

ANNUAL REPORT

2016-17

BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN)

U93090TN1937FLC001429

BOARD OF DIRECTORS

Mr. Rakesh Kripalani, Non-Executive Director
Ms. Deepa Dev, Non-Executive Director
Mr. Gurupad Pavan, Non-Executive Director
Mr. Nirav Mody, Non-Executive Director
Mr. Harish H. Engineer, Independent Director
Dr. Dharmendra Bhandari, Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ruzbeh Sutaria, Manager and Chief Executive Officer
Mr. Bhavesh Rawal, Chief Financial Officer
Ms. Noopur Gupta, Company Secretary

AUDITORS

Messrs Price Waterhouse, Chartered Accountants (*Statutory Auditors*)
Messrs Makarand M. Joshi & Co., Company Secretaries (*Secretarial Auditors*)

DEBENTURE TRUSTEES**IDBI Trusteeship Services Limited**

Asian Building Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai 400001, Maharashtra
Tel: +91 22 40807000 Fax: +91 22 66311776
Website: www.idbitrustee.com E-mail: itsl@idbitrustee.com

Visra ITCL (India) Limited

(Formerly IL&FS Trust Company Limited)
The IL&FS Financial Centre, Plot C- 22,
G Block, Bandra Kurla Complex, Bandra(East),
Mumbai 400051, Maharashtra
Tel: +91 22 26593612 Fax: +91 22 26533297
Website: www.visra.com E-mail: krunal.shah@visra.com

REGISTERED OFFICE

Nirlon Knowledge Park, 10th Floor,
Block B-6, Off Western Express Highway, Goregaon (East),
Mumbai 400063, Maharashtra
Tel: +91 22 61754000 Fax: +91 22 61754099
Website: www.barclays.in/bilil
E-mail: bililcompliance@barclayscapital.com

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NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 80th Annual General Meeting of Barclays Investments & Loans (India) Limited will be held on Monday, the 25th day of September, 2017, at 12:30 p.m. at the registered office of the Company at Nirlon Knowledge Park, Level 10, Block B-6, Off Western Express Highway, Goregaon (E), Mumbai- 400 063, to transact the following businesses:

AS ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Gurupad Pavan (holding DIN 06911454), who retires by rotation and being eligible offers himself for re-appointment.
3. 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s BSR & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s. Price Waterhouse, Chartered Accountants (FRN: 301112E) to hold office for a term of five consecutive years from the conclusion of this 80th Annual General Meeting until the conclusion of the 85th Annual General Meeting, subject to ratification of the appointment by the Members at every Annual General Meeting, at such remuneration including applicable tax(es) as may be decided by the Board of Directors of the Company in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

AS SPECIAL BUSINESS:

4. **To approve amendment to Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013 and other applicable provisions read with the rules and regulations made thereunder (including any amendment, re-enactment or statutory modification thereof, for the time being in force), Clause IIIA, IIIB and IIIC be and is hereby substituted with the following:

III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

- (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on business of a leasing company, hire purchase company and a finance company and engage in any and all kinds of financial businesses including the business of granting Loans and other financial or credit facilities, undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporate, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in

association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether secured or unsecured and with or without interest thereto, without contravening any of the provisions of Banking Regulation Act, 1949 and any amendments thereto for various purposes and RBI Directions for Non-Banking Finance Companies.

2. To arrange or provide facilities for the purpose of infrastructure development work or providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies.
3. To make investments for itself financial or credit facilities, making investment for itself and/or others including in the purchase or acquisition of or rights in moveable and immoveable property, rendering advisory services, hire, hire-purchase, lease and giving guarantees and other instruments of credit enhancement, and generally to carry on such business as a non-banking financial company registered with Reserve Bank of India is permitted to carry on.
4. To apply for, acquire, hold, dispose of, deal and trade in, through subscription, purchase, sale, exchange, underwriting or otherwise either in the name of the Company or any nominee or customer, shares, stocks, debentures, debenture-stock, bonds, units, money market instrument, equity linked notes/instruments, units of mutual funds, derivative instruments of all kinds, commercial papers, obligations and other securities, Indian or foreign, and to acquire and hold controlling or other interest in the share capital of any Company or Companies or partnership firms or body corporates or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any investments, and to provide managerial, administrative, supervisory and consultancy service to any person in which the Company is interested.
5. To draw, accept, endorse and discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures and other money market instruments or other securities, or give credit or guarantees or indemnities for the payment of money or the performance of contracts or obligations by any persons, whether or not against a security and whether with or without interest thereon.
6. To carry on business as merchant bankers, underwriters, portfolio managers, providers of investment and advisory services, financial consultants, stock brokers, providers of asset management services, venture capitalists, provider of custodial services, credit rating agency, foreign exchange brokers, credit reference agency, credit card service provider, money changers, provider of micro credit and rural credit, asset reconstruction company and any other business or activity related to the finance, securities and capital markets, including but not limited to carry on the business of factoring both domestic and international, acquiring financial assets in the nature of debt or receivables, whether existing or future and by purchasing (whether with or without recourse), selling, discounting, rediscounting, or assigning debts, receivables, decrees, actionable and other claims of any nature whatsoever, or by providing credit protection in the event of default by or insolvency, bankruptcy or dissolution of customers or other buyers of goods and services or by providing otherwise various other factoring services and activities such as but not limited to full factoring, maturity factoring, invoice discounting, both disclosed and undisclosed, collection and recovery of debts including on behalf of third parties, receivables, bills, notes, cheques, pay orders, commercial papers and other money market and other negotiable instruments, sales ledger maintenance and lending moneys or providing advance payment facility against purchase of debts and receivables.
7. To purchase or otherwise acquire, maintain, sell on installments, on deferred payment or otherwise, transfer on lease, or on hire purchase, or otherwise trade in and finance, for acquisition by other persons, of goods, articles, commodities, properties and assets of every kind, tangible or intangible movable or immovable including and not restricted to all kinds of goods, articles or things including vehicles, ships, aircraft, office equipment's computer, satellites, land and buildings in any part of the world.

8. To borrow or receive money on deposits either with or without security or secured by debentures, debenture stock (perpetual or otherwise), mortgage or other security charged on the undertaking of all or any of the assets of the company including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or any other assurance on such terms and conditions as may be deemed fit and to invest or lend money on security or otherwise to any company, partners, associations, or persons and to deposit money on interest or otherwise in any other form with any person firm or corporation as the Directors may think fit and open accounts, overdrafts, cash credit and to keep fixed or other deposits with banks, loan offices and other concerns.
 9. To purchase or otherwise acquire lands, houses, buildings, sheds and other fixtures on lands and buildings and to let them out on lease, rent contract or any agreement as may be deemed fit by the Company.
 10. To act as trustees, executors, administrators, managers, agents or attorney or to act as an agent for mutual funds, general and life insurance companies, credit card companies and such other financial products or services companies as may be permitted under applicable laws, regulations and guidelines.
 11. To provide financial assistance by way of subscribing to the capital of or providing loans and advances to, any person or persons including individuals, firms, body corporate, industrial and/or commercial enterprises or other entities, with or without security.
 12. To promote, organize, manage or act as agents to refer, market, distribute or otherwise sell any or all financial products/assets and services offered by any other individual, company, bank, firm, corporation or person, in India or abroad.
 13. To establish and carry on, directly or indirectly, with or without assistance, the business of transaction processing, Web enabled customer care, data digitalization, Information Technology (IT) enabled services, accounting and payroll services, remote processing centre, receiving, collecting, compiling, retrieving, accumulating and assimilating data, information, statistics and details on various clients, customers, companies, industries, economies, Government, Government authorities, National and International, Agencies, Corporation, Boards, individuals, bodies corporate whether incorporated or not, organizations, whether in India or abroad, processing and analyzing the information so received, recording, maintaining, archiving and storing the same and disseminate, supply, furnish, provide, sell, give, send, part with, dispose of, publish, promulgate, proclaim, declare and do all such acts and deeds for use by various Entities, Individuals, Bodies Corporate whether incorporated or not and Clients, Owners, Proprietors of the data, information and statistics and for that purpose to employ, utilize, take assistance of all available scientific, technological and communication equipment, internet, electronic data processing facilities and all other types communication and other media.
 14. To establish and carry on, directly or indirectly, with or without assistance, both within India and outside India, the business of a Call Centre for providing information, assistance, support, services, replies, response, answers, data, utilities to various clients, customers, companies, industries, Governments, Government authorities, Board, individuals, bodies corporate whether incorporated or not, association or persons, body of individuals, societies, organizations and for that purpose to employ, utilize, take assistance of all available scientific, technological and communication equipment, internet, electronic data processing facilities and all types of communication and other media.
- (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
1. To apply for and obtain registration with the Reserve Bank of India and other authorities, associations and bodies.
 2. To undertake and carry on business of safe deposit companies, trust companies and guarantee business in all their respective branches and to act as agents, commission and house agents, traders, factors, brokers,

auctioneers, wharfinger exporters, shipper, manufacturers, underwriters, supervisors, liquidators, or in any other capacity, and to buy, sell barter, exchange, pledge, mortgage, make advances upon, receive or otherwise deal in goods, produce article, lands, buildings, machinery, motor vehicles, plants, chattel, species, bullion, shares, debentures, stock, other securities and merchandise.

3. To acquire, receive, hold in trust as trustee, agent, nominee of any person any real or personal property or rights and interest therein, or to enjoy the benefit of any real or personal property acquired by or belonging to another person, for the Company or on its behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.
4. To employ and appoint experts, economists, financial analysts, managers, brokers, canvassers, agents and other persons to investigate and examine the conditions, prospects and value of securities for the purpose of this or any other business, concern or undertaking of or any other assets, properties or rights.
5. To form, promote, subsidise, organize, assist, maintain and conduct or aid in forming, promoting, subsidising, organizing, assisting, maintaining experimental workshops or conducting such research tests and experimental on financial, scientific, technical, economic, commercial or any other subject and undertake all types of technical, economic and financial investigations and aid or assist or enter into partnership with any institution, university, Company, partnership firm or person or persons undertaking or conducting such research, study, and provide, subsidise, endow, assist laboratories, workshops, libraries, meetings, lectures and conferences and by providing for remuneration of professors or teachers on any subjects, and by providing for the awards, exhibition, scholarship prizes and grants to students or otherwise and generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist the business of the Company.
6. To act on their own or as agent of insurance bodies in all or any of the branches including life, fire, marine, motor car, accident, public liability, plate glass, livestock, sickness, fidelity guarantee, workmen's compensation, burglary, riot or any other branches.
7. To insure any of the properties, properties, undertaking contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever, to indemnify the Company from liability or loss in any respect either fully or partially and subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or omitted to be done by them for and in the interests of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
8. To, guarantee, counter guarantee, support, secure, or become liable for whether by personal covenant or by mortgaging or changing all or any part of the undertaking, property or assets both present and future whenever situated, including any uncalled capital of the Company or by both such methods and whether for consideration or other benefits to or for the Company or any other person, the performance of the obligations of and the repayment of the principal amount and premiums, interest and dividends, and other amounts payable on any securities or indebtedness of whatever nature of any person.
9. To establish, finance, encourage saving scheme, Gift or bonus Schemes, house building schemes, hire purchase and installment supply schemes, committee fund schemes and pursue the policy of wise economy.
10. To establish and carry on the business as clearing, forwarding, shipping, insurance, warehousing, commissioning, freight brokerage, air cargo and passage agents, and to have branches all over the world.
11. To own, build, engage on lease, contract, rent on own account or together with others warehouses, godown, storages including cold storages, transit depots, sheds and such other open or covered spaces and to act as godown keepers, shed masters, warehouse men of all types of commodities.

12. To establish, maintain and operate shipping, air transport services (Public and private) and all ancillary services and for these purposes or undertaking to purchase, take, charge, charter, hire, build, construct, or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, drifters, hovercrafts, tugs and vessels, aircrafts, helicopters and motor and other vehicles, with all necessary, convenient equipments, engines, tackles, gears and stores and to maintain, repair, fitout, refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with dispose off any of the ships, vessels, aircraft, helicopters, and vehicles of the Company.
13. To form, become member of or enter into any partnership, joint venture or other associations or amalgamate/merge with any company or companies or other entities having objects altogether or in part similar or complimentary to those of the Company or to sell, exchange, lease underlease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally, or for any limited interest, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise, or with any public body, corporation, company, society, or association, or with any person or persons, for such considerations as the company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debentures-stock, securities or property of any other company or enter into any agreement for sharing profits, or for co-operation, or for limiting, competition, or for mutual assistance, with any such person, firm or company. or to acquire and carry business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or circulated directly or indirectly to enhance the value of or render more profitable the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold or retain, or sell, mortgage or deal in any shares, debentures, debenture-stocks or securities so received.
14. To create a depreciation fund, sinking fund, Insurance Fund, or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the Company.
15. To carry on anywhere in India or abroad, other trade or business, whether manufacturing or otherwise, subsidiary to or which may seem to the Company capable of being conveniently carried on in connection with any of the company's objects or calculated to enhance the value or render profitable any of the Company's property or rights and to establish and maintain places of business, branches, offices, any agencies, collaborations, subsidiary companies in any part of the world for the conduct of the business of the Company, or for the sake of any materials or things for the time being at the disposal of the Company for sale, and to advertise and adopt means of making known or prompting the use of all or any of the services, manufactures, products or goods of the Company or any articles or goods traded or dealt in by the Company or any other person in any way that may be thought advisable, including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, and the giving of prizes, rewards and donations.
16. To enter into any arrangement with any Government or State or authorities, national, municipal, local or otherwise that may be conducive to the Company's object or any of them and to obtain from any such Government or State or authorities any rights privileges and concessions, which the Company may think is desirable to obtain, and to carry out exercise, and comply with any such arrangement, rights, privileges, and concessions.
17. To apply for and to apply for and to obtain assistance (financial, technical or of any other type) from Government and other organisations, companies, firms or individuals, national or international, for developing the business or businesses of the Company.

18. To act as promoter or founder of any company or undertaking and underwrite or guarantee the issue of or subscription to the Capital, debentures debenture stock or obligations of any such company for commission or otherwise and to expand money on legal advice and proceeding, payment of fees, preparing circulating and advertising notices and prospectus and all other things which may be necessary and convenient for successfully promoting, forming and floating any such company or undertaking.
19. To adopt such means of making known the services of the Company to the public as may seem expedient in India or outside India, and in particular by exhibiting at, promoting and sponsoring exhibitions, advertising in multimedia including press, radio or television and by sponsoring and organizing exhibition of works of art, by publication of book and periodicals and by granting prizes, awards and donations.
20. To undertake any business or branch of a business, which this Company is authorized to carry on, by means of or through the agency of any subsidiary Company or Companies or otherwise, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any such business or branch, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including at any time and either temporarily or permanently to close any such branch of business, subject to compliance with RBI Directions, Guidelines and any other applicable laws and rules.
21. To accept stock or shares in, or debentures, mortgage, debenture stock or other securities of, any company in payment or part of payment for any services rendered of for any sale made to or debt owing from anyone.
22. To set up, establish and promote training institutions, training centers and offer to employees of the Company or any other person on payment of fees or otherwise, training and lectures, workshops and seminars. To train or to pay for training in India or outside India with respect to the employees of the Company or any persons.
23. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commissions, broker's fee, and the charges in connection therewith.
24. To enter into an agreement, undertake or otherwise arrange for receiving, mailing or forwarding, any circulars, notices, reports, brochures, materials, articles and things belonging to any Company, corporation, firm institution or person or persons, by means of delivery by hand or otherwise.
25. To acquire and hold by way of investment, bullion, gold, silver, precious, stones, jewellery, printings, manuscripts, object of art, shares, stocks, debentures, debentures-stock, bonds, obligations or securities by original subscriptions, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and other things capable of being held by way of investment.
26. To provide for, furnish or secure to any members or customers of the Company or to any subscribers or purchasers or possessors of any publications of the Company or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient or necessary either gratuitously or otherwise.
27. To remuneration the directors, employees, servants or any agents of the Company in cash or kind including by way of stock options, out of or in proportion to the proportion to the profits of the Company, or of any particular business carried on by the Company, as the Company may think fit in accordance with the provisions of applicable law, rules, regulations and guidelines.
28. To Indemnify officers, directors, promoters and servants of the Company against, proceedings, costs, damages, claims, damages, claims and demands in respect of anything done, or ordered to be done, for and in the

interests of the Company of for any loss, damages or misfortune whatsoever that may arise in such execution by officers, director's, promoters and servants of the Company of their duties or in relation thereto.

29. To refer any claims, demands or disputes by or against the Company or in which the Company is interested or concerned, to arbitration and to observe and perform and to all acts, matters and things to carry out or enforce the awards.
30. To undertaking the business of investing in the financial or non-financial markets and acquiring, holding, underwriting, selling, disposing of or otherwise dealing in shares, scripts, stocks, bonds, warrants, debentures, fixed return investments, equity linked investments or any other securities or instrument issued or guaranteed by any company or body (whether incorporated or not) in India or outside India, negotiable instrument including bill of exchange, hundies, promissory notes, deposit and any other money market instrument such as commercial papers, participations certificates, certificates of deposit, unites or securities issued by unit trusts or by mutual funds, governments (central and state), Reserve Bank of India or by any municipal, local, public or foreign authorities.
31. To pay for any properties, rights or privileges acquired by the Company in shares or debentures of this Company, or partly in shares or debentures of this company and partly in cash or otherwise and to give shares or stock or debentures of this Company in exchange for shares or stock or debentures of any other company.
32. To assign all or any contracts, from time to time and upon such terms and conditions as may be considered essential for the furtherance of the business of the Company.
33. To constitute trusts in connection with the issue of preferred, deferred or any special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purpose of any such trusts and to settle and regulate and, to issue, hold or dispose of any such preferred, deferred, or other special stocks, securities, certificates or documents relating thereto.
34. To accumulate fund and to lend, invest or otherwise employ moneys belongings to the Company, to individuals, firms, companies, government or quasi-government authorities or to whomsoever or as the Company may choose, with security or without security, upon such terms and conditions as may be determined from time to time but not to do the business of banking within the meaning of the Banking Regulations, 1949.
35. To aid particularly or otherwise, any association or organization constitution with the objective of providing solutions for settlement of industrial or labour problems or troubles or the promotion of industry or trade.
36. To undertake activities of holding of any charters and /or to acquire any privileges, monopolies, licenses, patents, or other rights and powers from any governments, parliaments, local or any other authority of India or outside India or otherwise and to exercise the powers, rights or privileges so obtained, in the matters and for the purpose aforesaid and to act solely or jointly with any other person and to apply for registration to any authorities in India or outside India and to act as accredited investment advisors to any mutual fund or unit trust.
37. To remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, or by a call or option on shares debentures stock or securities of this or any other company, or in any other manner, whether out of the Company's capital, profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or placing or assisting to place or guaranteeing the subscription of any shares, debenture stock or other securities of the Company or for any other reason which the Company may think proper.
38. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.

39. To acquire and take over any business or undertaking carried on upon, or in connection with any land or building which the Company may desire to acquire as aforesaid or become interested in, and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose of, remove or put an end thereto, otherwise deal with the same as may seem expedient.
40. To purchase, take on lease, or in exchange or otherwise acquire any land any buildings, in India or elsewhere and any estate or interest, in and any rights connected with any such lands and buildings.
41. To take over the business of any individual, partnership firm and any body corporate, the business or objects of which altogether or any part similar to the main objects of the Company.
42. To invest any moneys of the company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
43. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to the customers, and others having dealings with the Company with or without security, upon such terms as may be thought proper and to guarantee the performance of contracts by such person or company.
44. To protect the interest of the Contributors, depositors, participants and members of funds including money market mutual funds, offshore funds or funds dealing with assets specifically permitted by Securities and Exchange Board of India ("SEBI") or any authority under law for time being in force in India or abroad as the case may be.
45. To borrow or raise money with or without security or to receive money on the deposit at the interest, or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture stock, perpetual or otherwise, including debenture or debenture stock convertible into shares of this or any other company and in security of any such money so borrowed raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay off any such securities. The Company shall not, however, do the business of Banking within the meaning of the Banking Regulations Act, 1949.
46. To sell and in any other manner deal with or dispose of the whole of the undertaking's property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company and promote any other company or companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of this Company.
47. To provide for the welfare of the employees or the ex-employees of the Company or its predecessors in the business and the wives, widows, families or the dependents or the connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of money, pensions, allowances, bonus, payments towards insurance or other payments; or by creating and from time to time, subscribing or contributing to, adding or supporting, provident and other associations, institutions, funds or trusts or conveniences, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise, to assist or to guarantee money to charitable, benevolent, religious, scientific, national political or other institutions or any public general, or useful objects or exhibition.
48. To undertake, carry out, promote, sponsor or assist directly or in any other manner any social or charitable activity or other programmes including those for promoting the social and economical development and welfare of or the uplift of the people in rural areas.

49. To obtain one or more memberships in stock exchange, trade associations, depository, commodity exchanges, clearing houses or any other associations, club, society whether in India or outside India and/ or in any association of bankers, merchant bankers, insurance companies, brokers, securities dealers, or commodity dealers or any other associations memberships of which will be likely in any way to facilitate the conduct of the Company's business.
50. To carry on the business of the money changers and to deal in foreign exchange in cash, travellers cheques or in any other form.
51. To undertake trading/dealing in foreign exchange in all markets, both domestic and international and to conduct any other activities related to these markets.
52. To do all or any of the above things in any part of the world, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, through agents, sub-contractor or otherwise, either for reward or gratuitously.
53. To acquire, hold, lease, license, develop or deal in land, buildings, houses, flats, bungalows and shops.
54. To purchase, import, take on lease or in exchange, hire, license or otherwise acquire any immovable or moveable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular, any land, buildings, easements, machinery, plant, and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
55. To carry on the business of designing, developing, maintaining, selling, distributing, marketing and licensing computer software and programmes for commercial products, service and other applications and to provide business and productivity solutions utilizing electronic commerce and other network based information and other services including licensing of related computer software and programmes and to provide customer support, education, training and consultation, relating to all or any of the foregoing and matters and things relating or incidental thereto.
56. To carry on the business of taking part in the supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, Trustees, Accountants or other experts and/or agents.
57. To enter into arrangements for rendering and obtaining technical services relating to the business of the Company and financial collaborations whether by way of loans participation with individuals, firms or body corporates whether in or outside India.
58. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
59. To employ, engage, retain, compensate, administer, oversee, discharge and terminate employees, consultants, agents, advisors and representatives in order to attain the main objects of the Company or any of the incidental or ancillary objects of the Company.
60. To enter into contracts, agreements and arrangements with any other company, firm, trust or person for the carrying out by itself or by such other company, firm or person on behalf of the Company, the objects for which the Company is formed or from which the Company would or might derive any benefit, whether direct or indirect.
61. To undertake any other business that may seem to the Company capable of being conveniently carried on in connection with the main objects or directly or indirectly to enhance the value of the Company and to do any

form of business which the Reserve Bank of India or any other regulatory authority may specify as a form of business in which it is lawful for a Non-Banking Financial Company to engage.

RESOLVED FURTHER THAT any one Director or Manager & Chief Executive Officer or Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized, to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this resolution.”

5. To approve and adopt new set of the Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions read with the rules and regulations made thereunder (including any amendment, re-enactment or statutory modification thereof, for the time being in force), the new set of Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one Director or Manager & Chief Executive Officer or Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized, to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this resolution.”

6. Conversion of Company into Private Limited Company

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

“**RESOLVED THAT** pursuant to the provisions of section 13, 14 of the Companies Act, 2013 and any other applicable provisions read with the rules and regulations made thereunder (including any amendment, re-enactment or statutory modification thereof, for the time being in force), and subject to the approval of the Central Government i.e. National Company Law Tribunal (NCLT) and any other regulatory authorities as may be necessary, the consent of the Board of Directors of the Company be and is hereby accorded to convert the Company from 'Public Limited' to 'Private Limited' and consequently the name of the company be changed from “Barclays Investments & Loans (India) Limited” to “Barclays Investments & Loans (India) Private Limited ” by inserting the word 'Private' before the word 'Limited'.

RESOLVED FURTHER THAT the entire set of new Articles of Association of the Company as applicable to a Private Limited Company, as placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT the name “BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED” appearing in Clause I of the Memorandum of Association of the Company be substituted by the new name “BARCLAYS INVESTMENTS & LOANS (INDIA) PRIVATE LIMITED”.

RESOLVED FURTHER THAT the name “BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED” wherever it occurs in Memorandum and Articles of Association, letterheads, hoardings, envelopes, stamps etc. be substituted by new name “BARCLAYS INVESTMENTS & LOANS (INDIA) PRIVATE LIMITED”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one Director or Manager & Chief Executive Officer or Chief Financial Officer or the Company Secretary or Compliance Officer of the Company be and

are hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

7. Re-appointment of Dr. Dharmendra Bhandari as an Independent Director of the Company

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

“**RESOLVED** that pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Dharmendra Bhandari (holding DIN 00041829), who was appointed as an Independent Director of the Company for a term up to September 1, 2017 by the shareholders, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Dr. Dharmendra Bhandari as a candidate for the office of a director of the Company, be and is hereby reappointed as an Independent Director of the Company with effect from September 2, 2017 to September 1, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient, to give effect to this Resolution, to execute such documents, writings, etc., as may be necessary and to delegate all or any powers conferred to any Committee of Directors, with the power to further delegate to any executives/officers of the Company.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a Proxy for not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a single person may act as a proxy for a Member holding more than 10% of the total share capital of the Company carrying voting rights provided that such person shall not act as a proxy for any other person.
3. In case of joint holders attending the Meeting, the first holder will be entitled to vote.
4. An Explanatory Statement as required by section 102 of the Companies Act, 2013, is annexed hereto.
5. Physical copies of the Annual Report for 2016-17 are being sent to all the members in the permitted mode.
6. Members may also note that the Notice of the 80th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company’s website www.barclays.in/bilil for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: bililcompliance@barclayscapital.com.

7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board
For Barclays Investments & Loans (India) Limited**

Sd/-

Noopur Gupta
Company Secretary
ACS No.: 27413

Place: Mumbai
Date: September 6, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

M/s. Price Waterhouse, Chartered Accountants, was appointed as Statutory Auditors of the Company at previous Annual General Meeting (AGM) for a period of one year and are due to retire at the conclusion of the forthcoming AGM. M/s Price Waterhouse has been the Statutory Auditors of the Company for 11 years. In view of the requirements of Section 139(2) of the Companies Act, 2013, it is mandatory to rotate the Statutory Auditors of the Company. In order to comply with the aforesaid requirements, it is proposed to appoint M/s. BSR & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), as the Statutory Auditors in place of M/s. Price Waterhouse, the retiring Auditors, for a period of 5 (five) consecutive years.

M/s. BSR & Co. LLP have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under the provisions of Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the applicable provisions of the Companies Act, 2013.

Considering the above, the Board of Directors proposes to appoint M/s. BSR & Co. LLP, as the Statutory Auditors of the Company as their qualifications and experience have been found commensurate with the size and requirements of the Company.

The Board of Directors places on record their appreciation for the services rendered by M/s. Price Waterhouse as Statutory Auditors of the Company.

Your Directors recommend the resolution contained at Item No. 3 for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item No. 4

Upon enactment of the Companies Act, 2013 (**the 'Act'**), the Memorandum of Association ('MoA') of the Company was reviewed in order to realign it as per the provisions of the new Act and to insert/amend/delete the clauses in the MoA suiting the requirement of the Company without making any material changes to the main objects of the Company and without impacting the present business of the Company, the Board of Directors at its meeting held on August 28, 2017 had approved (subject to the approval of Members) the amendments in the Memorandum of Association of the Company with respect to the following:

1. Clause IIIA: Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
2. Clause IIIB: Objects that are incidental or ancillary to attainment of the Main Objects by way of insertion(s)/ deletion(s)/ alteration(s);
3. Clause IIIC: Other Objects have been deleted;
4. Other amendments required to align the existing MoA with the provisions of the new Act.

The draft of the amended MoA proposed for approval, is available for inspection by the Members of the Company during normal business hours at the registered office of the Company and copies thereof shall also be made available at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend the resolution contained at Item No. 4 for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item No. 5

Upon enactment of the Companies Act, 2013 (**the 'Act'**), various provisions of the Companies Act, 1956 have been repealed and in view of the same, the present Articles of Association of the Company is proposed to be re-aligned as per the provisions of the new Act. As this would result in number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion of the existing Articles of Association of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association is based on 'Table F' of Schedule I of the Act which sets out the model Articles of Association for a company limited by shares.

The Board of Directors at its meeting held on August 28, 2017 had approved (subject to the approval of Members) the new set of Articles of Association of the Company.

The draft of the new set of Articles of Association proposed for approval is available for inspection by the Members of the Company during normal business hours at the registered office of the Company and copies thereof shall also be made available for inspection on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed adoption of new set of Articles of Association of the Company.

