

Shri Kalyan Holdings Limited

CIN: L67120MH1993PLC070526



*23RD
Annual Report
2014-15*



<p>BOARD OF DIRECTORS</p> <ul style="list-style-type: none"> • MR. RAJENDRA KUMAR JAIN DIN: 00168151 Chairman and Whole Time Director • MR. BHUPENDRA KUMAR JAIN DIN: 00168215 Managing Director • MR. JINENDRA KUMAR JAIN DIN: 00168251 Whole Time Director • MR. VIRAT DEWAN DIN: 00155356 Independent and Non Executive Director • MR. DEVENDRA KUMAR PATNI DIN: 01647627 Independent and Non Executive Director • MRS. PRIYANKA PATNI DIN: 00556339 Woman Independent and Non Executive Director 	<p>BOARD COMMITTEES</p> <ul style="list-style-type: none"> • Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mr. Rajendra Kumar Jain (Member) • Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mrs. Priyanka Patni (Member) • Stakeholders Relationship Committee: Mr. Virat Dewan (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)
<p>Company Secretary & Compliance Officer: CS Komal Gandhi</p>	<p>Chief Financial Officer: Mr. Ashok Kumar Jain</p>
<p>Statutory Auditors: M/s Banshi Jain & Associates, Chartered Accountants, Mumbai</p>	<p>Secretarial Auditors: M/s V.M. & Associates, Company Secretaries, Jaipur</p>
<p>Principal Banker: Allahabad Bank, Jaipur</p>	<p>Corporate and Correspondence Office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur- 302 017 (Rajasthan). Phone & Fax : 0141-4034062</p>
<p>Registrar and Share Transfer Agent : M/s Beetal Financial and Computer Services (P) Limited "Beetal House" 3rd Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi Phone No: 91-11-2991281, 29961282, Fax:-91-11-29961284. Email: investor@beetalfinancial.com, Website: www.beetalfinancial.com</p>	
<p>Registered Office : Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (west) Navi Mumbai-400706 (Maharashtra). Phone No. & Fax: 022-27711214 Email:shrikalyan25@hotmail.com Website:www.shrikalyan.com</p>	



Index

CONTENTS	PAGES
Notice of Annual General Meeting	1-4
Directors' Report	5-11
Annexure to Directors' Report	12-24
Independent Auditor's Report	25-27
Balance Sheet	28
Statement of Profit and Loss	29
Cash Flow Statement	30
Significant Accounting Policies & Notes Forming Part of Balance Sheet and Statement of Profit & Loss	31-43
Statement in Terms of Paragraph 9BB of NBFC's Prudential Norms (RBI) Directions, 1998	44-45

NOTICE

Notice is hereby given that the **23rd (Twenty Third) Annual General Meeting (AGM)** of the Members of **Shri Kalyan Holdings Limited (SKHL)** will be held on Friday, the 14th Day of August, 2015 at 4.00 P.M. at its Registered Office situated at Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No- 282A & 285, Sarsole (G.E.S.), Sector-6, Nerul west, Navi Mumbai-400706 (Maharashtra) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jinendra Kumar Jain (DIN: 00168251), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s Banshi Jain & Associates, as statutory auditors of the Company and to authorize Board to fix their remuneration. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) 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), consent of the company be and is hereby accorded ratifying the appointment (for the financial year 2015-16) of M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (firm registration No: 100990W) as Statutory auditors of the company pursuant to resolution approved by the shareholders in the 22nd AGM held on 31st July, 2014 at such remuneration as may be mutually decided by the Auditor and Board of Directors.”

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

KOMAL GANDHI

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 28TH MAY, 2015

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Members and Proxies attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting, as the copies of the report will not be circulated at the meeting.
- 3) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Jinendra Kumar Jain (DIN: 00168251), Director of the company, retires by rotation at the ensuing Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 11th day of August, 2015 to Friday, 14th day of August, 2015**, (both days inclusive).
- 5) 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 Annual General Meeting.
- 6) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 8) Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
- 9) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and

- vote on their behalf at the Annual General Meeting.
- 10) Members are requested to address all correspondence to Beetal Financial & Computer Services (P) Ltd., BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110 062, India, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and Company's name "Shri Kalyan Holdings Limited" in all your future correspondences.
 - 11) The Register of Directors' shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
 - 12) The Register of Contracts maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
 - 13) 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 days prior to the date of Meeting so that the required information can be made available at the Meeting.
 - 14) All the documents referred in the notice will be available for inspection by the shareholders at the corporate office of the Company between 11.00 a.m. to 5.00 p.m. on all the working days hereof upto the date of the meeting.
 - 15) **Go Green Initiative:** Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under and clause 32 of the Amended Listing Agreement, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company are requested to register their e-mail ID's with M/s Beetal Financial and Computer Services (P) 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.
 - 16) The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
 - 17) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
 - 18) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Friday, 07th August, 2015** (Cut-off date).
 - 19) CS Manoj Maheshwari, FCS: 3355, Practising Company Secretary, Jaipur has been appointed as a scrutinizer for the conduct of remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
 - 20) The final results including the poll and remote e-voting results shall be declared on Monday, 17th August, 2015. The final results along with the scrutinizers report shall be placed on the Company's website **www.shrikalyan.com** and on CDSL's website within two days of passing of the resolution at the AGM of the Company.
 - 21) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Friday, 07th August, 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
 - 22) The instructions for shareholders for e-voting are as under:
 - i) 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 meeting through ballot paper.
 - ii) 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 cast their vote again.

- iii) The remote e-voting period commences on Tuesday, 11th August, 2015 at 10.00 A.M. and ends on Thursday, 13th August, 2015 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 07th August, 2015 may cast their vote through remote e-voting. 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.

In case of members receiving e-mail:

- i) To initiate the voting process, log on to the e-voting website viz. www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) 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.
- iv) Thereafter, enter the image verification Code as displayed and click on "Login" tab.
- v) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password is to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.



- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Additional instructions 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 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 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Members receiving Notice by Post/Courier:

Please follow all steps from sl. no. (i) to sl. no. (xvii) 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 under help section or write an email to helpdesk.voting@cdslindia.com.

Members who have received the Notice by e-mail and who wish to receive the Notice in Physical form are requested to submit the request to the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
SD/-**

**KOMAL GANDHI
COMPANY SECRETARY & COMPLIANCE OFFICER**

**PLACE: JAIPUR
DATE: 28TH MAY, 2015**

DIRECTORS' REPORT

**DEAR MEMBERS,
SHRI KALYAN HOLDINGS LIMITED**

Your Directors have pleasure in presenting their 23rd Annual Report together with the Audited Annual Financial Statements of the Company for the year ended March 31, 2015.

