



KLM GROUP

NEEDS FINVEST LIMITED

Annual Report 2015

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NEEDS FINVEST LIMITED

D.No.3-4-186, Tobacco Bazar, Lane Behind Mahankali Temple,
Secunderabad, Telangana, 500003

admindvn@klmgroun.in

CIN: U65910TG1997PLC026983

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the members of Needs Finvest Limited will be held at the Registered Office of the Company on Saturday, the 26th September 2015 at 2.00 PM to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the year ended March 31,2015.
3. To appoint a Director in place of Mr.James Joseph Arambankudyil (DIN: 06566906), who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard 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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the resolution passed by the member at the AGM held on 30th September, 2014, the appointment, M/s. Balan & Co., Chartered Accountants, (FRN 00340S), be and is hereby ratified to hold office as the statutory auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2019."

Special Business

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr.Josekutty Xavier (DIN: 02073994), who was appointed as an Additional Director with effect from 02nd December 2014 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company, liable to retire by rotation."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of 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, Mr. George Kuriape (DIN: 02417701), in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013 signifying his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the company to hold the office for period of 5 years not be liable to retire by rotation.”

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of 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, Mr. Reji Kuriakose (DIN: 02168260), in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013 signifying his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the company to hold the office for period of 5 years not be liable to retire by rotation.”

By order of the Board
For Needs Finvest Limited

Place : Kochi
Date: 26.08.2015

Sd/-
Mrs.Biji Shibu
Director
DIN: 06484566

Notes :

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 7 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the

meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
4. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
5. Members/Proxies must bring the original attendance slip sent herewith duly filled in, signed and hand it over at the entrance of the meeting hall.
6. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company .
7. The share transfer books and the Register of Members share remain closed from 04.09.2015 to 11.09.2015 both days inclusive.
8. The board of directors have recommended a dividend @2.50% (Rs.25 paise per Equity share of Rs.10/- Fully paid up) of the paid up capital for the year. If declared at the AGM, the same will be paid to the share holders, whose names are on the Register of Members as on 11.09.2015.

Place: Kochi
Date: 26.08.2015

By order of the Board
For Needs Finvest Limited
Sd/-
Mrs.Biji Shibu
Director
DIN: 06484566

Statement pursuant to Section 102 (1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No: 5

Mr. Josekutty Xavier (DIN: 02073994) was appointed as an Additional Director 02nd December 2014, in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Josekutty Xavier as a candidate for the office of Director of the Company. Mr. Josekutty Xavier, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

The Board feels that presence of Mr. Josekutty Xavier on the Board is desirable and would be beneficial to the company. Keeping in view the above legal requirements and in deference to Company's shareholders' wishes, the Board of Directors have proposed that Mr. Josekutty Xavier be appointed as a Director of the Company.

The Board recommends the resolution set forth in item No. 5 for Members approval.

None of the Directors / Key Managerial Personnel and their relatives, in any way, concerned or interested in the proposed resolution except to the extent of their shareholding.

Item No:6

Mr. George Kuriape (DIN: 02417701), appointed as Additional Director of the company w.e.f. 14.08.2015 holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- from a Member signifying his intention to propose the candidature of Mr. George Kuriape for the office of Directors.

Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years.

Accordingly, the Directors recommend the Resolution for the appointment of Mr. George Kuriape as Independent Director, not liable to retire by rotation, for a period of five years.

The Board recommends the resolution set forth in item No. 6 for Members approval.

None of the Directors / Key Managerial Personnel and their relatives, in any way, concerned or interested in the proposed resolution except to the extent of their shareholding.

Item No:7

Mr. Reji Kuriakose (DIN: 02168260), appointed as Additional Director of the company w.e.f. 14.08.2015 holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing along with a deposit of Rs.1,00,000/-from a Member signifying his intention to propose the candidature of Mr. Reji Kuriakose for the office of Directors.

Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years.

Accordingly, the Directors recommend the Resolution for the appointment of Mr.Reji Kuriakose as Independent Director, not liable to retire by rotation, for a period of five years.

The Board recommends the resolution set forth in item No. 7 for Members approval.

None of the Directors / Key Managerial Personnel and their relatives, in any way, concerned or interested in the proposed resolution except to the extent of their shareholding.

By order of the Board
For Needs Finvest Limited

Sd/-
Mrs.Biji Shibu
Director
DIN: 06484566

Place: Kochi
Date: 26.08.2015

DIRECTORS' REPORT

Dear Member,

Your Directors are delighted to present the Eighteenth Annual Report and Audited Accounts for the financial year ended March 31, 2015.

1. FINANCIAL HIGHLIGHTS

Particulars	Rs.in Lakh	
	2014-2015	2013-2014
Total Revenue	3,14,20,974	40,39,254
Total Expense	2,28,77,163	13,87,896
Profit / (Loss) before tax	85,43,810	26,51,358
Profit / (Loss) after tax	54,14,989	16,51,974

2. STATE OF THE COMPANY'S AFFAIRS

The Company continues to hold the Certificate of Registration granted to the Company by RBI under Section 45-IA of the RBI Act, vide the Certificate of Registration No.B.09.00006, dated 30-12-2007, duly regularized on 26.09.2011. However, the Company is not authorized to accept public deposits and the company should continue to comply with the terms and conditions subject which the Certificate of Registration has been granted.

3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

Your Company has received approval from the Reserve Bank of India for change of management and control of the company vide its letter DNBS (H) CMS/4451/00.00.056/2014-2015, dated June 22, 2015.

