

International Securities Limited

Regd. Office : Statesman House, 148, Barakhamba Road, New Delhi-110001

CIN: L74899DL1993PLC053034

Date.06.09.2021

To,

Head- Listing Department
Metropolitan Stock Exchange of India Ltd
Vibgyor towers, 4th Floor
Plot No C-62, G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra(E), Mumbai-400098

Subject: Annual Report for the financial year 2020-21 and Notice convening the 28th Annual General Meeting

Dear Sir,

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for FY 2020-21 and Notice convening the 28th Annual General Meeting.

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and January 13, 2021 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD2/ CIR/P/2021/11 dated January 15, 2021, the Annual Report of the Company for FY 2020-21 and Notice of 28th AGM being sent through email to all the Members whose Email Ids are registered with the Company/Depository Participant.

Request you to take the above information / documents on records.

Thanking you
Yours faithfully

FOR INTERNATIONAL SECURITIES LIMITED



RAJEEV KUMAR GUPTA
WHOLE TIME DIRECTOR
DIN NO- 00039399

NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the Members of International Securities Limited will be held on Thursday, 30th September, 2021 at 2.00 P.M. Indian Standard Time ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

The audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and

2. To appoint a Director in place of Mrs. Hemlata Aggarwal (DIN 08136131), who retire by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To increase the managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provision of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under including any statutory modification or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Rajeev Kumar Gupta, Whole Time Director of the Company w.e.f. 01.10.2020, who was appointed for a period of 3 years as whole time director of the Company w.e.f. 29.09.2020.

"FURTHER RESOLVED THAT Total managerial remuneration payable by way of Salary, performance linked variable bonus, perquisites and other allowances shall not exceed RS. 60,00,000 (Rupees Sixty Lacs) per annum and subject to overall limits, as prescribed from time to time, under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), and rules made thereunder, with the authority granted to the Board of Directors to amend/modify the remuneration components of the total remuneration, within the limits stipulated in this Resolution, from time to time.

The perquisites shall be evaluated as per Income Tax Rules, where applicable and in the absence of any such rule, they shall be evaluated at actual cost.

“RESOLVED FURTHER THAT the approval of the shareholders be and is hereby given to Board to have the authority from time to time (a) to make revisions in the aforesaid remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

New Delhi, 3rd September, 2021

CIN: L74899DL1993PLC053034

Registered Office:

Statesman House 148, Barakhamba Road,
New Delhi 110001

Email: isl@bol.net.in

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) for the matter included in the notice, which is unavoidable and therefore proposed for seeking approval at AGM, is enclosed herewith.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular numbers 20/2020, 14/2020, 17/2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI / HO/ CFD2 / CIR / P / 2021 / 11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. In terms of the MCA/SEBI Circulars since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for 28th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the

Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during the 28th AGM.

4. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 1:45 p.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
5. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cspuneet0188@gmail.com with a copy marked to evoting@nsdl.co.in.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend 28TH AGM without any restriction on account of first-come-first-served principle.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at isl@bol.net.in. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions

during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. The Register of Members and Share Transfer Books of the Company will remain closed From Friday, 24.09.2021 to Thursday, 30.09.2021, both days inclusive.
12. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2020-21 are available on the website of the Company at www.internationalsecuritiesltd.com and on the website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
14. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
16. For receiving all future correspondence (including Annual Report) from the Company electronically—

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2020-2021 and login details for e-voting.

Physical Holding	Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of International Securities Limited.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.internationalsecuritiesltd.com websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and on the website of NSDL <https://www.evoting.nsdl.com>.

18. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Thursday, September 23, 2021, such person may obtain the User ID and Password from RTA by e-mail request on info@masserv.com.

19. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

20. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/ them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

21. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

22. 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 account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
24. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 28th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Thursday, September 23, 2021 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 27, 2021 at 09:00 A.M. and ends on Wednesday, September 29, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut- off date) i.e. September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2021.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re- directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/ Secure Web/Ideas Direct Reg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/ myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/ Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e- Voting

	<p>service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL & CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-3058542-43

A) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 117909 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e- Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in

physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspuneet0188@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at info@masserv.com.

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

1. In case shares are held in physical mode please send a signed request letter with Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com or isl@bol.net.in.
2. In case shares are held in demat mode, please update your email ID with your depository and provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master to info@masserv.com or isl@bol.net.in. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at isl@bol.net.in. The same will be replied by the company suitably.

General Instructions

- i. 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.
- ii. Mr. Puneet Kumar Pandey, Practicing Company Secretary (Membership No. ACS- 29848 & CP No. 10913), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. 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 scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will 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 scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.internationalsecuritiesltd.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Metropolitan Stock Exchange of India Limited.

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

New Delhi, 3rd September, 2021

CIN: L74899DL1993PLC053034

Registered Office:

Statesman House 148, Barakhamba Road,
New Delhi 110001

Email: isl@bol.net.in

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act, 2013 as required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice.

ITEM No-3

To approve increase in remuneration of Mr. Rajeev Kumar Gupta, Whole Time Director of the Company:

The Members of the Company at the 27th Annual General Meeting held on 29th September, 2020 had re-appointed Mr. Rajeev Kumar Gupta as the whole Time Director of the company effect from 29th September, 2020 for a period of three years up to 28th September, 2023.

Further, Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and the recommendation of the Nomination and Remuneration Committee, The Board of Directors of the Company in its meeting held on 12th November, 2020 recommended to increase the remuneration of Mr. Rajeev Kumar Gupta not exceeding Rs. 60,00,000/- (Rupees Sixty Lacs) per annum and subject to overall limits, as prescribed from time to time, under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), is required to be approved by the Members.

Accordingly, the Board recommends the special resolution set out at item no.3 for approval of members.

Except Mr. Rajeev Kumar Gupta, whole Time Director, none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding if any, in the company.

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

New Delhi, 3rd September, 2021

CIN: L74899DL1993PLC053034

Registered Office:

Statesman House, 148, Barakhamba Road,
New Delhi 110001

Email: isl@bol.net.in

ANNEXURE-A

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under

NAME OF THE DIRECTOR	Mrs. Hemlata Aggarwal
AGE	46 Years
QUALIFICATIONS	Graduate
EXPERIENCE	5 Years
TERMS AND CONDITIONS OF APPOINTMENT/ REAPPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID	Liable to retire by rotation
REMUNERATION LAST DRAW (2020-21)	----
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Wide experience in HR Function
DATE OF FIRST APPOINTMENT ON TO THE BOARD	17/05/2018
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2021	----
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	Mrs. Hemlata Aggarwal is wife of Mr. Manish Aggarwal.
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	Seven
DIRECTORSHIP IN OTHER COMPANIES AS ON 31 ST MARCH, 2021	----
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

New Delhi, 3rd September, 2021
CIN: L74899DL1993PLC053034
Registered Office:
Statesman House, 148, Barakhamba Road,
New Delhi 110001
Email: isl@bol.net.in

28TH ANNUAL REPORT

2020– 2021

**INTERNATIONAL
SECURITIES LIMITED**

BOARD OF DIRECTORS

Mr. Rajeev Kumar Gupta	Whole Time Director
Mr. Mukesh Kumar Agarwal	Director
Mr. Jagdeep Singh Bakshi	Director
Mrs. Hemlata Aggarwal	Director
Mr. Manish Aggarwal	CFO
Ms. Shilpa Uppal	Company Secretary

AUDITORS

P.P.Thukral & Co.
New Delhi

BANKERS

Axis Bank
HDFC Bank

SHARE TRANSFER & DEMAT AGENT

MAS SERVICES LIMITED
T – 34, IInd Floor,
Okhla Industrial Area, Phase II,
New Delhi-110020

REGISTERED OFFICE

Statesman House,
148, Barakhamba Road,
New Delhi – 110001

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DIRECTORS' REPORT

To,
The Members,

The Directors have pleasure in presenting the 28th Annual Report of the Company together with the Audited Financial Statements for the year ended on 31st March, 2021.

FINANCIAL PERFORMANCE OF THE COMPANY

During the Financial Year 2020-2021, The Financial position of the Company is as under:

(Amount in Lakhs)

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
Gross Sales and Other Income	240.90	(230.86)
Earnings before interest, taxes, depreciation and amortization	128.12	(167.45)
Profit/ (loss) before depreciation and amortization, exceptional item and tax	112.78	(398.31)
Depreciation and Amortization	39.70	38.05
Profit / (Loss) before tax	73.08	(436.36)
Exceptional Items	--	--
Provision for tax	46.90	(108.50)
Net Profit// (Loss)	26.18	(327.86)
Earning Par share	0.8728	(10.9287)
Propose dividend on Equity Share	--	--
Tax on Dividend	--	--

STATE OF COMPANY'S AFFAIRS

INTERNATIONAL SECURITIES LIMITED is a public limited Company registered under The Companies Act, 1956. The Company is engaged in trading/dealing in Stock/Securities/Shares and Commodities.

DIVIDEND

During the Financial Year 2020-21, the Company has not declared any dividend.

AMOUNT TRANSFER TO RESERVES

No amount has been transferred to reserves during the Financial Year ended 31st March, 2021.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2021 was Rs 3.00 Crore. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweats equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the financial year under review, no changes have occurred in the nature of the Company's business.

