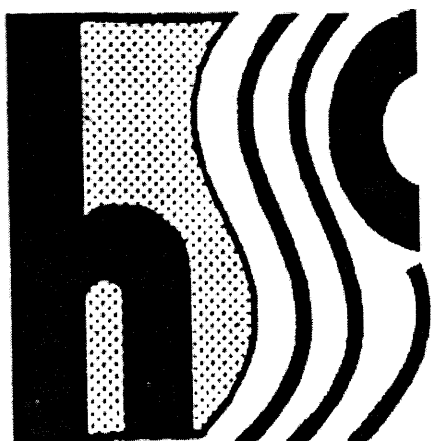


HIND SECURITIES & CREDITS LIMITED

19th ANNUAL REPORT
2011-2012



Hind Securities & Credits Limited
D-13/25, Sector – 8, Rohini, New Delhi - 110085

HIND SECURITIES & CREDITS LIMITED
Registered Office: D-13/25, Sector-8, Rohini, New Delhi - 110085

NOTICE

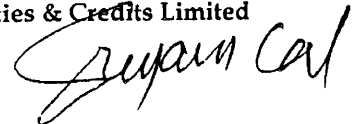
Notice is hereby given that the Annual General Meeting of the members of the Company will be held on the Saturday, 29th day of September, 2012 at 10:00 A.M. at the Registered Office of the Company at D-13/25, Sector-8, Rohini, New Delhi - 110085, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director, in place of Mr. Ajay Kumar Jha, who retires by rotation and, being eligible, offer himself for re-appointment.
3. To appoint a Director, in place of Mr. Jagdish Rai Bansal, who retires by rotation and, being eligible, offer himself for re-appointment.
4. To reappoint Auditors and to fix their remuneration and, in this connection, to consider and if deemed fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Mohan Aggarwal & Associates, Chartered Accountants, the retiring Auditors of the company be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

**By Order of the Board
For Hind Securities & Credits Limited**



Date: May 21, 2012
Place: Delhi


Shyam Lal Bansal
Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, SUCH A PROXY NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULE TIME OF THE MEETING.**
2. Only registered Members carrying attendance slips and holders of valid proxies registered with the Company will be permitted to attend the meeting.
3. The Members are requested to :
 - a) Intimate to the Company changes, if any, in their registered address at an early date.
 - b) Quote ledger folio number in all their correspondence.
 - c) Bring their copy of the Annual Report and the attendance slips with them at the Annual General Meeting.
4. Members are requested to intimate their queries, if any, relating to the accounts or any other matters at least seven days in advance of the meeting so that the information can be made readily available and furnished at the meeting.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the company on all working days of the company between 10:00 a.m. to 1:00 p.m. upto the date of the Annual General Meeting.
6. Members are informed that 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.
7. With a view to serving the Members better and for administrative convenience, an attempt has been made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
8. Members can avail of the nomination facility by filing Form 2- B, as prescribed under the Companies (Central Government) General Rules & Forms, 1956, with the Company. Blank forms will be supplied on request.
9. As per Section 53 of the Companies Act, 1956, which provides for service of documents under 'Certificate of Posting' as one of the accepted mode of service, whereas the Department of Posts has recently discontinued the postal facility under 'Certificate of Posting' vide their letter dated February 23, 2011. The Information Technology Act, 2000 also permits service of documents etc., in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no. 17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode provided the

would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode provided the Company has obtained email addresses of its members for sending the notice / documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company. In view of the above, the Company requests all its shareholders to kindly provide their email addresses along with client ID / folio no. and number of shares as reference to the following email addresses with Subject as "Hind Securities & Credits Limited - Member Email ID" at 'lancersatish@gmail.com'

By Order of the Board
For Hind Securities & Credits Limited



Shyam Lal Bansal
Director

Date: May 21, 2012
Place: Delhi

Directors' Report

Dear Shareholders,

Your Directors have great pleasure in presenting the Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 2012.

FINANCIAL RESULTS

Financial results of the Company for the year under review are summarized as below:

| Particulars | (in Rupees) | |
|--|-----------------------|-----------------------|
| | Year ended 31.03.2012 | Year ended 31.03.2011 |
| Total Income | 21,721,323 | 54,000,596 |
| Less: Total Expenditure | 24,606,205 | 62,627,022 |
| Profit / Loss before Tax | (2,884,882) | (8,626,426) |
| Less: Tax Expense | | - |
| Current Tax | - | - |
| Deffered Tax | (3,556,7775) | - |
| Net Profit after Tax | 671,892 | (8,626,426) |
| Add: Previous year adjustments | - | 15492 |
| Net Profit / Loss after tax and previous year adjustments | 671,892 | (8,641,918) |

PERFORMANCE REVIEW

During the year under review, the Company has incurred a net profit after depreciation and tax of Rs. 671,892/- as compared to the net loss after depreciation & tax of Rs. (8,641,918)/- in the previous year. Your directors expect that the initiatives undertaken will result in improvement in financial results in the coming years. The details of financial performance of the company are appearing in the Balance Sheet and Profit & Loss account for the year.

AMOUNT TRANSFERRED TO RESERVES

During the year under review, the company has not transferred any amount to the reserves of the company.

DIVIDEND

Your directors express their inability to recommend any dividend in view of insufficient funds during the year under review.

OPERATIONS

Your Company continues to take effective steps in broad-basing its range of activities. The performance of the Company during the period under review has been satisfactory.

FUTURE OUTLOOK

In the current year, your directors are putting up efforts and it is hoped that the company will do better and will be in a position to earn higher profit and leading to that will be able to declare dividend.

DIRECTORS

Mr. Ajay Kumar Jha and Mr. Jagdish Rai Bansal retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

They have vast experience of Management and operations. They have served our board with their valuable knowledge. With their rich business experience and extensive contacts in business circles, Mr. Ajay Kumar Jha and Mr. Jagdish Rai Bansal had contributed immensely to the growth of the company.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- c) that 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;
- d) that the directors had prepared the annual accounts for the financial year ended 31st March, 2012 on going concern basis.

CORPORATE GOVERNANCE

The Company has complied with the basic mandatory provision of the Corporate Governance as prescribed in the Clause 49 of the Listing Agreement with the stock Exchanges. A detailed report on the Corporate Governance is given in a separate section in this Annual Report.

COMPLIANCE OFFICER

As per the requirement of the Listing Agreement with the Stock Exchange, Mr. Jagdish Rai Bansal, director of the company, acts as the Compliance officer of the Company.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors comprises of 3 directors namely Jagdish Rai Bansal, Mr. Ajay Kumar Jha and Mr. Lalit Jain. The committee oversees the company's financial information, review the quarterly/ half yearly/annual financial statements before they are submitted to the Board of Directors and performs such other function as are to it by the terms of its reference.

AUDITORS

M/s. Mohan Aggarwal & Associates, Chartered Accountants, who are Statutory Auditors of the Company hold office up to the conclusion of the ensuing Annual General Meeting and confirmed their eligibility and willingness to accept the office of the Statutory Auditor, if re-appointed. The Board recommends their re-appointment to audit the accounts of the Company for the financial year 2012-13.

AUDITORS' REPORT

The observations in the Auditors' Report are dealt with in the notes forming part of accounts at appropriate places and the same being self explanatory, no further comment is considered necessary.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

As per NBFC Guidelines issued by the Reserve Bank of India, the Board of Directors has passed the required resolution dated April 4, 2012 confirming that the Company has neither accepted any public deposits and nor does it intend to do so in the coming year 2012-2013.

PARTICULARS OF EMPLOYEES

None of the employee drew remuneration of Rs. 6,000,000/- or more per annum or Rs. 500,000/- per month during the financial year 2011-2012. This information is furnished with respect to Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of the Employees) Rules, 1975 forming part of the Directors' Report.

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

CONSERVATION OF ENERGY

Particulars with respect to conservation of energy as per Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to our company.

However the company has made sufficient efforts to conserve the energy.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earnings and outgo in the Company are as follows:
Foreign Exchange Earnings: NIL
Foreign Exchange Outgo : NIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis Report is attached herewith.