4. RESERVES

The Board of Directors has transferred Rs.4,83,739 to General Reserve.

5. DIVIDEND

Your Directors recommend a dividend of 2.50%, subject to the approval of the share holders at the ensuing AGM.

6. NUMBER OF MEETINGS OF THE BOARD

The Board met 15 times on 21.04.2014, 07.04.2014, 02.05.2014, 28.05.2014, 09.06.2014, 30.06.2014, 03.07.2014, 19.07.2014, 11.09.2014, 18.09.2014, 27.09.2014, 08.10.2014, 02.12.2014, 06.12.2014 and 03.02.2015 during the financial year. The intervening gap between two meetings was within the period prescribed by the Companies Act, 2013. Details meeting attended by each director are as follows;

Sl No	Name of director	Category of director	No of meetings Attended
1	Mrs.Biji Shibu	Promoter	15
2	Mr.Varghese Maniyattu Jijo	Promoter	15
3	Mr.James Joseph Arambankudyil	Professional	15
4	Mr.Josekutty Xavier*	Promoter	2
5	Mr.George Kuriape**	Independent	0
6	Mr.Reji Kuriakose**	Independent	0

*Mr.Josekutty Xavier was appointed w.e.f 02.12.2014.

**Mr.George Kuriape and Mr.Reji Kuriakose was appointed w.e.f 14.08.2015

6. DIRECTORS AND KMPS

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr.James Joseph Arambankudyil retires by rotation and being eligible, offers himself for re-appointment. Company has not appointed any KMP during the financial year.

Mr.Josekutty Xavier was appointed as additional director on 02.12.2014.Mr.George Kuriape and Mr. Reji Kuriakose were appointed as Additional Directors by the Board of Directors on 14.08.2015. In accordance with the provisions of Section 161 of the Companies Act, 2013.Mr.Josekutty Xavier, Mr.George Kuriape and Mr. Reji Kuriakose hold office upto the date of the forthcoming Annual General Meeting but are eligible for appointment as Directors. Notices under Section 160 of the Act have been received from a member proposing their appointment as Directors of the Company.

Mr.George Kuriape and Mr. Reji Kuriakose was also appointed as an Independent Director upto (5 years from date of appointment) and satisfies the test of independence as stipulated under Section 149(6) of the Act. The Resolutions seeking approval of the members for appointment of Mr.George Kuriape and Mr. Reji Kuriakose as Director and as Independent Director of the Company forms part of the Notice of AGM.

7. AUDIT COMMITTEE

Audit committee was constituted on 14.08.2015, comprising Mr.Josekutty Xavier (Chairman) Mr. George Kuriape and Mr. Reji Kuriakose in line with the requirements of section 177 of Companies Act, 2013.

8. NOMINATION AND REMUNERATION COMMITTEE

Nomination and remuneration committee has been constituted on 14.08.2015 comprising Mrs.Biji Shibu (Chairman) Mr.George Kuriape and Mr. Reji Kuriakose as members.

9. COMPANY'S POLICY ON DIRECTOR'S, KMPS & OTHER EMPLOYEES APPOINTMENT & REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATION, ATTRIBUTES, INDEPENDENCE, ETC

Based on the recommendation of Nomination and Remuneration Committee (NRC) of the Board, the Board has adopted the Remuneration Policy for Directors, KMP and other Employees. NRC has also formulated the criteria for determining qualifications, positive attributes and independence of director as well as criteria for evaluation of individual Directors and the Board.

10. DISCLOSURE ON REAPPOINTMENT OF INDEPENDENT DIRECTOR

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received declarations from Mr. George Kuriape and Mr. Reji Kuriakose, Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Act.

11. MATERIAL CHANGES AND COMMITMENTS, AFFECTING FINANCIAL POSITION OF THE COMPANY, OCCURRING AFTER BALANCE SHEET DATE

No material changes or events have occurred since the date of the Balance Sheet that could have any effect on the financial position of the Company except allotment of equity shares on private placement basis.

12. RAISING OF ADDITIONAL CAPITAL

Company has raised additional capital during the financial year by way of private placement of equity shares. Company has not issued differential rights, sweat equity, ESOS etc.

13. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANYS OPERATIONS IN FUTURE

During the year under review, no material orders were passed by the Regulators/Courts/Tribunals/impacting the company's going concern and future operations.

14. RISK MANAGEMENT

The Company is engaged in the business of Finance. In the opinion of the Board, there are no foreseeable risks which could impact the existence of the Company or its business operations.

15. CREDIT RATING

The Company has complied with all the regulatory provisions of the Reserve Bank of India applicable to Non-Banking Financial Companies as on March 31, 2015. The Company has not obtained any credit rating during the year under review.

16.SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

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

17.DEPOSITS

The Company has not accepted any deposits during the year under review.

18.EXTRACT OF ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Companies Act,2013, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form No MGT-9 is enclosed as Annexure I to the Report.

19.SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.

20.CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable to the company because the Company is engaged in to finance.

21.PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During 2014-15, the Company has not given any loans to other companies or given guarantees in connection with loan to any other body corporate or made investments in other companies.

22.PARTICULARS OF RELATED PARTY TRANSACTION

There was no related party transaction during the year under review.