CHANGE IN REGISTERED OFFICE

During the year under consideration, as the members are aware, that your Company's registered office had been shifted from 14 (II Floor, Front Block), Sagar Apartments, 6, Tilak Marg, New Delhi-110001 to Statesman House, 148, Barakhamba Road, New Delhi 110001, to carry out business more efficiently and economically and for better administration and running of business of the Company.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATES

The Company does not have any Subsidiary, Associate and Joint Venture.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATED AND THE DATE OF AUDIT REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment

There was no appointment in the Board of Directors of the Company during the year, under review.

Re-appointment

Under Section 152(6) of the Companies Act, 2013 Mrs. Hemlata Aggarwal (DIN: 08136131) shall retire at the ensuing AGM and being eligible, seeks re-appointment. The Board recommends her appointment.

Resignation

There was no resignation in the Board of Directors of the Company during the year, under review.

Key Managerial Personnel

Following officials are appointed as the Key Managerial Personnel ("KMP") of the Company:-

- Mr. Rajeev Kumar Gupta, Whole- Time Director;

- Mr. Manish Aggarwal, Chief Financial Officer; and
- Mrs. Shilpa Uppal, Company Secretary

BOARD MEETINGS

Seven Board meetings were held during the year on **18TH MAY, 2020, 30TH JULY, 2020, 29th August, 2020, 15th SEPTEMBER, 2020, 12TH NOVEMBER, 2020, 25TH JANUARY, 2021 AND 13TH FEBRUARY, 2021**. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Details of the attendance of the Directors attending the Board Meeting(s) are provided hereunder:

NAME OF THE DIRECTOR	CATEGORY	NO. OF MEETINGS ATTENDED
Mr. Rajeev Kumar Gupta	Whole Time Director	7
Mr. Mukesh Kumar Agarwal	Director	7
Mr. Jagdeep Singh Bakshi	Director	5
Mrs. Hemlata Aggarwal	Director	7

BOARD EVALUATION:

In line with the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 19th March, 2021, wherein the performance of the non-independent directors including Chairman was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings.

AUDIT COMMITTEE:

The Company being a Listed Company was required to constitute an Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company was required to constitute a Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013. The Composition of the Stakeholders Relationship Committee is provided in the Corporate Governance Report forming part of this report.

NOMINATION AND REMUNERATION COMMITTEE:

The Company being a Listed Company was required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Nomination and Remuneration Committee is provided in the Corporate Governance Report forming part of this report.

Remuneration of the Key Managerial Personnel and Employees of the Company is based on the performance of the company. Remuneration of the employees are revised on timely basis and based on their performances. The company generally sees the ability and review the performance of the candidate before the appointment of the Director.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The management has been highly conscious of conservation of energy at all the operational levels and efforts are made in this direction on a continuous basis

- **Conservation of Energy:** Adequate measure have been taken to reduce energy consumption as per following details:-
 - Fans in the lobby and rooms, will be used as and when required basis and discontinued the uses of air conditioners to save the cost.
 - Saving energy by using LED against CFLs and incandescent light bulbs.
 - Using capacitors to main power factor and to save electricity energy.
- **Technology Absorption:**

Efforts made for technology absorption	:	Nil
Benefits derived	:	Nil
Expenditure on Research &Development, if any	:	Nil
Details of technology imported, if any	:	Nil
- **Foreign Exchange Earnings and Outgo:**

Particulars of foreign exchange Expenditure and earning are given in Notes to Accounts.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-A.**

The annual return of the Company as at March 31, 2021 can be accessed through the web link www.internationalsecuritiesltd.com

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has

been uploaded on the Company's website at the following link www.internationalsecuritiesltd.com/pdf/RELATED%20PARTY%20TRANSACTIONS%20POLICY.pdf.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

The Company has not given any Loan, any guarantee and security in connection with a Loan to any other body corporate or person and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

INTERNAL CONTROL AND ITS ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

PARTICULARS OF EMPLOYEES

No employee of the Company received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposits.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNAL

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

AUDITORS AND AUDITORS' REPORT

1) STATUTORY AUDITORS

The Report given by **M/s. P.P. Thukral & Co, Chartered Accountants (Firm Registration No. 000632N)**, Statutory Auditors on the financial statements of the Company for the financial year 2020-21 is part of Annual Report. The Notes on financial statements referred to in Auditor's Report are self explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report on Financial Statement for FY 2020-21.

2) SECRETARIAL AUDITORS:

- a) Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **Mr. Puneet Kumar Pandey**, a Company Secretary in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2021. The Secretarial Audit Report is annexed as **"Annexure B"**.
- b) The secretarial Auditor of the company Mr. Puneet Kumar Pandey has issued a certificate that none of Directors on the Board of the Company have been Debarred or disqualified from being appointed or continuing as a directors of the Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

3) INTERNAL AUDITOR

As per section 138 of the Companies Act, 2013, the Company is required to have Internal Auditor. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of **Mr. Krishan Kumar** as the Internal Auditor of the Company.

EXPENSES ON CORPORATE SOCIAL RESPONSIBILITY

The provisions of the corporate social responsibility do not apply to the Company. So there is no expense on the corporate social responsibility activity by the Company.

SECRETARIAL STANDARD

The Company complies with all applicable mandatory secretarial standards issued by the institute of Company Secretary of India.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Board of the Directors feels that there is no such risk element which may threaten the existence of the Company. However the Board of Directors is in processes of developing the risk management policy.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and as per the listing regulations, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism. The policy adopted by the company is also posted on the

website of the company.
www.internationalsecuritiesltd.com/pdf/WHISTLE%20BLOWER%20&%20VIGIL%20MECHANISM.pdf.

Code of Conduct:

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and the same has been hosted on the Company's website at <https://http://internationalsecuritiesltd.com/code-of-conduct/>. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, for the year ended March 31, 2021.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees drawing remuneration in excess of the limits set out in the said Rules. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been enclosed with the report as **"ANNEXURE C"**.

The information required pursuant to Section 197 read with Rule 5(2) 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 Companies Act, 2013 the report and accounts are being sent to the members and others entitled thereto, excluding the information on the employees particulars which is available for inspection by the members at the registered office of the company during business hours on working days of the company upto the date of ensuing Annual General Meeting. If any members are interested in obtaining a copy thereof, such member may write to the company in this regard.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- i) In the preparation of the annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit and loss of the Company for that period;

- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The directors had prepared the annual accounts on a going concern basis;
- v) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGMENT

Your Directors place on record their sincere appreciation for contribution made by all concerned at all levels through their dedication, hard work, work commitment and look forward to their continued support

**By Order of the Board
INTERNATIONAL SECURITIES LIMITED**

**Place: New Delhi
Date: 03.09.2021**

**RAJEEV KUMAR GUPTA
(Whole Time Director)
DIN: 00039399**

**HEMLATA AGGARWAL
(Director)
DIN: 08136131**

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2021
*[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
 Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

CIN	L74899DL1993PLC053034
Registration Date	13/04/1993
Name Of The Company	International Securities Limited
Category / Sub-Category Of The Company	Public Limited Company
Address Of The Registered Office And Contact Details	Statesman House, 148, Barakhamba Road, New Delhi 110001 Tel: 011-42284301
Whether Listed Company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	MAS Services Limited T-34, IInd Floor, Okhla Industrial Area, Phase II, New Delhi – 110020 Tel: 011-26387281/82/83

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:-

SL. NO.	NAME AND DESCRIPTION OF MAIN PRODUCTS / SERVICES	NIC CODE OF THE PRODUCT/ SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	Dealing in Shares/Securities & Commodities	6599	--

III. PARTICULARS OF HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

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

CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD							
	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (1 st APRIL, 2020)				NO. OF SHARES HELD AT THE END OF THE YEAR (31 st MARCH, 2021)			
	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DE-MAT	PHYSICAL	TOTAL	% OF TOTAL SHARES
A. Promoters								
1. Indian								
Individual/HUF	1259960	-	1259960	42.00	1259960	-	1259960	42.00
Central Government	-	-	-	-	-	-	-	-
State Government	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
Sub-total (A)(1)	1259960	-	1259960	42.00	1259960	-	1259960	42.00
2. Foreign								
NRIs –Individual	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-
Banks/Financial Institutions	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1259960	-	1259960	42.00	1259960	-	1259960	42.00
B. Public Shareholding								
1. Institutions								
Mutual Funds	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-
Central Government	-	-	-	-	-	-	-	-
State Government	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-
2. Non-Institutions								
a) Bodies Corporate								

i) Indian	127215	32900	160115	5.34	126715	32900	159615	5.32
ii) Overseas	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	52085	126640	178725	5.96	52555	126640	179195	5.98
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1287500	113700	1401200	46.70	1287530	113700	1401230	46.70
c) Others(specify)	-	-	-	-	-	-	-	-
Sub-total (B)(2)	1466800	273240	1740040	58.00	1466800	273240	1740040	58.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	1466800	273240	1740040	58.00	1466800	273240	1740040	58.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2726760	273240	3000000	100	2726760	273240	3000000	100

