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## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. G. M. Gandhi  
Managing Director

Mr. C. M. Maniar\*  
Non-Executive Director

(\* ceased to be Director w.e.f. 29th June, 2014)

Mr. C. C. Dalal  
Non-Executive Director

Mr. A. B. Desai  
Non-Executive Director

Mr. N. A. Rathod\*  
Non-Executive Director

(\* ceased to be Director w.e.f. 22nd June, 2015)

Mrs. K. C. Maniar\*  
Non-Executive Additional Director

(\* Appointed as Additional Director w.e.f. 22nd June, 2015)

### MANAGEMENT PERSONNEL

Mr. R. M. Bhatia  
Chief Financial Officer

Mr. A. J. Chandra  
Company Secretary

### AUDITORS

M/s. Jayesh Dadia & Associates  
Chartered Accountants

### REGISTERED OFFICE

1218, Maker Chambers V,  
12th Floor, Nariman Point, Mumbai 400 021.  
Tel: 022 6618 6633 / 2202 1171  
Fax: 022 2204 9195  
Email: investor.relations@pinc.co.in  
website : www.pinc.co.in  
CIN : L65990MH1984PLC031909

### REGISTRAR & SHARE TRANSFER AGENTS

Satellite Corporate Services Private Ltd.  
B-302, Sony Apartments,  
Opp. St. Jude High School,  
Off Andheri Kurla Road,  
Jarimari, Sakinaka, Mumbai - 400 072.  
Tel: 022 2852 0461/ 62  
Fax: 022 2851 1809  
Email: service@satellitecorporate.com

Members may please note that e-copy of Annual Report 2014-15 would be sent to those shareholders whose email Id is registered with Registrar/Depository Participant an e-copy of Annual Report as part of green initiative undertaken by the Company and the same would also be available on Company's Website www.pinc.co.in. To promote the green initiative undertaken by the Company, members are requested to register/notify to the Registrars & Share Transfer Agents of the Company, their email id's for receiving an e-copy of Annual Report in future.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF PIONEER INVESTCORP LIMITED will be held at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020, on Friday, 28<sup>th</sup> August, 2015 at 11.30 A.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt
  - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon;
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date.

2. To appoint statutory auditors of the Company and fix their remuneration.

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

“RESOLVED THAT Jayesh Dadia & Associates, Chartered Accountants having Firm Registration No.121142W be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and are hereby authorised to fix such remuneration including the expenses, if any, incurred by the auditor”.

**SPECIAL BUSINESS:**

3. Appointment of Mrs. Kamlini C. Maniar (DIN 06926167) as an Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there-under and pursuant to Articles of Association of the Company read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Kamlini C. Maniar (holding DIN 06926167), who was appointed as a Additional Director and whose term expires at the Annual General Meeting and who is eligible for appointment and has consented to act as Independent Director of the Company and in respect of whom the Company has received a notice in writing proposing Mrs. Kamlini C. Maniar candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Non-executive Director of the Company to hold office for 5 (five) consecutive years, not liable to retire by rotation.”

4. To authorise Board of Directors of the company to create security/ mortgage/ pledge/ hypothecation/ charge or encumbrance on all movable and immovable properties and assets of the Company

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

“RESOLVED THAT, in supersession of all resolutions passed by the Members of the Company, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the creation of security/ mortgage/ pledge/ hypothecation/ charge or encumbrance by the Board of Directors of the Company over all the immovable and movable properties and assets of the Company wheresoever situate, present and future, of the whole or substantially the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events in favour of

Banks/ Financial Institutions, other investing agencies and trustees for holders of debentures/ bonds/ other instruments to secure rupee/ foreign currency loan/bonds/ foreign currency convertible bonds/ debentures or any other instruments/ securities (hereinafter collectively referred to as "Loans") together with interest at the agreed rates, compound/further interest, commitment charges, charges, expenses and all other monies payable by the Company in respect of the said loans in terms of the agreements to be entered into by the Company in respect of the said loans;

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) be and is hereby authorised to finalise with the abovementioned lending institution(s) or lending entity(ies) the documents for creating the aforesaid mortgages and/ or charges and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

Registered Office :  
1218, Maker Chamber V,  
Nariman Point,  
Mumbai – 400 021.  
Date: 23<sup>rd</sup> July, 2015.  
Place: Mumbai.

By Order of the Board of Directors  
For Pioneer Investcorp Limited

Amit Chandra  
Company secretary

**IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 22<sup>nd</sup> August, 2015 to Friday, 28<sup>th</sup> August, 2015 (both days inclusive) for the purpose of the Thirtieth Annual General Meeting or any adjournment thereof.
2. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 3.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 3 and 4 of the Notice to be transacted at the Annual General Meeting, is annexed hereto.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll.
5. PROXIES IN ORDER TO BE VALID, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
6. Members/Proxies are requested to bring duly filled in Attendance Slip along with their copy of Annual Report to the Meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;
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. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant (in case of shares held in demat)/Registrar and Share Transfer Agents (RTA) of the Company (in case of shares held in physical mode) to enable us to send you various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc) via email.

10. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
11. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs.2,34,483/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2006–07 on 16<sup>th</sup> October, 2014, to the Investor Education and Protection Fund of the Central Government.

The following are the details of dividend paid by the Company and its respective due date of transfer of such fund to the Central Government, which remain unpaid:

Sr. No	Date of Declaration	Dividend for the year	Due date of transfer to the government
1	21 <sup>st</sup> August, 2008	Dvidend 2007-08	20 <sup>th</sup> September, 2015
2	11 <sup>th</sup> August, 2010	Dividend 2009-10	10 <sup>th</sup> September, 2017.
3	28 <sup>th</sup> July, 2011	Dividend 2010-11	27 <sup>th</sup> August, 2018.
4	07 <sup>th</sup> September, 2012	Dividend 2011-12	07 <sup>th</sup> October, 2019.

It may be noted that the claimant of the shares transferred above shall be entitled to claim the transfer of shares from Investor Education & Protection Fund in accordance with the procedure and submission of such documents as may be prescribed. In view of the above, those Shareholders who have not encashed their dividend warrants are advised to send all unclaimed dividend warrants to the Registrar & Share Transfer Agents or to the Registered Office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

12. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006 - 07, as on the date of the 29th Annual General Meeting (AGM) held on 28th August, 2014, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.pinc.co.in](http://www.pinc.co.in).

Particulars of the dividend transferred to the General Revenue Account of the Central Government i.e. Investor Education & Protection Fund during the Financial Year ended March 31, 2015 pursuant to Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978:

Sr. No.	Date of Declaration Dividend	Dividend for the year Financial Year	Amount transferred to Investor Education & Protection Fund (Rs.)	Date of Transfer to Investor Education & Protection Fund (Rs.)
1	20 <sup>th</sup> September, 2007.	Dividend 2006-07	2,34,483	16 <sup>th</sup> October, 2014.

13. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding and Register of Contract or Arrangements in which Directors are interested maintained are available for inspection at the Registered Office of the Company during business hours between 11.00 AM to 3.00 PM except on Saturdays and holidays and will be made available at the venue of the meeting.
14. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from Company's website [www.pinc.co.in](http://www.pinc.co.in) under the section investor sections or can be obtained from Company's R & T Agent Satellite corporate Services Pvt. Ltd.



15. Non-resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP as the case may be, immediately:
  - a. the change in the residential status and
  - b. the particulars of the NRE Account with a Bank in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Director seeking appointment at the Annual General Meeting, forms integral part of the notice. The Director have furnished the requisite declarations for her appointment.
18. The Notice of the 30th Annual General Meeting along with the Attendance Slip and Proxy Form, is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent by the permitted mode.
19. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.pinc.co.in](http://www.pinc.co.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.relations@pinc.co.in](mailto:investor.relations@pinc.co.in).
20. Corporate Members intending to send their Authorised Representative to attend and vote at the Meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising him to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport).

Specimen Resolution for this purpose is as under:

(To be printed/typed on the letterhead of Corporate Member)

“RESOLVED THAT pursuant to the provisions of Section 113 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. \_\_\_\_\_ or failing him, Mr. \_\_\_\_\_ be and is hereby authorised to act as the representative of (name of the Corporate Member) to attend the Thirtieth Annual General Meeting of PIONEER INVESTCORP LIMITED to be held on the \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_, Maharashtra, India” at \_\_\_\_\_ a.m. or at any adjournment thereof, for and on behalf of the Company as its representative.

RESOLVED FURTHER THAT the aforesaid representative of the Company, be and is hereby authorised to vote for and on behalf of the Company on any of the Resolutions as stated in the Notice of the Thirtieth Annual General Meeting of Pioneer Investcorp Limited or at any such adjournment thereof, as may be deemed fit, proper and necessary.

The aforesaid Resolution shall preferably be signed by such Director/Authorised Signatory of the Corporate Member whose specimen signature has been lodged with RTA

In terms of the provisions of the Companies Act, 2013, the representatives of Corporate Members without proper authorisations, such as Board Resolution or Power of Attorney or such other valid authorisation, may not be permitted to attend and /or vote at the Meeting.

21. The term 'Members' has been used to denote Shareholders of Pioneer Investcorp Limited.

22. E-voting:

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members with facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

The procedure and instructions for shareholders voting electronically are as under:

- i. The voting period begins from 9.00 a.m. (STARTING TIME) on Tuesday, 25-08-2015 and ends at 5.00 p.m. (ENDING TIME) on Thursday, 27-08-2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-08-2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed on the attendance slip.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of birth	<p>Enter the Dividend Bank Details or Date of Birth as recorded in your demat account or in the company records for the said demat account in order to login. If both the details are not recorded with the depository or Company then please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab;

- x Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- xv After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting cast by clicking on “Click here to print” option on the Voting page.
- xviii If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi Aspi Bhesania, Company Secretary in Whole Time Practice (ICSI membership number: 6119, COP.no.9657) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.pinc.co.in](http://www.pinc.co.in) and on the website of CDSL and communicated to the Stock Exchange.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice:

Item No. 3

The Board of Directors of the Company at their meeting held on 22<sup>nd</sup> June, 2015, pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and pursuant to requirement of clause 49 of the Listing Agreement entered with the Stock Exchange, appointed Mrs. Kamlini C. Maniar, as Additional Director

The Board of Directors considers that association of Mrs. Kamlini C. Maniar as an Director would be of immense benefit to the Company considering her vast experience in the finance filed and it is beneficial in the interest of the Company. The Board considering her qualification, experience and Knowledge recommends the appointment of Mrs. Kamlini C. Maniar as Independent Non-executive Woman Director in accordance with the provisions of Section 149 of the Companies Act, 2013 and rule 3 of The Companies (appointment and Qualification of Directors) Rule, 2014.

Mrs. Kamlini C. Maniar, non-executive independent additional director of the Company, has given a declaration to the Board that she meet the criteria of independence as provided under Ssection 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Maniar fulfills the conditions specified in the Act and the Rules framed thereunder for her appointment as Independent Director and she is independent of the management. The Company has received notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mrs. Maniar as Independent non-executive Directors is now being placed before the Members for their approval.

In accordance with Clause 49 of the Listing Agreement, brief resume of Mrs. Maniar proposed to be appointed, her qualification, experience and the names of the Companies in which she hold directorships, memberships of the board committees, are provided in the Directors' Report forming part of the Annual Report.

No director, Key Management Personnel or their relatives, except the concerned Director, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in item no.3 for the approval of the members.

Item No. 4

The Company as per the erstwhile provisions of the Companies Act, 1956 has obtained the consent of its members through ordinary resolution passed through the process of Postal ballot on 28<sup>th</sup> December, 2010, delegated authority limits to the Board of Directors of the Company to create such mortgages, charges and hypothecations, on such of the assets of the Company, both present and future, in such manner as the Board may direct upto Rs.500 Crores.

Under Section 180 of the Companies Act, 2013, the above powers of the Board are required to be exercised only with the consent of the members by a Special Resolution.

The approval of the Members for the said delegation is therefore being sought, by way of a Special Resolution, pursuant to Section 180(1)(a) of the Companies Act, 2013.

The Directors recommend the Resolutions at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item No. 4.

Registered Office :  
1218, Maker Chamber V,  
Nariman Point,  
Mumbai – 400 021.  
Date: 23<sup>rd</sup> July, 2015.  
Place: Mumbai.

**By Order of the Board of Directors  
For Pioneer Investcorp Limited**

**Amit Chandra  
Company secretary**

## DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting their Thirtieth Annual Report on the business and operations of the Company along with the Audited Statements of Accounts for the year ended 31st March, 2015.

Financial Highlights	2014-2015 (Rs. in lakhs)	2013-2014 (Rs. in lakhs)
Profit before Exception Items	1134.28	92.19
Exceptional Item	----	(1246.26)
Profit / (Loss) before Tax	1134.28	(1154.06)
Provision for Tax	291.50	(42.00)
Short provision for tax of earlier year	----	(47.77)
Deferred Tax Assets	----	2.70
Net Profit / (Loss) after Tax	842.78	(1241.13)
Add: Balance Brought Forward from the Previous Financial Year	1353.95	2595.08
<b>Balance Carried Forward to Balance Sheet</b>	<b>2196.73</b>	<b>1353.95</b>

### Economic Review

The Indian economy has made strong progress backed by stable political results coming from the general elections outcome in May 2014 that supported business, investor, and consumer sentiment. Thereafter, a supportive global commodity price environment along with gradual improvement in governance resulted in increase in economic output. Led by the manufacturing, finance, and electricity sectors, the Government expects GDP growth for FY 2014-15 to come at 7.4% from 6.9% in FY 2013-14.

The Indian Economy in 2014-15 has emerged as one of the largest economies with a promising economic outlook on the back of controlled inflation, rise in domestic demand, increase in investments, decline in oil process, and reforms among others.

Indian economy's outlook for FY 2015-16 appears optimistic. Confluence of three critical factors – benign commodity price outlook, domestic monetary easing and policy support from the Government, is likely to help in improving the growth-inflation balance. International rating agency Moody's, upgraded India's sovereign outlook to positive from stable in April 2015.

Even though Capital Market continued with the upside momentum and the Benchmark indices i.e. BSE Sensex and Nifty Closed at high in comparison to their previous years closed during the year end under review, the Indian IPO market in Financial Year 2014-15 continued to its downward trend as compared to the previous years. Further data of credit off take also not encouraging resulting in sluggish growth.

However with the stable Government at the Centre and the expectations of consistent economic policies from the Government relating to taxes, Foreign Direct Investments and more economic reforms, and recent amendments by SEBI relating to timing and simplification of process to boost the sentiment of the capital market resulted in various Companies filing their offer document with SEBI.

### State of Company Affairs

The above mentioned mixed economic and financial conditions resulted in stagnant Company's performance in both standalone and consolidated top and bottom line of the Company. Standalone Income from operations for the year under review was stagnant to Rs.2586.60 as against Rs.2674.28 lakhs, and also Consolidated Income from Operations was stagnant to Rs. 2882.32 as against Rs. 2999.35 lakhs. However, Net Profit after tax standalone was Rs.842.78 Lacs as compared to Loss of Rs.1241.13 lacs in the previous year (due to onetime exceptional item) and Consolidated Net Profit after tax was Rs.620.24 lacs as compared to Loss of Rs.2085.60 Lacs in the previous year.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

### Share Capital

During the year under review, the Company has not issued any Equity Shares consequently, the Issued, Subscribed and Paid up Equity Share Capital remains Rs.1229.69 lakhs as at March 31st, 2015.

### Dividend

During the year under review, the Board of Directors of the Company has decided to conserve resources, not to recommend the payment of any dividend for the year ended March 31st, 2015.

### Subsidiary Companies

During the year under review, there was no change in status of existing six wholly owned domestic subsidiaries as compared to previous year. A Report on the performance and financial position of each of the subsidiaries as per the Companies Act, 2013 is provided in the Financial Statement of the Company.

### Consolidated Financial Statements

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Board of Directors of the Company has resolved not to publish and attach copies of the standalone Annual Audited Accounts of all its existing subsidiaries and instead to publish the Consolidated Accounts. Copies of the Annual Audited Accounts of all its existing subsidiaries, can also be obtained by a member of the Company on making a written request to the Company in this regard. The Accounts of these subsidiaries are also available for inspection for members of the Company at the Registered Office of the Company during the Company's business hours. The Company has attached the Consolidated Financial Statements in this Annual Report, which includes the Accounts of all its six existing domestic subsidiaries.

### Directors Responsibility Statement

Your Directors state that:

- i) In the preparation of the Annual Accounts for the year ended 31st March, 2015, the applicable Accounting Standards read with requirements set out under Schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- ii) The Directors have selected such accounting policies and have 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, 2015 and of the Profit of the Company for the year ended on that date;
- 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, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annexed Annual Accounts for the Accounting Year ended on 31st March, 2015, have been prepared on a going concern basis;
- v) The Directors have laid down internal financial controls to be followed by the Company and the such internal financial controls are adequate and are operating effectively; and
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement, is given as a separate statement in the Annual Report.



## Directors

The Board of Directors of the Company at their meeting held on 22nd June, 2015, has accepted resignation of Mr. Nalinkant A. Rathod, Independent non-executive Director of the Company due to his pre occupation and also appointed Mrs. Kamlini C. Maniar, as an additional Director in accordance with provisions of Articles of Association of the Company and further to comply with the requirements of the Companies Act, 2013 and Rule 3 of The Companies (appointment and Qualification of Directors) Rule, 2014 and Clause 49 of the Listing Agreement relating to appointment of at least one Woman Director on the Board of Listed Company.

In accordance with Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Kamlini C. Maniar, Independent Non-executive Directors of the Company is eligible for appointment at the ensuing Annual general Meeting of the Company for a period of 5 consecutive years.

The Company has received declaration from Mrs. Kamlini C. Maniar confirming that she meet with the criteria of independence as per sub-section (6) of Section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement with the Stock Exchange.

In accordance with Clause 49 of the Listing Agreement, brief resume of Mrs. Kamlini C. Maniar Independent Non-executive Directors proposed to be appointed, her qualification, experience and the names of the Companies in which she hold directorships, memberships of the board committees, are provided below:

### Directors Profile

#### Appointment of Independent non-executive Director

Mrs. Kamlini C. Maniar, an additional Independent Non-executive Directors appointed on 22nd June, 2015, by the Board of Directors of the Company and being eligible offer herself for appointment as Independent Non-executive Director for a period of 5 years pursuant to Clause 49 of the Listing Agreement, the information relating to appointment of Director is as follows:

<b>Name of Director</b>	<b>Kamlini C. Maniar</b>
<b>Brief Resume</b>	Mrs. Maniar is a qualified L.L.B. and was a Senior Banker with Bank of India, with 32 years of experience of core area expertise in Corporate Financing, Foreign Exchange, Diamond Business financing and retail Banking operations. She also Headed as CEO for almost 10 years with Ador Finance Ltd., an RBI registered NBFC & an affiliate Company of Ador Weldings Ltd. handling lending, Share/Debt Issues, Foreign Loan tie-ups & Share Transfer Registry.
<b>Nature of his expertise</b>	She specializes in Corporate Finance and Banking.
<b>Other Directorship</b>	Foods and Inns Limited
<b>Other Committee Membership</b>	Nil
<b>Number of Shares held in the Company</b>	Nil

The Policy on Directors Appointment and Remuneration of Directors, Key Managerial Personnel and other employees is annexed herewith as Annexure 1.

