



Since 1943

JAYABHARAT CREDIT LIMITED

The Name That Inspires Confidence.

73rd Annual Report 2015 - 2016

Registered Office:

19/20, Rajabhadur Mansion, 4th Floor, Opp. SBI Main branch, Near Stock Exchange,
Mumbai Samachar Marg, Fort, Mumbai 400023

CIN: L66000MH1943PLC003899

Tel.: 22664977, 22643021 - 22- 23 • Fax: 22664813

Email: jcl@jayabharat.com • Website: www.jayabharat.com

BOARD OF DIRECTORS

: SHRI. RAJIV GUPTA (CHAIRMAN)
SHRI. ARUN MITTER
SHRI. M K MADAN
MS. SUMANA VERMA

AUDITORS

: SHARP & TANNAN
Chartered Accountants

BANKERS

: BANK OF BARODA
BANK OF INDIA
CENTRAL BANK OF INDIA

BRANCH OFFICES

Ahmedabad

: 6, Blue Star Complex, Opp. Gujrat High Court,
Near Railways Crossing, Off Ashram Road,
Ahmedabad 380 009.

Bangalore

: 305, Raheja Chambers, 12, Museum Road,
Bangalore 560 001.

Kolkata

: Chitrakoot Building, 5th Floor,
230A, Acharya Jagdishchandra Bose Road,
Kolkata 700 020.

New Delhi

: 17-B, Asaf Ali Road,
New Delhi 110 002.



JAYABHARAT CREDIT LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT the Seventy Three Annual General Meeting of the members of Jayabharat Credit Limited will be held as scheduled below to transact the following business:

Date	09.09.2016
Day	Friday
Time	11.30 A.M.
Place	M.C.Ghia Hall, 2nd floor, Bhogilal Hargovindas Building, 18/20 Kaikhushru Dubhash Marg, Mumbai 400 001.

AS ORDINARY BUSINESS:

- To consider and adopt the financial statements for the year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
- To appoint a Director in the place of Mrs Sumana Verma, who retires by rotation, and is eligible for re-appointment.

- To appoint a Director in the place of Shri M. K. Madan, who retires by rotation, and is eligible for re-appointment.
- To appoint auditors and to fix their remuneration. M/s Sharp & Tannan, Chartered Accountants, retires and are eligible for re-appointment. Certificate under Section 139 & 141 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 has been obtained from them.

By order of the Board of Directors
For **JAYABHARAT CREDIT LIMITED**

ARUN MITTER

Director

[DIN 00022941]

New Delhi, 26th May, 2016

Registered Office :

19,20 Rajabhadur Mansion,
4th Floor, opp. SBI Main Branch,
Near Stock Exchange, M S Marg,
Fort, Mumbai 400023

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT AND EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND ANNEXURE TO NOTICE.

1) Director being re-appointed by rotation (Resolution at item no 2)

Name : Mrs. Sumana Verma
Age & Date of Birth : 36 years (02.10.1980)
Qualification : Graduate

Experience in specific Functional Area:

Mrs Sumana Verma is Graduate. She has been associated with Leasing & Hire Purchase business,

She has rich varied business experience and all around knowledge on issues concerning hire purchase, leasing, corporate finance, real estate and administration. Her continued association with the Company is concerned absolutely necessary.

Other Directorship:

India Lease Development Ltd., Bahubali Services Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, Ram Prakash & Co Pvt Ltd, MGF Estates Pvt Ltd, SAZ International Pvt Ltd.

Committee Memberships:

India Lease Development Ltd

Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee.

Mrs. Sumana Verma holds Nil shares of the total Paid up Capital of the Company.

2. Director being re-appointed by rotation (Resolution at item no 3)

Name : Shri. M K Madan
Age & Date of Birth : 72 years (27.02.1944)
Qualification : B.Com FCA, ACS

Experience in specific Functional Areas

Shri. M.K.Madan, a qualified Chartered Accountant and Company Secretary He has extensive business experience in general and financial management of corporate bodies. His continued association with the Company is considered necessary in the interest of the Company.

Other Directorships:

Bahubali Services Ltd, Upper India Hire Purchase Co Association Ltd, MGF Securities Pvt Ltd, MGF Market Place Mall Management Pvt Ltd.,VMR promoters Pvt Ltd.

Committee Memberships:

Jayabharat Credit Ltd

Audit Committee

Stakeholders Relationship Committee

Mr. M K Madan holds Nil shares of the total Paid up Capital of the Company.

