

# *Shri Kalyan Holdings Limited*

CIN: L67120RJ1993PLC61489



*27<sup>th</sup>  
Annual Report  
2018-19*

<p><b>BOARD OF DIRECTORS</b></p> <ul style="list-style-type: none"> <li>• <b>MR. RAJENDRA KUMAR JAIN</b> DIN: 00168151 Chairman and Whole-Time Director</li> <li>• <b>MR. BHUPENDRA KUMAR JAIN</b> DIN: 00168215 Managing Director</li> <li>• <b>MR. JINENDRA KUMAR JAIN</b> DIN: 00168251 Whole-Time Director</li> <li>• <b>MR. DEVENDRA KUMAR PATNI</b> DIN: 01647627 Independent Director</li> <li>• <b>MRS. PRIYANKA PATNI</b> DIN: 00556339 Independent Director</li> <li>• <b>MR. GAURAV SRIVASTAVA</b> DIN: 07637558 Independent Director</li> </ul>	<p><b>BOARD COMMITTEES</b></p> <ul style="list-style-type: none"> <li>• <b>Audit Committee:</b> Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mr. Rajendra Kumar Jain (Member)</li> <li>• <b>Nomination &amp; Remuneration Committee:</b> Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mrs. Priyanka Patni (Member)</li> <li>• <b>Stakeholders Relationship Committee:</b> Mr. Gaurav Srivastava (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)</li> </ul>
<p><b>Company Secretary &amp; Compliance Officer:</b> CS Nandani Patidar</p>	<p><b>Chief Financial Officer:</b> Mr. Ashok Kumar Jain</p>
<p><b>Statutory Auditors:</b> M/s Jigna Sheth &amp; Associates, Chartered Accountants, Mumbai (Maharashtra)</p>	<p><b>Secretarial Auditors:</b> M/s V.M. &amp; Associates, Company Secretaries, Jaipur (Rajasthan)</p>
<p><b>Principal Banker:</b> Allahabad Bank, Jaipur</p>	<p><b>Registrar and Share Transfer Agent :</b> M/s Beetal Financial and Computer Services (P) Limited "Beetal House" 3<sup>rd</sup> Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062 Phone No: 91-11-2991281-83</p>
<p style="text-align: center;"><b>Registered Office:</b> B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur- 302 017 (Rajasthan) Phone No. : 0141-4034062, Email: shrikalyan25@hotmail.com Website: www.shrikalyan.com</p>	



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## NOTICE

Notice is hereby given that the **27<sup>th</sup> (Twenty Seventh) Annual General Meeting (“AGM”)** of the Members of **Shri Kalyan Holdings Limited (“SKHL”)** will be held on Friday, August 30, 2019 at 03:00 P.M. (IST) at its Registered Office situated at B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017 (Rajasthan) to transact the following business:

### Ordinary Business:

#### Item No. 1: Adoption of audited Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors (“the Board”) and auditor’s thereon.

#### Item No. 2: Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251), a director liable to retire by rotation

To appoint a director in place of Mr. Jinendra Kumar Jain (DIN: 00168251), who retires by rotation and being eligible, seeks re-appointment.

#### Item No. 3: Appointment of M/s S. Rakhecha & Co., Chartered Accountants as Statutory Auditors of the Company

To consider and approve the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendations of the Audit Committee, consent of the members of the Company be and is hereby accorded to appoint M/s S. Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W) as Statutory Auditor’s of the Company, in place of M/s Jigna Sheth & Associates, Chartered Accountants, Mumbai (FRN: 134922W), who have expressed their unwillingness to continue as Statutory Auditor’s of the Company, to hold office for a period of 5 years commencing from the conclusion of this 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Special Business:

#### Item No. 4: Re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director

To approve re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director of the Company for a further period of 3 (three) years with effect from September 1, 2019 to August 31, 2022, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

- a) **Basic Salary:** Upto a maximum of Rs. 1,00,000/- (Rupees One Lakhs Only) per month
- b) **Perquisites and benefits:** Mr. Bhupendra Kumar Jain, Managing Director shall be entitled to all the perquisites and benefits listed herein below in addition to the salary mentioned above;
  - i. **Housing:** The Company shall provide Rent Free furnished residential accommodation with free gas, electricity, water, furnishing and maintenance charges. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance as may be decided by the Board from time to time and expenses on electricity, furnishing and maintenance charges will be borne by the Company.
  - ii. **Club Fees:** Fees payable subject to a maximum of Rs. 5,000/- per month.
  - iii. **Leave Travel Concession:** For self and family including dependents, once in a year, in accordance with the rules prescribed by the Company
  - iv. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Managing Director for business and personal use.
  - v. **Telephone Facility at residence:** Telephone facility shall be provided at the residence. Expenses towards mobile, expenses towards telephone/Telefax, Internet and all personal long distance calls shall be billed by the Company to the Managing Director.
  - vi. **Credit Card Facility:** The Company shall provide free of cost credit card facility to the Managing Director.
  - vii. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Bhupendra Kumar Jain, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**Other terms and conditions:**

- c) If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified in this resolution and under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013
- d) Mr. Bhupendra Kumar Jain shall not be liable to retire by rotation.
- e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.
- g) Mr. Bhupendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Bhupendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any of Directors or Director(s) to give effect to the aforesaid resolution."

**Item No. 5: Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director**

To approve re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director of the Company for a further period of 3 (three) years with effect from September 1, 2019 to August 31, 2022, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

- a) **Basic Salary:** Upto a maximum of Rs. 1,00,000/- (Rupees One Lakhs Only) per month
- b) **Perquisites and benefits:** Mr. Rajendra Kumar Jain, Chairman and Whole-time Director shall be entitled to all the perquisites and benefits listed herein below in addition to the salary mentioned above;
  - i. **Housing:** The Company shall provide Rent Free furnished residential accommodation with free gas, electricity, water, furnishing and maintenance charges. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance as may be decide by the Board from time to time and expenses on electricity, furnishing and maintenance charges will be borne by the Company
  - ii. **Club Fees:** Fees payable subject to a maximum of Rs. 5,000/- per month.
  - viii. **Leave Travel Concession:** For self and family including dependents, once in a year, in accordance with the rules prescribed by the Company
  - iii. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Chairman and Whole-time Director for business and personal use.
  - iv. **Telephone Facility at residence:** Telephone facility shall be provided at the residence. Expenses towards mobile, expenses towards telephone/Telefax, Internet and all personal long distance calls shall be billed by the Company to the Chairman and Whole-time Director.
  - v. **Credit Card Facility:** The Company shall provide free of cost credit card facility to the Chairman and Whole-time Director.
  - vi. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Rajendra Kumar Jain, Chairman and Whole-time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**Other terms and conditions:**

- c) If in any financial year during the currency of tenure of the Chairman and Whole-time Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified in this resolution and under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013

- d) Mr. Rajendra Kumar Jain shall be liable to retire by rotation.
- e) No sitting fees shall be paid to the Chairman and Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.
- g) Mr. Rajendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Rajendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman and Whole-time Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any of Directors or Director(s) to give effect to the aforesaid resolution."

**Item No. 6: Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director**

To approve re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director of the Company for a further period of 3 (three) years with effect from September 1, 2019 to August 31, 2022, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

- a) **Basic Salary:** Upto a maximum of Rs. 1,00,000/- (Rupees One Lakhs Only) per month
- b) **Perquisites and benefits:** Mr. Jinendra Kumar Jain, Whole-time Director shall be entitled to all the perquisites and benefits listed herein below in addition to the salary mentioned above;
  - i. **Housing:** The Company shall provide Rent Free furnished residential accommodation with free gas, electricity, water, furnishing and maintenance charges. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance as may be decide by the Board from time to time and expenses on electricity, furnishing and maintenance charges will be borne by the Company.
  - ii. **Club Fees:** Fees payable subject to a maximum of Rs. 5,000/- per month.
  - iii. **Leave Travel Concession** For self and family including dependents, once in a year, in accordance with the rules prescribed by the Company
  - iv. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Whole-time Director for business and personal use.
  - v. **Telephone Facility at residence:** Telephone facility shall be provided at the residence. Expenses towards mobile, expenses towards telephone/Telefax, Internet and all personal long distance calls shall be billed by the Company to the Whole-time Director.
  - vi. **Credit Card Facility:** The Company shall provide free of cost credit card facility to the Whole-time Director.
  - vii. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Jinendra Kumar Jain, Whole-Time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**Other terms and conditions:**

- c) If in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified in this resolution and under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013
- d) Mr. Jinendra Kumar Jain shall be liable to retire by rotation.
- e) No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.



- g) Mr. Jinendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Jinendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any of Directors or Director(s) to give effect to the aforesaid resolution."

By order of the Board of Directors  
For Shri Kalyan Holdings Limited

Sd/-

**Nandani Patidar**

(Company Secretary & Compliance Officer)

(Membership No.: A41314)

Place: Jaipur  
Date: July 26, 2019

Registered Office: B-19, Lal Bahadur Nagar,  
Malviya Nagar Jaipur-302017 (Rajasthan)

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**Pursuant to Section 105 of the Companies, Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.**

- 2) The instrument appointing a proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company duly completed and signed, not later than 48 (forty eight) hours before commencement of the AGM. A Proxy Form is annexed to this Report.
- 3) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 4) An Explanatory Statement pursuant to Regulation 36(5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') relating to disclosure of the Statutory Auditor proposed to be appointed, is also annexed hereto.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Corporate members/Institutional shareholders (that is, other than Individuals, HUF, Trust, NRI, etc.) intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution / Power of Attorney / Authority Letter, etc. together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 24, 2019 to Friday, August 30, 2019 (both days inclusive).
- 8) Members/Proxies/authorized representatives attending the AGM are requested to bring duly filled in Attendance Slip enclosed herewith along with their copy of Annual Report. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the AGM.
- 9) As required under Regulation 36(3) of the Listing Regulations, and as per the relevant provisions of the Secretarial Standard on General Meetings, the details of Directors seeking appointment/re-appointment at this AGM are furnished as annexure A to the Notice of AGM.
- 10) The Annual Report 2018-19, the Notice of 27<sup>th</sup> AGM and instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the same are being sent by the permitted mode.
- 11) Members may also note that the Notice of 27<sup>th</sup> AGM and The Annual Report 2018-19 will be available on the website of the Company at [www.shrikalyan.com](http://www.shrikalyan.com) and on the website of Central Depository Services (India) Ltd ('CDSL'). i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 12) The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

- 13) In compliance with provisions of Section 108 of the Companies Act, 2013 and read with corresponding rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulation, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the CDSL. Please note that remote e-voting is optional and not mandatory.
- 14) The remote e-voting facility will commence on Monday, August 26, 2019(10:00 A.M.) and ends on Thursday, August 29, 2019(up to 5.00 PM). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Friday, August 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 23, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again. The instructions for e-voting are annexed to the Notice.
- 15) CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- 16) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.
- 17) The members who have not registered their email addresses so far with the company, are requested to register their e-mail address with Beetal Financial And Computer Services Private Limited at investor@beetalfinancial.com, the Registrars & Share Transfer Agents of the Company and Members holding shares in De-mat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- 18) All the relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on working days during business hours up to the date of the AGM.
- 19) The voting results including e-voting and poll at the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the website of Company [www.shrikalyan.com](http://www.shrikalyan.com), on the website of BSE Ltd. and on the website of CDSL immediately after declaration of results by the Chairman.
- 20) Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, August 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
- 21) Members are requested to address all correspondence to Beetal Financial and Computer Services Private Limited, BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110 062, India, Phone No: 011-29961281-83, E-Mail: beetalrta@gmail.com, Website: [www.beetalfinancial.com](http://www.beetalfinancial.com), who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Shri Kalyan Holdings Limited" in all your future correspondences.
- 22) Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.
- 23) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services (P) Ltd for assistance in this regard.
- 24) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
- 25) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.
- 26) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

**The instructions for shareholders voting electronically are as under:**

- (i) The members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, August 23, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab
- (v) Now Enter your User ID .
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Shri Kalyan Holdings Limited** which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**Members receiving Notice by Post/Courier:**

- Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to submit the requests to the Company.

By order of the Board of Directors  
For Shri Kalyan Holdings Limited

Sd/-

**Nandani Patidar**

(Company Secretary & Compliance Officer)

(Membership No.: A41314)

Place: Jaipur  
Date: July 26, 2019

Registered Office: B-19, Lal Bahadur Nagar,  
Malviya Nagar Jaipur-302017 (Rajasthan)

**Explanatory Statement pursuant to Regulation 36(5) of the Listing Regulations**

The disclosure relating to appointment of Statutory Auditors of the Company pursuant to Regulation 36(5) of the Listing Regulations:

Name of the Statutory Auditors proposed to be appointed	M/S S.Rakhecha & Co., Chartered Accountants, Mumbai
Proposed Fees Payable	Statutory Audit: Rs. 150000/- Tax Audit: Rs. 50000/- Limited Review Report: Rs. 50000/- In addition to the above, re-imburement of applicable taxes and out of pocket and travelling and other expenses incurred in connection with the work of audit to be carried out by them.
Terms of Appointment	For a period of 5 years commencing from the conclusion of this 27th Annual General Meeting until the conclusion of the 32th Annual General Meeting
Material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change	-
Basis of recommendation for appointment	Audit Committee
Credentials of the Statutory Auditors proposed to be appointed	Type of Firm: Proprietorship Name of Auditor: Mr. Suresh B. Rakhecha Qualification: B.com, FCA Firm Registration No.: 108490W Address: 141/145, Princess Street, 4, Sai Bhuvan, 3rd Floor, Mumbai -400002

**Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”)**

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

**Item No. 4, 5 & 6:**

The members at 24<sup>th</sup> Annual General Meeting of the Company which was held on 21st September, 2016 approved the re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director, Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director and Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-time Director of the Company with effect from September 1, 2016 to August 31, 2019. The term of office of Mr. Bhupendra Kumar Jain as Managing Director and that of Mr. Rajendra Kumar Jain as Chairman and Whole-Time Director and Mr. Jinendra Kumar Jain as Whole-time Director would complete on August 31, 2019.

The Nomination and Remuneration Committee has recommended their re-appointment. In accordance with the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on July 26, 2019 re-appointed Mr. Bhupendra Kumar Jain as Managing Director and Mr. Rajendra Kumar Jain as Chairman and Whole-Time Director and Mr. Jinendra

Kumar Jain as Whole-time Director for further period of 3 years commencing from September 1, 2019 to August 31, 2022 on the terms and conditions set out in the respective resolutions.

Mr. Bhupendra Kumar Jain, Mr. Rajendra Kumar Jain and Mr. Jinendra Kumar Jain are not disqualified from being re-appointed as a director in terms of Section 164 of the Act and has given their (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Bhupendra Kumar Jain, Mr. Rajendra Kumar Jain and Mr. Jinendra Kumar Jain, as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the Annexure A to this Notice.