ii) Shareholding of Promoters

SL NO	PROMOTORS' NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 st APRIL, 2020)			SHARE HOLDING AT THE END OF THE YEAR (31 st MARCH, 2021)			
		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	% change in share holding during the year
1.	Rajender Parshad Gupta	719850	24	Nil	719850	24	Nil	Nil
2.	Veena Gupta	540110	18	Nil	540110	18	Nil	Nil
	Total	1259960	42	Nil	1259960	42	Nil	Nil

iii) Change in Promoters' Shareholding

	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 st APRIL, 2020)		CUMULATIVE SHAREHOLDING DURING THE YEAR (1 st April, 2020 to 31 st March, 2021)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year				
Change during the year (specify reason)	There is no change in Promoters' Shareholding between 01.04.2020 to 31.03.2021			
At the End of the year				

iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

SL NO	NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR (1 ST APRIL 2020)			SHARE HOLDING AT THE END OF THE YEAR (31 ST MARCH 2021)			% 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.	Amit Gupta	160300	5.343	-	160300	5.343	-	-
2.	Puneet Jain	145600	4.853	-	145600	4.853	-	-
3.	Rajendra Kumar Dhall	100000	3.333	-	100000	3.333	-	-
4.	Nirmal Kumar Jain	92500	3.083	-	92500	3.083	-	-
5.	Ashok Jain	73700	2.46	-	73700	2.46	-	-
6.	Deepa Gupta	55000	1.833	-	55000	1.833	-	-
7.	Santosh Gupta	42200	1.407	-	42200	1.407	-	-
8.	Yogender Grover	26215	0.874	-	26215	0.874	-	-
9	Komalam Sardana	26200	0.873	-	26200	0.873	-	-
10.	Shishir Kumar	25015	0.834	-	25015	0.834	-	-

v) Shareholding of Directors and Key Managerial Personnel

SR. NO.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajeev Kumar Gupta	174,100	5.803	174,100	5.803

V. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT:

	SECURED LOANS EXCLUDING DEPOSITS	UN-SECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
Indebtedness at the beginning of the financial year				
i) Principal Amount-	55,93,000	3,72,00,000	--	4,27,93,000
ii) Interest due but not paid-	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	55,93,000	3,72,00,000	--	4,27,93,000
Change in Indebtedness during the financial year				
Addition	--	1,59,50,000	--	1,59,50,000
Reduction	27,26,000	--	--	27,26,000
Net Change	27,26,000	1,59,50,000		1,32,24,000
Indebtedness at the end of the financial year				
i) Principal Amount	28,67,000	5,31,50,000	--	5,60,17,000
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	28,67,000	5,31,50,000		5,60,17,000

VI. REMUNERATION OF DIRECTORS:

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

Sl. No.	Particulars of Remuneration	Rajeev Kumar Gupta	Total Amount
1.	Gross salary (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 u/s 17(3) Income- tax Act, 1961	42,00,000	42,00,000
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - Others, specify...	- -	- -
5.	Others, please specify	-	-
	Total (A)	42,00,000	42,00,000
	Ceiling as per the Act	The payment is as per schedule and as per section 197 of Company at 2013 and as approved by the ministry of Corporate affairs.	

B. Remuneration to other directors:

Particulars of Remuneration	Mukesh Kumar Agarwal	Jagdeep Singh Bakshi	Hemlata Aggarwal	Total
· Fee for attending board committee meetings	-	-	-	-
· Commission	-	-	-	-
· Others, please specify	-	-	-	-
Total (1)	-	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager /WTD follows:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Manish Aggarwal (CFO)	Shilpa Uppal (CS)	
1.	Gross salary (a) Salary as per provisions contained in section17(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 undersection17(3)Income- tax Act,1961	4,92,000	1,20,000	6,12,000.00
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	- -	- -	- -
5.	Others, please specify	-	-	-
	Total	4,92,000	1,20,000	6,12,000.00
	Ceiling as per the Act	The payments are as per schedule and as per Section 197 of Companies Act, 2013 and as approved by the Ministry of Corporate Affairs.		

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There is no Penalty, Punishment and Compounding of offences.

**By Order of the Board
INTERNATIONAL SECURITIES LIMITED**

**Place: New Delhi
Date: 03.09.2021**

**RAJEEV KUMAR GUPTA
(Whole Time Director)
DIN: 00039399**

**HEMLATA AGGARWAL
(Director)
DIN: 08136131**

PUNEET KUMAR PANDEY
Company Secretary
R/o-C-4/216, Sector-6
Rohini, New Delhi-110085

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[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,
INTERNATIONAL SECURITIES LIMITED
Statesman House 148, Barakhamba Road,
New Delhi 110001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INTERNATIONAL SECURITIES LIMITED** (hereinafter called 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 my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2021, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i). The Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv). 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 (ECB).
(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'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (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 (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
 - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - g. 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. **(Not Applicable to the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable to the Company during the Audit Period)**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit Period)**
- (vi) RBI Act, 1934 **Not Applicable**
- (vii) Non- Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007. **Not Applicable**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has duly complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that:

The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors which 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 to the Directors 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

I further report that based on the information received and records maintained by the Company, 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.

Place: New Delhi
Date: 27.08.2021

Puneet Kumar Pandey
Company Secretary
ACS No.: 29848
C.P.NO. 10913
UDIN: A029848C000847049

Note: This report is to be read with my letter of even date which is annexed as "Annexure-A" and forms an integral part of this report.

Annexure-A

To,
The Members,
INTERNATIONAL SECURITIES LIMITED
Statesman House, 148, Barakhamba Road,
New Delhi 110001

The Secretarial Audit Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 27.08.2021

Puneet Kumar Pandey
Company Secretary
ACS No.: 29848
C. P. NO. 10913

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided hereunder:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Director	Ratio to median remuneration
Rajeev Kumar Gupta	9.85915493

2. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year.

Particular	% increase in remuneration in the financial year
Rajeev Kumar Gupta (WTD)	16.66666667%
Manish Aggarwal (CFO)	Nil
Shilpa Uppal(CS)	Nil

3. The percentage increase in the median remuneration of employees in the financial year: Nil

4. The number of permanent employees on the rolls of Company: 14

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

There was 3.243835095% increase in the salaries of the employees in comparison to the last financial year. Percentile increase in the managerial remuneration is 16.66664%.

6. **Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company affirms remuneration is as per the remuneration policy of the Company.

INTERNATIONAL SECURITIES LIMITED
Annexure 'D' to Director Report
Report on Corporate Governance

1. Philosophy on code of Corporate Governance:

The Fundamental object of Corporate Governance is the enhancement of Shareholder value, keeping in view the interest of other stakeholders. It refers to a blend of law, regulations and voluntary practices, which enable the company to harness financial and human capital, perform efficiently and expediently, and thereby perpetuate it into generating long term association and economic value for its Shareholders, while respecting interests of other stakeholders and the society at large.

It aims to align interests of the company with its Shareholders and other key stakeholders. The principal Characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, and Social Responsibility.

To sum, Corporate Governance focuses on equitable treatment of all shareholders and reinforces that it is “Your Company” as it belongs to you, the Shareholders.

The Chairman and Board of Directors are your fiduciaries and trustees pushing the business towards maximizing value for its shareholders.

2. Board of Directors

i. The Board of Directors comprises of Four Directors. The Composition of Board of Directors is as under:-

Category	No. of Directors
Executive Director	1
Independent Director	2
Non Executive Director (including a woman director)	1
Total	4

ii. None of the directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2021 have been made by the directors.

iii. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 (“Act”).

iv. During the year 2020-21, the board met 7 (seven) times (as against the minimum requirement of four meetings) on the following dates, namely:-

18th May, 2020, 30th July, 2020, 29th August, 2020, 15th September, 2020, 12th November, 2020, 25th January, 2021 AND 13th February, 2021.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the last Annual General Meeting are given below:

Sl. No.	Name	Category Membership	Attendance Particulars		Number of Directorships		Number of committee positions held in other public companies	
			Board Meeting	Last AGM	In all other companies	Excl. Pvt. Ltd., *Foreign & Sec. 8 companies	Chairman	Member
01.	Mr. Rajeev Kumar Gupta DIN: 00039399	Whole-Time Director (Executive Director)	7	YES	15	--	--	--
02.	Mr. Mukesh Kumar Agarwal DIN: 00502269	Director (Independent)	7	YES	2	--	--	--
03.	Mr. Jagdeep Singh Bakshi DIN: 02791032	Director (Independent)	5	NO	1	--	--	--
04.	Mrs. Hemlata Aggarwal DIN: 08136131	Non-Executive Director	7	YES	--	--	--	--

3. Audit Committee

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. All the recommendations made by the Audit Committee were accepted by the Board.

The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
 - b) Changes, if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions
 - g) Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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 utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of Whistle Blower mechanism.
- Approval of appointment of CFO;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;

To mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor.

The composition of the audit committee as at 31st March, 2021 and the details of meetings attended by its members are given below:

Name	Category	No. of Meetings during the Financial Year 2020-21	
		Held	Attended
Mr. Mukesh Kumar Agarwal (Chairman)	Non Executive Independent Director	5	5
Mr. Jagdeep Singh Bakshi (Member)	Non Executive Independent Director	5	5
Mrs. Hemlata Aggarwal (Member)	Non Executive Director	5	5

During the financial year 2020-21, meetings of the Audit Committee were held Five times i.e. 18th May, 2020, 30th July 2020, 15th September, 2020, 12th November, 2020 and 13th February, 2021.