Your Directors recommend the resolution contained at Item No. 5 for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item No. 6

Presently, the Company has the status of a Public Company as per the provisions of the Companies Act, 2013. However, considering that there is very limited involvement of public in the shareholding of the Company which forms 0.01% of its total paid-up share capital and in order to avail the privileges available to a Private Company so as to undertake its business and operations in a more efficient manner, the Board considered it prudent to convert the Company from its present status as Public Limited Company to a Private Limited Company by adding the word 'Private' in the name of the Company.

The Board of Directors at its meeting held on August 28, 2017 had approved (subject to the approval of Members) the proposal to convert the Company into a Private Limited Company and consequent amendment in the name clause of the Memorandum of Association of the Company and alteration in the Articles of Association of the Company pursuant to section 13 and 14 of the Companies Act, 2013 respectively.

The proposed conversion of the Company into a Private Limited Company and the change in the Name of the Company requires approval of members by way of Special Resolution.

A copy of the Memorandum of Association & Articles of Association of the Company incorporating the said proposed changes is available for inspection at the Registered Office of the Company on any working day during working hours.

Your Directors recommend the resolution contained at Item No. 6 for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item No. 7

Dr. Dharmendra Bhandari is due for retirement from his first term as Independent Director on September 1, 2017. Based on Dr. Bhandari's skill, experience, knowledge and performance evaluation, it is proposed that Dr. Bhandari be re-appointed for another term of two years from September 2, 2017 to September 1, 2019 as an Independent Director of the Board.

In accordance with Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in Board's report.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Dharmendra Bhandari being eligible, is proposed for re-appointment. A notice has been received from a member proposing Dr. Bhandari as a candidate for the office of Independent Director of the Company.

In opinion of the Board and based on Board's evaluation, he fulfills the requirements/conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Copy of the letter of re-appointment of Dr. Bhandari as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Your Directors consider that Dr. Bhandari's continued association would be of immense benefit to the Company and recommend the Resolution contained at Item No. 7 for approval of the Members. None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Bhandari are concerned or interested in the above Resolution.

**By Order of the Board
For Barclays Investments & Loans (India) Limited**

Sd/-

**Noopur Gupta
Company Secretary
ACS No.: 27413**

**Place: Mumbai
Date: September 6, 2017**

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

To the Members,

Your Directors are pleased to present the 80th Annual Report of Barclays Investments & Loans (India) Limited ('BILIL' or the 'Company'), along with Audited Accounts, for the financial year ended March 31, 2017.

1. FINANCIAL PERFORMANCE (STANDALONE AND CONSOLIDATED)

The Company's financial performance, both on a standalone and consolidated basis, for the financial year 2016-17 as compared to the previous financial year 2015-16 is summarized below:

(Rupees in millions)

Particulars	Standalone		Consolidated	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Profit Before Taxation	470.04	485.22	470.04	485.22
Less: Provision for Taxation (MAT)	(108.83)	(105.88)	(108.83)	(105.88)
Profit after Taxation	361.21	379.34	361.21	379.34
Add: Share in profit of Associate Company	-	-	14.99	11.19
Profit for the year	361.21	379.34	376.20	390.53
Add: Balance brought forward from previous year	(5,433.35)	(5,736.82)	(5,120.37)	(5,435.03)
Less: Appropriations:				
Transfer to Special Reserve under Section 45-IC of Reserve Bank of India Act, 1934	(72.24)	(75.87)	(72.24)	(75.87)
Balance carried to Balance Sheet	(5,144.38)	(5,433.35)	(4,816.41)	(5,120.37)

2. DIVIDEND

Your Directors do not recommend payment of dividend on the Equity shares of the Company for the year ended March 31, 2017.

3. DEPOSITS

During the year under review, the Company has not accepted any fixed deposits/deposits from public under the provisions of the Companies Act, 2013 (hereinafter referred as the 'Act') and as per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 2016.

4. CONSOLIDATED FINANCIAL STATEMENT

Pursuant to section 129 of the Act, the Company has prepared the consolidated financial statement of the Company and also of its Associate: Barclays Securities (India) Private Limited, in the same form and manner as that of the Company which shall be laid before the ensuing Annual General Meeting of the Company along with the laying of the Company's Financial Statement under section 129(2) of the Act i.e. Standalone Financial Statement of the Company.

The Consolidated Financial Statement of the Company along with its Associate for the year ended March 31, 2017 forms part of the Annual Report.

5. HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY DURING THE PERIOD UNDER REPORT

There were no companies which have become or ceased to become the Subsidiaries, Joint Ventures or Associates of the Company during the year under review. As on March 31, 2017, the Company doesn't have any Subsidiary as defined under the Act. A brief summary of the performance of the Associate Company; Barclays Securities (India) Private Limited is as under:

Name of the Associate Company	Corporate Identification Number (CIN)
Barclays Securities (India) Private Limited	U67120MH2006PTC161063

(Rupees in millions)

Particulars	Standalone	Consolidated
	March 31, 2017	March 31, 2016
Profit before Taxation	35.17	68.89
Less: Provision for Taxation (net of MAT and deferred tax)	10.23	8.94
Profit after Taxation	45.40	59.95
Total Assets	6,706.08	6,820.68
Total Liabilities	4,083.64	4,092.35
Net Worth	2,622.44	2,728.35
Percentage contribution of net profit of Associate Company at group level	-	3.98%

6. DISCUSSION ON FINANCIAL PERFORMANCE VIS-À-VIS OPERATIONAL PERFORMANCE

A brief summary of the operational performance of the Company is as under:

(Rupees in millions)

Particulars	March 31, 2017	March 31, 2016
Interest Income	1,511.16	1,301.20
Other Income	12.73	32.48
Total Income	1,523.89	1,333.68
Interest Expended	898.17	683.08
Operating Expenses	109.82	154.49
Total Expenditures	1,007.99	837.57
Operating Profit before Provisions and Contingencies	515.90	496.11
Provisions (other than tax) and Contingencies (Net)	45.86	10.89
Profit from Ordinary Activities before tax	470.04	485.22
Tax expenses	108.83	105.88
Net Profit from Ordinary Activities after tax	361.21	379.34
Extraordinary items (net of tax expense)	-	-
Net Profit for the period	361.21	379.34

The total income of the Company increased by 14% as compared to previous year driven by rise in the income from Loans against Securities ('LAS') portfolio. The rise in income from LAS was driven by rise in average balance outstanding during the year, though the actual yield declined due to rise in competition and easing of rates as compared to previous year. However, cost also increased and eventually led to flat net profit for the year.

7. STATE OF THE COMPANY'S AFFAIRS, CAPEX AND VARIATIONS IN THE NET WORTH OF THE COMPANY

Information on the financial and operational performance of the Company is stated above as part of the Directors' and Management Discussion & Analysis Report.

The Company was a listed Company by virtue of its debentures being listed with the Stock Exchanges. These debentures have matured on March 1, 2017 and there isn't any further issue outstanding as such as on date. Therefore, the Company is not presently required going forward to comply with the provisions of listing agreement entered into with the stock exchanges. Since the equity shares of the Company are not listed, information on market capitalization, price earning ratio and market quotations of the shares of the Company are not available. The net worth (as per Companies Act, 2013) of the Company as at March 31, 2017 is Rs. 6,162.29 million (Rs. 5,801.08 million as at March 31, 2016). The Company's Capital Adequacy Ratio calculated in line with the Reserve Bank of India ('RBI') directions for Non-Banking Financial Companies ('NBFCs') stood at 27.32% as at March 31, 2017 (47.58% as at March 31, 2016), well above the regulatory minimum requirement.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this report. As mentioned above, there are no outstanding debentures listed on any of the stock exchanges after March 1, 2017, hence compliance with the clauses of listing agreement entered into with the stock exchanges are not required to be adhered to presently.

9. INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-Banking Financial Companies are categorized:

- in terms of the type of liabilities into Deposit and Non-Deposit accepting NBFCs;
- non deposit taking NBFCs by their size into systemically important and other non-deposit holding companies (NBFC-NDSI and NBFC-ND); and
- by the kind of activity they conduct.

Within this broad categorization the different types of NBFCs are as follows:

- Asset Finance Company
- Investment Company
- Loan Company
- Infrastructure Finance Company
- Systemically Important Core Investment Company
- Infrastructure Debt Fund : Non- Banking Financial Company
- Non-Banking Financial Company - Micro Finance Institution
- Non-Banking Financial Company – Factors

Your Company is a Systemically Important (Non-Deposit taking) NBFC – Loan Company registered with RBI.

NBFCs are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices.

Year 2016-17 witnessed some major changes on the macroeconomic front. The year witnessed improvement in the economic state of affairs. Riding on the back-drop of various economic reforms including demonetisation, digitalisation of the economy, enhancing transparency in political funding, simplifying the tax administration and government initiated programs like "Make in India", India has emerged as the fastest growing major economy in the world. Further, low inflation has taken hold and confidence in price stability has improved. Also, continuance of low global commodity prices augurs well for sustainable low trade and current account deficits. The currency has been stable and growing

foreign exchange reserves indicate stable to positive macro-environment. This prompted RBI to cut interest rates twice by a cumulative 50bps in this fiscal year. All this, followed by a reduction in loan rates by banks, would automatically propel credit off-take and stimulate economic growth further into 2017-18.

Further, during the year, the Company received the approval from the office of Regional Director on November 30, 2016 to shift the registered office of the Company from the state of Tamil Nadu to the state of Maharashtra. Subsequently, the registered office has been shifted to Level 10, Block B-6, Nirlon Knowledge Park, Off Western Express Highway, Goregaon (East), Mumbai-400063 effective December 15, 2016.

10. OPPORTUNITIES AND THREATS

- **Opportunities:**

Revision in the India outlook, turnaround in economic growth, expected normal monsoon, lower to stable inflationary trend and expectations of further rate cuts are some of the positive indicators for the capital markets to be buoyant. Economic and tax reforms, especially with the introduction of Common Goods and Services Tax supplemented by various Government initiatives to boost the manufacturing sector and to increase the purchasing power of an average Indian consumer, would further boost demand, and hence spur development, in addition to benefiting investors. Financial institutions including NBFCs thus play a major role in being catalyst of growth. Your company, being sufficiently capitalized, continues to be well positioned to take a leap in building business and profits.

Also, with RBI introducing stringent asset quality review measures for Banks, the Banks will have to take pro-active steps to clean-up their Balance Sheets. This gives the NBFC sector a substantial opportunity to grow especially to your company whose assets are fully secured by liquid financial assets with adequate margins.

- **Threats:**

Competitive pricing, maintaining sufficient liquidity at right cost and tenure, constant endeavor to retain and tap the right talented personnel, unforeseen climatic and natural disasters, lower than expected rainfall are some of the perceived challenges and threats to the growth of business.

11. PERFORMANCE

The Company continues to focus on its Loans against Securities ('LAS') business.

The Company launched the LAS business in May 2009. The business has been built on a robust model pertaining to secured lending to High Net-worth Individuals and their individual centric commercial entities. Credit facilities are specifically designed to meet clients' need for liquidity support against financial assets. All loans are fully secured against financial assets comprising either, equity shares, mutual fund units, bonds or debentures.

With the turnaround in economic growth, the LAS Credit book surged with more diversification in client base and without any compromise to the credit quality.

Stringent credit appraisal and monitoring process is the backbone of a robust LAS business. Apart from the quality of security, importance is given to the borrower's background, purpose of the loan, ability to service interest and source of principal repayment on a case by case basis.

Consequently, the portfolio quality continues to remain good with no non-performing assets.

12. NATURE OF BUSINESS AND FUTURE OUTLOOK

There is no change in the nature of business of the Company during the year under review. The Company's strategy is to continue to offer the LAS product and maintain the quality of the portfolio by continuing to conduct rigorous borrower and security analysis before extending the loan and strong vigilance process of collateral and cash flow management thereafter.

With the turnaround in economic growth, expected normal monsoon, lower to stable inflationary trend and expectations of further rate cuts future outlook of your Company looks very positive for growth of credit assets business.

13. DEBT CAPITAL MARKET UPDATE

Your Company was actively engaged in raising short term funds in the nature of Commercial Papers ('CPs') from the capital markets. During the financial year under review, your Company issued Rs. 32,050 million of CPs and most of the funding requirements have been met through this mode. Your Company has diversified its investor base to a large number of Asset management companies by setting up limits with almost all the active players in the mutual fund industry. The spread provided by the Company over the other bigger NBFCs in the market has also subsequently shrunk, thereby reducing the cost of funds for the Company.

Your Company can now also explore accessing the capital markets for longer tenor funding requirements by issuing Non-Convertible Debentures ('NCDs'), whenever attractive pricing opportunities present itself.

INVESTMENTS AND BORROWINGS INCLUDING HEDGES

The Company manages various risks on its Balance Sheet and optimizes its funding cost. Treasury generally funds the Balance Sheet through various products viz. Non-convertible Secured Debentures (including Structured Debentures), Commercial Papers and Bank credit lines. The Company has adopted AS-30 which requires fair value accounting for financial instruments. As at March 31, 2017, the Company had Rs. NIL (2016: Rs. 162 million) of Non-convertible Structured Debentures outstanding. During the financial year, the Company recognized a loss of Rs 14.69 million on account of fair valuation/redemption of Structured Debentures and hedges.

14. INDEX/STOCK FUTURES AND CASH EQUITIES

The Company primarily invests in exchange traded equity index/stock futures and cash equities to hedge the delta risk embedded in Non-convertible Structured Debentures.

15. RISKS AND CONCERNS

Risk is an integral part of the business and almost every business decision requires the management to balance risk and reward. Maintaining our risk profile at an acceptable and appropriate level is essential to ensure our continued performance. The inability to manage these risks can cause permanent damage. As a result, today's operating environment demands a rigorous and integrated approach to risk management. There are different types of risk that the Company is exposed to such as Credit risk, Market risk, Treasury and Capital risk, Operational risk, Model risk, Reputation risk, Conduct risk and Legal Risk. The Company has an Enterprise Risk Management Framework and risk management strategy is based on a clear understanding of various risks, periodic risk assessments and measurement practices and continuous monitoring. Report of top risks and risk event update is periodically placed before the Audit Committee of the Board of Directors of the Company. The Directors review these reports and the course of action taken or to be taken to manage and mitigate the risks. Additionally, the report of internal auditors is reviewed and discussed by the Audit Committee. Since your Company follows the inherent risk management approach and the risks are managed well within the entity, currently your Directors do not foresee any risk that may threaten the existence of the Company.

16. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control system is designed to ensure proper management of principal risks faced by the company, operational efficiency, and accuracy of accounting records and compliance with laws and regulations. The Company has adopted Group's Enterprise Risk Management Framework and the risk management strategy is based on a clear understanding of various risks, periodic risk assessments and measurement practices and continuous monitoring.

The Company's Management and Risk Control Committee reviews risks and its management on a regular basis, and the Company is subject to an independent risk based Internal Audit for reviewing adequacy and efficacy of the Company's internal controls. The Internal Auditor presents the Internal Audit Reports to the Audit Committee which also reviews the adequacy and effectiveness of the internal controls in the Company.

17. INTERNAL FINANCIAL CONTROLS ADEQUACY WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement. These controls and processes are driven through various policies, procedures and attestation. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

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

The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing business. Accordingly, no specific energy conservation measures have been taken by the Company during the financial year 2016-17.

With respect to technology absorption, the Company has not imported any technology during the financial year under review. However it, being part of the Barclays Group, leverages on few applications provided by the Group to its affiliates as part of the Group support and follows the internal guidelines/policies framed by the Group in this regard.

The details of foreign exchange earnings and outgo are given below:

Particulars	(Rupees in millions)	
	Current Year	Previous Year
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	3.16	6.37

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments under Section 186(2) of the Act are not furnished since the provisions of Section 186(2) of the Act are not applicable to the Company, being a Non-Banking Financial Company registered with RBI.

20. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **The Board of Directors**

The Board of Directors, along with its Committees, provides leadership and guidance to the Company's management and directs, supervises and controls the activities of the Company. The size of the Board is commensurate with the size and business of the Company.

None of the Directors have resigned from the Board during the financial year 2016-17.

The details of the Board of Directors as on March 31, 2017 along with their attendance at the Board meetings held in the financial year 2016-17 are given below:

Name of the Director	Designation	Date of Appointment / Resignation	Tenure of appointment	Number of meetings attended during their tenure as Director
Mr. Rakesh Kripalani	Non-Executive Director, Chairperson	August 28, 2012	-	3 of 4*
Ms. Deepa Dev	Non-Executive Director	May 27, 2014	-	4 of 4
Mr. Harish H. Engineer	Independent Director	May 27, 2014**	2 years	4 of 4
Dr. Dharmendra Bhandari	Independent Director	September 2, 2014	3 years	4 of 4
Mr. Gurupad Pavan	Non-Executive Director	September 2, 2014	-	2 of 4
Mr. Nirav Mody	Non-Executive Director	April 27, 2015	-	3 of 4

* Attended one meeting via tele-conference and hence not counted for the purpose of quorum.

** Mr. Harish Engineer was re-appointed as the Independent Director of the Company by the Board of Directors and shareholders at the EGM held on July 17, 2017, for a period of two years w.e.f May 27, 2017 upto May 26, 2019.

The Annual General Meeting of the Company held on September 20, 2016 was attended by Mr. Rakesh Kripalani and Ms. Deepa Dev.

In terms of the provisions of Section 152(6)(c) of the Act and the Articles of Association of the Company, Mr. Gurupad Pavan being longest in the office will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment at the AGM.

The Independent Directors have given declaration to the Board stating that they meet the criteria of independence as mentioned under Section 149(6) of the Act.

Board Meetings

The Board Meetings are pre-scheduled and a tentative annual calendar of the Board Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

During the financial year 2016-17, four Board Meetings were held on May 25, 2016, September 6, 2016, November 10, 2016 and March 2, 2017. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

Meeting of Independent Directors

The Company's Independent Directors met on February 15, 2017, without the presence of the Non-Independent Directors and members of the management. The meeting was attended by both the Independent Directors and was conducted to enable them to discuss matters prescribed under Schedule IV to the Act.

- **Key Managerial Personnel ('KMP')**

Resignations

During the year under review, Mr. Vishal Jain resigned as the Manager and Chief Executive Officer with effect from July 1, 2016.

Ms. Yagya Turker resigned as the Company Secretary with effect from July 1, 2017.

The Board places on record its appreciation for the services rendered by them during their tenure with the Company.

Appointments

Pursuant to resignation of Mr. Vishal Jain as the Manager and Chief Executive Officer of the Company, the Board, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Ruzbeh Sutaria as the Manager of the Company for period of three years from July 1, 2016 to June 30, 2019.

We thank the shareholders for their support in approving the aforesaid appointment.

Further, due to the resignation of Ms. Yagya Turker as Company Secretary, the Board, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Prasad Poojary as the Company Secretary with effect from July 1, 2017.

Continuing

Mr. Bhavesh Rawal is the Chief Financial Officer of the Company.

The Board placed on record its sincere appreciation for the contribution made by the KMPs stated above to the Company.

21. COMMITTEES

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. The minutes of Committee meetings are placed before the Board for its noting.

- **Details of Committees of the Directors**

The Board has at present the following Committees of the Directors:

- **Audit Committee**

The Audit Committee has been formed to review Company's internal control process, accounting policies, the contents of the financial reports, disclosure controls and procedures, management's approach to internal controls, the adequacy and scope of the external and internal audit functions, compliance with regulatory and financial reporting requirements, oversee the relationship with the Company's external auditors and to provide assurance to the Board that executive management's control assurance processes are implemented and are complete and effective.

The Audit Committee of the Board presently comprises of the following Directors:

- Ms. Deepa Dev, Non-Executive Director (Chairperson)
- Mr. Harish H. Engineer, Independent Director
- Dr. Dharmendra Bhandari, Independent Director

The Audit Committee met four times during the financial year 2016-17 on May 25, 2016, September 6, 2016, November 10, 2016 and March 2, 2017.

During the financial year 2016-17, there have been no instances where the Board of Directors of the Company has not accepted the recommendations of the Audit Committee.

➤ **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has been formed to ensure good governance in the appointment of directors, managerial person and senior management who are best able to discharge their duties and responsibilities as such; review the remuneration payable to the managerial person, formulation of nomination and remuneration policy and review the performance of the directors.

The Nomination and Remuneration Committee of the Board presently comprises of the following Directors:

- Ms. Deepa Dev, Non-Executive Director (Chairperson)
- Mr. Gurupad Pavan, Non-Executive Director
- Mr. Harish H. Engineer, Independent Director
- Dr. Dharmendra Bhandari, Independent Director

The Nomination and Remuneration Committee met three times during the financial year 2016-17 on May 25, 2016, November 10, 2016 and February 15, 2017.

➤ **Corporate Social Responsibility Committee**

The Corporate Social Responsibility ('CSR') Committee has been formed for the development and consistent execution of the CSR policy, ensuring alignment with the global community investment, citizenship strategy and enhanced reputational impact.

The CSR Committee of the Board presently comprises of the following Directors:

- Mr. Rakesh Kripalani, Non-Executive Director (Chairperson)
- Ms. Deepa Dev, Non-Executive Director
- Mr. Harish H. Engineer, Independent Director

The CSR Committee met four times during the financial year 2016-17 on June 20, 2016, November 28, 2016, February 15, 2017 and March 27, 2017.

Attendance of Directors at the aforesaid Committee Meeting(s):

Name of the Director	Audit Committee Meetings attended	Nomination and Remuneration Committee Meetings Attended	Corporate Social Responsibility Committee Meetings Attended
Mr. Rakesh Kripalani	-	-	4 of 4
Ms. Deepa Dev	4 of 4	2 of 3	2 of 4
Mr. Harish H. Engineer	4 of 4	3 of 3	4 of 4
Dr. Dharmendra Bhandari	4 of 4	3 of 3	-
Mr. Gurupad Pavan	-	2 of 3	-
Mr. Nirav Mody	-	-	-

- **Details of other Committees comprising of the Directors and Senior Management**

The Board has at present the following Committees comprising of the Directors and members of Senior Management:

- **Asset and Liability Committee**

The Asset and Liability Committee has been formed to create value and control risk by providing management oversight of balance sheet structure, liquidity, market and financial risk, capital and dividends, regulatory compliance and reporting and compliance with internal controls.

- **Management and Risk Control Committee**

The Management Forum and Risk and Control Committee has been formed to exercise strategic control and direction; embed and maintain effective control of risks in the entity; oversee the management of the entity's Business risk profile; and provide assurance as to the design of the governance and control framework and the operational effectiveness of internal controls.

- **High Level Monitoring Committee**

The High Level Monitoring Committee has been formed to monitor the reporting made under the Foreign Account Tax Compliance Act and Common Reporting Standards and to further ensure that the Company is in a position to meet the deadlines for completing due diligence procedure and reporting requirements or such other deadlines as may be prescribed under the law.

22. MANNER OF EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS ON THE BOARD

In terms of the requirements of the Act, the Board carried out the annual performance evaluation of the Board as a whole, its Committees and the Directors. A structured evaluation feedback form was prepared covering various aspects such as board structure and composition, effectiveness of board process, information and functioning, establishment and determination of responsibilities of Committees, culture and governance, quality of relationship between the board and the management etc. Also, a separate questionnaire was prepared to evaluate the performance of individual directors including the Chairman, which had parameters such as focus on critical issues, skills, attributes and experience, effective conclusion of matters on hand, independence of judgement safeguarding the interest of the Company etc. The performance evaluation of the Independent Directors was carried out by the entire Board.

The Nomination and Remuneration Committee of the Board also evaluated the performance of each Director pursuant to the requirements under the Act. In accordance with the Barclays Group requirements, the Audit Committee of the Board carried out evaluation of its performance, the Internal Auditors and the Statutory Auditors. The Independent Directors also carried out evaluation of the performance of the Board as a whole; Non-Independent Directors and the Chairman of the Board taking into account the views of other Directors.

23. COMPANY'S POLICIES

- **Corporate Social Responsibility ('CSR') Policy**

The CSR Policy of the Company lays down the principles and mechanisms for undertaking various programmes in accordance with Section 135 of the Act for community at large. The Company is committed to play a broader role in the communities in which we live through its community investments programmes.

The details of the CSR activities of the Company as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as "**Annexure A**" to this Report.

- **Nomination and Remuneration Policy**

The Nomination and Remuneration Policy of the Company formulates criteria for identification of persons who are qualified to become directors and who may be appointed in senior management and recommend their appointment to the Board, determine remuneration payable to them and put forth other relevant measures for evaluating 'fit and proper' status of the Directors.

The Nomination and Remuneration Policy of the Company is appended as "**Annexure B**" to this Report.

- **Related Party Transactions ('RPT') Policy**

The RPT Policy of the Company has been framed to ensure proper approval and reporting of transactions between the Company and its Related Parties. The Policy specifies the criteria to determine whether the transactions are in the ordinary course of business and at arm's length and the approach for obtaining approvals of the Audit Committee, Board and/or the Shareholders' of the Company.

The RPT Policy of the Company is appended as "**Annexure C**" to this Report.

- **Vigil Mechanism**

The Company has adopted Group Raising Concerns ('Whistle blowing') Policy along with an India Addendum as its vigil mechanism which reflects Barclays' Group commitment to ensure that concerns of potential breaches of laws, rules, regulations or compliance policy, raised in good faith, are handled in an appropriate manner and rectified as necessary.

- **Risk Management Policy**

The Company had adopted Group Enterprise Risk Management Framework ('ERMF') as its Risk Management Policy. The said framework covers Principal Risk, Risk appetite; Risk Management and Segregation of Duties, Governance and Responsibilities, Framework, policies and standards. The Enterprise Risk Management Framework applies globally and throughout the Barclays Group.

Apart from the policies mentioned above, there are several other policies adopted by the Board as per the Regulatory, Group and Business requirements.

24. STATUTORY AUDITORS

M/s. Price Waterhouse (FRN: 301112E), Statutory Auditors of the Company, are due for retirement at the ensuing Annual General Meeting ('AGM'). M/s Price Waterhouse has been the Statutory Auditors of the Company for 11 years. In view of the requirements of Section 139(2) of the Companies Act, 2013, it is mandatory to rotate the Statutory Auditors of the Company. In order to comply with the aforesaid requirements, it is proposed to appoint M/s. BSR & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), as the Statutory Auditors in place of M/s. Price Waterhouse, the retiring Auditors, for a period of 5 (five) consecutive years. M/s. BSR & Co. LLP has confirmed that their appointment, if made, will be in compliance with the applicable provisions of the Companies Act, 2013.

Your Board recommends appointment of M/s. BSR & Co. LLP as the Statutory Auditors at the ensuing AGM to hold office and audit the accounts of the Company from FY 2017-18 to FY 2021-22.

25. SECRETARIAL AUDIT

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Makarand M. Joshi & Co., Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2016-17.

The Secretarial Audit Report as received from the Secretarial Auditors is appended as “**Annexure D**” to this Report.

26. COMMENTS ON AUDITORS’ REPORT

The Report given by the Statutory Auditors on the financial statements of the Company is forming part of the Annual Report.

There are no qualifications, reservations, adverse remarks or disclaimers made by M/s. Price Waterhouse, Statutory Auditors, in their Audit Report and by M/s Makarand M. Joshi & Co., Company Secretaries, in their Secretarial Audit Report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2016-17.

27. EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT-9 as required under Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as “**Annexure E**” to this Report.

28. SHARE CAPITAL

The equity share capital of the Company stands at Rs. 10,903,285,600 as at March 31, 2017. During the year under review, there wasn’t any change in the structure of equity share capital of the Company.

Further, the preference share capital (0.01% Cumulative Preference Shares) of the Company stands at Rs. 458,875 as at March 31, 2017. During the year under review, there wasn’t any change in the preference share capital (0.01% Cumulative Preference Shares & 7.5% Cumulative Preference Shares) of the Company.

The Company has not issued any sweat equity shares. Also, the Company has not made any offer to buy back its shares in the financial year 2016-17.

29. HUMAN RESOURCES

There have not been any material developments in HR/Industrial Relations front during the year. There were no cases reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the financial year under review.

The disclosures as specified under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

Some of the employees have joined the Company during the financial year either on Company’s rolls or on secondment and hence the remuneration paid to them has been for the respective number of days in employment during the financial year 2016-17. Accordingly, all figures provided below/percentages arrived at have been calculated basis actual remuneration paid to the employees of the Company for the period served in office.

