

DIRECTORS' REPORT

To
The Members,
KIFS Housing Finance Private Limited

Your Directors have pleasure in presenting their 1st Annual Report on the business and operations of the Company together with the Audited Financial Statement for the financial year ended on March 31, 2016.

1. FINANCIAL RESULTS

The Company's financial performance for the financial year under report is given here under:

(Amount in Rs.)	
Particulars	2015-16
Revenue from Operations	-
Other income	8,39,601
Total revenue	8,39,601
Total Expenditure	24,02,347
Profit / (Loss) before provision for tax	(15,62,746)
Current Tax	93,000
Net Profit / (Loss) after tax	(16,55,746)
Earnings / (Loss) per Share (Basic & Diluted)	(1.89)

2. REVIEW OF BUSINESS OPERATIONS:

The Company had not commenced its main business activities during the financial year under report. The Company has incurred some expenditure details of which are given in the above table and in the financial statements which form part of this Annual Report.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company is not required to transfer any sum of the unclaimed dividend to the Investor Education and Protection Fund.

4. DIVIDEND

Considering non commencement of business activities and loss during the financial year under report, your Directors recommend not to declare any dividend to the members of the Company.

5. TRANSFER TO RESERVES

No amount has been transferred to any of the reserves of the Company during the financial year under report.

6. MATERIAL CHANGES AND COMMITMENT, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

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

The disclosures to be made under Section 134 (3) (m) of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 pertaining to conservation of energy and technology absorption are not applicable to the Company as the Company being with main object of housing financial activities, is not involved in any manufacturing, processing activities.

Further, there was no foreign exchange inflow or outflow during the year under review.

8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Board of the Company from time to time discusses and evaluates the risks concerning the financial and operational positions of the Company. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically done and examined by the Board of Directors of the Company. The Board doesn't identify any risks which in the opinion of the Board may threaten the existence of the Company.

9. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

During the year under review, your Company does not meet the criteria laid under section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 pertaining to the constitution of the Corporate Social Responsibility Committee and other provisions covered there under regarding expenditure to be made on certain specified activities as a part of the Corporate Social Responsibility. Therefore the Company has not framed the Corporate Social Responsibility Committee / Policy and has not incurred any expenditure thereon.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the financial year under report, the Company has not granted any loan, given guarantee or provided any security in connection with a loan to any other body corporate or person. Further, the Company has also not made any investments either of the long term or of short term in nature.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the financial year under report, your Company had not commenced its main business activities and accordingly there were neither any transactions with the related parties nor any transactions with the Promoters, Directors, Key Managerial Personnel or other Personnel which may have a potential conflict with the interest of the Company. Therefore, Form AOC-2 is not applicable to the Company. Further, the Board of Directors of the Company has granted its omnibus approval to the Company for entering into transactions with the related parties.

12. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

The Statutory Auditors have not given any qualification, reservation or made any adverse remarks or disclaimer in their Audit Report.

Further, the provisions relating to appointment of Secretarial Auditor/ submission of Secretarial Audit Report are not applicable to the Company.

13. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

14. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at 31st March, 2016, in the prescribed form MGT - 9 forms part of this report as "**Annexure 1**".

15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REPOER

The Company had 4 (Four) Board meetings during the financial year under report on (i) 16-11-2015, (ii) 17-11-2015, (iii) 18-02-2016 and (iv) 04-03-2016. The intervening gap between any two Meetings was within the period prescribed under the Companies Act, 2013.

16. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) *(Not Applicable since the company is not a listed Company)*
- f) 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.

17. DEPOSITS

During the financial year ended on March 31, 2016, the Company has not accepted or invited and does not hold any public deposit under any of the Acts/ Statutes viz; the Companies Act, 2013 or Reserve Bank of India Act, 1934 or any other provisions of the laws and applicable to the Company from time to time.

18. DIRECTORS

The Company was incorporated with Mr. Rajesh P. Khandwala, Mr. Vimal P. Khandwala and Mr. Kushal J. Khandwala, being first Directors of the Company. At the meeting dated March 4, 2016, the Board considered resignation of Mr. Kushal P. Khandwala from the post of Director of the Company. The Board has then at the same meeting, appointed Mr. Padmanabh Pundrikay Vora, Mr. Kartik S. Mehta, Mrs. Purvi J. Bhavsar as the Additional Professional Directors of the Company. Change of designation has also been taken place of Mr. Rajesh P. Khandwala and Mr. Kushal J. Khandwala from Directors to Managing Directors of the Company w.e.f. March 4, 2016.