1. FINANCIAL HIGHLIGHTS:

{Amount in Rs.}

Particulars	Financial Year 2014-15	Financial Year 2013-14
Net Profit/(Loss) before Tax	(76,99,972)	(9,670,004)
Less : Provision for Tax	-	-
Deferred Tax	(163,200)	1,43,676
Prior period Adjustments	-	-
Fringe Benefit Tax	-	-
Profit/(Loss) after Tax	(75,36,772)	(9,813,680)
Balance Profit/(Loss) b/f	(25,867,254)	(16,053,574)
Additional Depreciation as per Schedule II of the Companies Act, 2013	(2,16,202)	-
Balance carried to Balance Sheet	(33,620,228)	(25,867,254)

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

2. OPERATIONS AND COMPANY'S AFFAIRS:

The Company's performance suffered a set-back in the year, largely on account of the prolonged sluggishness in the Financial Services Sector.

The highlights of the Company's performance are as under:

- Net Profit/ (Loss) before Tax decreased by 20.37% to Rs. 76,99,972/- from the last F.Y.
- Profit/ (Loss) after Tax decreased by 23.20% to Rs. 75,36,772/- from the last F.Y.

3. DIVIDEND:

In view of the continued losses incurred including the losses for the financial year under report, your Directors regret their inability to recommend any Dividend for the year ended March 31, 2015.

4. CAPITAL STRUCTURE:

During the FY 2014-15 there is no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lac Seventy Seven Thousand and Five Hundred).

5. NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

During the financial year 2014-15, the Board of Directors of the Company met **10 (ten) times** on 29th April, 2014, 28th May, 2014, 29th July, 2014, 13th November, 2014, 16th January, 2015, 07th February, 2015, 13th February, 2015, 02nd March, 2015, 09th March, 2015 and 14th March, 2015.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Listing Agreement entered into by the company with the Stock Exchanges. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2015.

6. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Non-Executive Directors of the company viz. Mr. Virat Dewan, Mrs. Priyanka Patni and Mr. Devandra Kumar Patni, have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year, Mrs. Priyanka Patni (DIN: 00556339) was appointed as an additional director of the Company w.e.f. 28.05.2014 and was regularized as a Woman Independent Director of the company in the AGM held on 31.07.2014.

During the year, Mr. Ashok Kumar Jain was appointed as Chief Financial Officer (CFO) of the Company, pursuant to Section 203 of the Companies Act, 2013 read with the rules made there under.

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 will retire by rotation at

the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment.

8. TRANSFER TO RESERVES:

Our Company is a Non-Banking Finance Company registered with Reserve Bank of India (RBI); hence it has to make a provision for standard assets at 0.25% of the outstanding standard assets in accordance with the provisioning norms of RBI i.e. Rs. 136550/- for the financial year 2014-15 and transfer the amount to special reserve fund.

9. NOMINATION & REMUNERATION POLICY:

The Company follows a policy on "Nomination and Remuneration of Directors, Key managerial Personnel and Senior Management". The policy is approved by the Nomination & Remuneration Committee and the Board. More details on the same are given in **Annexure "I"**.

10. AUDITORS:

• Statutory Auditors

M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 100990W) have been appointed as Statutory Auditors of the company at the last AGM held on 31.07.2014 for a period of three years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members.

The company has received letter from M/s. Banshi Jain & Associates, 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 said Act.

The Notes on Financial Statements referred to in the Auditor's Report for the financial year ended 31st March, 2015 are self-explanatory and does not call for any further comments.

• Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur (FRN: 2277) as Secretarial Auditor of the Company to carry out the secretarial audit of the company for the F.Y. 2014-15. The Secretarial Audit Report is annexed herewith as **Annexure "II"**.

The Secretarial Audit report for the financial year ended 31 March, 2015 is self explanatory and does not call for any further comments.

The board has also re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company for the F.Y. 2015-16.

• Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board has appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur as Internal Auditor of the Company to carry out the internal audit of the company for the F.Y. 2014-15.

The Internal Audit report for the financial year ended 31 March, 2015 is self explanatory and does not call for any further comments.

The board has also re-appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur as Internal Auditor of the Company for the F.Y. 2015-16.

11. LOANS AND 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.

12. RELATED PARTY TRANSACTIONS:

There were no contracts or arrangements entered into by the company in accordance with provisions of Section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Relevant Form for 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 is given in **Annexure "III"** to this Report.

13. CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on website of the company i.e. www.shrikalyan.com.

The Company has obtained confirmations for the compliance with the said code from all its Board members and senior management personnel for the year ended March, 31, 2015.

14. MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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 RELATE AND THE DATE OF THE REPORT:

The information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Material Changes And Commitments, there are no such material changes and commitments which affecting the financial position of the company.

15. EXTRACT OF THE ANNUAL RETURN:

The extract of the Annual Return in form MGT 9 as on the for the financial year ended 31st March, 2015 is annexed herewith as **Annexure “IV”**.

16. 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.

17. POSTAL BALLOT:

During the year under review, Special Resolutions for authorizing the Board for the following and as contained in the Notice to shareholders dated 14.03.2015 were approved by the shareholders of the Company by way of postal ballot:

1. To make loans, investments, guarantees and securities in other bodies corporate u/s 186 of the Companies Act, 2013 upto a sum of Rs. 100,00,00,000 (Rupees One Hundred Crores Only).
2. To borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 100,00,00,000 (Rupees One Hundred Crores only).
3. To sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) and/or asset(s), present and future of the Company u/s 180 (1) (a) of the Companies Act, 2013 to secure borrowings of the company upto a sum of Rs.100,00,00,000(Rupees One Hundred Crores only).
4. To keep all the statutory registers and copies of annual return etc., at the corporate office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan) u/s 94 of the Companies Act, 2013.

CS Manoj Maheshwari, FCS; 3355, Practicing Company Secretary, Jaipur was appointed as the Scrutinizer for the Postal Ballot process. The e-voting facility was also made available in compliance with the applicable provisions of the Companies Act, 2013 and the Listing agreement for postal ballot process. However, none of the shareholders utilized the option.

➤ **Details of voting are as follows:**

Item No. 1: Special Resolution pursuant to Section 186 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter group	57,30,700	55,04,900	96.06	55,04,900	0	100.00	0.00
Public institutional holders	1,96,900	—	—	—	—	—	—
Public-others	40,46,900	1,47,200	3.64	1,25,700	21,500	85.39	14.61
Total	99,74,500	56,52,100	56.67	56,30,600	21,500	99.62	0.38

Percentage of Votes cast in favour: **99.62%** | Percentage of votes cast against: **0.38%**

Item No 2: Special Resolution pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter group	57,30,700	55,04,900	96.06	55,04,900	0	100	0
Public institutional holders	1,96,900	—	—	—	—	—	—
Public-others	40,46,900	1,47,200	3.64	1,46,700	500	99.66	0.34
Total	99,74,500	56,52,100	56.67	56,51,600	500	99.99	0.01

Percentage of Votes cast in favour: **99.99%** | Percentage of votes cast against: **0.01%**

Item No 3: Special Resolution pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter group	57,30,700	55,04,900	96.06	55,04,900	0	100	0
Public institutional holders	1,96,900	—	—	—	—	—	—
Public-others	40,46,900	1,47,200	3.64	1,21,700	25,500	82.68	17.32
Total	99,74,500	56,52,100	56.67	56,26,600	25,500	99.55	0.45

Percentage of Votes cast in favour: **99.55%** | Percentage of votes cast against: **0.45%**

Item No 4: Special Resolution pursuant to Section 94 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force).