Ratio of the remuneration of each director to the median employee’s remuneration for the financial year	<p>The Board of Directors of your Company consists of Non-Executive and Independent Directors and they are not entitled to receive any remuneration from the Company apart from sitting fees which is paid to the Independent Directors of the Company.</p> <p>However, the median remuneration of the employees of the Company for the financial year 2016-17 is Rs. 13,62,500/- (Rupees Thirteen Lacs Sixty Two thousand Five Hundred only).</p>
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<p>Percentage increase in the remuneration of Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year</p>	<p>As stated above, the Directors of your Company are not entitled to receive any remuneration apart from sitting fees which is paid to the Independent Directors of the Company.</p> <p>The percentage increase in the remuneration of the Key Managerial Personnel in the financial year 2016-17 is given below:</p> <ul style="list-style-type: none"> Ms. Yagya Turker, Company Secretary & Compliance Officer: 6%. <p>During the year under review, Mr. Vishal Jain resigned as the Chief Executive Officer of the Company on June 30, 2016 and Mr. Ruzbeh Sutaria assumed that position effective July 1, 2016. Also, Bhavesh Rawal, CFO, joined the Company effective January 20, 2016 subsequent to resignation of Manmohan Shetty, former CFO. Due to these movements, the percentage increase in the remuneration of Chief Executive Officer and Chief Financial Officer cannot be depicted.</p> <p>The amount of remuneration paid to the former and present Manager & CEO and CFO is available in the extract of the Annual Return appended as “Annexure E” to this Report.</p>
<p>Percentage increase in the median remuneration of employees in the financial year</p>	<p>The median remuneration of employees of your Company has decreased by 30.32% in the financial year 2016-17.</p>
<p>Number of permanent employees on the rolls of the Company at the end of the financial year</p>	<p>The number of permanent employees on the rolls of the Company as on March 31, 2017 is 4 (Four) and the number of employees seconded on a full-time basis to the Company as on March 31, 2017 is 11 (Eleven).</p>
<p>Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration</p>	<p>The average increase made in the salaries of employees other than the managerial personnel in the financial year was – (21.07)% whereas the increase in the managerial remuneration cannot be ascertained as Mr. Vishal Jain resigned as the Chief Executive Officer of the Company on June 30, 2016 and Mr. Ruzbeh Sutaria assumed that position effective July 1, 2016.</p>
<p>Affirmation that the remuneration is as per the remuneration policy of the company</p>	<p>It is affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.</p>

Remuneration of Directors

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Directors and Independent Directors, apart from sitting fees paid to the Independent Directors for attending meetings of the Company.

30. PARTICULARS OF EMPLOYEES

The disclosures as specified under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as “**Annexure F**” to this Report.

31. DISCLOSURES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Your Company doesn't have any subsidiary and its parent Company is Barclays Bank PLC, UK. Your Company doesn't have any loans/advances/investments in its books as required to be disclosed under Schedule V(A) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

32. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and the Company's operations in future.

33. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties as referred to in Section 188(1) of the Act, as prescribed in Form AOC-2 is appended as “**Annexure G**” to this Report.

34. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that –

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the directors had prepared the annual accounts on a going concern basis;
- v. 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; and
- vi. 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.

35. ACKNOWLEDGEMENTS

Your Directors place on record their gratitude to the shareholders, government, regulators, stock exchanges, bankers and other statutory bodies for their continuing support.

The Directors would also like to express their sincere thanks and appreciation to all the employees for their dedicated and unstinted efforts.

For and on behalf of the Board of Directors

Sd/-

Rakesh Kripalani
Chairman
(DIN: 02877283)

Place: Mumbai
Date: August 28, 2017

ANNEXURE - A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES [Pursuant to Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of the projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Web-link: <http://www.barclays.in/bilil/policies.html>

The CSR Policy of the Company lays down the principles and mechanisms for undertaking various programmes in accordance with section 135 of the Companies Act, 2013. The Company is committed to play a broader role in the communities in which it operates by way of supporting various initiatives through funding, fund raising and/or volunteering activities. As per the CSR policy of the Company, the Company is supporting the following initiative as its CSR project for the Financial year 2016-17:

Global Youth Employability Programme: The Company intends to provide employment enhancing soft skill training to students to help them be job-ready. This will help the beneficiaries in improving their employability and improve their prospects economically. The programme will also have a positive impact on the confidence of the young beneficiaries and enhance their ability to face various challenges in life.

The Company, through its implementing agency International Association for Human Values (IAHV), is engaged in providing last-mile skills to young graduates, ITIs and engineering students through Barclays Life-Skills, work-skills and employability programmes such that young people in the age group of 18-24 find jobs.

The Company may undertake any other programme or project in areas enumerated in Schedule VII referred in section 135 of the Companies Act, 2013.

2. The composition of the CSR Committee:

Sr. No.	Name	Role in the Committee
1	Mr. Rakesh Kripalani	Chairman of the Committee
2	Ms. Deepa Dev	Member of the Committee
3	Mr. Harish H. Engineer	Member of the Committee

3. Average net profit of the company for the last three financial years (computed as per section 198 of the Companies Act, 2013): **Rs. 519,470,518** /-
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): **Rs. 10,389,410** /-
5. Details of CSR spent during the financial year:
 - a. Total amount spent for the financial year: **Rs. 10,400,000/-** (rounded off on higher side)
 - b. Amount unspent, if any: **Nil**
 - c. Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify state and district where project or program was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads (1) Direct expenditure on project or program (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent : Direct or through implementing agency
1	Youth Employability	Skilling	Chennai, Tamil Nadu	Rs.10,400,000	Rs.10,400,000	Rs.10,400,000	Implementing Agency – International Association for Human Values (IAHV)

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide reasons for not spending the amount in its Board Report: **Not Applicable**

7. Responsibility statement of the CSR Committee:

The CSR Committee confirms that the implementation and monitoring of the CSR policy, is in compliance with CSR objectives and Policy of the Company

Sd/-
Deepa Dev
Director

Sd/-
Rakesh Kripalani
Chairman – CSR Committee

ANNEXURE - B

NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

Section 178 of the Companies Act 2013 (**the 'Act'**) provides for constitution of the Nomination and Remuneration Committee (**the 'Committee'**). Section 178(3) of the Act requires the Committee to formulate criteria for determining qualifications, positive attributes and independence of a director and further recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel (**'KMPs'**) and other employees.

The Company has already constituted the Committee presently comprising of two non-executive directors and two independent directors and this Policy is being formulated in compliance with section 178 of the Act and the Corporate Governance Directions for Non Banking Financial Companies (**'NBFC'**) issued by Reserve Bank of India (**'RBI'**).

2. DEFINITIONS

- (a) **'Act'** means the Companies Act, 2013, as may be amended from time to time.
- (b) **'Board'** means the Board of Directors of the Company.
- (c) **'Company / BILIL'** means 'Barclays Investments & Loans (India) Limited'.
- (d) **'Group Policy'** means the Barclays Group Policy on Legal Entities and Directors applicable to the Company, as may be amended from time to time.
- (e) **'Independent Director'** means a director referred to in section 149(6) of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendments thereto the Act/Rules).
- (f) **'Key Managerial Personnel' or 'KMP'**, in relation to the Company, means
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as prescribed under the Companies (Specification of definitions details) Rules, 2014 (including any amendments thereto).
- (g) **'Nomination and Remuneration Committee'** shall mean a Committee of the Board of Directors of the Company constituted in accordance with the provisions of Section 178 of the Act and the Master Directions - Non-Banking Financial Company – Systematically Important Non-deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- (h) **'Policy' or 'this Policy'** means Nomination and Remuneration Policy.
- (i) **'Remuneration'** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- (j) **'Rules'** means Rules framed by the Ministry of Corporate Affairs, Government of India under the Act.
- (k) **'Senior Management'** means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads and more specifically described in **Annexure –1** attached to this Policy.

3. INTERPRETATION

Unless the context otherwise requires, terms that have not been specifically defined in this Policy shall bear the same meaning as assigned to them under the Act and rules made thereunder (as amended from time to time).

4. OBJECTIVE

The Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the Master Directions - Non-Banking Financial Company – Systematically Important Non-deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by RBI, as amended from time to time. The key objectives of the Committee would be to:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy.
2. Recommend to the Board, appointment/re-appointment of directors and senior management and removal.
3. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, KMPs and other employees. Also, to ensure that, while formulating the Policy:
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
4. Carry out evaluation of performance of the directors on yearly basis.
5. Put in place other measures as may be considered relevant relating to the appointment of directors and evaluating the “fit and proper” status of directors before appointment/re-appointment.
6. Determine the remuneration payable to the Managing Director, Whole-Time Director and Manager (collectively known as “managerial person”) and to review and recommend remuneration payable to Directors other than managerial person.
7. To perform such other functions as may be mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable to the Company.

5. FUNCTIONING OF THE COMMITTEE

The Committee shall function and operate within its Terms of Reference (**‘ToR’**) as may be approved by the Board, from time to time.

The term of the Committee shall be perpetual unless and until terminated by the Board.

6. GUIDING PRINCIPLES

This Policy explains the purpose and principles underlying the structure of remuneration. It demonstrates how remuneration is linked to the achievement of sustained high performance and long term value creation.

Our remuneration decisions:

1. Support the objectives of the Company by attracting, retaining and competitively rewarding colleagues/management with the ability, experience, skill, values and behaviours to deliver that goal;
2. Will only reward business results when these are achieved in a manner consistent with Barclays' Values and behaviours that is to say:
 - Respect: We respect and value those we work with, and the contribution that they make
 - Integrity: We act fairly, ethically and openly in all we do
 - Service: We put our clients and customers at the centre of what we do
 - Excellence: We use our energy, skills and resources to deliver the best, sustainable results
 - Stewardship: We are passionate about leaving things better than we found them
3. Protect and promote shareholders' interest by incentivising colleagues to deliver sustained performance and create long term value through the delivery of Barclays' goal. Those decisions will reflect that performance for individuals and in aggregate. Barclays will pay competitively for high performance but will not pay more than the amount appropriate to maximise the long term value of the Company for its stakeholders;
4. Create a direct and recognisable alignment between remuneration and risk exposure, as well as adjusting current and deferred incentives for current and historic risk, including malus adjustments, as appropriate; and
5. Should be as simple and clear for colleagues and stakeholders as possible – as is the process used to determine them.

7. APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT

7.1 APPOINTMENT CRITERIA AND QUALIFICATIONS:

- (a) The Committee shall identify and ascertain integrity, qualification, expertise and experience of the person for appointment as a director (including independent director), KMP or at Senior Management level and recommend to the Board his/her appointment.
- (b) The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- (c) Unless contrary to the Act, rules or regulations, the appointment and removal of directors, KMP and senior management shall also be governed by the Group Policy, to the extent it is applicable.

7.2 TERM / TENURE:

- (a) **Managing Director/Whole-time Director/Manager:** The Company shall appoint or re-appoint any person as its, Managing Director, **Whole-time Director** or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.
- (b) **Independent Director:** An Independent Director shall hold office for a term not exceeding five consecutive years (or for such lesser term as may be required as per the Group Policy) on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- (c) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. The independent director shall not be liable to retire by rotation as per the provisions of the Act.

- (d) **Non Executive Director:** There shall be no term specified for appointment of a Non-Executive Director unless otherwise specified under the Act. The Non Executive Director shall be eligible for retirement by rotation as per the provisions of the Act.

A letter of appointment with terms and conditions for appointment would be issued to the Independent Directors and Non-Executive Directors based upon the Group's template and provisions of the Act.

7.3 REMOVAL:

Due to reasons for any disqualification mentioned in the Act or rules made thereunder or under any other law applicable to the Company, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance with the said Act, rules and regulations.

7.4 RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP or Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

8. REMUNERATION FOR THE MANAGERIAL PERSON, KMP, SENIOR MANAGEMENT AND OTHER EMPLOYEES

1. Remuneration of Managerial Personnel, KMP, and Senior Management and other employees shall be recommended basis the Barclays reward principles by the Rewards team and submitted to the Committee and to the Board (if so required under the Act) of the Company for their approval. The remuneration payable to Managerial Personnel, KMP and Senior Management will be governed as per points (3) and (4) below.
2. Unless provided to the contrary by the law or regulations, the Committee shall be guided by Barclays Group Rewards Policy while signing off remuneration, annual bonus, increments and other perquisites of directors, KMPs, Senior Management and other employees.
3. The remuneration payable to Managerial Personnel will be subject to approval of the Committee and the Board in due compliance with the provisions of Companies Act, 2013 read with Schedule V of the Act. The remuneration shall be subject to the approval of the Shareholders and Central Government, wherever required, as per the Act or any other regulations applicable to the Company.
4. The remuneration for the KMP and the Senior Management at the time of the appointment will be approved by the Board on the recommendation of the Committee. The Committee shall further review and approve any subsequent changes to the existing remuneration by way of increment and bonus payable to the KMP and Senior Management.
5. Subject to the provisions of the law, regulations and Barclays Group Rewards Policy, the following parameters shall be considered while determining remuneration, annual bonus, increments and other perquisites of directors, KMPs, Senior Management and other employees:
 - Internal Benchmarks
 - Role Profile and Corporate Title
 - Performance Ratings (based on key objectives and living the values)

9. REMUNERATION OF NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

1. Except where mandated by the law or regulations or unless approved by the Board as a special case, Non-Executive Directors employed with other Barclays Group companies shall not be entitled to remuneration from the Company.
2. An Independent Director shall be entitled to receive remuneration by way of sitting fee for participation in meetings of the Board or Committee(s) thereof, which shall be recommended by the Committee for approval of the Board. Provided that the amount of such fees shall not exceed the limit as may be prescribed under the Act, from time to time. They shall also be entitled to reimbursement of expenses for participation in the Board and other meetings and profit related commission (as may be approved by the Members of the Company).

10. DEVIATIONS FROM THE POLICY

Any deviations from this Policy shall be reviewed by the Committee and recommended to the Board for approval.

11. VERSION CONTROL

Version	Date	Change
1.0	February 20, 2015	Policy Approved
2.0	May 25, 2016	Annual review of the Policy
3.0	May 23, 2017	Annual review of the Policy

ANNEXURE – 1 OF THE POLICY

The term 'Senior Management' shall mean the Key Managerial Personnel and personnel holding other statutory / regulatory designations in the Company and shall include officials at Vice President and above grade (as per the tiering structure of the Company) which currently comprise of the following:

- Manager / Chief Executive Officer
- Chief Financial Officer
- Company Secretary
- Compliance Officer
- VP - WIM India Governance
- VP - Internal Auditor

ANNEXURE – C

RELATED PARTY TRANSACTIONS POLICY

1. PREAMBLE

The Board of Directors (the “**Board**”) of Barclays Investments & Loans (India) Limited (the “**Company / BILIL**”), has adopted the following policy and procedures with regard to Related Party Transactions (“**RPT**”) as defined below. The Audit Committee will review and recommend this Policy for amendment to the Board from time to time.

The purpose of this policy is to regulate transactions between the Company and its Related Parties based on the relevant laws and regulations applicable on the Company.

2. PURPOSE

This Policy is framed in terms of the Master Direction - Non-Banking Financial Company – Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and intended to ensure proper approval and reporting of transactions between the Company and its Related Parties. The Company is required to disclose the Policy on dealing with Related Party Transactions on its website as well as in its Annual Report, as may be required under the said Directions.

3. DEFINITIONS

- (a) “**Act**” means the Companies Act, 2013, as may be amended from time to time.
- (b) “**Arm’s length transaction**” shall have the same meaning as assigned under explanation (b) to Section 188(1) of the Act (including any amendments thereto), which means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- (c) “**Audit Committee**” or “**Committee**” means the Committee of the Board of Directors of the Company constituted under the provisions of the Act.
- (d) “**Board**” means the Board of Directors of the Company.
- (e) “**Control**” shall have the same meaning as assigned under Section 2(27) of the Act.
- (f) “**Key Managerial Personnel**” or “**KMP**” in relation to the Company means
 - (i) the Chief Executive Officer or the Managing Director or the Manager,
 - (ii) the Company Secretary,
 - (iii) the Whole-time Director,
 - (iv) the Chief Financial Officer and
 - (v) Such other officer as prescribed under the Companies (Specification of definitions details) Rules, 2014 (including any amendments thereto).
- (g) “**Policy**” or “**this Policy**” means Related Party Transactions Policy.
- (h) “**Related Party**” means a related party as defined under Section 2(76) of the Act, including any modifications thereof, as provided below:
 - (i) a director of the company or his relative;
 - (ii) a KMP of the company or his relative;
 - (iii) a partnership firm wherein a director, manager or his relative is a partner;
 - (iv) a private company wherein a director or manager or his relative is a member or director;

- (v) a public company in which a director or manager is a director and holds along with his relatives, more than 2% of its paid-up share capital;
 - (vi) a body corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager apart from those given in their professional capacity;
 - (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act apart from those given in their professional capacity;
 - (viii) a holding, subsidiary or associate company;
 - (ix) a subsidiary company of a holding company;
 - (x) a director (other than independent director) or KMP of the holding company or his relative.
- (i) **“Related Party Transaction”** means any transaction directly or indirectly involving Related Party for transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged.

Explanation: A "transaction" with a Related Party shall be construed to include single transaction or a group of transactions in a contract.

These categories will also include the following categories of transactions and thresholds as prescribed under Section 188(1) of the Act and rules made thereunder:

- (i) sale, purchase or supply of any goods or materials;
 - (ii) sale, purchase or supply of any goods or materials;
 - (iii) selling or otherwise disposing of, or buying, property of any kind;
 - (iv) leasing of property of any kind;
 - (v) availing or rendering of any services;
 - (vi) appointment of any agent for purchase or sale of goods, materials, services or property etc.
 - (vii) such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and
 - (viii) underwriting the subscription of any securities or derivatives thereof, of the Company.
- (j) **“Relative”** with reference to any person means anyone who is related to another, if-
- (i) they are members of a Hindu Undivided Family;
 - (ii) they are husband and wife; or
 - (iii) one person is related to the other person as-
 - (a) Father (including step-father)
 - (b) Mother (including step-mother)
 - (c) Son (including step-son)
 - (d) Son's wife
 - (e) Daughter
 - (f) Daughter's husband
 - (g) Brother (including step-brother)
 - (h) Sister (including step-sister)
- (k) **“Rules”** means Rules framed by the Ministry of Corporate Affairs, Government of India under the Act.
- (l) **“Subsidiary Company”** or **“subsidiary”** shall have the same meaning as defined under Section 2(87) of the Act, as amended from time to time.
- (m) **“Holding Company”** shall have the same meaning as defined under section 2(46) of the Act, as amended from time to time.

4. POLICY

All Related Party Transactions, regardless of those stated above, including any subsequent modifications thereto must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy.

1.1 Identification of Potential Related Party Transactions

Each Director and KMP of the Company is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him/her or his/her relative, including any additional information about the transaction that the Board or Audit Committee may reasonably request. The Board or Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

The notice of any such potential Related Party Transaction should be preferred to be given to the Audit Committee well in advance so that the Audit Committee or Board has adequate time to obtain and review information about the proposed transaction.

1.2 Ordinary Course of Business

The term “ordinary course of business” is not defined under the Act and therefore whether a particular transaction or arrangement will be regarded as in the “ordinary course of business” of a Company will need to be determined in light of the facts and circumstances of that transaction or arrangement. However, the following may be considered as indicative criteria to demonstrate whether a transaction or arrangement can be regarded to be in the “ordinary course of business” of the Company:

- (a) such act would be part of the normal and incidental to daily customs and practices of that particular line of business;
- (b) the charter documents of the company allow for such act;
- (c) past customs and conduct of the company show a reasonable number of precedents for such act; and
- (d) such act is part of the main activities of the company.

1.3 Determination of Arm’s length price

For determining whether a transaction is at arm’s length, the transaction or arrangement shall be reviewed in such a way that it is being conducted with a related party as if they are unrelated and that there is no conflict of interest.

Any further conditions or limits imposed by the Audit Committee or the Board for any Related Party Transactions shall be tracked and adhered to in addition to above.

5. PROCEDURE

In case of any proposal to undertake any transaction or arrangement with a Related Party, the concerned function shall submit to the Corporate Secretariat function of the Company, the details of the proposed transaction which shall include the following:

- (i) Name of the Related Party and Nature of Relationship;
- (ii) Nature, Duration & Particulars of the Contract/Arrangement/Transaction;
- (iii) Manner of determining price and other commercial terms(whether included as part of contract or not);
- (iv) Draft Agreement setting out the terms and conditions, if any;
- (v) Justification for entering into such transaction or contract or arrangement; and
- (vi) Any other information, documents relevant or important for the Committee or Board to take a decision on the proposed transaction.

Based on the above details, the Corporate Secretariat function shall arrange to place the proposal for necessary approval of the Audit Committee/Board/Shareholders of the Company, as may be required. Any member of the Audit Committee/Board/Shareholders who is having an interest in such transaction shall reclude himself/herself and will be abstained from discussing and voting on such proposal in the respective meetings.

All Related Party contracts/arrangements/transactions including those in the ordinary course of business and meeting the arm's length criteria shall be executed with the approval of the Audit Committee of the Company. This may also be done by way of passing a resolution by circulation by the Audit Committee.

However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to such conditions as may be prescribed in the Act or rules made thereunder.

In accordance with the provisions of the Act, any contract/arrangement/transaction with a related party which is in the ordinary course of business of the meeting and is at arm's length does not require approval of the Board of Directors of the Company. However, such contracts/arrangements/transactions may still be placed before the Board for their review as a matter of abundant caution.

In accordance with the provisions of section 188(1) of the Act and rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, except for the transactions being undertaken at arm's length and in the ordinary course of business, prior approval of the Shareholders shall be required for transactions exceeding the limits as specified below in following circumstances:

S. No.	Prescribed transaction categories	Threshold
(a)	Sale, purchase or supply of any goods or materials, directly or through appointment of agent	Exceeding 10% of the turnover or INR 100 crore, whichever is lower
(b)	Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent	Exceeding 10% of the net worth or INR 100 crore, whichever is lower
(c)	Leasing of property of any kind	Exceeding 10% of the net worth or 10% of the turnover or INR 100 crore, whichever is lower
(d)	Availing or rendering of any services, directly or through appointment of agent	Exceeding 10% of the turnover or INR 50 crore, whichever is lower
(e)	Appointment to any office or place of profit in the company, its subsidiary company or associate company	Remuneration exceeding INR 2.5 lakhs per month
(f)	Underwriting the subscription of any securities or derivatives of the company	Remuneration exceeding 1% of net worth

Explanation:

- (a) Limits specified under point (a) to (d) shall apply for transaction(s) to be entered into either individually or taken together with the previous transactions during a financial year.
- (b) Turnover or Net Worth shall be computed on the basis of last audited financial statement of the company.
- (c) In case of wholly owned subsidiary, approval from the shareholders of holding company shall be sufficient for the purpose on entering into transactions between the holding and a wholly-owned subsidiary company.

The function owner shall provide following details to the Corporate Secretariat function for obtaining approval of the Shareholders' of the Company:

- (i) name of the related party;
- (ii) name of the director or KMP who is related, if any;
- (iii) nature of relationship;
- (iv) nature, material terms, monetary value and particulars of the contract or arrangement; and
- (v) any other information relevant or important for the members to take a decision on the proposed transaction.

Respective function owners shall monitor adherence to this Policy on a continuous basis since the time when the transaction is entered into by the Company.

6. DISCLOSURE

The contents of the Policy will be disclosed in the Annual Report the Company, if required.

7. RELATED PARTY TRANSACTIONS WITHOUT PRIOR APPROVAL UNDER THIS POLICY

Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting under sub-section (1) of Section 188, the Board of Directors or the Shareholders shall have the power to ratify such contract or arrangement at a meeting thereof within 3 months from the date on which such contract or arrangement was entered into. In the event the Company becomes aware of a transaction with a Related Party that has not been approved in accordance with the criteria mentioned under this Policy within 3 months as stated above, the matter shall be reviewed by the Board. The Board shall consider all the relevant facts and circumstances of such contract or arrangement and shall evaluate all options available to the Company, including ratification, revision or termination of such transaction/arrangement. The Board shall also examine the facts and circumstances pertaining to such transaction/arrangement and shall take any such action as it may deem appropriate.

In any case, where the Board determines not to ratify a Related Party Transaction that has been entered into without their approval, as appropriate, the Board, as the case may be, may direct additional actions as they may deem fit including, but not limited to, immediate discontinuation or rescission of the transaction.

In connection with any review of a Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

This Policy will be communicated to all operational employees and other concerned persons of the Company and same shall be displayed on the website of the Company.

8. REGISTER OF CONTRACTS/ARRANGEMENTS IN WHICH DIRECTORS ARE INTERESTED

The Company shall maintain one or more registers giving separately the particulars of all contracts or arrangements to which Section 184(2) or Section 188 applies in such manner and containing such particulars as may be prescribed under the Act and rules made thereunder.

9. DEVIATIONS FROM THE POLICY

Any deviations from this Policy shall be reviewed by the Audit Committee and recommended to the Board for approval.

10. VERSION CONTROL

Version	Date	Change
1.0	March 18, 2015	Policy Approved
2.0	May 25, 2015	Change in procedure to explicitly mention that approval of the shareholders will follow only in case of those transactions which are not carried at arm's length or in ordinary course of business of the Company
3.0	March 4, 2016	Annual review of the Policy
4.0	May 23, 2017	Annual review of the Policy

ANNEXURE – D

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED,
Level 10, Block B-6, Nirlon Knowledge Park,
Off Western Express Highway,
Goregaon (East), Mumbai-400063

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Barclays Investments & Loans (India) Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 (**‘Audit Period’**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Barclays Investments & Loans (India) Limited** (the “**Company**”) for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (**Overseas Direct Investment and External Commercial Borrowing is not Applicable to the Company during the audit period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not Applicable to the Company during the audit period**).
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the audit period**).
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the audit period**).
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the audit period**) and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the audit period).**
- (vi) The Reserve Bank of India Act, 1934 to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period

- The Company has shifted its Registered Office from State of Tamil Nadu to State of Maharashtra w.e.f. 15th December, 2016.
- The Company has passed Special resolution in the Annual general meeting held on 20th September 2016 under Section 180(1)(a) for Creation of charge on assets of the Company to the extent of INR 30 Billion and under Section 180(1)(c) for Increase in Borrowing Limits of the Company to the extent of INR 30 Billion.
- The Company has passed Special resolution in the Extra-ordinary general meeting held on 20th June, 2016 to offer or invite subscription for issuance of fully secured redeemable non-convertible debentures in one or more series/ tranches aggregating up to INR 15 Billion on a private placement basis.

For Makarand M. Joshi & Co.
Company Secretaries

Sd/-

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662

Place: Mumbai
Date: June 29, 2017

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED,
Level 10, Block B-6, Nirlon Knowledge Park,
Off Western Express Highway,
Goregaon (East), Mumbai-400063

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Makarand M. Joshi & Co.
Company Secretaries

Sd/-

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662

Place: Mumbai
Date: June 29, 2017

ANNEXURE - E

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2017

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

I REGISTRATION AND OTHER DETAILS:

i)	CIN	U93090TN1937FLC001429
ii)	Registration Date	January 7, 1937
iii)	Name of the Company	Barclays Investments & Loans (India) Limited
iv)	Category / Sub-Category of the Company	Company limited by Shares and Subsidiary of Foreign Company
v)	Address of the Registered office and contact details	Level 10, Block B-6, Nirlon Knowledge Park, Off Western Express Highway, Goregaon (East), Mumbai-400063 Tel.: +91 22 61754000 Fax: +91 22 61754099 Email: prasad.poojary@barclayscapital.com
vi)	Whether listed company (Yes/No)	No. The Debentures were listed on the stock exchanges in the past and all of them got redeemed including the last tranche that got matured on March 01, 2017 and there is nothing outstanding which is listed on the stock exchanges as on date. Hence the Company is not required to comply with the clauses of the Listing Agreement entered into with the stock exchanges.
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	For Debentures: Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400078 Tel. No. (Mumbai): 2596 3838 Fax. No. (Mumbai): 2594 6979 Email id : ganesh.jadhav@linkintime.co.in

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 main products / services	NIC Code of the Product / service	% to total Turnover of the Company
1	NBFC activities - Loan against Securities business	64990	91.53%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES*

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Barclays Bank PLC, United Kingdom, 1 Churchill Place, London E145HP	-	Holding	57.84%	Section 2(46)
2	Barclays Securities (India) Private Limited, 208, Ceejay House, Shivsagar Estate, Dr. A Beasant Road, Worli, Mumbai - 400018, Maharashtra	U67120MH2006 PTC161063	Associate	25%	Section 2(6)

* *The Company doesn't have any Subsidiaries as defined under section 2(87) of the Companies Act, 2013*

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a)	Individual / HUF	-	-	-	-	-	-	-	-	-
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt (s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
e)	Banks / FI	-	-	-	-	-	-	-	-	-
f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1)	-	-	-	-	-	-	-	-	-
(2)	Foreign									
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Others - Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	218,064,603	218,064,603	99.9995%	-	218,064,603	218,064,603	99.9995%	0%
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	218,064,603	218,064,603	99.9995%	-	218,064,603	218,064,603	99.9995%	0%
	Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	-	218,064,603	218,064,603	99.9995%	-	218,064,603	218,064,603	99.9995%	0%
B.	Public Shareholding									
(1)	Institutions									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-

b)	Banks/FI	-	-	-	-	-	-	-	-	-
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt (s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
(2)	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	-	-	-	-	-	-	-	-	-
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	1,109	1,109	0.0005%	-	1,109	1,109	0.0005%	0%
ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (B)(2)	-	1,109	1,109	0.0005%	-	1,109	1,109	0.0005%	0%
	Total Public Shareholding (B)=(B)(1)+(B)(2)	-	1,109	1,109	0.0005%	-	1,109	1,109	0.0005%	0%
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	-	218,065,712	218,065,712	100%	-	218,065,712	218,065,712	100%	0%

ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	%of Shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	%of Shares pledged / encumbered to total shares	
1	Barclays Bank PLC, United Kingdom*	126,134,137	57.84%	0%	126,134,137	57.84%	0%	0%
2	Barclays Mauritius Overseas Holdings Limited, Mauritius	91,930,466	42.15%	0%	91,930,466	42.15%	0%	0%

* Includes Equity Shares held by Six Nominees of Barclays Bank PLC, United Kingdom holding 1 Share each.