As per the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, none of the Directors are liable to retire by rotation.

19. DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to your Company.

20. PARTICULARS OF EMPLOYEES

There is no employee falling under the criteria of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 read with Section 197(12) of the Companies Act, 2013 for receipt of remuneration stated therein and thus the statement under the said Sub-rule is not required to be given.

21. STATUTORY AUDITORS

M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad, were appointed as Statutory Auditors in the first Board meeting of the Company. They shall hold the office only upto the conclusion of ensuing Annual General Meeting and being eligible, they have offered themselves for re-appointment and have also furnished a certificate to the effect that if reappointed, their appointment shall be within the limits prescribed under section 139 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors' Rules) 2014. Your Directors recommend their re-appointment.

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

23. COMPLIANCE WITH RBI AND NHB GUIDELINES

During the financial year ended on March 31, 2016, the Board of Directors of the Company at its Board meeting held on March 4, 2016 has accorded its assent for applying for Registration with the National Housing Board (NHB) for carrying out the housing finance activities. The Company has then applied for the same and the housing finance activities shall be commenced after getting registered with the NHB.

24. NUMBER OF COMPLAINTS UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

The Company has not received any complaints relating to sexual harassment of women at work place during the financial year under report.

25. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

26. EQUITY SHARES

During the financial year under report, the Company didn't make any issue of equity shares with differential voting rights, sweat equity shares or under employee stock options scheme. Further, the Company didn't make any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

With approval of shareholders in the Extra Ordinary General Meeting held on February 29, 2016, paid up share capital of the Company was increased by way of allotment of 1,14,00,000 Equity Shares at the Board meeting held on March 4, 2016, via private placement route.

27. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of Board of Directors
KIFS Housing Finance Private Limited

Sd/-
Rajesh P. Khandwala
Managing Director, DIN: 00477673

Sd/-
Vimal P. Khandwala
Managing Director, DIN: 00477768

Date: 22nd June, 2016

Place: Ahmedabad

Reg. Office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India

ANNEXURE – 1 TO THE DIRECTORS’ REPORT

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on March 31, 2016

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

I. Registration and Other Details

1	CIN	U65922GJ2015PTC085079
2	Registration Date	November 16, 2015
3	Name of the Company	KIFS Housing Finance Private Limited
4	Category / Sub-Category of the Company	Private Non-govt. Company Limited by Shares
5	Address of the Registered Office and Contact Details	B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.
6	Whether Listed Company Yes / No	No
7	Name, Address and Contact Details of Registrar and Transfer Agent, if any	NA

II. Principal Business activities of the Company

All the business activities contributing 10 % or more of the total turnover of the Company are given below:

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1	Nil	-	-

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Nil					

IV. Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity) as at March 31, 2016

i. Category wise Shareholding

[illegible]

Category of Shareholders	No. of Shares held at the Incorporation of the Company - November 16, 2015				No. of Shares held at end of the financial year - March 31, 2016				% Change during the financial year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f. Insurance Co.	-	-	-	-	-	-	-	-	-
g. FIIs	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i. Others	-	-	-	-	-	-	-	-	-
Sub-Total-B-(1)	-	-	-	-	-	-	-	-	-
2. Non-Institution									
a. Body Corporates									
b. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 Lac*	-	-	-	-	-	-	-	-	-
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lac*	-	-	-	-	-	5,00,000	5,00,000	4.38%	4.38%
c. Others									
i. Clearing Member	-	-	-	-	-	-	-	-	-
ii. NRI	-	-	-	-	-	-	-	-	-
iii. HUF*	-	-	-	-	-	-	-	-	-
Sub-Total-B-(2)	-	-	-	-	-	5,00,000	5,00,000	4.38%	4.38%
Net Total (1+2)	-	-	-	-	-	5,00,000	5,00,000	4.38%	4.38%
C. Shares held by Custodian for GDRs & ADRs									
a. Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
b. Public	-	-	-	-	-	-	-	-	-
Sub-Total-C	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	10,000	10,000	100.00%	-	1,14,10,000	1,14,10,000	100.00%	-