#### Annual Evaluation

The Company has devised suitable Policy as per the size and requirements of the Company prescribing the method and manner in which formal annual evaluation has been made of Independent Directors, Board, Committees and other Individual Directors which includes criteria for performance evaluation of the non-executive Directors and executive Directors.

## Corporate Governance

The Company has complied with all the mandatory provisions of the Clause 49 of the Listing Agreement. As part of the Company's efforts towards better corporate practice and transparency, a separate report on Corporate Governance compliances is included as a part of Annual Report.

### Contracts and arrangement with Related parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.pinc.co.in](http://www.pinc.co.in)

Your Directors draw attention of the members to Note 32 to the financial statement which sets out related party disclosures.

### Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. During the year, the Company has spent Rs. 6.50 Lacs on CSR activities.

The disclosure in the Annual Report on CSR activities is annexed herewith marked as Annexure 2.

### Risk Management

During the year, your Directors have formulated a Risk Management Policy which has been entrusted with the responsibility to assist the Board on implementation of the risk management system in the day to day operation as may be applicable to their respective areas of functioning and report to the Board and the Audit Committee.

The Risk Management policy intends to cover serious concerns that could have risk impact on the operations and performance of the business of the Company as well as its Wholly Owned Subsidiaries.

### Internal Financial Controls

The Company has in place adequate internal financial controls Commensurate with its requirements and the size of its business.

### Employee Stock Option Schemes

The disclosures required to be made in the Directors' Report in respect of Employees Stock Option Schemes 2006, 2007 and 2010, in terms of the SEBI (Employee Stock Option Scheme) Guidelines, 1999, are mentioned in the Annexure 3, forming part of the Directors' Report.

### Auditors and Auditors Report

Jayesh Dadia & Associates, Chartered Accountants, and Auditors of the Company, will retire at the conclusion of the ensuing Annual General meeting, and being eligible, offer themselves for reappointment. The Company has received a certificate from the Auditors to the effect that their reappointment if made, would be in accordance with sub section (1) of Section 139 read with Section 141 of the Companies Act, 2013. The Board recommends their appointment.

The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further explanation. The Auditors' Report does not contain any qualification, reservation or adverse remark.



#### **Secretarial Auditor**

The Board has appointed Mr. Aspi Bhesania, Practising Company Secretary, (ICSI membership number: 6119 C.P. no.9657) to conduct Secretarial Audit for the Financial Year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as Annexure 4 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except for appointment of woman Director by the Company till 31st March, 2015, which the Company has complied with on 22nd June, 2015 by appointing Mrs. Kamlini C. Maniar.

#### **DISCLOSURES:**

##### **Audit Committee**

The Audit Committee comprises Independent Directors namely Shri C C. Dalal (Chairman), Shri. A. B. Desai, and Mr. G. M. Gandhi Managing Director.

All the recommendations made by the Audit Committee were accepted by the Board.

##### **Vigil Mechanism**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, for the directors and employees to report genuine concerns in such manner as, may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at [www.pinc.co.in](http://www.pinc.co.in)

##### **Meetings of the Board**

6 (Six) meetings of the Board of Directors were held during the year. For further details, please refer separate report on Corporate Governance forming part of Annual Report.

##### **Declaration from Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as per sub-section (6) of Section 149 of the Companies Act, 2013.

##### **Particulars of Loans given, Investments made, Guarantees given and Securities provided**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 11, 12, 15, 18 and 28 to the standalone financial statement).

##### **Conservation of Energy, Technology Absorption, Foreign Earnings and Expenditures**

The Company has no activities involving conservation of Energy and Technology absorption.

The details of Company's foreign exchange earnings and expenditures during the year under review are given in Note 27 to the standalone financial statement.

##### **Extract of Annual Return**

Extract of Annual Return of the Company is annexed herewith as Annexure 5 to this Report.

#### Particulars of Employees and related disclosures

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is annexed herewith as Annexure 6 to the Annual Report. Disclosures 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 also annexed herewith as Annexure 7 to the Annual Report.

#### General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### Acknowledgments

The Board wishes to express its deep appreciation to all the staff members for their excellent contribution and to the Bankers, shareholders and customers for their continued support.

On behalf of the Board of Directors

Mumbai  
23<sup>rd</sup> July, 2015.

G. M. Gandhi  
Managing Director

C. C. Dalal  
Director

## MANAGEMENT DISCUSSION AND ANALYSIS

### INTRODUCTION

The Company and its wholly owned subsidiary Pioneer Money Management Ltd. are SEBI registered Category – I Merchant Banker, and provide Investment Banking and Financial Advisory Services. The Company offerings include formulating capital structure, raising capital, debt restructuring, project financing, coal consultancy and other corporate advisory services. Its Wholly Owned Subsidiary provides services in the area of Secondary capital market like open offer in Takeovers, Right issue, Buy-back, Mergers and Amalgamation, and valuation assignment.

### CORPORATE STRUCTURE

The structure of its Company's Subsidiaries and their nature of Activities are as below:

1. Infinity.Com Financial Securities Ltd. – Trading cum Clearing Member of NSE, BSE & Depository Participant-CDSL, Trading member in currency Derivatives of MCX-SX;
2. Pioneer Wealth Management Services Ltd. – SEBI Registered Portfolio Manager;
3. Pioneer Fund invest Pvt. Ltd. – a Non Banking Finance Company (Not accepting Public Deposit);
4. Pioneer Commodity Intermediaries Pvt. Ltd. – Trading cum Clearing Member of NCDEX and MCX and Trading Member of ICEX;
5. Pioneer Money Management Ltd.- SEBI Registered category – I Merchant Banker; and
6. Pioneer Investment Advisory Services Ltd. – Advisory & Consultancy.

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The Industry in which the Company belongs is highly competitive and also in consolidated phase and there are very few niche players who are able to click big ticket deals. However overall positive sentiments would results in increase in credit off take, and your Company is confident to take advantage of the same which may result in improvement in overall performance of the Company.

### OPPORTUNITIES AND THREATS

#### Opportunities

- Being part of the India's growth story
- Growth and positive sentiment in economy and financial market
- SEBI's recent steps on improving sentiments in Primary and Secondary Market

#### Threats

- Fiscal deficit and current account deficit
- Volatile Global Economic conditions
- Competition
- attracting and retaining talent and training them for the right culture

### SEGMENT WISE PERFORMANCE

The Company on a standalone has two segments i.e. Income from Merchant banking and Advisory fees and Income from Shares and Securities. On a consolidated basis, Group Income comprises of three segments, i.e. Income from Merchant Banking and Advisory fees, Income from Shares and Securities, Equity Brokerage and Related Income. On a year to year comparison its Income from Merchant Banking and Advisory fees has decreased due to lackluster Credit Growth and Capital Market conditions and Group's Brokerage and Related Income was stagnant. However Groups Income from Shares and Securities has shown good performance during the year end under review as compared to last year Investment Income.

## OUTLOOK

### Global Factors

As per IMF estimates (World Economic Outlook, January 2015), World GDP growth remained unchanged at 3.3% in 2014. Global economic growth continued to remain uneven – while advanced economies like the US, Eurozone, and UK are expected to have gained traction in 2014, emerging economies like China, Russia, Brazil, etc. are expected to see a slowdown in their respective economies. Overall, it appears that the pace of economic recovery is getting marked by specificity. Two important financial market developments that stood out during 2014 was the appreciation of the US dollar and the sharp fall in global commodity prices.

### Indian Economy

India's economy is poised to return to its high-growth path, thanks to lower fiscal and current account deficits, falling inflation, benign commodity prices, and structural reforms to boost investments. Monetary policy is also likely to be supportive with the Reserve Bank of India (RBI) having moved to flexible inflation targeting. The manufacturing sector is likely to benefit from lower interest rates. The share of investments in Gross Domestic Product (GDP) is at 29% (compared to 33% in 2007) and is expected to pick up. However, productivity and capital efficiency improvement are likely to drive near-term growth.

### Company's Outlook for its business segments

The Company is well prepared to take advantage of improved economic conditions and further consolidating its position in both Equity and Debt segments of Investment Banking business. The Company is continuously taking steps to increase its team strength in Investment Banking, to take advantage of near term opportunities in the Capital Market and impetus to manufacturing Sector by the stable Central Government.

### Consolidated Financials

(Rs. In lakhs)

Particulars	2014-15	2013-14
Total Income	3447.77	3090.47
Profit/ (Loss) After Tax	620.24	(2085.60)

## RISK AND CONCERN

At a global level, employment in the US remains quite volatile, and there are mixed signals with regards to whether the recovery is robust or not. In Japan, coordinated monetary and fiscal stimulus have been successful in bringing the economy out of a deflationary zone; but the recent sales tax hike poses some risks for the domestic demand. In Europe, although the economy is out of recession, deflationary risks are still been debated on. China is going through a rebalancing phase, where growth has dipped below its long-term average, though it still remains one of the fastest growing economies globally. Inflation in these economies, however, has undershot projections, on account of recent commodity price declines, and is also reflective of still large output gaps. All these international challenges do not mean the risk of a double dip recession. However, it is the pace of recovery that could be lower than anticipated, and thus it is important to remain constantly vigilant.

On the domestic front, it is widely anticipated that the rural growth story is losing steam, and as such, is likely to offer limited upside to growth in FY 2015-16. Moreover, the possibility of El Nino continues to pose a risk to rural growth. While, we expect average CPI inflation to decline in FY 2015-16, development of El Nino could potentially raise the downside risk to growth, and increase the upside risk to inflation. In such a scenario, revival of external demand, and recovery in the capex cycle would have to play a key role in driving the economy ahead.

Beside these, domestic issues like weak monsoon, inflation pressure and tightening of status quo on rate tightening by RBI, pose a challenge to the economic activities, thus affecting the Indian Economy.

The business of the Company is dependent on the international and domestic economic conditions. Global factors like geopolitical tension, economic slowdown are a potential risk to the company's performance. Further increase in competition among the financial market intermediaries is a concern and this can impact the performance of the company.

#### INTERNAL CONTROL SYSTEMS

The Company has in place adequate internal control system Commensurate with its requirements and the size of its business.

#### DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's overall financial performance during the year under review was improved resulting in consolidated total income of the Company increased to Rs.3447.77 lakhs as against Rs.3090.47 lakhs and net Profit after Tax was Rs.620.24 lakhs as against Loss of Rs.2085.60 lakhs(due to one time exceptional item). The overall Operational Performance both at Stand alone and also at Consolidated level has improved significantly in terms of reduction in Employment cost, Total cost as well as financial cost resulting in reductions in Long term borrowings and other long term liabilities of the Company and the Group as a whole.

#### MATERIAL DEVELOPMENT AND HUMAN RESOURCES

During the year under review, Company continues to balance its human resources with recruitment at both senior and mid level executives with an experience of around 8 to 10 years, to strengthen its Investment Banking Department, which continues to be the focus area.

## CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement, a report on Corporate Governance is given below.

### 1. Company's philosophy

The Company believes in good Corporate Governance that enables the group to perform ethically and efficiently to generate long-term value and wealth for its shareholders and sharing the information in a transparent way with its shareholders, bankers, and customers.

### 2. Board of Directors

#### a) Composition of Board

During the year under report, there was no change in the composition of the Board of Directors of the Company. Mr. G. M. Gandhi, Managing Director represents the Promoters group and four Independent Non Executive Directors are namely Mr. C. C. Dalal, Mr. C. M. Maniar (Ceased to be Director w.e.f. 29th June, 2014), Mr. N. A. Rathod and Mr. A. B. Desai.

#### b) Non-executive Directors' compensation and disclosure

During the year under report, the Company has paid to the non-executive Directors sitting fee of Rs.10,000/- after deducting TDS for each meeting of the Board or a Committee thereof attended by them, except to Mr. N. A. Rathod, who has consented not to receive sitting fees from the Company.

#### c) Other provisions as to Board and Committees

##### (i) Meetings and attendance record of each Director

During the year under report from 1st April, 2014 to 31st March, 2015, the Board of Directors held six meetings on 25.04.2014, 18.07.2014, 28.08.2014, 12.11.2014, 30.01.2015 and 31.03.2015 including one exclusive meeting of Independent Director.

Mr. C. C. Dalal and Mr. A. B. Desai were present in all the six Board meetings, Mr. Gaurang Gandhi was present in five Board Meetings and Mr. N. A. Rathod, was not present in any of the Board Meetings.

All the Directors of the Company except Mr. N. A. Rathod, were present in the last Annual General Meeting of the Company.

##### (ii) Number of Directorships

Mr. C. C. Dalal is a director of two other companies and he is also a member of two Board Committees. Mr. G. M. Gandhi is a director of fifteen other companies and he is also a member of one Board Committee. Mr. N. A. Rathod is a director of thirty other Companies and Mr. A. B. Desai is a director of one other Company.

#### d) Code of Conduct

The Company has framed a Code of Conduct for the members of the Board of Directors and Senior Management personnel of the Company. A declaration by Mr. G. M. Gandhi, Managing Director, regarding compliance by the Board Members and Senior Management personnel with the Code of Conduct is given as Annexure to this report.

### 3. Audit Committee

The Audit Committee comprises of Mr. C. C. Dalal, Chairman of the Committee, Mr. A. B. Desai, both are non-executive Independent Directors and Mr. G. M. Gandhi, Managing Director of the Company. During the year under report the Audit Committee held four meetings and considered the quarterly, half yearly and audited standalone and consolidated accounts of the Company. The Audit Committee also supervised the Internal Audit system and procedures relating to internal control system. All three members were present in all the committee meetings.

### 4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. C. C. Dalal, Chairman of the Committee,

Mr. A. B.Desai, and Mr. N. A. Rathod, all are non-executive Independent Directors of the Company. This Committee is constituted mainly to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management, to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board, to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management. The Committee has adopted a policy in commensurate with size and requirements of the Company and meets as such frequent internals as may be required.

During the year, the Company has paid remuneration to Mr. G. M. Gandhi, Managing Director of the Company within the specified limits as per Special Resolution passed by the Shareholders of the Company.

#### 5. Stakeholders' Grievance Committee

During the year the present Shareholders Grievance Committee to be reconstituted as Stakeholder Relationship Committee. The Committee members comprise of Mr. C. C. Dalal, Mr. G. M. Gandhi and Mr. A. B. Desai. The Committee has delegated the power to deal with and approve the cases of Transfer, Transmission, Deletion, Rematerialisation, Split, Consolidation, duplicate issue of Share certificate etc. relating to the Equity Shares of the Company that is upto 50,000 Equity Shares jointly to Mr. Sanjay Kabra, Vice President – Finance and Mr. Amit Chandra, Company Secretary and also the cases of above 50,000 Equity shares and upto 2,00,000 Equity Shares, to Mr. Gaurang Gandhi, Managing Director, of the Company. Mr. Amit Chandra, Company Secretary of the Company is appointed as Compliance Officer of the Company. During the year the Company has resolved all the Investors complaints and there are no pending complaints at the end of the year.

#### 6. General Body Meetings

a) The details of Annual General Meetings held in the last 3 years are as under

Year	Day, Date and Time	Venue
2011-2012	Friday, 7th September, 2012 at 11.30 a.m.	Kilachand Conference Room, 2nd floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai - 400020
2012-2013	Monday, 12th August, 2013 at 11.30 a.m.	Same as above
2013-2014	Thursday, 28th August, 2014 at 11.30 a.m.	Same as above

b) Special Resolutions/business transacted at the last three Annual General Meeting were as follows.

Year	Matter
2011-2012	There was no business requiring Special Resolution
2012-2013	Re-appointment of Mr. Gaurang Gandhi, as Managing Director of the Company.
2013-2014	To borrow money exceeding paid up capital and Free Reserves of the Company

c) No Resolutions were passed during the year under review through Postal Ballot.

d) As on date, the Company does not have any plans to pass Special Resolution through Postal Ballot.

## 7. Disclosures

### a) Materially Significant related party transactions

There were related party transactions with the related parties in the ordinary course of business as mentioned in Note 32 of Financial Statements. There were no material individual transactions with related parties, which are not in the normal course of business.

### b) Penalties or strictures

No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority. The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

### c) Whistle Blower Policy

The company has adopted whistle blower policy as per the statutory provisions. During the year, None of the Whistle Blowers have been denied access to the Audit Committee of the Board.

### d) Compliance with Mandatory requirements

During the year end under review, the Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed by Clause 49 of the Listing Agreement to the extent applicable to the Company.

## 8. Means of communications

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchange immediately after the Board approves the same. The results are published in one National daily English newspaper and one regional language newspaper in the city in which the registered office of the Company is located and uploaded on the Company's Website : [www.pinc.co.in](http://www.pinc.co.in).

