like mortgages where commercial banks are very active. Success of NBFCs is attributed to very sharp focus on product lines leading to better cost control, bad debt control and better customer service.

In home loans, HFCs' share has gone up from 26% to 38% between FY 09 and FY 15. In the last 3 years, NBFCs' share in CV financing has also gone up from 42% to 46%.

WEALTH MANAGEMENT

Advisory asset management and tax planning has one of the highest demand among wealth management services by HNWI's; this is followed by financial planning. With increasing disposable income in the hands of the population, India has seen large growth in HNWI population. Organised segment of the wealth management industry is rapidly gaining ground, indicating that the sophisticated players are gaining client confidence.

OPPORTUNITIES

The sentiment in the Indian financial market has changed considerably over the past few years; the economic growth, though subdued for last couple of years, is likely to show positive momentum over the coming years. This has presented opportunities for lending to Indian corporate and investments in the vibrant secondary as well as primary markets. The following factors present specific opportunities across our businesses include:

- Growing Corporate activities and related need for investments;
- Credit penetration in India is low as compared to other economies. On similar benchmarks, the non-bank finance penetration in India is even lower;

MANAGEMENT'S DISCUSSION AND ANALYSIS

- Growing midsize segment of corporate activity where the need for customised solution is particularly high;
- Low penetration of financial services and products in India along with unique nature of credit demand makes difficult traditional bank lending;
- Digital trends in consumer and MSME to offer new disruptive opportunities for innovation and partnerships;
- Deepening of wholesale debt markets to provide easier access to funds
- Regulatory reforms including policy framework aiding greater participation by all class of investors;
- Growing Financial Services industry's share of wallet for disposable income;
- Wealth management business is transforming from mere wealth safeguarding to growing wealth;
- Emerging technology to enable best practices and processes;
- Size of the Indian capital market and favourable demographics like huge middle class, relatively large younger population with disposable income and investible surplus and risk taking abilities of the youth.

THREATS

Despite great opportunities, there are significant factors presenting threats to our businesses viz.

- Impact on economic growth of the rising prices of oil and industrial raw materials, decelerating investment demand and high inflation;
- Regulatory changes impacting the landscape of business;
- Increased competition from local and global players operating in India;

However, your Company is well aware of the above threats and has worked steadily to strengthen its business operations by putting appropriate policies and measures in place and well positioned to counter any adverse threat successfully.

RISK MANAGEMENT

The risk for the Company arises mainly out of the risks associated with the operations we carry. Experienced professionals review and monitor risks in our Company. We have comprehensive risk management policies and processes for risk identification, risk assessment and risk mitigation planning for business, strategic, operational, financial and compliance related issues. The management also periodically reviews the policies and procedures and formulates plans for control of identified risks and improvements in the systems.

A risk/compliance update report is regularly placed before the Audit Committee /Board of Directors of the Company. The Directors/ Audit Committee review the risk/ compliance update reports and the course of action taken or to be taken, to mitigate and manage the risks is taken.

HUMAN RESOURCES

The Human Resources initiative focuses on structured training programme (both in-house and external) intended to equip employees at all levels, with the necessary knowledge and experience in order to demonstrate high levels of performance.

Ladderup believes in taking care of its employees and ensuring that their career aspirations are met through professional growth, personal development and fair economic rewards

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our organisation is committed and focused on identifying and retaining the right talent to meet the overall business strategy and objective. The broad range of activity includes viz. robust manpower planning process in line with the business objective, enhancement of employee skill-sets by identifying training and development needs, retention programs, reward and recognition, learning and development.

INTERNAL CONTROL AND THEIR ADEQUACY

Your Company being in lending and investment industry, has put in place an adequate internal control system to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

OUTLOOK – 2016-17

The global macro-economic landscape is currently chartering a rough and uncertain terrain characterised by weak growth of world output. The situation has been exacerbated by declining prices of a number of commodities, with reduction in crude oil prices being the most visible of them, turbulent financial markets (more so equity markets), volatile exchange rates and BREXIT like events. These conditions reflect extreme risk-aversion behaviour of global investors, thus putting many, and in particular, commodities exporting economies under considerable stress. Even in these trying and uncertain circumstances, India's growth story has largely remained positive on the strength of domestic absorption, and the country has registered a robust and steady pace of economic growth in 2015-16 as it did in 2014-15. Additionally, its other macroeconomic parameters like inflation, fiscal deficit and current account balance have exhibited distinct signs of improvement.

Wholesale price inflation has been in negative territory for more than a year and the all-important consumer prices inflation has declined to nearly half of what it was a few years ago. However, weak growth in advanced and emerging economies has taken its toll on India's exports.

Given the fact that the Government is committed to carrying the reform process forward, aided by the prevailing macro-economic stability, it appears that conditions do exist for raising the economy's growth momentum and achieving growth rates of 8% or higher in the next couple of years. At the same time, growth in 2016-17 may not pick up dramatically from the levels achieved in 2015-16 as the possibility of slow global economic growth and financial sector uncertainties still loom large. Given the prevalent overall macro-economic scenario, and assuming a normal level of rains in 2016-17, it would not be unreasonable to conclude that the Indian economy is all set to register growth in excess of 7% for the third year in succession.

CAUTIONARY STATEMENT

The Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

The Directors' Report on the compliance of the Corporate Governance Code is given below.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Ladderup Group continues to be guided by a good corporate governance practice and is committed to follow the spirit of the law and not just letter of the Law. All employees are guided by the vision of the management of the Company to work towards attaining highest levels of transparency, fairness, accountability and integrity in dealings with all the constituents of the business. It is the endeavour of the management to achieve the highest standard of governance by adopting the best emerging practices and not only adhere to the prescribed corporate governance practices in terms of the regulatory requirements.

2. BOARD OF DIRECTORS

The Board of Directors ("the Board") of your Company is responsible for and is committed to sound principles of the corporate governance in the Company. The Board plays a crucial role in overseeing how the management serves the interest of the Shareholders and other Stakeholders. This belief is reflected in our governance practice, under which we strive to maintain an effective, informed and independent Board to ensure best practice.

The composition of the Board is in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act'). As on 31st March, 2016, the Board comprised of six Directors consisting of two Non-Executive Independent Directors, one Executive Director and three Non-Executive Directors. None of the Non-Executive Director is responsible for day-to-day affairs of the Company.

The Composition and Category of the Board of Directors during the FY 2015-16 was as follows:

Name of the Director	Category
Mr. K. V. S. ShyamSunder	Independent Non-Executive Director
Mr. K. Raghuraman	
Mr. Alasdiar Nisbet	
Mrs. Bhama Krishnamurthy	
Mr. Sunil Goyal, Managing Director	Executive Director
Mr. Deepak Ladha, Executive Director	
Mrs. Mangala Radhakrishna Prabhu	Non-Executive Director
Mr. Harsha Saxena	
Mr. Manoj Singrodia	

Meetings and Attendance

The Company's Governance Policy, which is in pursuance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is strictly followed by the Board. The Board meets at regular intervals to discuss and decide on Company's business policy along with the other Board business. However, in case of a special and urgent business need, the Board approval is taken by passing resolution by circulation, as permitted by law, which is then confirmed in the ensuing Board Meeting.

CORPORATE GOVERNANCE REPORT

Five Board Meetings were held during the financial year 2015-16 complying with the requirement of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The maximum interval between any two consecutive Board meetings was well within the allowable gap of one hundred and twenty days. The dates on which the meetings were held are 18th April, 2015, 29th May, 2015, 12th August, 2015, 4th November, 2015 and 14th February, 2016.

Information placed before the Board:

The Board were provided with all the required information wherever applicable and materially significant. The information is submitted either as a part of agenda papers or is tabled in the course of the meeting for enabling them to give their valuable inputs.

The following are tabled for the Board's periodic review/information/approval:

- Annual Operating Plans of business and any updates thereon;
- Quarterly Results of the Company and its Subsidiaries along with the operating divisions or business segments;
- Statement of significant and other arrangements entered by the Company or its Subsidiaries;
- Status of legal compliances;
- Formation/Re-constitution of the Board Committees;
- Minutes of Unlisted Subsidiaries and audit committee and other committees of the board;
- Inter-Corporate Investment, Loans and Guarantees;
- Appointment / Resignation of Directors/ Senior Managerial Personnel/ Key Managerial Personnel;
- General Notice of Interest of Directors;
- All other matters required to be placed before the Board for its review/information/approval under the statutes including Regulations 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies are as under:

Name of the Director	Attendance at Meetings held during financial year 2015-16		Directorship in other Indian Public Limited Companies ¹	No. of Board Committees in which Director is Chairman/ Member ²	
	Board Meetings	Last AGM held on 25 th July, 2015		Chairman	Member
Mr. K. V. S. ShyamSunder	5	Present	3	—	1
Mr. K. Raghuraman	4	Absent	9	4	5
Mr. Alasdair Nisbet ³	—	—	—	—	—
Mr. Sunil Goyal	5	Present	4	3	4
Mr. Deepak Ladha ³	—	—	—	—	—

CORPORATE GOVERNANCE REPORT

Name of the Director	Attendance at Meetings held during financial year 2015-16		Directorship in other Indian Public Limited Companies ¹	No. of Board Committees in which Director is Chairman/ Member ²	
	Board Meetings	Last AGM held on 25 th July, 2015		Chairman	Member
Mr. Harsha Saksena	4	Present	—	—	—
Mr. Manoj Singrodia	4	Present	2	—	—
Mrs. Mangala Radhakrishna Prabhu ⁴	4	Present	4	0	0
Mrs. Bhama Krishnamurty ⁵	—	—	—	—	—

1. *The Directorships exclude Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorship.*
2. *In accordance with the Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Membership/ Chairmanship include Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee in all Public Limited Companies. None of the Director on the Board is a Member of more than ten Committees or a Chairman of more than five Committees, across all the Companies in which they are Directors. The Directors have made the necessary disclosures regarding Committee positions.*
3. *Mr. Deepak Ladha, Executive Director and Mr. Alasdias Nisbet, Independent Director resigned from the Company w.e.f 4th April, 2015.*
4. *Mrs. Mangala Radhakrishna Prabhu, was appointed as an Non-Executive Director w.e.f 29th May, 2015.*
5. *Mrs. Bhama Krishnamurthy, resigned as Additional Director w.e.f 19th May, 2015.*

Post-Meeting follow-up mechanism

An effective post meeting follow-up, review and reporting process for the decisions taken by the Board or its Committees are promptly communicated to all those concerned in the Company. Action Taken Report on the progress of the Company is placed at the succeeding Meeting of the Board/ Committee for noting.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 14th February, 2016 as required under Schedule IV to the Act (Code of Independent Directors) and Regulation 25(3) of the Listing Regulations. At the Meeting the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors; and
- Assessed the quality and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

3. BOARD COMMITTEES

Currently, there are 6 Board Committees – Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Investment Committee, Risk Management Committee and Prevention of Sexual Harassment Committee. The terms of reference of these Committees are defined by the Board from time to time. Meeting of each Board Committee is convened by the respective Committee Chairman. The signed minutes of the Committee Meetings are placed before the Board for information and noting. Matters requiring Board's attention are generally discussed with the Board members. The role and composition of these Committees including the number of Meetings held during the financial year and their respective attendance details are provided below.

a) Audit Committee

All the items listed in Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and in Section 177 of the Act are covered in the terms of reference.

Terms of Reference

- a) Oversight of the Company's financial reporting process and disclosure of its financial information;
- b) Recommending to the Board the appointment, re-appointment and removal of statutory auditors, cost auditors, branch auditors and fixation of their remuneration;
- c) Approval of payments to statutory auditors for any other services rendered by them;
- d) Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, focusing primarily on:
 - Matters required to be included in the Director's Responsibility statement to be included in the Board Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Any changes in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on exercise of judgments by management;
 - Qualifications in draft audit report;
 - Significant adjustments made in the financial statements arising out of audit;
 - The going concern assumption;
 - Compliance with accounting standards;
 - Compliance with listing and legal requirements concerning financial statements;
 - All related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc.
- e) Reviewing with the management, statutory and internal auditors, internal financial controls and risk management system;
- f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board;

CORPORATE GOVERNANCE REPORT

- g) Reviewing with the management the quarterly and half yearly financial results before submission to the Board;
- h) Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- i) Scrutinising the inter-corporate loans & investments;
- j) Discussion with Internal Auditors, any significant findings and follow up thereon;
- k) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- l) Approval or any subsequent modification of transactions of the Company with related parties;
- m) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- n) Review and monitor the auditor's independence and performance, and effectiveness of audit processes;
- o) To review the functioning of the Whistle Blower and Vigil mechanism;
- p) Valuation of undertaking or assets of the company wherever it is necessary;
- q) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- r) All such other functions as may be specified from time-to-time;
- s) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

Composition, Meetings and Attendance

The Board has constituted a well-qualified Audit Committee. The majority members of the Committee are Non-Executive Independent Directors including Chairman. They possess sound knowledge of accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee in terms of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the financial year 2015-16 four Meetings were held 29th May, 2015, 12th August, 2015, 4th November, 2015 and 14th February, 2016.

Name of the Members	Category	No. of Meetings attended
Mr. K. V. S. ShyamSunder	Chairman (Independent Non-Executive Director)	4
Mr. K. Raghuraman	Member (Independent Non-Executive Director)	4
Mr. Sunil Goyal	Member (Managing Director)	4

b) Stakeholders Relationship Committee

This Committee is responsible for satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

This Committee oversees redressal of Shareholders'/Investors' Grievances and is empowered to perform the following functions on behalf of the Board in relation to handling of Shareholder's Investors' Grievances. The Broad terms of reference and functions of the Stakeholders Relationship Committee are as follows:

1. The Committee is entrusted with the responsibility to resolve the grievances of security holders.
2. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors.
3. The Committee monitors implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.
4. The Stakeholders Relationship Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the Company.

Composition, Meetings and Attendance

The Committee presently comprises of three Members, one of whom is Independent Director. The Chairman of the Committee is an Independent Non-Executive Director.

During the financial year 2015-16 four meetings were held on 29th May, 2015, 12th August, 2015, 4th November, 2015 & 14th February, 2016

Name of the Members	Category	No. of Meetings attended
Mr. K. V. S. ShyamSunder	Chairman (Independent Non-Executive Director)	4
Mr. K. Raghuraman	Member (Independent Non-Executive Director)	4
Mr. Sunil Goyal	Member (Managing Director)	4

Compliance Officer

The Company has appointed Mr. Sanket Limbachiya, Company Secretary of the Company as a Compliance Officer of the Company.