Save and except Mr. Bhupendra Kumar Jain, Mr. Rajendra Kumar Jain and Mr. Jinendra Kumar Jain, being the appointees and being related to each other/and their respective relatives who are shareholders of the Company, none of the other Directors/Key Managerial Personnel (KMP) of the Company /their relatives is, in any way, concerned or interested or deemed to be interested, financially or otherwise, in the resolution set out at item no. 4, 5 and 6 of the notice.

The Board recommends the Special Resolutions set out at item no. 4, 5 and 6 of the Notice for approval by the Members.

## INFORMATION PURSUANT TO PARA 1(A) OF SECTION II OF PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013

### I. General Information:

- i. **Nature of Industry:** The Company is in the non-banking financial business
- ii. **Date or expected date of Commercial Production:** N.A. since the Company was initially incorporated as Private Limited and thereafter converted into Public Limited
- iii. **Financial performance:** As specified in the financial highlights of board's report.
- iv. **Foreign Investments or collaborations, if any:** NIL

### II. Information about the Appointees

#### i. Background details:

##### Mr. Bhupendra Kumar Jain

Mr. Bhupendra Kumar Jain aged 55 years is Director of the Company since 1994. He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. As world is always in the state of change, he showed new thinking and always open to new ideas different from conventional ones.

##### Mr. Rajendra Kumar Jain

Mr. Rajendra Kumar Jain aged 61 years is one of the key promoters of the Company. He is Director of the Company since its incorporation. He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. He proved himself a great leader taking his self-established organization to the higher echelons. Always being a self-reliant person he took initiatives to better the surroundings and conditions.

##### Mr. Jinendra Kumar Jain

Mr. Jinendra Kumar Jain aged 49 years is also one of the key promoters of the Company. He is Director of the Company since its incorporation. He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. He has a vast experience in the field of business administration, technical and legal matters.

#### ii. Past Remuneration and Proposed Remuneration

Past Remuneration	Proposed Remuneration
Basic Salary upto maximum Rs. 1,00,000/- per month. Other perquisites as mentioned in the Resolution (From 01.09.2016 to 31.08.2019) Present basic pay is NIL	Basic Salary upto maximum Rs. 1,00,000/- per month. Other perquisites as mentioned in the Resolution (From 01.09.2019 to 31.08.2022)

#### iii. Recognition or awards: NIL

#### iv. Job profile and his suitability:

##### Mr. Bhupendra Kumar Jain

Mr. Bhupendra Kumar Jain is looking after the overall affairs of the Company subject to superintendence, control and directions of the Board of Directors.

##### Mr. Rajendra Kumar Jain

Mr. Rajendra Kumar Jain is looking after the all the financial matters of the Company subject to superintendence, control and directions of the Board of Directors.

##### Mr. Jinendra Kumar Jain

Mr. Jinendra Kumar Jain is looking after all legal matters of the Company, subject to superintendence, control and directions of the Board of Directors .

Taking into account of their qualifications, experience and comparison with similarly situated managerial personnel in the industry and responsibilities placed on them and in view of his contribution to the Company since their appointment, the Board considers their re-appointment is in the best interest of the Company.



v. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Mr. Bhupendra Kumar Jain, Mr. Rajendra Kumar Jain and Mr. Jinendra Kumar Jain have successfully proved their expertise in the field of finance in very effective manner and drove the Company towards the growth over the period of time.

Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the finance industry.

vi. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Apart from the payment of remuneration for their services detailed in the resolution, payment of interest on loans given to the Company, their shareholding and shareholding of their relatives, they have no other pecuniary relationship with the Company.

**III. Other information:**

i. **Reasons of loss or inadequate profits:** Due to various ups and downs in the finance sector of the country has resulting into lower profits during the previous fiscals.

ii. **Steps taken or proposed to be taken for improvement:** The Company is focusing on strengthening its core finance activity by providing the loans to the various parties and upgraded its margin amount. In addition to the above, certain strategic management changes made during the previous financial would result in further cost reduction and thereby contributing to the profitability in the years to come.

iii. **Expected increase in productivity and profits in measurable terms:** The business and consumer confidence are expected to improve in the coming financial year, the company intends to grow its finance business. The Company expects that with the decline in the loan interest rates will enable the growth momentum to pick up. The management continuous to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

**IV. Disclosures:**

The remuneration package of all the managerial persons are given in the respective resolutions. Additional information is given in Annexure A to the notice.

By order of the Board of Directors  
**For Shri Kalyan Holdings Limited**

Sd/-

**Nandani Patidar**

(Company Secretary & Compliance Officer)

(Membership No.: A41314)

Registered Office: B-19, Lal Bahadur Nagar,  
Malviya Nagar Jaipur-302017 (Rajasthan)

Place: Jaipur

Date: July 26, 2019

## ANNEXURE A

Details of Directors seeking re-appointment/appointment at 27th Annual General Meeting ("AGM")  
(pursuant to Regulation 36(3) of the Listing Regulation and Secretarial Standard on General Meeting)

Name of the Director	Mr. Bhupendra Kumar Jain	Mr. Rajendra Kumar Jain	Jinendra Kumar Jain
DIN	00168215	00168151	00168251
Age	55 years	61 years	49 years
Designation	Managing Director	Chairman and Whole-Time Director	Whole-Time Director
Qualification	MBA (Finance)	MBA (Finance)	MBA (Finance)
Specialized Expertise	Finance sector	Corporate Finance	Legal & Technical matters, Securities and finance sector
Experience	Having over 32 vast experience in different sectors, holds a versatile knowledge of doing business of finance, jewellery, real estate and securities market as well.	Having over 34 vast experience in the field of Finance, Real estate and Accounting	Having over 27 years of vast experience in the field of Finance, real estate, Jewellery, Accounting, Securities and Taxation
Terms and Conditions of appointment/re-appointment	As per the resolution at item no. 4 of the notice convening Annual General Meeting held on August 30, 2019 read with explanatory statement thereto	As per the resolution at item no. 5 of the notice convening Annual General Meeting held on August 30, 2019 read with explanatory statement thereto	As per the resolution at item no. 6 of the notice convening Annual General Meeting held on August 30, 2019 read with explanatory statement thereto
Remuneration last drawn in the F.Y. 2018-19	NIL	NIL	NIL
Remuneration proposed to be paid	Basic Salary upto maximum Rs. 1,00,000/- per month. Other perquisites as mentioned in the Resolution (From 01.09.2019 to 31.08.2022)	As Basic Salary upto maximum Rs. 1,00,000/- per month. Other perquisites as mentioned in the Resolution (From 01.09.2019 to 31.08.2022)	Basic Salary upto maximum Rs. 1,00,000/- per month. Other perquisites as mentioned in the Resolution (From 01.09.2019 to 31.08.2022)
Date of first appointment on the Board	30/11/1994	25/01/1993	25/01/1993
No. of Meetings attended during the year F.Y. 2018-19 (Board)	6	6	6
No. of shares held in Company as 31st March, 2019	7,66,900	5,08,100	8,43,300
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on 31st March, 2019	NIL	NIL	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company:	Brother of Mr. Rajendra Kumar Jain (Chairman and Whole-Time Director) & Mr. Jinendra Kumar Jain (Whole-Time Director)	Brother of Mr. Bhupendra Kumar Jain (Managing Director) & Mr. Jinendra Kumar Jain (Whole-Time Director)	Brother of Mr. Bhupendra Kumar Jain (Managing Director) & Mr. Rajendra Kumar Jain (Chairman and Whole-Time Director)

By order of the Board of Directors  
**For Shri Kalyan Holdings Limited**

Sd/-

**Nandani Patidar**

(Company Secretary & Compliance Officer)

(Membership No.: A41314)

Registered Office: B-19, Lal Bahadur Nagar,  
Malviya Nagar Jaipur-302017 (Rajasthan)

Place: Jaipur  
Date: July 26, 2019

## BOARD'S REPORT

Dear Members,  
Shri Kalyan Holdings Limited

The Board of Directors of Shri Kalyan Holdings Limited with immense pleasure presents their 27<sup>th</sup> report on the business and operations of the Company for the financial year 2018-19. This report is being presented along with the Audited Financial Statements for the year.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance for the year ended March 31, 2019 is summarized below:

{Amount in Rs.}

Particulars	Financial Year 2018-19	Financial Year 2017-18
<b>Revenue</b>		
Revenue from Operations	4,49,79,461	9,25,78,752
Other Income	8,24,034	30,009
<b>Total Revenue</b>	4,58,03,495	9,26,08,761
<b>Total Expenditure</b>	4,46,20,017	8,01,67,670
Profit / (Loss) before Tax	11,83,478	1,24,41,091
Add/(Less) : Provision for Tax		
Current Tax	(36,83,580)	(25,56,956)
MAT Credit Entitlement	36,83,580	25,56,956
Deferred Tax	(1,36,500)	(3,26,760)
Prior period Adjustments	4,01,430	-
Profit/(Loss) after Tax	9,18,548	1,27,67,851

Previous year figures have been re-grouped and rearranged wherever considered necessary.

### 2. OPERATIONS AND COMPANY'S AFFAIRS

The net receipt from operations during the year under review were Rs.4,49,79,461/- as against Rs.9,25,78,752/- in the previous year. The net profit before tax is Rs. 11,83,478/- as against profit of Rs. 1,24,41,091/- in the previous year and the net profit after tax is Rs. 9,18,548/- as against profit of Rs. 1,27,67,851/- in the previous year.

The Company is mainly engaged in the business of Non Banking Financing Activities and maintained a close focus on increasing revenue. The Company has been regular in servicing all its debt obligations. Due to various ups and downs in the finance sector of the country has resulting into lower profits during the previous financial years.

### 3. TRANSFER TO RESERVES

Since the Company is a Non-Banking Finance Company registered with Reserve Bank of India (RBI), therefore as per section 451C of RBI Act 1934, the Company has transferred Rs. 1,83,710/- in statutory reserve i.e. aggregating of 20% of its net profit during the Financial Year 2018-19.

The Company has not proposed any amount to be transferred to General Reserves as an appropriation of profits.

### 4. DIVIDEND:

In order to fulfil the long term requirements and enhancing the growth of business, your directors appraise to conserve the resources of the Company. Accordingly, your Directors do not recommend any dividend for the financial year ended 31st March, 2019.

### 5. SHARE CAPITAL

During the Financial Year 2018-19, there was no change in capital structure of the Company and paid up share capital of the Company stood at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lakhs Seventy Seven Thousand and Five Hundred Only).

### 6. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2018-19, the Board met 06 (Six) times on April 17, 2018; May 29, 2018; July 07, 2018; August 10, 2018; November 13, 2018 and February 06, 2019.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013, Secretarial Standard-1 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, Secretarial Standard-1 and the Listing Regulations.

### 7. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Directors of the company viz. Mr. Devendra Kumar Patni, Mr. Gaurav Srivastava and Mrs. Priyanka Patni have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013 and stating that they meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

## 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Re-appointment of:

- In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Jinendra Kumar Jain (DIN: 00168251), Whole Time Director of the Company, who has been longest in the office, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his reappointment.
- Mrs. Priyanka Patni (DIN: 00556339), was re-appointed as Independent Director of the Company at 26<sup>th</sup> Annual General Meeting held on August 27, 2018 for a period of 5 (five) consecutive years commencing from April 1, 2019.
- Mr. Devendra Kumar Patni (DIN: 01647627), was re-appointed as Independent Director of the Company at 26<sup>th</sup> Annual General Meeting held on August 27, 2018 for a period of 5 (five) consecutive years commencing from April 1, 2019.
- Mr. Bhupendra Kumar Jain (DIN: 00168215) is the Managing Director of the Company. His current tenure as Managing Director of the Company would complete on August 31, 2019. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Bhupendra Kumar Jain is re-appointed by the Board of Directors as the Managing Director on July 26, 2019, subject to the approval of the shareholders at the ensuing AGM, for a further period of three years with effect from September 1, 2019 to August 31, 2022. The Board recommends his re-appointment for the consideration by the Members of the Company.
- Mr. Rajendra Kumar Jain (DIN: 00168151) is the Chairman and Whole-Time Director of the Company. His current tenure as Chairman and Whole-Time Director of the Company would complete on August 31, 2019. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Rajendra Kumar Jain is re-appointed by the Board of Directors as the Chairman and Whole-time Director on July 26, 2019, subject to the approval of the shareholders at the ensuing AGM, for a further period of three years with effect from September 1, 2019 to August 31, 2022. The Board recommends his re-appointment for the consideration by the Members of the Company.
- Mr. Jinendra Kumar Jain (DIN: 00168251) is the Whole-Time Director of the Company. His current tenure as Whole-Time Director of the Company would complete on August 31, 2019. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Jinendra Kumar Jain is re-appointed by the Board of Directors as the Whole-time Director on July 26, 2019, subject to the approval of the shareholders at the ensuing AGM, for a further period of three years with effect from September 1, 2019 to August 31, 2022. The Board recommends his re-appointment for the consideration by the Members of the Company.

## 9. NOMINATION & REMUNERATION POLICY:

In accordance with the provisions of section 178 of the Companies Act, 2013, the Company has Nomination and Remuneration Policy in place for Directors, Key managerial Personnel (KMP) and Senior Management Employees. The said policy is available on our weblink i.e. [www.shrikalyan.com/comp/Nomination-and-Remuneration-Policy.pdf](http://www.shrikalyan.com/comp/Nomination-and-Remuneration-Policy.pdf). The Nomination and Remuneration Policy, inter alia, includes the role of Nomination and Remuneration Committee, the criteria for appointment and qualifications of independent directors, Senior Management Personnel and KMPs; the criteria for evaluating the performance of Non-Executive Board members, Senior Management Personnel and KMPs.

There has been no change in the policy since the last financial year. We affirm that the remuneration paid to the directors and KMPs is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

## 10. PREVENTION OF INSIDER TRADING CODE

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted 'Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons' and 'Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information'.

During the year under review, the Company has amended "Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons" and "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The key changes include, inter alia, maintenance of digital database, internal controls, Policy on legitimate purposes, policy on leakage of Unpublished Price sensitive Information (UPSI), etc.

The Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the Company's weblink i.e. [www.shrikalyan.com/comp/cfd.pdf](http://www.shrikalyan.com/comp/cfd.pdf).

## 11. SHIFTING OF REGISTERED OFFICE

The Registered Office of the Company was earlier situated at Flat No-1, Ground Floor, Saptashrungi Apartment, Plot No. - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai-400706. The Board of Directors at their meeting held on January 23, 2018, approved the shifting of Registered Office of the Company and same was approved by the shareholders of the Company through Special Resolution passed on March 01, 2018 by way of postal ballot.

The Regional Director, Western Region, Mumbai (RD), vide its order dated May 28, 2018 confirmed the shifting of the Company's registered office from Navi Mumbai, in the "State of Maharashtra" to Jaipur, in the "State of Rajasthan". The Company has received certificate of Registration of Regional Director order for Change of State from Registrar of Companies, Jaipur on 08.06.2018 and consequently the CIN of the Company has been changed from "L67120MH1993PLC070526" to "L67120RJ1993PLC061489". Further, the jurisdiction of RBI has also been changed from Mumbai Region to Jaipur Region w.e.f 26.07.2018.