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the Incorporation of the Company - November 16, 2015			Shareholding at end of the financial year - March 31, 2016			% change in Shareholding during the financial 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	Rajesh P. Khandwala	3,334	33.34%	-	54,55,000	47.81%	-	14.47%
2	Vimal P. Khandwala	3,333	33.33%	-	54,55,000	47.81%	-	14.47%
3	Kushal J. Khandwala	3,333	33.33%	-	-	-	-	(33.33%)
	Total	10,000	100.00%	-	1,09,10,000	95.62%	-	(4.38%)

1,14,00,000 Equity Shares were allotted during the financial year under report.

iii. Change in Promoters Shareholding

Sr. No.	Name of the Shareholder	Shareholding at the Incorporation of the Company - November 16, 2015		Cumulative Shareholding during the year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
1	Mr. Rajesh P. Khandwala at the time of Incorporation purchased on February 18, 2016 allotted on March 4, 2016 at the end of the financial year	3,334 1,666 54,50,000	33.34% 16.66% 47.81%	3,334 5,000 54,55,000 54,55,000	33.34% 50.00% 47.81% 47.81%
2	Mr. Vimal P. Khandwala at the time of Incorporation purchased on February 18, 2016 allotted on March 4, 2016 at end of the financial year	3,333 1,667 54,50,000	33.33% 16.67% 47.81%	3,333 5,000 54,55,000 54,55,000	33.33% 50.00% 47.81% 47.81%
3	Mr. Kushal J. Khandwala at the time of Incorporation sold on February 18, 2016 at end of the financial year	3,333 (3,333)	33.33% (33.33%)	3,333 - -	33.33% - -

1,14,00,000 Equity Shares were allotted during the financial year under report.

iv. Shareholding of top 10 shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No.	Name of the Shareholder	Shareholding at the Incorporation of the Company - November 16, 2015		Cumulative Shareholding during the year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
1	Mrs. Purvi J. Bhavsar	-	-	-	-
	at the time of Incorporation	2,50,000	2.19%	2,50,000	2.19%
	allotted on March 4, 2016			2,50,000	2.19%
	at the end of the financial year				
2	Mr. Kartik S. Mehta	-	-	-	-
	at the time of Incorporation	2,50,000	2.19%	2,50,000	2.19%
	allotted on March 4, 2016			2,50,000	2.19%
	at end of the financial year				

1,14,00,000 Equity Shares were allotted during the financial year under report.

V. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of the Director	Shareholding at the Incorporation of the Company - November 16, 2015		Cumulative Shareholding during the year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
1	Mr. Rajesh P. Khandwala				
	at the time of Incorporation	3,334	33.34%	3,334	33.34%
	purchased on February 18, 2016	1,666	16.66%	5,000	50.00%
	allotted on March 4, 2016	54,50,000	47.81%	54,55,000	47.81%
	at the end of the financial year			54,55,000	47.81%
2	Mr. Vimal P. Khandwala				
	at the time of Incorporation	3,333	33.33%	3,333	33.33%
	purchased on February 18, 2016	1,667	16.67%	5,000	50.00%
	allotted on March 4, 2016	54,50,000	47.81%	54,55,000	47.81%
	at end of the financial year			54,55,000	47.81%
3	Mr. Kushal J. Khandwala ¹				
	at the time of Incorporation	3,333	33.33%	3,333	33.33%

Sr. No.	Name of the Director	Shareholding at the Incorporation of the Company - November 16, 2015		Cumulative Shareholding during the year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
	sold on February 18, 2016 at end of the financial year	(3,333)	(33.33%)	- -	- -
4	Mrs. Purvi J. Bhavsar ² at the time of Incorporation allotted on March 4, 2016 at the end of the financial year	- 2,50,000	- 2.19%	- 2,50,000 2,50,000	- 2.19% 2.19%
5	Mr. Kartik S. Mehta ³ at the time of Incorporation allotted on March 4, 2016 at end of the financial year	- 2,50,000	- 2.19%	- 2,50,000 2,50,000	- 2.19% 2.19%
6	Mr. Padmanabh Pundrikay Vora ⁴ at the time of Incorporation at end of the financial year	-	-	- -	- -

1,14,00,000 Equity Shares were allotted during the financial year under report.

