

Independent Auditors' Report

TO THE MEMBERS OF, INDIABULLS VENTURE CAPITAL TRUSTEE COMPANY LIMITED

Reports on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into accounts 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 the Rules made there under.

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 mis – statement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates

made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

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 Companies Act 2013, We give in the annexure statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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 accounts as required by law have been kept by the Company so far as appear from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis or written representations received from the directors as on 31 March, 2016, taken on records by the Board of Directors, none of the directors is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) In our opinion, the company has, in all material respects, an adequate internal financial controls, system over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company.
- g) With respect to the other matters include in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.

- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred to Investor Educations and Protection Fund by the Company.

Place: - New Delhi
Date: - 22.04.2016

For **Kunar Singhal & Co.**
Chartered Accountants
(FRN: 018086N)

Sd/-
CA Maruti Garg
Partner
Membership No. – 412103

Indiabulls Venture Capital Trustee Company Limited

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of Indiabulls Venture Capital Trustee Company Limited ("the Company") for the year ended on 31.03.2016.

We report that:

- (i) (a) Since, the company does not have fixed assets during the period under review. Therefore, clause (i) a), (i) b) and (i) c), of para 3 of the Order are not applicable on the Company.
- (ii) Since the Company is a service company, it does not hold any physical inventory. Therefore, clause (ii) of para 3 of the Order are not applicable on the Company.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, clause (iii) a), (iii) b), and (iii) c), of para 3 of the Order are not applicable on the Company.
- (iv) Since, the company has not made any investment or given guarantees, loans during the period under review and accordingly, provisions u/s 185 and 186 of the companies Act 2013 need not to be complied with, therefore, clause (iv) of para 3 of the Order is not applicable on the Company.
- (v) The Company has not accepted and deposits. Therefore, this clause is not applicable on the Company for the period under review.
- (vi) According to the information and explanations given to us, the Central Government has not specified cost records under sub-section (1) of section 148 of the Companies Act, to be maintained by the Company.
- (vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company:
 - (a) the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, services tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, **wherever applicable**, with appropriate authorities. According to the information and explanations given to us, no material undisputed amounts payable in respect of aforesaid dues were in arrears, as at 31.03.2016 for a period of more than 6 months from the date they become payable.
 - (b) There are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, as applicable to it, which have not been deposited on account of any dispute.
- (viii) The Company did not have any outstanding dues to any bank, financial institutions, Government or dues to debenture holders during the year.

- (ix) The company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- (x) According to information and explanation given to us, we have not noticed or reported any fraud by the company or any fraud on the company by its officers or employees during the year.
- (xi) The company has not paid managerial remuneration during the period under review. Therefore, clause (xi) of para 3 of the Order are not applicable on the Company.
- (xii) This clause of CARO 2016 is not applicable to the company as the company is not a Nidhi company.
- (xiii) According to the information and explanations given to us, all transaction with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standard.
- (xiv) According to the information and explanations provided to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the period under review.
- (xv) According to the information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with his and the provision of section 192 of companies Act, 2013 have been complied with.
- (xvi) This clause of the CARO 2016 is not applicable to the company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: - New Delhi
Date: - 22.04.2016

For **Kunar Singhal & Co.**
Chartered Accountants
(FRN: 018086N)

Sd/-

Maruti Garg
Partner
Membership No. – 412103

Indiabulls Venture Capital Trustee Company Limited

Balance Sheet as at March 31, 2016

Particular's	Note	As at March 31, 2016 Amount (Rs.)	As at March 31, 2015 Amount (Rs.)
I. Equity and Liabilities			
Shareholder's Funds			
(a) Share capital	3	500,000	500,000
(b) Reserves and surplus	4	30,840	(125,948)
		<u>530,840</u>	<u>374,052</u>
Current Liabilities			
(a) Other current liabilities	5	28,625	28,290
(b) Short-term provisions	6	48,943	75,820
		<u>77,568</u>	<u>104,110</u>
		<u><u>608,408</u></u>	<u><u>478,162</u></u>
Total of Equity and Liabilities			
II.Assets			
Current Assets			
(a) Cash and bank balances	7	608,408	467,540
(b) Other current assets	8	-	10,622
		<u>608,408</u>	<u>478,162</u>
		<u><u>608,408</u></u>	<u><u>478,162</u></u>
Total of Assets			

Summary of significant accounting policies 2

See accompanying notes 1 to 24 which form an integral part of the financial statements.