23.PARTICULARS OF EMPLOYEES

During the year under review, no employee of the Company was in receipt of remuneration requiring disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24.STATUTORY AUDITORS

It is proposed to reappoint M/s.Balan & Co., Chartered Accountants, Aluva, Ernakulam the present Auditors of the Company for 5 consecutive financial years from 2014-2015 to 2018-2019. M/s.Balan & Co.,Chartered Accountants, Aluva,Ernakulam.Chartered Accountants have pursuant to section 139 of the Companies Act, 2013, given their consent for appointment and furnished a certificate confirming that their appointment would be in accordance with the conditions prescribed in the Act. The Auditors' Report does not contain

25. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a. In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. The Directors have selected such accounting policies and applied them consistently and made judgements 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 March 31, 2015 and of the profit of the Company for the year ended on that date;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere gratitude especially to Bankers, Government Authorities, other statutory authorities, customers, and shareholders. Your Directors also wish to thank all the employees for their co-operation.

For and on behalf of the Board of Directors

Place: Kochi
Date: 26.08.2015

Sd/-
Mrs. Biji Shibu
Director
DIN: 06484566

ANNEXURES TO THE BOARD'S 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 (Management and Administration) Rules, 2014]

I. Registration & Other Details:

i	CIN	U65910TG1997PLC026983
	Registration Date	28/04/1997
iii	Name of the Company	Needs Finvest Limited
iv	Category/Sub-category of the Company	Public Company
v	Address of the Registered office & contact details	D.No.3-4-186, Tobacco Bazar, Lane Behind Mahankali Temple, Secunderabad, Telangana, 500003 adminvn@klmgroun.in
vi	Whether listed company	NA
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	NA

II. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No	Name and Description of the main products/Services	NIC Code of the Product/ service	% to total turnover of the company
1.	Non Banking Financial Services (Lending)	649	100%

III. Particulars of Holding, Subsidiary and Associate Companies – Nil

IV. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

I) Category-wise Shareholding:

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	18,53,300	18,53,300	43.07	-	55,26,300	55,26,300	45.25	2.18
b) Central/State	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)		18,53,300	18,53,300	43.07		55,26,300	55,26,300	45.25	2.18
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Bodies	-	-	-	-	-	-	-	-	-
c) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other....	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	-	18,53,300	18,53,300	43.07	-	55,26,300	55,26,300	45.25	2.18
b. Public Shareholding	-	-	-	-	-	-	-	-	-
1.Institutions	-	-	-	-	-	-	-	-	-
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	-	-	-	-	-	-	-	-
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State									

Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-
f) Insurance Co	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) FVCF	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub total (B) (1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a. Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	24,50,000	24,50,000	56.93	-	66,87,000	66,87,000	54.75	(2.18)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub - Total (B) (2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1) + (B) (2)	-	24,50,000	24,50,000	56.93	-	66,87,000	66,87,000	54.75	(2.18)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	43,03,300	43,03,300	100	-	1,22,13,300	1,22,13,300	100	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		
		No. of Shares	% of Total Shares of the company	No. of Shares	% of total Shares of the company	% change in share holding during the year
1.	Baby Mathew	-	-	7,60,000	6.22	6.22
2.	Lissy Ittoop	-	-	7,20,000	5.90	5.90
3.	Jose Sebastian	4,00,000	9.30	6,80,000	5.57	(3.73)

4	Ittoop K O	-	-	6,80,000	5.57	5.57
5	Shibu Theckumpuram	-	-	5,30,000	4.34	4.34
6	Unni S Kappen	2,95,000	6.86	2,95,000	2.42	(4.44)
7	Aleena James	2,55,000	5.93	2,55,000	2.09	(3.84)
8	Sebastian C Kappen	2,50,000	5.81	2,50,000	2.05	(3.76)
9	Biji Shibu	2,00,300	4.65	3,60,300	2.95	(1.7)
10	Aleyamma Varghese	1,88,000	4.37	7,08,000	5.80	1.43
11	Bindu Peeyus	72,000	1.67	72,000	0.59	(1.08)
12	Simi Jijo	59,000	1.37	59,000	0.48	(.89)
13	Princy Josekutty	47,000	1.09	47,000	0.38	(.71)
14	Jijo M Varghese	47,000	1.09	70,000	0.57	(.52)
15	Ann Jose	40,000	0.93	40,000	0.33	(.60)

(III) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of total Shares of the company
1	Joby George	10,00,000	23.24	10,00,000	8.19
2	George Jacob A K/Majie George	-	-	7,00,000	5.73
3	Devassy Varuthunni	-	-	4,00,000	3.28
4	Mercy Sebastian	2,00,000	4.65	2,00,000	1.64
5	Sangeetha T Nair	2,00,000	4.65	2,00,000	1.64
6	Sybi Varghese	-	-	2,00,000	1.64
7	Shinto Thomas	-	-	2,00,000	1.64
8	Jolly P Varghese	-	-	2,00,000	1.64
9	P J George	-	-	1,70,000	1.39
10	Kuriakose K P	1,00,000	2.32	1,00,000	0.82

(IV) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Name of the Shareholder	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	Biji Shibu	2,00,300	4.65	3,60,300	2.95
2	Jijo M Varghese	47,000	1.09	70,000	.57
3	Josekutty Xavier	-	-	-	-
4	James Joseph Arambankudyil	-	-	-	-

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	26,00,000	NIL	26,00,000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	26,00,000	NIL	26,00,000
Change in Indebtedness during the financial year				
<input type="checkbox"/> Addition	NIL	2,80,20,000	NIL	2,80,20,000
<input type="checkbox"/> Reduction				
Net Change		2,80,20,000	NIL	2,80,20,000
Indebtedness at the end of the financial year				
I) Principal Amount	NIL	3,06,20,000	NIL	3,06,20,000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	3,06,20,000	NIL	3,06,20,000

(VI) Penalties / Punishment / Compounding of offences : NIL

To the Members of

NEEDS FINVEST LIMITED

Secunderabad

Report on the Financial Statements

We have audited the accompanying financial statements of **Needs Finvest 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 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 the 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 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 there under.