## 9. General Shareholders information

a) The Annual General Meeting of the Company will be held on Friday, 28<sup>th</sup> August, 2015, at 11.30 a.m., at Kilachand Conference Room, 2nd floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020.;

### b) Financial calendar

Financial Reporting for Quarter I - (ending June 30, 2015)	Within 45 days from the end of quarter.
Financial Reporting for Quarter II - (ending September 30, 2015)	Within 45 days from the end of quarter.
Financial Reporting for Quarter III - (ending December 31, 2015)	Within 45 days from the end of quarter.
Financial Reporting for Quarter IV - (ending March 31, 2016)	Within 60 days from the end of quarter.

c) The dates of Book Closure are 22<sup>nd</sup> August, 2015 to 28<sup>th</sup> August, 2015 (both days inclusive);

d) The Company's Shares are presently listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400023. The Company's Stock code in the Exchange is 507864 and the ISIN number is INE746D01014;

e) Share Prices of the Company – High and Low on BSE Limited, for the Financial Year April, 2014 to March, 2015, were as follows;

	( In ₹ )											
Month	April	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	March
	2014	2014	2014	2014	2014	2014	2014	2014	2014	2015	2015	2015
High	13.49	16.31	17.70	16.65	16.24	19.20	16.80	18.70	18.50	19.00	20.00	17.98
Low	09.76	10.17	14.25	13.30	12.82	12.85	14.00	12.80	12.05	12.70	14.25	13.01



- f) The address and telephone and fax numbers of the Registrar and Share Transfer Agent of the Company are Satellite Corporate Services Private Limited, B-302, Sony Apartments, Opp. St. Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072. Tel. No: 022-2852 0461 / 2852 0462 Fax no.: 022-2851 1809 Email Address:- service@satellitecorporate.com.
- g) During the year the present Shareholders Grievance Committee to be reconstituted as Stakeholder Relationship Committee. The Committee members comprise of Mr. C. C. Dalal, Mr. G. M. Gandhi and Mr. A. B. Desai. The Committee has delegated the power to deal with and approve the cases of Transfer, Transmission, Deletion, Rematerialisation, Split, Consolidation, duplicate issue of Share certificate etc. relating to the Equity Shares of the Company that is upto 50,000 Equity Shares jointly to Mr. Sanjay Kabra, Vice President – Finance and Mr. Amit Chandra, Company Secretary and also the cases of above 50,000 Equity shares and upto 2,00,000 Equity Shares, to Mr. Gaurang Gandhi, Managing Director, of the Company.
- h) Detailed Shareholding pattern of the Company as on 31st March, 2015, is as under:

Sr. No.	Category	No. of Shares held	Percentage of Shareholding
A	Promoter's holding		
1	Promoters	6,420,811	52.21
	<b>Sub - Total ( A )</b>	<b>6,420,811</b>	<b>52.21</b>
B	Non - Promoters Holding		
1	Banks and Foreign Institutional Investors	26,700	0.22
2	Public including Body Corporate	5,876,397	47.57
	<b>Sub - Total ( B )</b>	<b>5,876,097</b>	<b>47.79</b>
	<b>Total (A) + (B)</b>	<b>1,22,96,908</b>	<b>100.00</b>

- i) The distribution of Shareholding of Equity Shares as on 31st March, 2015, is as under:

Sr No.	No of Equity Shares	No.of Shareholders	No.of Shares	Percentage of Shareholding
1	Less than 50	865	23963	0.20
2	51 to 100	2008	198162	1.61
3	101 to 500	1750	445473	3.62
4	501 to 1000	294	238418	1.94
5	1,001 to 5,000	301	678084	5.51
6	5001 to 10000	42	299325	2.43
7	10,001 to 50,000	40	732239	5.96
8	50001 to 100000	14	1047563	8.52
9	100,001 to 500,000	10	1748343	14.22
10	500001 to Above	2	6885338	55.99
	<b>TOTAL</b>	<b>5326</b>	<b>12296908</b>	<b>100.00</b>

- j) As on 31st March, 2015, 79.13% of the Company's totals Paid up Equity Shares were held in demat form with NSDL and CDSL;
- k) The Company has paid listing fees for the Financial Year 2015-16 to BSE Limited, the only Exchange where shares of the Company are presently listed; and
- l) The Company's Registered as well as Corporate office is situated at 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021, Tel. No.: 022- 6618 6633 / 2202 1171, Fax no.:022-2204 9195, email id for investor's relation is: [investor.relations@pinc.co.in](mailto:investor.relations@pinc.co.in), and website: [www.pinc.co.in](http://www.pinc.co.in).

#### 10. Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement, is given as a separate statement in the Annual Report.

#### 11. Managing Director & Chief Financial Officer Certification

Certificate from Mr. G. M. Gandhi, Managing Director & Mr. R. M. Bhatia, Chief Financial Officer of the Company certifying the relevant clauses as required under point IX of Clause 49 of the Listing Agreement was placed before the Board during the year under report.

#### 12. Certificate from Auditors

The certificate of Auditors relating to Corporate Governance is annexed here to.

### ANNEXURE TO CORPORATE GOVERNANCE REPORT

Declaration on Compliance of the Company's code of conduct

I hereby confirm that, all the Directors and the Senior Management Personnel have affirmed compliance to the Code of Conduct for the Financial Year ended 31st March, 2015.

G. M. Gandhi  
Managing Director

Mumbai  
23<sup>rd</sup> July, 2015.

### CEO/CFO Certification

To,  
The Board of Directors  
Pioneer Investcorp Limited

1. We have reviewed financial statements and the cash flow statement of Pioneer Investcorp Limited for the year ended 31st March, 2015 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

G. M. Gandhi  
Managing Director  
(DIN - 00008057)

R. M. Bhatia  
Chief Financial Officer

Mumbai  
23<sup>rd</sup> July, 2015.

**AUDITORS' CERTIFICATE**

Auditors' Certificate on Compliance with the Conditions of  
Corporate Governance Under Clause 49 of the Listing Agreement

To,  
The Members of Pioneer Investcorp Limited.  
Mumbai.

We have examined the compliance of conditions of Corporate Governance by Pioneer Investcorp Limited ("the Company"), for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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.

For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No.:120073

Mumbai  
23<sup>rd</sup> July, 2015.

## ANNEXURE 1 TO THE DIRECTORS' REPORT

### Policy on Directors Appointment and Remuneration of Directors, Key Managerial Personnel and other employees

#### Introduction

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Remuneration Policy ("the policy"). The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

#### Criteria for Board Membership

##### Directors

The Company shall take into account following points:

Director must have relevant experience in Finance/ Law/ Management/ Corporate Governance or the other disciplines related to company's business. Director should possess the highest personal and professional ethics, integrity and values. Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.

##### Independent Director

Independent Director is a director who has no direct or indirect material relationship with the Company or any of its officers, other than as a director or shareholder of the Company. Independent Director shall meet all criteria specified in Section 149(7) of the Companies Act, 2013 and rules made there under and Clause 49 of the Listing Agreement entered into with BSE Limited.

#### Remuneration Policy

##### Directors

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Managing Director and Whole time Director and other Executive Directors from time to time. This will be then approved by the Board and shareholders, if required. Prior approval of shareholders will be obtained wherever applicable in case of remuneration/Commission to the non-executive directors, if any.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Managing Director, Whole time Director, Senior Management Personnel. Salary to Managing Director, Executive Director if any will be paid within the range approved by the Shareholders. Annual increments effective will be decided from time to time, as recommended by the Nomination and Remuneration Committee, and to be approved by the Board. Within the prescribed ceiling, the perquisites package is approved by the Remuneration Committee.

The remuneration paid to Executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non-Executive Directors receive sitting fees for attending the meeting of the Board and Board Committees within the Statutory limits prescribed under The Companies Act 2013, as amended from time to time.

### Key Managerial Personnel and Other Employees

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

## ANNEXURE 2 TO THE DIRECTORS' REPORT

### REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

The Company's Corporate Social Responsibility Policy may be accessed on the Company's website at [www.pinc.co.in](http://www.pinc.co.in)

The Company has covered all the activities that are statutory permissible under the provisions of Companies Act, 2013 and the Rules framed there under.

The CSR Committee comprises Shri. C. C. Dalal (Chairman), Shri. A. B. Desai, and Mr. G. M. Gandhi Managing Director. The Company has spent during the year an amount of ₹.6,50,000/- (Rupees Six lacs fifty thousand only) that is above 2% of average net profit of the Company for the last three financial years.

CSR projects or activities identified	Rural development Project
Sector in which the project is covered.	Development in Rural Area
Project or Programs (1) Local Area or other (2) Specify the state and district where projects or programs was undertaken	Sabarkantha, Gujarat
Amount outlay (budget) project or program-wise	₹ 6,50,000/-
Amount spend on the projects or programs Subheads 1) Direct expenditure on projects or programs. 2) Over-heads	₹ 6,50,000/- —
Cumulative expenditure upto the reporting period	₹ 6,50,000/-
Amount spend Direct or through implementing Agency	Direct – to the corpus of the Trust

## ANNEXURE 3 TO THE DIRECTORS' REPORT

### Employee Stock Option Schemes

The stock options granted to the employees currently operate under Three schemes, namely "Pioneer Investcorp Limited Employee Stock Option Scheme, 2006" (ESOP Scheme - 2006), "Pioneer Investcorp Limited Employee Stock Option Scheme, 2007" (ESOP Scheme - 2007) and "Pioneer Investcorp Limited Employee Stock Option Scheme, 2010" (ESOP Scheme - 2010)

The Disclosures of all these Schemes, as on 31st March, 2015, in terms of Clause 12 of SEBI (Employee Stock Option and Employee Stock Purchase Scheme) Guidelines, 1999, are as follows:-

Particulars	ESOP Scheme - 2006.	ESOP Scheme - 2007.	ESOP Scheme - 2010.
a. Total grants authorized by the Plan (No.)	10,00,000	20,00,000	20,00,000
b. Pricing formula on date of grant	It is discounted to 30% of the closing market price of the Shares of the Company at Bombay Stock Exchange Limited prior to the day on which the options were granted.	It is the closing market price of the Shares of the Company at Bombay Stock Exchange Limited prior to the day on which the options were granted.	It is the closing market price of the Shares of the Company at Bombay Stock Exchange Limited prior to the day on which the options were granted.
c. Variation in terms	No variations made in the terms of the options granted.	No variations made in the terms of the options granted.	No variations made in the terms of the options granted.
d. Options granted during the year (No.)	Nil	Nil	Nil
e. Weighted Average Price per option granted	₹ 22.05	₹. 89.54	₹. 43.60
f. Options vested as of March 31, 2015 (No.)	7,750	4,45,750	7,50,000
g. Options exercised during the year (No.)	Nil	Nil	Nil
h. Money raised on exercise of options	Nil	Nil	Nil
i. Options forfeited and lapsed during the year (No.)	61,825	324,250	1,000,000
j. Total number of options in force at the end of the year (No.)	7,750	495,750	1,000,000

Particulars	ESOP Scheme – 2006.	ESOP Scheme – 2007.	ESOP Scheme – 2010.
k. Employee-wise details of options granted to			
i) Senior Management	None	None	None
ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year.	None	None	None
iii) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	None	None	None
l. Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with (Accounting Standard (AS) 20 Earnings per share).			
i) Before Exceptional Items	₹ 13.72	₹ 13.72	₹ 13.72
ii) After Exceptional Items	₹ 13.72	₹ 13.72	₹ 13.72
m. Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and EPS of the Company shall also be disclosed.	Increase in profit by ₹. 653,745  Increase in Basic / Diluted EPS - ₹ 0.05	Increase in profit by ₹. 6,292,151  Increase in Basic EPS - ₹. 0.51	Increase in profit by ₹. 14,651,391  Increase in Basic/Diluted EPS - ₹. 1.19

Particulars	ESOP Scheme – 2006.	ESOP Scheme – 2007.	ESOP Scheme – 2010.
n. Weighted - average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Exercise Price – ₹ 22.05 Fair Value – ₹ 19.72	Exercise Price – ₹ 89.54 Fair Value – ₹ 48.72	Exercise Price - ₹ 43.60 Fair Value – ₹ 16.14
o. A Description of the method and significant assumptions used during the year to estimate the fair value of options, including the following weighted average information :			
(a) Risk free interest rate	8%	8%	8%
(b) Expected life	7 - 10 Years	7 - 10 Years	7 - 10 Years
(c) Expected volatility	48.89%	22.63% - 64.36%	22.63%
(d) Expected dividends	1.59%	0.42% to 2.29%	2.29%
(e) Price of the underlying share in the market at the time of option grant	₹ 31.50	₹ 43.60 – ₹ 294.61	₹ 43.60



**ANNEXURE 4 TO THE DIRECTORS' REPORT**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
**The Members**  
**Pioneer Investcorp Limited**  
**Maker Chamber V, Nariman Point, Mumbai – 400 021**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pioneer Investcorp 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 the 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 on 31 March 2015 ('Audit Period') 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 31 March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period); and
  - (i) The Securities and Exchange Board of India (Merchant Banking ) Regulations, 1992

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified till 31.03.2015 hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. (except relating to appointment of woman Director on the Board by the Company till 31st March, 2015, which the Company has complied with by appointing Kamlini C. Maniar on 22nd June, 2015)

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

- (a) The Securities and Exchange Board of India (Merchant Banking ) Regulations, 1992

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. 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 of the Board, as the case may be.

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

Sd/-

Aspi Bhesania

ACS No. 6119, COP No: 9657

Mumbai

July 23<sup>rd</sup>, 2015.

**ANNEXURE 5 TO THE DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2015

[Pursuant to Section 92(3) of the Companies Act, 2013

And Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i)	CIN	L65990MH1984PLC031909
ii)	Registration Date	23.01.1984
iii)	Name of the Company	Pioneer Investcorp Limited
IV)	Category / Sub Category of the Company	Public / Limited by Shares
V)	Address of the Registered Office and Contact Details	1218, Maker Chamber V, Nariman Point Mumbai - 400021 Maharashtra, India. Tel: 91-22-66186633 Fax no.: 91-22-22049195
VI)	Whether listed Company	Yes
VII)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Private Limited B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jari mari, Saki Naka, Mumbai 400052 Tel: 91-22-28520461/62

**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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment Banking & Advisory Services	6719	25.75
2	Income from Trading in Government Securities	6599	59.08
3	Profit on Sale of Investments	6599	14.68

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

[No. of Companies for which information is being filled]

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of Shares held	Applicable Section
1	Infinity.com Financial Securities Limited 1216, Maker Chamber V, Nariman Point, Mumbai – 400 021.	U67120MH1994PLC078100	Subsidiary	100	2(87)(ii)
2	Pioneer Commodity Intermediaries Limited 1219, Maker Chamber V, Nariman Point, Mumbai – 400 021.	U51909MH2003PTC142071	Subsidiary	100	2(87)(ii)

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
3	Pioneer Fund Invest Private Limited 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021.	U65990MH1981PTC025972	Subsidiary	100	2(87)(ii)
4	Pioneer Wealth Management Services Limited 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021.	U67120MH2006PLC161354	Subsidiary	100	2(87)(ii)
5	Pioneer Money Management Services Limited 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021.	U67120MH2006PLC161353	Subsidiary	100	2(87)(ii)
6	Pioneer Investment Advisory Services Limited 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021.	U74140MH2006PLC161672	Subsidiary	100	2(87)(ii)

## 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 at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual / HUF	6320811	0	6320811	51.40	6420811	0	6420811	52.21	0.81
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	6320811	0	6320811	51.40	6420811	0	6420811	52.21	0.81
<b>(2) Foreign</b>									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(2)</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	6320811	0	6320811	51.40	6420811	0	6420811	52.21	0.81

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	500	26200	26700	0.22	500	26200	26700	0.22	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	570560	0	570560	4.64	0	0	0	0	4.64
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others(specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>571060</b>	<b>26200</b>	<b>597260</b>	<b>4.86</b>	<b>500</b>	<b>26200</b>	<b>26700</b>	<b>0.22</b>	<b>4.64</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp	0	0	0	0	0	0	0	0	0
i) Indian	640835	2245690	2886525	23.47	655096	2145690	2800786	22.78	0.69
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1204014	388852	1592866	12.95	1236872	383502	1620374	13.18	0.23
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	682050	0	682050	5.55	1205904	0	1205904	9.81	4.26
c) Others(specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	54248	10300	64548	0.52	63348	10300	73648	0.60	0.08
Directors & Relatives	20300	0	20300	0.17	10000	0	10000	0.08	0.09
Hindu Undivided Families	53043	0	53043	0.43	65075	0	65075	0.53	0.10
Clearing Member	745	0	745	0.01	600	0	600	0.00	0.01

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ESOP	78760	0	78760	0.64	73010	0	73010	0.59	0.01
<b>Sub-total (B)(2)</b>	2733995	2644842	5378837	43.74	3309905	2539492	5849397	47.57	3.83
Total Public Shareholding(B) = (B)(1) + (B)(2)	3305055	2671042	5976097	48.60	3310405	2565692	5876097	48.60	0.01
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	9625866	2671042	12296908	100	9731216	2565692	12296908	100	0

## (ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Gaurang Manhar Gandhi	6214778	50.54	0	6314778	0	51.35	0.81
2	Hemang Manhar Gandhi	33283	0.27	0	36683	0.30	51.35	0.03*
3	Ketan Manhar Gandhi	68850	0.56	0	68850	0.56	51.35	0.00
4	Ami Ketan Gandhi	500	0.00	0	500	0.00	51.35	0.00
5	Sulochana Gandhi	3400	0.03	0	0	0.00	51.35	0.03*

\* % change due to transmission of shares.

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

SN	Shareholder's Name	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	At the beginning of the year	6320811	51.54	6420811	52.21
	Date wise Increase / Decrease in Promoters Share holding	*			
	At the end of the year	6420811	52.21	68850	52.21

\* 1,00,000 Equity Shares was purchased on 30.12.2014 from Secondary Market

## (iv) Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	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	Anuradha Multitrade Private Limited				
	At the beginning of the year	200000	1.63	200000	1.63
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	200000	1.63	200000	1.63
2	Astitva Multitrade Private Limited				
	At the beginning of the year	200000	1.63	200000	1.63
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	200000	1.63	200000	1.63
3	Akshar Computech Pvt. Ltd.				
	At the beginning of the year	200000	1.63	200000	1.63
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	200000	1.63	200000	1.63
4	Agantuk Properties Pvt. Ltd,				
	At the beginning of the year	200000	1.63	200000	1.63
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	200000	1.63	200000	1.63
5	Devagan Consultancy Pvt. Ltd,				
	At the beginning of the year	200000	1.63	200000	1.63
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	200000	1.63	200000	1.63
6	Talent Multitrade Private Limited				
	At the beginning of the year	184000	1.50	184000	1.50
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	184000	1.50	184000	1.50
7	Silver Stallion Limited				
	At the beginning of the year	570560	4.64	570560	4.64
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	570560	4.64	570560	4.64

SN	For Each of the Top 10 Shareholders	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
8	Mirogate Mercantile Co Pvt Ltd				
	At the beginning of the year	150000	1.22	150000	1.22
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	150000	1.22	150000	1.22
9	Navinchandra S. Shah				
	At the beginning of the year	136750	1.11	136750	1.11
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	136750	1.11	136750	1.11
10	Primus Real Estates Pvt. Ltd.				
	At the beginning of the year	152593	1.24	152593	1.24
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	152593	1.24	152593	1.24

## (v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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	Gaurang Gandhi – Managing Director				
	At the beginning of the year	6214778	50.54	6214778	50.54
	Date wise Increase / Decrease in Share holding	*			
	At the end of the year	6314778	51.35	6314778	51.35
2	Chaitan Maniar – Independent Non executive Director				
	At the beginning of the year	10800	0.08	10800	0.08
	Date wise Increase / Decrease in Share holding	**			
	At the end of the year	0	0	0	0
3	Chandravadan Dalal – Independent Non executive Director				
	At the beginning of the year	10000	0.08	10000	0.08
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	10000	0.08	10000	0.08



SN	Shareholding of each Directors and each Key Managerial Personnel	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
4	Anand Desai – Independent Non executive Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	0	0	0	0
5	Nalinkant Rathod – Independent Non executive Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	0	0	0	0
6	Rakesh Bhatia - KMP				
	At the beginning of the year	20000	0.16	20000	0.16
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	20000	0.16	20000	0.16
7	Amit Chandra - KMP				
	At the beginning of the year	12000	0.10	12000	0.10
	Date wise Increase / Decrease in Share holding	0	0	0	0
	At the end of the year	12000	0.10	12000	0.10

\*1,00,000 Equity Shares was purchased on 30.12.2014 from Secondary Market

\*\* Ceased to be Director w.e.f. 29/06/2014 due to demise.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	343702664	0	20000000	363702664
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	343702664	0	20000000	363702664
<b>Change in Indebtedness during the financial year</b>				
* Addition	91296419	0	0	91296419
* Reduction	10637837	0	0	10637837
<b>Net Change</b>	80658582	0	0	80658582

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	424361246	0	20000000	444361246
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>424361246</b>	<b>0</b>	<b>20000000</b>	<b>444361246</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. Gaurang Gandhi – Managing Director				
1	Gross salary	3612120*	0	0	0	3612120*
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	<b>Total (A)</b>	<b>3612120*</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3612120*</b>
	Ceiling as per the Act	3582992 (being 5% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)				

\* Remuneration paid within the limits specified in the Special Resolution passed by the Shareholders of the Company on 12th August, 2013.