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) $=[(2)/(1)]*100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) $=[(4)/(2)]*100$	% of Votes against on votes polled (7) $=[(5)/(2)]*100$
Promoter and Promoter group	57,30,700	55,04,900	96.06	55,04,900	0	100	0
Public institutional holders	1,96,900	—	—	—	—	—	—
Public-others	40,46,900	1,47,200	3.64	1,17,200	30,000	79.62	20.38
Total	99,74,500	56,52,100	56.67	56,22,100	30,000	99.47	0.53

Percentage of Votes cast in favour: **99.47%** | Percentage of votes cast against: **0.53%**

18. EVALUATION OF PERFORMANCE OF BOARD/ COMMITTEES/ KMP/ INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as their presence, leadership, level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

19. 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.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15

- Number of complaints received: NIL
- Number of complaints disposed off: NIL

20. FIXED DEPOSITS:

The Company has not invited, accepted or renewed deposits from public within the meaning of Section 73 of the Companies Act, 2013, read with The Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

21. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The operations of your company are not energy intensive. Furthermore, the Company, being a non-banking finance company (NBFC), does not have any manufacturing activity, The directors, therefore, have nothing to report on 'conservation of energy and technology absorption.

Foreign exchange earnings and outgo is reported to be Nil during the financial year.

22. COMPOSITION OF AUDIT COMMITTEE:

Composition

The Audit Committee comprises of three Directors, two of whom are Non-Executive, Independent Directors. The Chairman of the Audit Committee possesses knowledge by corporate finance, accounts and company law.

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

Names of Members	Designation
Mr. Devendra Kumar Patni DIN: 01647627	Chairman - Independent, Non-Executive
Mr. Virat Dewan DIN: 00155356	Member - Independent, Non-Executive
Mr. Rajendra Kumar Jain DIN: 00168151	Member - Executive

Terms of Reference:

- a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) Examination of the financial statement and the auditor's report thereon;
- d) Approval or any subsequent modification of transactions of the company with related parties;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the company, wherever it is necessary;
- g) Evaluation of internal financial controls and risk management systems;
- h) Monitoring the end use of funds raised through public offers and related matters.
- i) The role of Audit Committee shall inter alia include the roles as prescribed in clause 49 of the listing agreement.

23. LISTING OF SECURITIES:

The equity shares of the company are listed with the BSE Limited and the listing fee for the year 2015-16 has been duly paid.

Scrip Code: 532083

24. 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 behavior. The Vigil Mechanism Policy has been uploaded on the website of the Company i.e. www.shrikalyan.com

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.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time.

The details of Vigilance Officer are as under:

Name: Shri Devendra Kumar Patni, Independent Director

Address: 8/283, Vidhyadhar Nagar, Jaipur-302012 (Raj.)

Email: devendra.skhl@gmail.com

25. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT:

As per the SEBI Circular **CIR/CFD/POLICY CELL/7/2014** dated 15th September, 2014, compliance with the provisions of Clause 49 is not mandatory for the time being, in respect of the following class of companies:

- a. Companies 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;
- b. Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms.

As such our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Clause 49 of the Listing Agreement is not mandatory for our Company.

Consequently Management Discussion & Analysis report and Corporate Governance Report under Clause 49 of the Listing Agreement does not form part of the Annual Report for the Financial Year 2014-15.

26. EQUAL OPPORTUNITY TO ALL THE EMPLOYEES:

The Company has always provided a congenial atmosphere for work to all sections of the society. Your Company is committed to respect universal human rights. To that end, the Company practices and seeks to work with business associates who believe and promote these standards. The Company is committed to provide equal opportunities at all levels, safe and healthy workplaces and protecting human health and environment. The Company provides opportunities to all its employees to improve their skills and capabilities. The Company's commitment extends to its neighboring communities to improve their educational, cultural, economic and social well-being. Your Company is an equal opportunity employer and does not discriminate on the grounds of race, religion, nationality, ethnic origin, color, gender, age, citizenship, sexual orientation, marital status or any disability not affecting the functional requirements of the position held.

27. REMUNERATION RELATED DETAILS:

- A. None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- B. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure "V"**.



28. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures from the same;
- 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 this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and;
- the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. INTERNAL FINANCIAL CONTROL SYSTEMS:

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports.

30. ACKNOWLEDGEMENT:

The Board of Directors wish to place on record its sincere appreciation for due co-operation received from the Company's Bankers, Government, Advisors, Shareholders etc. The Directors are also thankful to the employees at all levels for their continued support.

PLACE: JAIPUR
DATE: 28TH MAY, 2015

BY ORDER OF THE BOARD OF DIRECTORS
SD/-
RAJENDRA KUMAR JAIN
DIN: 00168151
CHAIRMAN AND WHOLE TIME DIRECTOR

Annexure to the Directors' Report

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time.

The Board of Directors of Shri Kalyan Holdings Ltd. ("the Company") re-constituted the "Nomination Committee" as "Nomination and Remuneration Committee" at the Meeting held on May 28, 2014 with immediate effect, consisting of three (3) Non-Executive Directors of which all are Independent Directors. The policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors. Objective and purpose of the Policy:

OBJECTIVE:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- I. To guide the Board and lay down criteria in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- II. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- III. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- IV. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- V. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- VI. To devise a policy on Board diversity,
- VII. To develop a succession plan for the Board and to regularly review the plan.

The Nomination and Remuneration Policy has been formulated in order to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the shareholders.

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 28th May, 2014.

DEFINITIONS:

- I. "**Act**" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- II. "**Board**" means Board of Directors of the Company.
- III. "**Directors**" mean the Directors of the Company.
- IV. "**Key Managerial Personnel**" (KMP) means:
 - Chief Executive Officer or the Managing Director or the Manager;
 - Whole-time director;
 - Chief Financial Officer;
 - Company Secretary; and
 - Such other officer as may be prescribed under the Act.
- V. "**Senior Management**" means personnel of the company who are members of its core management team excluding the Board of Directors and KMPs, comprising of all members of management one level below the Executive Directors including Functional Heads.

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Board has changed the nomenclature of Remuneration Committee by renaming it as Nomination and Remuneration Committee on 28th May, 2014. The Nomination and Remuneration Committee comprises of following Directors:

Name	Position
Mr. Devendra Kumar Patni	Chairman (Independent, Non-executive)
Mr. Virat Dewan	Member (Independent, Non-executive)
Mrs. Priyanka Patni	Member (Independent, Non-executive)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

APPLICABILITY

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

ROLE OF COMMITTEE:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

➤ Appointment criteria and qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. Criteria for identifying persons who are qualified to be appointed as a Directors / KMP /Senior Management Personnel of the Company:

a) Directors

Section 164 of the Companies Act, 2013 states disqualifications for appointment of any person to become Director of any Company. Any person who in the opinion of the Board is not disqualified to become a Director, and in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.

b) Independent Directors

For appointing any person as an Independent Director he/she should possess qualifications as mentioned in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014

c) Senior Management Personnel and KMP

- The Company has an hierarchy structure displaying positions of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company is to match the requirements prescribed in the hierarchy structure of the Company.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

➤ Term / Tenure

a) Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

➤ Evaluation

- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly)

a. Criteria for evaluating Non-executive Board members:

Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act states that the Independent Directors shall at its separate meeting review performance of non-independent directors and the Board as a whole and the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated.

b. Criteria for evaluating performance of Key Managerial Personnel and Senior Management Personnel

Criteria for evaluating performance of KMP and Senior Management Personnel shall be as per the HR Guideline on Performance Management System and Development Plan of the Company..