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

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2015;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company 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 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 including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Balan & Co.,**
Chartered Accountants
(FRN 000340 S)

Sd/-
P. Mohandas FCA
Partner (M.No. 021262)

Aluva
29th June 2015

ANNEXURE REFERRED TO IN PARAGRAPH 5(1) OF OUR REPORT OF EVEN DATE TO THE SHAREHOLDERS OF NEEDS FINVEST LIMITED.

1. a) The company has maintained requisite records showing required particulars including quantitative details and situation of its fixed assets.
b) According to the information and explanation given to us by the management of the company, most of the fixed assets of the company have been physically verified by the management during the year and the intervals of such verification had also been reasonable.
2. In our opinion and according to the information and explanations given to us, the nature of the Company's business is such that it is not required to hold any inventories. Therefore the provisions of paragraph 3(ii) of the order is not applicable.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and its nature of business with regard to purchases, fixed assets and sales. During our course of audit, no major weakness was noticed by us in the existing internal control system in vogue.
5. With regard to the deposits accepted from the public, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed there under wherever applicable.
6. We have been informed by the management that the maintenance of cost records has not been prescribed by the Central Govt. under section (1) of section 148 of the Companies Act, 2013.
7. According to information and explanations given to us and on the basis of our examination of the records of the company, amount deducted/accrued in the books of account in respect of the undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, excise duty, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authority.

a) According to information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax cess, excise duty and other material dues were in arrears as at 31st March, 2015 for a period more than six months from the date the same became payable.
b) According to information and explanations given to us, no disputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax cess, excise duty and other material dues were in arrears as at 31st March, 2015 for a period more than six months from the date the same became payable.

c) According to information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

8. The Company does not have any accumulated losses at the end of the financial year. It has not incurred cash losses in such financial year and in the financial year immediately preceding such financial year
9. As observed by us and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to its financial institution or bank during the year under audit.
10. As per the information and explanations given to us, the company has not given any guarantee for loans taken by others from any bank or financial institutions. Hence, reporting on terms and conditions of any such guarantee is irrelevant to our reporting.
11. As observed by us, the company has no Term Loans outstanding during the year;
12. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year under audit and even upto the date of our audit.
13. According to the books and records as produced and examined by us in accordance with Generally Accepted Auditing Practices in India and also based on management representations, undisputed statutory dues in respect of provident fund, employee state insurance, income tax, wealth tax, service tax, sales tax, value added tax, excise duty, cess and other material statutory dues have generally been regularly deposited by the company subject to certain exceptions during the year with the appropriate authorities in India.

For **Balan & Co.,**
Chartered Accountants
(FRN 000340 S)

Sd/-
P. Mohandas FCA
Partner (M. No. 021262)

Aluva
29th June, 2015

NEEDS FINVEST LIMITED
Annual Report 2014-15

Balance Sheet as at 31st March, 2015

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	122,133,000	43,033,000
(b) Reserves and Surplus	4	23,889,916	7,034,049
(c) Money received against share warrants			
(2) Share application money pending allotment		12,430,000	1,125,000
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	30,620,000	2,600,000
(b) Deferred tax liabilities (Net)	6	-	33,068
(c) Other Long term liabilities		-	-
(d) Long term provisions	7	1,724,654	68,868
(4) Current Liabilities			
(a) Short-term borrowings			-
(b) Trade payables		-	
(c) Other current liabilities	8	1,406,701	56,180
(d) Short-term provisions	9	1,071,290	741,966
Total		193,275,561	54,692,131
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	10	9,332,238	584,504
(ii) Intangible assets		1,182,434	180,305
(iii) Capital work-in-progress		-	
(iv) Intangible assets under development		-	
(b) Non-current investments			
(c) Deferred Tax Asset (Net)	11	509,400	
(d) Long term loans and advances- Financing Activity	12	29,718,361	9,167,145
(e) Long term loans and advances	13	2,395,000	-
(f) Other non-current assets		-	-

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
(2) Current assets			
(a) Current investments		-	
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	14	61,360,131	25,576,799
(e) Short-term loans and advances - Financing Activity	12	83,848,175	18,380,020
(e) Short-term loans and advances	15	396,458	-
(f) Other current assets	16	4,533,363	803,358
Total		193,275,561	54,692,131
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For **Balan & Co.**
Chartered Accountants

sd/-
P.Mohandas, FCA
Partner (M.No.21262)

Aluva
29.06.2015

For and on behalf of the Board:

sd/-
Biji Shibu
Director
sd/-
Varghese Maniyattu Jijo
Director

sd/-
James Joseph Arambankudyil
Director

Kaloor
29.06.2015

Profit and Loss statement for the year
ended 31st March, 2015

Particulars	Note No.	2014-15	2013-14
<u>Income:</u>			
Revenue from operations	17	31,387,548	4,033,096
Other Income	18	33,426	6,158
Total Revenue		31,420,974	4,039,254
<u>Expenses:</u>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories		-	-
Employee benefit expenses	19	4,279,782	313,011
Financial costs	20	1,181,903	-
Depreciation and amortization expense	21	1,839,206	19,092
Other expenses	22	15,576,273	1,055,793
Total Expenses		22,877,163	1,387,896
Profit before tax and Extra ordinary Items		8,543,810	2,651,358
Tax expense:			
(1) Income Tax		3,671,290	966,966
(2) Deferred Tax		(542,468)	33,068
(3) Wealth Tax		-	-
Extraordinary item:			
Excess Provision for Taxation			650
Profit/(Loss) for the period		5,414,989	1,651,974
Earnings per equity share Basic and diluted (Face value of 10 each)	23	0.71	0.77
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For **Balan & Co.**
Chartered Accountants

sd/-
P.Mohandas, FCA
Partner (M.No.21262)