The Board has considered all recommendations of the Audit Committee as and when provided during the year under review and hence, do not call for any disclosure under Section 177(8) of the Companies Act, 2013.

4 Nomination and Remuneration Committee

The broad terms of reference of the nomination and Remuneration Committee are as under:

1. 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;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. 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.

The composition of the Nomination and Remuneration Committee as at 31st March, 2021 and the details of meetings attended by its members are given below:

Name	Category	No. of Meetings during the Financial Year 2019-20	
		Held	Attended
Mr. Jagdeep Singh Bakshi	Non Executive Independent	3	3

(Chairman)	Director		
Mr. Mukesh Kumar Agarwal (Member)	Non-Executive Independent Director	3	3
Mrs. Hemlata Aggarwal (Member)	Non Executive Director	3	3

During the financial year 2020-21, three meetings of the Committee were held i.e. on 30th July, 2020, 12th November, 2020 and 13th February, 2021.

The Details of remuneration paid to Executive Directors are given below:

Particulars	Mr. Rajeev Kumar Gupta (Whole Time Director)
Salary and Allowance	Rs. 42,00,000/-
Contribution to Superannuation Fund(Rs,)	Nil
Bonus and performance linked Incentive (Rs.)	Nil

The Details of remuneration paid to Non-Executive Director and number of Shares held are given below.

S.NO	Name	Commission Payable(Rs.)	Sitting Fees	Shares held
1	Mr. Jagdeep Singh Bakshi	NIL	NIL	NIL
2	Mrs. Hemlata Aggarwal	NIL	NIL	NIL
3	Mr. Mukesh Kumar Agarwal	NIL	NIL	NIL

5. i) Stakeholders Relationship Committee

During the financial year 2020-21, meetings of the Stakeholder Relationship Committee were held Five times i.e. 18th May, 2020, 30th July 2020, 15th September, 2020, 12th November, 2020 and 13th February, 2021.

The working of the Stakeholders Relationship Committee of your Company and its composition and other details are given below:

Name	Category	No. of Meetings during the Financial Year 2020-21	
		Held	Attended
Mr. Jagdeep Singh Bakshi (Chairman)	Non Executive Independent Director	5	5
Mrs. Hemlata Aggarwal (Member)	Non Executive Director	5	5
Mr. Rajeev Kumar Gupta (Member)	Executive Director	5	5

Details of investor complaints received and redressed during the year 2020-21 are as follows

Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL

ii) Independent Directors' Meeting

During the year under review, One meeting of Independent Directors was held on 19th March, 2021 and independent Directors reviewed the all the matters as per schedule IV of the Companies Act, 2013.

All the Independent Directors were present at the meeting.

6. General Body Meeting

Detail of location, time and date of last three AGMs are given below:-

Financial year	Date	Time	Place
2017-2018	29.09.2018	11.00 AM	14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI- 110001
2018-2019	30.09.2019	11.00 AM	14 (II FLOOR, FRONT BLOCK), SAGAR APARTMENTS, 6, TILAK MARG NEW DELHI- 110001
2019-2020	29.09.2020	02.00 PM	Through Video Conferencing / Other Audio Visual Means (VC)

Special Resolutions passed at the last 3 (three) AGMs:

Financial year	Items
2017-2018	-----
2018-2019	<ul style="list-style-type: none"> a) To increase in Borrowing Power in terms of Section 180 (1)(c) of the Companies Act, 2013 b) To Creation of Charge/Mortgage etc. on Company's Movable or immovable Properties in terms of Section 180 (1)(A) of the Companies Act, 2013
2019-2020	<ul style="list-style-type: none"> a) Resolution for re-appointment of Mr. Rajeev Kumar Gupta, as Whole Time Director for a period of three Years.

7. Disclosures

i. Related Party transactions

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link www.internationalsecuritiesltd.com/pdf/RELATED%20PARTY%20TRANSACTIONS%20POLICY.pdf

ii. Details of non-compliance by the Company, penalties, structures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2018-19, 2019-20 and 2020-21 respectively: **NIL**

iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link www.internationalsecuritiesltd.com/pdf/WHISTLE%20BLOWER%20&%20VIGIL%20MECHANISM.pdf

iv. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

v. Code of Conduct

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2021. The Annual Report of the Company contains a Certificate by the Whole Time Director in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Postal Ballot:

During the financial year under review, no postal ballot was conducted by the company and no special resolution is proposed to be conducted through postal ballot by the Company.

9. Means of communication:

The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India which include The Financial Express (English) and Jansatta (Hindi). The results are also displayed on the Company's website "www.internationalsecuritiesltd.com". The company is also providing regular information to the Stock Exchanges as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A management discussion and analysis report is a part of the Company's annual report.

9. GENERAL SHAREHOLDER INFORMATION

9.1 Annual General Meeting

Date and Time

30th September, 2021 at 02.00 P.M.

9.2 Financial Calendar (2021-22)

Annual General Meeting

For the next year ending 31st March, 2022

before 30th September 2022

9.3 Book Closure date

24.09.2021 to 30.09.2021

9.4 Dividend Payment date

N.A.

9.5 Listing of Equity Shares on

MSEI

Stock Exchange at

9.6 Stock Code

(i) ISIN Numbers

Equity Shares **INE086D01015**

9.7 Registrar and Share Transfer Agent

MAS Services Limited
T-34, IInd Floor, Okhla Industrial Area,
Phase II, New Delhi-110020

9.8 Share Transfer Systems:

Share transfers are presently registered within a maximum period of fifteen days from the date of receipt provided the documents are complete in all respects. Board of Directors has authorized Registrar to approve all share transfers. Now, since the requirement of issuing option letter no more exist. The Registrar on receipt of Share transfer request, after confirming all details transfer the shares as per law and directly dispatches the same to the transferee.

9.9. Categories of equity shareholders as on March 31, 2021:

Category	No. of Shares	% of Shares
Promoter's Holding (including foreign Promoters if any)	1259960	42.00
Non Promoter's Holding	1740040	58.00
TOTAL	3000000	100.00

9.10. Distribution of Share holding as on March 31, 2021

No of Equity Shares Held	No of shareholder	% of Shareholder	Number of Shares	% of Shareholding
1-500	290	71.253	61395	2.047
501-1000	20	4.914	16500	0.550
1001-2000	20	4.914	30600	1.020
2001-3000	9	2.211	21700	0.723
3001-4000	3	0.737	11500	0.383

4001-5000	3	0.737	12815	0.427
5001-10000	7	1.720	53100	1.770
10001 and above	55	13.514	2792390	93.080
Total	407	100	3000000	100

9.11 Top ten equity shareholders of the Company as on March 31, 2021

S.NO	Name of the shareholder	No. of Shares held	Percentage of shares held
1.	Amit Gupta	160300	5.343
2.	Puneet Jain	145600	4.853
3.	Rajendra Kumar Dhall	100000	3.333
4.	Nirmal Kumar Jain	92500	3.083
5.	Ashok Jain	73700	2.46
6.	Deepa Gupta	55000	1.833
7.	Santosh Gupta	42200	1.407
8.	Yogender Grover	26215	0.874
9.	Komalam Sardana	26200	0.873
10.	Shishir Kumar	25015	0.834

9.12 Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form. Equity shares of the Company representing 90.892% of the Company's equity share capital are dematerialized as on March 31, 2021. The Company's equity shares are regularly traded on MSEI IN dematerialized form. Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is **INE086D01015**.

9.13 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2021, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

9.14 Plant Location:

Statesman House, 148, Barakhamba Road, New Delhi 110001

9.15 Address for Correspondence:

Share Transfer and Demat

MAS Services Limited
T-34, IIInd Floor, Okhla Industrial Area,
Phase II, New Delhi-110020

Note: Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

Any query on Annual Report:

Secretarial Department
INTERNATIONAL SECURITIES LIMITED.
Statesman House, 148, Barakhamba
Road, New Delhi 110001

For and on Behalf of the Board of Directors
INTERNATIONAL SECURITIES LIMITED

Place: New Delhi
Date: 03.09.2021

Rajeev Kumar Gupta
Whole Time Director
DIN: 00039399

Declaration by the Whole Time Director under the Listing Regulations regarding compliance with Code of Conduct

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2021.

Rajeev Kumar Gupta
Whole Time Director

PUNEET KUMAR PANDEY
Company Secretary
R/o-C-4/216, Sector-6
Rohini, New Delhi-110085

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of International Securities Limited

We have examined the compliance of conditions of Corporate Governance by **INTERNATIONAL SECURITIES LIMITED**, for the year ended March 31, 2021, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to procedures, and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that all investor grievances were redressed within 30 days of lodgement of grievance and as on March 31, 2021 no investor complaint is pending against the Company as per the records maintained by the Stakeholders Relationship Committee.