As per our report of even date

For Kumar Singhal & Co.
Chartered Accountants
FRN : 018086N

For and on behalf of the Board of Directors of
Indiabulls Venture Capital Trustee Company Limited

Sd/-
Maruti Garg
Partner
Membership No. 412103

Sd/-
Sachin Chaudhary
Director
DIN: 02016992

Sd/-
Sudhir Khullar
Director
DIN: 00042498

Place: New Delhi
Date: April 22, 2016

Place: New Delhi
Date: April 22, 2016

Indiabulls Venture Capital Trustee Company Limited
Statement of Profit and Loss for the year ended March 31, 2016

Particular's	Note	For the year ended March 31, 2016	For the year ended March 31, 2015
I. Revenue			
Other Income	9	307,064	411,802
I. Total Revenue		<u>307,064</u>	<u>411,802</u>
II. Expenses			
Financial costs	10	9,503	-
Other expenses	11	51,585	34,675
II. Total Expenses		<u>61,088</u>	<u>34,675</u>
III. Profit / (Loss) before tax (I- II)		245,976	377,127
IV. Tax Expense:			
Current tax		78,943	117,000
Prior year tax expenses		10,245	-
		<u>89,188</u>	<u>117,000</u>
V. Profit / (Loss) after tax (III-IV)		<u>156,788</u>	<u>260,127</u>
VI. Earning per equity share:			
- Basic		3.14	5.20
- Diluted		3.14	5.20
- Nominal Value per Equity Share		10.00	10.00

Summary of significant accounting policies 2

See accompanying notes 1 to 24 which form an integral part of the financial statements.

As per our report of even date

For Kumar Singhal & Co.
Chartered Accountants
FRN : 018086N

For and on behalf of the Board of Directors of
Indiabulls Venture Capital Trustee Company Limited

Sd/-
Maruti Garg
Partner
Membership No. 412103

Sd/-
Sachin Chaudhary
Director
DIN: 02016992

Sd/-
Sudhir Khullar
Director
DIN: 00042498

Place: New Delhi
Date: April 22, 2016

Place: New Delhi
Date: April 22, 2016

Indiabulls Venture Capital Trustee Company Limited
Cash Flow Statement for the year ended March 31, 2016

	For the year ended March 31, 2016	For the year ended March 31, 2015
	Amount (Rs.)	Amount (Rs.)
A Cash flows from operating activities :		
Net Profit/(Loss) as per statement of Profit & Loss	245,976	377,127
Adjustments for:		
Interest on fixed deposits	(6,864)	(11,802)
Operating Loss before working capital changes	239,112	365,325
(Decrease) / Increase in other current liabilities	335	(28,090)
Cash generated from(used in) operations	239,447	337,235
Taxes Paid	(116,065)	(41,180)
Net cash used in operating activities	123,382	296,055
B Cash flows from investing activities		
Interest received on fixed deposit	17,486	1,180
Net cash generated from/(used in) investing activities	17,486	1,180
C Cash flows from financing activities		
Net cash generated from (used In) financing activities	-	-
D Net decrease in cash and cash equivalents (A+B+C)	140,868	297,235
E Cash and cash equivalents at the beginning of the year	467,540	170,305
F Cash and cash equivalents at the end of the year (D+E)	608,408	467,540

Note :

1 The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in Accounting Standard (AS)-3 'Cash Flow Statements' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

2 Cash and Cash equivalents as at the end of the year include:

Cash and Bank Balances (Refer Note No. 7)