MATERIAL CHANGES

There are no material changes and commitments, affecting the financial position of the Company between the end of the financial year of your Company and the date of the Directors' Report.

SECRETARIAL COMPLIANCE CERTIFICATE

According to the proviso to Sub-Section (1) of section 383A of the Companies Act, 1956, every company not required to employ a whole time secretary and having a paid up Capital of Rs. 10,00,000 or more below Rs. 5,00,00,000 must attach to the board's report a Compliance Certificate from a Secretary in whole time practice as to whether the provision of the Act have been complied or not.

Compliance Certificate is attached as an annexure.

LISTING OF SHARES

The shares of the company are listed on Delhi Stock Exchange Limited. With the initiatives of directors of the company, the shares of the company have been readmitted for dealings at the stock exchange *vide* letter dated June 22, 2009. The said letter states that the stock exchange has revoked the suspension of trading in the shares of the company. Whenever the stock exchange will be operational, the shares of the company will be made available for trading.

However there is no working in Delhi Stock Exchange.

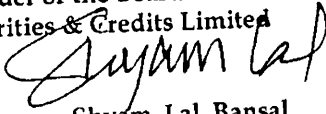
ACKNOWLEDGEMENT

The Board acknowledges with gratitude the co-operation and assistance provided by the company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your director's wish to place on record their appreciation of the contribution made by the employees at all levels. The directors also thank the shareholders for their continued support.

Date: May 21, 2012

By order of the Board
For Hind Securities & Credits Limited


Ajay Jha
Director


Shyam Lal Bansal
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

The finance sector continues to be characterized by high volatility. The recent governmental policies have strived to lend stability and provided the much needed fillip to the industry. The banking as well as the non-banking entities showed remarkable progress during the year under report.

Outlook, Risk and Concern

Management of risks to the business is a continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risks are well understood and the means to handle them are also fairly established.

To counter all these risks, your company conducting its risk identification, assessment and management activities through a dedicated risks and audit department. This Department has been set up by your company expressly to anticipate the impact of potential and economical risk factors to the business and provide guidance on how to handle them so as to minimize their business impact.

Adequate management control is in place to ensure quick action on early warnings, and to proactively monitor and mitigate all potential risks. A comprehensive risk Management strategy developed by the risk and Audit Department forms the framework for all de-risking and risk mitigation activities undertaken by your company with the fullest involvement of top management professionals.

Opportunities and Threats

As observed during last few years, the traditionally debt-averse Indian Consumer has been gradually becoming more and more credit happy and has aspiration to enhance the quality of his life. Considering this, there are tremendous potential in retail financing in the years to come. Positive attitude of the Indian consumers will result in the growth of the business of the Company in future.

However tough competition, strict regulations by regulatory authorities, non recovery of dues due to lack of favourable recovery mechanism and uncertain market conditions continues to be threats for the business of the Company.

Adequacy of Internal Control System

The Company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations. The Company regularly monitors that all regulatory guidelines are complied with at all levels.

The Audit Committee constituted by the Board reviews the adequacy of internal control system.

Segment Wise Performance

The Company operates only in one segment.

Discussion of Financial Performance

The financial statements are prepared in compliance with the requirements of the Companies Act and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and Generally Accepted Accounting Principles in India.

Cautionary Forward Looking Statements

The company has made forward- looking statements in this document that are subject to risks and uncertainties. Forward- looking statements may be identified by their use of words like 'expects', 'believes', 'estimates' or similar expressions. All statements that address expectations or projections about the future, including, but not limited to, statements about Company's strategy for growth, product development, market position, market expenditures, and financial results are forward looking statements.

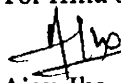
For those statements the Company cautions that numerous important factors could affect the Company's actual results and could cause its results to differ materially from those expressed in any such forward looking statements.

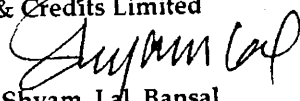
Human Resources

Management is keen on following the best practices for attracting, retaining and enhancing human resources of the Company. Internal transfer, job rotation and training have been inculcated at different levels of the organization hierarchy to evolve team leaders and managers. The Company has in place the employee stock option scheme for seniors and middle level management. The above-mentioned measures will ensure motivated workforce, promote the ownership and sharing economic growth of the Company.

Date: May 21, 2012

By order of the Board
For Hind Securities & Credits Limited


Ajay Jha
Director


Shyam Lal Bansal
Director

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy can be described as the business practices with the ultimate aim of enhancing long term shareholder's value and remaining committed to high standards of business ethics. Your company and its employees have a commitment to its customers, competitors, local communities, shareholders and the nation to conduct the business in an ethical and legal manner.

BOARD OF DIRECTORS

Composition of Board

During the year, the Board has a proper mix of executive and non- executive directors. The composition of the Board of Directors of the company, in compliance with Clause 49 of the Listing Agreement, is given below:

| Sl. No. | Composition of the Director | Category of the Director | Date of appointment | Date of Cessation | No. of Board Meetings held | No. of Board Meetings attended | Last AGM attended | No. of other directorship and committee membership and chairmanship. | | | |
|---------|-----------------------------|-------------------------------|---------------------|-------------------|----------------------------|--------------------------------|-------------------|--|--------------------------|----------------------|------------------------|
| | | | | | | | | Other Board Directorship | Other Board Chairmanship | Committee Membership | Committee Chairmanship |
| 1. | Mr. Lalit Jain | Non Executive and Independent | 18.02.10 | N.A. | 6 | 6 | Yes | 1 | Nil | 2 | Nil |
| 2. | Mr. Pulickal Varughese | Non Executive and Independent | 18.02.10 | N.A. | 6 | 6 | Yes | Nil | N.A. | Nil | Nil |
| 3. | Mr. Ajay Kumar Jha | Non Executive and Independent | 18.02.10 | N.A. | 6 | 6 | Yes | Nil | N.A. | 2 | 1 |
| 4. | Mr. Jagdish Rai Bansal | Promoter, Non Executive | 22.01.05 | N.A. | 6 | 6 | Yes | Nil | N.A. | 2 | 1 |
| 5. | Mr. Shyam Lal Bansal | Promoter, Non Executive | 25.01.07 | N.A. | 6 | 6 | Yes | Nil | N.A. | Nil | Nil |

All the present directors of the company are unrelated.

Non Executive directors' compensation

No fees or compensation is paid to any non- executive director during the financial year ended on March 31, 2012.

Date and number of board meetings held

Six Board meetings of Board were held during the year on:

| | |
|------------|------------|
| 30/05/2011 | 07/10/2011 |
| 10/08/2011 | 14/11/2011 |
| 01/09/2011 | 11/02/2012 |

Code of Conduct

The company has laid down a code of conduct for all the Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have confirmed compliance with the said code of conduct for the financial year ended 31st March, 2012. The declaration to this effect signed by Mr. Jagdish Rai Bansal, director, forms part of the report.

AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Committee has the powers similar to those stated in the listing Agreement and the term of reference and role of the Audit Committee are as per the guidelines set out in the Listing Agreement entered into with the Stock Exchanges read with 292 A of the Companies Act, 1956 and includes such other functions as may be assigned to it by board from time to time.

Composition of Audit Committee

The Audit Committee of the Board of your Company comprises of three members. All members of audit committee are financially literate. Mr. Jagdish Rai Bansal has accounting and related financial management expertise.

| Name of Members | Designation | Status/ Position |
|------------------------|-------------|-------------------------------|
| Mr. Ajay Kumar Jha | Chairman | Non Executive and Independent |
| Mr. Lalit Jain | Member | Non Executive and Independent |
| Mr. Jagdish Rai Bansal | Member | Promoter and Non Executive |

No. of meeting and attendance at meetings

During the year 2011-12, Four Meetings of Audit Committee were held on May 30, 2011, August 10, 2011, November 14, 2011 and February 10, 2012.