Shareholders'/Investors' Redressal

During the year under review, the Company did not receive any complaints for non-receipt of transferred Share Certificates, Annual Reports, Warrants etc. and hence question of Complaints not solved and complaints pending as on 31st March, 2016 does not arise. To expedite these processes the Board has delegated necessary powers to the Registrar and Share Transfer Agents viz. M/s. Sharex Dynamic (India) Private Limited.

c) Nomination & Remuneration Committee

The Broad terms of reference and functions of the Nomination and Remuneration Committee are as follows:

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- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Composition, Meetings and Attendance:

The Nomination & Remuneration Committee comprises of three Non-Executive Directors, and the Chairman is an Independent Non-Executive Director. During the financial year 2015-16, three meetings of the Committee were held on 18th April, 2015, 29th May, 2015 and 12th August, 2015.

Name of the Members	Category	No. of Meetings attended
Mr. K. V. S. ShyamSunder	Chairman (Independent Non-Executive Director)	3
Mr. K. Raghuraman	Member (Independent Non-Executive Director)	2
Mr. Manoj Singrodia	Member (Non-Executive Director)	3

Performance Evaluation Criteria

Pursuant to the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. 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. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

Nomination & Remuneration Policy

Pursuant to Clause 49 of the Listing Agreement and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on 13th February, 2015, approved and adopted the Nomination & Remuneration Policy. This Policy can be viewed on the Company's website viz. www.ladderup.com in the "Investors" Section.

The Nomination & Remuneration Policy aims at attracting and retaining high calibre talent. The policy of the Company is in consonance with the existing industry practice. The remuneration package of the Executive Directors is determined by the Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and Shareholders in the General Meeting and as per applicable provisions of the Companies Act, 2013. The Executive Directors are paid remuneration as fixed by the Board/ Shareholders, if any, however, the Non-Executive Independent Directors do not receive any remuneration except sitting fees.

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Details of sitting fees paid to the Directors during the financial year 2015-16

Name of Director	Sitting Fees (₹)
Mr. K. V. S. ShyamSunder	50,000
Mr. K. Raghuraman	40,000
Mr. Alasdair Nisbet	—
Mrs. Mangala Radhakrishna Prabhu	40,000
Mrs. Bhama Krishnamurthy	10,000

Details of Remuneration paid to the Managing Director during the financial year 2015-16

Sr. No.	Particulars of Remuneration	Amount in ₹
I	Gross Salary	2,400,000 p.a.
	(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	
II	<i>Stock Option</i>	—
III	<i>Sweat Equity</i>	—
IV	<i>Commission</i>	—
	— As % of profit	
	— Others, specify	
V	<i>Others, please specify</i>	—
	Total	2,400,000 p.a.

Shareholding of the Non-Executive Directors (As on 31st March, 2016):

Name of the Non-Executive Directors	Number of Equity Shares of ₹ 10/- each
Mr. K. V. S. ShyamSunder	Nil
Mr. K. Raghuraman	Nil
Mr. Harsha Saksena	Nil
Mrs. Mangala Radhakrishna Prabhu	Nil
Mr. Manoj Singrodia	1,21,400

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive Directors during the year.

The Non-Executive Director of the Company do not hold any convertible instruments of the Company.

Remuneration of Non-Executive Directors

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the

Board attended by him not exceeding the sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Familiarisation Programme

Pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors had adopted the procedure for Familiarisation Programme for Independent Directors. The details of the Familiarisation Programme can be viewed on the Company's website viz. www.ladderup.com in the "Investors" Section.

d) Investment Committee

The Investment Committee constituted by the Board performs the following functions:

- To invest surplus funds of the Company in all types of securities as defined in the Investment Policy.
- To execute necessary investment documents.
- To buy, sell, trade, hold, pledge in all types of securities
- To take any other necessary actions related to investment/ disinvestment
- To report to the Board about the investments/ disinvestments in securities at regular intervals.

Composition, Meetings and Attendance

The Investment Committee consists of three Members and the Chairman is a Non-Executive Director. During the financial year 2015-16, five meetings were held on 29th May, 2015, 3rd July, 2015, 3rd November, 2015, 21st March, 2016 and 31st March, 2016.

Name of the Members	Category	No. of Meetings attended
Mr. Manoj Singrodia	Chairman (Non-Executive Director)	5
Mr. Sunil Goyal	Member (Managing Director)	5
Mr. Harsha Saxena	Member (Executive Director)	5

e) Risk Management Committee

As per the Companies Act, 2013 and as part of good corporate governance the Company has constituted the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD/CEO and the CFO that the mitigation plans are finalised and up to date, owners are identified and the progress of mitigation actions are monitored. The Risk Management Committee met once in the Financial Year.

CORPORATE GOVERNANCE REPORT

The Risk Management Committee comprises of the following members:

Composition, Meetings and Attendance

The Risk Management Committee consists of three Members and the Chairman is a Non-Executive Director. During the Financial Year 2015-16, one meeting was held on 14th February, 2016.

Name of the Members	Category	No. of Meetings attended
Mr. Manoj Singrodia	Chairman (Non-Executive Director)	1
Mr. K. V. S. ShyamSunder	Member (Non-Executive Independent Director)	1
Mrs. Mangala Radhakrishna Prabhu	Member (Non-Executive Director)	1

f) Prevention of Sexual Harassment Committee

The Company has constituted Prevention of Sexual Harassment Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review no complaint was filed before the said Committee.

Composition, Meetings and Attendance

Prevention of Sexual Harassment Committee consists of three Members and the Chairman is a Non-Executive Director. During the Financial Year 2015-16, one meeting was held on 14th February, 2016.

Name of the Members	Category	No. of Meetings attended
Mrs. Mangala Radhakrishna Prabhu	Chairman (Non-Executive Director)	1
Mr. K. V. S. ShyamSunder	Member (Non-Executive Independent Director)	1
Mr. Sunil Goyal	Member (Executive Director)	1

4. GENERAL BODY MEETINGS

Annual General Meeting

The Venue, Date, Time of the Annual General Meeting and Special Resolutions passed during the preceding three years are as follows:

2014-15

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 25th July, 2015 at 10:30 a.m.

Special Resolutions passed:

- Approval of remuneration of Mr. Sunil Goyal, Managing Director of the Company
- Approval of disinvestment/dilution in Ladderup Corporate Advisory Private Limited, Wholly Owned Subsidiary
- Approval of Related Party Transactions

CORPORATE GOVERNANCE REPORT

2013-14

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 27th September, 2014 at 04.00 p.m. Special Resolutions passed:

- Appointment of Mr. K. V. S. ShyamSunder as an Independent Director
- Appointment of Mr. K. Raghuraman as an Independent Director
- Appointment of Mr. Alasdair Nisbet as an Independent Director
- Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013
- To approve the change of name of the Company

2012-13

Venue : Hotel Mirage, International Airport Approach Road, Off Andheri Kurla Road, Marol, Andheri (East) Mumbai-400 059

Date and Time : 28th September, 2013 at 10.00 a.m. Special Resolution passed: Nil

No special resolution was passed through the postal ballot in the last three financial year.

5. MEANS OF COMMUNICATION

The quarterly results as reviewed and recommended by the Audit Committee are taken on record by the Board of Directors and submitted to the Stock Exchange in terms of the requirements of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The Audited/ Unaudited Results are published in Business Standard, English daily and in Mumbai Lakshadweep, Marathi daily being the regional language and also displayed on the website of the Company www.ladderup.com shortly after its submission to the Stock Exchange.

The Company's website is a comprehensive reference on Ladderup's vision, mission, policies, corporate governance, investor relation, updates and news. The section on "Investor Relations" on the website serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to Stock Exchange, Registrars, and Share Transfer Agents among others.

6. GENERAL SHAREHOLDER INFORMATION

6.1.	Annual General Meeting:	
	Day, Date and Time	: Wednesday, 28 th September, 2016 at 10.30 a.m.
	Venue	: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059
6.2.	Financial Year 2016-17 – Board Meeting Calendar (Tentative):	
	Results for first quarter ended 30 th June, 2016	: On or before 14 th August, 2016
	Results for second quarter ending 30 th September, 2016	: On or before 14 th November, 2016
	Results for third quarter ending 31 st December, 2016	: On or before 14 th February, 2017
	Results for financial year ending 31 st March, 2017	: On or before 29 th May, 2017

CORPORATE GOVERNANCE REPORT

6.3.	Book Closure date	:	22 nd September, 2016 to 28 th September, 2016 (Both days inclusive)
6.4.	Listing of Equity Shares on Stock Exchange	:	Bombay Stock Exchange Limited
6.5.	Stock Code	:	530577
6.6.	Demat ISIN Number in NSDL and CDSL	:	INE519D01015
6.7.	Registrar and Share Transfer Agents:	:	M/s. Sharex Dynamic (India) Private Limited
6.8	Share Transfer System	:	Share Transfers and Share Certificates are processed and returned within 30 days from the date of receipt subject to the documents being valid and complete in all respects. A summary of transfers/ transmission of securities of the Company from the Registrar and Transfer Agent is placed before every Stakeholders Relationship Committee Meeting.
6.9	Plant Location	:	Since the Company is dealing in shares, stocks and other non-fund based activities, the information about Plant Location is not applicable.
6.10	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments	:	The Company has not issued any ADR or GDR or warrants or any convertible instruments, which was likely to impact on equity share capital.

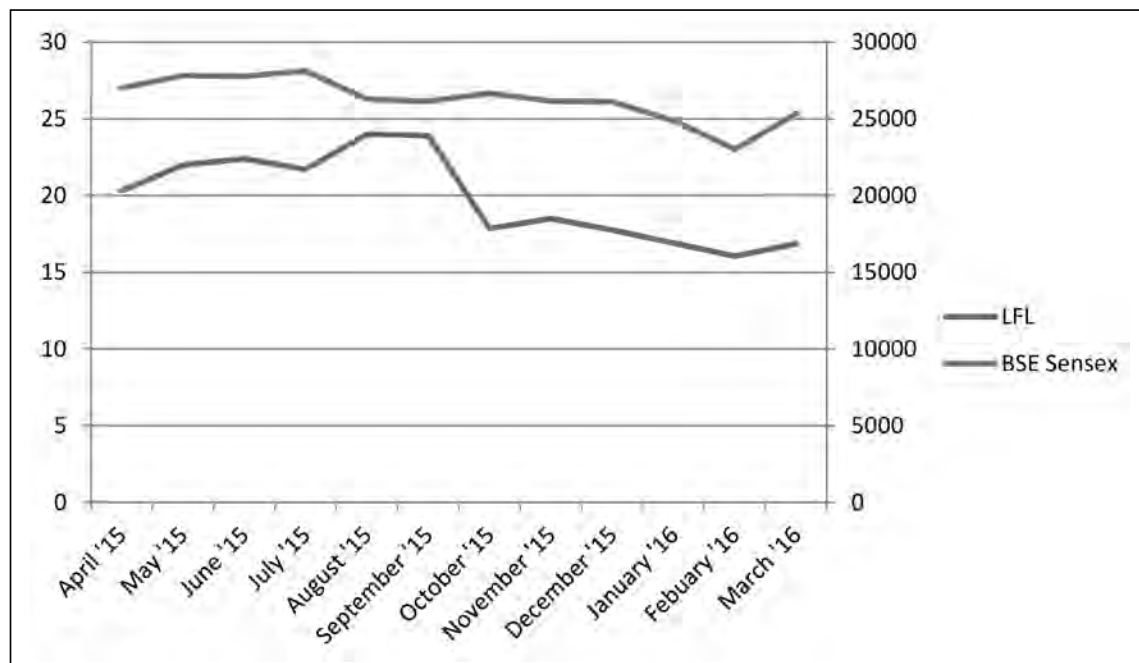
6.11 The Market Price Data of the Company is as given below:

No.	Period	Bombay Stock Exchange	
		High (₹)	Low (₹)
1.	April-2015	20.30	13.30
2.	May-2015	22.00	18.35
3.	June-2015	22.40	18.65
4.	July-2015	21.70	18.00
5.	August-2015	24.00	21.65
6.	September-2015	23.90	18.75
7.	October-2015	17.85	16.15
8.	November-2015	18.50	16.85
9.	December-2015	17.75	16.15

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No.	Period	Bombay Stock Exchange	
		High (₹)	Low (₹)
10.	January-2016	16.90	15.30
11.	February-2016	16.05	14.60
12.	March-2016	16.85	13.80

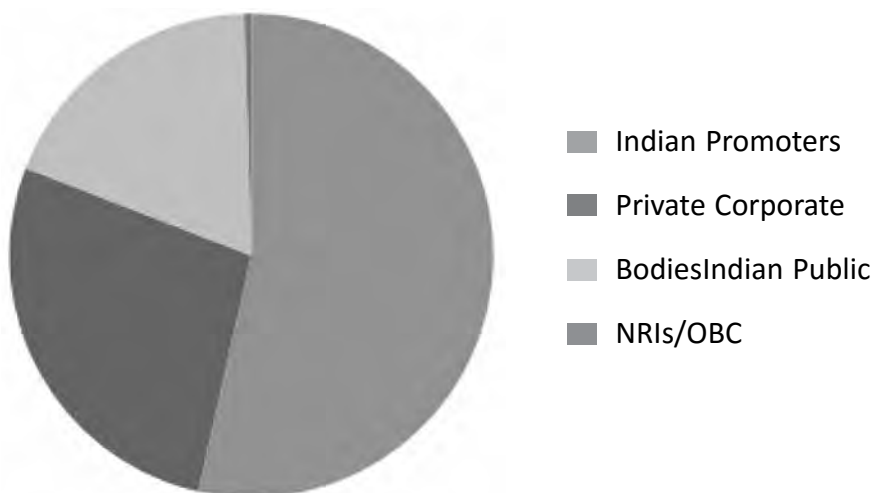
6.12 Share Price performance in comparison to broad-based indices – BSE Sensex during the year



6.13 Distribution of Shareholding as on 31st March, 2016

Distribution of Shares (Slab-Wise)	Shareholders		Share Amount (₹ In Lakhs)	
	Nos.	% of Total Nos.	Nos.	% of Total Nos.
Up to 5,000	452	65.51	9.12	0.71
5,001-10,000	99	14.35	7.92	0.62
10,001-100,000	95	13.77	29.06	2.26
1,00,000 & Above	44	6.37	1239.15	96.41
Total	690	100.00	1285.26	100.00

Shareholding %



Shareholding Pattern as on 31st March, 2016

Category	No. of Shares	% of Shares
Indian Promoters	6,879,149	53.52
Private Corporate Bodies	3,515,847	27.36
Indian Public	2,397,504	18.65
NRIs/OBC	60,100	0.47
Total	12,852,600	100.00

Physical/NSDL/CDSL/Summary Report as on 31st March, 2016

Particulars	No. of Shares	% of Total Issued Capital
Held in Dematerialised form in CDSL	9,820,110	76.41
Held in Dematerialised form in NSDL	1,580,790	12.30
Physical	1,451,700	11.29
Total No. of Shares	12,852,600	100.00

6.14	Address for Correspondence	
	(i) Investors Correspondence	:
		For Shares held in Physical Form
		M/s. Sharex Dynamic (India) Private Limited. Unit 1, Luthra Industrial Premises, 1 st Floor, 44 – E. M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400 072
		For Shares held in Demat Form
		To the respective Depository Participants.