We further state that 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

Place: New Delhi

Date: 27.08.2021

(Puneet Kumar Pandey)

Company Secretary

M.NO. A29848

C.P. No: 10913

UDIN: A029848C000847192

CEO/CFO CERTIFICATION

We, Mr. Rajeev Kumar Gupta, Whole Time Director and Mr. Manish Aggarwal, Chief Financial Officer hereby certify for the Financial year ended 31st March, 2021 that:

- a) We have reviewed the Financial Statements and Cash Flow Statement for the year ended 31st March, 2021 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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.
- b) We are, to the best of my knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2021 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
- (1) That there was no significant changes in internal control over financial reporting during the year;
 - (2) That there was no significant changes in accounting policies during the year; and
 - (3) That there was no instances of significant fraud of which we have become aware.

Place: New Delhi

Date: 03.09.2021

Whole Time Director

Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To
The Members
International Securities Limited
Statesman House-148, Barakhamba Road,
New Delhi-110001

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the financial statements of International Securities Limited having CIN: L74899DL1993PLC053034 ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), Statement of Cash Flows and Statement of Changes in Equity for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Effect of Covid-19

Key Audit Matters	Audit Procedures
<p>It is the responsibility of the management to make appropriate adjustments to the financial statements and ensure necessary disclosures specifically the impact on business due to Covid-19, subsequent risks and uncertainties, and conditions that may impact future operating results, cash flows and financial position of the entity. We are informed by the management that considering the present scale of operations, seasonal product, demand in the ensuing future, the management does not perceive any risk in ensuing operations, liquidity and capital resources. We find sufficient and appropriate evidences of such management perception on record.</p> <p>It is also concluded by the management that no adjustments are required in the financial statements as it does not impact the current financial year. However, the situation with COVID-19 is still evolving. Also, the various preventive measures taken (such as lockdown restrictions by the Government of India, travel restrictions etc.) are still in force, leading to a highly uncertain economic environment. Due to these circumstances, the management's assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve; and consequently, we are unable to express our opinion as to how the future prospect of the company will be impacted.</p>	<p>The audit procedures included but were not limited to:</p> <ul style="list-style-type: none">- Obtaining a detailed understanding of future business climate and demand potential.- Existing processes and controls of the Management.- Evaluation of the design of the controls relating to growth of marketing.- Probability of outcome, estimates of the timing and the amount.- Implementation and operating effectiveness of the key controls.- Minutes of the Audit Committee/ Board and discussions with the appropriate Management personnel.- Possible outcomes and the reasonableness of the estimates.- Involvement of expert for technical guidance and evaluation of the assessments of the Management.- Evaluating appropriateness of adequate disclosures in accordance with the applicable accounting standards.

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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the companies (Indian Accounting Standards) rule, 2015, as amended. 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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 A 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 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) In our opinion, the managerial remuneration for the year ended March, 2021 has been paid/ provided by the company to its directors in accordance with the provisions of section 197 read with Schedule V to the act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
2. The Company did not have any long-term contracts including derivative contracts;
3. During the year, the company was not liable to transfer any amount to the Investor Education and Protection Fund.

**For P.P. Thukral & Co.
Chartered Accountants
FRN: 000632N**

**Date: 30-06-2021
Place: New Delhi**

**SURESH SETHI
Partner
M. No.: 089318
UDIN: 21089318AAAABS7050**

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the company on the Ind AS financial statements for the year ended **31st March 2021**, 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 in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. And no material discrepancies have been noticed on such verification.
 - c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties are held in the name of the Company.
- ii. The inventory has been physically verified by the management during the year at reasonable intervals. The discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of account.
- iii. According to the information and explanations given to us, the Company has unsecured advances to the following eight parties including seven body corporate, covered in the register maintained under Section 189 of the Companies Act, 2013-

S. No.	Name of the Party	Amount Outstanding (In Lakh)	
		31.03.2021	31.03.2020
1	Atul Sharma	82.5	82.5
2	Causeway Holdings Pvt. Ltd.	402	402
3	Chowringhee Prakashan (P) Ltd.	29	29
4	SSSN Projects Pvt. Ltd.	50	50
5	Snowview Hills Pvt. Ltd.	142	142
6	Cardiff Corporate Advisors Pvt. Ltd.	15	15
7	Cautious Infradevelopers Pvt Ltd.	3	3
8	Deus Corporate Consultants Pvt Ltd.	1.5	1.5

In respect of the aforesaid advances:-

- a) The terms and conditions of the grant of such advances are as per the terms of agreement and, in our opinion, *prima facie*, not prejudicial to the interest of the company.
- b) The maximum amount outstanding during the year in respect of the said advances is Rs. 725.00 Lacs.
- c) The amount of advances given is interest free and the schedule of repayment is as per the terms and conditions of the agreement.

- d) In respect of the said advances, there is no overdue amount outstanding at the end of the year.
- iv. In our opinion and according to the information and explanations given to us, the company has acquired advances in terms of agreement and has given advance to M/s Causeway Holdings Pvt. Ltd. as per agreement covered under section 185 and 186 of The Companies Act.
- v. The Company has not accepted any deposit from the public and accordingly, the provisions of section 73 to 76 or any other relevant provisions of the Act are not applicable.
- vi. According to information and explanations given to us, the maintenance of cost records under section 148(1) of the Act has not been specified and accordingly, the provision of Clause 3(vi) of the order is not applicable to the Company.
- vii. a) According to information and explanations given to us and the records of the company examined by us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including income tax and any other material statutory dues applicable to it.

According to the information and explanations given to us and the records of the company examined by us, there are no undisputed amounts payable in respect of aforesaid dues for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and the records of the company examined by us, amounts of Income Tax which have not been deposited with the appropriate authorities on account of disputes are as under:

Nature of the statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Tax, Interest, Penalty	20,41,789	A.Y. 2011-12	CIT-Appeal

- viii. According to the information and explanations given to us and the records of the company examined by us, the Company has not defaulted in repayment of dues to banks and financial institutions. There are no debenture holders and loan from Government.
- ix. The Company has not raised moneys by way of initial public offer or further public offer during the year. In our opinion and according to the information and explanation given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.

- x. During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such cases by the management.
- xi. According to the information and explanation given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and accordingly, the provisions of Clause 3 (xii) of the order are not applicable.
- xiii. According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transaction with the related parties and the details of related party transaction have been disclosed in Ind AS financial statements as required by the applicable standards.
- xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and accordingly, the provisions of Clause 3 (xiv) of the Order are not applicable to the Company.
- xv. In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors and accordingly, the provisions of Clause 3 (xv) of the order are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For P.P. Thukral & Co.
Chartered Accountants
FRN: 000632N**

**Date: 30-06-2021
Place: New Delhi**

**SURESH SETHI
Partner
M. No.: 089318
UDIN: 21089318AAAABS7050**

Annexure - B to the Independent Auditor's Report

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of International Securities Limited of even date)

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 **International Securities Limited** ("the Company") as of 31st March, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

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

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the criteria for internal control over financial reporting 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 P.P. Thukral & Co.
Chartered Accountants
FRN: 000632N**

**Date : 30-06-2021
Place: New Delhi**

**SURESH SETHI
Partner
M. No.: 089318
UDIN: 21089318AAAABS7050**

INTERNATIONAL SECURITIES LIMITED

BALANCE SHEET AS AT MARCH 31, 2021

(Amount in Lakhs)

Particulars	Note No.	As at 31 March, 2021	As at 31 March, 2020
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4	177.51	217.13
(b) Financial Assets			
(i) Non Current Investments	5	0.09	0.09
(iii) Loans	6	6.88	8.86
(c) Deferred tax assets (net)	7	201.69	248.59
(2) Current assets			
(a) Inventories	8	52.55	8.28
(b) Financial Assets			
(i) Trade receivables	9	82.26	26.74
(ii) Cash and cash equivalents	10	11.34	7.38
(iii) Loans & Advances	11	725.18	726.26
(d) Other current assets	12	6.42	7.37
Total Assets		1,263.91	1,250.71
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	300.00	300.00
(b) Other Equity	14	367.85	341.66
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
Borrowings	15	5.65	28.67
(b) Non-Current Provisions	16	25.66	24.34
Current liabilities			
(a) Financial Liabilities			
Borrowings	15	531.50	372.00
(b) Trade payables	17	-	143.00
(c) Other financial liabilities	18	23.02	27.26
(d) Other current liabilities	19	8.89	12.55
(e) Current Provisions	20	1.33	1.23
Total Equity and Liabilities		1,263.91	1,250.71

Accompanying notes to the financial statements 1 to 39.

As per our report of even date attached

For P.P. Thukral & Co.