## 12. AUDITORS AND AUDIT REPORTS

### Statutory Auditors

M/s Jigna Sheth & Associates, Chartered Accountants, Mumbai (FRN: 134922W) was appointed as Statutory Auditor's of the Company at the 25<sup>th</sup> Annual General Meeting of the Company which was held on September 27, 2017 to hold the office

for a period of 5 years from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting. M/s JignaSheth & Associates, Chartered Accountants, Mumbai (FRN: 134922W) has tendered their resignation as Statutory Auditor of the Company with effect from the closure of business hour on July 26, 2019.

Therefore, the Board of Directors of the Company in its meeting held on July 26, 2019 appointed M/s S.Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W) as Statutory Auditors of the Company to hold office for a period of 5 years commencing from the conclusion of this 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting.

The Company has received a certificate from M/s. S. Rakhecha & Co., Chartered Accountants, Mumbai to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the Companies Act, 2013. As required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statutory Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Report given by M/s Jigna Sheth & Associates, Chartered Accountants on the financial statement of the Company for the financial year ended March 31, 2019 forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

- **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s V. M. & Associates, Company Secretaries, Jaipur (FRN: P1984RJ039200) as Secretarial Auditors of the Company to conduct the secretarial audit of the company for the financial year 2018-19.

The Secretarial Audit Report in form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice for the financial year 2018-19 is annexed as Annexure I to this report and it is self explanatory and does not contain any qualification, reservation or adverse remark.

The Company has received consent and certificate of eligibility from M/s V. M. & Associates, Company Secretaries, Jaipur for the F.Y. 2019-20 to act as Secretarial Auditors. The Board in its meeting held on May 27, 2019 has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit for the Financial Year 2019-20.

- **Internal Auditors**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board had appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur (FRN: 004666C) as Internal Auditor of the Company to carry out the Internal Audit of the company for the F.Y. 2018-19. The Internal Audit Report is received yearly by the Company and the same is reviewed and taken on record by the Audit Committee and Board of Directors.

The Board in its meeting held on May 27, 2019 has re-appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur as Internal Auditor of the Company for the F.Y. 2019-20.

- **Cost records and Cost Audit**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

### 13. REPORTING OF FRAUDS BY AUDITORS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed thereunder.

### 14. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future pursuant to Rule 8 (5) (vii) of the Companies(Accounts) Rules, 2014 .

### 15. LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Pursuant to Section 186(11) of the Companies Act, 2013 loans made, guarantees given or securities provided or acquisition of securities by a Non-Banking Finance company in the ordinary course of its business are exempted from disclosure in the Annual Report.

### 16. PARTICULARS OF CONTRACT OR ARRANGEMENTS MADE WITH RELATED PARTIES

In line with the requirements of Section 188 of the Companies Act, 2013, your Company has formulated a Policy on Related Party Transactions which is also available on company's weblink at [http://www.shrikalyan.com/comp/Policy%20on%20Related%20party%20policy\\_2015.pdf](http://www.shrikalyan.com/comp/Policy%20on%20Related%20party%20policy_2015.pdf)The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.All Related Party Transactions are placed before the Audit Committee for review and approval.The related party transactions entered during the year were on Arm's Length basis.

The particulars of contracts or arrangements withrelated parties referred to in section 188(1) of the Companies Act, 2013 in Form AOC-2 is annexed as Annexure II to this report.

### 17. CODE OF CONDUCT

In Compliance with the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted Code of Conduct for all Board members and senior management personnel of the Company, which is available on weblink of the company i.e. [www.shrikalyan.com/code-of-conduct.html](http://www.shrikalyan.com/code-of-conduct.html).

All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct as on March 31, 2019 and the Company has received a declaration to this effect, signed by the Managing Director of the Company.

#### 18. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT

There were no such material changes and commitments occurred subsequent to the close of the financial year of the Company to which the financial statements relates and the date of this report affecting the financial position of the company.

#### 19. EXTRACT OF THE ANNUAL RETURN

As required by Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 for the financial year ended March 31, 2018 is annexed as **Annexure III** to this report.

#### 20. INTERNAL CONTROL SYSTEMS

The Company has established an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of efficient conduct of its business, providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, the timely preparation of reliable financial disclosures and ensuring compliance with corporate policies. The Company has adequate systems and procedures to provide assurance of recording transactions in all material respects. The Audit Committee reviews adherence to internal control systems and internal audit reports.

#### 21. RISK MANAGEMENT

The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The various key risks to key business objectives are as follows:

**Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/Financial Institution in any location, any currency at any point in time. Liquidity risk can manifest in three different dimensions for the Company.

**Funding Risk:** To replace net outflows due to unanticipated outflow.

**Time Risk:** To compensate for non-receipt of expected inflows of funds.

**Call Risk:** Due to crystallization of contingent liabilities or inability to undertake profitable business opportunities when desirable.

**Interest Rate Risk:** It is the risk where changes in market interest rates might adversely affect the Company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's Net Interest Income (NII). On a longer term, changes in interest rates impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all repricing mismatches and other interest rate sensitive positions.

#### 22. FORMAL ANNUAL EVALUATION

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. During the year, Board Evaluation cycle was completed by the Company internally which includes the evaluation of the Board as a whole, committees, independent directors and other individual directors. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. The guidance note issue by Securities and Exchange Board of India on Board Evaluation was duly considered while conducting the evaluation exercise. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement.

The process of board evaluation is carried out by Board, Nomination and Remuneration Committee and by Independent Directors in the following manner:

- **Board:** The Board evaluates the performance of Board as whole, Committees of the Board and Individual Directors and chairperson of the Company
- **Nomination and Remuneration Committee:** The Nomination and Remuneration Committee evaluates the performance of all the individual Directors
- **Independent Directors:** The Independent directors in their meeting evaluates the performance of all Non-Independent Directors and Board of Directors as a Whole

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities that help Board discussions to be rich and value adding. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committee Meetings. The evaluation exercise also suggested that the Board succession planning exercise has been embedded well in the Board processes.

#### 23. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

In accordance with Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under, the Company has formed an Anti-Sexual Harassment Policy. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, temporary, trainees) are covered under this policy.

The following is summary of sexual harassment complaints received and disposed off during the year 2018-19.

- Number of complaints pending at the beginning of the Financial Year: NIL
- Number of complaints received during the Financial Year: NIL
- Number of complaints disposed off during the Financial Year: NIL
- Number of complaints unsolved at the end of the Financial Year: NIL

#### 24. FIXED DEPOSITS

The Company has not invited, accepted or renewed deposits from public within the meaning of Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 as prescribed by Reserve Bank of India. Further, provisions of section 73 to 76 of the Companies Act, 2013, read with The Companies (Acceptance of Deposits) Rules, 2014 are not applicable on the non-banking financial Company and no details are required to be furnished.

#### 25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations.

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are as follows:

##### (a) Conservation of energy:

I	the steps taken or impact on conservation of energy	<ul style="list-style-type: none"> <li>• The company is providing financial services which require normal consumption of electricity. However the company is making necessary efforts to reduce the consumption of energy.</li> <li>• The office of the Company has been using LED bulbs that consume less electricity as compared to CFL and incandescent bulbs. The Company has increased the usage of low electricity consuming monitors in place of conventional monitors. The Company has started buying the new energy efficient computers that automatically goes into low power 'sleep' mode or off- mode when not in use. As a part of Green Initiative, a lot of paper work at branches and Registered Office has been reduced by increased usage of technology.</li> </ul>
II	the steps taken by the company for utilizing alternate sources of energy	NIL
III	the capital investment on energy conservation equipment	NIL

##### (b) Technology absorption

I	the efforts made towards technology absorption	The company while installing the new windows or replacing the old ones in both at Registered Office and corporate office has been using energy efficient windows which helps in reducing the energy consume level.
II	The benefits derived like product improvement cost reduction, product development or import substitution	N.A.
III	Technology Imported during the last three years <ul style="list-style-type: none"> <li>• The details of technology imported</li> <li>• The year of import</li> <li>• Whether the technology been fully absorbed</li> <li>• If not fully absorbed, areas where absorption has not taken place, and he reasons thereof</li> </ul>	N.A. N.A. N.A. N.A.
IV	The expenditure incurred on Research and Development	Company has not incurred any expenditure on research and development during the year under review.

##### (c) Foreign exchange earnings and Outgo

Foreign exchange earnings and outgo is reported to be **NIL** during the financial year under review.

**26. AUDIT COMMITTEE**

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has constituted an Audit Committee. The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013 and the Listing Regulations.

In accordance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations the Audit Committee comprises of three Directors, two of whom are Independent Directors. The member of the Audit Committee possesses knowledge in corporate finance, accounts and company law.

The constitution of the Audit Committee of Directors is as under:

Names of Members	Designation
Mr. Devendra Kumar PatniDIN: 01647627	Chairman Independent, Non-Executive
Mr. Gaurav Srivastava DIN: 00155356	Member Independent, Non-Executive
Mr. Rajendra Kumar JainDIN: 00168151	Member Whole-time Director

**Terms of Reference of the audit Committee inter alia include the following:**

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence, performance, and effectiveness of audit process;
- Examination of the financial statement and the auditor's report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- The role of Audit Committee inter alia includes the roles as prescribed in Regulation 18 of the Listing Regulations.

**27. UNIFORM LISTING AGREEMENT**

The Company has entered into a uniform Listing Agreement with BSE Limited 08<sup>th</sup> December, 2015 as per the requirement of Listing Regulations.

The equity shares of the company are listed with the BSE Limited under Scrip Code: 532083 and the listing fee for the year 2019-20 has been duly paid.

**28. ESTABLISHMENT OF VIGIL MECHANISM**

As per Section 177 of the Companies Act, 2013, a Vigil Mechanism has been established in order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy / Vigil Mechanism has been uploaded on the website of the Company and the Weblink is [www.shrikalyan.com/comp/Vigil%20mechanism\\_SKHL.pdf](http://www.shrikalyan.com/comp/Vigil%20mechanism_SKHL.pdf).

Company has established a vigil mechanism for Directors and employees to report concerns and unethical behavior, actual or suspected fraud or violation of code of conduct and ethics. It also provides for adequate safeguards against the victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases.

During the year, no whistle blower event was reported and mechanism is functioning well. No personnel have been denied access to the Audit Committee.

**29. CORPORATE SOCIAL RESPONSIBILITY**

Company's net worth is below than Rs. 500 crore, Turnover is less than Rs.1000 Crore and Net profit (Before Tax) is less than Rs. 5 Crore, hence provisions of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) rules, 2014, are not applicable on the Company.

**30. CORPORATE GOVERNANCE REPORT**

As per Regulation 15(2) of the Listing Regulation, the compliance with the Corporate Governance provisions shall not apply in respect of the following class of companies:

- Listed Entity having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- Listed Entity which has listed its specified securities on the SME Exchange.

Since, the Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it also does not form part of the Annual Report for the Financial Year 2018-19.

**31. PARTICULARS OF EMPLOYEES/PERSONNEL**

- Disclosures relating to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as Annexure IV to this report.
- The statement showing the names and other particulars of the top ten employees in terms of remuneration drawn, as required under rule 5(2) and rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure V to this report. However, none of the employee of the Company was in receipt of the remuneration exceeding the limits prescribed under section 197 (12) read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 32. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the Listing Regulations is given below:

- **INDUSTRY STRUCTURE AND DEVELOPMENTS**

NBFCs are emerging as an alternative to mainstream banking. They are also emerging as an integral part of Indian Financial System and are contributing commendably towards Government's agenda of financial inclusion. NBFCs in India have recorded marked growth in recent years. The success of NBFCs has been driven by factors like their ability to control risks, to adapt to changes and create demand in markets that are likely to remain unexplored by bigger players. Thus the need for uniform practices and level playing field for NBFCs in India is crucial. NBFCs, in India, are today operating in a very dynamic scenario especially after the revised regulatory framework by the RBI launched with the objective of harmonizing working of NBFCs with banks and financial institutions and address regulatory gaps and arbitrage. Non Banking Financial Institutions (NBFIs) is a heterogeneous group of institutions that caters to a wide range of financial requirements and can broadly be divided into Financial Institutions (FIs) and Non Bank Financial Companies (NBFCs). With the growing importance assigned to financial inclusion, NBFCs have been regarded as important financial intermediaries particular for the small scale and retail sectors.

- **OPPORTUNITIES**

Non-Banking Financial Companies (NBFCs) are fast emerging as an important segment of Indian financial system. The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments.

Gradually, the non-banking financial Companies are being recognized as complementary to the banking sector due to its customer-oriented services; flexibility and timeliness in meeting the credit needs of various sectors.

- **THREATS, RISKS & CONCERNS**

Being an NBFC, the Company has to face various threats viz High cost of funds, Slow industrial growth, Stiff competition with NBFCs as well as with banking sector, Nonperforming assets, etc. The Company is also dealing in shares & Stock trading which is unforeseen in terms of the performance of the industries, economic scenario. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.

- **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company is engaged primarily in the business of financing and also engaged in the business of Investment & Trading of Securities. During the F.Y. 2018-19, the Company has earned net profit of Rs. 9,18,548/- and 96.98% income out of total income was earned through financing activity of the Company.

- **OUTLOOK**

The Outlook of the Company for the year ahead is to diversify risk. The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2018-19.

- **INTERNAL CONTROL SYSTEMS:**

Please refer para 20 of Board's Report

- **INFORMATION TECHNOLOGY**

Your Company believes that use of the technology in an optimum manner in its business operations is essential to achieve business goals. In the Financial Year 2018-19, major upgrades and changes have been carried out in the Information Technology infrastructure and related systems of your Company so as to keep in pace with the business and technological requirements.

- **FINANCIAL PERFORMANCE**

Your company is a BSE listed, Non Banking Financial Company (NBFC). The Revenue from the non banking financial activities during the financial year 2018-19 is Rs. 4,36,47,429/- and from investment and trading activities is Rs. 21,56,066/- as against Rs. 9,11,18,478/- and Rs. 14,90,283/- respectively in the previous year and net profit after tax during the financial year 2018-19 is Rs. 1,27,67,851/- as against Rs. 9,18,548/- respectively in the previous year.

The Net worth of the Company has been increased from Rs.8,60,07,069/- to 8,69,96,919/- which shows that the company is continued to deliver a sound financial performance in the interest of stakeholders.