CORPORATE GOVERNANCE REPORT

(ii) Any query on Annual Report	Mr. Sanket Limbachiya (Company Secretary and Compliance Officer) Ladderup Finance Limited A-102, Hallmark Business Plaza, Opposite Gurunanak Hospital Road, Bandra (East), Mumbai-400 051
(iii) E-mail ID for Investor Grievance	investor@ladderup.com
(iv) Corporate Website	www.ladderup.com

7. DISCLOSURES

Materially significant related party transactions which may have potential conflict with the interests of the Company at large;

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. As provided under section 134(3)(h) of the Act and Rules made thereunder disclosure of particulars of material transactions with related parties entered into by the Company with related parties in the prescribed format form part of Directors report.

Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets during last three years:

The Company has complied with the requirements of the Stock Exchanges/SEBI and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

Directors' disqualification under section 164 and any other provisions of Companies Act, 2013

None of the Directors are disqualified under section 164 of the Companies Act, 2013.

Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

Adoption of Insider Trading Policy

The Company has implemented a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities Exchange Board of India ("SEBI"), which has been laid down for employees, connected persons and persons deemed to be connected, while trading in the securities of the Company. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. The Code of Conduct for Insider Trading is adopted by the Board and uploaded on the website of the Company.

CORPORATE GOVERNANCE REPORT

Code of Conduct for Board Members and Senior Management

The Board has laid down the code of conduct for all the Board members and members of the Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

DECLARATION BY THE MANAGING DIRECTOR

I, Sunil Goyal, Managing Director of Ladderup Finance Limited, hereby declare that all the members of the Board and the Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the Listing Regulations for the year ended 31st March, 2016.

For Ladderup Finance Limited

Sunil Goyal
Managing Director
DIN: 00503570

Mumbai, 11th August, 2016

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Mandatory Requirements

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

Non-Mandatory Requirements

The Company has complied with the following non-mandatory requirements of the Listing Regulations relating to Corporate Governance. The status of compliance with the non-mandatory requirements listed in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations are as under:

- Chairman of the Board-The non-executive Chairman maintains a separate office, for which the Company does not reimburse expenses.
- During the year under review, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- The position of the Chairman and the Managing Director is separate.
- The Internal Auditor reports to the Audit Committee.

8. CEO / CFO Certification

The MD/CEO and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 certifying that the financial statements do not contain any materially 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.

Date : 11th August, 2016
Place : Mumbai
Regd. Office : 102-A, Hallmark Business Plaza
Gurunanak Hospital Road,
Bandra (East), Mumbai - 400 051.

For and on behalf of the Board

Sunil Goyal
Managing Director
DIN: 00503570

CORPORATE GOVERNANCE CERTIFICATE

The Members,

Ladderup Finance Limited

We have examined the compliance of the conditions of Corporate Governance by Ladderup Finance Limited ("the Company"), for the financial year 2015-16, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 & Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2015-16.

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

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Sampat Khurdia
Partner
Mem. No. 33615

Date : 11th August, 2016
Place : Mumbai

MD/CEO/CFO CERTIFICATION

**The Board of Directors,
LADDERUP FINANCE LIMITED**
102-A, Hallmark Business Plaza,
Gurunanak Hospital Road,
Bandra (East), Mumbai-400 051.

We hereby certify that for the quarter ended 31st March, 2016 on the basis of the review of the financial statements and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the designs or operations of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
 - a. There have been no significant changes in internal control during the year ended, 31st March, 2016.
 - b. There have been no significant changes in accounting policies during the year ended 31st March, 2016.
 - c. There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

FOR LADDERUP FINANCE LIMITED

Date : 11th August, 2016
Place : Mumbai

Sunil Goyal
Managing Director
DIN: 00503570

Suresh Kumar
Chief Financial Officer

INDEPENDENT AUDITORS REPORT

To the Members of Ladderup Finance Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Ladderup Finance Limited**, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

INDEPENDENT AUDITORS REPORT

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure "A"** statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer our separate report in **Annexure "B"**;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 20 (A) (i) to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Khurdia Jain & Co.

Chartered Accountants

Firm Regn. No.: 120263W

Abhinav Khurdia

Partner

Mem No : 126358

Place : Mumbai

Date : 10th June, 2016

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

The Annexure "A" referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report to the members of **Ladderup Finance Limited** for the year ended 31st March, 2016.

As required by the Companies (Auditor's Report) Order, 2016 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (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 during the year at reasonable intervals. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies have been noticed on such physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (II) a) Since the Company does not have any inventory, the paragraph 3(ii) of the said Order is not applicable to the Company.
- (III) The company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013.
 - a) In our opinion, the rate of interest and the other terms and conditions of the grant of such loans were not, *prima facie*, prejudicial to the company's interest;
 - b) The borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount;
 - c) There are no overdue amounts in respect of such loans
- (iv) In our opinion and according to the information and explanation given to us, Sections 185 and 186 of the Act are not applicable, since the Company is a Non-Banking Finance Company's (NBFC) registered with Reserve Bank of India.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under Sections 148(1) of the Act, for the Company.
- (vii) a) According to the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues, to the extent applicable, have been regularly deposited with the appropriate authorities. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2016 for a period more than six months from the date they became payable.
- b) According to the records of the Company, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax which have not been deposited on account of any dispute with the relevant authorities are given below:

Annexure to the Independent Auditors Report

Name of Statute	Amount (₹)	Period to which amount relates	Forum where dispute is pending
Income Tax	5,10,740	2012-13	CIT (Appeals)
Income Tax	6,06,686	2013-14	CIT (Appeals) filed on 8 th April, 2016.

- (Viii) The Company has not defaulted in repayment of its dues to NBFC and has not taken any loans from banks and financial institutions.
- (ix) The company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- (ix) According to the information & explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (x) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandate by the provision of section 197 read with schedule V of the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanation given to us, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Khurdia Jain & Co.

Chartered Accountants

Firm Regn. No.: 120263W

Abhinav Khurdia

Partner

Mem No : 126358

Place : Mumbai

Date : 10th June, 2016

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

Annexure “B” to the Independent Auditor’s Report of even date on the Standalone financial statements of Ladderup Finance Limited for the year ended 31st March 2016.

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 Ladderup Finance Limited (“the Company”) as of March 31st, 2016 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Khurdia Jain & Co.

Chartered Accountants

Firm Regn. No.: 120263W

Abhinav Khurdia

Partner

Mem No : 126358

Place : Mumbai

Date : 10th June, 2016

To,

The Board of Directors,
Ladderup Finance Limited

As required by the “Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Direction, 1998” *vide* notification No. DFC.117/DG (SPT)-98 dated January 2nd, 1998 issued by Reserve Bank of India (RBI), and based on the books and record verified by us and according to the information and explanation given to us during the course of our audit, we give hereunder our report on matters specified in paragraphs 3 of the said Directions.

1. The Company has applied for the registration as provided in the Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has received Certificate of Registration No. 13.00063 dated 24th February, 1998 from Reserve Bank of India, Department of Non-Banking Supervision, Mumbai Regional Office.
2. The Board of Directors in their meeting held on 26th May, 2016 has passed a resolution for Non-acceptance of any public Deposit without prior approval of Reserve Bank of India in writing.
3. As per the information and explanation given to us and as appears from the books of account of the Company, Company has not accepted any deposit from the public during the year ended on 31st March, 2016.
4. In our opinion and as per the information and explanation given to us the Company has complied with prudential norms relating to income recognition, accounting standard, asset classification, and provisioning of bad and doubtful debt as applicable to it for the year ended on 31st March, 2016.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Abhinav Khurdia
Partner
Mem. No.: 126358

Place : Mumbai
Date : 10th June, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

Particulars	Note Nos	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	128,526,000	128,526,000
Reserves and Surplus	3	250,258,770	224,814,907
		378,784,770	353,340,907
Non-Current Liabilities			
Long-term Provisions	4	61,860	7,040
		61,860	7,040
Current Liabilities			
Short-term Borrowings	5	32,607,342	32,629,780
Trade Payables	6	171,222	42,422
Other Current Liabilities	7	1,199,176	895,791
Short-term Provisions	8	4,441,751	3,012,131
		38,419,491	36,580,124
Total		417,266,121	389,928,071
ASSETS			
Non-Current Assets			
Fixed Assets	9		
- Tangible Assets		2,239,372	2,285,175
		2,239,372	2,285,175
Non-current Investments	10	270,235,646	261,924,455
Deferred Tax Assets (Net)	11	146,614	51,114
Long-term Loans and Advances	12	38,122,957	32,602,362
		310,744,589	296,863,106
Current Assets			
Cash and bank balance	13	1,108,938	3,352,346
Short-term Loans and Advances	14	105,412,594	89,712,620
		106,521,532	93,064,966
Total		417,266,121	389,928,071
Significant Accounting Policies	1		
Accompanying Notes to Accounts	20		

In terms of our Report of even date

For Khurdia Jain & Co.

Chartered Accountants

Abhinav Khurdia

Partner

Mem. No. 126358

For and on behalf of the Board of Directors

Sunil Goyal

Managing Director

DIN:00503570

Mangala R. Prabhu

Director

DIN : 06450659

Sanket Limbachiya

Company Secretary

Mem. No. A38424

Suresh Kumar

Chief Financial Officer

Place : Mumbai

Date : 10th June, 2016

Place : Mumbai

Date : 10th June, 2016

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

(Amount in ₹)

Particulars	Note Nos.	Year Ended 31.03.2016	Year Ended 31.03.2015
REVENUE			
Revenue from Operations	15	36,969,959	26,598,828
Total		36,969,959	26,598,828
EXPENSES			
Employee Benefits Expense	16	3,561,292	435,106
Finance Costs	17	4,622,359	4,063,969
Depreciation and Amortization Expense	9	116,184	250,474
Other Expenses	18	2,781,596	2,997,637
Total		11,081,431	7,747,186
Profit Before Tax		25,888,528	18,851,642
Less : Tax Expenses			
Current Tax		5,345,978	3,745,000
Minimum Alternative Tax Credit Entitlement		(4,839,495)	(2,361,864)
Minimum Alternative Tax of earlier year		(30,613)	3,269
Deferred Tax	11	(95,500)	(18,412)
Taxation of Earlier Years		42,350	(13,103)
Profit for the Year		25,465,808	17,496,752
Earnings Per Equity Share: (Nominal value of ₹ 10 each)	19		
- Basic		1.98	1.36
- Diluted		1.98	1.36
Significant Accounting Policies	1		
Accompanying Notes to Accounts	20		

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

Abhinav Khurdia
Partner
Mem. No. 126358

Place : Mumbai
Date : 10th June, 2016

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN:00503570

Sanket Limbachiya
Company Secretary
Mem. No. A38424

Place : Mumbai
Date : 10th June, 2016

Mangala R. Prabhu
Director
DIN : 06450659

Suresh Kumar
Chief Financial Officer

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

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
A. Cash Flow from Operating Activities		
Profit before Tax	25,888,528	18,851,642
Adjustments for:		
Depreciation on Fixed assets	116,184	250,474
Loss on Sale of Fixed Assets	383,327	—
Interest	4,620,818	4,057,858
Operating Profit Before Working Capital Changes	31,008,857	23,159,974
Adjustments for :		
(Increase) / Decrease in Short Term Loans and Advances	(15,699,974)	6,526,073
(Increase) / Decrease in Long Term Loans and Advances	(576,987)	(1,415,327)
Increase / (Decrease) in Trade Payable	128,800	(28,378)
Increase / (Decrease) in Other Current Liabilities	303,385	517,611
Increase / (Decrease) in Short Term Provisions	9,867	1
Increase / (Decrease) in Long Term Provisions	54,820	2,384
(Increase) / Decrease in Non- Current Investments	(8,311,192)	(46,123,965)
(Increase) / Decrease in Current Investments	—	2,021,712
Cash Generated from Operations	6,917,576	(15,339,914)
Income Tax Paid	(3,968,575)	(5,287,410)
Net cash flow from/ (used in) operating activities (A)	2,949,001	(20,627,324)
B. Cash Flow from Investing Activities		
Sales of Fixed Assets	450,000	—
Share Application Money	(73,500)	—
Purchase of Fixed Assets	(925,652)	—
Shares received against Share Application Money	—	7,125,000
Net Cash Flow Used in Investing Activities (B)	(549,152)	7,125,000
C. Cash Flow from Financing Activities		
Proceeds / (Repayment) of Short Term Borrowings	(22,438)	27,592,794
Interest	(4,620,818)	(4,057,858)
Dividend and Taxes Paid thereon	—	(7,518,450)
Net Cash Flow from Financing Activities (C)	(4,643,257)	16,016,486
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(2,243,409)	2,514,161
Add : Opening Cash and Cash Equivalents	3,352,346	838,185
Closing Cash and Cash Equivalents	1,108,938	3,352,346

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

Notes:

1. Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows :

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Cash in Hand	34,078	40,078
Bank Balances		
- In Current Accounts	1,074,860	3,312,268
	1,108,938	3,352,346

2. The previous year's figures have been regrouped / rearranged wherever necessary in order to conform to current year's presentation.