The Attendance of the Committee members at the above meeting is as follows:

| MEMBERS | COMMITTEE MEETINGS | |
|------------------------|--------------------|----------|
| | Held | Attended |
| Mr. Ajay Kumar Jha | 4 | 4 |
| Mr. Jagdish Rai Bansal | 4 | 4 |
| Mr. Lalit Kumar | 4 | 4 |

Statutory Auditors are permanent invitees to the Audit Committee.

Powers and role of audit committee and review of information by it

The powers and terms of reference of the Audit Committee are as mentioned in the Clause 49 II(C)(D)&(E) of the Listing Agreement and section 292A of the Companies Act, 1956 including overseeing financial reporting processes, fixation of Audit fees, reviewing with the management, the financial statements, accounting policies and practices, adequacy of internal audit functions and discussion with internal auditors on any significant findings, financial and risk management policies.

SUBSIDIARY COMPANIES

The provisions relating to the subsidiary companies are not applicable to the company as the company does not have any subsidiary company.

REMUNERATION COMMITTEE

During the year no remuneration committee was constituted by the Company, as no director in the company is drawing remuneration from the company.

SHAREHOLDERS' GRIEVANCE/SHARE TRANSFERS COMMITTEE

The Company has a Shareholders' Grievance/Share transfer Committee to redress the complaints of shareholders in respect of the matters pertaining to transfer/transmission of shares, issue of duplicate shares and non receipt of annual report etc.

The meeting of this committee is held at times during the year to ensure completion of work allotted to committee.

The Committee comprises of Three Directors namely Mr. Ajay Kumar Jha, Mr. Lalit Jain and Mr. Jagdish Rai Bansal (Chairman). Mr. Jagdish Rai Bansal also acts as the compliance officer of the company

There was no complaint received / pending as on 31.03.2012.

Four meeting of committee were held on 15/04/2011, 07/10/2011, 15/12/2011, and 08/02/2012.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management discussion and Analysis Report is a part of the Director Report.

RE-APPOINTMENT OF DIRECTORS

Mr. Ajay Kumar Jha and Mr. Jagdish Rai Bansal who retire by rotation at the forth coming Annual General Meeting and being eligible offer themselves for re-appointment.

They have vast experience of Management and operations. With their rich business experience and extensive contacts in business circles, Mr. Ajay Kumar Jha and Mr. Jaigdish Rai Bansal have contributed immensely to the growth of the company.

Mr. Jagdish Rai Bansal and Mr. Ajay Kumar Jha are not in Board of Directors of any other Company.

As on date of 29/09/2012 neither Mr. Ajay Kumar Jha nor Mr. Jagdish Rai Bansal holds any shares in the Company.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of conduct for prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading Regulations). Mr. Jagdish Rai Bansal, Director of the company is appointed as the Compliance Officer for the implementation of and overseeing compliance with the regulations and the Code across the Company.

CEO/CFO CERTIFICATION

As required by the clause 49(V) of the Listing Agreement, Mr. Jagdish Rai Bansal, Director, certify the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial year ending on 31.03.2012 and is hereby enclosed.

COMPLIANCE OFFICER

As per the requirement of the Listing Agreement with the Stock Exchange, Mr. Jagdish Rai Bansal acts as the Compliance officer of the Company and he is available at the Registered Office of the Company.

During the year under the review the Company has not received any complaint from Shareholders. There are no pending transfers as on 31st March, 2012.

GENERAL BODY MEETINGS

(I) The last three Annual General Meetings were held as under:

| Financial Year | Location | Date | Time |
|-----------------------|--|-------------|-------------|
| 2010-2011 | D-13/25, Sector-8, New Delhi - 110085 | 30.09.2011 | 10:00 A.M. |
| 2009-2010 | D-13/25, Sector-8, New Delhi - 110085 | 30.09.2010 | 10.00 A.M. |
| 2008-2009 | D-13/25, Sector-8, New Delhi - 110085 | 30.09.2009 | 01:00 P.M. |

No special resolution is passed in the previous 3 Annual General Meetings. No special resolution is proposed to be conducted through postal ballot.

DISCLOSURES

- (1) There was no materially significant related party transactions transaction of the company with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large.
- (2) There has been a whistle blower policy and no personnel have been denied access to the audit committee.
- (3) The company has complied with the basic mandatory requirements of the clause 49 of the Listing Agreement and not adopted any non mandatory requirements of this clause.
- (5) In the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed.
- (6) The company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that board controls risk through means of a properly defined framework.
- (7) No proceeds have been received through public issue, right issue and preferential issue, etc. during the financial year ending on March 31, 2012.
- (8) The directors of the company are not receiving any remuneration from the company.

Shareholding of Non Executive Directors as on Date of AGM:

| Name of Director | Number of Shares |
|------------------------|------------------|
| Mr. Jagdish Rai Bansal | NIL |
| Mr. Shyam Lal Bansal | NIL |
| Mr. Ajay Kumar Jha | NIL |
| Mr. Lalit Kumar | NIL |
| Mr. Pulickal Varughese | NIL |

MEANS OF COMMUNICATION

The quarterly financial results during the financial year 2011-12 were approved in the Board meetings as detailed below:

| QUARTERS | DATE OF BOARD MEETING |
|---------------------------------------|---------------------------------|
| April- June 2011 (Un-Audited) | 10 th August, 2011 |
| July-September 2011 (Un-Audited) | 14 th November, 2011 |
| October-December 2011 (Un-Audited) | 11 th February, 2012 |
| January-March 2012 (Audited) | 21 st May, 2012 |

The yearly audited financial results for the year ending on 31st March 2012 were approved in the board meeting held on 21st May, 2012. Results were normally published in either Business Standard (English and Hindi). Results were not displayed on any website. No official news releases were displayed and no presentations were made to institutional investors or to the analysts.

Financial Year (Tentative Calendar for This Year)

For adoption of quarterly results:

| <u>Quarters</u> | <u>Date of Board Meeting</u> |
|--------------------------|-------------------------------------|
| April- June 2012 | 13/08/2012 |
| June- September 2012 | 14/11/2012 |
| September- December 2012 | 14/02/2013 |
| December- March 2012 | 28/05/2013 |

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date and Time : 29th September, 2012 at 10:00 A.M.
Venue : D-13/25, Sector-8, Rohini New Delhi - 110085
Financial Year : April 01 to March 31

Book Closure:

Books were not closed during the year.

Dividend Payment Date

The Company didn't declare any dividend for the financial year 2012.

Listing on stock exchanges

Your Company's Shares are listed on the following Stock exchanges:

- a) The Delhi Stock Exchanges Ltd.
DSE House, 3/1, Asaf Ali Road
New Delhi -110002.
- b) The Jaipur Stock Exchange Ltd.
Stock Exchange Building
JLN Marg, Malviya Nagar, Jaipur-302017

Stock Code: The stock code of the company on Delhi Stock Exchange is - 8158.

Market Price Data

There was no trading in the Company's Equity Shares in any Stock Exchanges during the period April 2011 to March 2012.

Performance in comparison to broad- based indices such as BSE Sensex, CRISIL index etc.

There was no trading in the Company's Equity Shares on Stock Exchange during the period April 2011 to March 2012. Thus, disclosure of performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. are not applicable on the company.

Registrar and Transfer Agent

The Company's Shares were not traded on any stock exchanges for last several years. Numbers of transfer requests received by the Company during many previous years are nil and only two requests were received on 07/10/2011.

However, in Compliance of SEBI requirements, the Company are negotiating with some SEBI registered Registrar who can handle share transfer work in physical form and other related activities. At present the share transfer department is run by in house team for the financial year March 31, 2012.

Share Transfer System

All the valid share transfers are registered and duly transferred Share certificates are dispatched within a period of 30 days from the date of receipt.

Investors' Service

The Company has a system of attending and redressing all investors' grievances and no complaints/grievances has been received during the year ended on March 31, 2012.

Investors' Correspondence may be addressed to:

Mr. Jagdish Rai Bansal
Hind Securities & Credits Ltd.
D-13/25, Sector-8, Rohini,
New Delhi - 110085.