- **HUMAN RESOURCES**

The Company recognizes people as its most valuable asset and has built an open and transparent culture to nurture this asset. The Company is committed to strive towards full engagement of all its employees to ensure safe working conditions and safe behaviour, as well as take care of their health. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented. The employee relations have continued to be harmonious throughout the year. The Company has nine permanent employees as on March 31, 2019.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Particulars of Ratio	F.Y. 2018-19	F.Y. 2017-18	Change in %	Reason (if more than 25% change)
Debtors Turnover Ratio	N.A.	N.A.	N.A.	N.A.
Inventory Turnover Ratio	N.A.	N.A.	N.A.	N.A.
Interest Coverage Ratio	0.03	0.17	(82.35)	Less earnings are available to meet interest payments and that the business is more vulnerable to increases in interest rates.
Current Ratio	0.15	0.04	275.00	The company has enough cash to pay their immediate debts, The higher the ratio, the more capable the company.
Debt Equity Ratio	2.12	5.86	(63.82)	Company's liabilities are more than its assets
Operating Profit Margin %	2.58 %	13.43%	(80.78)	Due to various ups and downs in the finance sector of the country.
Net Profit Margin %	2 %	13.79%	(85.49)	Due to various ups and downs in the finance sector of the country.

Details of any change in Return on Net Worth as compared to the immediately previous financial year.

Particulars	F.Y. 2018-19	F.Y. 20 17-18
Net Worth		
Share Capital	9,98,77,500	9,98,77,500
Reserve & Surplus	(1,28,80,581)	(1,38,70,431)
<b>Net Worth (A+B)</b>	<b>8,69,96,919</b>	<b>8,60,07,069</b>
Profit After Tax	9,18,548	1,27,67,851
Return on Net Worth	1.06%	14.85%

**CAUTIONARY NOTE**

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government policies and other incidental / related factors.

**33. DISCLOSURE ON SECRETARIAL STANDARDS**

The company complies with all applicable standards issued by the Institute of Company Secretaries of India. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

**34. DIRECTORS' RESPONSIBILITY STATEMENT**

As required by Section 134(3)(c) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards had been followed and there are no material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts of the company for the year ended on March 31, 2019 on a going concern basis;
- the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and;
- the directors have devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**35. ACKNOWLEDGEMENT**

The Board of Directors places on record, its deep sense of appreciation to employees at all levels on their hard work, dedication and commitment. The Board also thank all the shareholders, investors, vendors, service providers, bankers and all other stakeholders for their continued and consistent support to the Company during the year.

Your Directors would like to make a special mention of the support extended by the various Departments of Government of India, the State Governments, the Tax Authorities, the Ministry of Commerce, Reserve Bank of India, Ministry of Corporate Affairs, Ministry of Finance, Securities and Exchange Board of India, Stock Exchanges and other governmental/ semi-governmental bodies and look forward to their continued support in all future endeavours.

For and on behalf of Board of Directors  
**For Shri Kalyan Holdings Limited**

Sd/-

**Rajendra Kumar Jain**

Chairman and Whole -Time Director

DIN: 00168151

Place: Jaipur  
Date: July 26, 2019

Registered Office: B-19, Lal Bahadur Nagar,  
Malviya Nagar Jaipur-302017 (Rajasthan)

## Annexure to the Board's Report

ANNEXURE I

Form No. MR-3

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Shri Kalyan Holdings Limited  
B-19, Lal Bahadur Nagar, Malviya Nagar  
Jaipur – 302017 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shri Kalyan Holdings 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 our 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 March 31, 2019 ("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 Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (repealed w.e.f. 9<sup>th</sup> December, 2018) **(Not applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 9<sup>th</sup> December, 2018; **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - (g) 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;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (repealed w.e.f. 11<sup>th</sup> September, 2018); **(Not applicable to the Company during the Audit Period)**
  - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11<sup>th</sup> September, 2018; **(Not applicable to the Company during the Audit Period)**
  - (k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) As confirmed, following other laws are specifically applicable to the Company for which the Management has confirmed that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively:
  - (a) The Reserve Bank of India Act, 1934;
  - (b) Non-Banking Financial Company - Non - Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016;
  - (c) Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;
  - (d) Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016; and
  - (e) Information Technology Framework for the NBFC Sector.

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 Listing Agreement entered into by the Company with BSE Ltd.



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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**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:

- (i) Shifted its registered office from the State of Maharashtra to the State of Rajasthan, for which company has obtained the approval of shareholders through Special Resolution passed on 01<sup>st</sup> March, 2018 by way of postal ballot and e-voting. Further, Hon'ble Regional Director, Western Region has confirmed the alteration of situation clause (Clause II) of Memorandum of Association of the Company vide his order dated 28<sup>th</sup> May, 2018 and Hon'ble Registrar of Companies, Rajasthan has issued Certificate of Registration of Regional Director order for Change of State dated 08<sup>th</sup> June, 2018.
- (ii) Duly passed the resolutions under section 180(1)(a) and 180(1)(c) of the Act, read with its applicable rules, as amended, for borrowing limits to the extent of Rs. 500 Crores (Rupees Five Hundred Crores Only);

Place: Jaipur  
Date: May 27, 2019

**For V.M. & Associates**  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)

Sd/-  
**CS Vikas Mehta**  
Partner  
FCS 9985  
C P No. : 12789

Note: 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,  
Shri Kalyan Holdings Limited  
B-19, Lal Bahadur Nagar, Malviya Nagar  
Jaipur – 302017 (Rajasthan)

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

Place: Jaipur  
Date: May 27, 2019

**For V.M. & Associates**  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)

Sd/-  
**CS Vikas Mehta**  
Partner  
FCS 9985  
C P No. : 12789

**Form No. 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)

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

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

- a. Name(s) of the related party and nature of relationship: N.A.
- b. Nature of contracts/arrangements/transactions: N.A.
- c. Duration of the contracts/arrangements/transactions: N.A.
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- e. Justification for entering into such contracts or arrangements or transactions: N.A.
- f. Date of approval by the Board: N.A.
- g. Amount paid as advances, if any: N.A.
- h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2019 are as follows:

- a. Name(s) of the related party and nature of relationship: Mrs. Prem Lata Jain (Mother of Mr. Rajendra Kumar Jain, Chairman and Whole-Time Director, Mr. Bhupendra Kumar Jain, Managing Director and Mr. Jinendra Kumar Jain, Whole-Time Director)
- b. Nature of contracts/arrangements/transactions: Leasing of property (Corporate Office) under 188(1) (c)
- c. Duration of the contracts/arrangements/transactions: 9 years (w.e.f. 09.03.2015)
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: The company has taken ground floor of property situated at B-19, Lal Bahadur Nagar (East), Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 on lease for corporate office (new Registered Office) w.e.f. 09.03.2015 for a period of 9 years at Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) per annum subject to increment of 15% after every 3 years.
- e. Date of approval by the Board: May 28,2015
- f. Amount paid as advances, if any: Six month security amount of Rs. 90000/-

For and on behalf of Board of Directors  
**For Shri Kalyan Holdings Limited**

Sd/-

**Rajendra Kumar Jain**

Chairman and Whole -Time Director

DIN: 00168151

Place: Jaipur  
Date: July 26, 2019

## FORM NO. MGT 9

### EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

1. CIN	L67120RJ1993PLC061489
2. Registration Date	25/01/1993
3. Name of the Company	Shri Kalyan Holdings Limited
4. Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5. Address of the Registered office & contact details	B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur - 302017 (Rajasthan) India Tele/Fax No. 0141-4034062 E-Mail : shrikalyan25@hotmail.com
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukdas Mandir, New Delhi, Delhi - 110062 Tele/Fax: 011 - 29961284, E-Mail: beetalrta@gmail.com

#### 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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Financial Activities (Interest Income)	64920	96.98%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S.No.	Name and address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
----- N.A. -----					

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	7029900	-	7029900	70.48	7291365	-	7291365	73.10	2.62
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	188000	-	188000	1.88	188000	-	188000	1.88	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>7217900</b>	<b>-</b>	<b>7217900</b>	<b>72.36</b>	<b>7479365</b>	<b>-</b>	<b>7479365</b>	<b>74.98</b>	<b>2.62</b>
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) bodies Corp.	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)= (A)(1)+ (A)(2)</b>	<b>7217900</b>	-	<b>7217900</b>	<b>72.36</b>	<b>7479365</b>	-	<b>7479365</b>	<b>74.98</b>	<b>2.62</b>
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	196900	196900	1.97	-	196900	196900	1.97	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	<b>196900</b>	<b>196900</b>	<b>1.97</b>	-	<b>196900</b>	<b>196900</b>	<b>1.97</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	16571	15000	31571	0.32	8571	14000	22571	0.23	(0.09)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2466665	-	2466665	24.73	2214200	-	2214200	22.20	(2.53)
c) Others (specify) Hindu Undivided Families	61464	-	61464	0.62	61464	-	61464	0.62	0.00
<b>Sub-total (B)(2):-</b>	<b>2544700</b>	<b>15000</b>	<b>2559700</b>	<b>25.67</b>	<b>2284235</b>	<b>14000</b>	<b>2298235</b>	<b>23.04</b>	<b>(2.62)</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>2544700</b>	<b>211900</b>	<b>2756600</b>	<b>27.64</b>	<b>2284235</b>	<b>210900</b>	<b>2495135</b>	<b>25.02</b>	<b>(2.62)</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>9762600</b>	<b>211900</b>	<b>9974500</b>	<b>100.00</b>	<b>9763600</b>	<b>210900</b>	<b>9974500</b>	<b>100.00</b>	<b>0.00</b>

**(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	PremLata Jain	396300	3.97	-	396300	3.97	-	0
2	Bhanwar Lal Jain HUF	41000	0.41	-	41000	0.41	-	0
3	Rajendra Kumar Jain	508100	5.09	-	508100	5.09	-	0
4	Sunita Jain	601600	6.03	-	601600	6.03	-	0
5	Hemang Jain	410400	4.11	-	410400	4.11	-	0
6	Rajendra Kumar Jain HUF	3400	0.03	-	3400	0.03	-	0
7	Kusum Jain	858600	8.61	-	858600	8.61	-	0
8	Abhi Jain	496000	4.97	-	496000	4.97	-	0
9	BhupendraKumarJain	766900	7.69	-	766900	7.69	-	0
10	Anita Jain	444500	4.46	-	444500	4.46	-	0
11	Bhupendra Kumar Jain HUF	34400	0.34	-	34400	0.34	-	0
12	Jinendra Kumar Jain	843300	8.45	-	843300	8.45	-	0
13	Kavita Jain	489900	4.91	-	751365	7.53	-	2.62
14	Jinendra Kumar Jain HUF	1135500	11.38	-	1135500	11.38	-	0
15	Shri Kalyan Gem Exports Limited	188000	1.88	-	188000	1.88	-	0
	Total	7217900	72.36	-	7479365	74.98	-	2.62

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

S. No.	Particulars	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.	Kavita Jain				
	At the beginning of the year	489900	4.91	-	-
	Increase in Share holding during the year due to off market purchase of shares on July 17, 2018	261465	2.62	751365	7.53
	At the End of the year	-	-	751365	7.53

**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.	Darshana R Golecha				
	At the beginning of the year	2,00,000	2.005	-	-
	Date wise increase/decrease in Share holding during the year	-	-	2,00,000	2.005
	At the end of the year	-	-	2,00,000	2.005
2.	Infrastructure Leasing & Financial Services Limited				
	At the beginning of the year	1,96,900	1.974	-	-
	Date wise increase/decrease in Share holding during the year	-	-	1,96,900	1.974
	At the end of the year	-	-	1,96,900	1.974



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
3.	Mamta Devi				
	At the beginning of the year	98,500	0.988	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,500	0.988
	At the end of the year			98,500	0.988
4.	Raj Kishore Kamat				
	At the beginning of the year	98,500	0.988	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,500	0.988
	At the end of the year	-	-	98,500	0.988
5.	Mona Devi				
	At the beginning of the year	98,500	0.988	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,500	0.988
	At the end of the year	-	-	98,500	0.988
6.	Paras Kumar Sogani				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,400	0.987
	At the end of the year	-	-	98,400	0.987
7.	Ram Prasad Meena				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,400	0.987
	At the end of the year	-	-	98,400	0.987
8.	Rukmani Devi				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,400	0.987
	At the end of the year	-	-	98,400	0.987
9.	Raj Devi				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,400	0.987
	At the end of the year	-	-	98,400	0.987
10.	Diksha Jain				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,400	0.987
	At the end of the year			98,400	0.987
11.	Neeraj Jain				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	-	-	98,400	0.987
	At the end of the year	-	-	98,400	0.987

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

S. No.	Name of the Director/KMP	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. Rajendra Kumar Jain-Chairman and Whole-Time Director				
	At the beginning of the year	508100	5.09	-	-
	Date wise increase/decrease in Share holding during the year	-	-	508100	5.09
	At the end of the year	-	-	508100	5.09
2.	Mr. Bhupendra Kumar Jain-Managing Director				
	At the beginning of the year	766900	7.69	-	-
	Date wise increase/decrease in Share holding during the year	-	-	766900	7.69
	At the end of the year	-	-	766900	7.69

S. No.	Name of the Director/KMP	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
3.	Mr. Jinendra Kumar Jain-Whole Time Director				
	At the beginning of the year	843300	8.45	-	-
	Date wise increase/decrease in Share holding during the year	-	-	843300	8.45
	At the end of the year	-	-	843300	8.45
4.	Mr. Ashok Kumar Jain- Chief Financial Officer (KMP)				
	At the beginning of the year	29700	0.29	-	-
	Increase in Shareholding during the year due to acquisition of shares on November 11, 2018	3000	0.00	32700	0.33
	At the end of the year	-	-	32700	0.33

Note: The following directors and KMP did not hold any shares during F.Y. 2018-19

- Mr. Devendra Kumar Patni (Independent Director)
- Mrs. Priyanka Patni (Independent Director)
- Mr. Gaurav Srivastava (Independent Director)
- Ms. Nandani Patidar (Company Secretary)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	34,22,935	49,66,49,855	-	50,00,72,790
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	34,22,935	49,66,49,855	-	50,00,72,790
<b>Change in Indebtedness during the financial year</b>				
* Addition	3,65,92,067	-	-	3,65,92,067
* Reduction	-	(35,45,13,077)	-	(35,45,13,077)
<b>Net Change</b>	3,65,92,067	(35,45,13,077)	-	(31,77,21,010)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4,00,15,002	14,21,36,778	-	18,21,51,780
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	4,00,15,002	14,21,36,778	-	18,21,51,780

**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	Name of Whole Time Director		Total Amount
		Mr. Bhupendra Kumar Jain	Mr. Rajendra Kumar Jain	Mr. Jinendra Kumar Jain	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961*	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission- as % of profit- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	-	-	-	-
	Ceiling as per the Act	11% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013			

No Remuneration is paid during the F.Y. 2018-19 due to the accumulated losses suffered by the Company during the past years.