- Cash on Hand	2,035	2,035
- Balances with scheduled banks		
In current accounts	606,373	40,505
In deposit accounts	-	425,000
	608,408	467,540

As per our report on even date

For Kumar Singhal & Co.
Chartered Accountants
FRN : 018086N

For and on behalf of the Board of Directors of
Indiabulls Venture Capital Trustee Company Limited

Sd/-
Maruti Garg
Partner
Membership No. 412103

Sd/-
Sachin Chaudhary
Director
DIN: 02016992

Sd/-
Sudhir Khullar
Director
DIN: 00042498

Place: New Delhi
Date: April 22, 2016

Place: New Delhi
Date: April 22, 2016

Indiabulls Venture Capital Trustee Company Limited

Notes forming part of Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended March 31, 2016

Note - 1

Corporate Information

Indiabulls Venture Capital Trustee Company Limited ("the Company") was incorporated on March 03, 2010. The Company is yet to commence its business activities.

Note - 2

Significant Accounting Policies

i) Basis of Accounting:

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

ii) Use of Estimates:

The presentation of financial statements in conformity with GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised.

iii) Revenue Recognition:

- Income from consultancy services is recognized on an accrual basis as and when the related services are rendered.
- Commission/ Brokerage income is recognized on accrual basis as the related services are rendered
- Interest income is recognized on accrual basis.
- Dividend income on units of Mutual Fund is recognised when the right to receive dividend is unconditionally established.

iv) Investments:

Investments are classified as non current and current investments. Non Current investments are carried at cost less provision, if any, for any diminution other than temporary in their value. Current investments are valued at lower of cost and fair value.

v) Fixed Assets:

(a) Tangible Assets:

Tangible fixed assets are stated at cost, less accumulated depreciation / impairment losses, if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

(b) Intangible Assets:

Intangible assets are stated at cost, less accumulated amortisation / impairment losses, if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition

vi) Depreciation / Amortisation

Depreciation on tangible fixed assets is provided on straight-line method at the rates specified in Schedule II to the Companies Act, 2013, except in respect of the following categories of assets:

Depreciation on additions to fixed assets is provided on a pro-rata basis from the date the asset is put to use. Leasehold improvements are amortised over the period of Lease. Depreciation on sale / deduction from fixed assets is provided for up to the date of sale / deduction, as the case may be.

Assets costing less than Rs. 5,000 each are fully depreciated in the year of capitalisation.

vii) Impairment of Assets:

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

Indiabulls Venture Capital Trustee Company Limited

**Notes forming part of Balance Sheet as at March 31, 2016 and
Statement of Profit and Loss for the year ended March 31, 2016**

viii) Borrowing Cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of the asset. All other borrowing costs are charged to revenue.

ix) Deferred Employee Stock Compensation Cost:

Deferred employee stock compensation cost for stock options are recognised on the basis of generally accepted accounting principles and are measured by the difference between the estimated value of the company's shares on stock options grant date and the exercise price to be paid by the option holders. The compensation expense is amortised over the vesting period of the options. The fair value of options for disclosure purpose is measured on the basis of a valuation performed in respect of stock options granted.

The compensation expense is amortised over the vesting period of the options. The fair value of options for disclosure purpose is measured on the basis of a valuation performed in respect of stock options granted.

x) Employee Benefits:

As permitted under Accounting Standard 15 (Revised 2005) - Employee Benefits, notified under Companies (Accounts) Rules, 2014, in respect of companies with few employees, retirement benefits in the form of Gratuity and Compensated Absences payable to employees is provided for on the accrual basis under the assumption that such benefits are payable at year end.

xi) Taxes on Income:

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with the relevant tax regulations.

Deferred tax resulting from timing differences between book and tax profits is accounted for at the current rate of tax / substantively enacted tax rates as on the Balance Sheet date, to the extent that the timing differences are expected to crystallise.