Distribution of shareholding as on 31st March, 2012

| No. of Equity Shares held | Folios | | Shares | |
|---------------------------|-------------|---------------|------------------|---------------|
| | Numbers | % | Numbers | % |
| Up to 500 | 816 | 52.38 | 4,07,200 | 07.99 |
| 501- 1000 | 341 | 21.89 | 2,78,000 | 05.45 |
| 1001- 2000 | 27 | 01.73 | 46,500 | 00.91 |
| 2001- 3000 | 154 | 09.89 | 3,97,600 | 07.80 |
| 3001- 4000 | 39 | 02.50 | 1,41,900 | 02.78 |
| 4001- 5000 | 49 | 03.14 | 241200 | 04.73 |
| 5001-10000 | 76 | 04.88 | 650000 | 12.74 |
| 10001 and above | 56 | 03.59 | 2938100 | 57.60 |
| Total | 1558 | 100.00 | 51,00,500 | 100.00 |

Shareholding Pattern as on March 31, 2012

| Description of Investors | No. of shares held | % of shareholding |
|---|--------------------|-------------------|
| Promoters | 6,00,500 | 11.77 |
| Financial Institutions, Insurance Companies Banks and Mutual Funds etc. | NIL | NIL |
| Foreign Institutional Investors | NIL | NIL |
| Private Corporate Bodies | 5,61,200 | 11.00 |
| NRIs/ OCBs | NIL | NIL |
| Indian Public | 39,38,800 | 77.23 |
| Total | 51,00,500 | 100.00 |

Dematerialization of shares and liquidity

Not applicable as the company's shares are not in demat form.

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

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

Plant locations

Not Applicable

Non- mandatory requirement

The Company has not adopted any of the non- mandatory requirements specified in Annexure-III of clause 49 of the Listing Agreement.

By order of the Board
For Hind Securities & Credits Limited


Ajay Jha
Director


Shyam Lal Bansal
Director

Date: May 21, 2012

Declaration by Mr. Jagdish Rai Bansal, Director, under clause 49 of the Listing Agreement regarding compliance with code of Conduct

To,

The Board of Directors,
Hind Securities & Credits Limited,

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchange to further strengthen Corporate Governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them.

Date: May 21, 2012
Place: Delhi

Sd/-
Jagdish Rai Bansal
Director

Certification by Mr. Jagdish Rai Bansal, Director, pursuant to Clause 49 of the Listing Agreement regarding financial statements

I, Jagdish Rai Bansal, certify that:

- a) I have reviewed the financial statements and the cash flow of Hind Securities & Credits Ltd ("the company") for the year ended March 31, 2012 and to the best of my knowledge and belief:
 - 1) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. There are no deficiencies in the design or operation of internal control.
- d) I have indicated to the Auditors and the Audit Committee that there are no
 - 1) Significant changes in the internal control over financial reporting during the year;
 - 2) Significant changes in accounting policies during the year;
 - 3) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date: May 21, 2012
Place: Delhi

Sd/-
Jagdish Rai Bansal
Director



APAC & ASSOCIATES

COMPANY SECRETARIES

Ref No. 89/2013-2013

Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance

To the members of Hind Securities & Credits Limited,

We have examined the compliance of conditions of Corporate Governance by Hind Securities & Credits Limited, for the year ended 31st March 2012 as stipulated in clause 49 of listing agreement of the said company with the stock exchange (s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedures and implementation thereof adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.


In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the above-mentioned Listing Agreement.

On the basis of the records maintained by the Shareholder's/Invertors Grievance Committee of the company, we state that, no investor grievances were received during the year.

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 APAC& ASSOCIATES
Company Secretaries




Chetan Gupta
Partner
M.No. : F6496
CP No.: 7077

Place: Delhi
Date: May 21, 2012

701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.

Tel. : +91-11-4738 1100-8 • Fax : +91-11-4738 1109 • E-mail : chetan.gupta@apac.in

Branch Office : 145-146, 1st Floor, Tower B-1, Spaze I-Tech Park, Sector-47, Sohna Road, Gurgaon-122 102, Haryana

MOHAN AGGARWAL & ASSOCIATES

Chartered Accountants

18A, IInd Floor, North Avenue Road, West Punjabi Bagh, New Delhi-26

TeleFax: 311-47322696-97

Website: www.delhicamohan.com

E-mail: camohan1984@yahoo.co.in

AUDITOR'S REPORT

To
The Members of
Hind Securities & Credits Ltd.
New Delhi.

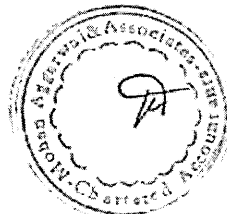
We have audited the attached Balance Sheet of M/s. Hind Securities & Credits Limited, New Delhi as at 31st March, 2012 and also the Profit and Loss Account for the year ended on that date of the company.

These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Subject to notes to accounts & significant accounting policies attached, we further report that:-

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
3. 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 books.
4. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
5. In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by this report are in compliance with the Accounting Standards referred to section 211 (3C) of Companies Act, 1956 in so far as they apply to the company.

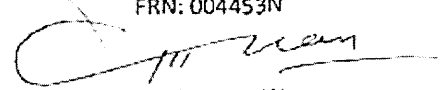


Contd.....P/2

- (2) -

6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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 31st March, 2012; and
 - b) In the case of the Profit and Loss Account, of the Loss for the year ended on 31st March 2012; and
 - c) In the case of the Cash Flow Statement, of the Cash flows for the year ended on 31st March 2012
7. As per the information and explanation given to us, none of the Director is disqualified under clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For MOHAN AGGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 004453N



CA. MADHU MOHAN
(PARTNER)
M.NO.82938

Date: 21.05.2012
Place: Delhi

ANNEXURE TO AUDITORS REPORT OF
HIND SECURITIES & CREDITS LTD

STATEMENT REFERRED TO IN PARAGRAPH ABOVE OF
OUR REPORT OF EVEN DATE

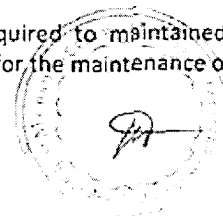
1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available. According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
There was no substantial disposal of fixed assets during the year.
2. As explained to us, the inventories wherever possible, have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business.

In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.

The company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of stocks, as compared to book records.
3. We are informed that the Company has not any taken unsecured loans from a company listed in the register maintained under Section 301 of the Companies Act, 1956.

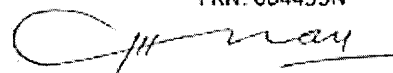
We are informed that the Company has not granted unsecured loans to a person listed in the register maintained under Section 301 of the Companies Act, 1956.

According to information and explanation given to us the rate of interest and other terms & conditions of the loans given are not prima facie prejudicial to the interest of the company.
4. In our opinion, and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
5. As explained to us there has not been any transaction during the year that need to be entered in the register maintained under section 301 of the Companies Act 1956 and exceeding during the year to Rs.5,00,000 or more in respect of each such party.
6. In our opinion, and according to the information and explanations given to us, the Company has not accepted the deposits accepted from the public.
7. In our opinion, the internal Audit system is commensurate with the size of the company and the nature of its business.
8. According to information given to us the company is not required to maintained cost records, pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.



9. According to the information and explanations given to us, there are no undisputed statutory dues payable in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, cess which are outstanding as at 31.03.2012 for a period of more than six months from the date they became payable.
10. The company has accumulated losses of Rs. 46.91 lakhs at the end of financial year but it is not exceeding more than 50% of the Net Worth of the company.
11. According to the information and explanations given to us the company has not defaulted in repayment of dues to a financial institution or bank or debenture holder.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities, and in our opinion, adequate documents and records are maintained.
13. The company is not a Chit fund, Nidhi or mutual benefit Society. Hence the requirement of item (xiii) of paragraph 4 of the Order is not applicable to the company.
14. The company is dealing or trading in shares & Company has maintained proper records of transaction & contracts in respect of dealing & trading in shares & timely entries have been made therein. All the shares have been held by the company in its own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. As per information and explanations given to us, the company has not taken any Term Loan during the year.
17. According to the information and explanations given to us, no funds raised on short-term basis have been used for long-term investment. Similarly, no funds raised on long-term basis have been used for short-term investment.
18. According to the information and explanations given to us no preferential allotment of shares has been made by the company to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
19. The company has not issued any debentures. Hence the requirement of clause (xix) of paragraph 4 of the Order is not applicable to the company.
20. The company has not raised any Capital through public issue during the year.
21. According to the information and explanations given to us, a fraud on or by the company has not been noticed or reported during the year.