**B. REMUNERATION TO OTHER DIRECTORS**

S.No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Gaurav Srivastava	Mr Devendra Kumar Patni	Mrs. Priyanka Patni	
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Ms. Nandani Patidar (CS & Compliance Officer)	Mr. Ashok Kumar Jain (CFO)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2,37,600/-	4,80,000/-	7,17,600/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify (Bonus)	-	19,800/-	40,000/-	59,800/-
	Total	-	2,57,400/-	5,20,000/-	7,77,400/-

**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 (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

For and on behalf of Board of Directors  
For Shri Kalyan Holdings Limited

Sd/-

Rajendra Kumar Jain

Chairman and Whole -Time Director

DIN: 00168151

Place: Jaipur  
Date: July 26, 2019



**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013  
READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND  
REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:

1. The ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year 2018-19 :

No remuneration is withdrawn by the directors during the F.Y. 2018-19 due to the accumulated losses suffered by the Company during the past years.

2. The percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary in the financial year 2018-19:

No remuneration is paid to the director during the F.Y. 2018-19 due to the accumulated losses suffered by the Company during the past years. Further there was no increment in the remuneration of the Chief Financial Officer, Company Secretary during the year.

3. The percentage increase in the median remuneration of employees in the financial year 2018-19: There is no increase in the remuneration of employees.

4. The number of permanent employees on the rolls of company: 9 employees as on March 31, 2019.

5. 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-

Average % increase in the salary of comparable employees other than Managerial Personnel: NIL

Average % increase in the Salary of the Key Managerial Personnel:-NIL

There is no increase in the salaries of the employees including managerial personnel due to the accumulated losses suffered by the Company during the past years.

It is hereby affirmed that the remuneration is as per the remuneration policy of the company.

For and on behalf of Board of Directors  
**For Shri Kalyan Holdings Limited**

Sd/-

**Rajendra Kumar Jain**

Chairman and Whole -Time Director

DIN: 00168151

Place: Jaipur  
Date: July 26, 2019



## ANNEXURE V

The statement showing the names and other particulars of the top ten employees in terms of remuneration drawn as required under rule 5(2) and rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

Sr. No.	Name of the employee	Designation	Remuneration p.a. (Rs. in lakhs)	Nature of the employment	Qualification	Experience (in years)	Date of commencement of employment	Age	Last employment held before joining the Company	Name of Director or manager of whom such employee is a relative	Percentage of equity Shares held by the employee along with the spouse and dependent children in the Company within the meaning of clause (iii) of sub-rule (2)
1.	Mr. Abhi Jain	Human Resource Executive	6.00	Onroll Employee	Master of Science in International business	7	01.04.2016	30	Syon Infomedia Pvt Ltd	Nephew of director Mr.Rajendra Kumar Jain. Mr.Bhupendra Kumar Jain and Mr. Jinendra Kumar Jain	4.97%
2.	Mr. Ashok Kumar Jain	Chief Financial Officer (CFO)	4.80	Onroll Employee	B.Com	37	25.01.1993	55	Jaipur Enterprises	-	0.98%
3.	Mr. Rajendra Kumar Chippa	Liasoning Officer	3.03	Onroll Employee	M.Com	26	25.01.1993	51	-	-	-
4.	Mr. Neeraj Jain	Finance Accounts Head	2.77	Onroll Employee	B.Com	22	01.04.2007	47	KGK Enterprises	-	1.28%
5.	Ms. Nandani Patidar	Company Secretary and Compliance Officer	2.37	Onroll Employee	CS, L.L.B.	4	13.10.2015	25	-	-	-
6.	Mr. Manna Lal Chopra	Office Assistant	2.37	Onroll Employee	B.Com	26	25.01.1993	52	-	-	-
7.	Ms. Poonam Dhanuka*	Assistant Company Secretary	2.16	Onroll Employee	CS	1	01.04.2017	26	-	-	-
8.	Ms. Shikha Agarwal**	Assistant Company Secretary	2.16	Onroll Employee	CS	2	01.06.2018	27	Shekhawat & Associates	-	-
9.	Mr. Santosh Sadanand Pawar	Office Assistant	1.80	Onroll Employee	Secondary education	27	25.01.1993	52	-	-	-
10.	Mr. Om Prakash Balai	Office Assistant	1.58	Onroll Employee	B.A.	18	24.05.2011	32	Hare Krishna Engineering	-	1.93%

\*Ms. Poonam Dhanuka, Assistant Company Secretary resigned w.e.f. May 31, 2018.

\*\*Ms. Shikha Agarwal was appointed as Assistant Company Secretary w.e.f. June 01, 2018

For and on behalf of Board of Directors  
For Shri Kalyan Holdings Limited  
Sd/-

**Rajendra Kumar Jain**  
Chairman and Whole -Time Director  
DIN: 00168151

Place: Jaipur  
Date: July 26, 2019

## INDEPENDENT AUDITOR'S REPORT

TO  
THE Members of SHRI KALYAN HOLDINGS LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **SHRI KALYAN HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, 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 (herein after referred to as "financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting standards as prescribed under section 133 of the Act read with rule 7 of the Companies (accounts) Rules, 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019, the profit and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under provision of Act and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of the most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not identified any of such matters that are to be reported separately here during the current period.

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are Responsible for overseeing the company's financial reporting process.

#### Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosure in the financial statement or, if such disclosure are inadequate, to modify our opinion. Our conclusion are based on the audit evidence obtained up to date of our auditor's report. However, future events or condition may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. 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 purpose 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, statement of Profit and Loss Account and the statement of Cash Flow dealt with by this Report is in agreement with the relevant books of account.
  - d) In our opinion financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company do not have any pending litigations which would impact its financial position;
    - ii. The Company do not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the central Government in terms of Section 143 (11) of the Act, we give in the "ANNEXURE A" a statement on the matters specified in paragraphs 3 and 4 of the order.
3. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

For **JIGNA SHETH & ASSOCIATES**  
FRN : 134922W  
**Chartered Accountants**

**Place:**Mumbai  
**Date:**27<sup>th</sup> May 2019

**sd/-**  
**JIGNA SHETH**  
Proprietor  
Membership No. 148236

**“Annexure A” to the Independent Auditors’ Report**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- 1) In Respect of its fixed assets:
  - (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 discrepancies between the book records and the physical verification have been properly accounted in the books. In our opinion, the frequency of verification is reasonable.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2) As explained to us, the inventory of shares and securities has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. There were no discrepancies noticed on verification between the stocks lying in Demat Account and the book records.
- 3) According to information and explanation given to us, the company has granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. The balance outstanding as at the end of the year was Rs. 23,20,54,632/-.
  - A) The terms and conditions of the grant of aforesaid loans are not prejudicial to the company's interest.
  - B) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, wherever applicable.
  - C) There are no overdue amounts in respect of the above loan.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5) According to information and explanation given to us the Company has not accepted any deposits from the public. Accordingly clause 3(v) of the Order is not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the company.
- 7) In respect of statutory dues:
  - a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, professional tax, income-tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, professional tax, income-tax and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
  - b) According to the information and explanations given to us, there are no dues of provident fund, professional tax, income-tax or other material statutory dues outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues either to banks or to financial institutions. The Company has not taken any loan from the Government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. During the year company has raised money by way of term loan which were applied for the purpose for which those are raised.
- 10) 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 explanation given to us, we have neither come across any instance of fraud done by the company or any fraud done on the company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, managerial remuneration has not been paid or provided during the year. Accordingly clause (xi) of the order is not applicable.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause (xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order is not applicable.



16) According to the records of the company examined by us and the information and explanations given to us, the Company is a Non-Banking Financial Corporation and it has obtained registration under section 45-IA of the Reserve Bank of India Act 1934.

For **JIGNA SHETH & ASSOCIATES**  
FRN : 134922W  
**Chartered Accountants**

**Place:**Mumbai  
**Date:**27<sup>th</sup> May 2019

**sd/-**  
**JIGNA SHETH**  
Proprietor  
Membership No. 148236

## **“Annexure-B” to the Auditors’ Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to financial statements of **SHRI KALYAN HOLDINGS LIMITED** (“the Company”) as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial statement**

A company’s internal financial control over financial statements 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 with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2019, based on the internal control with reference to financial statements 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 **JIGNA SHETH & ASSOCIATES**  
FRN : 134922W  
**Chartered Accountants**

**Place:**Mumbai  
**Date:**27<sup>th</sup> May 2019

**sd/-**  
**JIGNA SHETH**  
Proprietor  
Membership No. 148236



## BALANCE SHEET AS AT MARCH 31, 2019

(in Rs.)

PARTICULARS	Note No.	As at end of March 31, 2019	As at end of March 31, 2018
<b>EQUITY AND LIABILITIES :</b>			
<b>Shareholders' Funds :</b>			
Share Capital	2	99,877,500	99,877,500
Reserves and Surplus	3	(12,880,581)	(13,799,131)
<b>Non - Current Liabilities :</b>			
Long Term Borrowings	4	37,219,998	2,063,077
Long Term Provisions	6	1,195,137	1,390,868
<b>Current Liabilities :</b>			
Short Term Borrowings	7	142,136,778	496,649,855
Other Current Liabilities	8	4,640,458	4,306,886
<b>Total</b>		<b>272,189,290</b>	<b>590,489,055</b>
<b>ASSETS :</b>			
<b>Non - Current Assets :</b>			
Fixed Assets :			
Tangible Assets	9	7,928,177	11,173,669
Deferred Tax Asset [Net]	5	207,800	71,300
Non Current Investments	10	120,000	120,000
Long Term Loans and Advances	11	241,563,865	559,492,981
<b>Current Assets :</b>			
Inventories	12	2,737,106	3,724,145
Trade Receivables	13	237,811	5,336
Cash and Cash Equivalents	14	909,971	980,291
Short Term Loans and Advances	15	18,484,559	14,921,333
<b>Total</b>		<b>272,189,290</b>	<b>590,489,055</b>
<b>Summary of Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of the financial statements

The figures for the previous year have been regrouped wherever necessary to make them comparable with the current period's figures.

As per our report of even date

**For JIGNA SHETH & ASSOCIATES**

Chartered Accounts

FRN 134922W

Sd/-

**JIGNA SHETH**

Proprietor

Membership No. 148236

Place: Mumbai

Date : 27th May, 2019

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

**RAJENDRA KUMAR JAIN**

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 27th May, 2019

Sd/-

**ASHOK KUMAR JAIN**

CHIEF FINANCIAL

OFFICER

Sd/-

**NANDANI PATIDAR**

COMPANY

SECRETARY

**STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED MARCH 31, 2019**

(in Rs.)

PARTICULARS	Note No.	March, 2019	March, 2018
<b>REVENUE :</b>			
Revenue from Operations	16	44,979,461	92,578,752
Other Income	17	824,034	30,009
<b>Total Revenue</b>		<b>45,803,495</b>	<b>92,608,761</b>
<b>EXPENSES :</b>			
Purchases of Stock-in-Trade	18	-	-
Changes in Inventories of Stock-in-Trade	19	987,040	47,768
Employee Benefits Expense	20	2,926,331	3,023,632
Finance Costs	21	34,482,245	71,286,420
Depreciation and Amortisation expense	9	2,012,738	2,151,233
Other Expenses	22	4,211,664	3,658,616
<b>Total Expenses</b>		<b>44,620,017</b>	<b>80,167,670</b>
<b>Profit / [Loss] before Tax</b>		<b>1,183,478</b>	<b>12,441,091</b>
Add / (Less) : Tax Expense			
Current Tax		(363,580)	(2,556,956)
MAT Credit Entitlement		363,580	2,556,956
Deferred Tax		(136,500)	(326,760)
Prior Period Tax Adjustment		401,430	-
<b>Profit / [Loss] for the period</b>		<b>918,548</b>	<b>12,767,851</b>
<b>Earning per Equity Share [EPS] [ in Rupees ]</b>			
Basic & Diluted	23	0.09	1.28
<b>Summary of Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of the financial statement.

As per our report of even date

**For JIGNA SHETH & ASSOCIATES**

Chartered Accountants

FRN 134922W

Sd/-

**JIGNA SHETH**

Proprietor

Membership No. 148236

Place: Mumbai

Date : 27th May, 2019

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

**RAJENDRA KUMAR JAIN**

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 27th May, 2019

Sd/-

**ASHOK KUMAR JAIN**

CHIEF FINANCIAL

OFFICER

Sd/-

**NANDANI PATIDAR**

COMPANY

SECRETARY



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

PARTICULARS	AS AT 31.03.2019 AMOUNT (RS)	AS AT 31.03.2018 AMOUNT (RS)
<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before taxation	1,183,478	12,441,091
<i>Adjustments for :</i>		
Depreciation	2,012,738	2,151,233
Dividend received	(18,594)	(30,009)
Provision	(195,731)	128,671
Loss/(Profit) On Sale Of Fixed Assets	31,755	-
Interest and finance charges paid	34,475,648	71,276,904
Interest on Income Tax Refund	-	-
	36,305,817	73,526,799
Operating Profit before Working Capital changes	37,489,294	85,967,890
<i>Adjustments for :</i>		
(Increase)/Decrease in Inventories	987,039	47,769
(Increase)/Decrease in Trade and other receivables	(232,475)	24,079
(Increase)/Decrease in Loans & Other Deposits	318,292,695	(51,468,577)
(Increase)/Decrease in Short term		
Increase /(Decrease) in trade & other payables	333,572	185,872
Cash generated from operations	356,870,125	34,757,032
Taxes paid (Net of refunds)	4,328,236	8,889,253
<b>Net cash generated in operating activities (A)</b>	352,541,889	25,867,779
<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(300,000)	(1,515,670)
Sale of Assets	1,501,000	-
Dividend received	18,594	30,009
	1,219,594	(1,485,661)
<b>Net cash from investing activities (B)</b>	1,219,594	(1,485,661)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Loans	(319,356,155)	45,316,300
Interest on Income Tax Refund	-	-
Interest and finance charges paid	(34,475,648)	(71,276,904)
<b>Net cash used in financing activities (C)</b>	(353,831,803)	(25,960,603)
Net Increase / (Decrease) in Cash & Cash Equivalents (A + B +C)	<b>(70,320)</b>	<b>(1,578,485)</b>
Cash & Cash Equivalents as at beginning of the year	980,291	2,558,776
Cash & Cash Equivalents as at end of the year	909,971	980,291
Net Increase / (Decrease) in Cash & Cash Equivalents	<b>(70,320)</b>	<b>(1,578,485)</b>

**NOTE :** The above cash flow has been prepared under the indirect method as set out in Accounting Standard 3 on cash flow statement issued by ICAI.

As per our report of even date  
For JIGNA SHETH & ASSOCIATES

Chartered Accounts  
FRN 134922W  
Sd/-  
**JIGNA SHETH**  
Proprietor  
Membership No. 148236  
Place: Mumbai  
Date : 27th May, 2019

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**RAJENDRA KUMAR JAIN**  
CHAIRMAN  
DIN: 00168151

Sd/-  
**ASHOK KUMAR JAIN**  
CHIEF FINANCIAL  
OFFICER

Sd/-  
**NANDANI PATIDAR**  
COMPANY  
SECRETARY

Place: Jaipur  
Date : 27th May, 2019

## Notes to the Financial Statements

### 1) Significant Accounting Policies

#### 1.1 Basis of Accounting :

These financial statements are prepared in accordance with generally accepted accounting principles applicable in India under the historical cost convention except for certain financial instruments which are measured at fair value. These financial statements comply with the applicable provisions of the Companies Act, 2013 and the accounting standards.