By order of the Board of Directors
For **JAYABHARAT CREDIT LIMITED**

ARUN MITTER

Director

[DIN 00022941]

New Delhi, 26th May, 2016

Registered Office :

19,20 Rajabhadur Mansion,
4th Floor, opp. SBI Main Branch,
Near Stock Exchange, M S Marg,
Fort, Mumbai 400023

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours, before the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 02.09.2016 to 09.09.2016 both days inclusive.
4. Shareholders desiring any general information as regards Accounts are requested to write to the Company not less than 48 hours before the Meeting, so as to enable the Management to keep the information ready.
5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
6. Shares held by the same person in more than one folio have been consolidated to the extent possible. If you hold shares in more than one folio, you are requested to intimate the details of folios allotted to you, to enable us to consolidate these into a single folio.
7. 1) Pursuant to Section 205A and 205C of the Companies Act, 1956, the dividend amounts remaining unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred to the credit of the Investor Education and Protection Fund established by the Central Government. Thereafter no claim shall lie against the Fund, accordingly unpaid/unclaimed dividend starting with 2007-08 has been transferred to Investor Education and Protection Fund. Shareholders are requested to verify their records and send claims, if any, of the aforesaid year, please arrange to send a letter duly signed by all the shareholder/s quoting your Folio No. / DP ID – CL ID to our Registrars: Sharepro Services (India) Pvt. Ltd., Unit : JAYABHARAT CREDIT LIMITED, 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East). Mumbai - 400 072.
- 8) Please inform us your PAN and E-Mail ID to update our records.
- 9) Please note that for change of address in case of holding shares in physical mode, you are requested to send a letter duly signed by shareholder(s) along with certified copies of Electricity or Telephone Bill and Ration Card and PAN Card in support of your changed address. Only on receipt of these documents and on satisfying that the same are in order, the Company will record the change of address and send you a confirmation.
- 10) Company's Shares are under compulsory demat form.
- 11) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically as per the resolutions mentioned in the notice of 73rd Annual General Meeting of the Company.
- 12) The voting period begins on Tuesday 06.09.2016 at 9.00 a.m. and ends on Thursday 08.09.2016 at 5.00 p.m. during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 02.09.2016, may cast their vote electronically. Thereafter the e-voting module shall be disabled by CDSL for voting.
- 13) The voting rights of shareholders shall be proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 02.09.2016.
- 14) Shri V. Sundaram, Practicing Company Secretary (Certificate of Practicing Number 3373) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 15) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith of the Chairman.
- 16) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

IMPORTANT

Shareholders are requested to directly send Share Transfer/ Demat request/ Communication etc. at the following Address:

SHAREPRO SERVICES (INDIA) PVT.LTD.

**13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane,
Of. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072
Tel: 67720300 / 400 Fax: 28591568 email: Sharepro@shareproservices.com.,**



DIRECTORS' REPORT

To
Our Shareholders,

Your Directors have pleasure in presenting the 73rd Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2016.

		2015-16 (Rs. in Lacs)	2014-15 h(Rs. in Lacs)
1.	Income:		
	(a) Asset Financing	0	64.50
	(b) Recovery for NPA & Bad-Debts W/off	0	0
	(c) Other Operational Income	0	0
	(d) Other Income	43.75	157.48
2.	Gross Profit/loss before Depreciation & Income tax	(337.40)	(220.28)
3.	Depreciation	1.95	4.66
4.	Tax Provision	0	0
5.	Profit+ / Loss(-) After Depreciation and Income Tax	(339.35)	(224.94)

1. OPERATIONS:

The Company has repaid fully the outstanding liability of Banks viz: Bank of Baroda, Bank of India and Central Bank of India and majorly the public deposits out of regular collection and also from the settlement of legal cases of Hire Purchase and Leasing Transactions.

2. DIVIDEND:

The business activities of the Company are gradually discontinued and the main thrust is given upon the collection, therefore, the earnings are not adequate enough and your directors are constrained not to recommend dividend.

3. RESERVES:

During the year under review, the Company has not transferred any amount to Reserves:

(i) Special/Statutory Reserve -Nil and General Reserve –Nil.

4. RBI'S GUIDELINES ON PRUDENTIAL NORMS & CREDIT RATING

The Company has complied with RBI guidelines and as against minimum requirement of 15% Capital Adequacy Ratio is 15.80%.