SN	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. C. C. Dalal	Mr. A.B. Desai	Mr. C. M. Maniar	Mr. N. A. Rathod	
1	Independent Directors (Non-executive)					
	Fee for attending board committee meetings	110000	110000	0	0	220000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	<b>Total (1)</b>	<b>110000</b>	<b>110000</b>	<b>0</b>	<b>0</b>	<b>220000</b>

SN	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. C. C. Dalal	Mr. A.B. Desai	Mr. C. M. Maniar	Mr. N. A. Rathod	
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	110000	110000	0	0	220000
	Total Managerial Remuneration					3832120*
	Overall Ceiling as per the Act	3582992 (being 5% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)				

\* Out of which Remuneration of Rs.3612120 paid to Mr. Gaurang Gandhi, Managing Director within the limits specified in the Special Resolution passed by the Shareholders of the Company on 12th August, 2013.

#### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS Mr. Amit Chandra	CFO Mr. Rakesh Bhatia	Total Amount
1	Gross salary	0	2120004	5116670	7236674
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	0	2120004	5116670	7236674

#### XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>B. DIRECTORS</b>					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

## ANNEXURE 6 TO THE DIRECTORS' REPORT

### STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMMUNERATION OF MANAGERIAL PERSONNEL) RULRS, 2014

Sr. No.	Name of the Employee	Age	Qualification	Designation	Date of commencement of Employment	Experience (years)	Gross Remuneration	Previous Employment	Previous designation
1	Sushant Kumar*	55	Masters in Economics C.A.I.I.B	Chief Executive Officer	19/05/2011	26	1,38,66,666	ICICI	General Manager & Country Head – Financial Institution
2	Pramod Kasat * ^	46	B.E. Master in Finance	Head – Investment Banking	19/05/2011	22	45,51,291	Credit Suisse	Director – Investment Banking

#### NOTES:

- All appointments are contractual and terminable by notice on either side.
- Remuneration includes salary, bonus, various allowances, contribution to Provident Fund and taxable value of perks and gratuity paid but excluding gratuity provision.
- None of the employees mentioned above is related to any director of the Company.
- Information about qualifications and last employment is based on particulars furnished by the concerned employee.
- \*refers to employees drawing remuneration more than the remuneration drawn by a Managing director but do not hold, by themselves or along with their spouse and dependent children, two percent or more of the equity shares of the Company.
- ^ was in employment for the part of the Financial year 2014-15.

**ANNEXURE 7 TO THE DIRECTORS' REPORT**

DETAILS PERTAINING TO REMUNERATION 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

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of the Director / KMP and Designation	Remuneration of Director/KMP for the Financial year 2014-15 (Rs. In Lakhs)	% increase in Remuneration in the Financial year 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against performance of the Company
1	Gaurang Gandhi – Managing Director	3612120	Nil	4.04	Profit before Tax was Rs.1134.28 against previous year figure of Rs.92.19 and Net Profit after Tax was Rs.842.78 lacs as against Loss of Rs.1241.13 lacs. These figures are not comparable because of non recurring income / expenditure
2	Rakesh Bhatia – Chief Financial Officer	5116670	Nil	Not applicable	
3	Amit Chandra – Company Secretary	2120004	4.52 %	Not applicable	

- ii) The median remuneration of employees of the Company during the financial year 2014-15 was Rs.8.94 lakhs.
- iii) In the financial year 2014-15, there was an increase of 21.66% in the median remuneration of employees as compared to the previous year of 2013-14;
- iv) 40 number of permanent employees on the rolls of Company as on March 31, 2015;
- v) Relationship between average increase in remuneration and company performance:- The Profit before Tax for the financial year ended March 31, 2015 increased by 1130.32 % whereas the decrease in remuneration was 28.30%. This relationship is not comparable because of non recurring income / expenditure.
- vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel declined by 24.51% from Rs.143.71 lacs in 2013-14 to Rs.108.48 Lacs in 2014-15 whereas the Profit before Tax increased by 1130.32% to Rs.11.34 crore in 2014-15 (Rs.0.92 crore in 2013-14). These figures are not comparable because of non recurring income / expenditure.
- vii) a) Variations in the market capitalisation of the Company : The market capitalisation as on March 31, 2015 was Rs.18.31 crores (Rs.12.30 crores as on March 31, 2014)

- b) Price Earnings ratio of the Company was 2.17 times as at March 31, 2015 and was 250 times as at March 31, 2014. These figures are not comparable because of non recurring income / expenditure.
- c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The Company had come out with initial public offer (IPO) in 1995. An amount of Rs.1,000 invested in the said IPO would be worth Rs.248 as on March 31, 2015 indicating a Negative Compounded Annual Growth Rate of 6.73%. This is excluding the dividend accrued thereon.
- viii) Average percentage decrease made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 28.30% whereas the decrease in the managerial remuneration for the same financial year was 24.51%.
- ix) The Directors have not availed variable component of remuneration during Financial year 2014-15.
- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the Financial year 2014-15 is 1: 1.42 times; and
- xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

## **FINANCIAL STATEMENTS**

## INDEPENDENT AUDITOR'S REPORT

To

The Members of Pioneer Investcorp Ltd.,

### Report on the Standalone Financial Statements

We have audited the accompanying standalone Financial Statements of Pioneer Investcorp Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of Significant Accounting Policies and other explanatory information.

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

### Auditor's Responsibility

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the 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;
  - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) 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 which would impact its financial position
    - ii. the Company did not have any long term contracts; as such the question of commenting any material foreseeable losses thereon does not arise.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Jayesh Dadia & Associates,  
Firm's Registration No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No.: 120073

Mumbai  
27th May, 2015

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT:**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- (b) All the assets have been physically verified by the Management during the year at reasonable intervals. No material discrepancies were noticed on verification and the same have been properly dealt with in the Books of Accounts;
- (ii) (a) The company has conducted the physical verification of inventories being Securities & Shares at reasonable intervals during the year;
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate;
- (c) The company has maintained proper records of inventories. As informed to us no material discrepancies were noticed on physical verification and the same have been properly dealt with in the Books of Accounts;
- (iii) (a) The Company has granted loans to four companies covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventories and fixed assets and for the sale of services. As explained to us there are no continuing failures to correct major weakness in internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including service tax, provident fund, and other material statutory dues applicable to it.
- (b) According to the information and explanation given to us, there are no disputed statutory dues.
- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under

- (viii) The company has been registered for a period of more than five years. It has no accumulated losses. The Company has not incurred cash loss for the current financial year. However company has incurred cash loss in the immediately preceding financial year.
- (ix) The company has not defaulted in repayment of dues to bank.
- (x) As informed to us, the Company has given guarantee for loans taken by one of its subsidiary from bank. However the terms and conditions whereof are not prejudicial to the interest of the Company.
- (xi) The Company has obtained term loan from the financial institution, and the same was applied for the purpose for which it was obtained.
- (xii) As informed to us, no fraud on or by the Company has been noticed or reported during the year.

For Jayesh Dadia & Associates,  
Firm's Registration No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No.: 120073

Mumbai  
27th May, 2015

**BALANCE SHEET AS AT 31ST MARCH, 2015.**

	Note No.	31.03.2015 ₹	31.03.2014 ₹
<b>EQUITIES &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	128,946,972	128,946,972
Reserves & Surplus	2	879,965,940	808,003,839
	<b>"A"</b>	<b>1,008,912,912</b>	<b>936,950,811</b>
<b>Non-Current Liabilities</b>			
Long Term Borrowings	3	1,224,187	1,930,644
Other Long Term Liabilities	4	20,822,011	21,059,344
Long Term Provisions	5	8,385,473	9,430,042
	<b>"B"</b>	<b>30,431,671</b>	<b>32,420,030</b>
<b>Current Liabilities</b>			
Short Term Borrowings	6	422,430,602	341,134,183
Trade Payables	7	36,422,789	2,677,579
Other Current Liabilities	8	7,654,478	6,057,543
Short Term Provisions	9	1,874,615	556,487
	<b>"C"</b>	<b>468,382,484</b>	<b>350,425,791</b>
	<b>Total "A" + "B" + "C"</b>	<b>1,507,727,067</b>	<b>1,319,796,632</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	10	27,821,194	45,576,935
Intangible Assets		1,104,283	1,104,283
Non Current Investments	11	418,512,000	418,512,000
Long Term Loans & Advances	12	2,756,993	36,131,225
Deferred Tax Asset	13	5,363,835	8,217,867
	<b>"A"</b>	<b>455,558,305</b>	<b>509,542,310</b>
<b>Current Assets</b>			
Inventories	14	458,925,918	356,377,971
Current Investment	15	46,152,083	58,719
Trade Receivables	16	463,331,377	399,268,728
Cash & Cash Equivalants	17	62,504,780	5,111,321
Short Term Loans & Advances	18	15,223,501	48,484,670
Other current Assets	19	6,031,103	952,913
	<b>"B"</b>	<b>1,052,168,763</b>	<b>810,254,322</b>
	<b>Total "A" + "B"</b>	<b>1,507,727,067</b>	<b>1,319,796,632</b>

Notes forming part of the Financial Statements.

As per report of even date attached  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No. : 120073  
Mumbai, 27th May, 2015

**G.M.Gandhi**  
Managing Director  
(DIN - 00008057)

A.B.Desai  
Director  
(DIN - 01488287)

**C.C.Dalal**  
Director  
(DIN - 00091132)

R.M.Bhatia  
CFO

A.J.Chandra  
Company Secretary  
Mumbai, 27th May, 2015

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015.**

	Note No.	31.03.2015 ₹	31.03.2014 ₹
<b>INCOME</b>			
Income From Operations	20	258,660,024	267,427,874
Other Income	21	49,788,693	4,607,217
<b>Total Income</b>		<b>308,448,717</b>	<b>272,035,091</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	22	83,181,992	111,905,821
Finance Cost	23	56,512,567	77,425,924
Depreciation and Amortization Cost	10	6,735,526	14,436,561
Other Expenses	24	48,590,420	59,047,411
<b>Total Expenses</b>		<b>195,020,505</b>	<b>262,815,717</b>
<b>Profit/(loss) Before Exceptional Items</b>		<b>113,428,212</b>	<b>9,219,373</b>
Exceptional Items	25	—	(124,625,554)
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>113,428,212</b>	<b>(115,406,181)</b>
<b>Tax Expense</b>			
Current Tax		(26,150,000)	(4,200,000)
Earlier Years Tax		(1,46,428)	(4,777,156)
Deferred Tax Assets		(2,854,031)	270,356
<b>PROFIT/(LOSS) AFTER TAX</b>		<b>84,277,754</b>	<b>(124,112,980)</b>
<b>Earning Per Equity Share</b>			
Earning Per Equity Share	26		
Before Exceptional Items - Basic/Diluted		6.85	0.04
After Exceptional Items - Basic/Diluted		6.85	(10.09)
Notes forming part of the Financial Statements.			

As per report of even date attached  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No. : 120073  
Mumbai, 27th May, 2015

**G.M.Gandhi**  
Managing Director  
(DIN - 00008057)  
A.B.Desai  
Director  
(DIN - 01488287)

**C.C.Dalal**  
Director  
(DIN - 00091132)  
R.M.Bhatia  
CFO  
A.J.Chandra  
Company Secretary  
Mumbai, 27th May, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015.**

	For the year 31.03.2015 ₹	For the year 31.03.2014 ₹
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary Items	113,428,212	9,219,373
Adjustments for :		
Depreciation	6,735,526	14,436,561
Adjustment on winding up of Overseas Subsidiary	—	(11,228,240)
Employee Stock Compensation Expense	(5,84,246)	(501,086)
Finance Cost	56,512,567	76,925,924
Interest /Dividend	5,139,052	(3,039,399)
Provision in diminution in the value (Profit)/Loss on sale of Investments	1,481,288 (44,529,641)	69,961 3,504,418
Operating Profit Before Working Capital Changes	<u>138,182,759</u>	<u>89,387,512</u>
Adjustments for :		
Trade & Other Receivables	(124,714,768)	286,154,136
Trade Payables & Other Liabilities	35,309,751	(123,405,103)
(Increase)/Decrease in Net Current Assets	(89,405,016)	162,749,033
Cash Generated from Operations	48,777,744	252,136,546
Direct Taxes Paid	(6,635,044)	(27,474,260)
Net Cash from Operating Activities	<u>42,142,700</u>	<u>224,662,286</u>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed assets	(711,191)	(221,070)
Sale of Fixed Assets	—	521,427,080
Purchase of Investments	(97,273,506)	(71,67,198)
Sale of Investments	94,228,495	7,602,510
Interest / Dividend	(5,139,052)	3,039,399
Net Cash used in Investing Activities	<u>(8,895,254)</u>	<u>524,680,721</u>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Term Loan Taken / (Repaid)	6,862,163	(410,348,707)
Cash Credit	73,796,419	(274,980,719)
Finance Cost	(56,512,567)	(76,925,924)
Net Cash from Financing activities	<u>24,146,014</u>	<u>(762,255,350)</u>
Net Increase/ (decrease) in Cash & Cash Equivalents	57,393,459	(12,912,344)
Cash & Cash Equivalents at the beginning of the Year	5,111,321	18,023,666
Cash & Cash Equivalents at the close of the Year	62,504,780	5,111,321

As per report of even date attached  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No. : 120073

Mumbai, 27th May, 2015

**G.M.Gandhi**  
Managing Director  
(DIN - 00008057)

A.B.Desai  
Director  
(DIN - 01488287)

**C.C.Dalal**  
Director  
(DIN - 00091132)

R.M.Bhatia  
CFO  
A.J.Chandra  
Company Secretary

Mumbai, 27th May, 2015

**SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Presentation :**

The Company maintains its accounts on accrual basis, following the historical cost convention in compliance with the Accounting Standards referred to in Section 133 and other requirements of the Companies Act, 2013.

**2. Fixed Assets :**

- a) Capitalised at acquisition cost including directly attributable costs such as freight, insurance and specific installation charges for bringing the assets to the working condition for use.
- b) Intangible assets are stated at cost, net of tax / duty availed, less accumulated amortization / impairment losses, if any.
- c) The carrying amount of the assets, shall be recognised in retained earning, where the remaining useful life of an asset is nil.

Cost includes original cost of acquisition, including incidental expenses related to such acquisition.

**3. Depreciation on Fixed Assets :**

- (a) The company provides depreciation as per Schedule II of the Companies Act 2013.
- (b) Depreciation on assets acquired and sold during the year/ period, has been charged pro-rata from / upto the month of acquisition/sale of the assets.
- (c) Intangible assets such as softwares, leasehold office premises etc are amortised over a period of Five (5) years

**4. Inventories:**

All Shares and Securities are valued at Cost.

**5. Investments :**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other Investments are classified as non – current investments.

Current investments are stated at lower of cost or market/ fair value. Non – current investments are carried at cost. Provision for diminution in value of non – current investments is made, if in the opinion of the management, such diminution is other than temporary

**6. Revenue Recognition :**

- (a) Merchant Banking/Syndication/Advisory Fees are recognised on accrual basis
- (b) Income from Securities/Investments is recognized on accrual basis.

**7. (a) Future Contracts:**

Initial margin payment paid at the time of inception of the contract is shown under the head “Current Assets”

All the future contracts are marked to market on daily basis. The amount of marked to market margin received / paid into/from such accounts, are debited or credited to marked to market margin Index / Stock Future Account and appear as separate item as “Current Asset” or “Current Liability” as the case may be.

At the year end, appropriate provisions are created by debit to Profit & Loss Account for anticipated loss. Anticipated profit at the year end is ignored.

At the time of final settlement, the difference between the contract price and the settlement price is calculated and recognized in the Profit & Loss Account after adjusting provision created for anticipated loss, if any.

**(b) Option Contracts:**

At the inception of the contract, premium paid is debited to Index Option Premium Account or Stock Option Premium Account, as the case may be. On receiving the premium at the time of sale, the Index Option Premium Account or Stock Option Premium Account is credited and shown separately under the head “Current Assets” or “Current Liabilities” as the case may be.

All the Open Option Contracts are marked to market on daily basis in the similar manner as in the case of Future Contracts. If the Contracts are Open as on the Balance Sheet date, appropriate provision is made in the books of accounts by crediting / debiting the Profit & Loss Account.

At the time of Balance Sheet date, if the premium prevailing in the market for a contract of similar nature is lower than the premium so paid, then provision is made for the difference in the Profit & Loss Account.

If the premium received is lower than the premium prevailing in the market for contract of similar nature, appropriate provision for loss will be made by debiting Profit & Loss Account and crediting provision for loss on Index / Stock Option Account appearing under the head Current Liability.

At the time of settlement or at the time of squaring-up, premium is recognized either as expense or income as the case may be.

**8. Borrowing Cost :**

Borrowing Cost that are attributable to acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. Such expenses are shown under Capital Work in Progress to be allocated to the relevant items of assets on such assets.

Such expenses are shown under Capital Work in Progress to be allocated to the relevant items of assets on such assets being put to use.

A qualifying asset is an asset that takes substantial period of time to get ready for the intended use.

Borrowing Cost other than those incurred for qualifying asset is expensed out in the year in which it is incurred.

**9. Employee Stock Option Plan :**

The accounting value of stock options representing the excess of the market price over the exercise price of the shares granted under “Employees Stock Option Scheme” of the Company, is amortised as “Deferred Employees compensation” on a straight-line basis over the vesting period in accordance with the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

**10. Foreign Currency Transactions :**

Foreign Currency Transactions are accounted for at the rates prevailing on the dates of the transactions. Foreign Currency Assets & Liabilities are converted at contracted rates / year end rates as applicable, the exchange differences on settlement are adjusted to the Profit and Loss Account.

**11. Retirement Benefits:****(a) Defined Contribution Plan:**

Company’s contribution paid/payable during the year to provident fund, are charged to Profit & Loss Account. There are no other obligations other than the contribution payable to the respective trusts.

**(b) Defined Benefit Plan:**

Company’s liability towards gratuity are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of Profit and Loss account as income or expense. Obligation is measured at the present value of estimated future cash flow using a discounted rate that is determined



by the reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

**12. Assets on Operating Leases:**

Lease payments under operating leases are recognized as expenses on accrual basis in accordance with the respective lease and license agreements.