#### 1.2 Use of Estimates :

The preparation of Financial Statements in conformity with the Accounting Standards generally accepted in India 'requires, the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting 'estimates is recognised prospectively in current and future periods.

#### 1.3 Fixed Assets and Depreciation :

##### Tangible Assets

- A Tangible Assets are stated at acquisition cost, net accumulated depreciation and accumulated impairment losses.
- B Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard performance.
- C Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.
- D Losses arising from the retirement of and gains and losses arising from disposal of fixed assets which are carried at cost are recognised in the statement of Profit and Loss.

##### Intangible Assets

- A Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives.
- B Gains or losses from the retirement of and gains and losses arising from the disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

##### Methods of Depreciation and Amortisation

- A Depreciation on all the fixed is provided on a Straight Line Method.
- B Effective 1st April 2014, the Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act, 1956

#### 1.4 Investments :

- A All the Investments are classified as Long Term Investments by the management and are valued at cost in terms of "Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998" and provision is made to recognize any decline in the value of investments.
- B Considering the strategic and long term nature of the investment and the asset base of the investee companies, in the opinion of the management the decline in the market value of certain quoted investments and the book value of certain unquoted investment is of temporary nature and requires no provisioning.

#### 1.5 Inventories :

The Company was valuing closing stock of shares at cost or market value whichever is less, where the quotes are available. The closing stocks of shares are valued at cost or last traded price available where the quotes are not available.

#### 1.6 Revenue Recognition :

- A Dividend income is recognised when the unconditional right to receive the income is established.
- B Interest income is recognised on time proportionate method.
- C Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.
- D All expenses and incomes to the extent considered payable or receivable are accounted for on accrual basis. However, Interest on Calls in Arrears shall be accounted for on Cash Basis.

#### 1.7 Taxes on Income :

- A Tax expenses comprise of current and deferred tax.
- B Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in 'accordance with the provisions of the Income Tax Act, 1961.

- C** Deferred tax reflects the impact of current year timing differences between accounting and taxable income and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and laws that have been enacted or 'substantively enacted as of the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised and are reviewed at each balance sheet date.

#### 1.8 Leases :

Leases are classified as operating leases where the lessor effectively retains substantially all the risks and benefits of the ownership of the leased assets. Operating lease payments are recognised as expenses in the Profit and Loss Account as and when paid.

#### 1.9 Provisions, Contingent Liabilities and Contingent Assets :

Provision is recognised when the company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision / disclosure is made. Contingent assets are not recognised in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

#### 1.10 Accounting of Equity Index / Stock Futures :

- A** Initial Margin - Equity Index/Stock Futures Account", representing the initial margin paid, and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into a contract for equity index/stock futures which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans & Advances.
- B** Equity index/stock futures are marked-to market on a daily basis. Debit or credit balance disclosed under Loans and Advances or Current Liabilities, respectively, in the "Mark-to-Market Margin - Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the balance sheet date.
- C** As on the balance sheet date, profit/loss on open positions in equity index/stock futures is accounted for as follows :
- \* Credit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.
  - \* Debit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated loss, is adjusted in the profit & loss account.
- D** On final settlement or squaring-up of contracts for equity index/stock futures, the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract in "Mark to Market Margin - Equity Index / Stock Futures Account" after adjustment of the provision for anticipated losses is recognised in the profit & loss account.
- E** 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.

#### 1.11 Accounting of Equity Index / Stock Options :

- A** "Equity Index/Stock Futures Account", representing the initial margin paid, and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into a contract for equity index/stock options, which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans & Advances.
- B** "Equity Index/Stock Option Premium Account" represents the premium paid or received for buying or selling the options, respectively.
- C** As at the balance sheet date, in the case of long positions, provision is made for the amount by which the premium paid for those options exceeds the premium prevailing on the balance sheet date, and in the case of short positions, for the amount by which the premium prevailing on the balance sheet date exceeds the premium received for those options, and is reflected in "Provision for Loss on Equity Index/Stock Option Account".
- D** When the option contracts are squared-up before the expiry of the options, the premium prevailing on that date is recognised in the profit and loss account. If more than one option contract in respect of the same index/stock with the same strike price and expiry date to which the squared-up contract pertains is outstanding at time of squaring-up of the contract, the weighted average method is followed for determining the profit or loss.
- E** On the expiry of the contracts and on exercising the options, the difference between the final settlement price and the strike price is transferred to the profit & loss account.
- F** In both the above cases, the premium paid or received from buying or selling the option, as the case may be, is recognised in the profit and loss account for all squared-up / settled contracts.

	(in Rs.)	
	March 31, 2019	March 31, 2018
<b>Note : 2 - Share Capital :</b>		
<b>Authorised :</b>		
1,10,00,000 [as at 31-03-18 : 1,10,00,000 ] Equity Shares of Rs. 10/- each	110,000,000	110,000,000
	<b>110,000,000</b>	<b>110,000,000</b>
<b>Issued Equity Shares :</b>		
1,00,01,000 [as at 31-03-18 : 1,00,01,000 ] Equity Shares of Rs. 10/- each	100,010,000	100,010,000
<b>Subscribed and Fully Paid-up Equity Shares :</b>		
99,74,500 [as at 31-03-18 : 99,74,500] Equity Shares of Rs. 10/- each	99,745,000	99,745,000
Add: Forfeited Share Account	132,500	132,500
	<b>99,877,500</b>	<b>99,877,500</b>

**A. The reconciliation of the number of Shares outstanding as at March 31, 2019 and as at March 31, 2018**

Equity Shares	March 31, 2019		March 31, 2018	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the period	9,974,500	99,745,000	9,974,500	99,745,000
Less: Share Forfeited	-	-		
Outstanding at the end of the period	<b>9,974,500</b>	<b>99,745,000</b>	<b>9,974,500</b>	<b>99,745,000</b>

**B. Terms/ Rights attached to Shares**

The company has only one class of Equity Shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of the liquidation of the Company, equity share holders will be entitled to receive remaining assets of the company, after distribution of all preference allotments. The distribution will in proportion to the number of equity shares held by the share holders.

**C. Details of Share Holders holding more than 5% of Equity Shares**

Name of Share Holder	March 31, 2019		March 31, 2018	
	Number of Shares	% of Total Holding	Number of Shares	% of Total Holding
Equity Share of Rs.10 each fully Paid				
1. Kusum Jain	858,600	8.61	858,600	8.61
2. Bhupendra Kumar Jain	766,900	7.69	766,900	7.69
3 Jinendra Kumar Jain	843,300	8.45	843,300	8.45
4. Sunita Jain	601,600	6.03	601,600	6.03
5. Rajendra Kumar Jain	508,100	5.09	508,100	5.09
6. Jinendra Kumar Jain (HUF)	1,135,500	11.38	1,135,500	11.38
7. Kavita Jain	751,365	7.53	489,900	4.91

**Note : 3 - Reserve and Surplus :**

	March 31, 2019	March 31, 2018
<b>Reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934</b>		
Balance as per last Balance Sheet	4,655,462	2,101,892
Add: Set aside during the year	183,710	2,553,570
Balance as at year end	<b>4,839,171</b>	<b>4,655,462</b>
<b>Surplus :</b>		
Balance as per last Balance Sheet	(18,454,593)	(28,668,874)
Add : Profit / (Loss) for the period	918,548	12,767,851
	(17,536,045)	(15,901,023)
Less : Appropriations :		
Transfer to reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934	183,710	2,553,570
Balance as at year end	<b>(17,719,755)</b>	<b>(18,454,593)</b>
<b>TOTAL</b>	<b>(12,880,581)</b>	<b>(13,799,131)</b>

Note : 4 - Long Term Borrowings :	Non-Current Portion		Current Maturities	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
<b>Secured</b>				
Term loans From banks and Financial Institutions	37,219,998	2,063,077	2,795,004	1,359,858
<b>TOTAL</b>	<b>37,219,998</b>	<b>2,063,077</b>	<b>2,795,004</b>	<b>1,359,858</b>

**A Securities for Term Loans :**

- [a] All Term loans from bank are secured against hypothecation of motor cars  
[b] Terms Loan from IHFL is secured against hypothecation of property.

**B Terms of repayment :**

- [a] Repayable 36 equal monthly instalments from the date ( 01/05/2015), alongwith interest of 10.51% p.a  
[b] Repayable 36 equal monthly instalments from the date ( 01/04/2016), alongwith interest of 10.25% p.a  
[c] Repayable 36 equal monthly instalments from the date ( 10/05/2015), alongwith interest of 11.00% p.a  
[d] Repayable 36 equal monthly instalments from the date ( 01/05/2015), alongwith interest of 10.39% p.a  
[e] Repayable 60 equal monthly instalments from the date ( 01/12/2015), alongwith interest of 9.36% p.a  
[f] Repayable 134 equal monthly instalments from the date ( 01/06/2018), alongwith interest of 16% p.a

	(in Rs.)	
Note : 5 - Deferred Tax	March 31, 2019	March 31, 2018
Deferred Tax Liabilities :		
On account of Depreciation	-	-
Total	-	-
Deferred Tax Assets :		
On account of Depreciation	207,800	71,300
Total	<b>207,800</b>	<b>71,300</b>
Net Deferred Tax Liability / (Asset)	<b>(207,800)</b>	<b>(71,300)</b>
<b>Note: 6-Long Term Provisions:</b>		
Provision Against Assets (Also See Note 25)	1,195,137	1,390,868
<b>TOTAL</b>	<b>1,195,137</b>	<b>1,390,868</b>
<b>Note : 7 - Short Term Borrowings :</b>		
<b>Unsecured</b>		
<b>Other Loans repayable on demand</b>		
From others	67,515,523	82,400,374
From Related Parties	74,621,255	414,249,481
<b>TOTAL</b>	<b>142,136,778</b>	<b>496,649,855</b>
<b>Note : 8 - Other Current Liabilities :</b>		
Current Maturities of Long Term Debt ( refer note 4 )	2,795,004	1,359,858
Others :		
Outstanding Payables	619,968	391,505
Advance from Customer	700,000	700,000
TDS payable	525,486	1,855,523
<b>TOTAL</b>	<b>4,640,458</b>	<b>4,306,886</b>

## Note :9 - Fixed Assets

(in Rs.)

Particulars	Gross Block			Depreciation			Net Block			
	As at 01-04-18	Additions During the year	Sales and / or adj. during the year	As at 31-03-19	Up to 01-04-18	For the year	On Sales and / or adj. during the year	Up to 31-03-19	As at 31-03-19	As at 31-03-18
Air conditioner	813,030			813,030	678,296	39,005		717,301	95,729	134,734
Building	1,414,000			1,414,000	144,734	23,586		168,320	1,245,680	1,269,266
Computer	1,736,172			1,736,172	1,524,053	179,485		1,703,538	32,634	212,119
Generator	400,800			400,800	290,444	49,607		340,051	60,749	110,356
Office Equipments	1,235,124	300,000		1,535,124	1,174,131	93,822		1,267,953	267,171	60,993
Motor car	15,246,125		2,799,478	12,446,647	6,021,409	1,596,131	1,266,724	6,350,816	6,095,831	9,224,716
UPS	253,471			253,471	132,509	17,257		149,766	103,705	120,962
Computer Software	52,800			52,800	40,188	8,815		49,003	3,797	12,612
Motor Cycle	50,189			50,189	22,278	5,030		27,308	22,881	27,911
<b>Total</b>	21,201,711	300,000	2,799,478	18,702,233	10,028,042	2,012,738	1,266,724	10,774,056	7,928,177	11,173,669
Previous year	19,686,041	1,515,670	-	21,201,711	7,876,809	2,151,233	-	10,028,042	11,173,669	11,809,232

	(in Rs.)	
Note : 10 - Non Current Investments :	March 31, 2019	March 31, 2018
<b>Non Trade Investments (Valued at Cost unless Otherwise Stated)</b>		
Investments in Mutual Funds	120,000	120,000
<b>Total</b>	<b>120,000</b>	<b>120,000</b>
<b>Details of Investments :</b>		
<b>A Investments in Mutual Funds</b>		
Quoted :		
- 12000 ( 12000 ) Units of Franklin India Opportunites ( Market value @ 18.07 i.e. Rs.216791/- C.Y. ) ( Market value @ 20.10 i.e. Rs.241200/- P.Y. )	120,000	120,000
<b>TOTAL [ Aggregate Book Value of Investments ]</b>	<b>120,000</b>	<b>120,000</b>
<b>Note : 11 - Long Term Loans and Advances :</b>		
Unsecured, Considered Good		
Deposits	187,950	187,950
Loans and Advances to Related Parties	232,054,632	527,991,719
Other Loans and Advances	6,000,000	28,355,608
MAT Credit Entitlement	3,321,283	2,957,704
<b>TOTAL</b>	<b>241,563,865</b>	<b>559,492,981</b>
<b>Note : 12 - Inventories :</b>		
<b>A Classification of Inventories :</b>		
-Stock-in-Trade of Shares*	2,737,106	3,724,145
<b>TOTAL</b>	<b>2,737,106</b>	<b>3,724,145</b>
*The Inventory is valued at lower of cost or net realisable value.		
<b>Note : 13 - Trade Receivables :</b>		
<b>Unsecured , Considered good</b>		
Outstanding for a period exceeding 6 months from the date they are due for payment	236	-
Others	237,575	5,336
<b>TOTAL</b>	<b>237,811</b>	<b>5,336</b>
<b>Note : 14 - Cash and Cash Equivalents</b>		
Balances with Banks		
In current accounts	820,920	788,071
Cash on hand	89,051	192,220
<b>TOTAL</b>	<b>909,971</b>	<b>980,291</b>
<b>Note : 15 - Short Term Loans and Advances :</b>		
Other Loans and Advances :		
Refund receivable	14,519,903	8,589,036
Advance Income Tax [Net of Provision for tax]	3,964,656	6,332,297
<b>TOTAL</b>	<b>18,484,559</b>	<b>14,921,333</b>
<b>Note : 16 - Revenue from Operations :</b>		
Sale of Products		
Traded goods - Shares	1,360,335	35,816
Sale of Services		
Interest Income	43,619,126	91,088,469
Other Operating Revenue		
Profit / (Loss) from Future & Option Transactions	-	1,454,467
<b>Revenue from operations</b>	<b>44,979,461</b>	<b>92,578,752</b>