5. DEPOSITS

Total unpaid Fixed Deposit liability as on 31.03.2016 is Rs.51.26 Lacs as respective depositors have been sending their claims for deposits.

6. DIRECTORATE:

i) Mrs.Sumana Verma and Shri M K Madan Directors, retires by rotation and are eligible for reappointment as Director of the Company.

7. DIRECTORS'RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(3)(C), the Board confirm and submit the Directors' Responsibility Statement :-

- That the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departure.
- That the Directors have 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 or loss of the Company for that period.
- That the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the annual accounts have been prepared on a going concern basis.

8. AUDITORS REPORT:

Regarding the qualifications by the Auditors, there are no qualifications in Auditor's Report for the year.

9. AUDITORS:

M/s Sharp & Tannan, Chartered Accountants, Auditors of the Company retire at this Annual General Meeting and have intimated their eligibility of reappointment. A certificate under Section 224(1B) of the Companies Act, 1956, has been obtained from them.

10. DEMATERIALISATION OF SHARES:

Company's Shares are in demat mode. Following are the details of the shares dematerialized on N S D L and C D S L Depositories, after sending remainder request to the shareholders.

Financial year	No. of Shares		Total shares demated	% age	Cumulative total	
	N S D L	C D S L	During the period		No of Shares	%
2013-2014	2546	350	2,896	0.06.	47,10,508	94.21
2014-2015	736	298	1,034	0.02	47,45,776	94.91
2015-2016	2850	948	3798	0.07	47,49,705	94.99

11. COMPLIANCE BY THE COMPANY

The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to the Capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities relating to the above.

12. PERSONNEL:

There is no person in receipt of remuneration for giving particulars as is required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

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

In terms of the requirements of Clause(e) of sub section(1) of Section 217 of the Companies Act, 1956, read with the Companies(Disclosure of Particulars in the Report of Board of Directors)Rules, 1988, the particulars are given as under:-

a)	Technology	Being a Finance Company, the same is not applicable	
b)	Conservation of Energy	Being a Finance Company, the same is not applicable	
c)	Transactions in Foreign Currency	This Year	Previous Year
i)	Expenditure in Foreign currency Loan	Nil	Nil
ii)	Shares held by Non-Resident Shareholders	19492	19492
	No. of shareholders	18	18
The Company had no earnings in foreign exchange			

14. CORPORATE GOVERNANCE:

As per the Listing Agreement with the Stock Exchange, Auditor's Certificate regarding the compliance of conditions of Corporate Governance (Annexure 'A') and Management Discussion and Analysis Report (Annexure 'B') forms part of this report.

15. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Messrs V. Sundaram & Co., a firm of Company Secretaries in Practice (C.P.No.3373) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included in the Directors' Report and forms an integral part of this Report and is annexed as Annexure II.

16. GENERAL:

Your Directors would like to record their appreciation of the services rendered by the members of the staff at all levels. They also like to express their gratefulness to the Company's bankers viz: Bank of Baroda, Bank of India and Central Bank of India, Depositors and Shareholders, Automobile Dealers, Manufactures and Clients for their co-operation and also for the confidence reposed in the Company.

For and on behalf of the Board of Directors
For **JAYABHARAT CREDIT LIMITED**

RAJIV GUPTA
Chairman
[DIN 00022964]

New Delhi, 26th May, 2016



INDEPENDENT AUDITOR'S REPORT To the Members of Jayabharat Credit Limited

Report on the Financial Statements

We have audited the financial statements of Jayabharat Credit Limited (the 'Company'), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

Auditor's Responsibilities

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 Rules made thereunder.

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

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

used and reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the over presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of matter

- a) The company's financial statements have been prepared on a going concern basis even though the company did not have any income during the year, for reasons which have been explained in the notes to the financial statements.
- b) No provision for impairment of assets has been made in these financial statements for reasons which have been explained in the notes to the financial statements.

Our opinion is not modified in respect of these matters.

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 Section 143(11) of the Act, we give in the Annexure 'A', a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of

Section 164 (2) of the Act; and

- (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) 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 - Refer Note 2.15 to the Financial Statements;

- (2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- (3) There are no amounts that are required to be transferred to the Investor Education and Protection Fund by the Company.