Deferred Tax Assets are recognized where realization is reasonably certain, whereas, in case of carried forward losses or unabsorbed depreciation, deferred tax assets are recognized only if there is virtual certainty of realization supported with convincing evidence. Deferred Tax Assets are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

xii) Preliminary Expenses

Preliminary Expenses are adjusted (net of tax) against Securities Premium Account to the extent of balance available and thereafter the balance portion is charged off to the statement of profit and loss as incurred.

xiii) Share Issue Expenses:

Share issue expenses are adjusted against securities premium account to the extent of balance available and thereafter, the balance portion is charged off to the statement of profit and loss as incurred.

xiv) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent liabilities are disclosed for

(1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made. Contingent Assets are not recognised in the financial statements since this may result in the recognition of income that may never be realized.

Indiabulls Venture Capital Trustee Company Limited
Notes forming part of financial Statements as at March 31, 2016

	As at March 31, 2016 Amount (Rs.)	As at March 31, 2015 Amount (Rs.)
Note - 3 Share Capital		
Authorised: 500,000 Equity Shares of Rs.10 each	5,000,000	5,000,000
Issued, Subscribed and Paid up: 50,000 (Previous Year 50,000) Equity Shares of Rs 10 each fully paid up	500,000	500,000
As per Balance Sheet	500,000	500,000

The entire Paid up equity share capital held by Holding company - Indiabulls Holdings Limited and Its nominees.

Share Capital Reconciliation Particulars	Equity Shares		Equity Shares	
	No. of shares	Rs.	No. of shares	Rs.
Opening No. of shares Outstanding	50,000	500,000	50,000	500,000
Shares Issued during the Year	-	-	-	-
Shares Brought back during the Year	-	-	-	-
Closing No. of shares Outstanding	50,000	500,000	50,000	500,000

Detail of Shareholders holding 5% or more shares

Name of Shareholder	No. of Shares	% of Holding	No. of Shares	% of Holding
The entire Paid up equity share capital held by Holding company - Indiabulls Holdings Limited and Its nominees.	50,000	100%	50,000	100%

**Note - 4
Reserves & surplus**

Deficit as per statement of profit and loss account	(125,948)	(386,075)
Profit / (Loss) for the year	156,788	260,127
Total of Reserves & surplus	30,840	(125,948)

**Note - 5
Other current liabilities**

(a) Duties & Taxes Payables	-	200
(b) Other payables	28,625	28,090
Total of Other current liabilities	28,625	28,290

Indiabulls Venture Capital Trustee Company Limited
Notes forming part of financial Statements as at March 31, 2016

	As at March 31, 2016 Amount (Rs.)	As at March 31, 2015 Amount (Rs.)
Note - 6		
Short-term Provisions		
Provision for tax [Net of tax deducted at source Rs. 30,000 (Previous year Rs. 41,180)]	48,943	75,820
Total of Short-term Provision	48,943	75,820
 Note - 7		
Cash and cash equivalents:		
(a) Balances with scheduled banks		
In current accounts	606,373	40,505
In deposit accounts	-	425,000
(b) Cash on hand		
	2,035	2,035
Total of Cash and bank balances	608,408	467,540
 Note - 8		
Other current assets:		
Interest accrued on fixed deposit	-	10,622
Total of other current assets	-	10,622

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Indiabulls Venture Capital Trustee Company Limited

Notes forming part of financial Statements as at March 31, 2016

	For the year ended March 31, 2016	For the year ended March 31, 2015
	Amount (Rs.)	Amount (Rs.)
Note - 9		
Other Income		
- Interest on fixed deposits	6,864	11,802
- Income from services	300,000	400,000
- Miscellaneous Income	200	-
Total of Other income	307,064	411,802
 Note - 10		
Financial costs		
Interest on taxes	9,503	-
As per Statement of Profit and Loss	9,503	-
 Note - 11		
Other expenses		
Rates & taxes	7,000	6,585
Auditor's remuneration (inclusive service tax of Rs. 3,625/-)		
- As Auditors	28,625	28,090
Miscellaneous expenses	15,960	-
Total of other expenses	51,585	34,675