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

Abhinav Khurdia
Partner
Mem. No. 126358

Place : Mumbai
Date : 10th June, 2016

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN:00503570

Sanket Limbachiya
Company Secretary
Mem. No. A38424

Place : Mumbai
Date : 10th June, 2016

Mangala R. Prabhu
Director
DIN : 06450659

Suresh Kumar
Chief Financial Officer

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

Note 1 : Significant Accounting Policies

A Basis of Preparation of Financial Statements :

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

The Company follows mercantile system of accounting and recognises Income & Expenditure on accrual basis to the extent measurable and where there is certainty of ultimate realisation in respect of incomes.

B Use of Estimates :

The preparation of financial statements are in conformity with generally accepted accounting principles which requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Differences between actual and estimated results are recognized in the period in which the results are materialised.

C Revenue Recognition :

- i) Profit or Loss from dealing in shares and securities are recognised on settlement dates.
- ii) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- ii) Dividend on shares is being considered when the right to receive payment is established.
- iii) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

D Fixed Assets :

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

E Depreciation :

- i) Depreciation on Fixed Assets is provided on 'Straight Line Method' considering their useful lives and residual value as provided in Schedule II of Companies Act, 2013.
- ii) Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

F Impairment of Fixed Assets :

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

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

G Investments :

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

H Accounting for Taxes of Income :

Current Taxes

Provision for current income-tax is recognised in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax assets are reviewed as at each Balance Sheet date.

I Provisions and Contingent Liabilities :

- i) Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Payments in respect of such demands, if any, are shown as advances.
- ii) Contingent Liabilities under various fiscal laws includes those in respect of which the Company/department is in appeal.
- iii) Contingent Liabilities if any, are disclosed by way of notes.

J Prior Period Items :

Material amount of Income and Expenditure pertaining to prior years are disclosed separately.

K Employee Benefits :

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

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

Note 2 : Share Capital

a. Details of Authorised, Issued, Subscribed and Paid up Capital

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Authorised Capital		
15,000,000 Equity Shares of ₹ 10/- each	150,000,000	150,000,000
Issued, Subscribed and Paid up Capital		
12,852,600 Equity Shares of ₹ 10/- each, fully paid-up	128,526,000	128,526,000

b. Terms & Conditions

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

In the event of liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

c. Shareholders having more than 5% Shareholding

Name of the Shareholders	As at 31.03.2016		As at 31.03.2015	
	No. of Equity Shares held	Percentage	No. of Equity Shares held	Percentage
Quiet Enterprises LLP	3,840,199	29.88%	3,685,500	28.68%
Sonu Portfolio Services Private Limited	1,640,850	12.77%	1,640,850	12.77%
Deepak Ghanshyam Ladha (Held on behalf on Shikha Financial Services)	642,880	5.00%	642,880	5.00%
Indianivesh Capitals Limited	840,000	6.54%	840,000	6.54%
Nabhshika Financial Advisory Private Limited	689,702	5.37%	689,702	5.37%

d. Reconciliation of Number of Share

(Amount in ₹)

Particulars	As at 31.03.2016		As at 31.03.2015	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	12,852,600	128,526,000	12,852,600	128,526,000
Shares issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	12,852,600	128,526,000	12,852,600	128,526,000

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

Note 3 : Reserves and Surplus

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
a. Capital Reserve		
Opening Balance	300,000	300,000
Closing Balance	300,000	300,000
b. Securities Premium Account		
Opening Balance	138,500,000	138,500,000
Closing Balance	138,500,000	138,500,000
c. Revaluation Reserve		
Opening balance	928,954	950,899
Less : Written back in current year	21,945	21,945
Closing Balance	907,009	928,954
d. Special Reserve under Section 45 IC of RBI Act		
Opening Balance	23,470,729	19,971,379
Add : Transfer during the year	5,093,162	3,499,350
Closing Balance	28,563,891	23,470,729
e. General Reserve		
Opening Balance	250,000	250,000
Closing Balance	250,000	250,000
f. Surplus in the Statement of Profit and Loss		
Opening Balance	61,365,224	47,367,822
Add : Net Profit for the year	25,465,808	17,496,752
Less : Transfer to Special Reserve under Section 45 IC RBI Act	5,093,162	3,499,350
Closing Balance	81,737,871	61,365,224
Total	250,258,770	224,814,907

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

Note 4 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits :		
Gratuity	61,860	7,040
Total	61,860	7,040

Note 5 : Short-term Borrowing

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Inter - Corporate Deposit		
Secured	29,000,000	29,022,439
Unsecured	3,607,342	3,607,341
Total	32,607,342	32,629,780

Secured Loan from Others includes :

- i) Loan from Indianivesh Capital Limited amounting to ₹ 29,319,187 (PY ₹ 5,022,439) carrying Interest rate of 13% p.a. The loan is repayable in March, 2017. The loan is secured against pledge of some of the shares held by the Company as non-current investment.
- ii) Loan from Bajaj Finance Limited amounting to ₹ Nil (PY ₹ 24,000,000) carrying Interest rate of 14% p.a. The loan is repaid in January, 2016. The loan is secured against pledge of some of the shares held by the Company as non-current investment.

Note 6 : Trade Payable

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Trade Payables *		
Due to Micro, Small and Medium Enterprises	—	—
Other than Micro, Small and Medium Enterprises	171,222	42,421
Total	171,222	42,421

* As on 31st March, 2016 there are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006.

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

Note 7 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Interest accrued but not due	319,187	230,000
Duties & Taxes Payable	275,103	89,758
Unclaimed Dividend	456,770	456,820
Other Current Liabilities	148,116	119,212
Total	1,199,176	895,790

Note 8 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits:		
Bonus	20,364	10,840
Gratuity	355	12
Others		
Income Tax Provisions (Net of Advance tax & TDS)	4,421,032	3,001,279
Total	4,441,751	3,012,131

Note 10 : Non-current Investments

(Valued at cost, unless stated otherwise)

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015
I. Trade Investments					
Investment in Equity Instruments-Unquoted, Subsidiaries					
Ladderup Corporate Advisory Private Limited	—	290,000	Fully Paid	—	20,000,000
Ladderup Wealth Management Private Limited	134,000	134,000	Fully Paid	5,360,000	5,360,000
	134,000	424,000	(A)	5,360,000	25,360,000
II. Non Trade Investments					
Investment in Equity Instruments-Quoted, Others					
Ahluwalia Contracts (India) Limited	75,000	98,000	Fully Paid	4,386,479	5,135,992

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

Note 9 : Fixed Assets

(Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation					Net Block		
	As at 01.04.2015	Additions during the year	Deletions during the year	As at 31.03.2016	Up to 31.03.2015	Depreciation charged for the year	Adjustment due to revaluations	Adjustments On disposals	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
Tangible assets											
Premises	2,078,750	—	—	2,078,750	705,800	10,489	21,945	—	738,234	1,340,516	1,372,950
Furniture & Fixtures	—	116,826	—	116,826	—	11,007	—	—	11,007	105,819	—
Vehicles	1,741,438	808,826	1,741,438	808,826	829,213	94,688	—	(908,112)	15,789	793,037	912,225
Total	3,820,188	925,652	1,741,438	3,004,402	1,535,013	116,184	21,945	(908,112)	765,030	2,239,372	2,285,175
Previous Year	3,820,188	—	—	3,820,188	1,262,594	250,474	21,945	—	1,535,013	2,285,175	2,557,594

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

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015
Asian Paints Limited	4,000	4,000	Fully Paid	2,410,035	2,410,035
BASF India Limited	5,000	5,000	Fully Paid	4,877,184	4,877,184
Bharat Wire Repos Limited	9,441	—	Fully Paid	424,845	—
Camlin Fine Chem Limited	10,000	30,000	Fully Paid	360,791	1,056,681
Capman Financials Limited	50,000	50,000	Fully Paid	500,000	500,000
Dhanuka Agritech Limited	8,000	8,000	Fully Paid	1,045,632	1,045,632
Future Consumer Enterprise Limited	100,000	27,839	Fully Paid	1,314,924	338,905
GVK Power & Infrastructure Limited	255,000	—	Fully Paid	2,226,698	—
Hester Biosciences Limited	100,000	113,500	Fully Paid	11,492,770	12,750,757
India Nivesh Limited	1,750,000	1,250,000	Fully Paid	73,250,000	50,000,000
Ipca Laboratories Limited	5,000	6,500	Fully Paid	3,446,916	4,498,914
JB Chemicals & Pharmaceuticals Limited	13,849	—	Fully Paid	3,630,348	—
Kalyani Steels Limited	—	21,000	Fully Paid	—	2,144,526
LIC Housing Finance Limited	25,000	25,000	Fully Paid	5,566,674	5,566,674
L & T Limited	5,000	8,500	Fully Paid	6,915,494	10,817,295
Lupin Limited	2,500	2,500	Fully Paid	1,034,801	1,034,801
Mahindra & Mahindra Limited	2,000	2,000	Fully Paid	885,252	885,252
Marksans Pharma Limited	25,000	50,000	Fully Paid	921,879	1,309,039
Nestle India Limited	500	500	Fully Paid	2,479,838	2,479,838
Onmobile Global Limited	20,000	25,000	Fully Paid	1,627,354	1,885,886
Pidilite Industries Limited	5,000	5,000	Fully Paid	1,775,484	1,775,484
Ramco Industries Limited	—	25,000	Fully Paid	—	1,944,907
SML Isuzu Limited	2,500	—	Fully Paid	2,723,349	—
South India Paper Mills Limited	23,000	—	Fully Paid	2,034,977	—
Sun Pharma Advanced Research Company Limited	7,000	7,000	Fully Paid	1,427,027	1,427,027
Universal Cable Limited	10,000	—	Fully Paid	876,911	—
Vaibhav Global Limited	—	10,000	Fully Paid	—	1,753,639
	2,512,790	1,774,339	(B)	137,635,662	115,638,466
Investment in Equity Instruments-Unquoted, Others					
Invent Bio-Media Private Limited	100,000	100,000	Fully Paid	4,000,000	4,000,000
Algorhythm Tech Private Limited	15	15	Fully Paid	5,625	5,625

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

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015
JRI Technologies Private Limited	58,060	58,060	Fully Paid	7,000,000	7,000,000
Esskay Auto Finance Limited	2,707	2,707	Fully Paid	7,124,824	7,124,824
Jumboking Foods Private Limited	98,901	98,901	Fully Paid	8,855,155	8,855,155
Annapurna Pet Private Limited	304,210	316,290	Fully Paid	30,421,000	31,629,000
Parag Milk & Milk Products Private Limited	600,000	200,000	Fully Paid	12,500,000	12,500,000
Lotus Spaces Private Limited	90,000	100,000	Fully Paid	1,800,000	2,000,000
Ladderup Corporate Advisory Private Limited	43,500	—	Fully Paid	4,350,000	—
Tops Security Limited	40,900	40,900	Fully Paid	2,863,000	2,863,000
Gini & Jony Limited	1,266,636	1,266,636	Fully Paid	40,894,760	40,894,760
	2,604,929	21,823,509	(C)	119,814,364	116,872,364
Total Investment in Equity Instruments	5,251,719	4,671,848	(A)+(B)+(C)	262,810,026	257,870,830
Investments in Preference Shares					
Algorhythm Tech Private Limited	1,319	1,319	Fully Paid	494,625	494,625
Annapurna Pet Pvt.Limited	69,310	35,590	Fully Paid	6,931,000	3,559,000
	70,629	36,909		7,425,625	4,053,625
Total	5,322,348	4,708,757		270,235,646	261,924,455

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Aggregate Market Value of Quoted Investments	219,771,428	214,800,630
Aggregate Book Value of Quoted Investments	137,635,662	115,638,466
Aggregate Book Value of Unquoted Investments	132,599,989	146,285,989

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

Note 11 : Deferred Tax Assets (Net)

The major components of Deferred Tax Liability / (Asset) as recognised in the Financial Statement are as follows:

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Deferred Tax Asset		
Fixed Assets : Impact of difference between Tax Depreciation and Depreciation charged for the Financial Reporting	119,314	45,309
Other: Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	27,300	5,805
Net	146,614	51,114

Note 12 : Long-term Loans and Advances

(Unsecured, considered good)

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Loans and Advances		
– To Others	25,875,029	25,298,042
Advance Tax & TDS (Net of Provisions)	1,141,430	1,141,430
Minimum Alternative Tax Credit Entitlement	11,032,998	6,162,890
Share Application Money		
– To Others	73,500	—
Total	38,122,957	32,602,362

Note 13 : Cash and bank balance

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Cash and Cash Equivalents		
Balances with banks		
– Current account	618,090	2,855,448
– Cash on hand	34,078	40,078
Other Bank Balance		
Unclaimed Dividend	456,770	456,820
Total	1,108,938	3,352,346

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

Note 14 : Short-term Loans and Advances
(Unsecured, considered good)

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Loans and Advances		
– To Related Parties	14,952,568	30,005,129
– To Others	63,766,321	58,521,529
	78,718,889	88,526,658
Advance Recoverable in Cash or in Kind	7,600,300	1,162,353
	7,600,300	1,162,353
Amount Receivable against sale of Shares		
– From Related Parties	18,980,500	—
– From Others	100,000	—
	19,080,500	—
Other Loans and Advances		
Prepaid Expenses	12,905	23,609
Total	105,412,594	89,712,620

Loans & Advances to Related Parties includes :

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Loans to related parties -		
Subsidiary Companies		
Ladderup Wealth Management Private Limited	1,036,561	406,650
Ladderup Corporate Advisory Private Limited	—	24,665,449
Enterprises over which key management personnel and their relatives are able to exercise significant influence		
New India Spinning Company	5,465,717	4,933,030
Ladderup Corporate Advisory Private Limited	5,908,241	—
Associate Company		
Annapurana Pet Private Limited	2,542,049	—
	14,952,568	30,005,129
Amount Receivable against sale of Shares -		
Enterprises having same Key management personnel		
Ladderup Venture LLP	16,747,500	—
Key management personnel		
Mr. Sunil Goyal	1,116,500	—
Mr. Manoj Singrodia	1,116,500	—
	18,980,500	—

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

Note 15 : Revenue from Operations

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Interest Income	9,364,564	7,375,396
Others		
Net Gain from Sale of Long-term investments	26,207,160	17,716,443
Dividend		
From Others	1,398,235	1,506,989
Total	36,969,959	26,598,828

Note 16 : Employee Benefit Expenses

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Salaries, Bonus and Incentives	3,561,292	420,121
Staff Welfare Expenses	—	14,985
Total	3,561,292	435,106

Note 17 : Finance Costs

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Bank Charges	1,541	6,111
Interest Expenses	4,620,818	4,057,858
Total	4,622,359	4,063,969

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

Note 18 : Other Expenses

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Communication Costs	11,577	19,445
Insurance	5,770	14,468
Stipend	165,910	336,171
Travelling & Conveyance	192,991	15,884
Professional Fees	161,148	729,775
Board Meeting Expenses	31,012	521,374
Printing & Stationery	86,519	38,672
Advertisement	199,548	107,904
Donation	800,000	450,000
Payment to Auditors	30,000	30,000
Loss on Sale of Fixed Assets	383,327	-
Director Sitting Fees	180,000	70,000
Securities Transaction Tax	69,772	178,759
Miscellaneous Expenses	464,022	485,185
Total	2,781,596	2,997,637

Payment to Auditors includes :

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Audit Fees	22,500	22,500
Tax Audit Fees	7,500	7,500
Total	30,000	30,000

Note 19 : Earnings Per Equity Share

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Basic Earnings Per Share		
Profit Attributable to Equity Shareholders	25,465,808	17,496,752
Weighted average number of equity shares	12,852,600	12,852,600
Basic Earnings per share	1.98	1.36
Face value per share	10	10
Dilutive Earnings Per Share		
Profit after adjusting Interest on Potential Equity Shares	25,465,808	17,496,752
Weighted Average Number of Equity Shares after considering Potential Equity Shares	12,852,600	12,852,600
Dilutive Earnings Per Share	1.98	1.36
Face Value Per Share	10	10

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

Note 20 : Accompanying Notes to Accounts

A) Contingent Liabilities :

i) Disputed Income Tax Liability amounting ₹ 11,16,826. (PY ₹ 5,10,740.)