¹ resigned w.e.f. March 4, 2016 ^{2, 3 & 4} appointed w.e.f. March 4, 2016

V. Indebtedness

(Amount in Rs.)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the Incorporation of the Company - November 16, 2015				
1) Principal amount	-	-	-	-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	-	-	-	-
Change in Indebtedness during the financial year				
+Addition	-	1,10,000	-	1,10,000
- Reduction	-	-	-	-
Net change	-	1,10,000	-	1,10,000
Indebtedness at the end of the financial year - March 31, 2016				
1) Principal amount	-	1,10,000	-	1,10,000

KIFS Housing Finance Private Limited
2015-16

2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	-	1,10,000	-	1,10,000

VI. Remuneration of Directors and Key Managerial Personnel

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

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Mr. Rajesh P. Khandwala	Mr. Vimal P. Khandwala
		(Managing Director)	(Managing Director)
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	- - -	- - -
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission -as % of profit - other, specify...	- -	- -
5	Others, specify...	-	-
	Total (A)		
	Ceiling as per the Act	NA	

B. Remuneration to Other Directors (Non Executive Directors)

(Amount in Rs.)

Particulars of Remuneration	Name of Directors				Amount
	Non Executive Director				
	Mr. Kushal J. Khandwala	Mr. Padmanabh Pundrikay Vora	Mr. Kartik S. Mehta	Mrs. Purvi J. Bhavsar	
Fee for attending Board / Committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others	-	-	-	-	-
Total (B)	-	-	-	-	-
Total Managerial Remuneration	Nil				
Overall ceiling as per the Act	NA				

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD: Nil

VII. Penalties / Punishment / Compounding of Offences: Nil

For and on behalf of Board of Directors
KIFS Housing Finance Private Limited

Sd/-
Rajesh P. Khandwala
Managing Director, DIN: 00477673

Sd/
Vimal P. Khandwala
Managing Director, DIN:
00477768

Date: 22nd June, 2016

Place: Ahmedabad

Reg. Office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat

Manubhai & Shah LLP

Chartered Accountants

Independent Auditor's Report

To,
The Members of
KIFS Housing Finance Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **KIFS Housing Finance Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2016, the statement of profit and loss for the period from November 16, 2015 to March 31, 2016 and the Cash Flow Statement for the period then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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Email : info@msglobal.co.in

Website : www.msglobal.co.in

Ahmedabad • Mumbai • Rajkot • Jamnagar • Baroda

Manubhai & Shah (Registration No. GUJ/AHD/33849) a Partnership Firm was converted into Manubhai & Shah LLP (LLP identification No.AAG-0878) a Limited Liability Partnership with effect from 1st April, 2016



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



Manubhai & Shah LLP

Chartered Accountants

- (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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B of the report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations having material effect on its financial position as at March 31, 2016;
 - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2016 for which there were any material foreseeable losses; and
 - (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Ahmedabad

Date: June 22, 2016



For Manubhai & Shah LLP
Chartered Accountants
Firm Reg. No. 106041W/W100136


(Jignesh D. Shah)

Partner

Membership number: 100116

Annexure A to the Independent Auditors' Report

[Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report on financial statements for the period ended March 31, 2016 to the members of KIFS Housing Finance Private Limited]

- (i) The Company does not own any Fixed Assets and accordingly the reporting requirements of clause 3(i) of the Order are not applicable to the Company.
- (ii) The Company's business does not involve inventories and accordingly the reporting requirements of clause 3(ii) of the Order are not applicable to the Company.
- (iii) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the reporting requirement of Clause 3 (iii) (a), (b) and (c) of the said Order are not applicable to the Company
- (iv) In our opinion and according to the information and explanation given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and accordingly the reporting requirements of clause 3(iv) of the Order are not applicable to the Company.
- (v) The Company has not accepted deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the product / services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax and other material statutory dues, as applicable to it, with appropriate authorities.
According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2016 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 according to the records of the Company examined by us, there are no dues of income tax and cess which have not been deposited on account of any dispute.