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Indiabulls Venture Capital Trustee Company Limited
Notes forming part of financial Statements as at March 31, 2016

Note - 12
Earning per Share

The basic earning per equity share is computed by dividing the net profit / (net loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted earnings per share are computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Profit / (Loss) available for Equity shareholders –(Rs.)	156,788	260,127
Weighted average number of Shares used in computing Basic & Diluted Earning per share	50,000	50,000
Basic & Diluted Earnings Per Share - (Rs.)	3.14	5.20
Nominal Value of Equity Shares - (Rs.)	10.00	10.00

Note - 13

Disclosures in respect of AS - 18 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended:

(a) Details of related parties:

Description of relationship	Names of related parties
Holding Company:	Indiabulls Holdings Limited
Ultimate Holding Company:	Indiabulls Housing Finance Limited
Entities under common control:	Indiabulls Venture Capital Management Company Limited
	Nilgiri Financial Consultants Limited (Subsidiary of Indiabulls Insurance Advisors Limited)
	Ibulls Sales Limited
	Indiabulls Advisory Services Limited
	Indiabulls Asset Holding Company Limited
	Indiabulls Asset Management Company Limited
	Indiabulls Asset Reconstruction Company Limited (Subsidiary of Indiabulls Advisory Services Limited)
	Indiabulls Capital Services Limited
	Indiabulls Collection Agency Limited
	Indiabulls Finance Company Private Limited (Up to 31st Mar 2015)#
	Indiabulls Commercial Credit Limited (formally known as Indiabulls Infrastructure Credit Limited)
	Indiabulls Insurance Advisors Limited
	Indiabulls Life Insurance Company Limited
Indiabulls Trustee Company Limited	
Associate Company:	Oaknorth Holdings Limited (w.e.f. November 13, 2015)
Key Management Personnel:	Mr. Sachin Choudhary (Director)
	Mr. Ajit Kumar Mittal (Director)
	Mr. Sudhir Khullar (Director)

#The Board of Directors of Indiabulls Finance Company Private Limited ("IFCPL") and Indiabulls Commercial Credit Limited ("ICCL") (formerly Indiabulls Infrastructure Credit Limited) at their meeting held on April 16, 2015 had approved, the merger of IFCPL, on an ongoing basis, into ICCL, pursuant to and in terms of the provisions of Section 391 – 394 of the Companies Act, 1956, as amended from time to time. The appointed date of the proposed merger fixed under the Scheme was April 01, 2015. The Hon'ble High Court of Delhi, vide its order dated March 15, 2016, received by the Holding Company on March 31, 2016, approved the Scheme (Order). In terms of the court approved Scheme, with the filing of the copy of the Order, on March 31, 2016 with the office of ROC, NCT of Delhi & Haryana (the Effective Date), the Scheme came into effect and IFCPL, as a going concern, stands amalgamated with ICCL with effect from the Appointed Date, being April 01, 2015. Subsequently the Board of Directors of ICCL, on March 31, 2016, issued and allotted Equity Shares of ICCL to the holders of Equity Shares of IFCPL, in the ratio of 3:1 i.e the Share Exchange Ratio, fixed under the Scheme.

(b) Significant Transactions with Related Parties as at March 31, 2016 Rs. Nil (Previous year Rs. Nil).

(c) Statement of Material Transactions as at March 31, 2016 Rs. Nil (Previous year Rs. Nil).

(d) Amount outstanding as at March 31, 2016: Rs. Nil (Previous year Rs. Nil).

In accordance with AS-18, disclosures in respect of transactions with identified related parties are given only for such period during which the relationship existed. Related party relationships as given above are as identified by the Company and relied upon by the auditors.