For MOHAN AGGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 004453N


(CA. MADHU MOHAN)
PARTNER
M.NO. 82938

Date: 21.05.2012
Place: Delhi

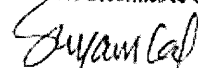
HIND SECURITIES & CREDITS LIMITED
BALANCE SHEET AS AT 31.03.2012

| Particulars | Note No. | Figures as at the end of current reporting period 31.03.2012 | Figures as at the end of previous reporting period 31.03.2011 |
|--|----------|---|--|
| I EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 3 | 49,240,500 | 49,240,500 |
| (b) Reserves and Surplus | 4 | (4,691,037) | (5,362,929) |
| (c) Money received against share warrants | | - | - |
| (2) Share application money pending allotment | | | |
| | 5 | - | - |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 6 | 38,339,374 | 18,829,478 |
| (b) Deferred tax liabilities (Net) | | - | - |
| (c) Other Long term liabilities | | - | - |
| (d) Long term provisions | | - | - |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 7 | 50,354,292 | 1,762,102 |
| (b) Trade payables | | - | - |
| (c) Other current liabilities | | 505,247 | 144,523 |
| (d) Short-term provisions | | 48,708 | 78,017 |
| Total | | 133,797,084 | 64,691,691 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| <i>(a) Fixed assets</i> | | | |
| (i) Tangible assets | | 3,441 | 4,033 |
| (ii) Intangible assets | | - | - |
| (iii) Capital work-in-progress | | - | - |
| (iv) Intangible assets under development | | - | - |
| (b) Non-current investments | | - | - |
| (c) Deferred tax assets (net) | | 3,556,775 | - |
| (d) Long term loans and advances | | 100,925,657 | 25,425,195 |
| (e) Other non-current assets | | - | - |
| (2) Current assets | | | |
| (a) Current investments | 9 | - | - |
| (b) Inventories | | - | - |
| (c) Trade receivables | | 27,597,907 | 37,807,942 |
| (d) Cash and cash equivalents | | - | - |
| (e) Short-term loans and advances | | 1,092,412 | 985,484 |
| (f) Other current assets | | - | - |
| | | 620,892 | 469,037 |
| Total | | 133,797,084 | 64,691,691 |
| Notes to Accounts & Significant accounting policies. | 1 & 2 | | |

The Notes No.1 to 16 are integrated part of these Financial Statements

Place : Delhi
Date : 21.05.2012

For Hind Securities & Credits Limited

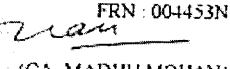

(Shyam Lal Bansal)
Director


(Ajay Jha)
Director



As per our report of even date attached
FOR MOHAN AGGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 004453N




(CA. MADHU MOHAN)
PARTNER
M.NO. 082938

HIND SECURITIES & CREDITS LIMITED
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

(amount in Rs)

| Particulars | Note No | Figures as at the end of current reporting period 31.03.2012 | Figures as at the end of previous reporting period 31.03.2011 |
|--|------------|--|---|
| I Revenue from operations | 10 | 18,754,339 | 53,007,811 |
| Less: Excise Duty | | | |
| II Other Income | 11 | 2,966,984 | 992,780 |
| III. Total Revenue (I + II) | | 21,721,323 | 54,000,596 |
| II. Expenses: | | | |
| Cost of materials consumed | 12 | 8,457,890 | 46,888,114 |
| Purchase of Stock-in-Trade | | | |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 13 | 10,210,035 | 13,771,015 |
| Other Manufacturing Expenses | | | |
| Employee benefit expense | 14 | - | - |
| Financial costs | 15 | 5,635,965 | 1,546,825 |
| Depreciation and amortization expense | 16 | 592 | 711 |
| Other expenses | 17 | 301,724 | 420,358 |
| IV. Total Expenses | | 24,606,205 | 62,627,022 |
| V Profit before exceptional and extraordinary items and tax | (III - IV) | (2,884,882) | (8,626,426) |
| VI Exceptional Items | | | |
| VII Profit before extraordinary items and tax (V - VI) | | (2,884,882) | (8,626,426) |
| VIII Extraordinary Items | | | |
| IX Profit before tax (VII - VIII) | | (2,884,882) | (8,626,426) |
| X Tax expense: | | | |
| (1) Current tax | | | |
| (2) Deferred tax | | (3,556,775) | - |
| XI Net Profit(Loss) after Dep. & Tax | (IX-X) | 671,892 | (8,626,426) |
| XII Previous Year Adjustment | | | 15,492 |
| XIII Profit(Loss) from Discontinuing operations | | | |
| XIV Profit(Loss) for the period (XI + XIV) | | 671,892 | (8,641,918) |
| XV Earning per equity share | | | |
| (1) Basic | 18 | 0.13 | (1.69) |
| (2) Diluted | | 0.13 | (1.69) |
| Notes to Accounts & Significant accounting policies | 1 & 2 | 0.13 | (1.69) |

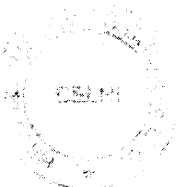
The Notes No.1 to 16 are integrated part of these Financial Statements

Place: Delhi
 Date: 21.05.2012

For Hind Securities & Credits Limited

(Signature)
 (Shyam Lal Bansal)
 Director

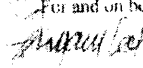

(Signature)
 (Ajay Jha)
 Director



As per our report of even date attached
 FOR MOHAN AGGARWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS

FRN: 004453N
(Signature)
 (CA MADHU MOHAN)
 PARTNER
 M NO: 082938


HIND SECURITIES & CREDITS LIMITED
Cash Flow Statement for the year ending 31.03.2012

| Particulars | As at 31.03.2012 | | As at 31.03.2011 | |
|---|---------------------|--------------|---|--------------|
| Cash Flow from operating Activities | | | | |
| Profit (Loss) after Extraordinary Items and Tax | 671,892 | | (8,641,918) | |
| ADD: Adjustment for: | | | | |
| Depreciation | 592 | | 711 | |
| Interest Expenses | 5,633,604 | | 1,545,707 | |
| Previous year adjustment | - | | 15,492 | |
| Provision for Taxation | (3,556,775) | | 14,515 | |
| Operating profit before working capital changes (Total A) | 2,749,313 | | (7,065,493) | |
| ADD: Adjustment for: | | | | |
| Inventories | 10,210,034 | | 13,271,015 | |
| Expenses Payable | (29,309) | | 163,243 | |
| Current Liabilities | 360,724 | | 6,308,450 | |
| Other Current Asset | (154,855) | | - | |
| LESS: Income Tax Paid for Previous year | 0 | | (90,295) | |
| Cash generated from operations | 10,389,594 | | 20,152,413 | |
| Net Cash Flow from Operating Activity (Total A+B) | | 13,138,908 | | 13,086,920 |
| Cash flow from Investing Activities | | | | |
| Increase/Decrease in Loan & Advances | (75,500,462) | | (11,503,721) | |
| Interest Received | | | | |
| Net Cash Flow from Investing Activity | | (75,500,462) | | (11,503,721) |
| Net Cash Flow from Financing Activity | | | | |
| Proceeds from Short Term Borrowings (Net) | 48,592,190 | | (2,261,541) | |
| Proceeds from Long Term Borrowings (Net) | 19,509,896 | | - | |
| Interest Paid | (5,633,604) | | (1,545,707) | |
| Net Cash Flow from Financing Activity | | 62,468,482 | | (4,807,248) |
| Net increase in Cash & Cash Equivalent | | 106,928 | | (3,224,049) |
| Cash & Cash Equivalent at the beginning of the period | | 985,484 | | 4,209,533 |
| Cash & Cash Equivalent at the end of the period | | 1,092,412 | | 985,484 |
| Notes to the Flow Statement | | | | |
| 1. Cash & Cash Equivalent | | | As on 31.03.2012 | |
| Cash In Hand | | | 42,892 | |
| Balances With the Bank | | | 1,049,520 | |
| | | | 1,092,412 | |
| 2. The above cash flow statement has been prepared under the 'Indirect Method' As out in the accounting standard on 'Cash Flow Statement (IAS-3)' issued by The Institute of Chartered Accountants of India | | | | |
| Place: New Delhi | | | For and on behalf of board | |
| Date: 21.05.2012 | | |  Director | |
| | | |  Director | |

AUDITOR'S CERTIFICATE

We have verified the cash flow statement of "Hind securities & credits Ltd." for the year ended 31st March 2012, & confirm that this has been drawn up & based on the accounts of the company for the year ended on 31st March, 2012, audited by us.