B) In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

C) Disclosure pursuant to Accounting Standard – 15 'Employee Benefits'

Actuarial Assumptions:

Services Rendered	Year Ended 31.03.2016	Year Ended 31.03.2015
Salary Growth *	6.00%	6.00%
Discount Rate	7.90%	7.80%
Withdrawal Rate	5.00%	5.00%

* The estimates of future salary increases, considered in an actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(i) Changes in the Present Value of Defined Benefit Obligation representing reconciliation of opening and closing balances thereof:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Present Value of Obligation as at the beginning of the year:	7,052	4,667
Interest Cost	550	424
Current Service Cost	11,498	5,092
Benefits Paid	—	—
Actuarial (Gain) / Loss on Obligation	43,115	(3,130)
Closing Present Value of Obligation	62,215	7,052

(ii) Actuarial Gain/ Loss Recognised in the Statement of Profit and Loss:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Actuarial Gain/ (Loss) for the year Obligation	(43,115)	3,130
Total (Gain)/ Loss for the year	(31,067)	8,646
Actuarial (Gain)/ Loss recognised during the year	43,115	(3,130)

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

(iii) The Amounts Recognised in the Balance Sheet are as follows:

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Present Value of Obligation as at the end of the year	62,215	7,052
Funded Value of Assets (Unfunded)	—	—
Net Assets / (Liability) Recognised in Balance Sheet	(62,215)	(7,052)
– Non Current Assets / Liability	(61,860)	(7,040)
– Current Assets / Liability	(355)	(12)

(iv) The Amounts Recognised in the Statement of Profit and Loss are as follows:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Current Service Cost	11,498	5,092
Past Service Cost	—	—
Interest Cost	550	424
Expected Return on Plan Assets	—	—
Net Actuarial (Gain) / Loss Recognized in the year	43,115	(3,130)
Expenses Recognised in the Statement of Profit and Loss	55,163	2,386

(V) Amounts of Gratuity for the current and previous four year are as follows:

(Amount in ₹)

Particulars	Gratuity				
	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2014*	Year Ended 31.03.2013*	Year Ended 31.03.2012*
Defined benefit obligation	(62,215)	(7,052)	—	—	—
Plan assets	—	—	—	—	—
Surplus/(deficit)	(62,215)	(7,052)	—	—	—
Experience adjustments on plan liabilities	43,657	(4,586)	—	—	—
Experience adjustments on plan assets	—	—	—	—	—
Actuarial gain/(loss) due to change in assumption	(542)	1,455	—	—	—

* Since there was no employees in the earlier years.

D) Segment Reporting

a. Basis of Preparation

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, the Company’s business activities can be classified into two segments namely Investment & Trading in Shares & Securities and Finance Activities. The information about all the segments are given below.

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

b. Information about Primary Segments –Business Segments:

i. Segment Information

(Amount in ₹)

Particulars	Year Ended 31.03.2016		Year Ended 31.03.2015	
Segment Revenue (net) from				
Investment & Trading Activities	27,605,395		19,223,432	
Finance Activities	9,364,564		7,375,396	
Total		36,969,959		26,598,828
Segment Results				
Investment & Trading Activities	27,518,066		18,942,662	
Finance Activities	4,743,746		3,317,538	
Total		32,261,812		22,260,200
Less: Unallocated Corporate Expenses		6,373,284		3,408,558
Profit before Tax		25,888,528		18,851,642
Less : Tax Expense		422,720		1,354,890
Net Profit		25,465,808		17,496,752

Note :

Fixed Assets and Other Assets used in the Company's Operations or Liabilities contracted have not been identified to any of the Reportable Segments, as the Assets are used interchangeably between Segments. Hence, it is not practicable to provide Segment Disclosures relating to total Assets and Liabilities.

E) Related Party Disclosures

a. List of Related Parties

Name of the Party	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Deepak Ladha (Up to 04/04/2015)	Executive Director
Mr. Manoj Singrodia	Director
Mr. Sanket Limbachiya	Company Secretary
Mr. Suresh Kumar (From 12/08/2015)	Chief Financial Officer
Mrs. Usha Goyal	Relative of Key Managerial Personnel & Director
Mrs. Santosh Singrodia	
Ladderup Corporate Advisory Private Limited (Up to 30/09/2015)	Subsidiary Company
Ladderup Wealth Management Private Limited	
Ladderup Foundation	A trust in which directors of Company are trustees
Annapurna Pet Private Limited	Associate Company
Ladderup Corporate Advisory Private Limited (From 01/10/2015)	Enterprises over which Key Managerial Personnel or their relatives are able to exercise significant influence
Ladderup Venture LLP	
New India Spinning Co.	

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

b. Transactions with Related Parties :

(Amount in ₹)

Name of Party	Nature of Transaction	Year Ended 31.03.2016	Year Ended 31.03.2015
Ladderup Corporate Advisory Private Limited	Loan Granted	9,400,000	18,624,037
	Purchase of Shares	23,250,000	-
	Repayment of Loan Given	8,346,417	10,643,060
	Interest Income	3,439,209	2,041,331
Ladderup Wealth Management Private Limited	Loan Granted	1,000,000	360,000
	Repayment of Loan Given	414,723	1,113,165
	Interest Income	44,634	131,651
Ladderup Insurance Broking Private Limited	Repayment of Loan Given	—	635,904
	Interest Income	—	30,963
Mr. Manoj Singrodia	Sale of Shares	1,116,500	—
Mr. Sunil Goyal	Director Remuneration	2,400,000	—
	Sale of Shares	1,116,500	—
	Deposit Received	—	400,000
	Deposit Repaid	—	400,000
Mr. Sanket Limbachiya	Salary paid	474,224	67,084
Mr. Suresh Kumar	Salary paid	490,063	—
Ladderup Foundation	Donation	800,000	450,000
Ladderup Venture LLP	Sale of Shares	16,747,500	—
Annapurna Pet Private Limited	Loan Granted	2,500,000	—
	Repayment of Loan Given	492	—
	Interest Income	4,918	—
New India Spinning Co.	Repayment of Loan Given	59,271	53,423
	Interest Income	591,958	534,531

c. Balance Outstanding of Related Parties :

Name of Party	Receivable / Payable	Year Ended 31.03.2016	Year Ended 31.03.2015
Ladderup Corporate Advisory Private Limited	Receivable	5,908,241	24,665,449
Ladderup Wealth Management Private Limited	Receivable	1,036,561	406,650
Annapurna Pet Private Limited	Receivable	2,542,049	—
Ladderup Venture LLP	Receivable	16,747,500	—
Mr. Sunil Goyal	Receivable	1,116,500	—
Mr. Sunil Goyal	Payable	51,207	—
Mr. Manoj Singrodia	Receivable	1,116,500	—
New India Spinning Co.	Receivable	5,465,717	4,933,030

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

(Amount in ₹)

Name of Party	Receivable / Payable	Year Ended 31.03.2016	Year Ended 31.03.2015
Mr. Suresh Kumar	Payable	46,035	—
Mr. Sanket Limbachiya	Payable	37,913	66,584

F. Additional Information pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 :

a) Details of Loans to Subsidiaries

(Amount in ₹)

Particulars	As at 31.03.2016		As at 31.03.2015	
	Amount	Maximum Amount Outstanding	Amount	Maximum Amount Outstanding
Ladderup Corporate Advisory Private Limited	—	—	24,665,449	24,665,449
Ladderup Wealth Management Private Limited	1,036,561	1,036,561	406,650	406,650

b) Details of Investments in Subsidiaries

No. of shares

Name of Subsidiary Company	31 st March, 2016	31 st March, 2015
Ladderup Corporate Advisory Private Limited*	43,500	290,000
Ladderup Wealth Management Private Limited	134,000	134,000

* During the year on 30th September, 2015 the company has sold 246,500 equity shares of it's 100% subsidiary company, Ladderup Corporate Advisory Private Limited (LCAPL) and there by the holding of the company in LCAPL is reduced to 15% and LCAPL ceased to be a subsidiary company w.e.f 30th September, 2015.

G) Company has transferred an amount of ₹ 50,93,162/- (P.Y. ₹ 34,99,349/-) equivalent to 20% of the Profits after Tax of the Company to Special Reserve Account in compliance with Section 451C of the Reserve Bank of India Act.

H) The previous year's figures have been re-grouped / re-classified to conform to this year's classification.

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

Abhinav Khurdia
Partner
Mem. No. 126358

Place : Mumbai
Date : 10th June, 2016

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN:00503570

Sanket Limbachiya
Company Secretary
Mem. No. A38424

Place : Mumbai
Date : 10th June, 2016

Mangala R. Prabhu
Director
DIN : 06450659

Suresh Kumar
Chief Financial Officer

BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY AS ON 31ST MARCH, 2016

[as required in terms of paragraph 13 of Non Banking Financial (Non deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

Sr. No.	Particulars	Amount outstanding	Amount overdue
(1)	LIABILITIES SIDE Loans and advances availed by the Non Banking Financial Company inclusive of interest accrued thereon but not paid: (a) Debentures : Secured Unsecured (other than falling within the meaning of Public deposits *) (b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Other Loans Please see Note 1 below	Nil Nil Nil — Nil Nil Nil Nil	NA NA NA Nil NA NA NA NA
(2)	ASSETS SIDE Break-up of Loans and Advances including bills receivables [other than those included in (4) below]: (a) Secured (b) Unsecured		Amount outstanding Nil 142,381,216 142,381,216
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities (i) Lease assets including lease rentals under sundry debtors: (a) Financial lease (b) Operating lease (ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets (iii) Other Loans counting towards AFC activities (a) Loans where assets have been repossessed (b) Loans other than (a) above		 Nil Nil Nil Nil Nil Nil
(4)	Break-up of Investments: Current Investments: 1 Quoted: (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds		 Nil Nil Nil

(5)	Borrower group - wise classification of assets financed as in (2) and (3) above	Amount net of Provisions		
	Please see Note 2 below			
	Category			
	1. Related Parties (a) Subsidiaries (b) Companies in the same group (c) Other related parties	Secured	Unsecured	Total
		Nil	1,036,561	1,036,561
		Nil	Nil	Nil
		Nil	32,996,507	32,996,507
Nil		108,348,148	108,348,148	
2. Other than related parties				
	Total	Nil	142,381,216	142,381,216

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	6,711,290	5,360,000
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	47,225,111	27,155,155
	2. Other than related parties	319,856,262	237,720,496
	Total	373,792,663	270,235,646

(7)	Other Information	Amount
	Particulars	
(i)	Gross Non-Performing Assets	Nil
	(a) Related parties	Nil
	(b) Other than related parties	Nil
(ii)	Net Non-Performing Assets	Nil
	(a) Related parties	Nil
	(b) Other than related parties	Nil
(iii)	Assets acquired in satisfaction of debt	Nil

Notes :

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LADDERUP FINANCE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ladderup Finance Limited (hereinafter referred to as "the Holding Company"), its subsidiaries and its associate (the Holding Company, its subsidiaries and its associate together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

The Consolidated financial statements include the Group's Share of net loss of ₹ 9.05 lakh for the year ended March 31st, 2016 as considered in consolidated financial results, in respect of an associate. The financial statements/financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of said associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements/financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary Companies none of the directors of the Group Companies is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”;
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 25 (A)(i) to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary Companies.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Abhinav Khurdia
Partner
Mem No : 126358

Place : Mumbai
Date : 10th June, 2016

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Annexure - A to the Auditor's Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting of Ladderup Finance Limited (hereinafter referred to as "the Holding Company"), its subsidiary companies and its associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

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 ICAI 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 issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matter

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting do not include one associate, which is company incorporated in India, as financial statements of the said associate is unaudited.