**13. Miscellaneous Expenditure :**

Preliminary Expenses, Development Expenditure, Share Issue Expenses in connection with Public Issue of Equity Shares by the Company and Rights Issue Expenses are written off over a period of 5 years.

**14. Contingencies and Events occurring after the Balance Sheet Date :**

Accounting for contingencies (gains & losses) arising out of contractual obligations are made only on the basis of mutual acceptances. Events occurring after the date of Balance Sheet, where material, are considered upto the date of adoption of accounts.

**15. Taxation :**

The current charge for taxes is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax assets and liabilities are recognised for future tax consequences attributable to the timing difference that result between the profit offered for Income Tax and the profit as per the financial statement. Deferred tax assets and liabilities are measured as per the tax rates / laws that have been enacted or subsequently enacted by the Balance Sheet date & are reviewed for appropriateness of their respective carrying values at each balance sheet date.

**16. Impairment of Assets:**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired.

If such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount

The reduction is treated as an impairment loss and is recognized in the Profit & Loss Account.

If at the Balance Sheet date there is an indication that if a previously assessed impaired loss no longer exists, the reassessed asset is reflected at the recoverable amount, subject to a maximum of depreciated historical cost.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
25,000,000 Equity Shares of ₹ 10/- each (Previous Year: 25,000,000 Equity Shares of ₹ 10/- each)	250,000,000	250,000,000
	<u>250,000,000</u>	<u>250,000,000</u>
<b>Issued, Subscribed &amp; Fully Paid up Shares</b>		
1,22,96,908 Equity Shares of ₹ 10/- each (Previous Year: 1,22,96,908 Equity Shares of ₹ 10/- each)	122,969,080	122,969,080
<b>Add :Amount paid up on Shares Forfeited</b>	5,977,892	5,977,892
<b>Total Issued, Subscribed &amp; Fully Paid up Share Capital</b>	<u>128,946,972</u>	<u>128,946,972</u>
<b>A) Reconciliation of shares outstanding at the beginning and at the end of the reporting period:</b>		
<b>At the beginning of the reporting period:</b>		
1,22,96,908 (Previous Year 1,22,96,908) Equity Shares of ₹ 10/- each	122,969,080	122,969,080
<b>Issued during the period</b>		
Nil (Previous Year Nil ) Equity Shares of ₹ 10/- each	—	—
<b>Outstanding at the end of the period:</b>		
1,22,96,908 (Previous Year 1,22,96,908) Equity Shares of ₹ 10/- each	<u>122,969,080</u>	<u>122,969,080</u>
<b>B) Details of Shareholders holding more than 5% shares in the Company:</b>		
Gaurang M. Gandhi 63,14,778 (Previous Year 62,14,778) equity shares of ₹ 10/- fully paid	51.35%	50.54%
<b>C) Rights attached to equity shares</b>		
The company has only one class of issued equity shares having a par value of ₹ 10/- per share. Each holder of equity share entitled to one vote per share. The company declares and pays dividend in Indian Rupees		
<b>D) Employee Stock Option Scheme-refer note 31</b>		
<b>Note No.: 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>General Reserve</b>	313,828,550	313,828,550
<b>Securities Premium</b>	111,192,453	111,192,453
<b>Employees Stock Options</b>	73,239	657,485
<b>Capital Reserve</b>	127,447,500	127,447,500
<b>Capital (Amalgamation) Reserve A/c</b>	119,483,021	119,483,021
<b>Surplus in the Statement of Profit &amp; Loss</b>		
Balance as per Last Financial Statement	135,394,830	259,507,810
Retained Earnings (refer note no.10)	(11,731,406)	—
	<u>123,663,424</u>	<u>259,507,810</u>
<b>Profit/(Loss) for the year</b>	84,277,754	(124,112,980)
<b>Net Surplus in the Statement of Profit &amp; Loss</b>	<u>207,941,178</u>	<u>135,394,830</u>
<b>Total Reserves &amp; Surplus</b>	<u>879,965,940</u>	<u>808,003,839</u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 3</b>		
<b>LONG TERM BORROWINGS</b>		
Secured Loans		
From Banks		
Term Loans	1,224,187	1,930,644
	<u>1,224,187</u>	<u>1,930,644</u>
Terms of Repayment		
Rate of Interest- 9.01% to 12%		
1-3 Years	1,224,187	1457,932
3-5 Years	—	472,712
	<u>1,224,187</u>	<u>1,930,644</u>
The rate of interest for the above term loans are linked to the base rates of the banks and are subject to change from time to time. The above categorisation of loans has been based on the interest rates prevalent as on the respective reporting dates. Term Loans are secured by hypothecation of vehicles.		
<b>Note No.: 4</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Unclaimed Dividends	822,011	1,059,344
Security Deposits	20,000,000	20,000,000
	<u>20,822,011</u>	<u>21,059,344</u>
<b>Note No.: 5</b>		
<b>LONG TERM PROVISIONS</b>		
Provision for Employee Benefits	8,385,473	9,430,042
	<u>8,385,473</u>	<u>9,430,042</u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>CURRENT LIABILITES</b>		
<b>Note No.: 6</b>		
<b>SHORT TERM BORROWINGS</b>		
Secured Loans		
From Banks		
Cash Credit	414,930,602	341,134,183
From Others		
Term Loan	7,500,000	—
	<u>422,430,602</u>	<u>341,134,183</u>
 Above loans are secured against pledge of Government Securities and Bonds and personal gurantee of Mr.G.M.Gandhi		
<b>Note No.: 7</b>		
<b>TRADE PAYABLES</b>		
Due to Other than SMEs		
For Expenses	36,422,789	2,677,579
	<u>36,422,789</u>	<u>2,677,579</u>
<b>Note No.: 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Security Deposits	—	966,305
Current maturities/prepayments of long term borrowings	706,457	637,837
Duties & Taxes Payable	6,948,021	4,453,401
	<u>7,654,478</u>	<u>6,057,543</u>
<b>Note No.: 9</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Employee Benefits	1,874,615	556,487
	<u>1,874,615</u>	<u>556,487</u>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Note No.: 10

**FIXED ASSETS**

Particulars of Assets	Gross Block		Depreciation				Retained Earning		Net Block	
	As at 01.04.2014	Additions during the year	Deductions during the year	As on 31.03.2015	As at 1.04.2014	For the year	Deductions/ Adjustments	As on 31.03.2015	As on 31.03.2015	As on 31.03.2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>TANGIBLE</b>										
Office Premises	14,328,820	—	—	14,328,820	3,715,060	186,069	—	—	10,427,691	10,613,760
Leasehold Office Premises	7,304,228	—	—	7,304,228	7,304,228	—	—	—	—	—
Office Equipments	57,075,833	573,482	—	57,649,315	42,918,306	925,328	—	11,731,406	2,074,275	14,157,527
Furniture & Fixtures	26,422,163	137,709	—	26,559,872	11,750,128	4,438,171	—	16,188,299	10,371,573	14,672,035
Vehicles	10,245,270	—	—	10,245,270	4,111,656	1,185,958	—	5,297,614	4,947,656	6,133,614
<b>Total</b>	<b>115,376,314</b>	<b>711,191</b>	<b>—</b>	<b>116,087,505</b>	<b>69,799,378</b>	<b>6,735,526</b>	<b>—</b>	<b>11,731,406</b>	<b>27,821,194</b>	<b>45,576,936</b>
<b>Previous Year</b>	<b>752,570,016</b>	<b>221,070</b>	<b>637,414,772</b>	<b>115,376,314</b>	<b>61,364,368</b>	<b>11,025,388</b>	<b>2,590,378</b>	<b>—</b>	<b>45,576,935</b>	<b>691,205,649</b>
<b>INTANGIBLE</b>										
Software	26,648,094	—	—	26,648,094	25,543,811	—	—	—	1,104,283	1,104,283
<b>Total</b>	<b>26,648,094</b>	<b>—</b>	<b>—</b>	<b>26,648,094</b>	<b>25,543,811</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,104,283</b>	<b>1,104,283</b>
<b>Previous Year</b>	<b>26,648,094</b>	<b>—</b>	<b>—</b>	<b>26,648,094</b>	<b>22,132,638</b>	<b>3,411,173</b>	<b>—</b>	<b>—</b>	<b>1,104,283</b>	<b>4,515,456</b>

Notes :

1. During the year the company has provided depreciation as per Schedule II of the Companies Act 2013.

2. The carrying amount of the assets, shall be recognised in retained earning of Rs 1,17,31,406, where the remaining useful life of an asset is nil.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 11</b>		
<b>NON CURRENT TRADE INVESTMENTS</b>		
{Long Term, at cost}		
<b>(A) In wholly owned Subsidiary Companies (Unquoted)</b>		
Infinity.Com Financial Securities Ltd. (18,500,000 fully paid Equity Shares (previous year 18,500,000) of ₹ 10/- each)	244,501,960	244,501,960
Infinity.com Financial Securities Ltd. (600,000 fully paid Redeemable Preference shares (previous year 600,000) of ₹ 100/- each)	21,498,040	21,498,040
Pioneer Commodity Intermediaries Pvt. Ltd. (16,00,000 fully paid Equity Shares (previous year 16,00,000) of ₹ 10/- each)	16,000,000	16,000,000
Pioneer Investment Advisory Services Ltd. (50,000 fully paid Equity Shares (previous year 50,000) of ₹ 10/- each)	500,000	500,000
Pioneer Money Management Ltd. (3,000,000 fully paid Equity Shares (previous year 3,000,000) of ₹ 10/- each)	60,000,000	60,000,000
Pioneer Wealth Management Services Ltd. (6,990,000 fully paid Equity Shares (previous year 6,990,000) of ₹ 10/- each)	69,900,000	69,900,000
Pioneer Fundinvest Pvt. Ltd. (21,000 fully paid Equity Shares (previous year 21,000) of ₹ 100/- each)	3,612,000	3,612,000
<b>Total (A)</b>	<b>416,012,000</b>	<b>416,012,000</b>
<b>(B) In Associate Companies (Unquoted)</b>		
Pioneer Insurance & Reinsurance Brokers Pvt Ltd. (250,000 fully paid Equity Shares (previous year 250,000) of ₹ 10/- each)	2,500,000	2,500,000
<b>Total (B)</b>	<b>2,500,000</b>	<b>2,500,000</b>
<b>Total Investments (A + B)</b>	<b>418,512,000</b>	<b>418,512,000</b>
<b>Note No.: 12</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured Considered Good Unless Otherwise Stated)		
Security Deposits	2,500,012	3,576,252
Advances to Subsidiaries	—	2,138,141
Advances to Staff	42,000	30,066,000
Other Advances	214,981	350,832
	<b>2,756,993</b>	<b>36,131,225</b>
<b>Note No.: 13</b>		
<b>DEFERRED TAX ASSET</b>		
On Account of Depreciation Difference	2,034,951	(1,891,090)
On Account of 43B disallowances	3,328,885	3,240,130
On Account of brought forward losses	—	6,868,828
	<b>5,363,835</b>	<b>8,217,867</b>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>CURRENT ASSETS</b>		
Note No.: 14		
<b>INVENTORIES</b>		
(Valued at lower of cost or market value as taken and certified by the management)		
Stock In Trade		
Government Securities / Bonds	458,925,918	356,377,971
	<u>458,925,918</u>	<u>356,377,971</u>
Note No.: 15		
<b>CURRENT TRADE INVESTMENTS*</b>		
In Equity Shares (Quoted)		
Arihant Foundations & Housing Ltd. (77,974 fully paid Equity Shares (previous year 2,645) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 3,664,778 (previous year ₹.58,719))	2,972,040	58,719
Atul Auto Ltd. (7,775 fully paid Equity Shares (previous year Nil) of ₹ 5/- each)(Market Value as on 31st March,2015 is ₹ 4,319,013 (previous year Nil))	4,319,013	—
Cipla Ltd. (7,775 fully paid Equity Shares (previous year Nil) of ₹ 2/- each)(Market Value as on 31st March,2015 is ₹ 5,529,580 (previous year Nil))	5,290,128	—
IDFC Ltd (26,100 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March,2015 is ₹ 4,354,785 (previous year Nil))	4,354,785	—
Jyothy Laboratories Ltd (19,300 fully paid Equity Shares (previous year Nil) of ₹ 1/- each)(Market Value as on 31st March, 2015 is ₹ 5,159,855 (previous year Nil))	5,159,855	—
Onmobile Global Ltd (54,500 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 3,964,875 (previous year Nil))	3,964,875	—
Pidilite Industries Ltd (9,650 fully paid Equity Shares (previous year Nil) of ₹ 1/- each)(Market Value as on 31st March, 2015 is ₹ 5,798,685 (previous year Nil))	5,457,627	—
TRF Ltd (12,375 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 4,039,200 (previous year Nil))	4,039,200	—
TATA Consultancy Ltd (2,025 fully paid Equity Shares (previous year Nil) of ₹ 1/- each)(Market Value as on 31st March, 2015 is ₹ 5,157,776 (previous year Nil))	5,157,776	—
United SPR Ltd (1,575 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 5,765,681 (previous year Nil))	5,436,784	—
<b>Total Current Investments</b>	<u>46,152,083</u>	<u>58,719</u>
<b>Total Aggregate Cost</b>	48,810,396	1,235,744
<b>Total Aggregate Market Value</b>	47,754,228	58,719

\* The Current Investments are valued individually at the lower of cost or Market value as per Accounting Standard 13, Accounting for Investments.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 16</b>		
<b>TRADE RECEIVABLES</b>		
(Unsecured considered good unless otherwise stated)		
Outstanding for a period exceeding six months from the date they are due	—	—
Others	463,331,377	399,268,728
	<u>463,331,377</u>	<u>399,268,728</u>
(Debtors includes ₹ 4632.99 lacs (previous year ₹ 3992.69 lacs) on account of sale of Securities and Bonds)		
<b>Note No.: 17</b>		
<b>CASH &amp; CASH EQUIVALENTS</b>		
Balance with Banks		
In Current Accounts	62,274,738	5,062,099
Cash on Hand	230,042	49,222
	<u>62,504,780</u>	<u>5,111,321</u>
<b>Note No.: 18</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured considered good unless otherwise stated)		
Advance Tax (Net)	2,787,340	22,448,724
Security Deposits	—	1,163,124
Advances to Subsidiaries	—	22,924,487
Other Advances	208,689	826,442
Receivable from Revenue Authorities	12,227,472	1,121,893
	<u>15,223,501</u>	<u>48,484,670</u>
<b>Note No.: 19</b>		
<b>OTHER CURRENT ASSETS</b>		
Prepaid Expenses	927,208	952,913
Accrued Interest	5,103,895	—
	<u>6,031,103</u>	<u>952,913</u>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 20</b>		
<b>INCOME FROM OPERATIONS</b>		
A) Investment Banking and Advisory Fees	79,431,438	226,375,446
B) Income from Trading in Securities		
Sales (a)	180,993,969,221	117,833,680,226
Closing Inventory (b)	458,925,918	356,377,971
Purchases (c)	180,917,288,582	117,454,946,807
Opening Inventory (d)	356,377,971	694,058,962
Sub-Total (a+b-c-d)	<u>179,228,586</u>	<u>41,052,428</u>
<b>Total (A+B)</b>	<u><u>258,660,024</u></u>	<u><u>267,427,874</u></u>
<b>Note No.: 21</b>		
<b>OTHER INCOME</b>		
Interest Income	5,139,052	3,039,399
Profit on Sale of Investments	44,529,641	435,312
Rent	120,000	1,132,506
	<u>49,788,693</u>	<u>4,607,217</u>
<b>Note No.: 22</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Bonus	79,738,662	110,997,376
Gratuity	885,097	(1,817,646)
Contribution to Provident Fund	2,091,173	2,374,359
Staff Welfare	467,060	351,732
	<u>83,181,992</u>	<u>111,905,821</u>
<b>Note No.: 23</b>		
<b>FINANCE COSTS</b>		
Interest		
to Banks	47,152,459	72,223,644
to others	2,042,468	—
for delayed payments	190,802	255,235
Bank Commission	6,451,839	4,447,045
Processing Charges	675,000	500,000
	<u>56,512,567</u>	<u>77,425,924</u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015	31.03.2014
	₹	₹
<b>Note No.: 24</b>		
<b>OTHER EXPENSES</b>		
Rent	8,520,730	12,308,455
Business Promotion Expenses	2,255,339	5,409,426
Power and Fuel	1,632,613	2,428,393
Postage, Telex and Telephones	1,607,035	1,854,958
Directors' Sitting Fees	220,000	330,000
Travelling and Conveyance	4,012,673	5,794,479
Motor Car Expenses	8,627,692	8,170,496
Legal and Professional Charges	6,093,057	12,496,265
CSR Expenses	650,000	—
Membership & Subscription	3,541,633	2,507,881
<b>Auditors' Remuneration:</b>		
Audit Fees	300,000	300,000
Tax Audit Fees	50,000	50,000
Certification work	120,000	120,000
Other Services	25,000	45,000
Miscellaneous Expenses	10,934,649	7,232,058
	<u>48,590,420</u>	<u>59,047,411</u>
<b>Note No.: 25</b>		
<b>EXCEPTIONAL ITEMS</b>		
(Profit)/Loss on wind up/disposal of subsidiary	—	11,228,240
Loss on Sale of Fixed Asset	—	113,397,314
	<u>—</u>	<u>124,625,554</u>
<b>Note No.: 26</b>		
<b>EARNINGS PER SHARE</b>		
Profit/(Loss) after tax before exceptional items as per Profit & Loss Account (A)	84,277,754	512,574
Net Profit/(Loss) as per Profit & Loss Account (B)	84,277,754	(124,112,980)
Weighted average number of Equity Share used in Computing basic/diluted earning per share (C) (no of shares)	12,296,908	12,296,908
Earning Per Share before Exceptional items - Basic/Diluted- (A/C)	6.85	0.04
Earning Per Share after Exceptional items - Basic/Diluted- (B/C)	6.85	(10.09)
<b>Note No.: 27</b>		
<b>FOREIGN CURRENCY TRANSACTIONS</b>		
Foreign Earnings		
Professional Fees	11,566,038	—
Foreign Expenses		
Travelling	129,660	218,604
<b>Note No.: 28</b>		
<b>CONTINGENT LIABILITY</b>		
Corporate Guarantees given to banks for subsidiary for business purpose	382,500,000	382,500,000

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note No.: 29

## SEGMENT REPORTING

As required by Accounting Standard (AS-17) issued by the Institute of Chartered Accountants of India, particulars regarding Company's operations predominately comprises of Investment Banking and Income from Shares and Securities. The Company does not have Secondary Segments.