Manubhai & Shah LLP

Chartered Accountants

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the period. Accordingly, reporting requirement of clause 3(viii) of the Order is not applicable to the company.
- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and the term loan during the period. Accordingly, reporting requirement of clause 3 (ix) of the Order is not applicable to the company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period under audit.
- (xi) The company being private limited company, provisions of Section 197, read with Schedule V to the Act are not applicable. Therefore the provisions of clause 3(xi) of the Order are not applicable to the Company, hence not commented upon.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period and accordingly, reporting requirements under clause 3(xiv) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) According to the information and explanations given to us, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.

Place: Ahmedabad

Date: 24th June 2016



For Manubhai & Shah LLP
Chartered Accountants
Firm Reg. No. 106041W/W100136

(Jignesh D. Shah)
Partner
Membership number: 100116

Annexure B to the Independent Auditors' Report

[Annexure referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report on financial statements for the period ended March 31, 2016 to the members of KIFS Housing Finance Private Limited]

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

We have audited the internal financial controls over financial reporting of **KIFS Housing Finance Private Limited ("the Company")**, as on March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the period 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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



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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



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Opinion

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

Place: Ahmedabad

Date: June 22, 2016



For Manubhai & Shah LLP
Chartered Accountants
Firm Reg. No. 106041W/W100136

A handwritten signature in black ink, appearing to read "Jignesh D. Shah".

(Jignesh D. Shah)
Partner
Membership number: 100116

KIFS Housing Finance Private Limited
CIN:U65922GJ2015PTC085079
Balance Sheet as at March 31, 2016

		(Amount in Rs.)
Particulars	Note No.	As at 31-Mar-16
I EQUITY AND LIABILITIES		
(1) Shareholders' funds		
(a) Share Capital	2	11 41 00 000
(b) Reserves and Surplus	3	(16 55 746)
		11 24 44 254
(2) Non-Current Liabilities		
(a) Long-Term Borrowings	4	1 10 000
		1 10 000
(3) Current Liabilities		
(a) Trade Payables		
Total outstanding dues of micro enterprise and small enterprise		-
Total outstanding dues of creditors other than micro enterprise and small enterprise		17 250
(b) Short-term Provision	5	9 040
		26 290
Total		11 25 80 544
II ASSETS		
(1) Current assets		
(a) Cash and Bank Balances	6	11 18 24 903
(b) Other Current Assets	7	7 55 641
		11 25 80 544
Total		11 25 80 544
Significant accounting policies & Notes on accounts	1	

Notes on accounts form integral part of the financial statements

As per our report of even date

For Manubhai & Shah LLP

Chartered Accountants

Firm Registration No. 106041W/W100136

(Jignesh D. Shah)

Partner

Membership No. 100116



Place: Ahmedabad

Date: June 22, 2016

For and on behalf of the Board

G. J. J. J.
Director
DIN.00477673

G. J. J. J.
Director
DIN.00477768

Place: Ahmedabad
Date: June 22, 2016

KIFS Housing Finance Private Limited

CIN:U65922GJ2015PTC085079

Statement of Profit and Loss for the period from November 16,2015 to March 31,2016

		(Amount in Rs.)
Particulars	Note No.	Period ended 31-Mar-16
I Revenue from Operations	-	-
II Other Income	8	8 39 601
III Total Revenue (I + II)		<u>8 39 601</u>
IV Expenses:		
Other Expenses	9	24 02 347
Total Expenses (IV)		<u>24 02 347</u>
V Loss before tax (IV - III)		15 62 746
VI Tax Expense:		
Current Tax		93 000
VII Loss for the period (V + VI)		<u>16 55 746</u>
VIII Loss Per Share:	10	
(Nominal value of share Rs. 10)		
Basic and Diluted		1.89
Significant accounting policies & Notes on accounts	1	
Notes on account form integral part of the financial statements		
As per our report of even date		

For Manubhai & Shah LLP
Chartered Accountants
Firm Registration No. 106041W/W100136

(Jignesh D. Shah)
Partner
Membership No. 100116



Place: Ahmedabad
Date: June 22,2016

For and on behalf of the Board

(Signature)
Director
DIN.00477673

(Signature)
Director
DIN.00477668

Place: Ahmedabad
Date: June 22,2016

KIFS Housing Finance Private Limited
CIN:U65922GJ2015PTC085079
Cash Flow Statement for the period ended March 31, 2016