For Khurdia Jain & Co.
Chartered Accountants
Firm Regn. No.: 120263W

Abhinav Khurdia
Partner
Mem No : 126358

Place : Mumbai
Date : 10th June, 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

Particulars	Note Nos.	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	128,526,000	128,526,000
Reserves and Surplus	3	240,226,956	256,867,055
		368,752,956	385,393,055
Minority Interest		1,325,561	2,732,194
Non-Current Liabilities			
Long-term Provisions	4	754,585	2,862,963
		754,585	2,862,963
Current Liabilities			
Short-term Borrowings	5	32,607,342	32,629,780
Trade Payables	6	487,824	2,433,870
Other Current Liabilities	7	6,044,090	11,153,487
Short-term Provisions	8	4,619,566	4,101,049
		43,758,822	50,318,186
	Total	414,591,924	441,306,398
ASSETS			
Non-current Assets			
Fixed Assets	9		
- Tangible Assets		2,567,190	7,474,095
- Intangible Assets		121,815	401,439
		2,689,005	7,875,534
Non-current Investments	10	257,512,542	257,090,757
Deferred Tax Assets (Net)	11	363,751	10,431,462
Long-term Loans and Advances	12	39,972,179	56,330,213
		300,537,477	331,727,965
Current Assets			
Current Investments	13	-	1,003,228
Trade Receivables	14	6,790,794	31,005,858
Cash and Bank Balances	15	2,621,322	9,324,602
Short-term Loans and Advances	16	104,642,331	68,205,297
Other Current Assets	17	-	39,448
		114,054,447	109,578,433
	Total	414,591,924	441,306,398
Significant Accounting Policies	1		
Accompanying Notes to Accounts	24		

In terms of our Report of even date

For Khurdia Jain & Co.

Chartered Accountants

Abhinav Khurdia

Partner

Mem. No. 126358

For and on behalf of the Board of Directors

Sunil Goyal

Managing Director

DIN : 00503570

Mangala R. Prabhu

Director

DIN : 06450659

Sanket Limbachiya

Company Secretary

Mem. No. A38424

Suresh Kumar

Chief Financial Officer

Place : Mumbai

Date : 10th June, 2016

Place : Mumbai

Date : 10th June, 2016

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

(Amount in ₹)

Particulars	Note Nos.	Year Ended 31.03.2016	Year Ended 31.03.2015
REVENUE			
Revenue from Operations	18	69,725,000	98,597,828
Other Income	19	361,749	443,801
		70,086,749	99,041,629
EXPENSES			
Employee Benefits Expenses	20	32,863,344	54,887,555
Finance Costs	21	4,641,225	4,161,567
Depreciation and Amortisation Expenses	9	864,178	2,116,093
Other Expenses	22	19,808,594	34,855,337
		58,177,341	96,020,552
Profit Before Tax		11,909,408	3,021,077
Less : Tax Expenses			
Current Tax		5,345,978	4,671,000
Minimum Alternate Tax Credit Entitlement		(4,839,495)	(2,844,729)
Minimum Alternate Tax of earlier years		(30,613)	3,269
Deferred Tax	11	(109,607)	(5,464,038)
Taxation of Earlier Years		13,406	(23,453)
Profit for the Year before Minority Interest		11,529,739	6,679,028
Less : Minority Interest		(1,406,633)	1,004,868
Less : Current year profit/(loss) share of Associates		(9,04,960)	—
Profit for the Year		12,031,412	5,674,160
Earnings Per Equity Share:	23		
(Nominal Value of ₹ 10 each)			
- Basic		0.94	0.44
- Diluted		0.94	0.44
Significant Accounting Policies	1		
Accompanying Notes to Accounts	24		

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

Abhinav Khurdia
Partner
Mem. No. 126358

Place : Mumbai
Date : 10th June, 2016

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN : 00503570

Sanket Limbachiya
Company Secretary
Mem. No. A38424

Place : Mumbai
Date : 10th June, 2016

Mangala R. Prabhu
Director
DIN : 06450659

Suresh Kumar
Chief Financial Officer

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

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
A. Cash Flow from Operating Activities		
Profit before Tax	11,909,408	3,021,077
Adjustments for:		
Depreciation on Fixed Assets	864,178	2,116,093
Loss on Sale of Fixed Assets	383,327	—
Profit on Sale of Fixed Assets	(165,302)	—
Interest Expense	4,620,818	4,142,515
Interest Income	(91,049)	(220,439)
Dividend	(85,658)	(203,634)
Loss /(Profit) from sale of investments (Net)	277	—
Operating Profit before Working Capital Changes	17,435,999	8,855,612
Adjustments for :		
(Increase) / Decrease in Trade Receivables	(2,933,576)	13,403,252
(Increase) / Decrease in Short-Term Loans and Advances	(15,739,758)	14,844,860
(Increase) / Decrease in Long-Term Loans and Advances	(1,206,898)	(1,414,776)
(Increase) / Decrease in Other Current Assets	(22,000)	700,471
(Increase) / Decrease in Non- Current Investments	(8,311,192)	(46,123,965)
(Increase) / Decrease in Current Investments	—	2,021,712
Increase / (Decrease) in Trade Payables	(73,228)	242,782
Increase / (Decrease) in Other Current Liabilities	1,061,747	4,583,384
Increase / (Decrease) in Short Term Provisions	48,676	578,906
Increase / (Decrease) in Long Term Provisions	123,852	677,941
Cash Generated from Operations	(9,616,378)	(1,629,821)
Income Tax paid	(5,336,022)	(9,330,060)
Net Cash Inflow from/ (Outflow) from operating Activities (A)	(14,952,400)	(10,959,882)
B. Cash Flow from Investing Activities		
Purchase of Investments	—	(8,500,000)
Investment in Limited Liability Partnership Firm	—	(526,302)
Sale Proceeds from Investments	1,282,951	7,496,772
Purchase of Fixed Assets	(1,201,933)	(989,442)
Sale Proceeds from Fixed Assets	680,000	—
Share Application Money	(73,500)	7,125,000
Interest Received	91,049	220,439
Dividend Received	85,658	203,634
Net Cash Outflow from Investing Activities (B)	864,225	5,030,101

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

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
C. Cash Flow from Financing Activities		
Proceeds from Short Term Borrowings	11,297,167	25,353,266
Interest paid	(4,620,818)	(4,142,515)
Dividend and Taxes paid thereon	–	(7,518,450)
Net Cash Inflow from Financing Activities (C)	6,676,349	13,692,301
Net Increase in Cash and Cash Equivalents (A+B+C)	(7,411,826)	7,762,520
Add : Opening Cash and Cash Equivalents	7,797,267	4,437,668
Less - Adjustment on account of Subsidiary cease to be exist	(2,235,881)	2,875,585
Closing Cash and Cash Equivalents	2,621,322	9,324,603

Notes:

- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows :

Particulars	As at 31.03.2016	As at 31.03.2015
Cash in Hand	274,687	242,374
Bank Balances	2,346,635	9,082,229
- In Current account		
	2,621,322	9,324,603

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

Abhinav Khurdia
Partner
Mem. No. 126358

Place : Mumbai
Date : 10th June, 2016

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN : 00503570

Sanket Limbachiya
Company Secretary
Mem. No. A38424

Place : Mumbai
Date : 10th June, 2016

Mangala R. Prabhu
Director
DIN : 06450659

Suresh Kumar
Chief Financial Officer

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

Note 1: Significant Accounting Policies

(A) Basis of preparation of financial statements

- a. The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014.
- b. Financial Statements are based on historical cost convention and are prepared on accrual basis

(B) Principles of Consolidation

The consolidated financial results comprise of the financial statements of Ladderup Finance Limited (LFL) and its subsidiaries Ladderup Corporate Advisory Private Limited (LCAPL) (Which cease to exist from 1st October, 2015) ,Ladderup Wealth Management Private Limited (LWMPL) and associate Annapurna Pet Private Limited, which are consolidated in accordance with the Accounting Standard 21 on "Consolidated Financial Statements" and Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial Statements" respectively.

The Consolidated Financial Statements relate to Ladderup Finance Limited ('The Company') and its Subsidiaries and Associates have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.
- ii) The financial statements of the Company has been accounted under the equity method as per Accounting standard 23 on accounting for Investments in Associates in Consolidated Financial Statements
- iii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iv) The excess of cost to the Company of its investments in the subsidiaries over its portion of equity of subsidiaries at the dates they become subsidiaries is recognised in the financial statements as goodwill.
- v) The excess of Company's portion of equity of the subsidiaries over the cost to the Company of its investments at the dates they become subsidiaries is recognised in the financial statements as capital reserve.

(C) Other Significant Accounting Policies

i) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognised in the periods in which the results are known/ materialise.

ii) Revenue Recognition

- a) Profit or Loss from dealing in shares and securities are recognized on settlement dates.
- b) Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- c) Fees for Corporate Advisory Services related consultancy are accounted for on the substantial completion of assignment.
- d) Brokerage/Commission from each Fund House is recognised by the Company on the basis of the statements generated by the main registrar on periodic basis.
- e) Dividend on shares is being considered when the right to receive payment is established.
- f) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

iii) Fixed Assets

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

iv) Depreciation and Amortisation

- a) Depreciation on Fixed Assets is provided on 'Straight Line Method' considering their useful lives and residual value as provided in Schedule II of Companies Act, 2013.
- b) Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

v) Impairment of Fixed Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

vi) Investments

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent diminution in value. Investments other than long-term investments being current investments are valued at cost or fair value whichever is lower.

vii) Borrowing Costs

Borrowing costs are recognised as an expense in the period in which they are incurred except the borrowing cost attributable to be acquisitions\constructions of a qualifying assets which are capitalised as a part of the cost of the fixed assets, up to the date, the assets are ready for its intended use.

viii) Miscellaneous Expenditure

- a) Preliminary expenses are amortized in the year in which they are incurred.
- b) Expenses on preferential issue of shares/warrants are written off against the securities premium received.

ix) Employee Benefits

- a) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

x) Provisions and Contingent Liabilities

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets, when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- b) Contingent Liabilities are recognised only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

xi) Foreign Currency Transactions

- a) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.
- b) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realisation is charged to the Statement of Profit & Loss.
- c) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognised in the statement of Profit and Loss.

xii) Accounting for Taxation of Income

Current Taxes

Provision for current income-tax is recognised in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

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

Note 2 : Share Capital

a. Details of Authorised, Issued, Subscribed and Paid-up Capital

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Authorised Capital		
15,000,000 Equity Shares of ₹ 10/- each	150,000,000	150,000,000
Issued, Subscribed and Paid-up Capital		
12,852,600 Equity Shares of ₹ 10/- each, fully paid-up	128,526,000	128,526,000

b. Terms & Conditions

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

In the event of liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

c. Shareholders having more than 5% Shareholding

Name of Shareholders	As at 31.03.2016		As at 31.03.2015	
	No. of Equity Shares held	Percentage	No. of Equity Shares held	Percentage
Quiet Enterprises LLP	3,840,199	29.88%	3,685,500	28.68%
Sonu Portfolio Services Private Limited	1,640,850	12.77%	1,640,850	12.77%
Deepak Ghanshyam Ladha (Held on behalf on Shikha Financial Services)	642,880	5.00%	642,880	5.00%
Indianivesh Capitals Limited	840,000	6.54%	840,000	6.54%
Nabhshika Financial Advisory Private Limited	689,702	5.37%	689,702	5.37%

d. Reconciliation of Number of Shares

(Amount in ₹)

Particulars	As at 31.03.2016		As at 31.03.2015	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	12,852,600	128,526,000	12,852,600	128,526,000
Shares issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	12,852,600	128,526,000	12,852,600	128,526,000

**ACCOMPANYING NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

Note 3 : Reserves and Surplus

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
a. Capital Reserves		
Opening Balance	300,000	300,000
Closing Balance	300,000	300,000
b. Securities Premium account		
Opening Balance	138,500,000	138,500,000
Closing Balance	138,500,000	138,500,000
c. Revaluation Reserve		
Opening Balance	928,954	950,899
Less : Written back in current Year	21,945	21,945
Closing Balance	907,009	928,954
d. General Reserve		
Opening Balance	6,700,000	6,700,000
Add / (Less) : Adjustment for subsidiary ceased during the year	(6,450,000)	—
Closing Balance	250,000	6,700,000
e. Special Reserve under section 45IC of RBI Act		
Opening Balance	23,470,728	19,971,379
Add : Transfer during the Year	5,093,162	3,499,350
Closing Balance	28,563,890	23,470,729
f. Surplus in the Statement of Profit and Loss :		
Opening Balance	86,967,371	83,380,785
Add : Net profit for the Year	12,031,412	5,674,160
Less : Adjustment as refer to Note No. 7 (b) of Schedule II of Companies Act, 2013 (Net of Deferred Tax) (Refer Note No. 25 (G))	—	401,415
Add / (Less) : Adjustment for subsidiary ceased during the year	(15,741,422)	1,813,192
Less: Share of accumulated profit/(loss) of associate	(6,458,143)	—
Less : Transfer to Reserves	5,093,162	3,499,350
Closing Balance	71,706,057	86,967,372
Total	240,226,956	256,867,055

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

Note 4 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits :		
Gratuity	754,585	2,862,963
Total	754,585	2,862,963

Note 5 : Short-term Borrowings

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Inter - Corporate Deposit		
Secured		
Loans from Others - Inter Corporate Deposit	29,000,000	29,022,439
Unsecured		
Loans from Others - Inter Corporate Deposit	3,607,342	3,607,341
Total	32,607,342	32,629,780

Secured Loan from Others includes

- i) Loan from Indianivesh Capital Limited amounting to ₹ 29,319,187 (PY ₹ 5,022,439) carrying interest rate of 13% p.a. The loan is repayable in March, 2017. The loan is secured against pledge of some of the shares held by the Company as non-current investment.
- ii) Loan from Bajaj Finance Limited amounting to ₹ Nil (PY ₹ 24,000,000) carrying interest rate of 14% p.a. The loan is repaid in January, 2016. The loan is secured against pledge of some of the shares held by the Company as non-current investment.

Note 6 : Trade Payable

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Trade Payables *		
Due to Micro, Small and Medium Enterprises	—	—
Other than Micro, Small and Medium Enterprises	487,824	2,433,870
Total	487,824	2,433,870

* As on 31st March, 2016 there are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006.