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

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year*	218,064,603	99.9995%	218,064,603	99.9995%
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0%	0	0%
3	At the end of the year*	218,064,603	99.9995%	218,064,603	99.9995%

* Includes Equity Shares held by Six Nominees of Barclays Bank PLC, United Kingdom holding 1 Share each.

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Potti Srinivasa Ramanuja Sampath Kumar				
	At the beginning of the year	82	0%	82	0%
	Increase during the year	0	0%	82	0%
	Decrease during the year	0	0%	82	0%
	At the end of the year	82	0%	82	0%
2	Mr. S.B.P. Ananda Mohan				
	At the beginning of the year	60	0%	60	0%
	Increase during the year	0	0%	60	0%
	Decrease during the year	0	0%	60	0%
	At the end of the year	60	0%	60	0%
3	Mr. S.B.P.B.K.Satyanarayana Rao				
	At the beginning of the year	60	0%	60	0%
	Increase during the year	0	0%	60	0%
	Decrease during the year	0	0%	60	0%
	At the end of the year	60	0%	60	0%
4	Mr. R. Ahikrishna				
	At the beginning of the year	50	0%	50	0%
	Increase during the year	0	0%	50	0%
	Decrease during the year	0	0%	50	0%
	At the end of the year	50	0%	50	0%
5	Mrs. Swarnabai M.Pawar				
	At the beginning of the year	50	0%	50	0%
	Increase during the year	0	0%	50	0%
	Decrease during the year	0	0%	50	0%
	At the end of the year	50	0%	50	0%

6	Mr. K.V.Ramichattiar				
	At the beginning of the year	41	0%	41	0%
	Increase during the year	0	0%	41	0%
	Decrease during the year	0	0%	41	0%
	At the end of the year	41	0%	41	0%
7	Mr. S. Ranga Rao				
	At the beginning of the year	30	0%	30	0%
	Increase during the year	0	0%	30	0%
	Decrease during the year	0	0%	30	0%
	At the end of the year	30	0%	30	0%
8	Mr. C.Subba Rao				
	At the beginning of the year	22	0%	22	0%
	Increase during the year	0	0%	22	0%
	Decrease during the year	0	0%	22	0%
	At the end of the year	22	0%	22	0%
9	Mr. G C Poornaiah*				
	At the beginning of the year	20	0%	20	0%
	Increase during the year	0	0%	20	0%
	Decrease during the year	0	0%	20	0%
	At the end of the year	20	0%	20	0%
10	M/s Bimala Balachandra & Bros*				
	At the beginning of the year	20	0%	20	0%
	Increase during the year	0	0%	20	0%
	Decrease during the year	0	0%	20	0%
	At the end of the year	20	0%	20	0%

* Please note that Mr. Mamidi Venkata Sarangapani, Ms. Narayani Krishnan, Mr. P.T. Joseph and Mrs. Raja Rajeswari Sriram also holds 20 shares each as on March 31, 2017.

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMPs	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	Mr. Rakesh Kripalani, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)				
	At the beginning of the year (as on April 1, 2016)	1	0%	1	0%
	Increase during the year	0	0%	1	0%
	Decrease during the year	0	0%	1	0%
	At the end of the year (as on March 31, 2017)	1	0%	1	0%
2	Mr. Gurupad Pavan, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)				
	At the beginning of the year (as on April 1, 2016)	1	0%	1	0%
	Increase during the year	0	0%	0	0%
	Decrease during the year	0	0%	0	0%
	At the end of the year (as on March 31, 2017)	1	0%	1	0%
3	Mr. Nirav Mody, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)				
	At the beginning of the year (as on April 1, 2016)	1	0%	1	0%
	Increase during the year	0	0%	0	0%
	Decrease during the year	0	0%	0	0%
	At the end of the year (as on March 31, 2017)	1	0%	1	0%
4	Ms. Deepa Dev, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)				
	At the beginning of the year (as on April 1, 2016)	1	0%	1	0%
	Increase during the year	0	0%	0	0%
	Decrease during the year	0	0%	0	0%
	At the end of the year (as on March 31, 2017)	1	0%	1	0%
5	Mr. Vishal Jain, Manager & Chief Executive Officer (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)*				
	At the beginning of the year (as on April 1, 2016)	1	0%	1	0%
	Increase during the year	0	0%	0	0%
	Decrease during the year (via transfer on July 22, 2016)	1	0%	1	0%
	At the end of the year (as on March 31, 2017)	0	0%	0	0%

6	Mr. Ruzbeh Sutaria, Manager & Chief Executive Officer (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)*				
	At the beginning of the year (as on April 1, 2016)	0	0%	0	0%
	Increase during the year (via transfer on July 22, 2016)	1	0%	1	0%
	Decrease during the year	0	0%	0	0%
	At the end of the year (as on March 31, 2017)	1	0%	1	0%

* Mr. Vishal Jain resigned as the Manager and Chief Executive Officer of the Company effective July 1, 2016. Subsequently, he transferred 1 (One) Equity Share held by him as Nominee of Barclays Bank PLC, United Kingdom to Mr. Ruzbeh Sutaria, Manager on July 22, 2016.

V INDEBTEDNESS

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

S. No.	Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebted at the beginning of the Financial Year				
i)	Principal Amount	162	7,150	-	7,312
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
iv)	Unrealised loss on mark to market	95	-	-	95
v)	Unexpired Discount	-	-190	-	-190
	Total (i+ii+iii+iv+v)	257	6,960	-	7,217
	Change in Indebtedness during the year				
i)	Addition	-	32,050	-	32,050
ii)	Reduction	257	20,900	-	21,157
	Net Change	(257)	11,150	-	10,893
	Indebted at the end of the Financial Year				
i)	Principal Amount	-	18,300	-	18,300
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
iv)	Unrealised loss on mark to market	-	-	-	-
v)	Unexpired Discount	-	(421)	-	(421)
	Total (i+ii+iii+iv+v)	-	17,879	-	17,879

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Vishal Jain (Manager & CEO)**	Ruzbeh Sutaria (Manager & CEO)	
		For the period April 1, 2016 to June 30, 2016	For the period July 1, 2016 to March 31, 2017	
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3,523,581.00	4,130,904.00	7,654,485
(b)	Value of Perquisites under section 17(2) of the Income Tax Act, 1961	17,400.00	168,300.00	185,700
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
(a)	as % of profit	-	-	-
(b)	others, specify	-	-	-
5	Others, please specify	180,180	174,960	355,140
	Total (A)	3,721,161.00	4,299,204.00	8,020,365
	Ceiling as per the Act			* Refer Note

Note

* In terms of the provisions of the Companies Act, 2013, except with the approval of the Shareholders of the Company, the remuneration payable Managing Director/Whole-time Director/Manager shall not exceed 11% of the net profits of the Company. The remuneration paid to the Manager & CEO in the FY 2016-17 is well within the said limits.

** Mr. Vishal Jain resigned as the Manager and Chief Executive Officer of the Company effective July 1, 2016. Mr. Ruzbeh Sutaria was appointed as the Manager & CEO of the Company effective July 1, 2016.

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Director				Total Amount
3	Independent Directors	Dr. Dharmendra Bhandari	Mr. Harish Engineer			
	Fees for attending Board/Committee meetings	600,000	700,000			1,300,000
	Commission	-	-			-
	Others, please specify	-	-			-
	Total (1)	600,000	700,000			1,300,000
4	Non Executive Directors	Mr. Rakesh Kripalani	Ms. Deepa Dev	Mr. Gurupad Pavan	Mr. Nirav Mody	
	Fees for attending Board/Committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	600,000	700,000			1,300,000
	Total Managerial Remuneration (A+B)					9,320,365
	Overall Ceiling as per the Act					<i>* Refer Note</i>

Note

- * The total managerial remuneration paid to the Directors including Managing Director, Whole-time Director and Manager does not exceed 11% of the net profits of the Company.

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

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	Chief Financial Officer	
1	Gross Salary	Yagya Turker	Bhavesh Rawal*	
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2,508,330.00	2,239,830.00	4,748,160.00
(b)	Value of Perquisites under section 17(2) of the Income Tax Act, 1961	12,936	12,936	25,872.00
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
(a)	as % of profit	-	-	-
(b)	others, specify...	-	-	-
5	Others, please specify (Provident Fund)	103,600.00	96,720.00	200,320.00
	Total	2,624,866.00	2,349,486.00	4,974,352.00

* Mr. Bhavesh Rawal was appointed as the Chief Financial Officer of the Company effective January 20, 2016.

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any
A. Company					
Penalty			None		
Punishment			None		
Compounding			None		
B. Directors					
Penalty			None		
Punishment			None		
Compounding			None		
C. Other Officers in Default					
Penalty			None		
Punishment			None		
Compounding			None		

ANNEXURE – F

STATEMENT OF PARTICULARS OF EMPLOYEES

[Pursuant to provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014]

A. Names of the top ten employees in terms of remuneration drawn:

S. No.	Employee Name	Designation - BILIL	Educational Qualification	Age	No. of years of experience	Date of joining the Company (BILIL)	Nature of employment (contractual or otherwise)	Remuneration received (in Rupees)	Previous employment and designation before joining BILIL	% of Equity shares held by the Employee in the Company	Whether relative of any Director / Manager of the Company	If Yes, name of such Director / Manager
1	Ruzbeh Sutaria*	Manager & CEO	M.Com, Post Graduate Diploma in Financial Management and Computer Software and System Analysis	52	35	01-October-2010. Joined as Manager & CEO wef 1-July-2016	Permanent (on secondment)	5,330,904	Vice President - Private Banking, BNP Paribas	0%*	No	NA
2	Nilay Mota	Vice President	Chartered Accountant	35	12	1-Jan-15	Permanent	3,803,996	Asst. Vice President Barclays Securities (India) Pvt. Ltd.	0%	No	NA
3	Vishal Jain**	Manager & CEO	MBA	49	25	1-Dec-12 and up to June 30-2016	Permanent / on Secondment	3,523,581	CITIGROUP-Director	0%**	No	NA
4	Ajay Bhansali	Vice President & Internal Auditor	B'Com and MSc. In Management Information Systems	38	5	11-Nov-16	Permanent / on Secondment	3,076,868	BBPlc, India - VP in Barclays Internal Audit	0%	No	NA

5	Yagya Turker	Assistant Vice President	Company Secretary	36	12	29-Dec-14	Permanent	2,508,330	Standard Chartered Securities (India) Limited	0%	No	NA
6	Bhavesh Rawal	Assistant Vice President & CFO	Chartered Accountant	31	8	20-Jan-16	Permanent	22,39,830	Senior Manager – Finance, L&T Finance Limited	0%	No	NA
7	Deepa Chaddarwala	Assistant Vice President & Credit Risk Officer	Masters in Financial Management	39	15	1-Nov-16	Permanent (on secondment)	1,835,334	Chief Manager - Kotak Mahindra Bank	0%	No	NA
8	Poonam Kumari	Assistant Vice President & Compliance Officer	Post Graduate Diploma in Management (Finance)	33	8	1-Aug-16	Permanent	1,362,500	Analyst (team leader) - Barclays Shared Services Pvt. Ltd.	0%	No	NA
9	Giselle Salve	Assistant Vice President - Credit Operations	Bcom	44	21	15-Dec-16	Permanent (on secondment)	1,138,442	DBS Bank, Manager	0%	No	NA
10	Shailendra Jadhav	Analyst - Operations	Graduate	37	11	1-Nov-16	Permanent (on secondment)	1,128,742	Deutsche Bank AD - Manager	0%	No	NA

Note: The above table is based on the total payout during the year.

*Holds 1 (One) Equity Share as Nominee of Barclays Bank PLC, United Kingdom from July 22, 2016 onwards

** Held 1 (One) Equity Share as Nominee of Barclays Bank PLC, United Kingdom as on March 31, 2016 and subsequently transferred the same to Ruzbeh Sutaria on July 22, 2016

B. Employed throughout the financial year 2016-17 with an aggregate remuneration of Rs. 102 lacs per annum and above:

S. No.	Employee Name	Designation	Educational Qualification	Age	No. of years of experience	Date of joining	Nature of employment (contractual or otherwise)	Remuneration received (in Rupees)	Previous employment and designation	% of Equity shares held by the Employee in the Company	Whether relative of any Director / Manager of the Company	If Yes, name of such Director/ Manager
None												

C. Employed for part of the financial year 2016-17 with an aggregate remuneration of Rs. 8.5 lacs per month and above:

S. No.	Employee Name	Designation	Educational Qualification	Age	No. of years of experience	Date of joining	Date of leaving	Nature of employment (contractual or otherwise)	Remuneration received (in Rupees)	Previous employment and designation	% of Equity shares held by the Employee in the Company	Whether relative of any Director / Manager of the Company	If Yes, name of such Director/ Manager
1	Vishal Jain*	Manager & CEO	MBA	49	25	1-Dec-12	30-Jun-2016	Permanent (on Secondment)	3,523,581	Director – Citi Group	0%*	No	NA

Note: The above table is based on the total payout during the year.

* Held 1 (One) Equity Share as Nominee of Barclays Bank PLC, United Kingdom as on March 31, 2016 and subsequently transferred the same to Ruzbeh Sutaria on July 22, 2016

D. Employed throughout the financial year 2016-17 or part thereof drawing remuneration in aggregate, or at a rate which in aggregate, is in excess of the remuneration drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:

S. No.	Employee Name	Designation	Educational Qualification	Age	No. of years of experience	Date of joining	Date of leaving	Nature of employment (contractual or otherwise)	Remuneration received (in Rupees)	Previous employment and designation	% of Equity shares held by the Employee in the Company	Whether relative of any Director / Manager of the Company	If Yes, name of such Director/ Manager
None													

ANNEXURE - G

FORM AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to on sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto

1. Details of material contracts or arrangements or transactions not at arm's length basis:

The contracts/arrangements/transactions entered into during the financial year 2016-17 with related parties, as placed before the Audit Committee and the Board, were at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

The details of the contracts/arrangements/transactions entered into during the financial year 2016-17 with related parties, as placed before the Audit Committee and the Board, and carried out on arm's length basis are listed below:

S. No.	Name of the Related Party and Nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration, Salient terms of the Contracts/ Arrangements/ Transactions including the value, if any	Date of Board's approval	Advance paid / received, if any
	A	B	C	D	E
RELATED PARTY ARRANGEMENTS ENTERED INTO OR CONTINUING DURING FY 2016-17					
1	Barclays Bank Plc, Singapore Branch (' BBPLC Singapore ') (Branch of Holding Company)	To avail services related to monitoring and reviewing the Market risk in relation with the Treasury activities in BILIL.	New arrangement: BILIL shall pay to BBPLC Singapore 2% of the cost of an AVP, for monitoring and reviewing Market Risk with appropriate mark up effective May 26, 2016.	May 25, 2016	Nil
2	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To raise funds by way of issuing Commercial Papers not exceeding the limit approved by the Board / Shareholders, from time to time.	New arrangement: BILIL propose to raise funds from BBPLC India at prevailing market rate for the instrument being issued which would be determined using comparable proxy instruments (similar instrument issued by BILIL /other NBFCs with appropriate spreads for rating / liquidity in the market/ liquidity of the instrument / tenor etc.) traded in the market around the trade date.	May 25, 2016	Nil

3	Barclays Securities (India) Private Limited ('BSIPL') (Associate Company)	To avail services for Technology Support Function that includes Management and Oversight related support.	New arrangement: Based on estimate of time spent, BILIL shall pay to BSIPL, 5% of the cost of a Director towards supporting BILIL Tech activities effective June 1, 2016 with appropriate mark up.	May 25, 2016	Nil
4	Barclays Securities (India) Private Limited ('BSIPL') (Associate Company)	In addition to the office space currently occupied by BILIL (230 sq. ft. at Nirlon 10 th Floor), further sub-leasing of full service office space, including technology (114 sq. ft. at Nirlon 10 th Floor, room no. 10.2) by BSIPL to BILIL with effect from September 6, 2016.	New arrangement: BILIL shall pay proportionate rental cost incurred by BSIPL towards the premises. Further, based on seats occupied by BILIL, BILIL shall pay proportionate cost incurred by BSIPL towards facilities in the premises from the said date.	September 6, 2016	Nil
5	Barclays Securities (India) Private Limited ('BSIPL') (Associate Company)	To obtain support for client due diligence (CDD) including KYC screening, sanctions check, ongoing reviews of clients, compliance with global CDD Policy.	New arrangement: BILIL shall pay to BSIPL 50% of the cost of an Analyst towards CDD support effective October 1, 2016 with appropriate mark up.	September 6, 2016	Nil
6	Barclays Bank Plc, Singapore Branch ('BBPLC Singapore') (Branch of Holding Company)	To avail services for Treasury Support which includes managing funding and liquidity, issuance of Debentures/Structured Notes/Commercial Papers/Inter Corporate Deposits etc., publishing funding curves, advising funding opportunities, interacting with external counterparties, facilitating booking and execution of hedging and other treasury and investment related activities such as capital management, along with managing relevant controls.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC Singapore, 25% of the cost of a Vice President who, inter alia, supports BILIL Treasury related activities up to September 5, 2016. With effect from September 6, 2016, BILIL shall pay to BBPLC Singapore for supporting BILIL Treasury related activities as stated below: <ul style="list-style-type: none"> • 3% of the cost of a Director, 6% of the cost of a VP and 2% of the cost of an AVP and an Analyst each in Capital and Liquidity Management Team • 2% of the cost of a VP in Funding and Liquidity Management team • 20% of the cost of a VP in Funding and Short-term Investment team • 1% of the cost of Director supporting COO activities. A further mark up of 10% will be paid.	September 6, 2016	Nil

7	Barclays Shared Services Private Limited ('BSS') (Subsidiary of Holding Company)	To avail services for Business Continuity Management.	New arrangement: Based on estimate of time spent, BILIL shall pay 2% of the cost of an AVP of BSS towards BCM related support effective November 11, 2016 along with mark up of 18%.	November 10, 2016	Nil
8	Barclays Bank Plc, India Branch ('BBPLC India') (Branch of Holding Company)	To avail services for Sales Support towards issuance of NCDs and CPs which includes identification of potential applicants, diligence checks, assistance with rating agencies, stock exchanges and other parties.	New arrangement: BILIL shall pay fee at the prevailing market rate for each issuance depending upon the complexity, tenor, etc. with effect from November 11, 2016.	November 10, 2016	Nil
9	Barclays Securities (India) Private Limited ('BSIPL') (Associate Company)	To provide Internal Audit support to BSIPL	New arrangement: BSIPL shall reimburse to BILIL, the cost incurred for obtaining Internal Audit support effective November 11, 2016 amounting to Rs. 3097660/- p.a.	November 10, 2016	Nil

RELATED PARTY ARRANGEMENTS CONTINUING AT THE BEGINNING OF THE FINANCIAL YEAR 2016-17 BUT SUBSEQUENTLY DISCONTINUED

S. No.	Name of the Related Party and Nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration, Salient terms of the Contracts/ Arrangements/ Transactions including the value, if any	Date of Board's approval	Advance paid / received, if any
	A	B	C	D	E
1	Barclays Bank Plc, India Branch ('BBPLC India') (Branch of Holding Company)	To avail services related to monitoring and reviewing the Market risk in relation with the Treasury activities in BILIL.	Existing arrangement: BILIL shall pay to BBPLC India 2% of the cost of an AVP, for monitoring and reviewing Market Risk with appropriate mark up till May 25, 2016. This arrangement was cancelled effective May 25, 2016	May 25, 2016	Nil
2	Barclays Bank Plc, India Branch ('BBPLC India') (Branch of Holding Company)	To avail Services for Technology Support Function that includes Management and Oversight related support.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 5% of the cost of a Director towards supporting BILIL Tech activities effective January 1, 2015 up to May 31, 2016. A further mark up of 15% will be paid.	May 25, 2016	Nil

3	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail of Services for Finance Support Function which includes financial accounting, local regulatory reporting, arranging short-term financing & others.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 100% of average cost of an AVP towards finance related support. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
4	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail Services for Tax Support Function which includes local regulatory reporting, tax compliance, etc.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 25% of the average cost of an AVP towards taxation related support with effect from April 1, 2016. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
5	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services for HR Business Partner Support which includes recruitment, HR compliances, training in line with Group policies and local laws.	Existing arrangement: Based on estimate of time spent, BILIL to BBPLC shall pay 1% of the average cost of a Vice President and an Analyst towards supporting HR activities effective October 1, 2014 with mark up of 15%. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
6	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail Services towards Sourcing Support function for selecting, negotiating, finalising and on-boarding external supplier services for BILIL.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 6% of the cost of an AVP and 2% of the cost of a contract employee, towards supporting Sourcing activities effective October 1, 2014. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
7	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services for Business Continuity Management.	Existing arrangement: Based on estimate of time spent, BILIL shall pay 2% of the cost of an AVP of BBPLC India towards BCM related support effective January 1, 2015. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil

8	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services towards Treasurer Support function	Existing arrangement: Based on estimate of time spent, BILIL shall pay 15% of the cost of a VP of BBPLC, India towards treasurer support effective June 1, 2015. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
9	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services for Legal Support to the business areas of the Company which includes providing legal advice, management of legal risk etc.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India 10% of the average cost of a VP towards supporting BILIL Legal function effective from November 5, 2015. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
10	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services for Sales Support towards issuance of Non-convertible Debentures (NCDs) which includes identification of potential applicants, diligence checks, assistance with rating agencies, stock exchanges and other parties.	Existing arrangement: BILIL shall pay to BBPLC India 30% of the cost of an AVP, for supporting BILIL sales related activities for issuance of NCDs for a further period of five years from April 1, 2015 till May 25, 2016 with appropriate mark up. The above arrangement was modified in May 25, 2016 Meeting where it was approved that BILIL shall pay to BBPLC India 10% of the cost of an AVP, for supporting BILIL sales related activities for issuance of NCDs from May 26, 2016 up to March 31, 2020 with appropriate mark up. Subsequently, the above arrangement was cancelled w.e.f. November 1, 2016.	May 25, 2016 and November 10, 2016	Nil
11	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail Services for Operational support which includes settlement functions, payments related to settlements, servicing of cheque processing, reconciliation of investments and other ancillary operational activities.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 100% of the average cost of an AVP towards supporting BILIL Operational activities. A further mark up of 15% will be paid The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil

12	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services for managing Credit Operation activities of the Company which includes loan documentation, loan disbursement and collateral monitoring etc.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 50% of the cost of an AVP, an Analyst and a contract employee towards supporting Credit operations for BILIL effective October 1, 2014. A further mark up of 15% will be paid. The above arrangement stands cancelled with effect from November 1, 2016.	November 10, 2016	Nil
13	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail services for Credit Risk Support function for assessing and managing the credit risk for front line businesses of the Company.	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 40% of the cost of a Director towards supporting BILIL Credit Risk activities effective October 1, 2014. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
14	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail Services towards COO Support function for directing, administering and coordinating the internal operational activities of the Company.	Existing arrangement: Based on estimate of time spent, BILIL propose to pay to BBPlc India, 20% of the cost of a Director towards general management support services. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 1, 2016.	November 10, 2016	Nil
15	Barclays Bank Plc, India Branch (' BBPLC India ') (Branch of Holding Company)	To avail Services towards Internal Audit Support function for BILIL	Existing arrangement: Based on estimate of time spent, BILIL shall pay to BBPLC India, 10% of the cost of a Director, 10% of the cost of a VP and 20% of the cost of an AVP, towards Internal Audit support effective April 1, 2014. A further mark up of 15% will be paid. The above arrangement was cancelled with effect from November 11, 2016.	November 10, 2016	Nil

INDEPENDENT AUDITOR'S REPORT

To the Members of Barclays Investment and Loans (India) Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Barclays Investments and Loans (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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 auditors' 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. 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its standalone financial statements – Refer Note 23;
 - ii. The Company has long term contracts as at March 31, 2017 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2017.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
 - iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 - Refer Note 36.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership Number 101119

Mumbai
May 23, 2017

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Barclays Investment and Loans (India) Limited on the standalone financial statements for the year ended March 31, 2017

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

1. We have audited the internal financial controls over financial reporting of Barclays Investments and Loans (India) Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse

Firm Registration Number: 301112E

Chartered Accountants

Sd/-

Sharad Vasant

Partner

Membership Number 101119

Mumbai

May 23, 2017

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Barclays Investment and Loans (India) Limited on the standalone financial statements as of and for the year ended March 31, 2017

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company is a Non-Banking Finance Company registered with the Reserve Bank of India and engaged in the business of financing. Accordingly, the provisions of Section 185 is not applicable to the Company.

According to the information and explanations given to us, the Company has complied with the provisions of Section 186(1) of the Companies Act, 2013 in respect of the investments made. The other provisions of Section 186 are not applicable to the Company.

- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of TDS on Non resident payments, though there has been a slight delay in one case, and is regular in depositing undisputed statutory dues, including provident fund, income tax, service tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act	Demand under section 156	12,894,110	Financial Year 2007-08	Commissioner of Income Tax (Appeals)
Income Tax Act	Demand under section 156	82,796,800	Financial Year 2008-09	Commissioner of Income Tax (Appeals)

Income Tax Act	Demand under section 156	189,303,220	Financial Year 2009-10	Income Tax Appellate Tribunal
Income Tax Act	Demand under section 156	12,238,050	Financial Year 2012-13	Commissioner of Income Tax (Appeals)

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is required to, and has been registered under Section 45-IA of the Reserve Bank of India Act, 1934 as a Non Banking Financing Company.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership Number 101119

Mumbai
May 23, 2017

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
BALANCE SHEET AS AT MARCH 31, 2017
 (All amounts in Indian Rupees millions)

	Note	As at March 31, 2017	As at March 31, 2016
Equity and liabilities			
Shareholders' funds			
Share capital	3	10,903.74	10,903.74
Reserves and surplus	4	(4,741.45)	(5,102.66)
		6,162.29	5,801.08
Non-current liabilities			
Long term provisions	5	0.39	0.48
		0.39	0.48
Current liabilities			
Short-term borrowings	6	17,878.85	6,960.14
Trade payables	7		
Total outstanding dues of micro enterprises and small enterprises and		-	-
enterprises and			
Total outstanding dues of creditors other than micro enterprises and small enterprises		23.08	27.64
Other current liabilities	8	2.69	269.21
Short-term provisions	9	77.41	34.74
		17,982.03	7,291.73
Total equity and liabilities		24,144.71	13,093.29
Assets			
Non-current assets			
Fixed assets			
Property Plant and Equipment - Tangible assets	10	17.25	17.59
Intangible assets		-	-
Non-current investments	11	446.25	446.25
Long-term loans and advances	12	577.29	499.37
		1,040.79	963.21
Current assets			
Cash and bank balance	13	866.17	468.92
Short-term loans and advances	14	22,100.77	11,552.12
Other current assets	15	136.98	109.04
		23,103.92	12,130.08
Total assets		24,144.71	13,093.29

The notes are an integral part of these financial statements

This is the balance sheet referred to in our report of even date.

For Price Waterhouse
Firm registration No. 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership No. 101119

Place : Mumbai
Date : May 23, 2017

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director

Sd/-

Bhavesh Rawal
Chief Financial Officer

Place : Mumbai
Date : May 23, 2017

Sd/-

Deepa Dev
Director

Sd/-

Yagya Turker
Company Secretary

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED AS AT MARCH 31, 2017
 (All amounts in Indian Rupees millions)

	Note	Year ended March 31, 2017	Year ended March 31, 2016
<u>REVENUE</u>			
Revenue from operations	16	1,517.31	1,307.00
Other income	17	6.58	26.68
Total revenue		1,523.89	1,333.68
<u>EXPENSES</u>			
Employee benefits	18	8.92	8.92
Finance cost	19	898.17	683.08
Other expenses	20 and 21	146.42	156.12
Depreciation	22	0.34	0.34
Total expenses		1,053.85	848.46
Profit before tax		470.04	485.22
Tax expenses			
Current tax (MAT)		108.83	105.88
Profit for the year		361.21	379.34
Earnings per share [Face value Rs. 50 (2016: Rs. 50)] (Note - 25) -Basic and diluted		1.66	1.74

The notes are an integral part of these financial statements.