Indiabulls Venture Capital Trustee Company Limited
Notes forming part of Balance Sheet as at March 31, 2016 and
Statement of Profit and Loss for the year ended March 31, 2016

Note - 14

Employees Stock Options Schemes of Indiabulls Housing Finance Limited ("the Ultimate Holding Company" "IHFL"):

(a) Stock option schemes of the erstwhile Holding Company including schemes in lieu of stock options schemes of erstwhile fellow subsidiary Indiabulls Credit Services Limited transferred under the Court approved Scheme of Arrangement:

S. No.	ERSTWHILE PLANS	NEW PLANS*
1	IBFSL – ICSL Employees Stock Option Plan – 2006	IHFL- IBFSL Employees Stock Option Plan – 2006
2	IBFSL – ICSL Employees Stock Option Plan II – 2006	IHFL - IBFSL Employees Stock Option Plan II – 2006
3	IBFSL – Employees Stock Option – 2008	IHFL - IBFSL Employees Stock Option – 2008

*The name of the schemes has been revised by the approval of the Shareholders of the Ultimate Holding Company in the 8th Annual General Meeting held on July 1, 2013.

(b) **IHFL ESOS - 2013**

The members of the Ultimate Holding Company at their Meeting dated March 6, 2013 approved the IHFL ESOS - 2013 scheme consisting of 39,000,000 stock options representing 39,000,000 fully paid up Equity Shares of Rs. 2 each of the Company to be issued in one or more tranches to eligible employees of the Company or to eligible employees of the subsidiaries / step down subsidiaries of the Company. The Compensation Committee constituted by the Board of Directors of the Company has, at its meeting held on October 11, 2014, granted, 10,500,000 Stock Options representing an equal number of equity shares of face value of Rs. 2 each at an exercise price of Rs. 394.75, being the then latest available closing market price on the National Stock Exchange of India Ltd. as on October 10, 2014 following the intrinsic method of accounting as is prescribed in the Guidance Note issued by the Institute of Chartered Accountants of India on Accounting for Employees Share Based Payments ("the Guidelines"). As the options have been granted at intrinsic value, there is no employee stock compensation expense on account of the same. These options vest with effect from the first vesting date i.e. October 11, 2015, whereby the options vest on each vesting date as per the vesting schedule provided in the Scheme.

Particulars	IHFL-IBFSL Employees Stock Option Plan – 2006	IHFL-IBFSL Employees Stock Option Plan II – 2006	IHFL-IBFSL Employees Stock Option – 2008	IHFL ESOS - 2013	IHFL-IBFSL Employees Stock Option – 2008 -Regrant	IHFL-IBFSL Employees Stock Option – 2008- Regrant	IHFL-IBFSL Employees Stock Option Plan – 2006 - Regrant	IHFL-IBFSL Employees Stock Option – 2008 - Regrant	IHFL-IBFSL Employees Stock Option Plan II – 2006 - Regrant
Total Options under the Scheme	1,440,000	720,000	7,500,000	39,000,000	N.A.	N.A.	N.A.	N.A.	N.A.
Options issued	1,440,000	720,000	7,500,000	10,500,000	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Period and Percentage	Four years,25% each year	Four years,25% each year	Ten years,15% First year, 10% for next eight years and 5% in last year	Five years, 20% each year	N.A.	N.A.	N.A.	N.A.	N.A.
Vesting Date	1st April	1st November	8th December	11th October	31st December	16th July	27th August	11th January	27th August
Revised Vesting Period & Percentage	Eight years, 12% each year for 7 years and 16% during the 8th year	Nine years,11% each year for 8 years and 12% during the 9th year	N.A.	N.A.	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year	Ten years, 10% for every year
Exercise Price (Rs.)	41.67	100	95.95	394.75	125.9	158.5	95.95	153.65	100
Exercisable Period	4 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date	5 years from each vesting date
Outstanding at the beginning of the year (Nos.)	104,526	63,126	1,596,088	10,468,000	37,440	123,450	237,000	10,700	131,400
Regrant Addition	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Regrant Date	N.A.	N.A.	N.A.	N.A.	31-Dec-09	16-Jul-10	27-Aug-09	11-Jan-11	27-Aug-09
Options vested during the year (Nos.)	44,334	21,753	417,300	2,088,400	6,840	19,440	39,500	1,500	21,900
Exercised during the year (Nos.)	45,414	13,464	357,731	1,706,375	3,600	19,640	-	3,200	-
Expired during the year (Nos.)	-	-	-	-	-	-	-	-	-
Cancelled during the year	-	-	-	-	-	-	-	-	-
Lapsed during the year	576	3,240	9,438	75,600	-	6,000	-	-	-
Re-granted during the year	-	-	-	-	N.A.	N.A.	N.A.	N.A.	N.A.
Outstanding at the end of the year (Nos.)	58,536	46,422	1,228,919	8,686,025	33,840	97,810	237,000	7,500	131,400
Exercisable at the end of the year (Nos.)	-	22,254	189,153	382,025	6,480	610	79,000	-	43,800
Remaining contractual Life (Weighted Months)	48	58	73	83	80	87	71	93	71