Particulars	(Amount in Rs.) Period ended 31-Mar-16
A Cash flow from operating activities	
Loss before tax	(15,62,746)
Movements in working capital :	
Increase/(Decrease) in Trade Payables	17,250
(Increase)/Decrease in Other Assets	(7,55,641)
	(7,38,391)
Direct Tax Paid	(83,960)
Net cash used in operating activities (A)	(23,85,097)
B Cash flow from financing activities :	
Proceeds from issuance of Equity Shares	11 41 00 000
Long Term Borrowings	1 10 000
Net cash from financing activities (B)	11 42 10 000
Net increase/(decrease) in cash and cash equivalents	11 18 24 903
Cash and cash equivalents as at the beginning of the period	-
Cash and cash equivalents as at end of the period (Refer Note 6)	11 18 24 903

- (i) The cash flow statement has been prepared under indirect method as per Accounting Standard - 3 "Cash Flow Statement".
- (ii) Figures in brackets represent outflows.

Notes on account forming integral part of the financial statements
As per our report of even date

For Manubhai & Shah LLP
Chartered Accountants
Firm Registration No. 106041W/W100136

(Jignesh D. Shah)
Partner
Membership No. 100116

Place: Ahmedabad
Date: June 22, 2016



For and on behalf of the Board

G. P. Kumar
Director
DIN.00477673

Director
DIN.00477768

Place: Ahmedabad
Date: June 22, 2016

KIFS Housing Finance Private Limited

Notes forming part of Financial Statements for the period ended March 31, 2016

Company Overview:

KIFS Housing Finance Private Limited (herein after referred to as 'the Company') is a company incorporated under the provisions of the Companies Act, 2013. During the year under audit, the company has applied for registration u/s 29A of the National Housing Bank Act, 1987 as a Housing Finance Company. The company proposes to undertake housing finance operations after receipt of necessary approvals from National Housing Bank.

1 Statement of Significant Accounting Policies :

1.1 Basis of preparation of Financial Statements :

These financial statements are prepared in accordance with Generally Accepted Accounting principles in India (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

1.2 Use of Accounting Estimates :

The preparation of financial statements in conformity with Generally Accepted Accounting principles in India (GAAP) requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.3 Revenue Recognition

Interest income is recognised on time proportionate basis.

1.4 Income Taxes :

Tax expense comprises of current and deferred tax.

(a) Current income tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions under the Income Tax Act, 1961 at each balance sheet date.

(b) Deferred Tax liability/ Asset

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred Tax Assets and Deferred Tax Liabilities are reviewed for appropriateness of their respective carrying values at each balance sheet date.

1.5 Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.6 General

Any other accounting policy not specifically referred to are consistent with generally accepted accounting principles.



KIFS Housing Finance Private Limited
Notes forming part of Financial Statements for the period ended March 31, 2016

2 Share Capital

(i) Authorised, Issued, Subscribed and Paid- Up Capital:

Particulars	(Amount in Rs.)
	As at March 31, 2016
Authorised	
2,10,00,000 Equity Shares of Rs.10/- each	21 00 00 000
Total	21 00 00 000
Issued , Subscribed and Paid Up	
1,14,10,000 Equity Shares of Rs. 10/- each	11 41 00 000
Total	11 41 00 000

(ii) Reconciliation of number of shares :

Particulars	As at March 31, 2016	
	No. of Shares	Amount in Rs.
Issued during the Period	1 14 10 000	11 41 00 000
Outstanding at the end of the period	1 14 10 000	11 41 00 000

(iii) Terms / Rights of Shareholders, Dividend and Repayment of Capital:

- The Company has one class of Equity shares having a par value of Rs.10/-.
- Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

(iv) The details of shareholders holding more than 5 % of issued share capital as on March 31, 2016 is set out below:

Name of Shareholder	As at March 31, 2016	
	No. of Shares	%
Rajesh Khandwala	54 55 000	47.81%
Vimal Khandwala	54 55 000	47.81%

- No shares were reserved at the period-end for issue under options and contracts / commitments for the sale of shares / disinvestment.