Chartered Accountants

Firm Regn. No. 000632N

For and on behalf of the Board of Directors

CA. Suresh Sethi

Partner

M. No. 089318

Rajeev Gupta

W.T. Director

DIN: 00039399

Hemlata Aggarwal Manish Aggarwal Shilpa Uppal

Director

DIN: 08136131

CFO

Co. Secretary

Place: New Delhi

Dated: 30-06-2021

INTERNATIONAL SECURITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2021

(Amount in Lakhs)

Particulars	Note No.	2020-21	2019-20
I Revenue From Operations	21	240.80	(231.21)
II Other Income	22	0.10	0.35
III Total Income (I+II)		240.90	(230.86)
IV EXPENSES			
Changes in inventories/ Stock in Trade	23	(44.27)	(5.83)
Employee benefits expense	24	104.20	100.86
Finance costs	25	13.61	4.96
Depreciation and amortization expense	26	39.70	38.05
Other expenses	27	54.58	67.48
Total expenses (IV)		167.82	205.50
V Profit/(loss) before exceptional items and tax (I- IV)		73.08	(436.36)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		73.08	(436.36)
Tax expense:			
VIII (1) Current tax		-	-
(2) Deferred tax		46.90	(108.50)
IX Profit (Loss) for the period from continuing operations (VII-VIII)		26.18	(327.86)
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		26.18	(327.86)
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will			
XIV not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will			
be reclassified to profit or loss			
Total Comprehensive Income for the			
XV period (XIII+XIV) - (Comprising Profit/(Loss) and			
Other Comprehensive Income for the period)		26.18	(327.86)
Earnings per equity share (for continuing operation):			
XVI (1) Basic		0.8728	(10.9287)
(2) Diluted		0.8728	(10.9287)
Earnings per equity share (for discontinued operation):			
XVII (1) Basic		-	-
(2) Diluted		-	-
Earnings per equity share (for discontinued			
XVIII & continuing operations)			
(1) Basic	28	0.8728	(10.9287)
(2) Diluted	28	0.8728	(10.9287)

Accompanying notes to the financial statements 1 to 39.

As per our report of even date attached

For P.P. Thukral & Co.

Chartered Accountants

Firm Regn. No. 000632N

For and on behalf of the Board of Directors

CA. Suresh Sethi

Partner

M. No. 089318

Rajeev Gupta

W.T. Director

DIN: 00039399

Hemlata Aggarwal Manish Aggarwal Shilpa Uppal

Director

CFO

Co. Secretary

DIN: 08136131

Place: New Delhi

Dated: 30-06-2021

INTERNATIONAL SECURITIES LIMITED
Statement of Changes in Equity for the year ended 31st March, 2021

(Amount in Lakhs)

A. Equity Share Capital	Issued, Subscribed and Paid up	Total
Balance at the end of the reporting period i.e 31st March 2020	300.00	300.00
Changes in equity share capital during the year 2020-21	-	-
Balance at the end of the reporting period i.e 31st March 2021	300.00	300.00
B. Other Equity	Retained Earnings	Total
Balance at the beginning of the reporting period 01.04.2020	341.66	341.66
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	341.66	341.66
Total Comprehensive Income for the year	26.18	26.18
Balance at the end of the reporting period 31.03.2021	367.85	367.85

INTERNATIONAL SECURITIES LIMITED		
Cash Flow Statement For the Year Ended 31st March 2021		
(Amount in Lakhs)		
	2020-21	2019-20
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax and extra-ordinary items	73.08	(436.36)
Adjustments for:		
Depreciation	39.70	38.05
Interest Income	-	(0.27)
Finance Cost	13.61	4.96
Loss/(Profit) on sale of Fixed Assets	-	-
Operating Profit Before Working Capital Changes	126.39	(393.63)
Adjusted for :		
Inventories	(44.27)	(5.83)
Other Current Assets	0.95	2.16
Trade Receivables	(55.52)	211.90
Short Term Loans & Advances	1.09	(0.06)
Trade Payables	(143.00)	-
Other Current Liabilities	(7.89)	(102.26)
Short Term Provisions	0.11	0.21
Long Term Provisions	1.32	6.19
Cash Generated from Operations	(120.81)	(281.33)
Taxes Paid / Provided	-	-
Cash Flow Before Extraordinary Items	(120.81)	(281.33)
Extraordinary Items	-	-
Net Cash From Operating Activities (A)	(120.81)	(281.33)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of Fixed Assets	-	-
Purchase of Fixed Assets	(0.08)	(27.04)
Interest Received	-	0.27
Net Cash from Investing Activities (B)	(0.08)	(26.77)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Long Term Borrowings	(23.02)	(7.40)
Short Term Borrowings	159.50	322.00
Finance Cost	(13.61)	(4.96)
Repayment of Loans & Advances	1.98	0.06
Net Cash from Financing Activities (C)	124.85	309.70
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	3.96	1.60
Add: Opening Balance of cash & Cash Equivalents	7.38	5.78
Closing Balance of Cash & Cash Equivalents	11.34	7.38
Cash and Cash Equivalents Comprise of:		
Cash in hand	6.88	6.18
Balance with Banks	4.46	1.19
Cheques in hand	-	-
Total	11.34	7.38
Notes:		
1) Previous year's figures have been regrouped or rearranged, wherever necessary.		
As per our report of even date attached		
For P.P. Thukral & Co.	For and on behalf of the Board of Directors	
Chartered Accountants		
Firm Regn. No. 000632N		
CA. Suresh Sethi	Rajeev Gupta	Hemlata Aggarwal
Partner	W.T. Director	Director
M. No. 089318	DIN: 00039399	DIN: 08136131
		Manish Aggarwal
		CFO
		Shilpa Uppal
		Co. Secretary
Place: New Delhi		
Dated: 30-06-2021		

Notes forming part of the Balance Sheet For the year ended 31st March, 2021

Note No. 4

Property Plant and Equipments

Particulars	Furniture & Fittings	Motor Vehicles	Office Equipments	Computers and data Processing Units	Total
At Cost					
Balance at March 31, 2020	13.83	475.10	32.52	43.60	565.05
Additions	-	-	-	0.08	0.08
Disposals / Adjustment	-	-	-	-	-
Balance at March 31, 2021	13.83	475.10	32.52	43.67	565.13

Property Plant and Equipments-Accumulated Depreciation

Particulars	Furniture & Fittings	Motor Vehicles	Office Equipments	Computers and data Processing	Total
Balance at March 31, 2020	13.13	262.71	30.65	41.42	347.92
Depreciation expense	0.14	39.17	0.14	0.25	39.70
Eliminated on disposals of assets		-			-
Balance at March 31, 2021	13.28	301.88	30.79	41.67	387.62

Particulars					Total
Balance at March 31, 2020	0.69	212.39	1.87	2.18	217.13
Balance at March 31, 2021	0.55	173.23	1.73	2.00	177.51

INTERNATIONAL SECURITIES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021

Note-5 Non Currents Investments

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Shares of Delhi Stock Exchange Association Limited (9000 equity shares of face value @ Rs. 1/- each)	0.09	0.09
	0.09	0.09

Note-6 Loans

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Security Deposits - Unsecured - Considered good	6.88	8.86
	6.88	8.86

Note-7 Deferred tax assets

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Deferred Tax Assets		
Disallowance under Income Tax Act, 1961	6.18	6.65
Depreciation	6.54	6.58
Business Loss Carried Forward	163.93	206.78
Mat Tax Credit Carried Forward	-	0.11
Unabsorbed Depreciation	25.04	28.46
	201.69	248.59

Note-8 Inventories

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Stock of Shares (Quoted)	52.55	8.28
	52.55	8.28

Note: The inventories are valued at lower of cost or net realisable value.

Cost is assigned on FIFO basis.

Note-9 Trade receivables (Unsecured & Considered good)

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Sundry Debtors		
More than six months	-	-
Others	82.26	26.74
	82.26	26.74

Note-10 Cash and cash equivalents

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Cash in hand	6.88	6.18
Balance in current and deposits accounts with banks	4.46	1.19
Cheques in hand	-	-
	11.34	7.38

Note-11 Loans & Advances

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Receivables purchased as basket as per terms of Assignment Agreement	402.00	402.00
Advances	323.00	323.00
Advances to Staff	-	1.15
Other Recoverables	0.18	0.11
	725.18	726.26

Note-12 Other current assets

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Balance with revenue authorities	6.42	7.37
Other Current Assets	-	-
	6.42	7.37

INTERNATIONAL SECURITIES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

Note-13 Equity Share Capital

Particulars	31 st March 2021		31 st March 2020	
	No. of Shares	Amount in Lakhs	No. of Shares	Amount in Lakhs
1. Authorised				
a) Equity Shares				
Equity Shares of Rs. 10 each	3,500,000.00	350.00	3,500,000.00	350.00
b) Other Shares	-	-	-	-
	3,500,000.00	350.00	3,500,000.00	350.00
2. Issued, Subscribed and paid up shares				
Equity Shares of Rs. 10 each	3,000,000.00	300.00	3,000,000.00	300.00
	3,000,000.00	300.00	3,000,000.00	300.00

A. Reconciliation of shares outstanding at the begning and at the end of the period.

Particulars	31 st March 2021		31 st March 2020	
	No. of Shares	Amount in Lakhs	No. of Shares	Amount in Lakhs
Equity Shares				
Shares outstanding at the begning of the year	3,000,000.00	300.00	3,000,000.00	300.00
Shared Issued during the year	-	-	-	-
Shares outstanding at the End of the year	3,000,000.00	300.00	3,000,000.00	300.00

B. Details of Shareholders' holding more than 5% Shares in the Company

Particulars	31 st March 2021		31 st March 2020	
	No. of Shares	Holding in the class	No. of Shares	Holding in the class
Equity Shares				
Rajender Parshad Gupta	719,850.00	24.00%	719,850.00	24.00%
Veena Gupta	540,110.00	18.00%	540,110.00	18.00%
Rajeev Gupta	174,100.00	5.80%	174,100.00	5.80%
Amit Gupta	160,300.00	5.34%	160,300.00	5.34%
	1,594,360.00	53.15%	1,594,360.00	53.15%

C. Rights, preferences and restriction attached to shares

The Company has one class of equity shares having a par value of Rs 10/- per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders.