➤ Removal

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

➤ Retirement

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

REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- The remuneration to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

SITTING FEES

In view of the present financial position of the Company no Director is entitled to receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided, Board is empowered to fix the sitting fees for the Directors, however, the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

COMMISSION

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the provisions of Section 197 the Companies Act, 2013.

STOCK OPTIONS

An Independent Director shall not be entitled to any stock option of the Company.

MEMBERSHIP, FREQUENCY OF MEETINGS

- Chairperson of the Committee shall be an Independent Director.
- The Committee shall consist of a minimum 3 non-executive directors, all of them being independent.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.
- The meeting of the Committee shall be held at such regular intervals as may be required.

SECRETARY

- The Company Secretary of the Company shall act as Secretary of the Committee.

MINUTES OF COMMITTEE MEETING

- Proceedings of all meetings must be minutised and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

COMMUNICATION OF THIS POLICY

- For all Directors, a copy of this Policy shall be handed over within one month from the date of approval by the Board. This Policy shall also be posted on the web-site of the Company and in the Annual Report of the Company.

AMENDMENT

- Any change in the Policy shall, on recommendation of Nominations and Remuneration Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

Form No. MR-3

ANNEXURE "II"

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

[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]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

To,
The Members,
Shri Kalyan Holdings Limited
CIN: L67120MH1993PLC070526
Saptashrungi Apartment, Flat no-1,
Ground floor, Plot, No-282 A & 285, Sarsole (G.E.S),
Sector-6, Nerul (west) Navi, Mumbai- 400 706

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, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).



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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during the audit period**); and
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange. During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as 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 not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Jaipur
Date: 28.05.2015

For V.M. & Associates
Company Secretaries
Sd/-
CS Vikas Mehta
ACS No.:A28964
C P No. 12789

ANNEXURE "III"

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)

Form for 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(s) 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: 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) Date(s) of approval by the Board, if any: N.A.
- (f) Amount paid as advances, if any: N.A.

FOR AND ON BEHALF OF THE BOARD
SD/-
RAJENDRA KUMAR JAIN
DIN: 00168151
CHAIRMAN AND WHOLE TIME DIRECTOR

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015
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	L67120MH1993PLC070526
2. Registration Date	25/01/1993
3. Name of the Company	SHRI KALYAN HOLDINGS LIMITED
4. Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES
5. Address of the Registered office & contact details	SAPTASHRUNGI APARTMENT, FLAT NO -1, GROUND FLOOR, PLOT NO - 282 A & 285, SARSOLE (G.E.S.) SECTOR-6, NERUL (WEST), NAVI MUMBAI - 400706 (MAHARASHTRA), TELE/FAX : 022-27711214 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	65923	96.78

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S.N	Name and address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	-	-	-	-	-

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 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5047700	-	5047700	50.61	5542700	-	5542700	55.57	4.96
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	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	5235700	-	5235700	52.49	5730700	-	5730700	57.45	4.96



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	196900	196900	1.97	-	196900	196900	1.97	-
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)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	196900	196900	1.97	-	196900	196900	1.97	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	41700	16000	57700	0.58	38700	16000	54700	0.55	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4283700	200000	4483700	44.95	3791700	200000	3991700	40.02	4.93
c) Others (specify) Hindu Undivided Families	500	-	500	0.01	500	-	500	0.01	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4325900	216000	4541900	45.54	3830900	216000	4046900	40.58	4.96
Total Public Shareholding (B)=(B)(1)+(B)(2)	4325900	412900	4738800	47.51	3830900	412900	4243800	42.55	4.96
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9561600	412900	9974500	100	9561600	412900	9974500	100	-

(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	Prem Lata 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	0	0	-	206000	2.07	-	2.07
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	Bhupendra Jain	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 Jain	699900	7.02	-	843300	8.45	-	1.43
13	Kavita Jain	197000	1.98	-	197000	1.98	-	0
14	Jinendra Kumar Jain HUF	0	0	-	145600	1.46	-	1.46
15	Shri Kalyan Gems Exports Limited	188000	1.88	-	188000	1.88	-	0
	Total	5235700	52.49	-	5730700	57.45	-	



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

S. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Prem Lata Jain	396300	3.97	396300	3.97
2.	Bhanwar Lal Jain HUF	41000	0.41	41000	0.41
3.	Rajendra Kumar Jain	508100	5.09	508100	5.09
4.	Sunita Jain	601600	6.03	601600	6.03
5.	Hemang Jain (Off Market Transfer of Shares 17.07.2014)	0	0	206000	2.07
6.	Rajendra Kumar Jain HUF	3400	0.03	3400	0.03
7.	Kusum Jain	858600	8.61	858600	8.61
8.	Abhi Jain	496000	4.97	496000	4.97
9.	Bhupendra Jain	766900	7.69	766900	7.69
10.	Anita Jain	444500	4.46	444500	4.46
11.	Bhupendra Kumar Jain HUF	34400	0.34	34400	0.34
12.	Jinendra Jain (Off Market Transfer of Shares 17.07.2014)	699900	7.02	843300	8.45
13.	Kavita Jain	197000	1.98	197000	1.98
14.	Jinendra Kumar Jain HUF (Off Market Transfer of Shares 17.07.2014)	0	0	145600	1.46
15.	Shri Kalyan Gems Exports Limited	188000	1.88	188000	1.88

D) 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		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Darshana R Golecha	2,00,000	2.005	2,00,000	2.005
2.	Raj Kishore Kamat	98,500	0.988	98,500	0.988
3.	Kalu Ram Balai	98,500	0.988	98,500	0.988
4.	Bhanwar Lal Sogani	98,500	0.988	98,500	0.988
5.	Mona Devi	98,500	0.988	98,500	0.988
6.	Anshila Jain	98,500	0.988	98,500	0.988
7.	Jamna Devi	98,500	0.988	98,500	0.988
8.	Ram Pal	98,500	0.988	98,500	0.988
9.	Kalyan Sahay Bairwa	98,400	0.987	98,400	0.987
10.	Rajo Devi	98,400	0.987	98,400	0.987
11.	Ram Prasad Meena	98,400	0.987	98,400	0.987
12.	Sudhendra Kumar	98,400	0.987	98,400	0.987
13.	Rajesh Kumar Prajapat	98,400	0.987	98,400	0.987
14.	Paras Kumar Sogani	98,400	0.987	98,400	0.987
15.	Diksha Jain	98,400	0.987	98,400	0.987
16.	Raj Devi	98,400	0.987	98,400	0.987
17.	Rukmani Devi	98,400	0.987	98,400	0.987