	(in Rs.)	
Note : 17 - Other Income :	March 31, 2019	March 31, 2018
<b>Dividend Income [ Gross ] :</b>		
From Long Term Investments	18,594	30,009
From Stock in Trade	9,709	
	<b>28,303</b>	<b>30,009</b>
<b>Miscellaneous Income</b>		
Provision for Contingent Agn. Loan written back	795,731	
<b>TOTAL</b>	<b>824,034</b>	<b>30,009</b>
<b>Note : 18 - Purchase of Stock-in-Trade :</b>		
Purchase of Shares	-	-
<b>TOTAL</b>	-	-
<b>Note : 19 - Changes in Inventories :</b>		
Stock at closing :		
Stock-in-Trade	2,737,106	3,724,146
	<b>2,737,106</b>	<b>3,724,146</b>
Less : Stock at commencement		
Stock-in-Trade	3,724,146	3,771,914
	<b>3,724,146</b>	<b>3,771,914</b>
<b>TOTAL</b>	<b>987,040</b>	<b>47,768</b>
<b>Note : 20 - Employee Benefit Expense :</b>		
Salaries, wages and bonus	2,875,600	2,962,350
Staff welfare expenses	50,731	61,282
<b>TOTAL</b>	<b>2,926,331</b>	<b>3,023,632</b>
<b>Note : 21 - Finance Cost :</b>		
Interest Paid on		
-Term Loan	4,555,788	459,247
-Others	29,919,860	70,817,657
Bank commission & charges	6,597	9,517
<b>TOTAL</b>	<b>34,482,245</b>	<b>71,286,420</b>
<b>Note : 22 - Other Expenses :</b>		
Advertisement Expenses	56,225	91,098
Business Promotion expense	2,260	3,070
Brokerage on Loan	-	29,677
Audit Fees	295,000	302,500
Provision for Bad and Doubtful Advances (on account of NPA)	600,000	-
Provision for Contingent Agn. Loan	-	128,671
Computer Expense	-	26,072
Electricity and Water Charges	826,101	729,505
Insurance	222,005	378,641
Legal and Professional Fees	601,890	528,480
Loan processing	539,300	9,440
Listing Fees	27,376	24,385
Miscellaneous Expenses	190,702	248,685
Repairs & Maintenance	92,148	77,544
Rent, Rates and Taxes	233,448	187,256
Traveling & Conveyance Expenses	50,400	46,800
Telephone expenses	413,255	535,128
Motor Car expense	29,799	311,664
Loss on Sale on Car	31,755	-
<b>TOTAL</b>	<b>4,211,664</b>	<b>3,658,616</b>

		(in Rs.)	
		March 31, 2019	March 31, 2018
<b>A</b>	<b>Audit fees</b>		
	Auditors' Remuneration [ Including GST] :		
i	Audit Fees	177,000	184,500
ii	Tax Audit Fees	59,000	59,000
iii	Other Matters	59,000	59,000
	Total	295,000	302,500

**Note : 23 - Calculation of Earnings per Equity Share [ EPS ] :**

The numerators and denominators used to calculate the basic and diluted EPS are as follows :

<b>A</b>	Profit after tax attributable to Shareholders	INR	918,548	12,767,851
<b>B</b>	Basic and weighted average number of Equity shares outstanding during the year	Nos.	9,974,500	9,974,500
<b>C</b>	Nominal value of equity share	INR	10	10
<b>D</b>	Basic EPS	INR	0.09	1.28
<b>E</b>	Diluted EPS	INR	0.09	1.28

**Note : 24 - Micro, small and Medium Enterprises**

Based on the information available with the company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act 2006"

**Note : 25 - Contingent Provision against assets**

		March 31, 2018	March 31, 2017
a)	During the year, a contingent provision against standard assets has been written back by Shri kalyan Holdings Limited at 0.25% of the outstanding standard assets in terms of RBI Master Direction DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016 (Updated as on February 22, 2019*)		
b)	Movement in contingent provision against standard assets during the year is as under:		
	Opening Balance	1,390,869	1,262,197
	Additions/(written back) during the year	(795,731)	128,671
	Closing Balance	<b>595,137</b>	<b>1,390,869</b>
c)	Provision for Bad and doubtful Advances @10% on substandard Asset	600,000	-
	<b>Total Provision</b>	<b>1,195,137</b>	<b>1,390,869</b>

**Note : 26 - Related Party Transactions :****A Name of the Related Party and Nature of the Related Party Relationship :****a Directors and their relatives :****LIST OF NAME OF DIRECTORS & THEIR RELATIVES**

Rajendra Kumar Jain	Priyanka Patni
Bhupendra Kumar Jain	Virat Dewan
Jinendra Kumar Jain	Devendra Kumar Patni
Prem Lata Jain	Abhi Jain
Kusum Jain	
Hemang Jain	

**b Enterprises significantly influenced by Directors and /or their relatives****Name of Companies in which have substantial interest**

Aditya Buildmart Pvt. Ltd.	Moonstone Apartments Pvt. Ltd.
Anokhi Buildestate Pvt. Ltd.	Mountain View Heights Pvt. Ltd.
Anokhi Developers Pvt. Ltd.	Pink City Electrodes Pvt. Ltd.
Blue Stone Premises Pvt. Ltd.	Prachir Landmart Pvt. Ltd.
Dream Vihar Buildhome LLP	Royal Classic buildmart Pvt. Ltd.
Eros sky scrapers LLP	Ruby Buildcon Pvt. Ltd.
Eros Kalyan Colonisers Pvt. Ltd.	Sarans Builders Pvt. Ltd.
Kalyan Awas Vikas Pvt. Ltd.	Shri Kalyan Realty LLP
Hemang Construction Pvt. Ltd.	Syon Infomedia Pvt. Ltd.
Jaipur Paper Pvt. Ltd.	Valley View Residency Pvt. Ltd.
Jaipur Vatika Buildev Pvt. Ltd.	Wonder Primestate Pvt. Ltd.
Jaipur Vatika Buildhome Pvt. Ltd.	Sidhe star Buildhome Pvt. Ltd.
Jaipur Vatika Premises Pvt. Ltd.	Kalyan Villa Properties Pvt. Ltd.

**B Transactions with Related Parties :**

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

**a** Details relating to parties referred to in items 26 - A [ a , b ]

Nature of Transactions	Value of the Transactions [ INR ]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2019	2018	2019	2018
<b>Finance</b>				
<b>Loans Given</b>				
Abhi Jain	-	13,720,000		
Hemang Jain	2,030,000	1,665,000		
Kusum Jain	2,800,000			
Jinendra Kumar Jain	112,155,000	142,219,250		
Aditya Buildmart Pvt. Ltd.			-	395,000
Anokhi Buildestate Pvt. Ltd.			675,000	1,395,000
Dream Vihar Buildhome LLP			570,000	3,675,000
Eros Kalyan Colonisers Pvt. Ltd.			45,000	70,000
Eros Sky Scrapers LLP			490,000	5,001,000
Hemang Construction Pvt. Ltd.			968,382	9,970,000
Jaipur Papers Pvt. Ltd.			440,000	900,000
Jaipur Vatika Buildev Pvt. Ltd.				420,000
Jaipur Vatika Buildhome Pvt. Ltd.			370,000	765,000
Jaipur Vatika Premises Pvt. Ltd.			640,000	1,645,000
Kalyan Villa Properties Pvt. Ltd.			6,015,000	9,880,000
Moonstone Apartment Pvt. Ltd.			11,565,000	14,915,000
Mountain View Heights Pvt. Ltd.			550,000	1,145,000
Pink City Electrodes Pvt. Ltd.			545,000	1,095,000
Prachir Landmart Pvt. Ltd.			-	135,000
Royal Classic Buildmart Pvt. Ltd.			7,070,000	8,370,000
Ruby Buildcon Pvt. Ltd.			5,135,000	5,940,000
Sarans Builders Pvt. Ltd.			705,000	1,685,000
Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016)			2,220,000	4,145,000
Sidhe Star Buildhome Pvt. Ltd.			43,270,000	20,440,000
Syon Infomedia Pvt. Ltd.			1,435,000	5,235,000
Valley View Residency Pvt. Ltd.			960,000	1,965,000
Wonder Primestate Pvt. Ltd.			2,750,000	5,630,000
<b>Total</b>	<b>116,985,000</b>	<b>157,604,250</b>	<b>86,418,382</b>	<b>104,816,000</b>
<b>Loans Repaid to us :</b>				
Abhi jain	-	26,846,702		
Hemang Jain	11,070,950	1,125,846		
Kusum Jain	2,808,960	-		
Jinendra Kumar Jain	127,483,900	148,144,146		
Aditya Buildmart Pvt. Ltd.			-	10,279,409
Anokhi buildestate Pvt. Ltd.			10,053,846	1,247,616
Anokhi Developers Pvt. Ltd.			-	13,685,300
Dream Vihar Buildhome LLP			8,388,652	849,816
Eros Kalyan Colonisers Pvt. Ltd.			693,728	60,568
Eros Sky Scrapers LLP			14,076,885	1,691,676
Hemang Construction Pvt. Ltd.			66,868,169	8,957,676
Jaipur Papers Pvt. Ltd.			6,503,073	806,175
Jaipur Vatika Buildev Pvt. Ltd.				8,588,321
Jaipur Vatika Buildhome Pvt. Ltd.			5,475,154	677,939
Jaipur Vatika Premises Pvt. Ltd.			9,489,817	1,150,468
Kalyan Villa Properties Pvt. Ltd.			22,849,866	8,189,707



Nature of Transactions	Value of the Transactions [ INR ]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
Finance	2019	2018	2019	2018
Moonstone Apartment Pvt. Ltd.			67,668,664	11,753,457
Mountain View Heights Pvt. Ltd.			8,207,699	1,017,805
Pink City Electrodes Pvt. Ltd.			7,936,384	982,874
Prachir Landmart Pvt. Ltd.			-	3,007,795
Royal Classic Buildmart Pvt. Ltd.			6,357,768	7,522,506
Ruby Buildcon Pvt. Ltd.			4,613,055	5,350,434
Sarans Builders Pvt. Ltd.			10,442,053	1,280,494
Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016)			30,735,180	3,858,596
Sidhe star Buildhome Pvt. Ltd.			45,492,444	3,336,144
Syon Infomedia Pvt. Ltd.			15,217,788	7,556,157
Valley View Residency Pvt. Ltd.			14,251,459	1,766,944
Wonder Primestate Pvt. Ltd.			40,810,109	5,078,965
<b>Total</b>	<b>141,363,810</b>	<b>176,116,694</b>	<b>396,131,793</b>	<b>108,696,842</b>
<b>Interest Received :</b>				
Abhi Jain	-	1,226,564		
Hemang Jain	327,853	967,097		
Kusum Jain	8,960	-		
Jinendra Kumar Jain	1,096,554	2,362,223		
Aditya Buildmart Pvt. Ltd.			-	737,910
Anokhi Buildestate Pvt. Ltd.			465,311	1,448,876
Anokhi Developers Pvt. Ltd.			-	93,902
Dream Vihar Buildhome LLP			385,239	1,107,551
Eros Kalyan Colonisers Pvt. Ltd.			30,771	69,300
Eros Sky Scrapers LLP			264,973	2,102,525
Hemang Construction Pvt. Ltd.			1,730,216	10,401,579
Jaipur Papers Pvt. Ltd.			300,884	935,951
Jaipur Vatika Buildev Pvt. Ltd.			-	1,062,188
Jaipur Vatika Buildhome Pvt. Ltd.			253,314	787,450
Jaipur Vatika Premises Pvt. Ltd.			439,012	1,351,163
Kalyan Villa Properties Pvt. Ltd.			7,837,072	9,515,478
Moonstone Apartment Pvt. Ltd.			7,234,603	13,750,205
Mountain View Heights Pvt. Ltd.			379,792	1,182,145
Pink City Electrodes Pvt. Ltd.			367,046	1,141,067
Prachir Landmart Pvt. Ltd.			-	400,713
Royal Classic Buildmart Pvt. Ltd.			6,650,725	8,733,548
Ruby Buildcon Pvt. Ltd.			4,835,124	6,211,618
Sarans Builders Pvt. Ltd.			483,126	1,497,517
Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016)			1,429,821	4,476,976
Sidhe Star Buildhome Pvt. Ltd.			4,679,549	4,463,243
Syon Infomedia Pvt. Ltd.			708,221	2,059,054
Valley View Residency Pvt. Ltd.			665,642	2,051,677
Wonder Primestate Pvt. Ltd.			1,783,366	5,895,835
<b>Total</b>	<b>1,433,367</b>	<b>4,555,884</b>	<b>40,923,807</b>	<b>81,477,471</b>
<b>TDS Received</b>				
Jinendra Kumar Jain	109,655	236,222		
Aditya Buildmart Pvt. Ltd.			-	73,791
Anokhi Buildestate Pvt. Ltd.			46,531	144,888
Anokhi Developers Pvt. Ltd.			-	9,390



Nature of Transactions	Value of the Transactions [ INR ]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2019	2018	2019	2018
<b>Finance</b>				
Dream Vihar Buildhome LLP			38,524	110,755
Eros Kalyan Colonisers Pvt. Ltd.			3,077	6,931
Eros Sky Scrapers LLP			26,498	210,253
Hemang Construction Pvt. Ltd.			173,023	1,040,159
Jaipur Papers Pvt. Ltd.			30,088	93,596
Jaipur Vatika Buildev Pvt. Ltd.			-	106,219
Jaipur Vatika Buildhome Pvt. Ltd.			25,332	78,746
Jaipur Vatika Premises Pvt. Ltd.			43,901	135,116
Kalyan Villa Properties Pvt. Ltd.			783,707	951,548
Moonstone Apartment Pvt. Ltd.			723,461	1,375,020
Mountain View Heights Pvt. Ltd.			37,979	118,215
Pink City Electrodes Pvt. Ltd.			36,705	114,107
Prachir Landmart Pvt. Ltd.			-	40,072
Royal Classic Buildmart Pvt. Ltd.			665,074	873,354
Ruby Buildcon Pvt. Ltd.			483,512	621,163
Sarans Builders Pvt. Ltd.			48,312	149,752
Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016)			142,982	447,698
Sidhe Star Buildhome Pvt. Ltd.			467,955	446,325
Syon Infomedia Pvt. Ltd.			70,822	205,906
Valley View Residency Pvt. Ltd.			66,565	205,169
Wonder Primestate Pvt. Ltd.			178,337	589,584
<b>Total</b>	<b>109,655</b>	<b>236,222</b>	<b>4,092,385</b>	<b>8,147,757</b>
<b>Outstanding :</b>				
<b>Receivable :</b>				
Hemang Jain	-	8,713,097		
Kusum Jain	-	-		
Jinendra Kumar Jain	-	14,342,001		
Anokhi Buildestate Pvt. Ltd.			-	8,960,066
Dream Vihar Buildhome LLP			-	7,471,937
Eros Kalyan Colonisers Pvt. Ltd.			-	621,034
Eros Sky Scrapers LLP			-	13,348,410
Hemang Construction Pvt. Ltd.			-	64,342,594
Jaipur Papers Pvt. Ltd.			-	5,792,277
Jaipur Vatika Buildhome Pvt. Ltd.			-	4,877,172
Jaipur Vatika Premises Pvt. Ltd.			-	8,454,706
Kalyan Villa Properties Pvt. Ltd.			49,728,811	59,510,312
Moonstone Apartment Pvt. Ltd.			35,881,526	85,474,048
Mountain View Heights Pvt. Ltd.			-	7,315,886
Pink City Electrodes Pvt. Ltd.			-	7,061,043
Royal Classic Buildmart Pvt. Ltd.			60,714,149	54,016,266
Ruby Buildcon Pvt. Ltd.			43,288,651	38,415,094
Sarans Builders Pvt. Ltd.			-	9,302,239
Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016)			-	27,228,341
Sidhe Star Buildhome Pvt. Ltd.			42,441,495	40,452,345
Syon Infomedia Pvt. Ltd.			-	13,145,389
Valley View Residency Pvt. Ltd.			-	12,692,382
Wonder Primestate Pvt. Ltd.			-	36,455,080
<b>Total</b>	<b>-</b>	<b>23,055,098</b>	<b>232,054,632</b>	<b>504,936,621</b>