N.A - Not Applicable

Indiabulls Venture Capital Trustee Company Limited
Notes forming part of financial Statements as at March 31, 2016

Note - 15

Segment Reporting:

Considering the nature of Company's business and operations and based on the information available with the management, there are no reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard (AS) – 17 on Segment Reporting as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended. Hence, no further disclosures are required in respect of reportable segments, under AS-17, other than those already provided in the financial statements.

Note - 16

There are no contingent liabilities and commitments as at March 31, 2016 (Previous Year Rs. Nil).

Note - 17

Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Details of dues to Micro and Small Enterprises as per MSMED Act, 2006	As at March 31, 2016	As at March 31, 2015
1. The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year	--	--
2. The amount of interest paid by the buyer in terms of Section 16, of Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	--	--
3. The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	--	--
4. The amount of interest accrued and remaining unpaid at the end of each accounting year; and	--	--
5. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	--	--

Note - 18

As per the best estimate of the management, no provision is required to be made as per Accounting Standard – 29 Provisions, Contingent Liabilities and Contingent Assets as notified under the Companies (Accounts) Rules, 2014, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources, which would be required to settle the obligation.

Note - 19

The Provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952, are not applicable to the Company. Accordingly, there are no dues payable in respect of the said statutes as at March 31, 2016.

Note - 20

In respect of amounts as mentioned under Section 205C of the Companies Act, 1956, there were no dues required to be credited to the Investor Education and Protection Fund as on March 31, 2016 (Previous year Rs. Nil).

Indiabulls Venture Capital Trustee Company Limited
Notes forming part of financial Statements as at March 31, 2016

Note - 21

As per Accounting Standard-22 Accounting for Taxes on Income, notified under the Companies (Accounts) Amendment Rules, 2014, the timing difference on account of preliminary expenses, results in net deferred tax credit. However, as a prudent measure the net deferred tax asset in respect of the above has not been recognised in the accounts.

Note - 22

In the opinion of the Board of Directors, all current assets, loans and advances appearing in the balance sheet as at March 31, 2016 have a value on realization in the ordinary course of the Company's business at least equal to the amount at which they are stated in the balance sheet. In the opinion of the Board of Directors, no provision is required to be made against the recoverability of these balances.

Note - 23

The company is following all the accounting standards as notified by the Central Government to the extent applicable to it.

Note - 24

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

As per our report of even date

For Kumar Singhal & Co.
Chartered Accountants
FRN : 018086N

For and on behalf of the Board of Directors of
Indiabulls Venture Capital Trustee Company Limited

Sd/-
Maruti Garg
Partner
Membership No. 412103

Sd/-
Sachin Chaudhary
Director
DIN: 02016992

Sd/-
Sudhir Khullar
Director
DIN: 00042498

Place: New Delhi
Date: April 22, 2016

Place: New Delhi
Date: April 22, 2016