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajendra Kumar Jain - Chairman and Whole Time Director	508100	5.09	508100	5.09
2.	Bhupendra Jain - Managing Director	766900	7.69	766900	7.69
3.	Jinendra Jain (Off Market Transfer of Shares 17.07.2014) - Whole Time Director	699900	7.02	843300	8.45
4.	Virat Dewan - Independent Director	-	-	-	-
5.	Devendra Kumar Patni - Independent Director	-	-	-	-
6.	Priyanka Patni - Independent Director	-	-	-	-
7.	Komal Gandhi - Whole Time Company Secretary	-	-	-	-
8.	Ashok Kumar Jain - Chief Financial officer (Appointed w.e.f. 13.02.2015)	21200	0.21	21200	0.21

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	40,85,785	4,33,667	-	45,19,452
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	40,85,785	4,33,667	-	45,19,452
Change in Indebtedness during the financial year				
* Addition	33,10,580	26,86,29,539	-	27,19,40,119
* Reduction	23,43,133	52,434,294	-	5,47,77,427
Net Change	9,67,447	21,61,95,245	-	21,71,62,692
Indebtedness at the end of the financial year				
i) Principal Amount	50,53,232	21,66,28,912	-	22,16,82,144
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	50,53,232	21,66,28,912	-	22,16,82,144

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager (Paid For 6 Months During the F.Y. 2014-15)			Total Amount
		Mr. Rajendra Kumar Jain	Mr. Bhupendra 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*	600000	600000	600000	1800000
	(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	-	-	-	-

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager (Paid For 6 Months During the F.Y. 2014-15)			Total Amount
		Mr. Rajendra Kumar Jain	Mr. Bhupendra Kumar Jain	Mr. Jinendra Kumar Jain	
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	6,00,000	6,00,000	6,00,000	18,00,000
	Ceiling as per the Act	Not Exceeding 42 Lakhs Yearly			

* Remuneration paid for 6 (Six) months (From April to September, 2014) due to huge losses in Company.

B. Remuneration to other directors

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

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO*	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (CFO Appointed on 13.02.2015)	-	2,16,000	24,000	2,40,000
	(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	-	-	-	-
	Total	-	2,16,000	24,000	2,40,000

*Appointed w.e.f. 13.02.2015



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)
A. COMPANY					
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. DIRECTORS					
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.
C. OTHER OFFICERS IN DEFAULT					
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.

PLACE: JAIPUR
DATE: 28TH MAY, 2015

BY ORDER OF THE BOARD OF DIRECTORS
SD/-
RAJENDRA KUMAR JAIN
DIN: 00168151
CHAIRMAN AND WHOLE TIME DIRECTOR

Analysis of Managerial Remuneration

Pursuant to 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:

- The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15 :

Name of Directors	Ratio
Mr. Rajendra Kumar Jain*	11.11:1
Mr. Bhupendra Kumar Jain*	11.11:1
Mr. Jinendra Kumar Jain*	11.11:1

*The above calculation was done on the basis of remuneration paid to directors annually, whereas actual remuneration paid for six months only during the F.Y. 2014-15.

- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2014-15: No increase in remuneration, during the year.
- The percentage increase in the median remuneration of employees in the financial year 2014-15: No increase in remuneration of employees during the financial year 2014-15
- The number of permanent employees on the rolls of company:- 14
- The explanation on the relationship between average increase in remuneration and company performance: No increase in remuneration during the financial year 2014-15.
- Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: Comparison cannot be made, because company is loss making Company.
- Variations in the market capitalisation of the company, price earnings ratio as at the closing date of current financial year and previous financial year and percentage increase over decrease in the market quotations of the share of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :-

Particulars	31.03.2015	31.03.2014
Market Capitalisation	Rs. 2.39 Crore	Rs. 2.39 Crore
Price Earning Ratio	3.17:1	2.45:1
Earning Per Share:		
31.03.2015 :- (0.756)		
31.03.2014:- (0.981)		

Market Rate as on 31.03.2015	Rs. 2.40 per share
Rate of Share at last Public Offer	Rs. 10 per share
% decrease in Shares Price over last public offer	76%

- 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 employees other than Managerial Personnel: - 14.44%
Average % increase in the Salary of the Managerial Personnel:-NIL
The average % increases in salaries of the employees other than the managerial personnel is as per the general industry standards.
- Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company: Comparison cannot be made, because company is loss making Company.
- The key parameters for any variable component of remuneration availed by the directors: Directors are entitled to get Commission @1% of the Net Profit. However, it was not availed by the Directors for the financial year 2014-15.
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year: There is no such employee in the Company. Hence, this is not applicable.
- Affirmation: We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the company

PLACE: JAIPUR
DATE: 28TH MAY, 2015

BY ORDER OF THE BOARD OF DIRECTORS
SD/-
RAJENDRA KUMAR JAIN
DIN: 00168151
CHAIRMAN AND WHOLE TIME DIRECTOR

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHRI KALYAN HOLDINGS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SHRI KALYAN HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- (e) on the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- the Company does not have any pending litigations which would impact its financial position;
 - the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **BANSHI JAIN & ASSOCIATES**

Chartered Accountants

Firm Registration No.100990W

Sd/-

B.L. JAIN

Partner

Membership No. **16600**

Place: MUMBAI

Date: 28th May, 2015

Annexure to the Independent Auditors' Report

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

- (1) In Respect of its fixed assets:
- The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (2) In respect of its inventories:
- 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.
 - According to the information and explanations given to us, in our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - On the basis of our examination of records of inventory, in our opinion, the company has maintained proper records of inventory of shares and securities and there were no discrepancies noticed on verification between the stocks lying in Demat Account and the book records.
- (3) In respect of loans granted:
- According to the information and explanation given to us, the company has granted unsecured loans to twenty nine companies covered in the register maintained under Section 189 of the Companies Act. The balance outstanding as at the end of the year was Rs. 230,423,034/-.
 - In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.
 - 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, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (5) The company has not accepted any deposits from public.
- (6) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the company.
- (7) In respect of statutory dues:
- 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, employees' state insurance, income-tax, service tax, cess and any other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service-tax and cess were in arrears, as at 31st March, 2015 for the 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 material dues of provident fund, employees' state insurance, income-tax, service tax, cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956. Accordingly, clause 3 (vii) (c) of the Order is not applicable.
- (8) *In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit. The company has also incurred cash losses in the immediately preceding financial year.*
- (9) According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to bank. In our opinion the company has not taken any loan from financial institution and has not issued debentures to debenture holders as at the Balance Sheet date.
- (10) In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.
- (11) The Company has not taken any term loan during the year and hence the question of applying term loans for the purpose for which they were obtained does not arise.
- (12) 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 on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For **BANSHI JAIN & ASSOCIATES**

Chartered Accountants

Firm Registration No.100990W

Sd/-

B.L. JAIN

Partner

Membership No. 16600

Place: MUMBAI

Date: 28th May, 2015



BALANCE SHEET AS AT MARCH 31, 2015

(in Rs.)