**ACCOMPANYING NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

Note 7 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Interest Accrued but not due	319,187	230,000
Duties & Taxes Payable	1,292,069	4,792,348
Advance from Clients	—	35,809
Unclaimed Dividend	456,770	456,820
Expenses Payable	3,827,948	5,519,298
Other Current Liabilities	148,116	119,212
Total	6,044,090	11,153,487

Note 8 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits		
Bonus	162,868	420,806
Gratuity	35,666	78,782
Others		
Income Tax Provisions (Net of Advance Tax & TDS)	4,421,032	3,601,461
Total	4,619,566	4,101,049

Note 10 : Non-current Investments

(Valued at cost, unless stated otherwise)

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015
Non Trade Investments					
Investment in Equity Instruments-Quoted					
Ahluwalia Contracts (India) Limited	75,000	98,000	Fully Paid	4,386,479	5,135,992
Asian Paints Limited	4,000	4,000	Fully Paid	2,410,035	2,410,035
BASF India Limited	5,000	5,000	Fully Paid	4,877,184	4,877,184
Bharat Wire Repos Limited	9,441	—	Fully Paid	424,845	—
Camlin Fine Chem Limited	10,000	30,000	Fully Paid	360,791	1,056,681
Capman Financials Limited	50,000	50,000	Fully Paid	500,000	500,000
Dhanuka Agritech Limited	8,000	8,000	Fully Paid	1,045,632	1,045,632
Future Consumer Enterprise Limited	100,000	27,839	Fully Paid	1,314,924	338,905

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

Note 9 : Fixed Assets

(Amount in ₹)

Particulars	Gross Block				Accumulated Depreciation				Net Block			
	As at 01.04.2015	Additions during the year	Adjustment on sale of Subsidiary	Deletions during the year	As at 31.03.2016	Up to 31.03.2015	Depreciation charged for the year	Adjustment due to revaluations	Adjustment on sale of Subsidiary	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
Tangible Assets												
Premises	2,078,750	-	-	-	2,078,750	705,800	10,489	21,945	-	738,234	1,340,516	1,372,950
Furniture & Fixtures	2,591,495	116,826	2,591,495	-	116,826	1,128,749	130,689	-	(1,248,431)	11,007	105,819	1,462,746
Vehicles	9,470,246	808,826	6,434,848	3,035,398	808,826	5,952,859	377,148	(2,137,374)	(4,176,845)	15,788	793,038	3,517,387
Office Equipments	251,915	-	148,815	-	103,100	227,724	6,964	-	(144,311)	90,377	12,723	24,191
Computers	3,915,575	276,281	2,764,625	-	1,427,231	3,115,824	222,710	-	(2,225,672)	1,112,862	314,369	799,751
Electric Installations	531,523	-	531,523	-	-	236,938	24,522	-	(261,460)	-	-	294,585
Air Conditioners	397,059	-	344,506	-	52,553	394,575	1,760	-	(344,506)	51,829	724	2,484
Total	19,236,563	1,201,933	12,815,812	3,035,398	4,587,286	11,762,469	774,282	21,945	(8,401,225)	2,020,096	2,567,190	7,474,095
Previous Year	18,743,768	538,945	-	46,050	19,236,563	9,204,478	1,990,056	21,945	(619,343)	11,762,468	7,474,095	9,539,291
Intangible Assets												
Computer Software	846,118	-	403,774	-	442,344	444,679	89,896	-	(214,046)	320,529	121,815	401,439
Total	846,118	-	403,774	-	442,344	444,679	89,896	-	(214,046)	320,529	121,815	401,439
Previous Year	390,940	460,168	-	4,990	846,118	323,225	126,037	-	(4,583)	444,679	401,439	67,715

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

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015
GVK Power & Infrastructure Limited	255,000	—	Fully Paid	2,226,698	—
Hester Biosciences Limited	100,000	113,500	Fully Paid	11,492,770	12,750,757
India Nivesh Limited	1,750,000	1,750,000	Fully Paid	73,250,000	70,000,000
Ipca Laboratories Limited	5,000	6,500	Fully Paid	3,446,916	4,498,914
JB Chemicals & Pharmaceuticals Limited	13,849	—	Fully Paid	3,630,348	—
Kalyani Steels Limited	—	21,000	Fully Paid	—	2,144,526
LIC Housing Finance Limited	25,000	25,000	Fully Paid	5,566,674	5,566,674
L & T Limited	5,000	8,500	Fully Paid	6,915,494	10,817,295
Lupin Limited	2,500	2,500	Fully Paid	1,034,801	1,034,801
Mahindra & Mahindra Limited	2,000	2,000	Fully Paid	885,252	885,252
Marksans Pharma Limited	25,000	50,000	Fully Paid	921,879	1,309,039
Nestle India Limited	500	500	Fully Paid	2,479,838	2,479,838
Onmobile Global Limited	20,000	25,000	Fully Paid	1,627,354	1,885,886
Pidilite Industries Limited	5,000	5,000	Fully Paid	1,775,484	1,775,484
Ramco Industries Limited	—	25,000	Fully Paid	—	1,944,907
SML Isuzu Limited	2,500	—	Fully Paid	2,723,349	—
South India Paper Mills Limited	23,000	—	Fully Paid	2,034,977	—
Sun Pharma Advanced Research Company Limited	7,000	7,000	Fully Paid	1,427,027	1,427,027
Universal Cables Limited	10,000	—	Fully Paid	876,911	—
Vaibhav Global Limited	—	10,000	Fully Paid	—	1,753,639
	2,512,790	2,274,339	(A)	137,635,657	135,638,468
Investment in Equity Instruments - Unquoted Investment in Associates					
Annapurna Pet Pvt. Limited (Including Goodwill of ₹ 1,81,08,801)	304,210	316,290	Fully Paid	30,421,000	31,629,000
Add/(less) - Share of accumulated profit/(loss)				(6,458,143)	—
Add (less) - Share of current year profit/(loss)				(904,960)	—
				23,057,897	31,629,000
Invent Bio-Media Pvt. Ltd.	100,000	100,000	Fully Paid	4,000,000	4,000,000
Algorhythm Tech Pvt. Ltd.	15	15	Fully Paid	5,625	5,625
JRI Technologies Pvt. Ltd.	58,060	58,060	Fully Paid	7,000,000	7,000,000
Esskay Auto Finance Ltd.	2,707	2,707	Fully Paid	7,124,824	7,124,824

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

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31.03.2016	As at 31.03.2015		As at 31.03.2016	As at 31.03.2015
Jumboking Foods Pvt. Ltd.	98,901	98,901	Fully Paid	8,855,155	8,855,155
Parag Milk & Milk Products Pvt. Ltd.	600,000	200,000	Fully Paid	12,500,000	12,500,000
Lotus Spaces Pvt. Ltd.	90,000	100,000	Fully Paid	1,800,000	2,000,000
Tops Security Ltd.	40,900	40,900	Fully Paid	2,863,000	2,863,000
Gini & Jony Ltd.	1,266,636	1,266,636	Fully Paid	40,894,760	40,894,760
Ladderup Corporate Advisory Private Limited	43,500	—	Fully Paid	4,350,000	—
	2,257,219	1,577,219	(B)	112,451,261	116,872,364
Total Investment in Equity Instruments	4,770,009	3,851,558	(A)+(B)	250,086,918	252,510,832
Investments in Preference Shares					
Algorhythm Tech. Pvt. Limited	1,319	1,319	Fully Paid	494,625	494,625
Annapurna Pet Pvt. Limited (Including Goodwill of ₹ 1,81,08,801)	69,310	35,590	Fully Paid	6,931,000	3,559,000
	70,629	36,909		7,425,625	4,053,625
Investment in Limited Liability Partnership					
Expandus HR India LLP				—	526,302
	—			—	526,302
Total	4,840,638	3,888,467		257,512,542	257,090,757

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Aggregate Market Value of Quoted Investments	219,771,428	236,800,630
Aggregate Book Value of Quoted Investments	137,635,662	135,638,466
Aggregate Book Value of Unquoted Investments	127,239,989	120,925,989

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

Note 11 : Deferred Tax Assets (Net)

The major components of Deferred Tax Liability/(Asset) as recognised in the Financial Statement are as follows:

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Deferred Tax Asset		
Fixed Assets : Impact of difference between Tax Depreciation and Depreciation charged for the Financial Reporting	67,454	423,910
Impact of Expenditure charged to the Statement of Profit and Loss in the current year but allowed for Tax purpose on payment basis :	296,297	1,039,305
Other		
Carry forward Business Loss and Unabsorbed Depreciation	—	8,968,247
Net	363,751	10,431,462

Note 12 : Long-term Loans and Advances

(Unsecured, considered good)

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Security Deposits		
- To Others	12,500	4,257,996
Loans and Advances		
- To Others	25,875,029	25,298,042
Other Loans and Advances		
Share Application Money		
- To Others	73,500	—
Advance Tax & TDS	1,712,083	19,345,216
Minimum Alternate Tax Credit Entitlement	12,299,067	7,428,959
Total	39,972,179	56,330,213

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

Note 13 : Current Investments

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
(Valued at lower of cost or fair value, unless stated otherwise)		
Investments in Mutual Funds		
Birla Sunlife Saving Fund- Daily Dividend	—	1,003,228
Total	—	1,003,228

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Aggregate NAV of Unquoted Investments	—	1,003,228
Aggregate Book Value of Unquoted Investments	—	1,003,228

Note 14 : Trade Receivables

(Unsecured, considered good)

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Outstanding for a period exceeding six months from the date they are due for payment	2,202,186	16,401,675
Other Debts	4,588,608	14,604,183
Total	6,790,794	31,005,858

Trade Receivable from Related Parties :

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Trade Receivable includes debt due from Enterprises having same Key Management Personnel :		
Outstanding for a period exceeding six months from the date they are due for payment		
Annapurana Pet Private Limited	—	985,959

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

Note 15 : Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Balances with banks		
- Current account	1,889,865	8,127,145
Cash in Hand	274,687	242,374
Other Bank Balance		
Fixed deposit with Maturity of 3 to 12 months	—	498,263
Unclaimed Dividend	456,770	456,820
Total	2,621,322	9,324,602

Note 16 : Short Term Loans and Advances

(Unsecured, considered good)

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Loans and Advances		
- To Related Parties	13,916,007	4,933,030
- To Others	63,766,321	61,996,329
Other Loans and Advances		
Prepaid Expenses	96,924	498,174
Staff Advance	182,279	455,290
Advance Recoverable in Cash or in Kind	7,600,300	322,474
Amount Receivable against sale of Shares		
- From Related Parties	18,980,500	—
- From Others	100,000	—
Total	104,642,331	68,205,297

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

Loans & Advances to Related Parties includes :

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Enterprise over which Relatives of Key Management Personnel are able to exercise significant influence :		
New India Spinning Company	5,465,717	4,933,030
Ladderup Corporate Advisory Private Limited	5,908,241	—
Associate Company		
Annapurana Pet Private Limited	2,542,049	—
Amount Receivable against sale of Shares -		
Enterprises having same Key management personnel	—	—
Ladderup Venture LLP	16,747,500	—
Key Management Personnel		
Mr. Sunil Goyal	1,116,500	—
Mr. Manoj Singrodia	1,116,500	—
	18,980,500	4,933,030

Note 17 : Other Current Assets

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Interest Accrued	—	39,448
Total	—	39,448

Note 18 : Revenue from Operation

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Interest income	7,530,099	5,171,451
Net Gain from Sale of Long-term Investments	22,876,660	20,381,595
Financial & Management Consultancy Fees	19,064,814	38,876,829
Brokerage & Commission and Investment Advisory Services	18,855,192	32,660,964
Dividends	1,398,235	1,506,989
Total	69,725,000	98,597,828

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

Note 19 : Other Income

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Interest Received	91,049	274,155
Interest on Income Tax Refund	19,740	44,459
Dividends	85,658	124,462
Net Gain from Sale of Shares & Securities	—	725
Profit on Sale of Fixed Assets	165,302	—
Total	361,749	443,801

Note 20 : Employee Benefits Expenses

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Salaries, Bonus and Incentives	31,964,856	53,361,410
Contribution to Provident Fund	453,749	614,838
Staff Welfare Expenses	444,739	911,307
Total	32,863,344	54,887,555

Note 21 : Finance Cost

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Bank Charges	20,407	19,052
Interest Expenses	4,620,818	4,142,515
Total	4,641,225	4,161,567

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

Note 22 : Other Expenses

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Rent	4,805,088	8,475,692
Communication Costs	570,037	735,671
Insurance	60,514	168,991
Stipend	165,910	336,171
Sub-commision & Brokerage	207,870	864,644
Repair & Maintenance (Others)	49,272	269,143
Electricity	472,111	898,385
Travelling & Conveyance	3,794,601	1,956,534
Professional Fees	1,728,874	5,021,381
Marketing Expense	—	6,000,000
Board Meeting Expenses	31,012	521,374
Printing & Stationery	275,572	591,912
Vehicle Maintenance	1,570,575	2,271,262
Share of Loss from LLP	—	1,073,698
Advertising and Business Promotion	847,167	584,246
Donation	800,000	450,000
Payment to Auditors	50,000	85,000
Office Expenses	471,900	855,799
Loss on Sale of Fixed Assets	383,327	—
Conference & Seminar	91,774	63,716
Sundry Balance Written Off	819,468	512,629
Director Sitting Fees	180,000	70,000
Membership & Subscription	499,130	874,941
Securities Transaction Tax	69,772	178,759
Miscellaneous Expenses	1,864,620	1,995,390
Total	19,808,594	34,855,337

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

Note 23 : Earning Per Equity Share

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Basic Earnings per Share		
Profit Attributable to Equity Shareholders	12,031,412	5,674,160
Weighted Average Number of Equity Shares	12,852,600	12,852,600
Basic Earnings per Share	0.94	0.44
Face value per Share	10	10
Dilutive Earnings per Share		
Profit after adjusting Interest on Potential Equity Shares	12,031,412	5,674,160
Weighted Average Number of Equity Shares after Considering Potential Equity Shares	12,852,600	12,852,600
Dilutive Earnings per Share	0.94	0.44
Face Value per Share	10	10

Note 25 : Accompanying Notes to Accounts

A) Contingent Liabilities & Capital Commitment:

i) Disputed Income Tax Liability amounting ₹ 1,116,826. (PY ₹ 510,740.)