SHARP & TANNAN

Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE

Partner
Membership No. 033013

Mumbai, 26th May, 2016



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- | | |
|--|--|
| <p>(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.</p> <p>(b) As explained to us, these fixed assets have been physically verified by the management during the year. The frequency of physical verification is reasonable and no discrepancies were noticed on such verification.</p> <p>(c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company</p> <p>(ii) (a) As explained to us, the inventories of securities have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable</p> <p>(b) As per the information given to us, the procedures of physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.</p> <p>(c) The Company is maintaining proper records of inventory. No discrepancies were noticed on verification between the physical stocks and the book records.</p> <p>(iii) According to the information and explanations given to us, the Company has not granted loans to companies covered in the register maintained under Section 189 of the Companies Act 2013</p> <p>(iv) As per information and explanations given to us, the company has not given loans, made investments or given guarantees to persons covered u/s.185 of the Companies Act, 2013.</p> <p>(v) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India (including additional directives vide letter No. DNBS.CO.ZMD (W). No. 1523/13.10.003/2009-10 and the provisions of Section 73-76 and any other relevant provisions of the Companies Act, 2013 and the rules framed there under. As at the Balance Sheet date, only unclaimed matured deposits are outstanding. No order has been passed by the Company Law Board or National Company Law Tribunal, Reserve Bank of India, any court or any other tribunal.</p> <p>(vi) The company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Companies Act 2013.</p> <p>(vii) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, cess and any other statutory dues, where applicable, to the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding</p> | <p>statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.</p> <p>(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues as at 31st March, 2016 which has not been deposited on account of a dispute pending.</p> <p>(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions and banks. The Company has not issued any debentures.</p> <p>(ix) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments). Accordingly, the Paragraph 3 (ix) of the Order is not applicable to the Company.</p> <p>(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 fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor have we been informed of such case by management.</p> <p>(xi) According to the information and explanations given to us, no managerial remuneration has been paid by the company.</p> <p>(xii) According to the information and explanations given to us, the Company is not a Nidhi company.</p> <p>(xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Act and the relevant details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.</p> <p>(xiv) According to the information and explanations given to us, the Company had not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.</p> <p>(xv) According to the information and explanations given to us, the Company had not entered into any non-cash transactions with directors or persons connected with him during the year.</p> <p>(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.</p> |
|--|--|

SHARP & TANNAN

Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE

Partner
Membership No. 033013

Mumbai, 26th May, 2016

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

We have audited the internal financial controls over financial reporting of Jayabharat Credit Limited (the 'Company') as of 31st March, 2016 in conjunction with our audit of the 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 (the 'Guidance Note') 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 (the 'Act').

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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, 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 issued by the ICAI.

SHARP & TANNAN

Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE

Partner
Membership No. 033013

Mumbai, 26th May, 2016



JAYABHARAT CREDIT LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	5,00,00,000	5,00,00,000
(b) Reserves and surplus	4	4,51,41,570	7,90,76,228
		9,51,41,570	12,90,76,228
2 Non-current liabilities			
(a) Long-term borrowings	5	49,20,57,000	47,38,00,000
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities	6	67,31,284	66,89,580
(d) Long-term provisions	7	75,000	75,000
		49,88,63,284	48,05,64,580
3 Current liabilities			
(c) Trade payables	8	32,46,216	32,46,216
(d) Other current liabilities	9	1,38,28,668	1,55,27,850
(e) Short-term provisions	10	32,43,878	32,93,654
		2,03,18,762	2,20,67,720
TOTAL (1+2+3)		61,43,23,616	63,17,08,528
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	33,14,980	37,44,867
(c) Deferred tax assets (net)	25	3,36,385	3,36,385
(d) Long-term loans and advances	12	46,13,83,822	47,66,81,617
		46,50,35,187	48,07,62,869
2 Current assets			
(a) Current investments	13	2,00,000	2,00,000
(b) Trade receivables	14	14,84,75,531	15,04,17,531
(c) Cash and cash equivalents	15	4,96,166	2,39,566
(e) Other current assets	16	1,16,732	88,562
		14,92,88,429	15,09,45,659
TOTAL (1+2)		61,43,23,616	63,17,08,528

See accompanying notes forming part of the financial statements

As per our report attached

SHARP & TANNAN

Chartered Accountants

Registration No: 109982W

by the hand of

MILIND P. PHADKE

Partner

(Membership No: 033013)

For and on behalf of the Board of Directors

RAJIV GUPTA

[DIN 00022964]

ARUN MITTER

[DIN 00022941]

M.K MADAN

[DIN 01060575]

Ms. SUMANA VERMA

[DIN 03451756]

Chairman

Directors

Place : Mumbai

Date : 26th May, 2016

Place : New Delhi

Date : 26th May, 2016