PARTICULARS	Note No.	As at end of March 31, 2015	As at end of March 31, 2014
EQUITY AND LIABILITIES :			
Shareholders' Funds :			
Share Capital	2	99,877,500	99,877,500
Reserves and Surplus	3	(33,620,228)	(25,867,254)
Non - Current Liabilities :			
Long Term Borrowings	4	2,376,032	1,764,364
Deferred Tax Liabilities [Net]	5	318,861	578,762
Long Term Provisions	6	631,933	495,383
Current Liabilities :			
Short Term Borrowings	7	216,628,912	433,667
Trade Payables	8	-	5,121
Other Current Liabilities	9	3,919,439	3,395,898
Total		290,132,448	80,683,440
ASSETS :			
Non - Current Assets :			
Fixed Assets :			
Tangible Assets	10	13,436,908	12,998,495
Non Current Investments	11	120,000	120,000
Long Term Loans and Advances	12	252,960,984	55,247,352
Current Assets :			
Inventories	13	7,289,622	7,698,351
Trade Receivables	14	223	319,154
Cash and Bank balance	15	13,183,844	1,062,866
Short Term Loans and Advances	16	3,140,867	3,237,222
Total		290,132,448	80,683,440
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May,2015

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(in Rs.)

PARTICULARS	Note No.	March, 2015	March, 2014
REVENUE :			
Revenue from Operations	17	5,137,598	25,809,647
Other Income	18	171,221	38,458
Total Revenue		5,308,818	25,848,105
EXPENSES :			
Purchases of Stock-in-Trade	19	262,400	20,725,906
Changes in Inventories of Stock-in-Trade	20	408,729	2,259,325
Employee Benefits Expense	21	4,073,173	5,573,525
Finance Costs	22	1,713,076	955,886
Depreciation and Amortisation expense	23	2,350,166	1,425,889
Other Expenses	24	4,201,247	4,577,578
Total Expenses		13,008,791	35,518,110
Profit / [Loss] before Tax		(7,699,972)	(9,670,004)
Less / [Add] : Tax Expense			
Current Tax		-	-
Deferred Tax		(163,200)	143,676
Profit / [Loss] for the period		(7,536,772)	(9,813,680)
Earning per Equity Share [EPS] [in Rupees]			
Basic & Diluted	25	(0.756)	(0.981)
Summary of Significant Accounting Policies	1		

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

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May,2015

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	AS AT 31.03.2015 AMOUNT (RS)	AS AT 31.03.2014 AMOUNT (RS)
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before taxation	(7,699,972)	(9,670,004)
<i>Adjustments for :</i>		
Depreciation	2,350,166	1,425,889
Dividend received	(111,179)	(89,575)
Provision	136,550	137,649
Loss/(Profit) On Sale Of Fixed Assets	28,581	124,993
Loss on sale of Investment	-	51,117
Interest and finance charges paid	1,708,681	953,117
Interest on Income Tax Refund	(60,042)	-
	4,052,757	2,603,190
Operating Profit before Working Capital changes	(3,647,215)	(7,066,814)
<i>Adjustments for :</i>		
(Increase)/Decrease in Inventories	408,729	2,259,325
(Increase)/Decrease in Trade and other receivables	318,931	(285,997)
(Increase)/Decrease in Loans & Other Deposits	(197,713,632)	14,084,607
Increase /(Decrease) in trade & other payables	162,642	(2,050,517)
Cash generated from operations	(200,470,546)	6,940,604
Taxes paid (Net of refunds)	96,355	(813,236)
Net cash generated in operating activities (A)	(200,374,191)	6,127,368
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(4,120,062)	(838,053)
Sale of Assets	990,000	462,000
Dividend received	111,179	89,575
Sale of Investment	-	948,883
	(3,018,883)	662,405
Net cash from investing activities (B)	(3,018,883)	662,405
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Loans	217,162,691	(5,624,967)
Interest on Income Tax Refund	60,042	-
Interest and finance charges paid	(1,708,681)	(953,117)
Net cash used in financing activities (C)	215,514,053	(6,578,085)
Net Increase / (Decrease) in Cash & Cash Equivalents (A + B +C)	12,120,978	211,688
Cash & Cash Equivalents as at beginning of the year	1,062,866	851,178
Cash & Cash Equivalents as at end of the year	13,183,844	1,062,866
Net Increase / (Decrease) in Cash & Cash Equivalents	12,120,978	211,688

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 BANSHI JAIN & ASSOCIATES

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May,2015

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY

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-toMarket 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 31,2015	March 31,2014
Note : 2 - Share Capital :		
Authorised :		
1,10,00,000 [as at 31-03-14 : 1,10,00,000] Equity Shares of Rs. 10/- each	110,000,000	110,000,000
	110,000,000	110,000,000
Issued Equity Shares :		
1,00,01,000 [as at 31-03-14 : 1,00,01,000] Equity Shares of Rs. 10/- each	100,010,000	100,010,000
Subscribed and Fully Paid-up Equity Shares :		
99,74,500 [as at 31-03-14 : 9974500] Equity Shares of Rs. 10/- each	99,745,000	99,745,000
Add: Forfeited Share Account	132,500	132,500
	99,877,500	99,877,500

A. The reconciliation of the number of Shares outstanding as at March 31,2015 and as at March 31,2014

Equity Shares	March 31,2015		March 31,2014	
	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	9,974,500	99,745,000	9,974,500	99,745,000

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 31,2015		March 31,2014	
	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	699,900	7.02
4. Sunita Jain	601,600	6.03	601,600	6.03
5. Rajendra Kumar Jain	508,100	5.09	508,100	5.09

Note : 3 - Reserve and Surplus :

	March 31,2015	March 31,2014
Reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934		
Balance as per last Balance Sheet	691,243	-
Add: Set aside during the year	-	691,243
Balance as at year end	691,243	691,243
Surplus :		
Balance as per last Balance Sheet	(26,558,496)	(16,053,574)
Less: Additional Depreciation (net of tax 96700/-) pursuant to enactment of Schedule II of the Companies Act,2013	(216,202)	-
Add : Profit / (Loss) for the period	(7,536,772)	(9,813,680)
	(34,311,471)	(25,867,254)
Less : Appropriations :		
Transfer to reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934 *	-	691,243
Dividends :		
Proposed Dividend	-	-
Corporate Dividend Tax on Proposed Dividend [Net of CDT Credit]	-	-

Note :10 - Fixed Assets

(in Rs.)