Aluva
29.06.2015

For and on behalf of the Board:

sd/-
Biji Shibu
Director

sd/-
Varghese Maniyattu Jijo
Director

sd/-
James Joseph Arambankudyil
Director

Kaloor
29.06.2015

INDIRECT METHOD CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH 2015				
PARTICULARS	2014-15		2013-14	
	RS	RS	RS	RS
CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit Before Tax	85,43,810		26,51,358	
Adjustments for :				
Depreciation	18,39,206		19,091	
Interest Debited in P & L	11,05,730		-	
Provision for Standard asset	1,81,755		68,868	
NPA provision	14,74,031		-	
Operating Profit before Working Capital Changes	1,31,44,533		27,39,318	
Increase in Inventories	-		(10,000)	
Increase in Short-term loans and advances	(3,96,458)		(2,75,67,815)	
Increase in Other current liabilities	13,50,521		56,180	
Increase in Other current assets	(37,30,005)		(7,93,358)	
Cash Generated from Operations	1,03,68,591		(2,55,75,675)	
Excess Provision W/off			650	
Income Tax Paid	(33,41,966)		(2,05,000)	
<i>Net Cash From Operating Activities</i>		70,26,625		2,57,80,025
CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	(1,02,91,702)		(6,03,596)	
Purchase of Intangible Assets	(12,97,738)		(1,80,305)	
Share Issued	7,91,00,000		3,54,50,000	
Share Premium	1,14,41,250		44,31,250	
Increase in Share Money	1,13,05,000		11,25,000	
Increase in Long term Borrowings	2,80,20,000		26,00,000	
Increase in Long term loans and advances	(23,95,000)		-	
<i>Net Cash From Investing Activities</i>		11,58,81,810		4,28,22,349
CASH FLOW FROM FINANCING ACTIVITIES:				
Interest Paid	(11,05,730)		-	
Increase in Long term borrowings	(2,05,51,216)		-	
Increase in Short term borrowings	(6,54,68,155)		-	
<i>Net Cash From Financing Activities</i>		(8,71,25,102)		-
NET INCREASE / DECREASE IN CASH AND CASH EQVALENTS		3,57,83,333		1,70,42,324
OPENING CASH AND CASH EQVALENTS		2,55,76,799		85,34,475
CLOSING CASH AND CASH EQVALENTS		6,13,60,132		2,55,76,799
		6,13,60,131		2,55,76,799

1. COMPANY INFORMATION

The Company is a systemically important Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India (RBI) under section 45-IA of the Reserve Bank of India Act, 1934 and primarily engaged in lending and related activities. The Company has received the certificate of registration on 13/12/1997, enabling the Company to carry on business as Non-Banking Financial Company.

The Company offers broad suite of lending and other financial products such as mortgage loan, gold loan, loan against securities.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013(to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

Prudential norms: The Company Complies all the material aspect, with the prudential norms relating to the income recognition , asset classification and provisioning for bad and doubtful debts and other matters ,specified in the direction issued by the Reserve Bank of India in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 ("RBI Directions, 2007) ,as applicable to the company.

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

2.2. Uses of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, employee benefits, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment.

Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise

2.3. Revenue recognition

(i) Interest Income: Interest income is recognised as it accrues on the time proportionate basis taking into account the amount outstanding and the rate applicable except in the case of Nonperforming asset (NPA) where it is accounted, upon realisation.

Income from other financing activities and services is recognised on accrual basis

(ii) Other Income: In respect of the other heads of income, the Company accounts the same on accrual basis.

2.4. Tangible assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation and accumulated impairment losses if any. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The cost of fixed assets comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use.

Tangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long Term Loans & Advances.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the Written down value, as to write-off the cost of the assets over the useful lives prescribed under Schedule II to the Companies Act, 2013.

2.5. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

2.6. Depreciation and Amortisation

Depreciation on tangible fixed assets is provided using the Written down value Method based on the useful life of the asset and is charged to the Statement of Profit and Loss in the manner prescribed in Schedule II to the Companies Act, 2013.

Intangible Assets are amortised on a Straight Line basis over the estimated useful economic life. Computer Software which is not an integral part of the related hardware is classified as an intangible asset, and amortised over a period of five years, being its estimated useful life.

2.7. Impairment

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on written down value basis over its remaining useful life.

2.8. Investments

Investments are classified into current and non-current investments. Investments that are readily realisable and are 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 long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Investment in subsidiary company is stated at cost.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.9. Employee Benefits

Short Term Employee Benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense)

Post-employment benefits:

1. Defined contribution plans: Defined contribution plans are employee state insurance scheme and employee pension scheme all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans are recognised in the Statement of Profit and Loss in the financial year to which they relate.

2. Defined benefit plans: Eligible Employees receives benefit from the provided fund, which is a defined benefit plan. Both the employee and company make monthly contribution to provided fund plan equal to a specified percentage of covered employee's salary.