Note-14 Other Equity

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Retained Earnings		
As per the last financial statements	341.66	669.53
During the year	26.18	(327.86)
Net Balance	367.85	341.66

Note-15 Borrowings

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Non Current Secured - Term Loans from Banks		
Car Loan From HDFC Bank	5.44	12.99
Car Loan From Yes Bank	-	13.10
Car Loan From Yes Bank	0.21	2.58
Term Loans from Others	-	-
(Secured against hypothecation of vehicle financed)	5.65	28.67
Current Unsecured		
Loan from Director	531.50	372.00
	531.50	372.00

Note-16 Non-Current Provisions

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Provision for Gratuity	25.66	24.34
	25.66	24.34

Note-17 Trade Payable

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Sundry Creditors	-	143.00
	-	143.00

Note-18 Other Financial Liabilities**Current Maturity of Long Term debt**

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Secured - Terms Loan from Banks		
Car Loan From HDFC Bank	7.55	6.86
Car Loan From YES Bank	13.10	18.24
Car Loan From YES Bank	2.37	2.15
	23.02	27.26

Maturity Profile of Secured Vehicle Loan From Banks are as Under

Particulars	Rate of Interest	0-1 Years	1-2 Years	2-3 Years
Car Loan From HDFC Bank	10.50%	7.55	5.44	-
Car Loan from Yes Bank	8.75%	13.10	-	-
Car Loan from Yes Bank	9.76%	2.37	0.21	-
Total		23.02	5.65	-

Note-19 Other Current Liabilities

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Cheque issued but not presented	-	-
Expenses Payable	7.34	11.46
Statutory Dues	1.56	1.09
	8.89	12.55

Note-20 Current Provisions

Provisions for Employee Benefits

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Provision for Gratuity	1.33	1.23
	1.33	1.23

Note-21 Revenue From Operations

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Income From Dealing in Shares/Securities & Commodities	240.80	(231.21)
	240.80	(231.21)

Note-22 Other Income

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Interest Income	-	0.27
Other Income	0.10	0.08
	0.10	0.35

Note-23 Changes in inventories/ Stock in Trade

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Closing Stock	52.55	8.28
Less: Opening Stock	8.28	2.45
Net Increase/(Decrease) in Inventory	44.27	5.83

Note-24 Employee benefits expense

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Salary and other benefits	104.20	100.86
	104.20	100.86

Note-25 Finance costs

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Interest Expenses	13.61	4.96
	13.61	4.96

Note-26 Depreciation and amortization expense

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Depreciation on PPE (As per Note 4)	39.70	38.05
	39.70	38.05

Note-27 Other expenses

Particulars	31 st March 2021	31 st March 2020
	Amount in Lakhs	Amount in Lakhs
Payment to Auditors	2.00	2.00
Bank Charges	0.03	0.06
Business Promotion	0.04	0.22
Computer Expenses	0.34	0.32
Communication Expenses	2.28	4.07
Depository Service Fees	0.15	0.04
Donation	1.00	2.51
Fees & Subscription	0.98	0.99
Insurance Charges	6.77	6.97
Legal & Professional Charges	1.30	0.69
Miscellaneous Expenses	0.80	3.15
Office Expenses	2.49	2.47
Office Rent	22.57	24.96
Printing and Stationery	0.96	1.29
Repair & Maintenance	0.95	1.20
Travelling & Conveyance	10.33	13.36
Water & Electricity Charges	1.59	3.17
	54.58	67.48

Note-28 Earning Per Share

	2020-21	2019-20
Face Value Per Equity Share	10.00	10.00
Basic Earnings per Share	0.8728	(10.9287)
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Share Holders	26.18	(327.86)
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	3,000,000	3,000,000
Diluted Earnings per Share	0.8728	(10.9287)
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Share Holders	26.18	(327.86)
Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	3,000,000	3,000,000

Note-29 Related Parties Disclosures**1. As per Ind AS 24, the disclosures of transactions with the Related Parties are given below:**

Sr. No.	Name of the Related Party	Relationship
1	Rajeev Gupta	Key management Personnel

2. Transactions during the year with Related Parties :

The remuneration of director and other member of Key Managerial Personnel during the year was as follows:

Nature of Payments	Amount in Lakhs	
	2020-21	2019-20
Short Term Employee Benefits	42.00	36.00

Note-30 Employee Benefit Expenses

	2020-21	2019-20
Salaries and Wages	99.64	89.64
Staff Welfare Expenses	3.13	4.81
Contribution to Provident Fund and Other Funds	1.43	6.40
	104.20	100.86

As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below :

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity	
	2020-21	2019-20
Change in the defined benefit obligations:		
Defined Benefit Obligation at beginning of the year	25.57	19.16
Current Service Cost	1.24	1.26
Past service cost	0.00	0.00
Interest cost	1.71	1.46
Actuarial (gain)/ loss	(1.52)	3.68
Benefits paid	0.00	0.00
Liability at the end of the year	27.00	25.57

Expenses recognised during the year

Particulars	Gratuity	
	2020-21	2019-20
Current service cost	1.24	1.26
Past service cost	-	-
Interest cost	1.71	1.46
Expected return on plan assets	-	-
Net actuarial loss/(gain) to be recognised	(1.52)	3.68
Net (Income)/ Expense for the year recognised in OCI	1.43	6.40

Actuarial Assumptions

	2020-21	2019-20
Discount Rate	Market Rate on Govt. Bonds	Market Rate on Govt. Bonds
Expected rate of return on assets	N.A	N.A
Salary escalation rate	Market Inflation	Market Inflation

31. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Based on and to the extent of information received from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 as identified by Management and relied upon by the Auditors, the relevant particulars as at 31 March 2021 are furnished below:

Particulars	31,MARCH 2021	31,MARCH 2020
Dues outstanding as at the end of the year for more than 45 days	NIL	NIL

32. PAYMENT TO AUDITORS

Particulars	31,MARCH 2021	31,MARCH 2020
Statutory Audit Fee	1.00	1.00
Tax Audit Fee	0.50	0.50
Other Matters	0.50	0.50

33 Contingent liabilities not provided for in respect of:

(a)	Debts not acknowledged as debts	Nil	Nil
34	Estimated Amount of capital commitment for contracts remaining to be executed (net of Capital Advances) NIL (Previous year NIL)		
35	In the opinion of the Board and to the best of their knowledge and belief, the value on realization of current assets, loans and advances including amount recoverable from Income Tax, Goods and Service tax , Central Excise, Service Tax, VAT and deferred credit from suppliers all are in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet, all these debit/credit balances are subject to confirmations and adjustments, if any. The management is hopeful of recovering the debit balances, which are outstanding since a long.		
36	There are no separately reportable segments in terms of IND AS-108.		
37	Figures of previous year have been re-grouped/re-arranged/re-casted wherever considered necessary.		
38	<u>Impact of Covid-19 Pandemic</u> The novel coronavirus (COVID-19) pandemic continues to spread across the globe including India. COVID-19 has taken its toll on not just human life, but business and financial markets too. With substantial increase in COVID-19 cases across different parts of the country, governments have introduced a variety of measures to contain the spread of the virus, including, lockdowns, and restrictions on movement of people and goods across different geographies. However, the Company's business continued during the lockdown period. Therefore the management's assessment of the impact of COVID-19 Pandemic does not envisage any material impact on the operations of the Company. The said assessment also did not require any adjustments to assets and liabilities while preparing Financial Statement for the year ended March 31, 2021. However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.		
39	The above audited results for the quarter and year ended 31st March, 2021 has been reviewed by the Audit committee and approved by the Board of Directors at their respective meetings held on 30 June, 2021.		

As per our report of even date attached

For P.P. Thukral & Co.
Chartered Accountants
Firm Regn. No. 000632N

For and on behalf of the Board of Directors

CA. Suresh Sethi
Partner
M. No. 089318

Rajeev Gupta
W.T. Director
DIN: 00039399

Hemlata Aggarwal
Director
DIN: 08136131

Manish Aggarwal
CFO

Shilpa Uppal
Co. Secretary

Place: New Delhi
Dated: 30-06-2021

INTERNATIONAL SECURITIES LIMITED

A. DETAILS OF BANK BALANCE AS ON MARCH 31, 2021

S.No.	PARTICULARS	(Amount in Rs)
1	Axis Bank - 910020033874184 (own)	288,545.45
2	HDFC Bank-50200005433440	157,237.75
		445,783.20

B. REVENUE FROM OPERATIONS

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
Income From Dealing in Shares/Securities and Commodities		
Capital Market Trading Account	(4,488,677.43)	(617,383.17)
Futures & Options Trading-Derivates	771,577.41	(22,503,645.24)
Commodities Trading Account-Futures	27,797,150.06	-
Commodities Trading Account-SPOT	-	-
	24,080,050.04	(23,121,028.41)

C. EXPENSES PAYABLE

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
Audit Fees	185,000.00	180,000.00
Electricity Expenses	8,270.00	31,236.00
Mas Services Limited (Registrars)	-	13,491.00
Rent	-	157,500.00
Sagar Apartments Welfare Association	-	29,269.00
Salary	535,000.00	687,000.00
Telephone Expenses	5,428.20	47,082.38
	733,698.20	1,145,578.38