KIFS Housing Finance Private Limited
Notes forming part of Financial Statements for the period ended March 31, 2016

3 Reserves and Surplus

	(Amount in Rs.)
Particulars	As at March 31, 2016
Surplus/(Deficit)	
Surplus/(Deficit) at the beginning of the Period	-
Add/(Less): Net Profit /(Loss) transferred from Statement of Profit and Loss	(16 55 746)
Deficit at the end of the period	(16 55 746)
Total	(16 55 746)

4 Long-Term Borrowings:

	(Amount in Rs.)
Particulars	As at March 31, 2016
Unsecured	
Loan from Director	1 10 000
Total	1 10 000

5 Short-Term Provision:

	(Amount in Rs.)
Particulars	As at March 31, 2016
Provision for Tax (Net of TDS)	9 040
Total	9 040

6 Cash & Cash Equivalents:

	(Amount in Rs.)
Particulars	As at March 31, 2016
Cash on Hand	69 600
Balance with Banks	
- In current accounts with HDFC bank	6 55 303
- In fixed deposit accounts (Maturing within one year)*	11 11 00 000
Total	11 18 24 903

* Company keeps Fixed Deposits with the Nationalised/Scheduled Banks, which can be withdrawn by the Company as per its own discretion/ requirement of funds.

7 Other Current Assets:

	(Amount in Rs.)
Particulars	As at March 31, 2016
Interest Accrued but not due	7 55 641
Total	7 55 641



KIFS Housing Finance Private Limited
Notes forming part of Financial Statements for the period ended March 31, 2016

8 Other Income:

(Amount in Rs.)	
Particulars	For the period ended March 31, 2016
Interest on Fixed Deposits	8 39 601
Total	8 39 601

9 Other Expenses

(Amount in Rs.)	
Particulars	For the period ended March 31, 2016
Company Incorporation Expenses	23 30 193
Application Fees	10 000
Filing Fees	2 844
Auditors' Remuneration**	31 563
Directors' Travelling Expense	23 897
Printing and Stationery	3 730
Bank Charges	120
Total	24 02 347

****Auditors' remuneration comprises of the following:**

Payment to Auditors:

- as Statutory Auditor	17 250
- for other services	14 313

Total	31 563
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KIFS Housing Finance Private Limited
Notes forming part of Financial Statements for the period ended March 31, 2016

9 Related Party Disclosures:

Related party disclosures as required under the Accounting Standard (AS) – 18 on "Related Party Disclosures" notified in Companies (Accounting Standards) Rules, 2006 are given below:

(a) Name of the related parties and description of relationship :

Description of Relationship	Designation	Name of the Related Party
Key Management Personnel	Director	Rajesh Khandwala
	Director	Vimal Khandwala

(b) Details of Transactions with Related Parties during the period:

Particulars	(Amount in Rs.) 2015-16
Loan Availed and outstanding as at March 31, 2016 Rajesh Khandwala	1 10 000

10 Earnings Per Share (EPS) :

Particulars	Unit	(Amount in Rs.) For the period ended March 31, 2016 (Basic and Diluted)
Loss attributable to Equity Holders	Amount in Rs.	16 55 746
Weighted Average of number of equity shares outstanding during the period	In Nos.	8 75 874
Loss per share of face value of Rs.10 each		1.89

11 Deferred Tax

The Component of Deferred Tax Asset is as under :

Particulars	(Amount in Rs.) 2015-16
Deferred Tax Asset	
Disallowance under Section 35D of Income Tax Act	5 76 024
Deferred Tax Asset Recognised*	

*Deferred tax Asset of Rs 5,76,024 is not recognised, as it is not considered to be reasonably certain of realisation.

12 The Company was incorporated on 16th November, 2015 and accordingly this being the first financial year of the company. Hence previous year figures are not presented.

As per our report of even date

For Manubhai & Shah LLP
Chartered Accountants
Firm Registration No. 106041W/W100136

(Jignesh D. Shah)
Partner
Membership No. 100116

Place: Ahmedabad
Date: June 22, 2016



For and on behalf of the Board

(Signature)
Director
DIN.00477673

(Signature)
Director
DIN.00477768

Place: Ahmedabad
Date: June 22, 2016