This is the statement of profit and loss referred to in our report of even date.

For Price Waterhouse
Firm registration No. 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership No. 101119

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director

Sd/-

Deepa Dev
Director

Sd/-

Bhavesh Rawal
Chief Financial Officer

Sd/-

Yagya Turker
Company Secretary

Place : Mumbai
Date : May 23, 2017

Place : Mumbai
Date : May 23, 2017



BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017
 (All amounts in Indian Rupees millions)

	Year ended March 31, 2017	Year ended March 31, 2016
Cash flows from operating activities		
Profit before taxation	470.04	485.22
Adjustments for		
Provision for Standard Assets	42.77	5.30
Interest/Discount paid on commercial paper	335.56	235.08
Interest income on fixed deposits	(122.44)	(106.42)
Depreciation on fixed assets	0.34	0.34
Loss on fair valuation / redemption of equity linked debentures	14.69	28.03
Compensated absences and gratuity - excess provision write back	(0.19)	(0.02)
Interest on Overdraft	0.29	0.01
Provision for service tax asset unutilised	3.09	5.59
Operating profit before working capital changes	744.15	653.13
Adjustments for		
(Increase)/Decrease in loans and advances	(10,580.14)	186.79
(Increase)/Decrease in Other Current Assets	(28.79)	43.31
Decrease in Trade Payables	(4.56)	(37.71)
Decrease in Other Current liabilities	(9.87)	(16.74)
Taxes paid	(158.35)	(149.90)
Net cash (used) / generated from operating activities (A)	(10,037.56)	678.88
Cash flows from investing activities		
Interest received on fixed deposits	123.29	106.05
Net cash from investing activities (B)	123.29	106.05
Cash flows from financing activities		
Proceeds from Borrowings	350.00	50.00
Repayments of Borrowings (net)	(621.34)	(277.56)
Proceeds from Commercial Papers	30,920.83	11,858.72
Repayment of Commercial Papers	(20,337.68)	(12,902.00)
Interest paid on Overdraft	(0.29)	(0.01)
Net cash generated / (used) in financing activities (C)	10,311.52	(1,270.85)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	397.25	(485.92)
Cash and cash equivalents as at beginning of the year	468.92	954.84
Cash and cash equivalents as at the end of the year	866.17	468.92

Notes :

1. Cash and cash equivalents include the following:

- Balance with bank
- In current account
- In fixed deposit account

	As at March 31, 2017	As at March 31, 2016
	226.17	268.92
	640.00	200.00
	866.17	468.92

2. The above cash flow statement has been prepared under the indirect method set out in Accounting Standard -3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

3. Figures in brackets indicates cash outgo.

This is the cash flow statement referred to in our report of even date

For Price Waterhouse
 Firm registration No. 301112E
 Chartered Accountants

For and on behalf of the Board

Sd/-

Sharad Vasant
 Partner

Membership No. 101119

Place : Mumbai
 Date : May 23, 2017

Sd/-

Rakesh Kripalani
 Director

Sd/-

Bhavesh Rawal
 Chief Financial Officer

Place : Mumbai
 Date : May 23, 2017

Sd/-

Deepa Dev
 Director

Sd/-

Yagya Turker
 Company Secretary

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

1. Background

Barclays Investments and Loans (India) Limited (“the Company”) was incorporated in India on January 7, 1937. The Company changed its name from Madras Enamel Works Limited to Rank Investments and Credits (India) Limited on May 23, 1995 and from Rank Investments and Credits (India) Limited to Barclays Investments and Loans (India) Limited on June 27, 2008. The Company has obtained the revised Certificate of Registration with respect to the said change in name from the Reserve Bank of India on October 14, 2010.

During the year ended March 31, 2007, Barclays Bank PLC, United Kingdom subscribed to equity shares in the Company, consequent to which, the Company is a subsidiary of Barclays Bank PLC, United Kingdom.

The Company is registered as a Non Banking Financial Company (“NBFC”) with Reserve Bank of India (RBI) and is classified as Non Deposit taking Systemically Important (ND-SI) NBFC for regulatory / reporting purposes.

The Company has shifted its registered address from state of Tamil Nadu to state of Maharashtra with effect from February 22, 2017 with approval from the Registrar of Companies.

2. Summary of significant accounting policies**2.1 Basis of preparation of financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) (Companies (Accounting Standards) Rules, 2006 as amended), the guidelines issued by RBI for non banking financial companies and the other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

2.3 Fixed Assets – Property, Plant and Equipment and Intangible Assets**Property, Plant and Equipment**

Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any other directly attributable costs of bringing the asset to its working condition for its intended use. Gain or loss arising from disposal of assets which are carried at cost is recognized in the Statement of Profit and Loss.

Depreciation is provided on pro-rata basis on the straight line method over the remaining useful life of assets based on rates prescribed under Schedule II to the Companies Act, 2013 in order to reflect the actual usage of the assets.

Asset type	Estimated useful life
Freehold Property	60 years
Computers	3 years

Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

Asset type	Estimated useful life
Software	3 years

Operating software is capitalized along with the related fixed asset. Application software is expensed off on acquisition except in the case of major application software, which is capitalized if, in the view of the management, it has an enduring benefit.

2.4 Impairment of Property, Plant and Equipment and intangible assets

At each balance sheet date, or more frequently where events or changes in circumstances dictate, tangible and intangible assets, are assessed for indications of impairment. If indications are present, these assets are subject to an impairment review. The carrying values of fixed assets are reduced to the recoverable amount and reduction is recognized as an impairment loss in the Statement of Profit and Loss.

2.5 Investments

Investments are classified as current or long term based on management intention at the time of purchase. Investments which are intended to be held for more than one year are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments.

Long-term investments are recorded at cost as on the date of transaction. Appropriate provision is made for any diminution, other than temporary, in the value of the investment.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Current investments are valued at lower of cost or market/ fair value. The cost of investments for determining the profit or loss on sale is determined on the basis of weighted average cost.

Accretions of discounts on discounted instruments are recognized as interest expense or revenue over the life of the instrument.

2.6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be relatively measured.

Interest

Interest income is recognized on accrual basis except in case of non-performing assets. Overdue interest is recognized as income on realization.

Interest is recognized as interest income in the Statement of Profit and Loss for all interest bearing financial instruments classified as loans and advances using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial asset (or group of assets) and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to the net carrying amount of the instrument. The application of the method has the effect of recognizing income receivable on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment.

Processing fees income

Processing fees is recognized on an accrual basis as the service is provided, unless included in the effective interest calculation.

Recovery of Bad Debts

Amounts recovered against bad debts written off in earlier years are recognized in the Statement of Profit and Loss.

Dividend

Dividend income is accounted in the period in which the right to receive the same is established

2.7 Impairment of Loans

Loan loss provision in respect of non-performing loans is made based on management's assessment of the degree of impairment of the loans and estimates of recoverability / realization of the loans, subject to minimum provisioning level prescribed in accordance with prudential norms of the RBI.

2.8 Employee benefits

Long-term Employee Benefits

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

(i) Defined Contribution Plan:

The Company has a defined contribution plan for post employment benefits in the form of Provident Fund. Under the Provident Fund Plan, the Company contributes to a Government administered provident fund / recognized provident fund on behalf of the employees. The Company has no further obligation beyond making the contributions.

The Company's contributions to the above Plan are charged to the Statement of Profit and Loss.

(ii) Defined Benefit Plan:

The Company has a defined benefit plan for post employment benefits in the form of Gratuity. The Company accounts for gratuity based on an actuarial valuation which is carried out by an independent actuary as at the year end. The actuarial valuation method used by the independent actuary for measuring the liability is the Projected Unit Credit Method.

(iii) Other Long- term Employee Benefits:

The employees of the Company are entitled to sick leave as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation carried out by an independent actuary as at the year end. The actuarial valuation method used by the independent actuary for measuring the liability is the Projected Unit Credit Method.

Actuarial gains and losses comprise experience adjustments and the effects of changes in the actuarial assumptions and are recognized immediately in the Statement of Profit and Loss in the year in which they arise.

Short term compensated absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Unutilized leave balance that accrues to employees as at the year end is charged to the Statement of Profit and Loss on an undiscounted basis.

2.9 Operating Leases

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are normalized taking into account future lease escalations and charged to the Statement of Profit and Loss.

2.10 Taxes

i. Current

The income tax expense comprises current tax and deferred tax. Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income tax Act, 1961.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

ii. Deferred

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognized only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted before the balance sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the Statement of Profit and Loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized.

Minimum Alternate Tax

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is not recognized / written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.11 Equity index/ stock futures and options

- i. “Initial Margin – Equity Derivative Instruments”, representing the initial margin paid, “Margin Deposits - Equity Derivative Instruments” representing the additional margin paid to the Exchanges over and above the initial margin, for entering into contracts for equity index/ stock futures which are released on final settlement/squaring-up of underlying contracts, and “Mark-to-Market Margin – Equity Index/Stock Futures” representing the balance amount receivable from the broker after adjustment of initial and additional margin, are disclosed under other current assets.
- ii. In respect of equity index/ stock futures, the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price.

When more than one contract in respect of the relevant series of equity index/ stock futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring-up.

- iii. The premium paid / received on the exchange traded equity index / stock options is taken to the Statement of Profit and Loss upfront. The outstanding options are subject to mark to market on daily basis with resulting gain / loss taken in to the Statement of Profit and Loss in the gain / loss on transacting in exchange derivatives.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

- iv. Gain / (Loss) on Mark-to-Market - Equity Derivative Instruments representing the mark to market of the outstanding / open exchange traded equity option trades are shown under other current assets.

2.12 Financial Instruments

The Company has followed Guidance Note on Accounting for Derivative Contracts with effect from April 1st 2016 issued by the Institute of Chartered Accountants of India. Accordingly, certain structured debt instruments that has been issued by the Company in the past were accounted for at fair value in the statement of profit and loss.

Financial assets

The Company classifies its financial assets in the following categories: loans and advances; held to maturity investments and available for sale financial assets. Management determines the classification of financial assets and liabilities at initial recognition.

Financial instruments are classified as financial instruments at fair value through profit or loss if they are held for trading, or if they are designated by management under the fair value option.

Financial liabilities

Trading financial liabilities and liabilities designated at fair value are held at fair value through profit or loss. Financial liabilities are derecognized when extinguished.

Determining fair value

Where the classification of a financial instrument requires it to be stated at fair value, fair value is determined by reference to a bid or ask quoted market price for that instrument or by using a valuation model. Where the fair value is calculated by using valuation models, the methodology is to calculate the expected cash flows under the terms of each specific contract and then discount these values back to its present value. These models use as their basis independently sourced market parameters including, for example, interest rate yield curves, equities prices, option volatilities and currency rates. For financial liabilities measured at fair value, the carrying amount is adjusted to reflect the effect on fair value of changes in own credit spreads as the case may be, by applying the appropriate Barclays credit default swap spreads. Most market parameters are either directly observable or are implied from instrument prices. The model may perform numerical procedures in the pricing such as interpolation when input values do not directly correspond to the most actively traded market trade parameters. However, where valuations include significant unobservable inputs, the transaction price is deemed to provide the best evidence of initial fair value for accounting purposes. As such, profits or losses are recognized upon trade inception only when such profits can be measured solely by reference to observable market data.

2.13 Foreign currency transactions

Revenue and expenses are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies are restated at the exchange rate prevailing on the Balance Sheet date. Exchange differences arising on settlement of the transaction and on account of restatement of monetary items are dealt with in the Statement of Profit and Loss.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

2.14 Provision and contingent liabilities

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

2.15 Segment Reporting

The accounting policies adopted for Segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under 'Unallocated Corporate expense'.

2.16 Cash and cash equivalents

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

2.17 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events 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 or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted to the effect of all diluted potential equity shares.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

3. Share Capital

	As at March 31, 2017	As at March 31, 2016
Authorised :		
299,986,000 (2016: 299,986,000) Equity Shares of Rs. 50 each	14,999.30	14,999.30
2,000 (2016: 2,000) 7.5% Cumulative Redeemable Preference Shares of Rs. 100 each	0.20	0.20
500,000 (2016: 500,000) 0.01% Cumulative Redeemable Preference Shares of Re. 1 each	0.50	0.50
	15,000.00	15,000.00
Issued, subscribed and paid-up :		
218,065,712 (2016: 218,065,712) Equity Shares of Rs. 50 each fully paid up	10,903.28	10,903.28
458,875 (2016: 458,875), 0.01% Cumulative Redeemable Preference Shares of Re. 1 each fully paid up	0.46	0.46
	10,903.74	10,903.74

(a) Reconciliation of number of shares

Equity Shares:

	As at March 31, 2017		As at March 31, 2016	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	218,065,712	10,903.28	218,065,712	10,903.28
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	218,065,712	10,903.28	218,065,712	10,903.28

(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of Rs. 50 per share. Each shareholder is eligible for one vote on show of hands. In case of a poll, every member including proxy shall have one vote for every fully-paid-up share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

0.01% Cumulative Redeemable Preference Shares: 0.01% Cumulative Redeemable Preference Shares of Re. 1 each are redeemable at premium of Rs. 99 each at the end of 20 years from the date of allotment i.e. September 21, 2006 issued to Barclays Bank PLC, United Kingdom.

Arrears of preference dividend Rs.0.0006 million (2016: Rs. 0.0005 million)

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

(c) Shares held by holding company and subsidiary of holding company

	As at March 31, 2017	As at March 31, 2016
Equity Shares:		
126,134,137 shares (2016: 126,134,137 shares) held by Barclays Bank PLC, United Kingdom, the Holding Company	6,306.71	6,306.71
91,930,466 shares (2016: 91,930,466 shares) held by Barclays Mauritius Overseas Holdings Limited, Mauritius, a subsidiary of Barclays Bank PLC	4,596.52	4,596.52

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2017	As at March 31, 2016
Equity Shares:*		
Barclays Bank PLC, United Kingdom, the Holding Company	126,134,137 57.84%	126,134,137 57.84%
Barclays Mauritius Overseas Holdings Limited, Mauritius, a subsidiary of Barclays Bank PLC	91,930,466 42.16%	91,930,466 42.16%
0.01% Cumulative redeemable preference shares:		
Barclays Bank PLC, United Kingdom, the Holding Company	458,875 100%	458,875 100%

* Number of shares held by minority shareholders are 1,109 (2016: 1,109)

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

4. Reserves and Surplus

	As at March 31, 2017	As at March 31, 2016
Special Reserve under Section 45-IC of Reserve Bank of India Act, 1934		
Balance at the beginning of the year	286.73	210.86
Add: Transfer from Surplus in Statement of Profit and Loss	72.24	75.87
Balance as at the end of the year	358.97	286.73
Capital Redemption Reserve		
Balance at the beginning of the year	2.11	2.11
Balance as at the end of the year	2.11	2.11
Securities Premium Account		
Balance at the beginning of the year	6.15	6.15
Balance as at the end of the year	6.15	6.15
General Reserve		
Balance at the beginning of the year	35.70	35.70
Balance as at the end of the year	35.70	35.70
Surplus in Statement of Profit and loss		
Balance at the beginning of the year	(5,433.35)	(5,736.82)
Profit for the year	361.21	379.34
Less: Transfer to Special Reserve under Section 45-IC of Reserve Bank of India Act, 1934	72.24	75.87
Balance as at the end of the year	(5,144.38)	(5,433.35)
TOTAL	(4,741.45)	(5,102.66)

5. Long term provisions

	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits:		
Provision for gratuity (refer Note 18)	0.04	0.30
Compensated absences (refer Note 18)	0.24	0.18
Contingency provision against standard assets	0.11	-
	0.39	0.48

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

6. Short-term borrowings

	As at March 31, 2017		As at March 31, 2016	
Unsecured:				
Commercial Paper	18,300.00		7,150.00	-
(Less): Unexpired Discount	<u>(421.15)</u>	17,878.85	<u>(189.86)</u>	6,960.14
(Maximum amount outstanding during the year Rs. 19,328.85 million (2016: Rs. 10,400 million) Rate of Discount ranging from 7.00%-8.25% (2016: 8.65%-9.26%) Tenure ranging from 81 days to 365 days(2016: 86 days to 364 days)				
TOTAL		17,878.85		6,960.14

Listing of Commercial Papers outstanding as at March 31, 2017

Commercial Paper	Issue Date	Maturity Date	Total
BILIL Mat 27Mar2018 CP	27-Mar-17	27-Mar-18	250.00
BILIL Mat 09Jan2018 CP	10-Jan-17	09-Jan-18	1,000.00
BILIL Mat 18Oct2017 CP	20-Feb-17	18-Oct-17	250.00
BILIL Mat 06Oct2017 CP	15-Mar-17	06-Oct-17	250.00
BILIL Mat 27Sep2017 CP	06-Dec-16	27-Sep-17	500.00
BILIL Mat 26Sep2017 CP	07-Oct-16	26-Sep-17	1,500.00
BILIL Mat 26Sep2017 CP	15-Mar-17	26-Sep-17	250.00
BILIL Mat 15Sep2017 CP	25-Nov-16	15-Sep-17	350.00
BILIL Mat 12Sep2017 CP	29-Nov-16	12-Sep-17	1,000.00
BILIL Mat 08Sep2017 CP	14-Sep-16	08-Sep-17	1,000.00
BILIL Mat 31Aug2017 CP	21-Oct-16	31-Aug-17	1,500.00
BILIL Mat 24Aug2017 CP	28-Feb-17	24-Aug-17	150.00
BILIL Mat 10Aug2017 CP	14-Feb-17	10-Aug-17	250.00
BILIL Mat 01Aug2017 CP	01-Feb-17	01-Aug-17	350.00
BILIL Mat 07Jul2017 CP	09-Jan-17	07-Jul-17	250.00
BILIL Mat 20Jun2017 CP	31-Mar-17	20-Jun-17	1,000.00
BILIL Mat 14Jun2017 CP	25-Nov-16	14-Jun-17	1,000.00
BILIL Mat 14Jun2017 CP	16-Mar-17	14-Jun-17	1,000.00
BILIL Mat 14Jun2017 CP	17-Mar-17	14-Jun-17	250.00
BILIL Mat 12Jun2017 CP	06-Dec-16	12-Jun-17	500.00
BILIL Mat 06Jun2017 CP	27-Sep-16	06-Jun-17	500.00
BILIL Mat 02June2017 CP	03-Mar-17	02-Jun-17	1,500.00
BILIL Mat 19May2017 CP	20-Feb-17	19-May-17	250.00

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(All amounts in Indian Rupees Millions)

BILIL Mat 19May2017 CP	22-Feb-17	19-May-17	250.00
BILIL Mat 12May2017 CP	13-Feb-17	12-May-17	1,000.00
BILIL Mat 04May2017 CP	03-Feb-17	04-May-17	950.00
BILIL Mat 10April2017 CP	10-Jan-17	10-Apr-17	1,000.00
BILIL Mat 07Apr2017 CP	08-Nov-16	07-Apr-17	250.00
Total			18,300.00

Listing of Commercial Papers outstanding as at March 31, 2016

Commercial Paper	Issue Date	Maturity Date	Total
BILIL CP Mat 02 Dec 2016	04-Dec-15	02-Dec-16	500.00
BILIL CP Mat 28 Oct 2016	18-Nov-15	28-Oct-16	1,000.00
BILIL CP Mat 20 Sept 2016	08-Oct-15	20-Sep-16	1,250.00
BILIL CP Mat 29 Jul 2016	12-Aug-15	29-Jul-16	500.00
BILIL CP Mat 23 Jun 2016	29-Mar-16	23-Jun-16	500.00
BILIL CP Mat 22 Jun 2016	26-Aug-15	22-Jun-16	1,000.00
BILIL CP Mat 15 Jun 2016	26-Nov-15	15-Jun-16	500.00
BILIL CP Mat 18 May 2016	28-May-15	18-May-16	500.00
BILIL CP Mat 16 May 2016	16-Feb-16	16-May-16	400.00
BILIL CP Mat 09 May 2016	09-Feb-16	09-May-16	500.00
BILIL CP Mat 05 May 2016	05-Feb-16	05-May-16	500.00
Total			7,150.00

7. Trade payables

	As at March 31, 2017	As at March 31, 2016
Sundry Creditors (refer note 32)	23.08	27.64
	23.08	27.64

8. Other current liabilities

	As at March 31, 2017	As at March 31, 2016
Current maturities of long term debt:		
Equity Linked debentures	-	162.00
Add: Unrealised loss on mark to Market At fair value	-	94.65
	-	256.65
Other liabilities		
Statutory dues	1.65	0.44
Interest received in advance	0.59	11.87
Others	0.45	0.25
	2.69	269.21

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

Listing of current maturities of debentures outstanding as at March 31, 2016

Debenture	Issue Date	Maturity Date	Total Face Value	Face Value of Security	No. of Units	At Par/ Discount / Premium
Equity Linked Debenture - 268 *@^	21-Oct-11	21-Mar-17	61.00	0.10	610	100
Equity Linked Debenture - 261 *@^	19-Sep-11	20-Feb-17	36.00	0.10	360	100
Equity Linked Debenture - 253 *@^	23-Aug-11	23-Jan-17	65.00	0.10	650	100
Total			162.00			

* The debentures can be redeemed at the option of the Company contingent on market disruption events

@ Early termination of debentures at any time prior to maturity date under normal market conditions upon request by debenture holder subject to the discretion of the Company.

^ Coupon payments linked to Nifty Index

9. Short-term provisions

	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits:		
Compensated absences (refer Note 18)	0.10	0.09
Contingency provision against standard assets	77.31	34.65
	77.41	34.74

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

10. Fixed Assets

Details of Fixed Assets as at March 31, 2017

Description	Gross Block			Depreciation / Amortisation				Net Block	
	As at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	Charge for the year	Disposal	As at March 31, 2017	As at March 31, 2017
Property Plant and Equipment - Tangible assets									
Freehold property*	20.88	-	-	20.88	3.29	0.34	-	3.63	17.25
Computers	8.76	-	-	8.76	8.76	-	-	8.76	-
Total Tangible assets	29.64	-	-	29.64	12.05	0.34	-	12.39	17.25
Intangible Assets	-			-	-	-	-	-	-
Software	35.09	-	-	35.09	35.09	-	-	35.09	-
Total Intangible assets	35.09	-	-	35.09	35.09	-	-	35.09	-
Total	64.73	-	-	64.73	47.14	0.34	-	47.48	17.25

* Includes 5 shares of Rs. 100 each in Maker Tower 'F' Premises Co-operative Housing Society, Mumbai.

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(All amounts in Indian Rupees Millions)

Details of Fixed Assets as at March 31, 2016

Description	Gross Block				Depreciation / Amortisation				Net Block
	As at April 1, 2015	Additions	Disposals	As at March 31, 2016	As at April 1, 2015	Charge for the year	Disposal	As at March 31, 2016	As at March 31, 2016
Property Plant and Equipment - Tangible assets									
Freehold property*	20.88	-	-	20.88	2.95	0.34	-	3.29	17.59
Computers	8.76	-	-	8.76	8.76	-	-	8.76	-
Total Tangible assets	29.64	-	-	29.64	11.71	0.34	-	12.05	17.59
Intangible Assets	-			-	-	-	-	-	-
Software	35.09	-	-	35.09	35.09	-	-	35.09	-
Total Intangible assets	35.09	-	-	35.09	35.09	-	-	35.09	-
Total	64.73	-	-	64.73	46.80	0.34	-	47.14	17.59

* Includes 5 shares of Rs. 100 each in Maker Tower 'F' Premises Co-operative Housing Society, Mumbai.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

11. Non-current investments

	As at March 31, 2017	As at March 31, 2016
Unquoted, non-trade		
Other Investments (valued at cost unless stated otherwise)		
Investment in associates:		
44,625,000 (2016: 44,625,000) Equity shares of Rs. 10 each fully paid up held in Barclays Securities (India) Private Limited	446.25	446.25
	446.25	446.25
Aggregate amount of unquoted investments - At book value	446.25	446.25

12. Long term loans and advances

	As at March 31, 2017	As at March 31, 2016
Loans:		
Secured loans:		
Considered good:		
Loans to others (includes loan against hypothecation of securities)	30.00	-
Other loans and advances:		
Unsecured, considered good (unless otherwise stated)		
Advance Tax (including Fringe benefit tax) and Tax deducted at source [Net of Provision for tax of Rs. 310.80 million (March 31, 2016: Rs. 201.97 million)]	546.97	497.45
Security Deposits	0.32	1.92
Service tax input credit	283.14	280.05
Less: Provision for Service tax	<u>(283.14)</u>	<u>(280.05)</u>
	-	-
TOTAL	577.29	499.37

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

13. Cash and bank balances

	As at March 31, 2017	As at March 31, 2016
Cash on hand	-	-
Bank balances:		
In current accounts	226.17	268.92
In Escrow account	-	-
Demand deposits (original maturity less than 3 months)	640.00	200.00
	866.17	468.92

14. Short term loans and advances

	As at March 31, 2017	As at March 31, 2016
Loans:		
Secured loans:		
Considered good:		
Loans to Bodies corporate (includes loan against hypothecation of securities)	15,529.19	8,599.50
Loans to others (includes loan against hypothecation of securities)	6,506.09	2,949.44
Unsecured loans:		
Considered good:		
Loans to Bodies corporate (includes loan against hypothecation of securities)*	53.62	-
	22,088.90	11,548.94
Other loans and advances:		
Unsecured, considered good (unless otherwise stated)		
Advances recoverable in cash or kind or for value to be received	11.87	3.18
	22,100.77	11,552.12

* Includes a loan amount of Rs. 633 million (2016 Rs. Nil), against which securities of Rs. 579.38 million (2016 Rs. Nil) have been lien marked as on March 31, 2017. The securities of Rs. 119.87 million (2016 Rs. Nil) were in the process of lien creation in the name of the Company as at March 31, 2017. These have been subsequently been lien marked in favour of the Company on April 04, 2017.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

15. Other current assets

	As at March 31, 2017	As at March 31, 2016
Initial Margin - Equity Derivative Instruments	-	18.39
Interest accrued on:		
Loans	136.88	89.70
Fixed deposits	0.10	0.95
	136.98	109.04

16. Revenue from operations

	Year ended March 31, 2017	Year ended March 31, 2016
Interest:		
Loans	1,388.72	1,194.78
Fixed deposits	122.44	106.42
Other financial services:		
Processing fees - Gross	6.15	5.80
	1,517.31	1,307.00

17. Other Income

	Year ended March 31, 2017	Year ended March 31, 2016
Dividend Income	5.96	-
Miscellaneous	0.62	26.68*
	6.58	26.68

* Amount includes Excess Provision Written Back of INR 26.68 million

18. Employee benefits

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, Allowances and Bonus	8.83	8.60
Contribution to Provident Fund and Other Funds	0.35	0.35
Gratuity	(0.26)	(0.03)
	8.92	8.92

Employee benefits paid to certain staff is included as part of service and other cost reimbursement towards employees seconded or deputed for continuing operation.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

The disclosures as required as per the revised AS 15 are as under:

		March 31, 2017	March 31, 2016
(I)	Defined Contribution Plan: Provident Fund		
During the year the Company has recognized the following amounts in the Statement of Profit and Loss :			
	Contribution to Provident Fund	0.35	0.35
(II)	Defined Benefit Plan: Gratuity (Unfunded)		
	Actuarial valuation has been carried out by an independent actuary as at the Balance Sheet date in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions.		
	(a) Discount Rate (per annum)	6.56%	8.04%
	(b) Salary Escalation Rate (per annum)	9.50%	12.00%
(i)	Changes in the Defined Benefit Obligation		
	(a) Opening Defined Benefit Obligation	0.30	0.33
	(b) Current Service Cost	0.03	0.03
	(c) Interest Cost	0.02	0.03
	(d) Actuarial Losses / (Gain)	(0.31)	(0.09)
	(e) Liabilities Extinguished on Curtailment	-	-
	(f) Liabilities Extinguished on Settlements	-	-
	(g) Liabilities Assumed on Acquisition	-	-
	(h) Exchange Difference on Foreign Plans	-	-
	(i) Benefits Paid	-	-
	(j) Closing Defined Benefit Obligation	0.04	0.30
(ii)	Reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
	(a) Present Value of Funded Obligation	-	-
	(b) Fair Value of Plan Assets	-	-
	(c) (Asset)/ Liability Recognised in the Balance Sheet (Net)	-	-
	(d) Present Value of Unfunded Obligation	0.04	0.30
	(e) Unrecognised Past Service Cost	-	-
	(f) Unrecognised Actuarial (Gains)/ Losses	-	-
	(g) Unfunded Net Liability recognised in the Balance Sheet (Net)		

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

		March 31, 2017	March 31, 2016
	- Current	-	-
	- Non current	0.04	0.30
(iii)	Amount recognised in the Balance Sheet		
	(a) Present Value of Obligation as at Year End	0.04	0.30
	(b) Fair Value of Plan Assets as at Year End	-	-
	(c) Net Liability recognised as at Year End	0.04	0.30
(iv)	Expenses recognised in the Statement of Profit and Loss:		
	(a) Current Service Cost	0.03	0.03
	(b) Interest on Defined Benefit Obligation	0.02	0.03
	(c) Expected Return on Plan Assets	-	-
	(d) Net Actuarial (Gains) / Losses recognised in Year	(0.31)	(0.09)
	(e) Past Service Cost	-	-
	(f) Losses/ (Gains) on "Curtailement and Settlement"	-	-
	(g) Total Expenses Recognised in the Statement of Profit and Loss:	(0.26)	(0.03)
(III)	The liability for sick leave as at year end is		
	- Current	0.10	0.09
	- Non current	0.24	0.18

Experience Adjustments for the current annual period and previous period since inception

Gratuity	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Defined Benefit Obligation	0.04	0.30	0.33	0.45	5.88
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	0.04	0.30	0.33	0.45	5.88
Experience Adjustment on Plan Liabilities	0.02	(0.20)	(0.21)	(3.44)	10.47
Experience Adjustment on Plan Assets	-	-	-	-	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Sick leave	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Defined Benefit Obligation	0.34	0.26	0.26	0.30	1.38
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	0.34	0.26	0.26	0.30	1.38
Experience Adjustment on Plan Liabilities	0.20	0.04	0.08	1.29	1.41
Experience Adjustment on Plan Assets	-	-	-	-	-

19. Finance cost

	Year ended March 31, 2017	Year ended March 31, 2016
Interest/Discount Paid		
- Bank	0.29	0.01
- Commercial Paper	897.88	683.07
	898.17	683.08

Other Expenses (including note 20 and 21)
20. Operating expenses

	Year ended March 31, 2017	Year ended March 31, 2016
Rent	2.26	3.13
Transaction Costs	9.79	6.76
Electricity	0.03	0.08
Directors Fees	1.30	1.70
Credit Verification, Direct Sales Agency Commission and Collection expenses	-	1.31
Communication	0.08	0.13
Legal and Professional Fees	8.44	7.69
Service Cost and Other Reimbursements	38.89	73.74
Repairs and Maintenance - Others	1.50	3.40
Printing and Stationery	0.09	0.06
Auditors' Remuneration		
- Audit Fees	3.55	3.55
- Other Services	0.83	0.83
- Out of Pocket Expenses	0.01	0.08
Provision for Contingent Provision against Standard Assets	42.77	5.30

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Provision & Contingencies (refer note 34(xviii))	3.09	5.59
Insurance	0.06	0.05
Brokerage*	0.00	0.04
Expenditure towards Corporate Social Responsibility (refer note 35)	10.40	6.45
Miscellaneous	8.64	5.91
Sub Total (A)	131.73	125.80

* Brokerage for Financial Year 16-17 is Rs. 0.004 million.