	Advisory & Merchant Banking Fees	Income From Securities	Total As on 31.3.2015
	₹	₹	₹
Segment Revenue	79,431,438	179,228,586	258,660,024
	<i>226,375,446</i>	<i>41,052,428</i>	<i>267,427,874</i>
Add:Unallocated Revenue	—	—	49,788,693
	—	—	<i>4,607,217</i>
Total Revenue	79,431,438	179,228,586	308,448,717
	<i>226,375,446</i>	<i>41,052,428</i>	<i>272,035,091</i>
Segment Result before Tax	<b>(1,549,609)</b>	<b>95,385,925</b>	<b>93,836,316</b>
	<i>80,000,987</i>	<i>(54,020,531)</i>	<i>25,980,457</i>
Add:Unallocated Income/(Expenses)(net)	—	—	45,009,377
	—	—	<i>7,146,355</i>
Operating Profit	—	—	138,845,694
	—	—	<i>33,126,811</i>
Finance Charges	—	—	25,417,482
	—	—	<i>23,907,437</i>
Extraordinary Items	—	—	—
	—	—	<i>(124,625,554)</i>
Provision for Tax	—	—	(29,004,031)
	—	—	<i>(3,929,644)</i>
Provision for Tax for earlier years	—	—	(146,428)
	—	—	<i>(4,777,156)</i>
Net Profit	—	—	84,277,753
	—	—	<i>(124,112,979)</i>
Segment Assets	—	922,225,007	922,225,007
	<i>30,000,000</i>	<i>755,646,698</i>	<i>785,646,698</i>
Add:Unallocated Assets	—	—	533,318,874
	—	—	<i>534,149,933</i>
Total Assets	—	—	1,455,543,881
	—	—	<i>1,319,796,632</i>
Segment Liabilities	—	448,200,234	448,200,234
	—	<i>341,134,183</i>	<i>341,134,183</i>
Add:Unallocated Liabilities	—	—	50,613,921
	—	—	<i>41,711,638</i>
Total Liabilities	—	—	498,814,154
	—	—	<i>382,845,821</i>
Capital Expenditure	—	—	711,191
	—	—	<i>221,070</i>
Unallocated Depreciation	—	—	6,735,526
	—	—	<i>14,436,561</i>
Total Depreciation	—	—	6,735,526
	—	—	<i>14,436,561</i>

## Notes

1. Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organization structure as well as the differential risks and returns of these segments.
2. The Company has disclosed business segments as the primary segment.
3. Since the Company provides services in the same economic environment, there are no geographic segments.
4. Figures in *Italic* are previous year figures.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Note No.: 30

**EMPLOYEE BENEFIT**

The Company has made provision for the following benefit plans as per Accounting Standard 15 (Revised 2005) "Employees Benefit"

	Valuation Date 31st March 2015	Valuation Date 31st March 2014
<b>I Assumption</b>		
	IALM (2006-08) Ult	LIC (1994-96) Ult
Mortality		
Discount Rate	7.80%	9.15%
Rate of Increase in Compensation	7.00%	7.00%
Rate of Return (Expected) on plan assets Withdrawal Rates	5.00%	5.00%
<b>II Change in present Value of Obligations</b>		
PVO at beginning of period #	8,872,462	11,640,107
Interest Cost #	783,852	898,791
Current Service Cost #	1,548,015	1,681,363
Benefits Paid #	(611,538)	(949,999)
Actuarial (gain/loss) on obligation #	(1,446,770)	(43,97,800)
PVO at end of period #	9,146,021	8,872,462
<b>III Changes in Fair value of plan Assets</b>		
Fair Value of plan assets at beginning of Period #	—	—
Expected return on plan assets#	—	—
Contributions #	—	—
Benefits Paid#	611,538	949,999
Actuarial (gain/loss) on plan assets #	(611,538)	(949,999)
Fair Value of plan assets at end of Period#	—	—
<b>IV Fair Value of plan Assets</b>		
Fair Value of plan assets at beginning of Period	—	—
Actual return on plan assets	—	—
Contributions	—	—
Benefits Paid	611,538	949,999
Fair Value of plan assets at end of Period	(611,538)	(949,999)
Funded Status	(9,146,021)	(8,872,462)
Excess of Actual Over Estimated return On plan Assets	—	—
<b>V Actuarial (Gain / Loss) Recognized</b>		
Actual Gain/ Loss for the period (Obligation)	1,446,770	4,397,800
Actual Gain/ Loss for the period (Plan Assets)	—	—
Total Gain / Loss for the period	1,446,770	4,397,800
Actuarial (Gain / Loss) Recognized for the period	1,446,770	4,397,800
Unrecognized Actuarial (Gain / (Loss)) at end the period	—	—

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(in ₹)

	Valuation Date 31st March 2015	Valuation Date 31st March 2014
<b>VI Amount to be recognized in the balance sheet and statement of profit &amp; loss Account</b>		
PVO at end of period	8,872,462	8,872,462
Fair Value of plan assets at end of Period	—	—
Funded Status	(8,872,462)	(8,872,462)
Unrecognized Actuarial Gain / Loss	—	—
Net Asset/ Liability Recognized in the Balance Sheet	(8,872,462)	(8,872,462)
<b>VII Expenses Recognized in the Statement of Profit &amp; Loss A/c</b>		
Current Service Cost	1,548,015	1,681,363
Interest Cost	783,852	898,791
Expected Return on Plan Assets	—	—
Net Actuarial (Gain/Loss) Recognized for the period	(1,446,770)	(4,397,800)
Expense Recognized in the statement of P & L A/c	885,097	(1,817,646)
<b>VIII Movements in the Liability Recognized in Balance Sheet</b>		
Opening Net Liability	8,872,462	11,640,107
Expenses as Above	885,097	(1,817,646)
Contribution Paid	(611,538)	(949,999)
Closing Net Liability	9,146,021	8,872,462
<b>IX Experience Anyalisis - Liabilities</b>		
Actuarial (Gain)/Loss due to change in bases	890,862	(772,052)
Experience (Gain) / Loss due to Change in Experience	(2,337,632)	(3,625,748)
Total	(1,446,770)	(4,397,800)
Experience Anyalisis - Plan Assets	—	—
Experience (Gain) / Loss due to Change in Plan Assets	—	—
<b>X Schedule VI Details</b>		
Current Liability	1,874,615	556,487
Non-Current Liability	7,271,406	8,315,975

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

31. **The Company, under its various ESOP Plan/Schemes, has granted in aggregate 4,866,500 options, as on 31st March, 2015 (previous year 4,866,500).**

Employee Stock option Reserve outstanding at the beginning of the year amounting to ₹ 657,485 (previous year 11,58,571) was reduced by ₹ 584,246 (previous year 501,086) on account of stock options forfeited/lapsed during the year.

The details of outstanding options are as under:

Particulars	2014-2015			2013-2014		
	ESOP 2010	ESOP 2007	ESOP 2006	ESOP 2010	ESOP 2007	ESOP 2006
Options in force at the beginning of the year	2,000,000	820,000	69,575	2,000,000	878,500	122,600
Add: Options granted during the year	—	—	—	—	—	—
Less: Options forfeited/lapsed	1,000,000	324,250	61,825	—	58,500	53,025
Less: Options Exercised during the year	—	—	—	—	—	—
Options in force at the end of the year	1,000,000	495,750	7,750	2,000,000	820,000	69,575
Vested Options outstanding-opening	1,000,000	640,000	69,575	500,000	608,500	122,600
Add: Options vested during the year	500,000	90,000	—	500,000	90,000	—
Less: Options Exercised during the year	—	—	—	—	—	—
Less: Vested Options Lapsed	750,000	284,250	61,825	—	58,500	53,025
Vested Options outstanding-closing	750,000	445,750	7,750	1,000,000	640,000	69,575

32. **Related Parties Disclosures**

**Category I : Key Management Personnel**

- (1) Mr. G. M. Gandhi - Managing Director
- (2) Mr. Rakesh Bhatia - Chief Financial Officer
- (3) Mr. Amit Chandra - Company Secretary

**Category – II – Subsidiary Companies**

- (1) Infinity.com Financial Securities Ltd.
- (2) Pioneer Commodity Intermediaries Pvt. Ltd.
- (3) Pioneer Money Management Ltd.
- (4) Pioneer Investment Advisory Services Ltd.
- (5) Pioneer Wealth Management Services Ltd.
- (6) Pioneer Fundinvest Pvt. Ltd.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

## Category – III – Entities under common control

- (1) Pioneer Intermediaries Pvt. Ltd.
- (2) Pioneer Insurance & Reinsurance Brokers Pvt. Ltd
- (3) Sharp Point Motors & Automobiles Pvt. Ltd.
- (4) Symbyosys Integrated Solutions Pvt. Ltd.
- (5) Pioneer Fund Advisors Pvt. Ltd.
- (6) Siddhi Portfolio Services Pvt. Ltd.
- (7) L. Gordhandas & Co. Clearing Agent Pvt. Ltd.
- (8) Benefit Realty Pvt. Ltd.
- (9) Festive Multitrade Pvt. Ltd.
- (10) PINC Finsec Ltd

## Details of related party transaction carried out during the year ended 31st March, 2015

Nature of Transactions	31.03.2015	31.03.2014
	₹	₹
Details of transactions with key management personnels (referred as category - I)		
Remuneration	10,848,794	12,342,698
Details of transactions with subsidiary companies (referred as category - II)		
Purchase of Investments	64,091,152	7,158,875
Sale of Investment	—	7,611,331
Loans & Advances (Given/(Recovered))	(25,062,628)	11,553,686
Advances written-off	—	7,288,510
Purchase of Securities/Bonds	2,385,639	259,538,836
Sale of Securities/Bonds	74,947,157	—
Income from Securities/Bonds	—	10,025,513
Interest Received	5,103,895	—
Brokerage ob Purchase/Sale of Securities	13,552	3,650
Reimbursement of Expenses	—	(374,484)
Corporate Guarantees given	382,500,000	382,500,000
Closing balances ((Cr)/Dr)	5,103,895	25,062,628
Details of transactions with entities under common control (referred as category - III)		
Rent Received	120,000	120,000
Reimbursement of Expenses	38,216	—
Sale of Government Securities	174,955,437	—
Closing balances ((Cr.)/Dr.)	154,955,437	(20,000,000)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

33. The Company has taken office premises on operating lease. Lease rents in respect of the same have been charged to Statement of Profit and Loss. The agreements are executed for a period ranging 1 to 3 years with a renewable clause. Some agreements have a clause for a minimum lock-in period. The agreements also have a clause for termination by either party giving a prior notice period between 30 to 90 days. The minimum Lease rentals outstanding as at March 31, 2015, are as under:

Minimum Lease Rental	31.03.2015	31.03.2014
	₹	₹
Upto one year	8,141,100	8,208,375
One to Five Years	142,600	1,095,000
<b>Total</b>	<b>8,283,700</b>	<b>9,303,375</b>

34. Provision for Income Tax has been made in the accounts as per the provisions of the Income Tax Act, 1961.
35. The Company has not received any intimation from 'suppliers' regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure requirements in this regard have not been provided.
36. In the opinion of the Board of Directors and to the best of their knowledge adequate provisions has been made in the accounts for all known liabilities and the current assets, loans and advances have a value on realization in the ordinary course of business.
37. The figures of the previous year are regrouped or reclassified, wherever necessary, to make them comparable with the figures of current year.

Signature to Notes 1 to 37  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants  
  
Nishit Dave  
Partner  
M.No. : 120073  
Mumbai, 27th May, 2015

G.M.Gandhi  
Managing Director  
(DIN - 00008057)  
  
A.B.Desai  
Director  
(DIN - 01488287)

C.C.Dalal  
Director  
(DIN - 00091132)  
  
R.M.Bhatia  
CFO  
  
A.J.Chandra  
Company Secretary  
Mumbai, 27th May, 2015



## **CONSOLIDATED FINANCIAL STATEMENTS**

**CONSOLIDATED PAST FINANCIAL HIGHLIGHTS**

(₹ in Crores)

YEAR	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
<b>STATEMENT OF PROFIT AND LOSS</b>									
Total Income	24.60	91.99	45.25	64.52	89.30	66.42	58.34	30.90	34.48
Interest	1.01	5.06	5.61	4.41	8.80	8.48	12.18	12.89	9.05
Depreciation	0.29	0.57	1.20	2.03	2.41	2.35	2.50	1.51	0.71
Profit Before Taxation	15.60	59.29	0.80	21.54	26.57	10.66	5.84	(19.44)	7.53
Profit After Taxation	10.80	45.74	(12.33)	15.07	17.18	6.03	4.24	(20.86)	6.20
<b>BALANCE SHEET</b>									
<b>EQUITIES &amp; LIABILITIES</b>									
Share Capital	9.34	25.42	22.08	12.83	12.89	12.89	12.89	12.89	12.89
Reserves & Surplus	17.53	76.30	61.25	84.56	100.43	107.03	111.26	91.40	96.37
Loan Funds	25.06	54.22	15.98	94.09	66.00	94.94	101.38	63.63	65.57
<b>TOTAL</b>	<b>51.93</b>	<b>155.94</b>	<b>99.31</b>	<b>191.48</b>	<b>179.32</b>	<b>214.86</b>	<b>225.53</b>	<b>167.93</b>	<b>174.83</b>
<b>ASSETS</b>									
Fixed Assets	6.25	10.66	13.45	13.99	50.77	85.55	69.81	4.84	2.98
Investments	11.51	30.85	6.23	6.33	6.77	6.61	6.86	2.18	6.61
Net Deferred Tax	(0.22)	(0.11)	(0.78)	(1.16)	(1.09)	0.99	1.32	1.08	2.61
Net Assets (Current and Non-current)	34.39	114.54	80.41	172.32	122.87	121.71	147.54	159.82	162.63
<b>TOTAL</b>	<b>51.93</b>	<b>155.94</b>	<b>99.31</b>	<b>191.48</b>	<b>179.32</b>	<b>214.86</b>	<b>225.53</b>	<b>167.93</b>	<b>174.83</b>
<b>KEY RATIOS</b>									
Earnings Per Share (₹)	10.15	40.40	(10.54)	12.42	14.00	4.90	3.45	(16.96)	5.04
Dividend Per Share (₹)	1.50	1.50	—	1.00	1.00	0.50	—	—	—
Book Value Per Share (₹)	32.28	96.27	69.27	79.63	92.15	97.53	100.96	84.82	88.86

## CONSOLIDATED AUDITOR'S REPORT

To  
The Members of Pioneer Investcorp Ltd.,

### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Pioneer Investcorp Limited (the "Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated Financial Statements

2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated 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 Group 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 consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
  - (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
  - (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For Jayesh Dadia & Associates,  
Firm's Registration No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No.: 120073

Mumbai  
27th May, 2015

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015.

	Note No.	31.03.2015 ₹	31.03.2014 ₹
<b>EQUITIES &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	128,946,972	128,946,972
Reserves & Surplus	2	963,731,821	914,023,421
"A"		1,092,678,793	1,042,970,393
<b>Non-Current Liabilities</b>			
Long Term Borrowings	3	1,224,187	1,930,644
Other Long Term Liabilities	4	41,449,071	52,186,913
Long Term Provisions	5	15,000,398	15,302,228
"B"		57,673,656	69,419,785
<b>Current Liabilities</b>			
Short Term Borrowings	6	654,489,748	634,349,128
Trade Payables	7	111,251,434	72,279,096
Other Current Liabilities	8	8,309,249	6,979,557
Short Term Provisions	9	5,040,043	2,079,421
"C"		779,090,474	715,687,202
Total "A" + "B" + "C"		1,929,442,923	1,828,077,380
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	10	28,722,367	47,324,307
Intangible Assets		1,104,283	1,104,283
Non Current Investments	11	19,936,781	19,276,252
Long Term Loans & Advances	12	140,336,539	175,078,578
Deferred Tax Asset	13	26,143,408	10,783,787
"A"		216,243,378	253,567,207
<b>Current Assets</b>			
Inventories	14	458,925,918	356,377,971
Current Investments	15	46,152,083	2,558,719
Trade Receivables	16	1,069,525,320	1,109,551,873
Cash & Cash Equivalents	17	108,713,338	72,569,857
Short Term Loans & Advances	18	17,820,439	26,550,288
Other Current Assets	19	12,062,447	6,901,465
"B"		1,713,199,545	1,574,510,173
Total "A" + "B"		1,929,442,923	1,828,077,380

Notes forming part of the Financial Statements.

As per report of even date attached  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants  
  
Nishit Dave  
Partner  
M.No. : 120073  
Mumbai, 27th May, 2015

**G.M.Gandhi**  
Managing Director  
(DIN - 00008057)  
  
A.B.Desai  
Director  
(DIN - 01488287)

**C.C.Dalal**  
Director  
(DIN - 00091132)  
  
R.M.Bhatia  
CFO  
  
A.J.Chandra  
Company Secretary  
Mumbai, 27th May, 2015

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015.

	Note No.	31.03.2015 ₹	31.03.2014 ₹
<b>INCOME</b>			
Income From Operations	20	288,231,994	299,935,157
Other Income	21	56,544,921	9,111,672
<b>Total Income</b>		<b>344,776,915</b>	<b>309,046,829</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	22	107,413,903	134,548,807
Finance Cost	23	90,459,085	129,394,769
Depreciation and Amortization Cost	10	7,070,772	15,064,769
Other Expenses	24	64,513,090	80,538,780
<b>Total Expenses</b>		<b>269,456,850</b>	<b>359,547,124</b>
<b>Profit/(Loss) before Exceptional Items</b>		<b>75,320,065</b>	<b>(50,500,296)</b>
Exceptional Items	25	—	(143,921,264)
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>75,320,065</b>	<b>(194,421,560)</b>
<b>Tax Expense</b>			
Current Tax		(28,498,000)	(4,272,728)
Earlier Years Tax		(157,635)	(7,403,328)
Deferred Tax (Liabilities)/Assets		15,359,621	(2,462,639)
<b>PROFIT/(LOSS) AFTER TAX</b>		<b>62,024,052</b>	<b>(208,560,254)</b>
<b>Earning Per Equity Share</b>			
	26		
Before Exceptional Items - Basic/Diluted		5.04	(5.26)
After Exceptional Items - Basic/Diluted		5.04	(16.96)

Notes forming part of the Financial Statements.

As per report of even date attached  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No. : 120073  
Mumbai, 27th May, 2015

**G.M.Gandhi**  
Managing Director  
(DIN - 00008057)

A.B.Desai  
Director  
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**C.C.Dalal**  
Director  
(DIN - 00091132)

R.M.Bhatia  
CFO

A.J.Chandra  
Company Secretary  
Mumbai, 27th May, 2015

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015.