B) In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

C) Segment Reporting

Basis of Preparation

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, the Company’s business can be classified into four segments namely Investment & Trading in Shares and Securities, Financial & Management Consultancy, Finance Activities and Investment Advisory Services. The information about all the segments are as below:

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

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Segment Revenue (Net) from Sales to External Customers		
Investment & Trading Activities	27,605,395	19,223,432
Consultancy Services	19,064,814	38,876,829
Finance Activities	9,364,564	7,375,396
Investment Advisory Services	18,855,192	32,660,964
Total Segment Revenue	74,889,965	98,136,621
Less : Inter Segment Revenue	1,834,465	2,203,945
Less : Elimination of profit/(loss) on sale of subsidiary	3,330,500	(2,665,152)
Net Income from Operations	69,725,000	98,597,828
Segment Results :		
Investment & Trading Activities	24,187,566	21,607,814
Consultancy Services	(6,614,094)	(23,170,255)
Finance Activities	4,743,746	3,317,538
Investment Advisory Services	(4,410,974)	4,223,609
Total	17,906,244	5,978,706
Less: Unallocated Corporate Expenses	6,358,585	3,401,431
Add: Unallocated Income	361,749	443,801
Profit Before Tax	11,909,408	3,021,076
Less : Tax Expense	379,669	(3,657,951)
Net Profit	11,529,739	6,679,028

Note :

Fixed assets and other assets used in the Company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets are used interchangeably between segments. Hence, it is not practicable to provide segment disclosures relating to total assets and liabilities.

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

D) Related Party Disclosures

a. List of Related Parties

Name of the Party	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Manoj Singrodia	Director
Mr. Deepak Ladha (Up to 04/04/2015)	Executive Director
Mr. Sanket Limbachiya	Company Secretary
Mr. Suresh Kumar (From 12/08/2015)	Chief Financial Officer
Mrs. Usha Goyal	Relative of Key Managerial Personnel & Director
Mrs. Santosh Singrodia	
Ladderup Foundation	A trust in which directors of Company are trustees
Annapurna Pet Private Limited	Associate Company
Ladderup Corporate Advisory Private Limited (after 01/10/2015)	Enterprise over which Key Managerial Personnel are able to exercise significant Influence
Ladderup Venture LLP	
New India Spinning Co.	
SGCO & Co.	

b. Transactions with Related Parties :

(Amount in ₹)

Name of Party	Nature of Transaction	Year Ended 31.03.2016	Year Ended 31.03.2015
Mr. Sunil Goyal	Director Remuneration	3,600,000	4,200,000
	Sale of Shares	1,116,500	—
	Rent Paid	—	225,000
Mr. Manoj Singrodia	Sale of Shares	1,116,500	—
Mr. Deepak Ladha (up to 04/04/2015)	Director Remuneration	—	3,883,500
Mr. Harsha Saxena (up to 31/03/2015)	Director Remuneration	—	3,656,004
Mr. Sanket Limbachiya	Salary Paid	474,224	67,084
Mr. Suresh Kumar	Salary Paid	490,063	—
Ladderup Foundation	Donation Paid	800,000	450,000
Ladderup Venture LLP	Sale of Shares	16,747,500	—
Annapurna Pet Private Limited	Loan Granted	2,500,000	—
	Repayment of Loan Given	492	—
	Interest	4,918	—
New India Spinning Co.	Repayment of Loan Given	59,271	53,423
	Interest Income	591,958	534,531
SGCO & Co.	Professional Fees Paid	—	415,000

c. Balance Outstanding of Related Parties

(Amount in ₹)

Name of Party	Receivable/Payable	Year Ended 31.03.2016	Year Ended 31.03.2015
Mr. Sunil Goyal	Receivable	1,116,500	50,000
	Payable	51,207	—
Mr. Manoj Singrodia	Receivable	1,116,500	—
Mr. Harsha Saksena	Payable	—	215,823
Mr. Deepak Ladha	Payable	—	231,446
Annapurna Pet Private Limited	Receivable	2,542,049	—
Ladderup Venture LLP	Receivable	16,747,500	—
New India Spinning Company	Receivable	5,465,717	4,933,030
Mr. Suresh Kumar	Payable	46,035	—
Mr. Sanket Limbachiya	Payable	37,913	66,584

E) Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’

Actuarial Assumption

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Salary Growth *	6.00%	6.00%
Discount Rate	9.10%	9.10%
Withdrawal Rate	5.00%	5.00%

* The estimates of future salary increases, considered in a actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(i) Changes in the Present Value of defined benefit obligation representing reconciliation of opening and closing Balances thereof:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Present Value of Obligation as at the beginning of the year:	2,941,745	2,259,169
Interest Cost	49,100	201,716
Current Service Cost	212,959	669,040
Benefits Paid	—	(222,577)
Actuarial (Gain) / Loss on Obligation	(116,207)	39,842
Closing Present Value of Obligation	790,251	2,941,745

(ii) Actuarial Gain/ Loss recognised in the Statement of Profit and Loss:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Actuarial Gain/ (Loss) for the year Obligation	116,207	256,680
Total (Gain)/ Loss for the year	59,622	878,115
Actuarial (Gain)/ Loss recognised during the year	(116,207)	(256,680)

(iii) The amounts recognised in the Balance Sheet are as follows:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Present Value of Obligation as at the end of the year	3,701,094	2,941,745
Funded Value of Assets (Unfunded)	—	—
Net Assets / (Liability) Recognised in Balance Sheet	(790,251)	(2,941,745)
- Non Current Assets / Liability	(754,585)	(2,862,963)
- Current Assets / Liability	(35,666)	(78,782)

(iv) The amounts recognised in the statement of profit and loss are as follows:

(Amount in ₹)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Current Service Cost	212,959	669,040
Past Service Cost	—	—
Interest Cost	49,100	201,292
Expected Return on Plan Assets	—	—
Net Actuarial (Gain) / Loss recognized in the year	(116,207)	39,842
Expenses Recognised in the Statement of Profit and Loss	145,852	910,597

(v) Amounts of Gratuity for the current and previous four year are as follows:

Gratuity					
Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2014	Year Ended 31.03.2013	Year Ended 31.03.2012
Defined benefit obligation	(790,251)	(644,399)	(565,209)	(421,652)	(249,606)
Plan assets	—	—	—	—	—
Surplus/(deficit)	(790,251)	(644,399)	(565,209)	(421,652)	(249,606)
Experience adjustments on plan liabilities	(102,772)	(139,740)	5,749	(20,799)	(28,794)
Experience adjustments on plan assets	—	—	—	—	—
Actuarial gain/(loss) due to change in assumption	(159,864)	(36,385)	(62,414)	16,513	5,059

F) Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

Expenditure in Foreign Currency (On Payment Basis)

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
Subscription Expenses (Web Access)	—	580,951
Foreign Travelling Expenses	461,723	—
Total	461,723	5,80,951

G) Effective from April 1, 2014, the Company has charged depreciation on its assets base on their useful life as stipulated under Schedule II of the Companies Act, 2013. Based on the transitional provision as provided in Note 7 (b) of Schedule II, ₹ 401,415 (Net of deferred tax) has been adjusted against opening balance of retained earning.

H) Additional information as required under schedule III of Companies Act, 2013, of enterprises consolidated as Subsidiary.

(Amount in ₹)

Name of the Enterprised	Net Assets i.e. Total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount
Parent				
Ladderup Finance Limited	100.62	372,388,208	192.24	23,128,808
Subsidiaries				
Ladderup Corporate Advisory Private Limited	—	—	(37.97)	(4,567,912)
Ladderup Wealth Management Private Limited	1.01	3,727,851	(35.06)	(4,217,891)
Minority Interest in all subsidiaries	0.36	1,325,561	(11.69)	(1,406,633)
Profit/(loss) share of Associates	(1.99)	(7,363,103)	(7.52)	(904,960)
Total	100	370,078,516	100	12,031,412

J) The previous year's figures have been re-grouped / re-classified to conform to this year's classification.

In terms of our Report of even date

For Khurdia Jain & Co.
Chartered Accountants

Abhinav Khurdia
Partner
Mem. No. 126358

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN:00503570

Mangala R. Prabhu
Director
DIN : 06450659

Sanket Limbachiya
Company Secretary
Mem. No. A38424

Suresh Kumar
Chief Financial Officer

Place : Mumbai
Date : 10th June, 2016

Place : Mumbai
Date : 10th June, 2016

LADDERUP FINANCE LIMITED

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

H) Salient features of financial statements of Subsidiaries as per Companies Act, 2013

PART- A - Subsidiaries

(Amount in ₹)

S.No.	Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover (including other income)	Profit / (Loss) before taxation	Tax Expense	Profit / (Loss) after taxation	Proposed dividend	% of share holding
1	Ladderup Corporate Advisory Private Limited (up to 30/09/2015)	₹	—	—	—	—	—	—	19,321,165	(6,357,743)	—	(6,357,743)	—	—
2	Ladderup Wealth Management Private Limited	₹	—	2,000,000	2,016,851	11,085,467	7,068,616	—	18,960,590	(4,305,576)	(43,051)	(4,262,525)	—	67.00

PART- B - Associate

S.No.	Associate Company	Reporting Currency	Share of the Associate/Joint Ventures held by the company on the year end			Network Shareholding as per Latest audited balance sheet	Profit / (Loss) for the year *		Description of how there is significant influence
			No. of Shares	Amount Invested	Extent of Holding %		Considered in consolidation	Not considered in consolidation	
1	Annapurna Pet Private Limited	₹	304,210	30,421,000	26.33%	20,066,001	(904,960)	(2,532,033)	Note 1

* Based on unaudited financial statements.

Notes

- 1 There is significant influence due to percentage (%) of shareholding.

For and on behalf of the Board of Directors

Sunil Goyal
Managing Director
DIN : 00503570

Mangala R. Prabhu
Director
DIN : 06450659

Sanket Limbachiya
Company Secretary
Mem.No. A38424

Suresh Kumar
Chief Financial Officer

LADDERUP FINANCE LIMITED

(CIN : L67120MH1993PLC074278)



Dear Shareholders,

Sub.: Green Initiative – Registration of E-mail Address

This is to inform that as a part of “Green Initiative in the Corporate Governance”, the Ministry of Corporate Affairs (MCA) *vide* its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively; has permitted the Companies to serve the documents viz. Annual Reports, Notices of General Meetings / Postal Ballot, other documents etc. to the Members through electronic mode.

In order to support this “Green Initiative”, we are pleased to serve you the above referred documents and also any other documents as specified by MCA from time to time through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your e-mail address and / or changes therein from time-to-time with the Company’s Registrar & Transfer Agent (R & T Agent) viz. Sharex Dynamic (India) Private Limited at Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400 072, in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication and with your Depository Participant (DP), in case you are holding shares in dematerialized mode.

In case you require physical copies of Annual Reports and other documents, you may send an e-mail at info@ladderup.com or write to the Company’s R & T Agent by quoting the name of first/sole shareholder, Folio no. /DP ID and Client ID. The above documents will be sent to you free of cost.

We request your whole-hearted support to this “Green Initiative” by opting electronic mode of communication for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Date : 11th August, 2016
Place : Mumbai

For Ladderup Finance Limited

Regd. Office : 102-A, 1st Floor, Hallmark Business Plaza,
Gurunanak Hospital Road,
Bandra (East), Mumbai-400 051

Sunil Goyal
Managing Director
DIN: 00503570

TEAR HERE

TEAR HERE

REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively issued by Ministry of Corporate Affairs)

Sharex Dynamic (India) Private Limited
Unit 1, Luthra Industrial Premises, 1st Floor,
44-E, M. Vasant Marg, Andheri Kurla Road,
Andheri (East), Mumbai-400 072

I/We Shareholder(s) of Ladderup Finance Limited hereby accord my/our approval to receive documents viz. Annual Reports, Notices of General Meeting/Postal Ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in the electronic mode.

I/We request you to note my/our latest email address, as mentioned below. If there is any change in the e-mail address. I/We will promptly communicate the same to you. I/We attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of the First/Sole Shareholder	
Name of the Joint Shareholder(s) if any	
Registered Address	
E-mail Address (to be registered)	

TEAR HERE

Place:

Date:

(Signature of Shareholder/s)

Note: This form is available on Company's website www.ladderup.com

TEAR HERE

(For Shares in dematerialised mode)

You are requested to register your E-mail address and/or changes therein from time to time with your Depository Participant.

LADDERUP FINANCE LIMITED

A-102, Hallmark Business Plaza, Gurnanank Hospital Road, Bandra (East), Mumbai-400 051.

Website: www.ladderup.com, Email: info@ladderup.com

(CIN : L67120MH1993PLC074278)

Phone: +91 22 40336363, Fax: +91 22 40336364

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the venue.

Folio No./Client ID No.

No. of Shares held

Name & Address

.....

Jointly with

Full name of the Proxy if attending meeting

I hereby record my presence at the 23rd Annual General Meeting of the Company at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai-400 059 to be held on Wednesday, 28th September, 2016 at 10.30 a.m.

Signature of Member/Joint

Member/Proxy attending the meeting

Note: The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued. Members attending the meeting are requested to bring their copies of Annual Report with them.

TEAR HERE

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PROXY FORM

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

LADDERUP FINANCE LIMITED

A-102, 1st Floor, Hallmark Business Plaza, Gurunanak Hospital Road, Bandra - (East) Mumbai-400 051.

Website: www.ladderup.com, Email: info@ladderup.com

(CIN : L67120MH1993PLC074278)

Phone: +91 22 40336363, Fax: +91 22 40336364

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No/ *Client ID:

*DP Id:

I/We, being the member(s) of _____ shares of LADDERUP FINANCE LIMITED, hereby appoint:

1. _____ of _____ having e-mail ID _____ or failing him
2. _____ of _____ having e-mail ID _____ or failing him
3. _____ of _____ having e-mail ID _____ or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 23rd Annual General Meeting of the company, to be held on Wednesday, the 28th day of September, 2016 at 10:30 a.m. at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai-400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2016, the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Manoj Singrodia (DIN: 01501529), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To re-appoint M/s. Khurdia Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 120263W) as statutory auditors of the Company to hold office from the conclusion of ensuing meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.		
4.	To appoint Mr. Thallapaka Venkateswara Rao as Non-Executive Independent Director.		
5.	To approve increase in Remuneration of Mr. Sunil Goyal, Managing Director of the Company		

TEAR HERE

Affix a
Re. 1/-
Revenue
Stamp

Signed this..... day of.....2016

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. **This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

TEAR HERE

TEAR HERE



Ladderup

Engineering Growth

REGISTERED OFFICE

102-A, 1st Floor, Hallmark Business Plaza, Gurunank Hospital Road,
Bandra (East), Mumbai – 400 051
Website: www.ladderup.com | Email: info@ladderup.com
Tel: +91 224033 6363 | Fax: 4033 6364
CIN: L67120MH1993PLC074278