21. Other Expenses-Others

	Year ended March 31, 2017	Year ended March 31, 2016
Loss on Fair Valuation / redemption of Equity Linked Debentures	14.69	28.03
Loss on transacting in exchange derivatives	-	1.91
Loss on Interest Rate SWAP	-	0.38
Sub Total (B)	14.69	30.32
Total (A+B)	146.42	156.12

22. Depreciation

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation on Tangible assets	0.34	0.34
	0.34	0.34

23. Contingent liability:

	Year ended March 31, 2017	Year ended March 31, 2016
Claims against the Company not acknowledged as debts		
Income tax (refer Note 31)	216.47	270.96
Legal cases	4.29	4.29
	220.76	275.25

24. Foreign currency transactions (accrual basis)

	Year ended March 31, 2017	Year ended March 31, 2016
Foreign Currency transactions		
Professional Fees*	0.00	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Service cost	3.16	6.37
	3.16	6.37

Service Cost includes Rs. 2.78 million (2016: Rs. 3.48 million) of foreign currency exposure outstanding that is not hedged.

* Professional Fees paid in foreign currency is Rs 0.001 million.

Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	March 31, 2017	March 31, 2016
Trade Receivables	SGD: 0.05 (million); Rs. 2.16	SGD: 0.05 (million); Rs. 2.29 (million)-
Trade Payables	GBP: 0.03 (million); Rs. 3.12	GBP: 0.0002 (million); Rs.0.02 (million)
	SGD: 0.04 (million); Rs 1.90	SGD: 0.08 (million); Rs. 3.46 (million)

25. Earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Earnings		
Net Profit for the year	361.21	379.34
Preference dividends for cumulative preference shares for the year*	0	0
(A)	361.21	379.34
Weighted Average Number of Equity Shares - Basic (B)	218,065,712	218,065,712
Weighted Average Number of Equity Shares – Diluted (C)	218,065,712	218,065,712
Earnings Per Share - Basic [(A)/(B)] (Rs.)	1.66	1.74
Earnings Per Share - Diluted [(A)/(C)] (Rs.)	1.66	1.74

* Unpaid Preference share dividend for the year Rs. 46 (2016: Rs. 46)

26. Segment Reporting

The Company is registered with the Reserve Bank of India as a Non Banking Financial Company engaged in the business of lending and investments.

During the current and previous year the Company was engaged in only one business segment (Corporate and other financing) and primarily in one geographical segment. Therefore these financial statements pertain to one business segment.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

These businesses are segmented based on the services rendered and the type of customer serviced.

27. Related party disclosure

(a) Related parties during the year

<i>Names of Related parties</i>	<i>Nature of relationship</i>
Holding Companies	
Barclays Bank PLC, United Kingdom	Holding Company
Barclays Bank PLC, India Branch	Branch of Holding Company
Barclays Bank PLC, Singapore Branch	Branch of Holding Company
Barclays Bank PLC, Hong Kong Branch	Branch of Holding Company
Others	
Barclays Securities (India) Private Limited	Associate Company
Barclays Capital Asia Limited (Hong Kong)	Fellow Subsidiary Company
Barclays Merchant Bank (Singapore) Limited	Fellow Subsidiary Company
Barclays Mauritius Overseas Holdings Limited (BMOH)	Fellow Subsidiary Company
Barclays Shared Services Private Limited	Fellow Subsidiary Company
Barclays Technology Centre India Private Limited	Fellow Subsidiary Company
Mr. Vishal Jain	Key Management Personnel (Manager and Chief Executive Officer) Upto June 30, 2016
Mr. Ruzbeh Sutaria	Key Management Personnel (Manager and Chief Executive Officer) Manager from July 1, 2016 Manager & CEO from November 10, 2016

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

The following transactions were carried out with related parties in the ordinary course of business:

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
Interest income	122.44	-	-	122.44
Barclays Bank PLC, India Branches	122.44	-	-	122.44
<i>Previous Year</i>	<i>106.42</i>	-	-	<i>106.42</i>
Barclays Bank PLC, India Branches	106.42	-	-	106.42
Brokerage Expenses	-	-	-	-
<i>Previous Year</i>	-	<i>0.04</i>	-	<i>0.04</i>
Barclays Securities (India) Private Limited	-	0.04	-	0.04
				-
Fixed deposit placed	70,644.00	-	-	70,644.00
Barclays Bank PLC, India Branches	70,644.00	-	-	70,644.00
<i>Previous Year</i>	<i>57,801.00</i>	-	-	<i>57,801.00</i>
<i>Barclays Bank PLC, India Branches</i>	<i>57,801.00</i>	-	-	<i>57,801.00</i>
Fixed deposit repaid	70,204.00	-	-	70,204.00
Barclays Bank PLC, India Branches	70,204.00	-	-	70,204.00
<i>Previous Year</i>	<i>58,501.00</i>	-	-	<i>58,501.00</i>
<i>Barclays Bank PLC, India Branches</i>	<i>58,501.00</i>	-	-	<i>58,501.00</i>
Private placement of Commercial Paper (Nominal Value)	1,000.00	3,600.00	-	4,600.00
Barclays Bank PLC, India Branches	1,000.00	-	-	1,000.00
Barclays Shared Services Private Limited	-	2,250.00	-	2,250.00
Barclays Technology Centre India Private Limited	-	1,350.00	-	1,350.00
<i>Previous Year</i>	-	<i>400.00</i>	-	<i>400.00</i>
<i>Barclays Shared Services Private Limited</i>	-	<i>200.00</i>	-	<i>200.00</i>
<i>Barclays Technology Centre India Private Limited</i>	-	<i>200.00</i>	-	<i>200.00</i>
Repayment of Commercial Paper¹	500.00	3,000.00	-	3,500.00
Barclays Bank PLC, India Branches	500.00	-	-	500.00
Barclays Shared Services Private Limited	-	1,450.00	-	1,450.00
Barclays Technology Centre India Private Limited	-	1,550.00	-	1,550.00
<i>Previous Year</i>	-	<i>1,800.00</i>	-	<i>1,800.00</i>
Barclays Merchant Bank (Singapore)	-	1,800.00	-	1,800.00

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
Limited				
Discount/Interest on Commercial Paper	15.65	88.36	-	104.01
Barclays Bank PLC, India Branches	15.65	-	-	15.65
Barclays Shared Services Private Limited	-	46.38	-	46.38
Barclays Technology Centre India Private Limited	-	41.98	-	41.98
<i>Previous Year</i>	-	76.59	-	76.59
<i>Barclays Merchant Bank (Singapore) Limited</i>	-	72.23	-	72.23
<i>Barclays Shared Services Private Limited</i>	-	2.18	-	2.18
<i>Barclays Technology Centre India Private Limited</i>	-	2.18	-	2.18
Service and other cost reimbursements paid (Net)²	30.44	0.78	-	31.22
Barclays Bank PLC, India Branches	27.33	-	-	27.33
Barclays Bank PLC, Singapore Branch	3.11	-	-	3.11
Barclays Securities (India) Private Limited	-	0.71	-	0.71
Barclays Shared Services Private Limited	-	0.07	-	0.07
<i>Previous Year</i>	72.35	1.15	-	73.50
<i>Barclays Bank PLC, India Branches</i>	66.08	-	-	66.08
<i>Barclays Bank PLC, Singapore Branch</i>	6.27	-	-	6.27
<i>Barclays Securities (India) Private Limited</i>	-	1.06	-	1.06
<i>Barclays Shared Services Private Limited</i>	-	0.09	-	0.09
Borrowed during the year	350.00	-	-	350.00
Barclays Bank PLC, India Branches	350.00	-	-	350.00
<i>Previous Year</i>	50.00	-	-	50.00
<i>Barclays Bank PLC, India Branches</i>	50.00	-	-	50.00
Borrowings repaid during the year	350.00	-	-	350.00
Barclays Bank PLC, India Branches	350.00	-	-	350.00
<i>Previous Year</i>	50.00	-	-	50.00
Barclays Bank PLC, India Branches	50.00	-	-	50.00

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
Interest Paid	0.29	-	-	0.29
Barclays Bank PLC, India Branches	0.29	-	-	0.29
<i>Previous Year</i>	<i>0.01</i>	-	-	<i>0.01</i>
Barclays Bank PLC, India Branches	0.01	-	-	0.01
Interest Rate SWAP Derivatives	-	-	-	-
<i>Previous Year</i>	<i>500.00</i>	-	-	<i>500.00</i>
Barclays Bank PLC, India Branches	500.00	-	-	500.00
Loss on Interest Rate SWAP	-	-	-	-
<i>Previous Year</i>	<i>0.38</i>	-	-	<i>0.38</i>
Barclays Bank PLC, India Branches	0.38	-	-	0.38
Bank Charges (Miscellaneous Expenses)	0.01	-	-	0.01
Barclays Bank PLC, India Branches	0.01	-	-	0.01
<i>Previous Year</i>	<i>0.00</i>	-	-	<i>0.00</i>
Barclays Bank PLC, India Branches ⁴	0.00	-	-	0.00
Employee cost³ (Refer Annexure II)	-	-	7.66	7.66
<i>Previous Year</i>	-	-	<i>38.19</i>	<i>38.19</i>

<u>Year ended March 31, 2017</u>	<u>Holding Company</u>	<u>Associates / JV / Fellow Subsidiary Company</u>	<u>Key Management Personnel</u>	Total
<i>Transactions outstanding at year end</i>				
Bank balances	220.44	-	-	220.44
Barclays Bank PLC, India Branches	220.44	-	-	220.44
<i>Previous Year</i>	<i>264.48</i>	-	-	<i>264.48</i>
Barclays Bank PLC, India Branches	264.48	-	-	264.48
Outstanding balance payable	4.67	0.03	-	4.70
Barclays Bank PLC, Singapore Branch	4.67	-	-	4.67
Barclays Shared Services Private Limited	-	0.03	-	0.03
<i>Previous Year</i>	<i>3.46</i>	<i>0.02</i>	-	<i>3.48</i>
Barclays Bank PLC, Singapore Branch	3.46	-	-	3.46
Barclays Shared Services Private Limited	-	0.02	-	0.02

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

<u>Year ended March 31, 2017</u>	<u>Holding Company</u>	<u>Associates / JV / Fellow Subsidiary Company</u>	<u>Key Management Personnel</u>	<u>Total</u>
Outstanding balance receivable	11.32	2.67	-	13.99
Barclays Bank PLC, India Branches	9.16	-	-	9.16
Barclays Bank PLC, Singapore Branch	2.16	-	-	2.16
Barclays Securities (India) Private Limited	-	2.67	-	2.67
<i>Previous Year</i>	<i>3.15</i>	-	-	<i>3.15</i>
Barclays Bank PLC, Singapore Branch	2.29	-	-	2.29
Barclays Securities India Private Limited	0.86	-	-	0.86
Fixed deposits	640.00	-	-	640.00
Barclays Bank PLC, India Branches	640.00	-	-	640.00
<i>Previous Year</i>	<i>200.00</i>	-	-	<i>200.00</i>
<i>Barclays Bank PLC, India Branches</i>	<i>200.00</i>	-	-	<i>200.00</i>
Margin Money	-	-	-	-
Barclays Securities (India) Private Limited	-	-	-	-
<i>Previous Year</i>	-	<i>18.39</i>	-	<i>18.39</i>
<i>Barclays Securities (India) Private Limited</i>	-	<i>18.39</i>	-	<i>18.39</i>
Interest accrued on Fixed Deposits / Others (Asset)	0.10	-	-	0.10
Barclays Bank PLC, India Branches	0.10	-	-	0.10
<i>Previous Year</i>	<i>0.95</i>	-	-	<i>0.95</i>
<i>Barclays Bank PLC, India Branches</i>	<i>0.95</i>	-	-	<i>0.95</i>
Commercial Papers Outstanding (At Face Value, includes unexpired discount)	-	1,000.00	-	1,000.00
Barclays Shared Services Private Limited	-	1,000.00	-	1,000.00
<i>Previous Year</i>	-	<i>400.00</i>	-	<i>400.00</i>
<i>Barclays Shared Services Private Limited</i>	-	<i>200.00</i>	-	<i>200.00</i>
<i>Barclays Technology Centre India Private Limited</i>	-	<i>200.00</i>	-	<i>200.00</i>
Investments	-	446.25	-	446.25
Barclays Securities (India) Private Limited	-	446.25	-	446.25
<i>Previous Year</i>	-	<i>446.25</i>	-	<i>446.25</i>
<i>Barclays Securities (India) Private Limited</i>	-	<i>446.25</i>	-	<i>446.25</i>

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

¹ As per beneficiary position (Nominal Value) statement on the date of maturity

² Includes credit period charges and are excluding Service Tax.

³ Includes remuneration paid by Barclays Bank PLC, India branch to Key Management Personnel of Barclays Investments and Loans (India) Limited.

⁴ Miscellaneous charges (Bank charges) for previous year is Rs. 0.004 million.

28. Operating leases

Lease payments recognised for the year is Rs. 2.11 million (2016: Rs 2.81 million).

29. Rates and Taxes

Rates and Taxes include Securities Transaction Tax and other taxes paid on futures and option trades Rs Nil (2016: Rs 0.0027 million).

30. Restructured Accounts

In accordance with RBI circular DNBS.CO. PD. No. 367 / 03.10.01/2013-14 dated January 23, 2014, there are currently no reportable accounts as restructured account for the year ended March 31, 2017 (2016: Rs. Nil).

31. Contingent liability includes claims against the Company not acknowledged as debts relating to a tax dispute pending with Income Tax authorities. The primary dispute is with respect to the following issues:

- Disallowance of realised loss on Equity Traded Derivatives/Equity Linked Notes for Financial Year 2007-08 & Financial Year 2008-09; and
- Disallowance of loss arising on sale of retail portfolio for Financial Year 2012-13.

32. Dues to micro and small enterprise

The Company do not have dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	March 31, 2017 Trade Payables (Refer note 7)	March 31, 2016 Trade Payables (Refer note 7)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

The above information and that given in Note 7 – ‘Trade Payables’ regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

33. Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Information in accordance with the requirements of paragraph 18 of the Directions is given in Annexure I.

34. Disclosure as per the Reserve Bank of India (RBI) guidelines and circulars

Additional disclosures for the year ended March 31, 2017 in accordance with Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, are specified below:

(i) Capital to Risk Assets Ratio (CRAR)

	Items	March 31, 2017	March 31, 2016
i)	CRAR (%)	27.32%	47.58%
ii)	CRAR - Tier I capital (%)	26.95%	47.25%
iii)	CRAR - Tier II Capital (%)	0.37%	0.33%
iv)	Amount of subordinated debt raised as Tier-II capital	-	-

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

	Items	March 31, 2017	March 31, 2016
v)	Amount raised by issue of Perpetual Debt Instruments	-	-

ii) Investments

	Particulars	March 31, 2017	March 31, 2016
1)	Value of Investments		
i)	Gross value of Investments	446.25	446.25
a)	In India	446.25	446.25
b)	Outside India	-	-
ii)	Provision for Depreciation	-	-
a)	In India	-	-
b)	Outside India	-	-
iii)	Net value of Investments	446.25	446.25
a)	In India	446.25	446.25
b)	Outside India	-	-
2)	Movement of provisions held towards depreciation of investments.	-	-
i)	Opening balances	-	-
ii)	Add: Provisions made during the year	-	-
iii)	Less: Write-off/ Write back of excess provisions during the year	-	-
iv)	Closing balances	-	-

iii) Derivatives

Forward Rate Agreement / Interest Rate Swap

	Particulars	March 31, 2017	March 31, 2016
i)	The notional principal of swap agreements	-	-
ii)	Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	-	-
iii)	Collateral required upon entering into swaps	-	-
iv)	Concentration of credit risk arising from the swaps	-	-
v)	The fair value of the swap book	-	-

iv) Exchange Traded Interest Rate (IR) Derivatives

	Particulars	March 31, 2017
i)	Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument-wise)	-
ii)	Notional principal amount of exchange traded IR derivatives Outstanding (instrument-wise)	-
iii)	Notional principal amount of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)	-
iv)	Mark-to-market value of exchange traded IR derivatives outstanding and not "highly effective" (instrument-wise)	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

v) Disclosures on Risk Exposure in Derivatives - Qualitative Disclosures

Derivative instruments are contracts whose value is derived from one or more underlying financial instruments or indices defined in the contract. Derivative instruments are fundamental to the Company's business and constitute an important element of its operations. The Company deals in derivatives for balance sheet management.

Dealing in derivatives is carried out by identified groups in the treasury. Derivative transactions are entered into by the treasury front office. Confirmation, settlement and accounting, risk monitoring and reporting is undertaken by other independent teams which also ensure compliance with various internal and regulatory guidelines.

The Company enter into derivative transactions under the authority granted by the Board of Directors to manage duration gaps in the current asset / liability profile.

The accounting and the reporting of the same is in conformance with the accounting standards issued by ICAI. The accounting policy is set out in note 2.12.

The Company measures and monitors risk of its derivatives portfolio using risk metrics such as Value at Risk (VAR), market risk limits.

The Company has not entered into interest rate swap transaction; it does not trade in Currency Derivatives.

Quantitative Disclosure

	Particulars	Currency Derivatives	Interest Rate Derivatives
i)	Derivatives (Notional Principal Amount)	-	-
	For hedging	-	-
ii)	Marked to Market Positions [1]	-	-
a)	Asset (+)	-	-
b)	Liability (-)	-	-
iii)	Credit Exposure [2]	-	-
iv)	Unhedged Exposures	Not Applicable	Not Applicable

vi) Disclosures relating to Securitisation

	Particulars	March 31, 2017	March 31, 2016
1	No of SPVs sponsored for securitization transactions (SPVs relating to outstanding securitization transactions)	-	-
2	Total amount of securitised assets as per books of the SPVs sponsored	-	-
3	Total amount of exposures retained to comply with MRR as on the date of balance sheet	-	-
a)	Off-balance sheet exposures	-	-
	First loss	-	-
	Others	-	-
b)	On-balance sheet exposures	-	-
	First loss	-	-

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

	Others	-	-
4	Amount of exposures to securitisation transactions other than MRR	-	-
a)	Off-balance sheet exposures	-	-
i)	Exposure to own securitizations	-	-
	First loss	-	-
	Loss	-	-
ii)	Exposure to third party securitisations	-	-
	First loss	-	-
	Others	-	-
b)	On-balance sheet exposures	-	-
i)	Exposure to own securitizations	-	-
	First loss	-	-
	Loss	-	-
ii)	Exposure to third party securitisations	-	-
	First loss	-	-
	Others	-	-

vii) Details of Financial Assets sold to Securitisation / Reconstruction Company for Asset Reconstruction

	Particulars	March 31, 2017	March 31, 2016
i)	No. of accounts	-	-
ii)	Aggregate value (net of provisions) of accounts sold to SC / RC	-	-
iii)	Aggregate consideration	-	-
iv)	Additional consideration realized in respect of accounts transferred in earlier years	-	-
v)	Aggregate gain / loss over net book value	-	-

viii) Details of Assignment transactions undertaken by NBFCs

	Particulars	March 31, 2017	March 31, 2016
i)	No. of accounts	-	-
ii)	Aggregate value (net of provisions) of accounts sold	-	-
iii)	Aggregate consideration	-	-
iv)	Additional consideration realized in respect of accounts transferred in earlier years	-	-
v)	Aggregate gain / (loss) over net book value	-	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

ix) Details of non-performing financial assets purchased

	Particulars	March 31, 2017	March 31, 2016
1 (a)	No. of accounts purchased during the year	-	-
(b)	Aggregate outstanding	-	-
2 (a)	Of these, number of accounts restructured during the year	-	-
(b)	Aggregate outstanding	-	-

x) Details of Non-performing Financial Assets sold

	Particulars	March 31, 2017	March 31, 2016
1	No. of accounts sold	-	-
2	Aggregate outstanding	-	-
3	Aggregate consideration received	-	-

xi) Exposure to Real Estate Sector

	Category	March 31, 2017	March 31, 2016
(a)	Direct exposure		
(i)	Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented;	-	-
(ii)	Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits;	-	-
(iii)	Investments in Mortgage Backed Securities (MBS) and other securitised exposures - a. Residential, b. Commercial Real Estate.	-	-
	Total Exposure to Real Estate	-	-

Note: Indirect Commercial real estate exposure as on March 31, 2017 Rs 3,115 million Previous Year Rs 375 million

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

xii) Maturity pattern of assets and liabilities (Based on contractual maturity)

As at March 31, 2017

	Up to 30/31 days	Over one month to upto 2 months	Over 2 months to upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto to 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Deposits	640.00	-	-	-	-	-	-	-	640.00
Advances	7,292.73	6,009.84	1,834.11	5,093.02	1,859.20	30.00	-	-	22,118.90
Investments	-	-	-	-	-	-	-	446.25	446.25
Borrowings	1,247.91	2,431.30	5,670.03	6,872.78	1,656.83	-	-	-	17,878.85
Foreign Currency assets	2.16	-	-	-	-	-	-	-	2.16
Foreign Currency liabilities	5.02	-	-	-	-	-	-	-	5.02

As at March 31, 2016

	Up to 30/31 days	Over one month to upto 2 months	Over 2 months to upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto to 3 years	Over 3 years and upto 5 years	Over 5 years	Total
Fixed Deposits	200.00	-	-	-	-	-	-	-	200.00
Advances	3,170.70	2,807.54	764.55	1,713.90	3,092.25	-	-	-	11,548.94
Investments	-	-	-	-	-	-	-	446.25	446.25
Borrowings	-	1,881.18	1,963.03	1,689.53	1,683.05	-	-	-	7,216.79
Foreign Currency assets	2.29	-	-	-	-	-	-	-	2.29
Foreign Currency liabilities	3.48	-	-	-	-	-	-	-	3.48

xiii) Exposure to Capital Market*

	Particulars	March 31, 2017	March 31, 2016
i)	direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	446.25	446.25
ii)	advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	3,460.19	1,638.54

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

iii)	advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;*	8,133.10	6,878.10
iv)	advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
v)	secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;**	-	18.39
vi)	loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
vii)	bridge loans to companies against expected equity flows / issues;	-	-
viii)	all exposures to Venture Capital Funds (both registered and unregistered)	-	-
	Total Exposure to Capital Market	12,039.54	8,981.28

* Represents outstanding balances

** Represents margin balance with stock broker.

xiv) During the year, the Company's credit exposures to single and group borrowers were within the prudential exposure limits prescribed by RBI. The total amount of exposure in excess of the prudential limit as at March 31, 2017 was Nil.

xv) There are no loan advances which are unsecured as at March 31, 2017 for which intangible securities such as charge over the rights, licenses, authority have taken as intangible collateral.

xv) During the year there are no penalties imposed on the Company.

xvi) The Company is registered as a Non Banking Financial Company ("NBFC") with Reserve Bank of India (RBI) and is classified as Non Deposit taking Systemically Important (ND-SI) NBFC for regulatory / reporting purposes and has not obtained registration from any other financial sector regulator as at March 31, 2017.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

xvii) Credit Rating

Rating Agency	Instrument	2016-2017	2015-2016
ICRA	Commercial Paper	[ICRA] A1+	[ICRA] A1+
	Equity Linked Debentures	PP-MLD [ICRA] AAA/ Stable Outlook	PP-MLD [ICRA] AAA/ Stable Outlook
	Non-Convertible Debentures	[ICRA] AAA / Stable Outlook	[ICRA] AAA / Stable Outlook

xviii) Provisions and Contingencies

	Particulars	March 31, 2017	March 31, 2016
i)	Provisions for depreciation on Investment	-	-
ii)	Provision towards NPA	-	-
iii)	Provision made towards Income tax	108.83	105.88
iv)	Other Provision and Contingencies (with details)		
	- Legal provision	-	-
	- Service tax credit	3.09	5.59
v)	Provision for Standard Assets	42.77	5.30

xix) The Company has not made any draw down from reserves during the financial year 2016-2017 and 2015-2016.

xx) Concentration of Deposits, Advances, Exposures and NPAs

a) Concentration of Advances*

Particulars	2016-17	2015-16
Total Advances to twenty largest borrowers	11,373.37	7,542.97
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	51.42%	65.31%

* Represents outstanding balances

b) Concentration of Exposures*#

Particulars	2016-17	2015-16
Total Exposure to twenty largest borrowers / customers	13,910.00	9,146.00
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	41.82%	49.38%

* Represents credit and investment exposure

Represents outstanding balance or limits whichever is higher

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

c) Concentration of NPAs

Particulars	2016-17	2015-16
Total Exposure to top four NPA accounts	-	-

d) Sector-wise NPAs

	Sector	Percentage of NPAs to Total Advances in that sector for 2016-17	Percentage of NPAs to Total Advances in that sector for 2015-16
1	Agriculture & allied activities	-	-
2	MSME	-	-
3	Corporate borrowers	-	-
4	Services	-	-
5	Unsecured personal loans	-	-
6	Auto loans	-	-
7	Other personal loans	-	-

xxi) Movement of NPAs

	Sector	Percentage of NPAs to Total Advances in that sector
1	Net NPAs to Net Advances (%)	-
2	Movement of NPAs (Gross)	-
a)	Opening balance	-
b)	Additions during the year	-
c)	Reductions during the year	-
d)	Closing balance	-
3	Movement of Net NPAs	-
a)	Opening balance	-
b)	Additions during the year	-
c)	Reductions during the year	-
d)	Closing balance	-
4	Movement of provisions for NPAs (excluding provisions on standard assets)	-
a)	Opening balance	-
b)	Provisions made during the year	-
c)	Write-off / write-back of excess provisions	-
d)	Closing balance	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

xxii) Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
-	-	-	-

xxiii) Off- balance Sheet SPV Sponsored

Name of the SPV Sponsored	
Domestic	Overseas

xxiv) Customer Complaints

No. of complaints pending at the beginning of the year	-
No. of complaints received during the year	14
No. of complaints redressed during the year	14
No. of complaints pending at the end of the year	-

35. The Corporate Social Responsibility Expenditure

- Gross amount required to be spent by the company during the year – Rs. 10.40 million (2016: Rs. 6.45 million)
- Amount spent during the year on:

Sr. No.	Particulars	In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	10.40	-	10.40

36. Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30 December 2016	-	-	-

* Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated the 8th November, 2016.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

37. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31.2017

38. Previous year figures

Previous year amounts have been regrouped and reclassified wherever necessary to conform to the current year's presentation.