	For the year 31.03.2015 ₹	For the year 31.03.2014 ₹
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary Items	75,320,065	(50,500,296)
Adjustments for :		
Depreciation	7,070,772	15,064,769
Adjustment on disposal/sale of Subsidiary	—	(11,228,240)
Employee Stock Compensation Expense	(5,84,246)	(501,086)
Finance Cost	90,459,085	128,894,769
Interest /Dividend	(11,405,183)	(7,527,717)
Fixed Assets written off	704,678	—
Provision in diminution in the value	1,504,259	4,745,798
Preliminary Expenses	—	30,780
(Profit)/Loss on sale of Investments	(45,036,571)	(435,312)
Operating Profit Before Working Capital Changes	118,032,860	78,543,465
Adjustments for :		
Trade & Other Receivables	(42,290,548)	467,732,715
Trade Payables & Other Liabilities	32,154,362	(194,931,148)
(Increase)/Decrease in Net Current Assets	(10,136,188)	272,801,567
Cash Generated from Operations	107,896,672	351,345,032
Direct Taxes Paid	(10,575,576)	(8,328,335)
Net Cash from Operating Activities	97,321,096	343,016,697
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed assets	(904,916)	(257,568)
Sale of Fixed Assets	—	521,427,080
Purchase of Investments	(114,473,506)	(7,167,198)
Sale of Investments	113,751,925	30,365,215
Interest / Dividend	11,405,183	7,527,717
Net Cash used in Investing Activities	9,778,686	551,895,246
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Term Loan Taken / (Repaid)	(637,837)	(410,764,788)
Cash Credit/Overdraft Taken/(Repaid)	20,140,620	(376,871,387)
Share Issue Expenses	—	(30,780)
Adjustment on account of disposal of subsidiary	—	10,622,998
Foreign Exchange Currency Translation Reserve Account	—	(109,770)
Finance Cost	(90,459,085)	(128,894,769)
Net Cash from Financing activities	(70,956,303)	(906,048,496)
Net Increase/ (decrease) in Cash & Cash Equivalentents	36,143,481	(11,136,554)
Cash & Cash Equivalentents at the beginning of the Year	72,569,857	83,706,411
Cash & Cash Equivalentents at the close of the Year	108,713,338	72,569,857

As per report of even date attached  
For Jayesh Dadia & Associates  
Firm Reg. No. 121142W  
Chartered Accountants

Nishit Dave  
Partner  
M.No. : 120073  
Mumbai, 27th May, 2015

**G.M.Gandhi**  
Managing Director  
(DIN - 00008057)

A.B.Desai  
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**C.C.Dalal**  
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R.M.Bhatia  
CFO  
A.J.Chandra  
Company Secretary  
Mumbai, 27th May, 2015

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO CONSOLIDATED ACCOUNTS**

### **A. SIGNIFICANT ACCOUNTING POLICIES:**

#### **1) Basis of Consolidation**

##### **a) Basis of Preparation**

The individual Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year ended March 31, 2015 of Pioneer Investcorp Limited ('the Company') and its subsidiaries ('companies and / or subsidiaries'), collectively referred to as 'Group', have been consolidated as per principles of consolidation enunciated in Accounting Standard (AS) 21- 'Consolidated Financial Statements' issued by the Council of The Institute of Chartered Accountants of India.

##### **b) Principles of Preparation**

The financial statements of the group companies of Pioneer Investcorp Limited are prepared according to uniform accounting policies, in accordance with accounting principles generally accepted in India. The effects of all inter-group transactions and balances have been eliminated on consolidation.

##### **c) List of Subsidiaries Consolidated**

The individual Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year ended March 31, 2015 of following subsidiaries are included in consolidation.

**Pioneer Wealth Management Services Limited**

**Pioneer Money Management Limited**

**Pioneer Investment Advisory Services Limited**

**Pioneer Commodity Intermediaries Private Limited**

**Infinity.com Financial Securities Limited**

**Pioneer Fund Invest Pvt. Ltd.**

#### **2) Basis of preparation of financial statements**

The financial statements have been prepared under historical cost convention on an accrual basis.

#### **3) Depreciation on Fixed Assets**

(a) The company provides depreciation as per Schedule II of the Companies Act 2013.

(b) Depreciation on assets acquired or sold during the year/period has been charged pro-rata from/up to the date of acquisition/sale of the assets.

(c) Intangible assets such as software, leasehold office premises etc are amortized over a period of Five (5) years

#### **4) Inventories**

All Shares and Securities are valued at Cost or market value, whichever is lower

#### **5) Stock Futures/Options:**

##### **(a) Future Contracts**

1 Initial margin payment paid at the time of inception of the contract is shown under the head "Current Assets"

- 2 All the future contracts are marked to market on daily basis. The amount of marked to market margin received / paid into/from such accounts, are debited or credited to marked to market margin Index / Stock Future Account and appear as separate item as "Current Asset" or "Current Liability" as the case may be.
- 3 At the year end, appropriate provisions are created by debit to Profit & Loss Account for anticipated loss. Anticipated profit at the year end is ignored.
- 4 At the time of final settlement, the difference between the contract price and the settlement price is calculated and recognized in the Profit & Loss Account after adjusting provision created for anticipated loss, if any.

**(b) Option Contract**

- 1 At the inception of the contract, premium paid is debited to Index Option Premium Account or Stock Option Premium Account, as the case may be. On receiving the premium at the time of sale, the Index Option Premium Account or Stock Option Premium Account is credited and shown separately under the head "Current Assets" or "Current Liabilities" as the case may be.
- 2 All the Open Option Contracts are marked to market on daily basis in the similar manner as in the case of Future Contracts. If the Contracts are Open as on the Balance Sheet date, appropriate provision is made in the books of accounts by crediting / debiting the Profit & Loss Account.
- 3 At the time of Balance Sheet date, if the premium prevailing in the market for a contract of similar nature is lower than the premium so paid, then provision is made for the difference in the Profit & Loss Account.  
  
If the premium received is lower than the premium prevailing in the market for contract of similar nature, appropriate provision for loss will be made by debiting Profit & Loss Account and crediting provision for loss on Index/Stock Option Account appearing under the head Current Liability.
- 4 At the time of settlement or at the time of squaring-up, premium is recognized either as expense or income as the case may be.

**6) Borrowing Cost**

Borrowing Cost that are attributable to acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. Such expenses are shown under Capital Work in Progress to be allocated to the relevant items of assets on such assets being put to use.

A qualifying asset is an asset that takes substantial period of time to get ready for the intended use. Borrowing Cost other than those incurred for qualifying asset is expensed out in the year in which it is incurred.

**7) Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other Investments are classified as non – current investments.

Current investments are stated at lower of cost or market / fair value. Non – current investments are carried at cost. Provision for diminution in value of non – current investments is made, if in the opinion of the management, such diminution is other than temporary.

**8) Revenue Recognition**

- (a) Advisory & Syndication Fees is recognized on the completion of assignment.
- (b) Brokerage income on Secondary Market transactions and Future & Options market transactions is recognized on settlement date.
- (c) Brokerage income on debt market transaction is recognized at the end of the month.
- (d) Income from Securities/Investments is recognized on accrual basis.



**9) Foreign Exchange Transactions**

Transactions in foreign currencies are recorded at the prevailing rates at the time transactions are effected. Foreign currency assets & liabilities outstanding at the year-end are translated at the rates of exchange ruling on that day. Any gain or loss on transactions are accounted in the Profit & Loss account, or adjusted in the value of Fixed Assets/Investments, as applicable.

**10) Retirement Benefits**

**(a) Defined Contribution Plan**

Company's contribution paid/payable during the year to provident fund, are charged to Profit & Loss Account. There are no other obligations other than the contribution payable to the respective trusts.

**(b) Defined Benefit Plan**

Company's liability towards gratuity are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of Profit and Loss account as income or expense. Obligation is measured at the present value of estimated future cash flow using a discounted rate that is determined by the reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

**11) Deferred Employee Stock Compensation**

The Company has formulated an Employees Stock Option Scheme. The Scheme provides that employees are granted an option converted into equity shares of the Company that vests in a granted manner. The options may be exercised within a specified period. The Company follows the intrinsic value method as prescribed by the guidance note on "Accounting for stock options" issued by the Institute of Chartered Accountants of India ("ICAI") to account for its stock-based employees compensation plans. The accounting value of stock options representing the excess of the market price over the exercise price of the shares granted under "Employees Stock Option Scheme" of the Company is amortized as "Deferred Employees compensation" on a straight-line basis over the vesting period in accordance with the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

**12) Assets on Operating Leases**

Lease payments under operating leases are recognized as expenses on accrual basis in accordance with the respective lease and license agreements.

**13) Miscellaneous Expenditure**

Preliminary Expenses, Development Expenditure, Share Issue Expenses in connection with Public Issue of Equity Shares by the Company and Rights Issue Expenses are written off over a period of 5 years.

**14) Contingencies and Events occurring after the Balance Sheet Date**

Accounting for contingencies (gains & losses) arising out of contractual obligations are made only on the basis of mutual acceptances. Events occurring after the date of Balance Sheet, where material, are considered upto the date of adoption of accounts.

15) Taxes on Income

Provision for current Income Tax and Fringe Benefit Tax has been computed in accordance with relevant tax regulations. Deferred tax is recognised for all timing differences between accounting income & taxable income and is quantified using enacted / substantively enacted tax rates as at the balance sheet date. Deferred tax assets are recognised subject to the management judgment that the realisation is reasonably certain.

16) Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired.

If such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

The reduction is treated as an impairment loss and is recognized in the Profit & Loss Account.

If at the Balance Sheet date there is an indication that if a previously assessed impaired loss no longer exists, the reassessed asset is reflected at the recoverable amount, subject to a maximum of depreciated historical cost.

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
25,000,000 Equity Shares of ₹ 10/- each (Previous Year: 25,000,000 Equity Shares of ₹ 10/- each)	250,000,000	250,000,000
	<u>250,000,000</u>	<u>250,000,000</u>
<b>Issued, Subscribed &amp; Fully Paid Up Shares</b>		
1,22,96,908 Equity Shares of ₹ 10/- each (Previous Year: 1,22,96,908 Equity Shares of ₹ 10/- each)	122,969,080	122,969,080
Add :Amount paid up on Shares Forfeited	5,977,892	5,977,892
<b>Total Issued, Subscribed &amp; Fully Paid up Share Capital</b>	<u>128,946,972</u>	<u>128,946,972</u>
<b>A) Reconciliation of shares outstanding at the beginning and at the end of the reporting period:</b>		
At the beginning of the reporting period:		
1,22,96,908 (Previous Year 1,22,96,908) Equity Shares of ₹ 10/- each	122,969,080	122,969,080
Issued during the period- ESOP		
Nil (Previous Year Nil) Equity Shares of ₹ 10/- each	—	—
Outstanding at the end of the period:		
1,22,96,908 (Previous Year 1,22,96,908) Equity Shares of ₹ 10/- each	<u>122,969,080</u>	<u>122,969,080</u>
<b>B) Details of Shareholders holding more than 5% shares in the Company:</b>		
Gaurang M. Gandhi	51.35%	50.54%
63,14,778 (P.Y. 62,14,778) equity shares of ₹ 10/- each fully paid		
<b>C) Rights attached to equity shares</b>		
The company has only one class of issued equity shares having a par value of ₹ 10/- per share. Each holder of equity share entitled to one vote per share. The company declares and pays dividend in Indian Rupees		
<b>Note No.: 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
General Reserve	313,828,550	313,828,550
Securities Premium	111,192,453	111,192,453
Employees Stock Options	73,239	657,485
Capital Reserve	135,132,166	135,132,166
Capital (Amalgamation) Reserve A/c	119,483,021	119,483,021
Surplus in the Statement of Profit & Loss		
Balance as per Last Financial Statement	233,729,747	431,667,003
Retained Earnings (refer note no.10)	<u>(11,731,405)</u>	<u>—</u>
	221,998,342	431,667,003
Profit/(Loss) for the Year	62,024,053	(208,560,254)
Adjustment on account of PINC Fund Advisors LLC (Mauritius)	—	10,622,998
<b>Net Surplus in the Statement of Profit &amp; Loss</b>	<u>284,022,395</u>	<u>233,729,747</u>
<b>Total Reserves &amp; Surplus</b>	<u>963,731,823</u>	<u>914,023,421</u>

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 3</b>		
<b>LONG TERM BORROWINGS</b>		
Secured Loans		
From Banks		
Term Loans	1,224,187	1,930,644
	<u>1,224,187</u>	<u>1,930,644</u>
Term Loans are secured by hypothecation of vehicles		
<b>Note No.: 4</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Unclaimed Dividends	822,011	1,059,344
Trade Payables		
Due to Other than SMEs		
Others	40,627,060	51,127,569
	<u>41,449,071</u>	<u>52,186,913</u>
<b>Note No.: 5</b>		
<b>LONG TERM PROVISIONS</b>		
Provision for Employee Benefits	15,000,398	15,302,228
	<u>15,000,398</u>	<u>15,302,228</u>
<b>Note No.: 6</b>		
<b>SHORT TERM BORROWINGS</b>		
Secured Loans		
From Banks		
Cash Credit / Over Draft	646,989,748	634,349,128
From Others		
Term Loans	7,500,000	—
	<u>654,489,748</u>	<u>634,349,128</u>
<b>Secured Against</b>		
(i) Secured against pledge of Government Securities and Bonds/ hypothecation of receivables		
(ii) Personal Guarantee of Director.		
(iii) Coporate Guarantee of Pioneer Investcorp Limited		
(iv) Equitable Mortgage of properties of Pioneer Investcorp Ltd and third parties		
<b>Note No.: 7</b>		
<b>TRADE PAYABLES</b>		
Due to Other than SMEs		
For Expenses	39,988,066	5,921,066
For Others	71,263,368	66,358,030
	<u>111,251,434</u>	<u>72,279,096</u>
<b>Note No.: 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Security Deposits	—	966,305
Current maturities/prepayments of long term borrowings	706,457	637,837
Duties & Taxes Payable	7,602,792	5,375,415
	<u>8,309,249</u>	<u>6,979,557</u>
<b>Note No.: 9</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Income Tax (Net)	2,224,705	—
Provision for Employee Benefits	2,815,338	2,079,421
	<u>5,040,043</u>	<u>2,079,421</u>

## CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note No.: 10

### FIXED ASSETS

Particulars of Assets	Gross Block			Depreciation			Retained Earning			Net Block	
	As at 01.04.2014	Additions during the year	Deductions during the year	As at 01.04.2014	For the year	Deductions/ Adjustments	As on 31.03.2015	As on 31.03.2015	As on 31.03.2015	As on 31.03.2015	As on 31.03.2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>TANGIBLE</b>											
Office Premises	14,328,820	—	—	3,715,059	186,069	—	3,901,129	—	10,427,691	—	10,613,760
Leasehold Office Premises	7,304,228	—	—	7,304,228	—	—	7,304,228	—	—	—	—
Office Equipments	61,899,138	767,207	4,463,082	46,854,451	1,059,206	3,788,212	44,125,445	11,731,406	2,346,412	15,044,687	
Furniture & Fixtures	26,701,978	137,709	247,190	11,990,289	4,440,758	217,382	16,213,665	—	10,378,832	14,711,689	
Vehicles	13,569,487	—	—	6,615,316	1,384,739	—	8,000,055	—	5,569,432	6,954,171	
<b>Total</b>	<b>123,803,651</b>	<b>904,916</b>	<b>4,710,272</b>	<b>76,479,344</b>	<b>7,070,772</b>	<b>4,005,594</b>	<b>79,544,522</b>	<b>11,731,406</b>	<b>28,722,367</b>	<b>47,324,307</b>	
Previous Year	760,960,855	257,568	637,414,772	67,477,857	11,591,865	2,590,378	76,479,344	—	47,324,307	693,482,998	
<b>INTANGIBLE</b>											
Software	28,833,442	—	1,558,228	27,729,159	—	1,558,228	26,170,931	—	1,104,283	1,104,283	
License Fees	960,731	—	—	960,731	—	—	960,731	—	—	—	
<b>Total</b>	<b>29,794,173</b>	<b>—</b>	<b>1,558,228</b>	<b>28,689,890</b>	<b>—</b>	<b>1,558,228</b>	<b>27,131,662</b>	<b>—</b>	<b>1,104,283</b>	<b>1,104,283</b>	
Previous Year	29,794,173	—	—	25,216,986	3,472,904	—	28,689,890	—	1,104,283	4,577,187	

Notes :

1. During the year the company has provided depreciation as per Schedule II of the Companies Act 2013.

2. The carrying amount of the assets, shall be recognised in retained earning of Rs 1,17,31,406, where the remaining useful life of an asset is nil.

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

	<b>31.03.2015</b>	31.03.2014
	₹	₹
<b>Note No.: 11</b>		
<b>NON CURRENT TRADE INVESTMENTS</b>		
( Valued at cost )		
<b>(A) Quoted</b>		
Divine Multimedia India Ltd. (1,76,602 fully paid Equity Shares (previous year 1,76,602) of ₹ 1- each) (Market Value as on 31st March 2015 is ₹ 2,36,781 (previous year ₹ 2,59,752))	4,935,589	4,935,589
Less : Provision for diminution	4,698,808	4,675,837
Total (A)	<u>236,781</u>	<u>259,752</u>
<b>Unquoted</b>		
<b>(A) Investments in Associate Companies</b>		
Pioneer Insurance & Reinsurance Brokers Pvt Ltd. (250,000 fully paid Equity Shares (previous year 250,000) of ₹ 10/- each)	2,500,000	2,500,000
Siddhi Portfolio Services Pvt Ltd. (1,720,000 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)	17,200,000	—
<b>(B) Investments in Other Companies</b>		
Bill Forge Pvt Ltd. (Nil fully paid Equity Shares (previous year 3,300) of ₹ 10/- each)	—	16,516,500
Total (B)	<u>19,700,000</u>	<u>19,016,500</u>
Total Non-current Investments (A+B)	<u><u>19,936,781</u></u>	<u><u>19,276,252</u></u>
<b>Note No.: 12</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured Considered Good Unless Otherwise Stated)		
Security Deposits	36,581,012	40,554,491
Advances to Staff	1,477,546	31,730,255
Other Advances	102,277,981	102,793,832
	<u>140,336,539</u>	<u>175,078,578</u>
<b>Note No.: 13</b>		
<b>DEFERRED TAX ASSET</b>		
On Account of Depreciation difference	2,302,290	(1,610,262)
On Account of 43B disallowances	5,663,580	5,525,222
On Account of brought forward losses	18,177,538	6,868,828
	<u>26,143,408</u>	<u>10,783,787</u>
<b>Note No.: 14</b>		
<b>INVENTORIES</b>		
(Valued at lower of cost or market value as taken and certified by the Management)		
Stock In Trade		
Government Securities / Bonds	458,925,918	356,377,971
	<u>458,925,918</u>	<u>356,377,971</u>