The Company makes specified monthly contributions towards to the government administrated pension fund. The Company has no obligation other than the contribution payable to provident fund authorities.

2.10. Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

2.11. Income taxes

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities using the applicable tax rates and tax laws.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date for any write down, as considered appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12. Cash and Cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, term deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

2.13. Earnings per share

The basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.14. Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions .These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements

NEEDS FINVEST LIMITED
Annual Report 2014-15

Notes on Financial Statements for the year ended 31st March 2015

Note - 3
SHARE CAPITAL

Particulars	March 31,2015	March 31,2014
(a) Authorised 15000000 (March 31, 2014: 8000000) equity shares of Rs. 10 each	150,000,000	80,000,000
50000 (March 31, 2014: 20000) preference shares of Rs. 1000 each	50,000,000	20,000,000
(b) Issued, Subscribed & Fully Paid Up 12213300 (March 31, 2014: 4303300) Equity Shares of Rs. 10 each	122,133,000	<i>43,033,000</i>
TOTAL	122,133,000	43,033,000

I. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	March 31,2015		March 31,2014	
	No .	Amount	No .	Amount
No:of shares at the beginning of the year	4,303,300	43,033,000	758300	7,583,000
Issued During the year				
Rights Issue	7,910,000	79,100,000	3545000	35,450,000
Bonus Issue			-	-
Less: shares bought back				
Outstanding at the end of the year	12,213,300	122,133,000	4,303,300	43,033,000

ii. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii.Details of Shareholders holding more than 5% Shares

Name of shareholder	March 31,2015		March 31,2014	
	No: of shares	% of Holding	No: of shares	% of Holding
Equity shares of 10 each fully paid				
Joby George	1000000	8.19%	1000000	23.24%
Jose Sebastian	680000	5.57%	400000	9.30%
Unni S Kappen	295000	2.42%	295000	6.86%
Aleena James	255000	2.09%	255000	5.93%
Sebastian C Kappen	250000	2.05%	250000	5.81%
Biji Shibu	360300	2.95%	200300	4.65%
Aliyamma Varghese	708000	5.80%	188000	4.37%
Lissy Ittoop	720000	5.90%	0	0.00%
Ittoop K O	680000	5.57%	0	0.00%
George Jacob A K/ Majie George	700000	5.73%	0	0.00%
Baby Mathew	760000	6.22%	0	0.00%

Note - 4

RESERVES & SURPLUS

Reserves and Surplus	March 31,2015	March 31,2014
Statutory Reserve		
Amount as per Last Balance Sheet	1,298,500	968,500
(+) Addtions/ transfers during the Year	1,083,000	330,000
Closing Balance	2,381,500	1,298,500
Share Premium Account:		
As Per last balance sheet	4,431,250	-
(+) Addtions during the Year	11,441,250	4,431,250
	15,872,500	4,431,250
General Reserve		
Amount as per Last Balance Sheet	408,000	408,000
(+) Addtions/ transfers during the Year	-	-
Closing Balance	408,000	408,000
Surplus		
Balance as per last financial statements	896,299	(425,675)
(+) Net profit/(net loss) for the current year	5,414,989	1,651,974
(-) Transfer to Statutory Reserve	1,083,000	330,000
(-) Allotment of bonus shares	-	-
(-) Adjustment relating to Fixed Assets (Refer Note No. 10.1)	372	-
Balance as at the end of the year	5,227,916	896,299
TOTAL	23,889,916	7,034,049

Note - 5**LONG TERM BORROWINGS**

Particulars	March 31,2015	<i>March 31,2014</i>
UNSECURED From Directors	30,620,000	2,600,000
Net Deferred Tax Liability / (Asset)	30,620,000	2,600,000

Note - 6
DEFERRED TAX (LIABILITY) / ASSET :

Particulars	March 31,2015	<i>March 31,2014</i>
Deferred Tax Liability Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	-	33,068
Net Deferred Tax Liability / (Asset)	-	33,068

Note - 7**LONG TERM PROVISIONS**

Particulars	March 31,2015	<i>March 31,2014</i>
Contingent Provision against Standard Assets	250,623	68,868
Contingent Provision for NPA on Gold] Loan & Personal Loan	1,466,879	-
Contingent Provision for NPA on Hire Purchase	7,153	-
Net Deferred Tax Liability / (Asset)	1,724,654	68,868

Note - 8**OTHER CURRENT LIABILITIES**

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Current maturities of long-term debt	-	-
(b) Other payables		
(I) Statutory remittances (Refer note(i) below)	226,194	-
(ii) Salaries and Wages Payable		-
(iii) Expenses Payable	1,109,157	56,180
(iv) Others(Suspense loan collection)	71,350	-
TOTAL	1,406,701	56,180

(I) Statutory dues includes provident fund, employees state insurance, professional tax, withholding taxes and indirect tax payable

Note - 9
SHORT TERM PROVISIONS :

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Provision for employee benefits:	-	-
(b) Provision - Others:		
(I) Provision for Income Tax (Refer note(i) below)	1,071,290	741,966
TOTAL	1,071,290	741,966

(i) Net of Advance Tax Rs. 26,00,000 P.Y Advance Tax Rs.2,25,000)

Note - 11
DEFERRED TAX (LIABILITY) / ASSET :

Particulars	March 31,2015	<i>March 31,2014</i>
Deferred Tax Assets		
Others	561,310	-
Deferred Tax Liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	(51,910)	-
Net Deffered Tax (Liability) / Asset	509,400	-