For Mohan Aggarwal & Associates
Chartered Accountants
FRN: 004453N


 C.A. Madhu Mohan
(Partner)
M. No. 82978

Place: New Delhi
Date: 21.05.2012

HIND SECURITIES & CREDITS LIMITED

Notes to Financial Statements for the year ended on 31st March 2012

Notes 1: SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the *Companies (Accounting Standards) Rules, 2006, (as amended)* and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except as defined in Notes to Accounts.

2. Basis for preparation of Financial Statements

The financial statements are prepared on historical cost basis to comply in all material aspects with applicable Accounting Principles India and comply with the accounting standards issued by the Institute of Chartered Accountants of India ('ICAI') and provisions of the Companies Act, 1956 to the extent applicable.

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities is recognized prospectively in current and future periods

3. Fixed Assets :

- a) Fixed Assets are shown on historical cost basis less depreciation.
- b) Depreciation will be provided by the company according to Written Down Value Basis as per Schedule XIV of the Companies Act, 1956.
- c) Depreciation will be provided on assets used for business purposes whereas no depreciation will be charged on assets given on rent.

4. Inventory:

The stock of shares is valued at cost or market value, whichever is lower.

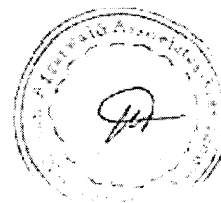
5. Recognition of Income & Expenses

Recognition of Income & Expenses is based on accrual system of accounting.

6. No provision for gratuity has been made as per Provisions of payment of Gratuity Act, 1972 as the same is not applicable.

7. Amortization

Capital issue expenses are amortized over a period of 10 years.



8. Tax on Income

Provision for Income Tax is made in accordance with the Income Tax Act, 1961. Deferred Tax as required by AS-22 'Accounting for Taxes on Income' resulting from timing difference between the book and the tax profit is accounted for, at the current rate of tax to the extent timing differences are expected to crystallize. Deferred Tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future.

9. Impairment of Assets

An impairment occurs where the carrying value exceed the present value of future cash flows expected to arise from the continuing use of the assets & its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sale price or present value as determined above.

10. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation if: The company has no present obligation as a result of past event.

A probable outflow of resources is expected to settle the obligation and the amount of obligation can be reliably estimated. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

11. Earning per share

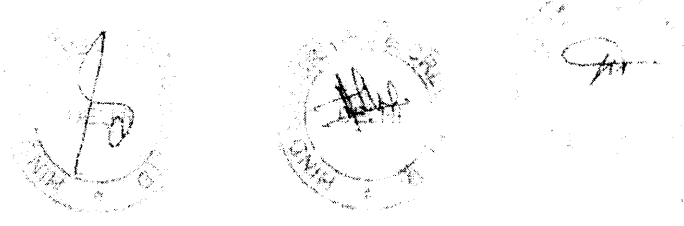
Basic Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after tax by the weighted average number of Equity Shares in accordance with AS-20 as issued by The Institute of Chartered Accountants of India.

12. Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effect of transaction of non-cash nature and deferrals of accruals of past or future cash receipts or payments. The cash flows from regular generating, investing and financing activities are segregated.

13. Segment Reporting

There is only one business segment of the company. Hence, as per Accounting Standard Interpretation 20 issued by ICAI, AS 17 Segment Reporting is not applied in this company.

Three circular official stamps are visible at the bottom of the page. The leftmost stamp contains the number '17'. The middle stamp contains the number '11'. The rightmost stamp contains a handwritten signature.

Notes to Accounts

Presentation and disclosure of financial statements

During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

1. (a) The number of employee employed throughout the year, who were in receipt of or were entitled to receive remuneration aggregating to Rs.60,00,000/- (Rupees Sixty Lacs only) or more per annum were Nil.

(b) The number of employees for part of the according relevant period who were in receipt of or were entitled to receive remuneration aggregating to Rs.5,00,000/- (Five Lacs only) or more per month were Nil
2. In the opinion of the Board, the Current Assets, Loans & Advances are approximately of value stated in the ordinary course of business.
3. Deferred Tax Liability/Assets

Provision for Deferred Tax Assets has been made in the books of account in accordance with AS-22 (Accounting for Taxes on Income) as issued by The Institute of Chartered Accountants of India. This is the first year of the company in which provision for deferred tax assets/liability is considered due to continuation of losses from the last financial year.

4. Payments to directors:

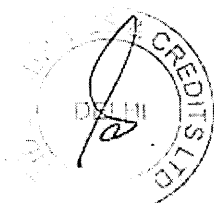
(Amount in Rs)

| Particulars | Current Year | Previous year |
|-------------|--------------|---------------|
| Salary | NIL | NIL |
| Perquisites | NIL | NIL |
| Total | NIL | NIL |

5. There is no transaction involving Foreign Exchange during the year.
6. Payment to auditors:

| Particulars | Current Year | Previous year |
|-------------|--------------|---------------|
| Audit Fees | 44944 | 44120 |
| Other | NIL | NIL |
| Total | 44944 | 44120 |

| Particulars | Figures as at the end of current reporting period 31.03.2012 | Figures as at the end of previous reporting period 31.03.2011 |
|--|---|--|
| Note "3" : SHARE CAPITAL | | |
| Authorised Share Capital (5500000 Equity Shares of Face Value Rs.10/-Each) | 55,000,000 | 55,000,000 |
| Issued, Subscribed & Paid Up Capital (5100500 Equity Shares of Face Value Rs.10/-Each) | 51,005,000 | 51,005,000 |
| Less: Call In Arrear | 1,764,500 | 1,764,500 |
| | 49,240,500 | 49,240,500 |
| a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period | | |
| | <u>31/03/12</u> Number | <u>31/03/2011</u> Number |
| At the beginning of the period | 5,100,500 | 5,100,500 |
| Issued during the period- | - | - |
| Outstanding at the end of the period | 5,100,500 | 5,100,500 |
| b. Details of shareholders holding more than 5% shares in the company | | |
| | <u>31/03/2012</u> Number | <u>31/03/11</u> Number |
| Equity shares of Rs. 10 each fully paid | NIL | NIL |
| c. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: | | |
| | <u>31/03/12</u> Amount | <u>31/03/11</u> Amount |
| Equity shares allotted as fully paid bonus shares by capitalization of securities premium | - | - |
| Equity shares allotted as fully paid-up pursuant to contracts for consideration other than cash. | - | - |
| Equity shares bought back by the company | - | - |
| d. Shares held by holding/ultimate holding company and/or their subsidiaries/associates | | |