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

	31.03.2015 ₹	31.03.2014 ₹
<b>Note No.: 15</b>		
<b>CURRENT TRADE INVESTMENTS</b>		
(valued at lower of cost or realisable value)		
<b>A (Quoted)</b>		
Arihant Foundations & Housing Ltd. (77,974 fully paid Equity Shares (previous year 2,645) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 3,664,778 (previous year ₹.58,719))	2,972,040	58,719
Atul Auto Ltd. (7,775 fully paid Equity Shares (previous year Nil) of ₹ 5/- each)(Market Value as on 31st March,2015 is ₹ 4,319,013 (previous year Nil))	4,319,013	—
Cipla Ltd. (7,775 fully paid Equity Shares (previous year Nil) of ₹ 2/- each)(Market Value as on 31st March,2015 is ₹ 5,529,580 (previous year Nil))	5,290,128	—
IDFC Ltd (26,100 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March,2015 is ₹ 4,354,785 (previous year Nil))	4,354,785	—
Jyothy Laboratories Ltd (19,300 fully paid Equity Shares (previous year Nil) of ₹ 1/- each)(Market Value as on 31st March, 2015 is ₹ 5,159,855 (previous year Nil))	5,159,855	—
Onmobile Global Ltd (54,500 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 3,964,875 (previous year Nil))	3,964,875	—
Pidilite Industries Ltd (9,650 fully paid Equity Shares (previous year Nil) of ₹ 1/- each)(Market Value as on 31st March, 2015 is ₹ 5,798,685 (previous year Nil))	5,457,627	—
TRF Ltd (12,375 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 4,039,200 (previous year Nil))	4,039,200	—
TATA Consultancy Ltd (2,025 fully paid Equity Shares (previous year Nil) of ₹ 1/- each)(Market Value as on 31st March, 2015 is ₹ 5,157,776 (previous year Nil))	5,157,776	—
United SPR Ltd (1,575 fully paid Equity Shares (previous year Nil) of ₹ 10/- each)(Market Value as on 31st March, 2015 is ₹ 5,765,681 (previous year Nil))	5,436,784	—
<b>Total Quoted Investments (A)</b>	<b>46,152,083</b>	<b>58,719</b>
Total Aggregate Cost ₹ 48,810,396 (previous year ₹ 1,235,744)		
Total Aggregate Market Value ₹ 47,754,228 (previous year ₹ 58,719)		
<b>B Unquoted</b>		
Liquid fund growth scheme of Union KBC mutual fund Nil unit (previous year 2,325.446)(Market value as on 31st March, 2015 is ₹ Nil (previous year ₹ 2,988,726))	—	2,500,000
<b>Total Unquoted Investments (B)</b>	<b>—</b>	<b>2,500,000</b>
<b>Total Current Investment (A+B)</b>	<b>46,152,083</b>	<b>2,558,719</b>

## CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015	31.03.2014
	₹	₹
<b>Note No.: 16</b>		
<b>TRADE RECEIVABLES</b>		
(Unsecured considered good unless otherwise stated)		
Outstanding for a period exceeding six months from the date they are due	13,451,719	10,071,420
Others	1,056,073,601	1,099,480,453
	<u>1,069,525,320</u>	<u>1,109,551,873</u>
<b>Note No.: 17</b>		
<b>CASH &amp; CASH EQUIVALENTS</b>		
Balance with Banks		
In Fixed Deposits - maturity of more than 12 months	32,099,321	41,629,669
In Current Accounts	76,322,999	30,865,125
Cash On Hand	291,018	75,063
	<u>108,713,338</u>	<u>72,569,857</u>
<b>Note No.: 18</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured considered good unless otherwise stated)		
Advance Tax (Net)	5,060,403	23,140,462
Security Deposits	—	163,124
Advance recoverable in cash or in kind for the value received	253,549	854,448
Other Advances	12,506,487	1,392,254
Balance with Government Authorities	<u>17,820,439</u>	<u>26,550,288</u>
<b>Note No.: 19</b>		
<b>OTHER CURRENT ASSETS</b>		
Miscellaneous Expenditure		
Margin on currency Futures	—	1,999,953
Prepaid Expenses	2,102,510	2,505,496
Accrued Interest	9,959,937	2,396,016
	<u>12,062,447</u>	<u>6,901,465</u>



## CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015	31.03.2014
	₹	₹
<b>Note No. : 20</b>		
<b>REVENUE FROM OPERATIONS</b>		
I) Investment Banking and Advisory Fees/Commodity	93,962,209	234,154,838
II) Brokerage and Depository Services	14,578,049	12,523,221
III) Income from Trading in Securities/Commodities		
<b>A. From Trading</b>		
Sales (a)	182,770,221,438	133,826,069,863
Closing Inventory (b)	458,925,918	356,377,971
Purchases (c)	182,692,551,599	133,444,655,736
Opening Inventory (d)	356,377,971	694,058,962
Sub-Total A (a+b-c-d)	180,217,786	43,733,136
<b>B. From Others</b>	(526,050)	9,523,962
Sub-Total C (A+B)	179,691,736	53,257,098
<b>Total (I+II+III)</b>	288,231,994	299,935,157
<b>Note No. : 21</b>		
<b>OTHER INCOME</b>		
Interest Income	11,405,183	7,527,717
Net Gain on Sale of Investments	45,036,571	435,312
Foreign Exchange Rate Difference	(25,446)	16,137
Miscellaneous Income	128,613	1,132,506
	56,544,921	9,111,672
<b>Note No. : 22</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Bonus	102,389,229	137,820,805
Gratuity	1,145,625	(7,355,258)
Contribution to Provident Fund	2,728,890	2,922,816
Staff Welfare	1,150,159	1,160,444
	107,413,903	134,548,807
<b>Note No. : 23</b>		
<b>FINANCE COSTS</b>		
Interest		
to Banks	79,238,731	120,883,169
to others	2,059,668	—
For Delayed payments	190,802	270,395
Bank Commission	8,264,442	7,741,205
Processing Charges	705,443	500,000
	90,459,085	129,394,769

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

	31.03.2015 ₹	31.03.2014 ₹
Note No.: 24		
<b>OTHER EXPENSES</b>		
Rent	8,880,490	12,693,436
Business Promotion Expenses	3,652,074	6,315,205
Power and Fuel	1,634,693	2,431,653
Computer and Software Expenses	1,984,890	774,460
Membership and Subscription	3,805,681	2,102,119
Repairs & Maintenance	3,629,318	4,904,427
Office Expenses	439,288	851,446
Postage, Telex and Telephones	4,091,381	4,502,486
Printing and Stationery	1,090,838	365,097
Directors' Sitting Fees	220,000	330,000
Travelling and Conveyance	6,645,892	7,775,936
Motor Car Expenses	9,272,351	8,596,163
Legal and Professional Charges	8,937,879	17,272,398
Diminution in the value if Investments	1,504,259	—
Donation	201,000	5,000
CSR Expenses	650,000	—
Stock Exchange Charges	292,216	266,750
Auditors' Remuneration:		
Audit Fees	656,180	656,180
Tax Audit Fees	50,000	50,000
Certification work	180,000	155,000
Other Services	25,000	25,000
Amortisation of Share Issue Expenses	—	30,780
Miscellaneous Expenses	6,669,661	10,435,244
	<u>64,513,090</u>	<u>80,538,780</u>
Note No.:25		
<b>EXCEPTIONAL ITEMS</b>		
(Profit)/Loss on sale of Investment	—	30,523,950
Loss on sale of Fixed Asset	—	113,397,314
	<u>—</u>	<u>143,921,264</u>
Note No.: 26		
<b>EARNINGS PER SHARE</b>		
Profit/(Loss) after tax before exceptional items as per Profit & Loss A/c (A)	62,024,052	(64,638,990)
Net Profit/(Loss) as per Profit & Loss Account (B)	62,024,052	(208,560,254)
Weighted average number of Equity Share used in computing		
Basic/Diluted earning per share (C) (no of shares)	12,296,908	12,296,908
Earning Per Share before exceptional items - Basic/Diluted- (A/C)	5.04	(5.26)
Earning Per Share after exceptional items - Basic/Diluted- (B/C)	5.04	(16.96)
Note No.: 27		
<b>FOREGIN CURRENCY TRANSACTIONS</b>		
Foreign Earnings		
Professional Fees	11,566,038	11,254
Foreign Expenses		
Travelling	129,660	218,604
Note No.: 28		
<b>CONTINGENT LIABILITY</b>		
Counter Guarantees given to banks	382,500,000	385,000,000
Guarantees issued by banks in the books of subsidiaries	40,000,000	40,000,000
Against pledge of fixed deposits	20,827,781	20,386,122

## CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note No.: 29

### SEGMENT REPORTING

As required by Accounting Standard (AS-17) issued by the Institute of Chartered Accountants of India, particulars regarding Company's operations predominately comprises of Investment Banking / Equity Broking and Income from Shares and Securities. The Company does not have secondary segment.

	Advisory & Merchant Banking Fees ₹	Income From Securities/ Investments ₹	Equity Brokerage and related Income ₹	Total As on 31.3.2015 ₹
Segment Revenue	93,962,209 <i>234,154,838</i>	224,702,861 <i>53,708,547</i>	17,529,491 <i>16,647,313</i>	336,194,561 <i>304,510,698</i>
Add: Unallocated Revenue	— —	— —	— —	8,582,354 <i>4,536,131</i>
Total Revenue	93,962,209 <i>234,154,838</i>	224,702,861 <i>53,708,547</i>	17,529,491 <i>16,647,313</i>	344,776,915 <i>309,046,829</i>
Segment Result before Tax	11,578,042 <i>81,519,269</i>	140,832,660 <i>(41,375,409)</i>	13,043,407 <i>10,342,149</i>	165,454,109 <i>50,486,010</i>
Add: Unallocated Income/(Expenses)(net)	— —	— —	— —	(54,359,081) <i>(77,078,868)</i>
Operating Profit/(Loss)	— —	— —	— —	111,095,029 <i>(26,592,859)</i>
Finance Charges	— —	— —	— —	35,774,964 <i>23,907,437</i>
Extraordinary Items	— —	— —	— —	— <i>(143,921,264)</i>
Provision for Tax	— —	— —	— —	(13,138,379) <i>(6,735,367)</i>
Provision for Tax for earlier years	— —	— —	— —	(157,635) <i>(7,403,328)</i>
Net Profit/(Loss)	— —	— —	— —	62,024,051 <i>(208,560,254)</i>
Segment Assets	— <i>30,000,000</i>	1,584,033,401 <i>1,481,305,595</i>	69,061,350 <i>80,169,686</i>	1,653,094,751 <i>1,591,475,281</i>
Add: Unallocated Assets	— —	— —	— —	276,348,172 <i>236,602,099</i>
Total Assets	— —	— —	— —	1,929,442,923 <i>1,828,077,380</i>
Segment Liabilities	— —	448,200,234 <i>341,134,183</i>	91,578,574 <i>97,485,599</i>	539,778,808 <i>438,619,782</i>
Add: Unallocated Liabilities	— —	— —	— —	296,985,322 <i>346,487,204</i>
Total liabilities	— —	— —	— —	836,764,129 <i>785,106,986</i>
Capital Expenditure	— —	— —	— —	904,916 <i>257,568</i>
Depreciation	— —	— —	— —	— —
Unallocated Depreciation	— —	— —	— —	7,070,772 <i>15,064,769</i>
Total Depreciation	— —	— —	— —	7,070,772 <i>15,064,769</i>

## CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

30. The Consolidated Financial Statements envisage combining of financial statements of Pioneer Investcorp Ltd., and its following domestic subsidiaries:

Name of Subsidiary	% holding of Pioneer Investcorp Ltd.	Date of Financial Statement
Pioneer Wealth Management Services Limited	100	31st March, 2015
Pioneer Money Management Limited	100	31st March, 2015
Pioneer Investment Advisory Services Limited	100	31st March, 2015
Pioneer Commodity Intermediaries Private Limited	100	31st March, 2015
Infinity.com Financial Securities Limited	100	31st March, 2015
Pioneer Fundinvest Private Limited	100	31st March, 2015

31. Related Party Disclosures

### Category I : Key Management Personnel

- (1) Mr. G. M. Gandhi – Managing Director
- (2) Mr. Hemang Gandhi-Director of Subsidiary
- (3) Mr. Ketan Gandhi- Director of Subsidiary
- (4) Mr.Rakesh Bhatia- Director of Subsidiary

### Category – II - Entities under common control

- (1) Pioneer Intermediaries Pvt. Ltd
- (2) Pioneer Insurance & Reinsurance Brokers Pvt. Ltd.
- (3) Siddhi Portfolio Services Pvt. Ltd
- (4) Sharp Point Motors & Automobiles Pvt. Ltd.
- (5) Symbyosys Integrated Solutions Pvt. Ltd.
- (6) Pioneer Fund Advisors Pvt. Ltd.
- (7) Extermpore Securities & Investment Pvt. Ltd.
- (8) Associated Capital Market Management Pvt. Ltd.
- (9) Sargam Multitrade Pvt. Ltd.
- (10) Devraj Properties Pvt. Ltd.
- (11) L.Gordhandas & Co. Clearing Agent Pvt. Ltd.
- (12) Benefit Reality Pvt. Ltd.
- (13) Festive Multitrade Pvt. Ltd.
- (14) PINC Finsec Services Ltd.

### Category III : Associate Concern

- (1) Associated Instruments & Services

## CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Details of related party transaction carried out during the year ended 31st March, 2015

Nature of Transactions	31.03.2015 ₹	31.03.2014 ₹
<b>Details of transactions with key management personnels (referred as category - I)</b>		
Remuneration	10,131,910	14,724,808
Sale of Securities	27,183,040	88,730,498
Purchase of Securities	13,635,904	669,547
Brokerage earned on purchase/sale of securities	20,756	9,907
Brokerage earned on F&O transactions	38,590	—
Margin Money Received	3,000,000	—
Closing Balances (Debit/(Credit))	—	(1,548,279)
<b>Details of transactions with entities under common control (referred as category - II)</b>		
Sale of Securities	586,642,147	461,195,140
Purchase of Securities	100,956,142	373,815,035
Rent Received	120,000	120,000
Brokerage earned on purchase/sale of securities	13,552	2,455
Brokerage earned on F&O transactions	—	94,348
Margin Money Received	—	40,904,569
Reimbursement of Expenses	38,216	39,971
Closing Balances (Debit/(Credit))	154,955,437	64,377,620

32. The figures of the previous year are regrouped or reclassified, wherever necessary, to make them comparable with the figures of current year.

Signature to Notes 1 to 32	G.M.Gandhi	C.C.Dalal
For Jayesh Dadia & Associates	Managing Director	Director
Firm Reg. No. 121142W	(DIN - 00008057)	(DIN - 00091132)
Chartered Accountants	A.B.Desai	R.M.Bhatia
Nishit Dave	Director	CFO
Partner	(DIN - 01488287)	A.J.Chandra
M.No. : 120073		Company Secretary
Mumbai, 27th May, 2015		Mumbai, 27th May, 2015

**ANNEXURE "A"****SALIENT FEATURE OF FINANCIAL STATEMENTS OF SUBSIDIARY / ASSOCIATES / JOINT VENTURE AS PER COMPANIES ACT 2013.****PART "A" : SUBSIDIARIES**

Particulars	Infinity.com Financial Securities Limited	Pioneer Commodity Intermediaries Pvt. Limited	Pioneer Money Management Limited	Pioneer Investment Advisory Services Limited	Pioneer Wealth Management Services Limited	Pioneer Fundinvest Pvt. Limited
Reporting Currency	INR	INR	INR	INR	INR	INR
Share Capital	245,000,000	16,000,000	60,000,000	500,000	69,900,000	2,100,000
Reserves & Surplus	121,058,383	(3,552,361)	2,700,796	(27,008)	(15,199,863)	1,297,933
Total Assets	706,218,584	12,682,143	64,250,926	833,147	55,262,733	3,584,217
Total Liabilities	340,160,201	234,504	1,550,130	360,155	562,596	186,284
Investments	236,781	—	—	—	17,200,000	—
Turnover/Total Income	30,001,254	854,959	7,962,560	70,006	1,751,596	791,718
Profit/(Loss) before Taxation	(45,136,984)	623,685	4,096,623	20,620	1,554,953	732,956
Provision for Taxation	(18,224,066)	216,170	1,399,944	23,360	564,244	155,000
Profit/(Loss) after Tax	(26,912,918)	407,515	2,696,679	(2,740)	990,709	577,956
Proposed Dividend	Nil	Nil	Nil	Nil	Nil	Nil
% of Shareholding	100	100	100	100	100	100

PART "B" : ASSOCIATES & JOINT VENTURES  
NIL

Form No. MGT-14

Proxy Form

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and

Administration) Rules, 2014 )

PIONEER INVESTCORP LIMITED

(CIN: L65990MH1984PLC031909)

Registered Office: 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021, Maharashtra, India.

Email: investor.relations@pinc.co.in Website: www.pinc.co.in

Phone: +91 – 22 – 6618 6633 / 2202 1171 Fax: +91 - 22 – 2204 9195

30th Annual General Meeting - Friday, 28th August, 2015 at 11.30 A.M..

Name of the Member(s)	
Registered Address	
Email:	
Folio No./Client ID	
DP ID:	

I / We, being the member(s) of _____ holding _____ shares of the above mentioned Company , hereby appoint	
Name:	Email:
Address:	
Signature:	

Or failing him / her

I / We, being the member(s) of _____ holding _____ shares of the above mentioned Company , hereby appoint	
Name:	Email:
Address:	
Signature:	

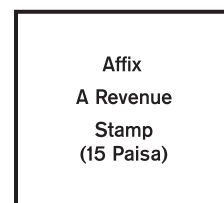
Or failing him / her

I / We, being the member(s) of _____ holding _____ shares of the above mentioned Company , hereby appoint	
Name:	Email:
Address:	
Signature:	

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting - of the Company, to be held at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020, on Friday, 28th August, 2015 at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date.			
2	Appointment of Jayesh Dadia & Associates as the Statutory Auditors of the Company			
<b>Special business</b>				
3	Appointment of Kamlini C. Maniar as an Independent Director of the Company.			
4	To authorise Board of Directors to create security/ mortgage/ pledge/ hypothecation/ charge or encumbrance on all movable and immovable properties and assets of the Company.			

Signed \_\_\_\_\_ day of \_\_\_\_\_ 2015.



\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of the proxy holder(s)

Notes: 1) This Form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

2) It is optional to indicate your preference if you leave the For, Against or Abstain column blank against any or all resolution, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.





(CIN: L65990MH1984PLC031909)

Registered Office: 1218, Maker Chamber V, 12th Floor, Nariman Point, Mumbai – 400021, Maharashtra, India.

Email: investor.relations@pinc.co.in Website: www.pinc.co.in

Phone: +91 – 22 – 6618 6633 / 2202 1171 Fax: +91 - 22 – 2204 9195

### **ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Thirtieth Annual General Meeting of the Company on Friday, 28th August, 2015 at 11.30 A.M. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020.

Sequence No.	
Folio No./DP Id/ Client ID	
Name and address of the first holder	
Name of the Joint Holder(s)	
No of shares	

.....  
**Full name of the Member (in block letters)**

.....  
**Signature**

.....  
**Full name of the proxy (in block letters)**

.....  
**Signature**

### **ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b>	<b>PAN</b>	<b>DOB</b>	<b>DIVIDEND BANK DETAILS</b>
<b>150723006</b>	Refer Evoting instruction no. (viii)	Refer Evoting instruction no. (viii)	Refer Evoting instruction no. (viii)



**PINC**

bright thinking