Note - 12
Loans And Advances- Financing Activities

Particulars	March 31,2015	<i>March 31,2014</i>
NON CURRENT		
Secured, considered good		
Gold Loan	699,683	3,121,451
Hire Purchase Loan	4,366,235	1,395,265
Personal Loan	21,451,622	2,571,230
Business Loan	3,200,821	2,079,199
	29,718,361	9,167,145
CURRENT		
Secured, considered good		
Gold Loan	58,359,392	14,587,990
Hire Purchase Loan	1,071,850	889,560
Personal Loan	21,685,528	1,536,580
Business Loan	2,731,405	1,365,890
	83,848,175	18,380,020
TOTAL	227,133,073	55,094,330

Note-10 Fixed Asset Schedule

Particulars	Gross Block			Acc Depre					Net Block		
	As on 01.04.2014	Additions	Deletions	As on 31.03.2015	As on 01.04.2014	Additions	Deletions	Tfr Reserves	As on 31.03.2015	As on 31.03.2015	As on 31.03.2014
TangibleAssets											
Computers and data processing units	1,31,651	13,07,901		14,39,552	289	3,26,161		144	3,26,594	11,12,958	1,31,362
Electrical Installations and Equipment	1,48,250	14,10,094		15,58,344	2,621	1,91,546		73	1,94,240	13,64,104	1,45,629
Furniture and fittings	3,12,000	60,04,913		63,16,913	4,487	7,02,369		155	7,07,010	56,09,903	3,07,513
Office Equipments	-	15,68,794		15,68,794	-	3,23,521		-	3,23,521	12,45,273	-
Total	5,91,901	1,02,91,702	-	1,08,83,603	7,397	15,43,597	-	372	15,51,366	93,32,238	5,84,504
IntangibleAssets											
Compuer Software	1,92,000	12,97,738		14,89,738	11,695	2,95,609			3,07,304	11,82,434	1,80,305
Total	7,83,901	1,15,89,440	-	1,23,73,341	19,092	18,39,206	-	372	18,58,669	1,05,14,672	7,64,809

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated/ amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit & Loss Account amounting to Rs.372

Note - 13
Loans And Advances

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Security Deposits Unsecured, considered good	2,395,000	-
TOTAL	2,395,000	-

Note - 14
CASH AND BANK BALANCES :

Particulars	March 31,2015	<i>March 31,2014</i>
Cash and Cash Equivalents		
(a) Cash in hand	946,932	3,983,554
(b) Balance with banks		
(i) In Current Accounts	60,413,200	21,593,245
	61,360,131	25,576,799
Other Bank Balances		
(i) In Deposit Accounts	-	-
(ii) In Earmarked Accounts	-	-
TOTAL	61,360,131	<i>25,576,799</i>

Note - 15
SHORT TERM LOANS AND ADVANCES :

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Loans and advances to employees	276,896	-
(b) Loans and advances	100,000	-
© Balances with government authorities Unsecured, considered good	0	-
(d) Others	19,562	-
TOTAL	396,458	-

Advances recoverable in cash or in kind or for value to be received

Note - 16**OTHER CURRENT ASSETS :**

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Accruals Interest accrued on deposits/Securities	-	-
(b) Others Stock of Stationery Interest Receivable	12,500 4,520,863	10,000 793,358
TOTAL	4,533,363	803,358

Note - 17**REVENUE FROM OPERATIONS :**

Particulars	March 31,2015	<i>March 31,2014</i>
Finance Charges Interest on Gold Loan Personal Loan Interest BusinessLoan Interest	671,145 9,095,873 18,544,287 3,076,243	183,500 1,360,951 1,586,610 902,035
TOTAL	31,387,548	4,033,096

Note - 18**OTHER INCOME :**

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Interest Income	-	-
(b) Other non-operating income (net of expenses directly attributable to such income) Notice Charge	33,426	6,158
TOTAL	33,426	6,158

Note - 19**EMPLOYEE BENEFIT EXPENSES**

Particulars	March 31,2015	<i>March 31,2014</i>
Salaries & Wages Contributions to provident and other funds	4,252,622 27,160	313,011 -
TOTAL	4,279,782	313,011

Note-20**FINANCE COST :**

Particulars	March 31,2015	<i>March 31,2014</i>
(a) Interest expense on : (I) Borrowings Interest on Directors Deposits (ii) Others Interest on delayed payment of income tax	1,105,730 76,173	0 -
TOTAL	1,181,903	-

Note-21**DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	March 31,2015	<i>March 31,2014</i>
Depreciation. Amortisation	1,839,206 -	19,091
TOTAL	1,839,206	19,091

Note-22**OTHER EXPENSES :**

Particulars	March 31,2015	<i>March 31,2014</i>
Advertisement	3,520,049	5,380
Audit fee	114,000	86,180
Bad Debt	18,083	-
Board Meeting Expenses	14,000	-
Business Promotion	429,517	-
Collection Expenses	190,688	400
Canvassing Expenses	152,223	-
Celebration Expense	49,158	2,283
Computer Expenses	334,159	-
Discount on Prompt Payment	189,000	-
Donation	78,810	-
Electricity charges & Water charges	353,577	10,825
Inaugural Expense	210,076	-
Incentive	573,492	74,475
Insurance charges	83,148	20,338
Interest & Bank charges	84,049	7,446
Interest for share money	55,598	-
Legal Expense	34,047	-
Staff Training Expense	118,659	-
Miscellaneous Expense	5,049	-
Newspaper & Periodicals	8,846	-
Office Expense	945,870	45,605
Postage	81,210	1,553
Printing & Stationery	1,527,364	82,497
Professional Fee	161,379	33,708
Provision for Standard assets	181,755	68,868
Provison for NPA	1,474,031	-
Rates & Taxes	29,600	-
Refreshments	825,350	-
Repairs and Maintenance	123,158	-
Rent	1,435,640	-
ROC Filing Charge	999,800	599,000
Software Expense	40,000	-
Telephone charges	368,910	10,950
Travelling expenses	765,978	6,285
TOTAL	15,576,273	1,055,793