For Price Waterhouse
Firm registration No. 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership No. 101119

Place : Mumbai
Date : May 23, 2017

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director

Sd/-

Bhavesh Rawal
Chief Financial Officer

Place : Mumbai
Date : May 23, 2017

Sd/-

Deepa Dev
Director

Sd/-

Yagya Turker
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of Barclays Investment and Loans (India) Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated Financial Statements of Barclays Investments and Loans (India) Limited (“hereinafter referred to as the Holding Company”) and its associate company; (refer Note 2 to the attached Consolidated Financial Statements), comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as “the Consolidated Financial Statements”).

Management’s Responsibility for the Consolidated Financial Statements

2. The Holding Company’s Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Holding Company and its associate 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. The Holding Company’s Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the Holding Company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Holding Company and its associate respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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, which has been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company’s preparation of the Consolidated Financial Statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

6. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Holding Company and its associate as at March 31, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

8. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law maintained by the Holding Company and its associate company incorporated in India including relevant records relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its associate company incorporated in India including relevant records relating to the preparation of the Consolidated Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated 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 of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Holding Company and its associate company incorporated in India is disqualified as on March 31, 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its associate company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' 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 Consolidated Financial Statements disclose the impact, if any, of pending litigations as at March 31, 2017 on the consolidated financial position of the Holding Company and its associate– Refer Note 23 and 31 to the Consolidated Financial Statements.
 - ii. The Holding Company and its associate has long term contracts as at March 31, 2017 for which there were no material foreseeable losses. The Holding Company and its associate did not have any derivative contracts as at March 31, 2017.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.

- iv. The Holding Company and its associate Company did not have any holdings or dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 – Refer Note 34.

**For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants**

Sd/-

**Sharad Vasant
Partner
Membership Number 101119**

**Mumbai
August 28, 2017**

Annexure A to Independent Auditors' Report

Referred to in paragraph 8(f) of the Independent Auditors' Report of even date to the members of Barclays Investments and Loans (India) Limited on the Consolidated Financial Statements for the year ended March 31, 2017

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

1. In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Barclays Investments and Loans (India) Limited (hereinafter referred to as "the Holding Company") and its associate company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership Number 101119

Mumbai
August 28, 2017

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED

Consolidated Balance Sheet as at March 31, 2017
(All amounts in Indian Rupees millions)

	Note	As at March 31, 2017	As at March 31, 2016
Equity and liabilities			
Shareholders' funds			
Share capital	3	10,903.74	10,903.74
Reserves and surplus	4	(4,413.48)	(4,789.68)
		6,490.26	6,114.06
Non-current liabilities			
Long term provisions	5	0.39	0.48
		0.39	0.48
Current liabilities			
Short-term borrowings	6	17,878.85	6,960.14
Trade payables	7	-	-
Total outstanding dues of micro enterprises and small enterprises and Total outstanding dues of creditors other than micro enterprises and small enterprises		23.08	27.89
Other current liabilities	8	2.69	268.96
Short-term provisions	9	77.41	34.74
		17,982.03	7,291.73
Total equity and liabilities		24,472.68	13,406.27
Assets			
Non-current assets			
Fixed assets			
Profit for the Year	10	17.25	17.59
Non-current investments	11	774.22	759.23
Long-term loans and advances	12	577.29	499.37
		1,368.76	1,276.19
Current assets			
Cash and bank balance	13	866.17	468.92
Short-term loans and advances	14	22,100.77	11,552.12
Other current assets	15	136.98	109.04
		23,103.92	12,130.08
Total assets		24,472.68	13,406.27

The notes are an integral part of these financial statements

This is the balance sheet referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership No. 101119

Place : Mumbai
Date : August 28, 2017

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director
DIN: 02877283

Sd/-

Bhavesh Rawal
Chief Financial Officer

Place : Mumbai
Date : August 28, 2017

Sd/-

Deepa Dev
Director
DIN: 06874846

Sd/-

Prasad Poojary
Company Secretary
ACS: 26056

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED

Consolidated Statement of Profit and Loss for the year ended March 31, 2017
(All amounts in Indian Rupees millions)

	Note	Year ended March 31, 2017	Year ended March 31, 2016
REVENUE			
Revenue from operations	16	1,517.31	1,307.00
Other income	17	6.58	26.68
Total revenue		1,523.89	1,333.68
EXPENSES			
Employee benefits	18	8.92	8.92
Finance cost	19	898.17	683.08
Other expenses	20 and 21	146.42	156.12
Depreciation and amortisation expenses	22	0.34	0.34
Total expenses		1,053.85	848.46
Profit before tax		470.04	485.22
Tax expenses			
Current tax (MAT)		108.83	105.88
Profit after tax before share of results of associate		361.21	379.34
Add: Share of net profit of associate		14.99	11.19
Profit for the Year		376.20	390.53
Earnings per share [Face value Rs. 50] (Note - 25) -Basic and diluted		1.73	1.79

The notes are an integral part of these financial statements.

This is the statement of profit and loss referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership No. 101119

Place : Mumbai
Date : August 28, 2017

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director
DIN: 02877283

Sd/-

Bhavesh Rawal
Chief Financial Officer

Place : Mumbai
Date : August 28, 2017

Sd/-

Deepa Dev
Director
DIN: 06874846

Sd/-

Prasad Poojary
Company Secretary
ACS: 26056



BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
Consolidated Cash Flow Statement for the year ended March 31, 2017
(All amounts in Indian Rupees millions)

	Year ended March 31, 2017	Year ended March 31, 2016
Cash flows from operating activities		
Profit before taxation	470.04	485.22
Adjustments for		
Provision for Standard Assets	42.77	5.30
Interest/Discount paid on commercial paper	335.56	235.08
Interest income on fixed deposits	(122.44)	(106.42)
Depreciation on fixed assets	0.34	0.34
Loss on fair valuation / redemption of equity linked debentures	14.69	28.03
Compensated absences and gratuity - excess provision write back	(0.19)	(0.02)
Interest on Overdraft	0.29	0.01
Provision for service tax asset unutilised	3.09	5.59
Operating profit before working capital changes	744.15	653.13
Adjustments for		
(Increase)/Decrease in loans and advances	(10,580.14)	186.79
(Increase)/Decrease in Other Current Assets	(28.79)	43.31
(Decrease) in Trade Payables	(4.56)	(37.71)
Profit for the Year	(9.87)	(16.74)
Taxes paid	(158.35)	(149.90)
Net cash (used)/generated from operating activities (A)	(10,037.56)	678.88
Cash flows from investing activities		
Interest income on fixed deposits	123.29	106.05
Net cash from investing activities (B)	123.29	106.05
Cash flows from financing activities		
Proceeds from Borrowings	350.00	50.00
Repayments of Borrowings (net)	(621.34)	(277.56)
Proceeds from Commercial Papers	30,920.83	11,858.72
Repayment of Commercial Papers	(20,337.68)	(12,902.00)
Interest paid on Overdraft	(0.29)	(0.01)
Net cash generated/(used) in financing activities (C)	10,311.52	(1,270.85)
Increase/ (decrease) in cash and cash equivalents (A + B + C)	397.25	(485.92)
Cash and cash equivalents as at beginning of the year	468.92	954.84
Cash and cash equivalents as at the end of the year	866.17	468.92

Notes :

1. Cash and cash equivalents include the following:

- Cash and cheques on hand
- Balance with bank
- In current account
- In fixed deposit account

	As at March 31, 2017	As at March 31, 2016
	-	-
	226.17	268.92
	640.00	200.00
	<u>866.17</u>	<u>468.92</u>

2. The company has spent Rs. 10.4 million towards Corporate Social Responsibility activities during the year. The amount was entirely paid out during the year and there were no provisions outstanding as at March 31, 2017.

3. The above cash flow statement has been prepared under the indirect method set out in Accounting Standard -3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

4. Figures in brackets indicates cash outgo.

This is the cash flow statement referred to in our report of even date

For Price Waterhouse
 Firm Registration No. 301112E
 Chartered Accountants

For and on behalf of the Board

Sd/-

Sd/-

Sd/-

Sharad Vasant
 Partner

Rakesh Kripalani
 Director
 DIN: 02877283

Deepa Dev
 Director
 DIN: 06874846

Membership No. 101119

Sd/-

Sd/-

Bhavesh Rawal
 Chief Financial Officer

Prasad Poojary
 Company Secretary
 ACS: 26056

Place : Mumbai
 Date : August 28, 2017

Place : Mumbai
 Date : August 28, 2017

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

1. Background

Barclays Investments and Loans (India) Limited (“the Company”) was incorporated in India on January 7, 1937. The Company changed its name from Madras Enamel Works Limited to Rank Investments and Credits (India) Limited on May 23, 1995 and from Rank Investments and Credits (India) Limited to Barclays Investments and Loans (India) Limited on June 27, 2008. The Company has obtained the revised Certificate of Registration with respect to the said change in name from the Reserve Bank of India on October 14, 2010.

During the year ended March 31, 2007, Barclays Bank PLC, United Kingdom subscribed to equity shares in the Company, consequent to which, the Company is a subsidiary of Barclays Bank PLC, United Kingdom.

The Company is registered as a Non Banking Financial Company (“NBFC”) with Reserve Bank of India (RBI) and is classified as Non Deposit taking Systemically Important (ND-SI) NBFC for regulatory / reporting purposes.

The Company has shifted its registered address from state of Tamil Nadu to state of Maharashtra with effect from February 22, 2017 with approval from the Registrar of Companies.

2. Summary of significant accounting policies**2.1 Basis of preparation of Consolidated financial statements**

The accompanying consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 till the standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently these financial statements have been prepared to comply in all material aspects with the applicable accounting Standards notified under sub-section (3C) of Section 211 of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.2 Principle of consolidation

- a. The consolidated financial statements relate to Barclays Investments and Loans (India) Limited (“the Company”) and its associate company mentioned in (b) below, which together constitute “the Group”. In the preparation of these consolidated financial statement, investment in associate has been accounted for in accordance with Accounting Standard (AS) 23 “Accounting for Investments in Associates in Consolidated Financial Statements” notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, using the equity method of accounting. The

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

financial statement of the associate has been drawn up to the same reporting date as of Group. The consolidated financial statements have been prepared on the following basis.

- (i) Only share of net profit/ loss of associate are considered in the Consolidated Statement of Profit and Loss.
- (ii) The carrying amount of investment in associate is adjusted by the share of net profit/ loss in Consolidated Balance Sheet.

Due to equity issuance of Investee Company in prior periods, the proportionate holding of the Company had been reduced leading to change in status of Investee Company from subsidiary to associate (dilution). The goodwill arising from such dilution of equity holding in associate is included in the carrying amount of the investment and also disclosed separately.

- b. As per AS-23, the Consolidated Financial Statements incorporate the audited result of the following associate:

Name of the Entity	Country of Incorporation	Proportion of effective ownership interest	
		31-Mar-17	31-Mar-16
Barclays Securities (India) Private Limited	India	25.00%	25.00%

2.3 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.4 Fixed Assets – Property, Plant and Equipment and Intangible Assets

Property, Plant and Equipment

Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any other directly attributable costs of bringing the asset to its working condition for its intended use. Gain or loss arising from disposal of assets which are carried at cost is recognized in the Statement of Profit and Loss.

Depreciation is provided on pro-rata basis on the straight line method over the remaining useful life of assets based on rates prescribed under Schedule II to the Companies Act, 2013 in order to reflect the actual usage of the assets.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Asset type	Estimated useful life
Freehold Property	60 years
Computers	3 years

Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

Asset type	Estimated useful life
Software	3 years

Operating software is capitalized along with the related fixed asset. Application software is expensed off on acquisition except in the case of major application software, which is capitalized if, in the view of the management, it has an enduring benefit.

2.5 Impairment of Property, Plant and Equipment and intangible assets

At each balance sheet date, or more frequently where events or changes in circumstances dictate, tangible and intangible assets, are assessed for indications of impairment. If indications are present, these assets are subject to an impairment review. The carrying values of fixed assets are reduced to the recoverable amount and reduction is recognized as an impairment loss in the Statement of Profit and Loss.

2.6 Investments

Investments are classified as current or long term based on management intention at the time of purchase. Investments which are intended to be held for more than one year are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments.

Long-term investments are recorded at cost as on the date of transaction. Appropriate provision is made for any diminution, other than temporary, in the value of the investment.

Current investments are valued at lower of cost or market/ fair value. The cost of investments for determining the profit or loss on sale is determined on the basis of weighted average cost.

Accretions of discounts on discounted instruments are recognized as interest expense or revenue over the life of the instrument.

2.7 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be relatively measured.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Interest

Interest income is recognized on accrual basis except in case of non-performing assets. Overdue interest is recognized as income on realization.

Interest is recognized as interest income in the Statement of Profit and Loss for all interest bearing financial instruments classified as loans and advances using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial asset (or group of assets) and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to the net carrying amount of the instrument. The application of the method has the effect of recognizing income receivable on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment.

Processing fees income

Processing fees is recognized on an accrual basis as the service is provided, unless included in the effective interest calculation.

Recovery of Bad Debts

Amounts recovered against bad debts written off in earlier years are recognized in the Statement of Profit and Loss.

Dividend

Dividend income is accounted in the period in which the right to receive the same is established

2.8 Impairment of Loans

Loan loss provision in respect of non-performing loans is made based on management's assessment of the degree of impairment of the loans and estimates of recoverability / realization of the loans, subject to minimum provisioning level prescribed in accordance with prudential norms of the RBI.

2.9 Employee benefits**Long-term Employee Benefits****(i) Defined Contribution Plan:**

The Company has a defined contribution plan for post employment benefits in the form of Provident Fund. Under the Provident Fund Plan, the Company contributes to a Government administered provident fund / recognized provident fund on behalf of the employees. The Company has no further obligation beyond making the contributions.

The Company's contributions to the above Plan are charged to the Statement of Profit and Loss.

(ii) Defined Benefit Plan:

The Company has a defined benefit plan for post employment benefits in the form of Gratuity. The Company accounts for gratuity based on an actuarial valuation which is carried out by an independent actuary as at the

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

year end. The actuarial valuation method used by the independent actuary for measuring the liability is the Projected Unit Credit Method.

(iii) Other Long- term Employee Benefits:

The employees of the Company are entitled to sick leave as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation carried out by an independent actuary as at the year end. The actuarial valuation method used by the independent actuary for measuring the liability is the Projected Unit Credit Method.

Actuarial gains and losses comprise experience adjustments and the effects of changes in the actuarial assumptions and are recognized immediately in the Statement of Profit and Loss in the year in which they arise.

Short term compensated absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Unutilized leave balance that accrues to employees as at the year end is charged to the Statement of Profit and Loss on an undiscounted basis.

2.10 Operating Leases

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are normalized taking into account future lease escalations and charged to the Statement of Profit and Loss.

2.11 Taxes

i. Current

The income tax expense comprises current tax and deferred tax. Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income tax Act, 1961.

ii. Deferred

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognized only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted before the balance sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the Statement of Profit and Loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Minimum Alternate Tax

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is not recognized / written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.12 Equity index/ stock futures and options

- i. “Initial Margin – Equity Derivative Instruments”, representing the initial margin paid, “Margin Deposits - Equity Derivative Instruments” representing the additional margin paid to the Exchanges over and above the initial margin, for entering into contracts for equity index/ stock futures which are released on final settlement/squaring-up of underlying contracts, and “Mark-to-Market Margin – Equity Index/Stock Futures” representing the balance amount receivable from the broker after adjustment of initial and additional margin, are disclosed under other current assets.
- ii. In respect of equity index/ stock futures, the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price.

When more than one contract in respect of the relevant series of equity index/ stock futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring-up.

- iii. The premium paid / received on the exchange traded equity index / stock options is taken to the Statement of Profit and Loss upfront. The outstanding options are subject to mark to market on daily basis with resulting gain / loss taken in to the Statement of Profit and Loss in the gain / loss on transacting in exchange derivatives.
- iv. Gain / (Loss) on Mark-to-Market - Equity Derivative Instruments representing the mark to market of the outstanding / open exchange traded equity option trades are shown under other current assets.

2.13 Financial Instruments

The Company has followed Guidance Note on Accounting for Derivative Contracts with effect from April 1st 2016 issued by the Institute of Chartered Accountants of India. Accordingly, certain structured debt instruments that has been issued by the Company in the past were accounted for at fair value in the statement of profit and loss.

Financial assets

The Company classifies its financial assets in the following categories: loans and advances; held to maturity investments and available for sale financial assets. Management determines the classification of financial assets and liabilities at initial recognition.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Financial instruments are classified as financial instruments at fair value through profit or loss if they are held for trading, or if they are designated by management under the fair value option.

Financial liabilities

Trading financial liabilities and liabilities designated at fair value are held at fair value through profit or loss. Financial liabilities are derecognized when extinguished.

Determining fair value

Where the classification of a financial instrument requires it to be stated at fair value, fair value is determined by reference to a bid or ask quoted market price for that instrument or by using a valuation model. Where the fair value is calculated by using valuation models, the methodology is to calculate the expected cash flows under the terms of each specific contract and then discount these values back to its present value. These models use as their basis independently sourced market parameters including, for example, interest rate yield curves, equities prices, option volatilities and currency rates. For financial liabilities measured at fair value, the carrying amount is adjusted to reflect the effect on fair value of changes in own credit spreads as the case may be, by applying the appropriate Barclays credit default swap spreads. Most market parameters are either directly observable or are implied from instrument prices. The model may perform numerical procedures in the pricing such as interpolation when input values do not directly correspond to the most actively traded market trade parameters. However, where valuations include significant unobservable inputs, the transaction price is deemed to provide the best evidence of initial fair value for accounting purposes. As such, profits or losses are recognized upon trade inception only when such profits can be measured solely by reference to observable market data.

2.14 Foreign currency transactions

Revenue and expenses are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currencies are restated at the exchange rate prevailing on the Balance Sheet date. Exchange differences arising on settlement of the transaction and on account of restatement of monetary items are dealt with in the Statement of Profit and Loss.

2.15 Provision and contingent liabilities

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

2.16 Segment Reporting

The accounting policies adopted for Segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses,

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under 'Unallocated Corporate expense'.

2.17 Cash and cash equivalents

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

2.18 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events 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 or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted to the effect of all diluted potential equity shares.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

3. Share Capital

	As at March 31, 2017	As at March 31, 2016
Authorised :		
299,986,000 (2016: 299,986,000) Equity Shares of Rs. 50 each	14,999.30	14,999.30
2,000 (2016: 2,000) 7.5% Cumulative Redeemable Preference Shares of Rs. 100 each	0.20	0.20
500,000 (2016: 500,000) 0.01% Cumulative Redeemable Preference Shares of Re. 1 each	0.50	0.50
	15,000.00	15,000.00
Issued, subscribed and paid-up :		
218,065,712 (2016: 218,065,712) Equity Shares of Rs. 50 each fully paid up	10,903.28	10,903.28
458,875 (2016: 458,875), 0.01% Cumulative Redeemable Preference Shares of Re. 1 each fully paid up	0.46	0.46
	10,903.74	10,903.74

(a) Reconciliation of number of shares

Equity Shares:

	As at March 31, 2017		As at March 31, 2016	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	218,065,712	10,903.28	218,065,712	10,903.28
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	218,065,712	10,903.28	218,065,712	10,903.28

(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of Rs. 50 per share. Each shareholder is eligible for one vote on show of hands. In case of a poll, every member including proxy shall have one vote for every fully-paid-up share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

0.01% Cumulative Redeemable Preference Shares: 0.01% Cumulative Redeemable Preference Shares of Re. 1 each are redeemable at premium of Rs. 99 each at the end of 20 years from the date of allotment i.e. September 21, 2006 issued to Barclays Bank PLC, United Kingdom.

Arrears of preference dividend Rs.0.0006 million (2016: Rs. 0.0005 million)

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

(c) Shares held by holding company and subsidiary of holding company

	As at March 31, 2017	As at March 31, 2016
Equity Shares:		
126,134,137 shares (2016: 126,134,137 shares) held by Barclays Bank PLC, United Kingdom, the Holding Company	6,306.71	6,306.71
91,930,466 shares (2016: 91,930,466 shares) held by Barclays Mauritius Overseas Holdings Limited, Mauritius, a subsidiary of Barclays Bank PLC	4,596.52	4,596.52

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2017	As at March 31, 2016
Equity Shares:*		
Barclays Bank PLC, United Kingdom, the Holding Company	126,134,137 57.84%	126,134,137 57.84%
Barclays Mauritius Overseas Holdings Limited, Mauritius, a subsidiary of Barclays Bank PLC	91,930,466 42.16%	91,930,466 42.16%
0.01% Cumulative redeemable preference shares:		
Barclays Bank PLC, United Kingdom, the Holding Company	458,875 100%	458,875 100%

* Number of shares held by minority shareholders are 1,109 (2016: 1,109)

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

4. Reserves and Surplus

	As at March 31, 2017	As at March 31, 2016
Special Reserve under Section 45-IC of Reserve Bank of India Act, 1934		
Balance at the beginning of the year	286.73	210.86
Add: Transfer from Surplus in Statement of Profit and Loss	72.24	75.87
Balance as at the end of the year	358.97	286.73
Capital Redemption Reserve		
Balance at the beginning of the year	2.11	2.11
Balance as at the end of the year	2.11	2.11
Securities Premium Account		
Balance at the beginning of the year	6.15	6.15
Balance as at the end of the year	6.15	6.15
General Reserve		
Balance at the beginning of the year	35.70	35.70
Balance as at the end of the year	35.70	35.70
Surplus in Statement of Profit and loss		
Balance at the beginning of the year	(5,120.37)	(5,736.82)
Add: Profit of Associate Company upto Mar 31, 2015	-	301.79
Profit for the year	376.20	390.53
Less: Transfer to Special Reserve under Section 45-IC of Reserve Bank of India Act, 1934	72.24	75.87
Balance as at the end of the year	(4,816.41)	(5,120.37)
TOTAL	(4,413.48)	(4,789.68)

5. Long term provisions

	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits:		
Provision for gratuity (refer Note 18)	0.04	0.30
Compensated absences (refer Note 18)	0.24	0.18
Contingency provision against standard assets	0.11	-
	0.39	0.48

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

6. Short-term borrowings

	As at March 31, 2017		As at March 31, 2016	
Unsecured:				
Commercial Paper	18,300.00		7,150.00	-
(Less): Unexpired Discount	<u>(421.15)</u>	17,878.85	<u>(189.86)</u>	6,960.14
(Maximum amount outstanding during the year Rs. 19,328.85 million (2016: Rs. 10,400 million) Rate of Discount ranging from 7.00%-8.25% (2016: 8.65%-9.26%) Tenure ranging from 81 days to 365 days (2016: 86 days to 364 days)				
TOTAL		17,878.85		6,960.14

Listing of Commercial Papers outstanding as at March 31, 2017

Commercial Paper	Issue Date	Maturity Date	Total
BILIL Mat 27Mar2018 CP	27-Mar-17	27-Mar-18	250.00
BILIL Mat 09Jan2018 CP	10-Jan-17	09-Jan-18	1,000.00
BILIL Mat 18Oct2017 CP	20-Feb-17	18-Oct-17	250.00
BILIL Mat 06Oct2017 CP	15-Mar-17	06-Oct-17	250.00
BILIL Mat 27Sep2017 CP	06-Dec-16	27-Sep-17	500.00
BILIL Mat 26Sep2017 CP	07-Oct-16	26-Sep-17	1,500.00
BILIL Mat 26Sep2017 CP	15-Mar-17	26-Sep-17	250.00
BILIL Mat 15Sep2017 CP	25-Nov-16	15-Sep-17	350.00
BILIL Mat 12Sep2017 CP	29-Nov-16	12-Sep-17	1,000.00
BILIL Mat 08Sep2017 CP	14-Sep-16	08-Sep-17	1,000.00
BILIL Mat 31Aug2017 CP	21-Oct-16	31-Aug-17	1,500.00
BILIL Mat 24Aug2017 CP	28-Feb-17	24-Aug-17	150.00
BILIL Mat 10Aug2017 CP	14-Feb-17	10-Aug-17	250.00
BILIL Mat 01Aug2017 CP	01-Feb-17	01-Aug-17	350.00
BILIL Mat 07Jul2017 CP	09-Jan-17	07-Jul-17	250.00
BILIL Mat 20Jun2017 CP	31-Mar-17	20-Jun-17	1,000.00
BILIL Mat 14Jun2017 CP	25-Nov-16	14-Jun-17	1,000.00
BILIL Mat 14Jun2017 CP	16-Mar-17	14-Jun-17	1,000.00
BILIL Mat 14Jun2017 CP	17-Mar-17	14-Jun-17	250.00
BILIL Mat 12Jun2017 CP	06-Dec-16	12-Jun-17	500.00
BILIL Mat 06Jun2017 CP	27-Sep-16	06-Jun-17	500.00
BILIL Mat 02June2017 CP	03-Mar-17	02-Jun-17	1,500.00
BILIL Mat 19May2017 CP	20-Feb-17	19-May-17	250.00

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Commercial Paper	Issue Date	Maturity Date	Total
BILIL Mat 19May2017 CP	22-Feb-17	19-May-17	250.00
BILIL Mat 12May2017 CP	13-Feb-17	12-May-17	1,000.00
BILIL Mat 04May2017 CP	03-Feb-17	04-May-17	950.00
BILIL Mat 10April2017 CP	10-Jan-17	10-Apr-17	1,000.00
BILIL Mat 07Apr2017 CP	08-Nov-16	07-Apr-17	250.00
Total			18,300.00

Listing of Commercial Papers outstanding as at March 31, 2016

Commercial Paper	Issue Date	Maturity Date	Total
BILIL CP Mat 18 May 2016	28-May-15	18-May-16	500.00
BILIL CP Mat 29 Jul 2016	12-Aug-15	29-Jul-16	500.00
BILIL CP Mat 22 Jun 2016	26-Aug-15	22-Jun-16	1000.00
BILIL CP Mat 20 Sept 2016	8-Oct-15	20-Sep-16	1250.00
BILIL CP Mat 28 Oct 2016	18-Nov-15	28-Oct-16	1000.00
BILIL CP Mat 15 Jun 2016	26-Nov-15	15-Jun-16	500.00
BILIL CP Mat 02 Dec 2016	4-Dec-15	2-Dec-16	500.00
BILIL CP Mat 05 May 2016	5-Feb-16	5-May-16	500.00
BILIL CP Mat 09 May 2016	9-Feb-16	9-May-16	500.00
BILIL CP Mat 16 May 2016	16-Feb-16	16-May-16	400.00
BILIL CP Mat 23 Jun 2016	29-Mar-16	23-Jun-16	500.00
Total			7,150.00

7. Trade payables

	As at March 31, 2017	As at March 31, 2016
Sundry Creditors (refer note 32)	23.08	27.89
	23.08	27.89

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

8. Other current liabilities

	As at March 31, 2017	As at March 31, 2016
Current maturities of long term debt:		
Equity Linked debentures	-	162.00
Add: Unrealised loss on mark to Market At fair value	-	94.65
	-	256.65
Other liabilities		
Statutory dues	1.65	0.44
Interest received in advance	0.59	11.87
Others	0.45	-
	2.69	268.96

Listing of current maturities of debentures outstanding as at March 31, 2016

Debenture	Issue Date	Maturity Date	Total Face Value	Face Value of Security	No. of Units	At Par/ Discount / Premium
Equity Linked Debenture - 253 *@^	23-Aug-11	23-Jan-17	65.00	0.1	650	100
Equity Linked Debenture - 261 *@^	19-Sep-11	20-Feb-17	36.00	0.1	360	100
Equity Linked Debenture - 268 *@^	21-Oct-11	21-Mar-17	61.00	0.1	610	100
Total			162.00			

* The debentures can be redeemed at the option of the Company contingent on market disruption events

@ Early termination of debentures at any time prior to maturity date under normal market conditions upon request by debenture holder subject to the discretion of the Company.

^ Coupon payments linked to Nifty Index

9. Short-term provisions

	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits:		
Compensated absences (refer Note 18)	0.10	0.09
Contingency provision against standard assets	77.31	34.65
	77.41	34.74

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

10. Fixed Assets

Details of Fixed Assets as at March 31, 2017

Description	Gross Block			Depreciation / Amortisation				Net Block	
	As at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	Charge for the year	Disposal	As at March 31, 2017	As at March 31, 2017
Property Plant and Equipment - Tangible assets									
Freehold property*	20.88	-	-	20.88	3.29	0.34	-	3.63	17.25
Computers	8.76	-	-	8.76	8.76	-	-	8.76	-
Total Tangible assets	29.64	-	-	29.64	12.05	0.34	-	12.39	17.25
Intangible Assets	-			-	-	-	-	-	-
Software	35.09	-	-	35.09	35.09	-	-	35.09	-
Total Intangible assets	35.09	-	-	35.09	35.09	-	-	35.09	-
Total	64.73	-	-	64.73	47.14	0.34	-	47.48	17.25

* Includes 5 shares of Rs. 100 each in Maker Tower 'F' Premises Co-operative Housing Society, Mumbai.