INTERNATIONAL SECURITIES LIMITED

D. SECURITY DEPOSITS

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
Security Deposits - Unsecured		
a) Rent	600,000.00	798,000.00
b) Against Vodafone Cellular Phone	25,000.00	25,000.00
c) Against Airtel Cellular Phone	58,000.00	58,000.00
d) Usha Gas	5,100.00	5,100.00
	688,100.00	886,100.00

E. ADVANCES

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
Causeway Holdings Private Limited	40,200,000.00	40,200,000.00
	40,200,000.00	40,200,000.00

E1. RECEIVABLES PURCHASED

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Atul Sharma	8,250,000.00	8,250,000.00
b) Chowringhee Prakashan (P) Ltd.	2,900,000.00	2,900,000.00
c) Shri Sathya Sai Narayana	5,000,000.00	5,000,000.00
d) Snowview Hills Pvt. Ltd.	14,200,000.00	14,200,000.00
e) Cardiff Corporate Advisors Pvt. Ltd.	1,500,000.00	1,500,000.00
f) Cautious Infradevelopers Pvt. Ltd.	300,000.00	300,000.00
g) Deus Corporate Consultants Pvt. Ltd.	150,000.00	150,000.00
	32,300,000.00	32,300,000.00

INTERNATIONAL SECURITIES LIMITED

F. OTHER RECOVERABLES

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
Receivables Against Credit Card	1,147.27	1,147.27
Receivable from NSE	12,511.00	-
Receivable from Zeal Advertising P. Ltd.	382.00	-
<u>TDS Deducted Recoverable</u>		
- Metropolitan Stock Exchange	1,300.00	1,300.00
- AMP Motors	-	6,627.00
- Sagar Apt. Flat Owners' Assoc.	2,256.00	2,256.00
	17,596.27	11,330.27

G. BALANCE IN CURRENT AND DEPOSITS WITH BANKS

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Balance in current account	445,783.20	119,447.22
	445,783.20	119,447.22

H. SALARY AND OTHER BENEFITS

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Salary		
- Directors	4,200,000.00	3,600,000.00
- Others	5,764,000.00	5,364,000.00
b) Staff Welfare	312,976.00	481,299.00
c) Gratuity Provided	143,169.00	640,346.00
	10,420,145.00	10,085,645.00

I. MISCELLANEOUS EXPENSES

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Miscellaneous Expenses	80,457.00	315,284.00
	80,457.00	315,284.00

INTERNATIONAL SECURITIES LIMITED

J. TRAVELLING & CONVEYANCE

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Tour & Travelling	12,200.00	-
b) Conveyance	1,021,162.00	1,335,602.00
	1,033,362.00	1,335,602.00

K. COMMUNICATION EXPENSES

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Telephone Expenses	212,865.41	360,973.10
b) Postage & Courier	14,879.00	45,776.00
	227,744.41	406,749.10

L. OTHER CURRENT ASSETS

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Margin Money for Commodities Trading	-	-
b) Margin Money for F&O	-	-
f) Deposit for booking of Car	-	-
	-	-

M. BALANCE WITH REVENUE AUTHORITIES

PARTICULARS	March, 2021	March, 2020
	(Amount in Rs)	(Amount in Rs)
a) Income Tax Refund Due for A.Y. 2003-04	67,987.00	67,987.00
b) Wealth Tax Refund Due for A.Y. 2013-14	10,560.00	10,560.00
c) Income Tax Refund Due - A.Y. 2011-12 (in Appeal)	411,000.00	411,000.00
d) Income Tax Refund Due for A.Y. 2016-17	35,137.00	35,137.00
e) Income Tax Refund Due for A.Y. 2019-20	90,039.00	191,959.00
f) Income Tax Refund Due for A.Y. 2020-21	20,650.00	20,650.00
g) Income Tax Refund Due for A.Y. 2021-22	6,627.00	-
	642,000.00	737,293.00

INTERNATIONAL SECURITIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1.1 Corporate Information

International Securities Limited ("the Company") is a listed entity incorporated in India. The registered office of the Company is located at Statesman House -148, Barakhamba Road, New Delhi, India-110001. The Company is engaged in trading/dealing in shares and derivatives.

1.2 Shares holding details

Details of shares held by each shareholder holding more than 5% of shares.

Name of shareholders	Class of shares	As at 31st March 2021		As at 31st March 2020	
		No. of Share Holding	Percentage of Holding	No. of Share Holding	Percentage of Holding
Rajender Parshad Gupta	Equity	719850	23.994%	719850	23.994%
Veena Gupta	Equity	540110	18.003%	540110	18.003%
Rajeev Gupta	Equity	174100	5.803%	174100	5.803%
Amit Gupta	Equity	160300	5.343%	160300	5.343%

2. Basis of Preparation

The financial statements of the company have been prepared in accordance with Ind AS. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Presentation and disclosure of Financial Statements

Financial statements for the year ended 31st March 2021, are prepared in accordance with Schedule III notified under the Companies Act, 2013.

2.2 Summary of Significant accounting policies

2.2.1 Basis of Accounting

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

INTERNATIONAL SECURITIES LIMITED

2.2.2 Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

2.2.3 Inventories

Inventories are valued at cost or net realisable value, whichever is lower.

2.2.4 Revenue Recognition

Revenue is recognized as per the provisions of Accounting Standard 09 issued by the Institute of Chartered Accountants of India in this behalf.

2.2.5 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. The cost of an asset comprises purchase price and any directly attributable cost of bringing the asset to its present condition for intended use.

2.2.6 Depreciation and Amortization

The Company provided the depreciation at W.D.V. rates as prescribed in the Schedule-II of the Companies Act, 2013.

2.2.7 Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account for the year in which the related services are rendered. The company's contribution to state provident fund is charged to profit and loss account.

2.2.8 Investments

Investments are valued in accordance with Accounting Standard 13 issued by the Institute of Chartered Accountants of India in this behalf.

2.2.9 Borrowing Costs

Borrowing Costs are capitalized as part of qualifying assets only when it is possible that they will result in future economic benefits. Other borrowing costs which are not allocable to qualifying assets are expensed.

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2.2.10 Contingent Liabilities

Contingent Liabilities, if any disclosed in the notes forming part of Balance Sheet and Statement of Profit and Loss. Provision is made in the accounts in respect of those contingencies that are likely to materialise into liabilities after the year-end, till the finalisation of accounts and that have material effect on the provision stated in the Balance Sheet.

2.2.11 Current & Deferred Taxation

Provision for taxation is made for both current and deferred taxes. Current tax is provided on the basis of estimated taxable income in accordance with the Income Tax Act, 1961 using the applicable tax rates and tax laws.

Deferred tax assets and liabilities arising on account of timing difference which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws that have been enacted or substantively enacted as on the Balance Sheet date.

Deferred Tax Assets are recognized and carried forward only if there is a virtual certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

2.2.12 Earning Per Share (EPS)

In determining earnings per share (EPS), the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item. In absence of any dilutive effect of equity shares the basic and diluted EPS are calculated on the same basis. The number of shares used in computing basic and diluted earnings per share is the weighted average number of shares outstanding during the period.

2.2.13 Cash Flows

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

2.3 Related Party Disclosure

Related parties with whom transactions have taken place during the year:

Key Management Personnel:

- 1) Rajeev Gupta

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The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial:

Name of Related Party	Nature of Transactions	Transactions Value for the year 31.03.2021 (Rs. Lacs)	Transactions Value for the year 31.03.2020 (Rs. Lacs)
Rajeev Gupta	Remuneration	42.00	36.00

2.4. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Based on and to the extent of information received from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 as identified by Management and relied upon by the Auditors, the relevant particulars as at **31 March 2021** are furnished below:

Particulars	31,MARCH 2021 (Rs. Lacs)	31,MARCH 2020 (Rs. Lacs)
Dues outstanding as at the end of the year for more than 45 days	NIL	NIL

3.1 PARTICULARS OF OPERATIONAL REVENUE

	31st MARCH, 2021	31st MARCH, 2020
Particulars	Amount (Rs. Lacs)	Amount (Rs. Lacs)
Opening Stock	8.28	2.45
Purchases	NIL	NIL
Revenue	240.80	(231.21)
Closing Stock	52.55	8.28

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3.2. EARNING PER SHARE

Particulars	31 MARCH, 2021 (Rs. Lacs)	31 MARCH, 2020 (Rs. Lacs)
Profit attributable to equity shareholders (Rs)	26.18	(327.86)
Number of Equity Shares of Rs. 10/- each (No. of Shares)	30.00	30.00
Earnings Per Share - (Rs)	0.87	(10.93)

3.3. PAYMENT TO AUDITORS

Particulars	31, MARCH 2021 (Rs. Lacs)	31, MARCH 2020 (Rs. Lacs)
Statutory Audit Fee	1.00	1.00
Tax Audit Fee	0.50	0.50
Other Matters	0.50	0.50

3.4 FOREIGN CURRENCY TRANSACTIONS

Particulars	31, MARCH 2021 (Rs. Lacs)	31, MARCH 2020 (Rs. Lacs)
Travelling expenses	NIL	NIL
Earning in Foreign Exchanges	NIL	NIL