Nature of Fixed Assets Tangible	Gross Block				Depreciation				Net Block		
	As at 01-04-14	Additions During the year	Sales and / or adj. during the year	As at 31-03-15	Up to 01-04-14	Retained Earning (refer note below)	For the year	On Sales and / or adj. during the year	Up to 31-03-15	As at 31-03-15	As at 31-03-14
	Air conditioner	813,030	-	-	813,030	347,937	26,478	119,669	-	494,084	318,946
Buildings	1,414,000	-	-	1,414,000	50,390	-	23,586	-	73,976	1,340,024	1,363,610
computer	1,131,522	37,000	-	1,168,522	827,679	47,495	137,095	-	1,012,269	156,253	303,843
Generator	400,800	-	-	400,800	87,545	4,471	49,607	-	141,623	259,177	313,255
Office Equipments	1,141,659	3,100	-	1,144,759	691,154	150,370	78,419	-	919,943	224,816	450,505
Motor car	13,252,268	4,079,962	2,124,825	15,207,405	3,373,615	53,473	1,916,351	1,106,244	4,237,195	10,970,210	9,878,653
UPS	183,575	-	-	183,575	55,957	30,615	11,582	-	98,154	85,421	127,618
Computer Software	52,800	-	-	52,800	4,916	-	8,826	-	13,742	39,058	47,884
Motor Cycle	50,189	-	-	50,189	2,155	-	5,030	-	7,185	43,004	48,034
Total	18,439,843	4,120,062	2,124,825	20,435,080	5,441,348	312,902	2,350,166	1,106,244	6,998,172	13,436,908	12,998,495
Previous year	18,531,861	838,053	930,071	18,439,843	4,358,537	-	1,425,889	343,078	5,441,348	12,998,495	14,173,324

Note: In accordance with the provisions of Schedule II of the Act, in case of fixed assets which have completed their useful life as at 1 April 2014, the carrying value (net of residual value) amounting to Rs. 216,202 (net of deferred tax of Rs.96700/-) as a transitional provision has been recognised in the Retained Earnings

- Further in case of assets acquired prior to 1st April 2014, the carrying value of assets (net of residual value) is depreciated over the remaining useful life as determined effective 1st April,2014.
- Depreciation and amortization expenses for the year would have been lower by Rs.875,017 had the company continued with the previous assessment of useful life of such assets.

	(in Rs.)	
	March 31,2015	March 31,2014
Note : 11 - Non Current Investments :		
Non Trade Investments (Valued at Cost unless Otherwise Stated)		
Investments in Mutual Funds	120,000	120,000
Total	120,000	120,000
Details of Investments :		
A Investments in Mutual Funds		
Quoted :		
- 12000 (12000) Units of Franklin India Opportunites (Market value @ 21.02 i.e. Rs.252290/- C.Y.) (Market value @ 14.07 i.e. Rs.168941/- P.Y.)	120,000	120,000
TOTAL [Aggregate Book Value of Investments]	120,000	120,000
Note : 12 - Long Term Loans and Advances :		
Unsecured, Considered Good		
Deposits	187,950	187,950
Loans and Advances to Related Parties	230,423,034	24,509,402
Other Loans and Advances	22,350,000	30,550,000
TOTAL	252,960,984	55,247,352
Note : 13 - Inventories :		
A Classification of Inventories :		
Stock-in-Trade of Shares	7,289,622	7,698,351
TOTAL	7,289,622	7,698,351
B The Inventory is valued at lower of cost and net realisable value.		
Note : 14 - Trade Receivables :		
Unsecured , Considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	-	408
Others	223	318,746
TOTAL	223	319,154
Note : 15 - Cash and Bank balance		
Balances with Banks		
In current accounts	12,705,031	793,642
Cash on hand	478,812	269,223
TOTAL	13,183,844	1,062,866
Note : 16 - Short Term Loans and Advances :		
Other Loans and Advances :		
Advance Income Tax [Net of Provision for tax]	3,140,867	3,237,222
TOTAL	3,140,867	3,237,222
Note : 17- Revenue from Operations :		
Sale of Products		
Traded goods - Shares	248,000	23,146,108
Sale of Services		
Interest Income	7,970,052	8,514,894
Other Operating Revenue		
Speculation Profit / (Loss) On Shares	-	(144,206)
Profit / (Loss) from Future & Option Transactions	(3,080,454)	(5,707,149)
	(3,080,454)	(5,851,355)
Revenue from operations	5,137,598	25,809,647

	(in Rs.)	
	March 31,2015	March 31,2014
Note : 18 - Other Income :		
Dividend Income [Gross] :		
From Long Term Investments	12,000	8,400
From Stock in Trade	99,179	81,175
	111,179	89,575
Miscellaneous Income		-
Interest on Income Tax Refund	60,042	-
Long Term Capital Profit / (Loss) on shares	-	(51,117)
TOTAL	171,221	38,458
Note : 19 - Purchase of Stock-in-Trade :		
Purchase of Shares	262,400	20,725,906
TOTAL	262,400	20,725,906
Note : 20 - Changes in Inventories :		
Stock at closing :		
Stock-in-Trade	7,289,622	7,698,351
	7,289,622	7,698,351
Less : Stock at commencement		
Stock-in-Trade	7,698,351	9,957,677
	7,698,351	9,957,677
TOTAL	408,729	2,259,325
Note : 21 - Employee Benefit Expense :		
Salaries, wages and bonus	2,211,750	1,937,050
Managing Directors' Remuneration	1,800,000	3,600,000
Staff welfare expenses	61,423	36,475
TOTAL	4,073,173	5,573,525
Note : 22 - Finance Cost :		
Interest on term loan	1,708,681	953,117
Bank commission & charges	4,395	2,769
TOTAL	1,713,076	955,886
Note : 23 - Depreciation		
Depreciation on Tangible Assets	2,350,166	1,425,889
TOTAL	2,350,166	1,425,889
Note : 24 - Other Expenses :		
Advertisement Expenses	81,821	140,491
Business Promotion expense	367,860	193,186
Audit Fees (Refer Note A)	280,900	280,900
Contingent Provision Against Standard Assets	136,550	137,649
Computer Expense	4,744	-
Donations	25,000	101,000
Electricity and Water Charges	256,364	366,385
Insurance	338,558	188,950
Interest on TDS	-	340
Legal and Professional Fees	129,270	397,023
Listing Fees	112,360	47,486
Loss on sale of car	28,581	124,993
Miscellaneous Expenses	249,084	723,887
Rent	205,850	180,000
Repairs & Maintenance	65,784	69,887
Rates and Taxes	1,600	1,600
Traveling & Conveyance Expenses	533,283	249,747
Telephone expenses	537,265	367,947
Securities Transaction Tax	36,818	426,548

	(in Rs.)	
	March 31,2015	March 31,2014
Motor Car expense	809,554	579,560
TOTAL	4,201,247	4,577,578
A Audit fees		
Auditors' Remuneration [Including Service Tax] :		
i Audit Fees	168,540	168,540
ii Tax Audit Fees	56,180	56,180
iii Other Matters	56,180	56,180
Total	280,900	280,900

Note : 25 - Calculation of Earnings per Equity Share [EPS] :

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

A Profit after tax attributable to Shareholders	INR	(7,536,772)	(9,813,680)
B Basic and weighted average number of Equity shares outstanding during the year	Nos.	9,974,500	9,974,500
C Nominal value of equity share	INR	10	10
D Basic EPS	INR	(0.76)	(0.98)
E Diluted EPS	INR	(0.76)	(0.98)