Nature of Transactions	Value of the Transactions [ INR ]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
Finance	2019	2018	2019	2018
<b>Loans Taken</b>				
Abhi Jain (Loan)	-	13,478,436		
Bhupendra Kumar Jain	19,241,170	20,145,000		
Jinendra Kumar Jain	-	-		
Kusum Jain	-	4,720,000		
Rajendra Kumar Jain	-	165,680,000		
Rajendra Kumar Jain (Loan No. 2)	189,700,000			
Aditya Buildmart Pvt. Ltd. (Loan)			40,000	1,918,881
Anokhi Developers Pvt. Ltd. (Loan)			35,000	1,540,000
Blue Stone Premises Pvt. Ltd.			195,000	755,000
Jaipur Vatika Buildev Pvt. Ltd. (Loan)			9,590,000	3,685,000
Kalyan Awas Vikas Pvt. Ltd.			-	2,150,000
Kalyan Vihar Buildhome Pvt. Ltd.			700,000	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.			5,200,000	12,050,000
<b>Total</b>	<b>208,941,170</b>	<b>204,023,436</b>	<b>15,760,000</b>	<b>22,098,881</b>
<b>Loans Repaid</b>				
Abhi Jain (Loan)	-	13,582,110		
Bhupendra Kumar Jain	50,878,278	36,068,808		
Jinendra Kumar Jain	-	-		
Kusum Jain	-	8,698,273		
Rajendra Kumar Jain	292,486,939	169,754,819		
Rajendra Kumar Jain (Loan No. 2)	170,325,000	-		
Aditya Buildmart Pvt. Ltd. (Loan)			2,117,867	50,070
Anokhi Developers Pvt. Ltd. (Loan)			1,704,584	93,457
Blue Stone Premises Pvt. Ltd.			9,727,406	1,178,674
Jaipur Vatika Buildev Pvt. Ltd. (Loan)			14,071,457	-
Kalyan Awas Vikas Pvt. Ltd.			17,615,000	20,207,408
Kalyan Vihar Buildhome Pvt. Ltd.			9,090,000	9,080,249
Shri Kalyan Vatika Jaipur Pvt. Ltd.			14,475,000	8,611,367
<b>Total</b>	<b>513,690,217</b>	<b>228,104,010</b>	<b>68,801,314</b>	<b>39,221,225</b>
<b>Interest Paid</b>				
Abhi Jain (Loan)		115,193		
Bhupendra Kumar Jain	311,968	6,223,708		
Jinendra Kumar Jain		-		
Kusum Jain		230,324		
Rajendra Kumar Jain	7,236,979	40,312,895		
Rajendra Kumar Jain (Loan No. 2)	2,621,617			
Aditya Buildmart Pvt. Ltd. (Loan)			129,231	103,053
Anokhi Developers Pvt. Ltd. (Loan)			105,939	141,884
Blue Stone Premises Pvt. Ltd.			617,104	868,593
Jaipur Vatika Buildev Pvt. Ltd. (Loan)			809,233	75,720
Kalyan Awas Vikas Pvt. Ltd.			3,260,532	5,009,384
Kalyan Vihar Buildhome Pvt. Ltd.			1,904,712	2,856,867
Shri Kalyan Vatika Jaipur Pvt. Ltd.			3,182,836	3,648,780
<b>Total</b>	<b>10,170,564</b>	<b>46,882,120</b>	<b>10,009,587</b>	<b>12,704,281</b>



Nature of Transactions	Value of the Transactions [ INR ]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2019	2018	2019	2018
<b>Finance</b>				
<b>TDS PAID</b>				
Abhi Jain (Loan)		11,519		
Bhupendra Kumar Jain	31,197	622,371		
Jinendra Kumar Jain	-	-		
Kusum Jain	-	23,032		
Rajendra Kumar Jain	723,698	4,031,289		
Rajendra Kumar Jain (Loan No. 2)	262,162			
Aditya Buildmart Pvt. Ltd. (Loan)			12,922	10,306
Anokhi Developers Pvt. Ltd. (Loan)			10,594	14,188
Blue Stone Premises Pvt. Ltd.			61,710	86,859
Jaipur Vatika Buildev Pvt. Ltd. (Loan)			80,924	7,572
Kalyan Awas Vikas Pvt. Ltd.			326,053	500,938
Kalyan Vihar Buildhome Pvt. Ltd.			190,472	285,687
Shri Kalyan Vatika Jaipur Pvt. Ltd			318,284	364,877
<b>Total</b>	<b>1,017,057</b>	<b>4,688,211</b>	<b>1,000,959</b>	<b>1,270,427</b>
<b>Outstanding Loan Payable</b>				
Abhi Jain (Loan)	-	-		
Bhupendra Kumar Jain	-	31,356,337		
Jinendra Kumar Jain		-		
Kusum Jain		-		
Rajendra Kumar Jain		285,973,658		
Rajendra Kumar Jain (Loan No. 2)	21,734,455			
Aditya Buildmart Pvt. Ltd. (Loan)			-	1,961,558
Anokhi Developers Pvt. Ltd. (Loan)			-	1,574,239
Blue Stone Premises Pvt. Ltd.			-	8,977,012
Jaipur Vatika Buildev Pvt. Ltd. (Loan)			-	3,753,148
Kalyan Awas Vikas Pvt. Ltd.			19,247,925	33,928,446
Kalyan Vihar Buildhome Pvt. Ltd.			9,860,420	16,536,180
Shri Kalyan Vatika Jaipur Pvt. Ltd			23,778,455	30,188,903
<b>Total</b>	<b>21,734,455</b>	<b>317,329,995</b>	<b>52,886,800</b>	<b>96,919,486</b>
<b>Rent Paid</b>				
Prem Lata Jain	207,000	181,668		
<b>Total</b>	<b>207,000</b>	<b>181,668</b>	-	-
<b>Remuneration</b>				
Abhi Jain	600,000	600,000		
<b>Total</b>	<b>600,000</b>	<b>600,000</b>	-	-

**b** Details relating to persons referred to in item 26 - A [ a ] above :

	INR	
	Reporting period ended March 31,	
	2018	2017
<b>Remuneration :</b>		
Chairman :- Rajendra Kumar Jain	-	-
Managing Director :- Bhupendra Kumar Jain	-	-
Executive Director :- Jinendra Kumar Jain	-	-
<b>TOTAL</b>	-	-

**Note : 27 - Segment Information :**

Segment Information has been given as per Accounting Standard - 17 issued by the Institute of Chartered Accountants of India.

PARTICULARS	Financing Activity		Investment & Trading of Securities		CONSOLIDATED	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
<b>SEGMENT REVENUE</b>						
External Revenue	44,414,857	91,088,469	1,388,638	1,520,292	45,803,495	92,608,761
Unallocated corporate Revenue	-	-	-	-	-	-
<b>TOTAL Revenue</b>	<b>44,414,857</b>	<b>91,088,469</b>	<b>1,388,638</b>	<b>1,520,292</b>	<b>45,803,495</b>	<b>92,608,761</b>
<b>RESULT</b>						
Segment Result	9,060,117	20,241,135	398,246	1,459,422	9,458,363	21,700,557
Unallocated Corporate Income					-	-
Unallocated Corporate (Expenses)					8,274,886	9,259,466
Profit/(Loss) Before Tax					1,183,478	12,441,091
Less : Provision for Tax					(264,930)	326,760
<b>Profit/(Loss) After Tax</b>					<b>918,548</b>	<b>12,767,851</b>
<b>OTHER INFORMATION :-</b>						
Segment Assets	238,054,632	556,347,327	2,857,106	3,844,145	240,911,738	563,029,176
Unallocable Corporate Assets					31,277,552	27,459,879
<b>Total Assets</b>	<b>238,054,632</b>	<b>556,347,327</b>	<b>2,857,106</b>	<b>3,724,145</b>	<b>272,189,290</b>	<b>590,489,055</b>
<b>Segment Liabilities</b>	<b>181,283,841</b>	<b>498,040,723</b>	<b>-</b>	<b>-</b>	<b>181,283,841</b>	<b>496,649,855</b>
Unallocable Corporate liabilities					90,905,449	93,839,200
<b>Total Liabilities</b>	<b>181,283,841</b>	<b>498,040,723</b>	<b>-</b>	<b>-</b>	<b>272,189,290</b>	<b>590,489,055</b>
Capital Expenditure	-	-	-	-	300,000	1,515,670
Depreciation	-	-	-	-	2,012,738	2,151,233
Non cash expenses other than depreciation	-	-	-	-	-	-

As per our report of even date

**For JIGNA SHETH & ASSOCIATES**

Chartered Accounts

FRN 134922W

Sd/-

**JIGNA SHETH**

Proprietor

Membership No. 148236

Place: Mumbai

Date : 27th May, 2019

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

**RAJENDRA KUMAR JAIN**

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 27th May, 2019

Sd/-

**ASHOK KUMAR JAIN**

CHIEF FINANCIAL

OFFICER

Sd/-

**NANDANI PATIDAR**

COMPANY

SECRETARY



(Rs. In Lacs)

Particulars		Amount Outstanding		
<b>Long Term Investments</b>				
<b>1. Quoted :</b>				
(i) Shares :				
(a) Equity		-		
(b) Preference		-		
(ii) Debenture and Bonds		-		
(iii) Units of mutual funds		1.20		
(iv) Government Securities		-		
(v) Others (Please specify)		-		
<b>2. Unquoted :</b>				
(i) Shares :				
(a) Equity		-		
(b) Preference		-		
(ii) Debenture and Bonds		-		
(iii) Units of mutual funds		-		
(iv) Government Securities		-		
(v) Others (Please specify)		-		
<b>(6) Borrower group wise classification of assets financed as in (3) and (4) above:</b> Please see Note 2 below				
		<b>Amount net of provisions</b>		
<b>Category</b>		<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
1. Related Parties**				
(a) Subsidiaries		-	-	-
(b) Companies/Concern in the same group		-	-	-
(c) Other related parties		-	2314.75	2314.75
2. Other than related parties			54.00	54.00
<b>Total</b>				
<b>(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>			<b>Market value/ Break up or fair value or NAV(Rs/unit)</b>	<b>Book Value (Net of Provision) (Rs./Unit)</b>
1. Related Parties**				
(a) Subsidiaries			-	-
(b) Companies in the same group			-	-
(c) Other related parties			-	-
2. Other than related parties:				
a) Equity Instruments			-	-
b) Mutual Fund Units			18.07	10.00
** As per Accounting Standard ICAI (Please see Note 3)				
<b>(8) Other information</b>				
<b>Particulars</b>		<b>Amount</b>		
(i) Gross Non-Performing Assets				
(a) Related parties		-		
(b) Other than related parties		60		
(ii) Net Non-Performing Assets				
(a) Related parties		-		
(b) Other than related parties		54		
(iii) Assets acquired in satisfaction of debt		-		

**Notes:**

- As defined in point xix of paragraph 3 of chapter-2 of Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016
- Provisioning norms shall be applicable as prescribed in Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016
- All accounting standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/NAV in respect of unquoted investments shall be investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.
- Loans and Advances include TDS receivable on Interest received on Fixed Deposits and MAT credit Entitlement.
- Inventory has been excluded from Point 5 & Point 7 above.
- Inter-corporate loans and borrowings does not include Inter-corporate loans and borrowings from related party.



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## SHRI KALYAN HOLDINGS LIMITED

**CIN: L67120RJ1993PLC061489**

**Registered office:** B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017, (Rajasthan)

**Tel. No & Fax. :** 0141-2554270, 0141-4034062

**Website:** www.shrikalyan.com, **E-Mail:** shrikalyan25@hotmail.com

### ATTENDANCE SLIP

**27<sup>TH</sup> ANNUAL GENERAL MEETING, FRIDAY, AUGUST 30, 2019 AT 03:00 P.M.**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

**Joint shareholders may obtain additional Slip at the venue of the meeting.**

NAME AND ADDRESS OF THE MEMBER	<p>I certify that I am a member/proxy/authorized representative for the member of the Company.</p> <p>I hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the company being held at Reg. Office at B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) India on Friday, August 30, 2019 at 03:00 P.M.</p> <p style="text-align: right;">Signature of Member/proxy</p>
NO. OF SHARES HELD	
FOLIO / DP ID NO. / CLIENT ID NO.	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.)	

**Notes:**

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall after affixing signature on it.
2. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
3. Members are requested to bring their copies of the Annual Report to the AGM.



**SHRI KALYAN HOLDINGS LIMITED**

CIN: L67120RJ1993PLC061489

Registered office: B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017, (Rajasthan)

Tel. No &amp; Fax. : 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: shrikalyan25@hotmail.com

Form No. MGT-11

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: L67120RJ1993PLC061489

Name of Company: Shri Kalyan Holdings Limited

Regd office: B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017, (Rajasthan)

Name of the Member(s) _____
Registered address _____
E-mail ID _____
Folio No. / Client ID _____ DP ID _____

I/We, being the Member(s) of..... shares of the above named Company, hereby appoint

- Name: .....  
Address .....  
E-mail id ..... or failing him/her; Signature
- Name: .....  
Address .....  
E-mail id ..... or failing him/her; Signature
- Name: .....  
Address .....  
E-mail id ..... or failing him/her; Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, August 30, 2019 at 03:00 P..M. at the Registered Office of the Company situated at B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Description	For*	Against*
<b>Ordinary Business</b>			
1.	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and auditor's thereon.		
2.	Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251), a director liable to retire by rotation		
3.	Appointment of M/s S. Rakhecha & Co., Chartered Accountants as Statutory Auditors of the Company		
<b>Special Business</b>			
4.	Re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director		
5.	Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director		
6.	Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director		

Signed this..... day of .....2019.

Signature of shareholder.....

Signature of proxy holder(s).....

**Note:**

- \*1. This form of Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**
- It is optional to indicate your preference. If you leave the 'for' or 'against' 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.**

Affix Revenue Stamp of not less than Rs. 1
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## Route Map to the venue of the AGM

Address: B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan)

Landmark: Behind Genpact and Kesar Kothi