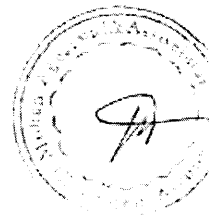
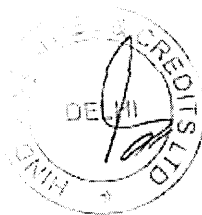
Handwritten signature

| PARTICULARS | AS AT 3/31/2012 | AS AT 3/31/2011 |
|---|--------------------|--------------------|
| Note "4" : RESERVE & SURPLUS | | |
| Surplus as per Profit & Loss Account | | |
| Profit & Loss Account | | |
| Opening balance as per last balance sheet | (5,362,929) | 3,278,989 |
| Add: Profit for the year | 671,892 | (8,641,918) |
| Net surplus in the statement of profit and loss | (4,691,037) | (5,362,929) |
| Note "5" : SHARE APPLICATION MONEY | | |
| At the beginning of the year Share application money pending allotment | | |
| Add: Alloted during the year | - | - |
| Less: Buy Back during the year | - | - |
| At the end of the year Share application money pending allotment | - | - |
| Note "6" : NON CURRENT LIABILITIES | | |
| Note "6" (I) : LONG-TERM BORROWINGS | | |
| (A) Term Loan from Bank (Secured) | | |
| (B) Loan & Advances from related party (Unsecured) | | |
| (C) Loan & Advances From share holders(Unsecured) | | |
| Abhishek Gupta (HUF) | | 6,076,357 |
| Basant Kumar Kapoor | 618,733 | 500,000 |
| Dharampal Gubari | 2,350,000 | 500,000 |
| Jay Parkash Gupta | - | 500,000 |
| Parveen Gupta (HUF) | 2,714,600 | 2,450,000 |
| Ravinder Kumar Kapoor | 2,044,981 | 285,000 |
| Remika Gupta | 1,093,428 | 1,500,000 |
| Ritu Gupta | 664,800 | 600,000 |
| Shri Varshna Polymer | 500,000 | 300,000 |
| Suresh Kanna | 6,696,000 | 6,100,000 |
| Krishna Milk And Ice-cream | 2,177,834 | - |
| Mayank Guban | 731,898 | - |
| Pharo International | 5,176,075 | - |
| Respi Global | 1,000,000 | - |
| Savitri Kapoor | 1,500,000 | - |
| Sardha Dang | 1,500,000 | - |
| Sireya Gulati | 650,000 | - |
| Smit Gulati | 827,720 | - |
| Surbir Jolly | 1,106,075 | - |
| | 78,668,115 | 18,821,357 |
| (D) Other Loan & Advances (Unsecured) | | |
| Deantex Advertising Media Pvt Ltd | - | 8,121 |
| Jalania Finance Pvt Ltd | 5,062,697 | - |
| Mash Enterprises Pvt Ltd | 35,772 | - |
| Oxygen Regulators Pvt Ltd | 2,521,082 | - |
| Phoenix Builders Pvt Ltd | 2,051,512 | - |
| | 9,651,059 | 8,121 |
| GRAND TOTAL (A+B+C+D) | 38,339,374 | 18,829,478 |

Attn

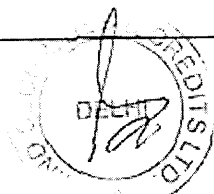
Suparna

| PARTICULARS | AS AT 31/03/12 | AS AT 31/03/11 |
|--|-------------------|-------------------|
| <u>Note "6" (2) : DEFERRED TAX LIABILITY</u> | | |
| Opening Balance | - | - |
| Additions during the year | - | - |
| | - | - |
| <u>Note "6" (3) : OTHER LONG-TERM LIABILITY</u> | | |
| <u>(A) Trade Payables</u> | - | - |
| <u>(B) Due from Related Parties</u> | - | - |
| <u>(B) Other Payables</u> | - | - |
| | - | - |
| <u>Note "6" (4) : LONG-TERM PROVISIONS</u> | | |
| | - | - |



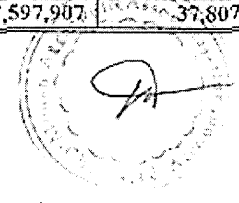
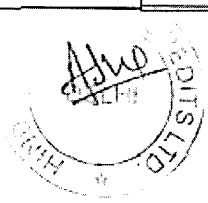
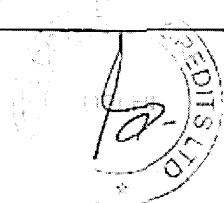
| PARTICULARS | AS AT 31/03/12 | AS AT 31/03/11 |
|---|-------------------|-------------------|
| Note "7" : CURRENT LIABILITIES | | |
| Note "7" (1) : SHORT-TERM BORROWINGS | | |
| <u>Loan from Bank (Secured)</u> | - | - |
| <u>Loan Advances from related party (Unsecured)</u> | - | - |
| <u>Other Loan Advances (Unsecured)</u> | | |
| Nu-Fashion Footwear Pvt. Ltd. | 841,253 | 1,762,102 |
| Footwear Klick India (P) Ltd. | 49,513,039 | - |
| | 50,354,292 | 1,762,102 |
| Note "7" (2) : TRADE PAYABLES | | |
| <u>(A) Sundry Creditors</u> | - | - |
| Note "7" (3) : OTHER CURRENT LIABILITIES | | |
| <u>(A) Interest accrued but not due</u> | - | - |
| <u>(B) Interest accrued but due</u> | - | - |
| <u>(C) Income received in advance</u> | - | - |
| <u>(D) Application Money received for allotment of securities and due for refund and interest accrued thereon</u> | - | - |
| <u>(E) Sales Tax and Withholding Taxes Payable</u> | | |
| TDS Payable | 505,247 | 144,523 |
| | 505,247 | 144,523 |
| Note "7" (4) : SHORT TERM PROVISIONS | | |
| Expenses payable | 9,000 | 29,515 |
| Mohan Aggarwal & Associates | 39,708 | 37,502 |
| Salary Payable | - | 11,000 |
| | 48,708 | 78,017 |

| PARTICULARS | AS AT 31/03/12 | AS AT 31/03/11 |
|--|-------------------|-------------------|
| Note "8" (2) : NON CURRENT INVESTMENTS | | |
| (A) Investment in property | - | - |
| (B) Investment in Equity Shares | | |
| - Quoted Shares | - | - |
| - Unquoted shares | - | - |
| (C) Investment in Mutual Funds | - | - |
| Note "8" (3) : DEFERRED TAX ASSETS | 3,556,775 | - |
| Note "8" (4) : LONG TERM LOANS AND ADVANCES | | |
| (A) Capital Advances | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| (B) Securities Deposits | | |
| Secured, considered good | - | - |
| Unsecured, considered good | | |
| Crimson Financial Ltd (Margin) | 5,000,000 | - |
| Doubtful | - | - |
| | 5,000,000 | - |
| (C) Loan & Advances to related party | | |
| Unsecured, considered good | - | - |
| (D) Other Loan & Advances | | |
| a) Secured , considered good | | |
| b) Unsecured , considered good | | |
| Asha Gupta | 23,700,000 | 1,700,000 |
| Abhishek Gupta | 1,300,000 | 5,500,000 |
| Lancer Footwear (India) Pvt. Ltd | 51,613,821 | 4,450,000 |
| Akansha Gupta | - | 5,850,000 |
| Footwear Khck India Pvt. Ltd. | - | 46,569 |
| Hector Enterprises Pvt. Ltd. | - | 3,517,252 |
| Saurabh Gupta | 150,000 | 150,000 |
| Rakesh Gupta | - | 1,461,374 |
| Som Nath Goyal | 800,000 | - |
| Subhash Chander Gupta | 9,950,000 | 2,350,000 |
| Surekha Industries | 2,511,836 | - |
| Payal Gupta | 5,900,000 | 400,000 |
| | 95,925,657 | 25,425,195 |
| c) Doubtful | - | - |
| Total (a+b+c) | 95,925,657 | 25,425,195 |
| TOTAL (A+B+C+D) | 100,925,657 | 25,425,195 |