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

Details of Fixed Assets as at March 31, 2016

Description	Gross Block			Depreciation / Amortisation					Net Block
	As at April 1, 2015	Additions	Disposals	As at March 31, 2016	As at April 1, 2015	Charge for the year	Disposal	As at March 31, 2016	As at March 31, 2016
Property Plant and Equipment - Tangible assets									
Freehold property*	20.88	-	-	20.88	2.95	0.34	-	3.29	17.59
Computers	8.76	-	-	8.76	8.76	-	-	8.76	-
Total Tangible assets	29.64	-	-	29.64	11.71	0.34	-	12.05	17.59
Intangible Assets	-			-	-	-	-	-	-
Software	35.09	-	-	35.09	35.09	-	-	35.09	-
Total Intangible assets	35.09	-	-	35.09	35.09	-	-	35.09	-
Total	64.73	-	-	64.73	46.80	0.34	-	47.14	17.59

* Includes 5 shares of Rs. 100 each in Maker Tower 'F' Premises Co-operative Housing Society, Mumbai.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

11. Non-current investments

	As at March 31, 2017	As at March 31, 2016
Unquoted, non-trade		
Other Investments (valued at cost unless stated otherwise)		
Investment in associates:		
44,625,000 (2016: 44,625,000) Equity shares of Rs. 10 each fully paid up held in Barclays Securities (India) Private Limited (including goodwill of Rs. 84.84 million)(2016:84.84 million)	446.25	446.25
Add : Adjustment for share of profit as of previous year	312.98	301.79
Add : Share of profit for the year	14.99	11.19
	774.22	759.23
Aggregate amount of unquoted investments - At book value	774.22	759.23

12. Long term loans and advances

	As at March 31, 2017	As at March 31, 2016
Loans:		
Secured loans:		
Considered good:		
Loans to others (includes loan against hypothecation of securities)	30.00	-
Other loans and advances:		
Unsecured, considered good (unless otherwise stated)		
Advance Tax (including Fringe benefit tax) and Tax deducted at source [Net of Provision for tax of Rs. 310.80 million (March 31, 2016: Rs. 201.97 million)]	546.97	497.45
Security Deposits	0.32	1.92
Service tax input credit	283.14	280.05
Less: Provision for Service tax	<u>(283.14)</u>	<u>(280.05)</u>
	-	-
TOTAL	577.29	499.37

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

13. Cash and bank balances

	As at March 31, 2017	As at March 31, 2016
Cash on hand	-	-
Bank balances:		
In current accounts	226.17	268.92
In Escrow account	-	-
Demand deposits (original maturity less than 3 months)	640.00	200.00
	866.17	468.92

14. Short term loans and advances

	As at March 31, 2017	As at March 31, 2016
Loans:		
Secured loans:		
Considered good:		
Loans to Bodies corporate (includes loan against hypothecation of securities)	15,529.19	8,599.50
Loans to others (includes loan against hypothecation of securities)	6,506.09	2,949.44
Unsecured loans:		
Considered good:		
Loans to Bodies corporate (includes loan against hypothecation of securities)*	53.62	-
	22,088.90	11,548.94
Other loans and advances:		
Unsecured, considered good (unless otherwise stated)		
Advances recoverable in cash or kind or for value to be received	11.87	3.18
	22,100.77	11,552.12

* Includes a loan amount of Rs. 633 million (2016 Rs. Nil), against which securities of Rs. 579.38 million (2016 Rs. Nil) have been lien marked as on March 31, 2017. The securities of Rs. 119.87 million (2016 Rs. Nil) were in the process of lien creation in the name of the Company as at March 31, 2017. These have been subsequently been lien marked in favour of the Company on April 04, 2017.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

15. Other current assets

	As at March 31,2017	As at March 31,2016
Initial Margin - Equity Derivative Instruments	-	18.39
Interest accrued on:		
Loans	136.88	89.70
Fixed deposits	0.10	0.95
	136.98	109.04

16. Revenue from operations

	Year ended March 31, 2017	Year ended March 31, 2016
Interest:		
Loans	1,388.72	1,194.78
Fixed deposits	122.44	106.42
Other financial services:		
Processing fees - Gross	6.15	5.80
	1,517.31	1,307.00

17. Other Income

	Year ended March 31,2017	Year ended March 31, 2016
Dividend Income	5.96	-
Miscellaneous	0.62	26.68*
	6.58	26.68

* Amount includes Excess Provision Written Back of INR 26.68 million

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

18. Employee benefits

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, Allowances and Bonus	8.83	8.60
Contribution to Provident Fund and Other Funds	0.35	0.35
Gratuity	(0.26)	(0.03)
	8.92	8.92

Employee benefits paid to certain staff is included as part of service and other cost reimbursement towards employees seconded or deputed for continuing operation.

The disclosures as required as per the revised AS 15 are as under:

	March 31, 2017	March 31, 2016
(I) Defined Contribution Plan: Provident Fund		
During the year the Company has recognized the following amounts in the Statement of Profit and Loss :		
Contribution to Provident Fund	0.35	0.35
(II) Defined Benefit Plan: Gratuity (Unfunded)		
Actuarial valuation has been carried out by an independent actuary as at the Balance Sheet date in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions.		
(a) Discount Rate (per annum)	6.56%	8.04%
(b) Salary Escalation Rate (per annum)	9.50%	12.00%
(i) Changes in the Defined Benefit Obligation		
(a) Opening Defined Benefit Obligation	0.30	0.33
(b) Current Service Cost	0.03	0.03
(c) Interest Cost	0.02	0.03
(d) Actuarial Losses / (Gain)	(0.31)	(0.09)
(e) Liabilities Extinguished on Curtailment	-	-
(f) Liabilities Extinguished on Settlements	-	-
(g) Liabilities Assumed on Acquisition	-	-
(h) Exchange Difference on Foreign Plans	-	-
(i) Benefits Paid	-	-
(j) Closing Defined Benefit Obligation	0.04	0.30

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

		March 31, 2017	March 31, 2016
(ii)	Reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
	(a) Present Value of Funded Obligation	-	-
	(b) Fair Value of Plan Assets	-	-
	(c) (Asset)/ Liability Recognised in the Balance Sheet (Net)	-	-
	(d) Present Value of Unfunded Obligation	0.04	0.30
	(e) Unrecognised Past Service Cost	-	-
	(f) Unrecognised Actuarial (Gains)/ Losses	-	-
	(g) Unfunded Net Liability recognised in the Balance Sheet (Net)		
	- Current	-	-
	- Non current	0.04	0.30
(iii)	Amount recognised in the Balance Sheet		
	(a) Present Value of Obligation as at Year End	0.04	0.30
	(b) Fair Value of Plan Assets as at Year End	-	-
	(c) Net Liability recognised as at Year End	0.04	0.30
(iv)	Expenses recognised in the Statement of Profit and Loss:		
	(a) Current Service Cost	0.03	0.03
	(b) Interest on Defined Benefit Obligation	0.02	0.03
	(c) Expected Return on Plan Assets	-	-
	(d) Net Actuarial (Gains) / Losses recognised in Year	(0.31)	(0.09)
	(e) Past Service Cost	-	-
	(f) Losses/ (Gains) on "Curtailement and Settlement"	-	-
	(g) Total Expenses Recognised in the Statement of Profit and Loss:	(0.26)	(0.03)
(III)	The liability for sick leave as at year end is		
	- Current	0.10	0.09
	- Non current	0.24	0.18

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

Experience Adjustments for the current annual period and previous period since inception

Gratuity	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Defined Benefit Obligation	0.04	0.30	0.33	0.45	5.88
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	0.04	0.30	0.33	0.45	5.88
Experience Adjustment on Plan Liabilities	0.02	(0.20)	(0.21)	(3.44)	10.47
Experience Adjustment on Plan Assets	-	-	-	-	-

Sick leave	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Defined Benefit Obligation	0.34	0.26	0.26	0.30	1.38
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	0.34	0.26	0.26	0.30	1.38
Experience Adjustment on Plan Liabilities	0.20	0.04	0.08	1.29	1.41
Experience Adjustment on Plan Assets	-	-	-	-	-

19. Finance cost

	Year ended March 31, 2017	Year ended March 31, 2016
Interest/Discount Paid		
- Bank	0.29	0.01
- Commercial Paper	897.88	683.07
	898.17	683.08

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Other Expenses (including note 20 and 21)
20. Operating expenses

	Year ended March 31, 2017	Year ended March 31, 2016
Rent	2.26	3.13
Transaction Costs	9.79	6.76
Electricity	0.03	0.08
Directors Fees	1.30	1.70
Credit Verification, Direct Sales Agency Commission and Collection expenses	-	1.31
Communication	0.08	0.13
Legal and Professional Fees	8.44	7.69
Service Cost and Other Reimbursements	38.89	73.74
Repairs and Maintenance - Others	1.50	3.40
Printing and Stationery	0.09	0.06
Auditors' Remuneration		
- Audit Fees	3.55	3.55
- Other Services	0.83	0.83
- Out of Pocket Expenses	0.01	0.08
Provision for Contingent Provision against Standard Assets	42.77	5.30
Provision & Contingencies	3.09	5.59
Insurance	0.06	0.05
Brokerage*	0.00	0.04
Expenditure towards Corporate Social Responsibility (refer note 33)	10.40	6.45
Miscellaneous	8.64	5.91
Sub Total (A)	131.73	125.80

* Brokerage for Financial Year 16-17 is Rs. 0.004 million.

21. Other Expenses-Others

	Year ended March 31, 2017	Year ended March 31, 2016
Loss on Fair Valuation / redemption of Equity Linked Debentures	14.69	28.03
Loss on transacting in exchange derivatives	-	1.91
Loss on Interest Rate SWAP	-	0.38
Sub Total (B)	14.69	30.32
Total (A+B)	146.42	156.12

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

22. Depreciation

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation on Tangible assets	0.34	0.34
	0.34	0.34

23. Contingent liability:

	Year ended March 31, 2017	Year ended March 31, 2016
Claims against the Company not acknowledged as debts		
Income tax (refer Note 31)	216.47	270.96
Legal cases	4.29	4.29
	220.76	275.25

24. Foreign currency transactions (accrual basis)

	Year ended March 31, 2017	Year ended March 31, 2016
Foreign Currency transactions		
Professional Fees*	0.00	-
Service cost	3.16	6.37
	3.16	6.37

Service Cost includes Rs. 2.78 million (2016: Rs. 3.48 million) of foreign currency exposure outstanding that not hedged.

* Professional Fees paid in foreign currency is Rs 0.001 million.

Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	March 31, 2017	March 31, 2016
Trade Receivables	SGD: 0.05 (million); Rs. 2.16	SGD: 0.05 (million); Rs. 2.29 (million)-
Trade Payables	GBP: 0.03 (million); Rs. 3.12	GBP: 0.0002 (million); Rs.0.02 (million)
	SGD: 0.04 (million); Rs 1.90	SGD: 0.08 (million); Rs. 3.46 (million)

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

25. Earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Earnings		
Net Profit for the year	376.20	390.53
Preference dividends for cumulative preference shares for the year*	0	0
(A)	376.20	390.53
Weighted Average Number of Equity Shares - Basic (B)	218,065,712	218,065,712
Weighted Average Number of Equity Shares – Diluted (C)	218,065,712	218,065,712
Earnings Per Share - Basic [(A)/(B)] (Rs.)	1.73	1.79
Earnings Per Share - Diluted [(A)/(C)] (Rs.)	1.73	1.79

* Unpaid Preference share dividend for the year Rs. 46 (2016: Rs. 46)

26. Segment Reporting

The Company is registered with the Reserve Bank of India as a Non Banking Financial Company engaged in the business of lending and investments.

During the current and previous year the Company was engaged in only one business segment (Corporate and other financing) and primarily in one geographical segment. Therefore these financial statements pertain to one business segment.

These businesses are segmented based on the services rendered and the type of customer serviced.

27. Related party disclosure

(a) Related parties during the year

<i>Names of Related parties</i>	<i>Nature of relationship</i>
Holding Companies	
Barclays Bank PLC, United Kingdom	Holding Company
Barclays Bank PLC, India Branch	Branch of Holding Company
Barclays Bank PLC, Singapore Branch	Branch of Holding Company

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(All amounts in Indian Rupees Millions)

Barclays Bank PLC, Hong Kong Branch	Branch of Holding Company
Others	
Barclays Securities (India) Private Limited	Associate Company
Barclays Capital Asia Limited (Hong Kong)	Fellow Subsidiary Company
Barclays Merchant Bank (Singapore) Limited	Fellow Subsidiary Company
Barclays Mauritius Overseas Holdings Limited (BMOH)	Fellow Subsidiary Company
Barclays Shared Services Private Limited	Fellow Subsidiary Company
Barclays Technology Centre India Private Limited	Fellow Subsidiary Company
Mr. Vishal Jain	Key Management Personnel (Manager and Chief Executive Officer) Upto June 30, 2016
Mr. Ruzbeh Sutaria	Key Management Personnel (Manager and Chief Executive Officer) Manager from July 1, 2016 Manager & CEO from November 10, 2016

The following transactions were carried out with related parties in the ordinary course of business:

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
Interest income	122.44	-	-	122.44
Barclays Bank PLC, India Branches	122.44	-	-	122.44
<i>Previous Year</i>	<i>106.42</i>	-	-	<i>106.42</i>
Barclays Bank PLC, India Branches	106.42	-	-	106.42
Brokerage Expenses	-	-	-	-
<i>Previous Year</i>	-	<i>0.04</i>	-	<i>0.04</i>
Barclays Securities (India) Private Limited	-	0.04	-	0.04
				-
Fixed deposit placed	70,644.00	-	-	70,644.00
Barclays Bank PLC, India Branches	70,644.00	-	-	70,644.00

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
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(All amounts in Indian Rupees Millions)

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
<i>Previous Year</i>	57,801.00	-	-	57,801.00
<i>Barclays Bank PLC, India Branches</i>	57,801.00	-	-	57,801.00
Fixed deposit repaid	70,204.00	-	-	70,204.00
Barclays Bank PLC, India Branches	70,204.00	-	-	70,204.00
<i>Previous Year</i>	58,501.00	-	-	58,501.00
<i>Barclays Bank PLC, India Branches</i>	58,501.00	-	-	58,501.00
Private placement of Commercial Paper (Nominal Value)	1,000.00	3,600.00	-	4,600.00
Barclays Bank PLC, India Branches	1,000.00	-	-	1,000.00
Barclays Shared Services Private Limited	-	2,250.00	-	2,250.00
Barclays Technology Centre India Private Limited	-	1,350.00	-	1,350.00
<i>Previous Year</i>	-	400.00	-	400.00
<i>Barclays Shared Services Private Limited</i>	-	200.00	-	200.00
<i>Barclays Technology Centre India Private Limited</i>	-	200.00	-	200.00
Repayment of Commercial Paper¹	500.00	3,000.00	-	3,500.00
Barclays Bank PLC, India Branches	500.00	-	-	500.00
Barclays Shared Services Private Limited	-	1,450.00	-	1,450.00
Barclays Technology Centre India Private Limited	-	1,550.00	-	1,550.00
<i>Previous Year</i>	-	1,800.00	-	1,800.00
<i>Barclays Merchant Bank (Singapore) Limited</i>	-	1,800.00	-	1,800.00
Discount/Interest on Commercial Paper	15.65	88.36	-	104.01
Barclays Bank PLC, India Branches	15.65	-	-	15.65
Barclays Shared Services Private Limited	-	46.38	-	46.38
Barclays Technology Centre India Private Limited	-	41.98	-	41.98
<i>Previous Year</i>	-	76.59	-	76.59
<i>Barclays Merchant Bank (Singapore) Limited</i>	-	72.23	-	72.23
<i>Barclays Shared Services Private Limited</i>	-	2.18	-	2.18

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
<i>Barclays Technology Centre India Private Limited</i>	-	2.18	-	2.18
Service and other cost reimbursements paid (Net)²	30.44	0.78	-	31.22
Barclays Bank PLC, India Branches	27.33	-	-	27.33
Barclays Bank PLC, Singapore Branch	3.11	-	-	3.11
Barclays Securities (India) Private Limited	-	0.71	-	0.71
Barclays Shared Services Private Limited	-	0.07	-	0.07
<i>Previous Year</i>	<i>72.35</i>	<i>1.15</i>	-	<i>73.50</i>
<i>Barclays Bank PLC, India Branches</i>	<i>66.08</i>	-	-	<i>66.08</i>
<i>Barclays Bank PLC, Singapore Branch</i>	<i>6.27</i>	-	-	<i>6.27</i>
<i>Barclays Securities (India) Private Limited</i>	-	<i>1.06</i>	-	<i>1.06</i>
<i>Barclays Shared Services Private Limited</i>	-	<i>0.09</i>	-	<i>0.09</i>
Borrowed during the year	350.00	-	-	350.00
Barclays Bank PLC, India Branches	350.00	-	-	350.00
<i>Previous Year</i>	<i>50.00</i>	-	-	<i>50.00</i>
<i>Barclays Bank PLC, India Branches</i>	<i>50.00</i>	-	-	<i>50.00</i>
Borrowings repaid during the year	350.00	-	-	350.00
Barclays Bank PLC, India Branches	350.00	-	-	350.00
<i>Previous Year</i>	<i>50.00</i>	-	-	<i>50.00</i>
Barclays Bank PLC, India Branches	50.00	-	-	50.00
Interest Paid	0.29	-	-	0.29
Barclays Bank PLC, India Branches	0.29	-	-	0.29
<i>Previous Year</i>	<i>0.01</i>	-	-	<i>0.01</i>
Barclays Bank PLC, India Branches	0.01	-	-	0.01
Interest Rate SWAP Derivatives	-	-	-	-
<i>Previous Year</i>	<i>500.00</i>	-	-	<i>500.00</i>
Barclays Bank PLC, India Branches	500.00	-	-	500.00
Loss on Interest Rate SWAP	-	-	-	-
<i>Previous Year</i>	<i>0.38</i>	-	-	<i>0.38</i>
Barclays Bank PLC, India Branches	0.38	-	-	0.38

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
Bank Charges (Miscellaneous Expenses)	0.01	-	-	0.01
<i>Barclays Bank PLC, India Branches</i>	0.01	-	-	0.01
<i>Previous Year</i>	0.00	-	-	0.00
<i>Barclays Bank PLC, India Branches ⁴</i>	0.00	-	-	0.00
Employee cost³ (Refer Annexure II)	-	-	7.66	7.66
<i>Previous Year</i>	-	-	38.19	38.19

Year ended March 31, 2017	Holding Company	Associates / JV / Fellow Subsidiary Company	Key Management Personnel	Total
Transactions outstanding at year end				
Bank balances	220.44	-	-	220.44
<i>Barclays Bank PLC, India Branches</i>	220.44	-	-	220.44
<i>Previous Year</i>	264.48	-	-	264.48
<i>Barclays Bank PLC, India Branches</i>	264.48	-	-	264.48
Outstanding balance payable	4.67	0.03	-	4.70
<i>Barclays Bank PLC, Singapore Branch</i>	4.67	-	-	4.67
<i>Barclays Shared Services Private Limited</i>	-	0.03	-	0.03
<i>Previous Year</i>	3.46	0.02	-	3.48
<i>Barclays Bank PLC, Singapore Branch</i>	3.46	-	-	3.46
<i>Barclays Shared Services Private Limited</i>	-	0.02	-	0.02
Outstanding balance receivable	11.32	2.67	-	13.99
<i>Barclays Bank PLC, India Branches</i>	9.16	-	-	9.16
<i>Barclays Bank PLC, Singapore Branch</i>	2.16	-	-	2.16
<i>Barclays Securities (India) Private Limited</i>	-	2.67	-	2.67
<i>Previous Year</i>	3.15	-	-	3.15
<i>Barclays Bank PLC, Singapore Branch</i>	2.29	-	-	2.29
<i>Barclays Bank PLC, India Branches</i>	0.86	-	-	0.86
Fixed deposits	640.00	-	-	640.00
<i>Barclays Bank PLC, India Branches</i>	640.00	-	-	640.00
<i>Previous Year</i>	200.00	-	-	200.00
<i>Barclays Bank PLC, India Branches</i>	200.00	-	-	200.00

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

<u>Year ended March 31, 2017</u>	<u>Holding Company</u>	<u>Associates / JV / Fellow Subsidiary Company</u>	<u>Key Management Personnel</u>	<u>Total</u>
Margin Money	-	-	-	-
Barclays Securities (India) Private Limited	-	-	-	-
<i>Previous Year</i>	-	18.39	-	18.39
<i>Barclays Securities (India) Private Limited</i>	-	18.39	-	18.39
Interest accrued on Fixed Deposits / Others (Asset)	0.10	-	-	0.10
Barclays Bank PLC, India Branches	0.10	-	-	0.10
<i>Previous Year</i>	<i>0.95</i>	-	-	<i>0.95</i>
<i>Barclays Bank PLC, India Branches</i>	<i>0.95</i>	-	-	<i>0.95</i>
Commercial Papers Outstanding (At Face Value, includes unexpired discount)	-	1,000.00	-	1,000.00
Barclays Shared Services Private Limited	-	1,000.00	-	1,000.00
<i>Previous Year</i>	-	<i>400.00</i>	-	<i>400.00</i>
<i>Barclays Shared Services Private Limited</i>	-	<i>200.00</i>	-	<i>200.00</i>
<i>Barclays Technology Centre India Private Limited</i>	-	<i>200.00</i>	-	<i>200.00</i>
Investments	-	446.25	-	446.25
Barclays Securities (India) Private Limited	-	446.25	-	446.25
<i>Previous Year</i>	-	<i>446.25</i>	-	<i>446.25</i>
<i>Barclays Securities (India) Private Limited</i>	-	<i>446.25</i>	-	<i>446.25</i>

¹ As per beneficiary position (Nominal Value) statement on the date of maturity

² Includes credit period charges and are excluding Service Tax.

³ Includes remuneration paid by Barclays Bank PLC, India branch to Key Management Personnel of Barclays Investments and Loans (India) Limited.

⁴ Miscellaneous charges (Bank charges) for previous year is Rs. 0.004 million.

28. Operating leases

Lease payments recognized for the year is Rs. 2.11 million (2016: Rs 2.81 million).

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Millions)

29. Rates and Taxes

Rates and Taxes include Securities Transaction Tax and other taxes paid on futures and option trades Rs Nil (2016: Rs 0.0027 million).

30. Restructured Accounts

In accordance with RBI circular DNBS.CO. PD. No. 367 / 03.10.01/2013-14 dated January 23, 2014, there are currently no reportable accounts as restructured account for the year ended March 31, 2017 (2016: Rs. Nil).

31. Contingent liability includes claims against the Company not acknowledged as debts relating to a tax dispute pending with Income Tax authorities. The primary dispute is with respect to the following issues:

- Disallowance of realized loss on Equity Traded Derivatives/Equity Linked Notes for Financial Year 2007-08 & Financial Year 2008-09; and
- Disallowance of loss arising on sale of retail portfolio for Financial Year 2012-13.

32. Dues to micro and small enterprise

The Company do not have dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	March 31, 2017 Trade Payables (Refer note 7)	March 31, 2016 Trade Payables (Refer note 7)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered	-	-

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

under the MSMED Act, beyond the appointed day during the year		
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

The above information and that given in Note 7 – ‘Trade Payables’ regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

33. The Corporate Social Responsibility Expenditure

- Gross amount required to be spent by the company during the year – Rs. 10.40 million (2016: Rs. 6.45 million)
- Amount spent during the year on:

Sr. No.	Particulars	In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	10.40	-	10.40

34. Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30 December 2016	-	-	-

* Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated the 8th November, 2016.

35. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2017 and March 31, 2016.

**BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

(All amounts in Indian Rupees Millions)

36. Previous year figures

Previous year amounts have been regrouped and reclassified wherever necessary to conform to the current year's presentation.

For Price Waterhouse
Firm registration No. 301112E
Chartered Accountants

Sd/-

Sharad Vasant
Partner
Membership No. 101119

Place : Mumbai
Date : August 28, 2017

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director

Sd/-

Bhavesh Rawal
Chief Financial Officer

Place : Mumbai
Date : August 28, 2017

Sd/-

Deepa Dev
Director

Sd/-

Prasad Poojary
Company Secretary

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part “A”: Subsidiaries – Not applicable

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. Sl. No.
2. Name of the subsidiary
3. Reporting period for the subsidiary concerned, if different from the holding company’s reporting period
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.
5. Share capital
6. Reserves & surplus
7. Total assets
8. Total Liabilities
9. Investments
10. Turnover
11. Profit before taxation
12. Provision for taxation
13. Profit after taxation
14. Proposed Dividend
15. % of shareholding

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations.
2. Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Barclays Securities (India) Private Limited
1. Latest audited balance sheet date	March 31, 2017
2. Shares of Associate / Joint Ventures held by the company on the year end	
No.	44,625,000
Extent of holding	25%

BARCLAYS INVESTMENTS AND LOANS (INDIA) LIMITED

3. Description of how there is significant influence	<p>As per Companies Act, 2013, “associate company”, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.</p> <p>As per Companies Act, 2013 “significant influence” means control of at least 20% of total share capital, or of business decisions under an agreement.</p> <p>As Barclays Investments and Loans (India) Limited is holding more than 20% share capital in Barclays Securities (India) Private Limited (the “Company”), it is considered to have significant influence on the Company.</p>
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Networth attributable to Shareholding as per latest audited Balance Sheet (Networth is as per definition of the Companies Act, 2013)	<p>Rs. 2,728.34 millions as at March 31, 2017</p> <p>Rs. 682.08 millions (25% of above) as at March 31, 2017</p>
6. Profit / Loss for the year	Rs. 59.95 millions
i. Considered in Consolidation	Rs. 14.99 millions
ii. Not Considered in Consolidation	Rs. 44.96 millions

For and on behalf of the Board

Sd/-

Rakesh Kripalani
Director (DIN: 02877283)

Sd/-

Deepa Dev
Director (DIN: 06874846)

Sd/-

Bhavesh Rawal
Chief Financial Officer

Sd/-

Prasad Poojary
Company Secretary (A26056)



BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED

Regd. Office: Nirlon Knowledge Park, Level 10, Block B-6, Off Western Express Highway, Goregaon (E), Mumbai- 400063
CIN: U93090MH1937FLC291521 | Website: www.barclays.in/bilil | E-mail: bililcompliance@barclayscapital.com
Tel: +91 22 61754000 | Fax: +91 22 61754099

ATTENDANCE SLIP

I hereby record my/our presence at the 80th Annual General Meeting of Barclays Investments & Loans (India) Limited held on Monday, September 25, 2017, 12:30 p.m. at Nirlon Knowledge Park, Level 10, Block B-6, Off Western Express Highway, Goregaon (East), Mumbai- 400 063

Name of the Shareholder/Proxy: (in Block Letters)	
Signature of the Shareholder/Proxy:	
Folio No.:	



BARCLAYS INVESTMENTS & LOANS (INDIA) LIMITED

Regd. Office: Nirlon Knowledge Park, Level 10, Block B-6, Off Western Express Highway, Goregaon (E), Mumbai- 400063
CIN: U93090MH1937FLC291521 | Website: www.barclays.in/bilil | E-mail: bililcompliance@barclayscapital.com
Tel: +91 22 61754000 | Fax: +91 22 61754099

PROXY FORM

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

CIN: U93090MH1937FLC291521
Name of the Company: Barclays Investments & Loans (India) Limited
Registered office: Nirlon Knowledge Park, Level 10, Block B-6, Off Western Express Highway, Goregaon (East), Mumbai- 400 063

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

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

- Name:
Address:
Email Id:
Signature: _____, or failing him
- Name:
Address:
Email Id:
Signature: _____, or failing him
- Name:
Address:
Email Id:
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company, to be held Monday, September 25, 2017, 12:30 p.m. at Nirlon Knowledge Park, Level 10, Block B-6, Off Western Express Highway, Goregaon (East), Mumbai-400 063 and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolution No.	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
1	Consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Auditors thereon.			
2	Appointment of a Director in place of Mr. Gurupad Pavan, who retires by rotation and being eligible, seeks re-appointment.			
3	Appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors in place of M/s. Price Waterhouse, the retiring Auditors.			
4	Amendment to Memorandum of Association			
5	Adoption of new set of the Articles of Association			
6	Conversion of Company into Private Limited Company			
7	Re-appointment of Dr. Dharmendra Bhandari as an Independent Director of the Company			

Signed this _____ day of _____ 2017

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- It is optional to indicate your preference, if you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**

Route Map:
Nirlon Knowledge Park, 10th Floor,
Block B-6, Off Western Express Highway, Goregaon (East),
Mumbai 400063, Maharashtra