Note - 22.1

Payment to the auditors comprises :	March 31,2015	<i>March 31,2014</i>
As auditors - statutory audit	68,400	33,710
For taxation matters	45,600	22,470
For other services	-	-
TOTAL	114,000	56,180

Note - 23**Earnings per share (basic & diluted) :**

Particulars	March 31,2015	<i>March 31,2014</i>
Profit after tax	5,414,989	1,651,974
Weighted average number of shares	7,592,360	2,144,176
Nominal value of shares (Rs.)	10	10
Basic and diluted earnings per share (Rs.)	0.71	0.77

Note - 24**Related party transactions :**

Details of Related Parties :

Description of Relationship	Names of Related Parties
Associates Key Management Personnel	Biji Shibu Varghese Maniyattu Jijo James Joseph Arambankudyil Josekutty Xavier
Relatives of KMP	Shibu Thekkumpuram
Entities in which KMP / Relatives of KMP can exercise significant influence	KLM Fincorp Ltd KMLM Financial services Ltd KMLM Chits India Ltd.

Details of Related Party Transactions :

Particulars	KMP	Entities in which KMP / Relatives of KMP can exercise significant influence	Relatives of KMP	Total
Deposits Accepted During The Year			30,020,000	30,020,000
Deposits Withdrawn During The Year			2,000,000	2,000,000
Interest Paid			1,105,730	1,105,730
Remuneration Paid			600,000	600,000

Note: Figures in italics relates to the previous year

In terms of our report attached. For Balan & Co. Chartered Accountants (FRN 000340S) sd/- P.Mohandas, FCA Partner (M.No.21262) Aluva 29.06.2015	For and on behalf of the Board: sd/- Biji Shibu Director sd/- Varghese Maniyattu Jijo Director sd/- James Joseph Arambankudyil Director Kaloor 29.06.2015
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NEEDS FINVEST LIMITED

Regd Off: D.No.3-4-186, Tobacco Bazar, Lane Behind Mahankali Temple, Secunderabad, Telangana – 500003

Ph: 0484 2409197, 2409940, email: admin@klmggroup.in

CIN: U65910TG1997PLC026983

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No./ Client ID :	

I/ We being the member(s) of, shares of the above named company, hereby appoint

1.Name:.....

Address:.....

Email ID:.....

Signature:....., or failing him/ her

2.Name:.....

Address:.....

E-mail ID:

Signature:....., or failing him/ her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the Company to be held on Saturday, September 26, 2015, at 2.00 P.M. at the Registered Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Balance Sheet of the Company as on 31st March 2015 and the Profit and Loss Account for the year ended on that date together with Auditor's and Directors' Report thereon.
2. To declare dividend for the year ended March 31, 2015
3. To appoint a director in place of Mr. James Joseph Arambankudyil (DIN: 06566906) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.
5. To appoint Mr. Josekutty Xavier (DIN: 02073994) as Director
6. To appoint Mr. George Kuriape (DIN: 02417701), as Independent Director.
7. To appoint Mr. Reji Kuriakose (DIN: 02168260), as independent Director.

Signed this.....day of.....2015

Affix
Re. 1/-
Revenue
Stamp

Signature of Share Holder:.....

Signature of Proxy holder(s):.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

NEEDS FINVEST LIMITED

**Regd Off: D.No.3-4-186, Tobacco Bazar, Lane Behind Mahankali Temple,
Secunderabad, Telangana – 500003
CIN: U65910TG1997PLC026983**

ATTENDANCE SLIP

Folio No.:	Representing no. of Shares:
Attending as Share Holder/ Proxy:	

I hereby record my presence at the 18th Annual General Meeting of the Company to be held at the Registered Office of the Company on Saturday, September 26, 2015, at 2.00 P.M. and at any adjournment thereof.

Name of the Share Holder/ Proxy
(IN BLOCK LETTERS)

.....
Signature of the Share Holder/ Proxy

Notes: Please fill the admission slip and hand it over at the entrance of the hall.
Please strike out whichever is not applicable.

NEEDS FINVEST LIMITED

Regd Off: D.No.3-4-186, Tobacco Bazar, Lane Behind Mahankali Temple, Secunderabad, Telangana – 500003

CIN: U65910TG1997PLC026983

Dear Sir/Madam

Pursuant to the green initiative in the Corporate Governance initiated by the Ministry of Corporate Affairs, our company has proposed to send the Notice / Annual Report / documents through electronic mode to the shareholders.

This, you will appreciate, would facilitate fast, secured communication and contribute towards improved environment.

Shareholders, who are holding the shares in Physical Form, are requested to send the following details to our Company for sending the future communication through Email

Name of the Shareholder	
Folio Number	
Email ID	
Mobile Number	
PAN	

In case you wish to get the Hard copies of Notices/Documents/Reports, you need not send the above details. Company will send the Notices/Documents/Reports to the Registered address of the shareholders.