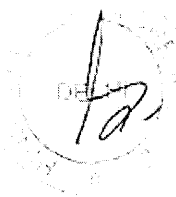


Handwritten signature

| PARTICULARS | AS AT 31/03/12 | AS AT 31/03/11 |
|---|-------------------|-------------------|
| Note "8" (5) : OTHER NON-CURRENT ASSETS | | |
| (A) Long-Term Trade receivables incl. Trade receivable | | |
| Secured considered good | - | - |
| Over Six Months | - | - |
| Other Debt | - | - |
| | - | - |
| Unsecured considered good | | |
| Over Six Months | - | - |
| Other Debt. | - | - |
| Doubtful | - | - |
| | - | - |
| (B) Others | - | - |
| Total (A+B) | - | - |
| Note "9" : Current assets | | |
| Note "9" (1) : Current Investments | | |
| (A) Investment in property | - | - |
| (B) Investment in Equity Shares | - | - |
| (C) Investment in Mutual Funds | - | - |
| TOTAL (A+B+C) | - | - |
| Note "9" (2) : Inventories | | |
| a) Raw Materials | - | - |
| b) Work in Progress | - | - |
| c) Finished Goods | - | - |
| d) Stock in Trade (In respect of Goods acquired for trading) | - | - |
| (At cost or market value whichever is less) | | |
| - Quoted Shares | | |
| Camlin Ltd | 672,000 | 1,432,699 |
| Dhanuka Agritech Ltd. | | 12,486,082 |
| Parkash Industries Ltd | 8,785,346 | 5,555,600 |
| Zee News Ltd | 1,022,000 | 1,215,000 |
| | 10,479,346 | 20,689,381 |
| - Unquoted shares | | |
| Footwear Klick India Pvt. Ltd. | 155,000 | 155,000 |
| Hector Enterprises Pvt. Ltd. | 16,473,561 | 16,473,561 |
| Nu-Fashion Footwear Pvt. Ltd. | 490,000 | 490,000 |
| | 17,118,561 | 17,118,561 |
| | | |
| Total (a+b+c+d) | 27,597,907 | 37,807,942 |



| PARTICULARS | AS AT 31/03/12 | AS AT 31/03/11 |
|--|-------------------|-------------------|
| Note "9" (3) : Trade Receivables | | |
| Secured considered good | - | - |
| Over Six Months | - | - |
| <u>Other Debt,</u> | - | - |
| Note "9" (4) : Cash & Cash Equivalents | | |
| (A) Balance with Banks : | | |
| State Bank Of India | 1,049,520 | 984,592 |
| (B) Cheques , Drafts on Hand | - | - |
| (C) Cash in hand | 42,892 | 892 |
| | 1,092,412 | 985,484 |
| Note "9" (5) : Short-term Loan & Advances | | |
| | | |
| Note "9" (6) : Other Current Assets | | |
| Income Tax Refund due | 283,545 | 283,545 |
| Income Tax Refund due (A.Y.-2010-11) | - | 117,662 |
| TDS Receivable | 337,347 | 67,830 |
| | 620,892 | 469,037 |

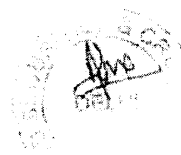


Notes to the Accounts

| Particulars | Figures as at the end of current reporting period 31.03.2012 | Figures as at the end of previous reporting period 31.03.2011 |
|---|--|---|
| Note "10" : I. Revenue from operations | | |
| Sale of Shares | 18,740,686 | 52,765,506 |
| Speculative Profit in Shares | 13,652 | 242,510 |
| | 18,754,339 | 53,008,016 |
| Note "11" : II. Other Income | | |
| Interest on loan | 2,749,976 | 798,962 |
| Dividend | 210,040 | 193,818 |
| Interest on Income Tax Refund | 6,968 | - |
| | 2,966,984 | 992,780 |
| Note "12" : Purchase | | |
| Purchase of Share | 8,457,890 | 46,888,114 |
| | 8,457,890 | 46,888,114 |
| Note "13" : Changes in Stock | | |
| Changes in inventories of finished goods, work-in-progress and | | |
| Stock-in-Trade | | |
| Closing Stock of Shares | 10,479,346 | 20,689,381 |
| Opening Stock of Shares | 20,689,381 | 34,460,396 |
| Increase/Decrease In Stock | (10,210,035) | (13,771,015) |
| Note "14" Employee benefit expense | | |

Notes to the Accounts

| Particulars | Figures as at the end of current reporting period 31.03.2012 | Figures as at the end of previous reporting period 31.03.2011 |
|--|--|---|
| Note "15" Financial costs | | |
| Bank Charges & Interest | 2,361 | 1,118 |
| Interest on Unsecured Loan | 5,633,604 | 1,545,707 |
| | 5,635,965 | 1,546,825 |
| Note "16" Depreciation and amortization expense | | |
| Depreciation | 592 | 711 |
| | 592 | 711 |
| Note "17" Other expenses | | |
| Advertisement & Publicity | 47,927 | 62,821 |
| Auditors' Remuneration | 44,120 | 44,120 |
| Fees & Subscription | 1,300 | 15,774 |
| Listing Fees | 11,030 | 15,000 |
| Legal & Professional Charges | 24,819 | 22,570 |
| Salary | 132,000 | 132,000 |
| Security Transaction Tax | 34,850 | 128,073 |
| Share Exp | 84 | - |
| Printing & stationery | 5,515 | - |
| Short & Excess | 79 | - |
| | 301,724 | 420,358 |



Notes to the Accounts

| Particulars | Figures as at the end of current reporting period 31.03.2012 | Figures as at the end of previous reporting period 31.03.2011 |
|--|--|---|
| Note "18" : Earning Per Share(EPS) | | |
| I. Net Profit as per Profit & Loss Account available for Equity Shareholders | 671,892 | (8,631,918) |
| II. Weighted average number of equity shares for earning per share Computation | | |
| A. For Basic Earning Per Share of Rs. 10 Each (No.s) | 5,100,500 | 5,100,500 |
| B. For Diluted Earning Per Share of Rs. 10 Each (No.s) | 5,100,500 | 5,100,500 |
| Add: Weighted Average outstanding Option/ shares related to FCCB | - | - |
| No. of shares for Basic EPS as per II A (No.s) | 5,100,500 | 5,100,500 |
| No. of shares for Diluted Earning Per Share of Rs. 10 each (No.s) | 5,100,500 | 5,100,500 |
| III. Earning Per Share(Weighted Average) | | |
| Basic | 0.13 | (1.69) |
| Diluted | 0.13 | (1.69) |



[Handwritten mark]

HIND SECURITIES & CREDITS LIMITED
Registered Office: D-13/25, Sector-8, Rohini, New Delhi - 110085

FORM OF PROXY

Regd. Folio No.....

I/We _____ of _____ being a Member(s) of HIND SECURITIES & CREDITS LIMITED hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/ us on my/ our behalf at the _____ Annual General Meeting of the Company, to be held on the _____ day of _____ and at _____ a.m./p.m. and at any adjournment thereof.

Signed this _____ day of _____ 20_____.

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Notes:

- a. The Proxy, to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
- b. A Proxy need not be a Member of the Company.
- c. In the case of joint holders, the vote of the senior who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holder(s). Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a Member of this Proxy form will not preclude such Member from attending in person and voting at the Meeting.

HIND SECURITIES & CREDITS LIMITED
Registered Office: D-13/25, Sector-8, Rohini, New Delhi - 110085

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy or as Authorized Representatives are requested to complete this attendance slip and hand it over at the entrance of the Meeting hall. Joint shareholders may obtain additional Attendance Slip at the venue of the meeting.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of **HIND SECURITIES & CREDITS LIMITED** at D-13/25, Sector-8, Rohini, New Delhi- 110 085 (address), at 10:00 a.m. on Saturday, September 29, 2012.

Full name of the Shareholder (in capital letters) _____

Address _____

Signature _____

Folio No. _____

Full name of Proxy/ Authorized Representative (in capital letters) _____

Signature of Proxy / Authorized Representative _____

Note: Shareholder/Proxy holder/ Authorized Representative desiring to attend the Meeting should bring his copy of the Annual Report to the Meeting.