Note : 26 - 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 : 27 - Contingent Provision against standard assets	31-Mar-15	31-Mar-14
a) During the year, a contingent provision against standard assets has been created by Shri kalyan Holdings Limited at 0.25% of the outstanding standard assets in terms of RBI Circular No.DNBS.PD.CC.No.207/03.02.002/2010-11 dated january 17,2011.		
b) Movement in contingent provision against standard assets during the year is as under:		
Opening Balance	495,383	357,734
Additions during the year	136,550	137,649
Closing Balance	631,933	495,383

Note : 28 - 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	Alkesh Patni
Jinendra Kumar Jain	Virat Dewan
Prem Lata Jain	Devendra Kumar Patni
Sunita Jain	Abhi Jain
Kusum Jain	Bhanwar lal Jain HUF

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

Aditya Buildmart Pvt Ltd	Moonstone Apartment Pvt. Ltd.
Anokhi Buildestate Pvt. Ltd.	Mountain View Heights Pvt Ltd
Anokhi Developers Pvt Ltd	Pink City Electrudes Pvt. Ltd.
Blue Stone Premises Pvt. Ltd.	Prachir Landmart Pvt. Ltd.
Dream Vihar Buildhome Pvt Ltd	Royal Classic buildmart Pvt Ltd
Dream Vihar Buildhome LLP	Ruby Buildcon Pvt Ltd
Eros skyscraper LLP	Sarans Builders Pvt Ltd
Eros Kalyan Colonisers Pvt Ltd	Shri Kalyan Gem Exports Ltd
Evita Hotels and Resorts LLP	Shri Kalyan Realty Ltd
Kalyan Awas Vikas Pvt. Ltd.	Shri Kalyan Vatika Jaipur Pvt Ltd
Kalyan Vihar Buildhome Pvt. Ltd.	Syon Infomedia Pvt. Ltd.

Hemang Construction Pvt Ltd
Jaipur Paper Pvt Ltd
Jaipur Vatika Buildev Pvt Ltd
Jaipur Vatika Buildhome Pvt. Ltd.
Jaipur Vatika Premises Pvt Ltd
Green Valley Venture LLP

Valley View Residency Pvt Ltd
Wonder Primestate Pvt. Ltd
Sidhestar Buildhome 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 28 - A [a , b]

Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2015	2014	2015	2014
Finance:				
Loans Given				
Aditya Buildmart Pvt Ltd			6557000	-
Anokhi buildestate Pvt. Ltd.			3,582,000	24,881
Anokhi Developers Pvt Ltd			13,485,000	-
Dream Vihar Buildhome Pvt. Ltd.			-	16,716
Dream Vihar Buildhome LLP			3,140,000	-
Kalyan Colonisers Pvt Ltd			205,000	-
Eros Vihar Buildhome Pvt. Ltd.			-	15,842
Hemang Construction Pvt. Ltd.			25,887,000	-
Green Valley Venture LLP			2,150,000	31,300,000
Jaipur Papers Pvt. Ltd.			3,420,000	17,805
Jaipur Vatika Buildeve Pvt. Ltd.			5,120,000	-
Jaipur Vatika Buildhome Pvt. Ltd.			1,500,000	14,579
Jaipur Vatika Premises Pvt Ltd			4,810,000	-
Kalyan Villa Properties Pvt. Ltd.			27,765,000	-
Moonstone Apartment Pvt. Ltd.			21,367,000	29,709
Mountain View Heights Pvt Ltd			4,230,000	-
Pink City Electrodes Pvt. Ltd.			1,345,000	-
Prachir Landmart Pvt. Ltd.			965,000	-
Royal Classic buildmart Pvt Ltd			32,067,000	-
Ruby Buildcon Pvt Ltd			22,820,000	-
Sarans Builders Pvt Ltd			5,350,000	28,195
Shri Kalyan Gem Exports Ltd			130,000	-
Shri Kalyan Realty Ltd			30,000	-
Shri Kalyan Vatika Jaipur Pvt Ltd			4,215,000	25,342
Sidhestar Buildhome Pvt Ltd			18,000,000	-
Syon Infomedia Pvt. Ltd.			6,085,000	1,000,000
Valley View Residency Pvt Ltd			7,525,000	-
Wonder Primestate Ltd			14,725,000	-
Eros Sky Scrappers LLP			10,337,000	-
Total			246,812,000	32,473,069
Loans Repaid to us :				
Aditya Buildmart Pvt Ltd			-	-
Anokhi buildestate Pvt. Ltd.			-	2,938,709
Anokhi Developers Pvt Ltd			-	-
Dream Vihar Buildhome Pvt. Ltd.			-	2,684,191
Dream Vihar Buildhome LLP			2,950,000	-
Eros Vihar Buildhome Pvt. Ltd.			-	2,638,954
Green Valley Venture LLP			28,595,869	9,150,000
Hemang Construction Pvt. Ltd.			-	-
Jaipur Papers Pvt. Ltd.			-	2,894,456
Jaipur Vatika Buildeve Pvt. Ltd.			-	3,973,904



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2015	2014	2015	2014
Jaipur Vatika Buildhome Pvt. Ltd.			-	1,266,313
Jaipur Vatika Premises Pvt Ltd			-	-
Kalyan Villa Properties Pvt. Ltd.			-	3,759,805
Moonstone Apartment Pvt. Ltd.			-	4,177,078
Mountain View Heights Pvt Ltd			-	-
Pink City Electrodes Pvt. Ltd.			-	1,123,584
Prachir Landmart Pvt. Ltd.			-	797,921
Royal Classic buildmart Pvt Ltd			-	-
Ruby Buildcon Pvt Ltd			-	-
Sarans Builders Pvt Ltd			-	4,322,853
Shri Kalyan Gem Exports Ltd			-	-
Shri Kalyan Realty Ltd			-	-
Shri Kalyan Vatika Jaipur Pvt Ltd			-	3,568,863
Sidhe star Buildhome Pvt Ltd			-	-
Syon Infomedia Pvt. Ltd.			2,300,000	4,068,873
Valley View Residency Pvt Ltd			-	-
Wonder Primestate Pvt. Ltd			-	-
Eros Sky Scrappers LLP			10,371,410	-
Total			44,217,279	47,365,504
Interest Received :				
Aditya Buildmart Pvt Ltd			48,504	-
Anokhi Developers Pvt Ltd			88,668	-
Anokhi buildestate Pvt. Ltd.			26,497	100,805
Dream Vihar Buildhome Pvt. Ltd.			-	93,068
Dream Vihar Buildhome LLP			11,926	-
Eros Kalyan Colonisers Pvt Ltd			-	-
Eros Vihar Buildhome Pvt. Ltd.			-	91,518
Green Valley Venture LLP			2,151,630	2,621,558
Hemang Construction Pvt. Ltd.			148,939	-
Jaipur Papers Pvt. Ltd.			25,299	99,448
Jaipur Vatika Buldeve Pvt. Ltd.			33,666	138,553
Jaipur Vatika Buildhome Pvt. Ltd.			11,096	43,298
Jaipur Vatika Premises Pvt Ltd			31,627	-
Kalyan Vill Properties Pvt. Ltd.			182,564	126,225
Mountain View Heights Pvt Ltd			27,814	-
Moonstone Apartment Pvt. Ltd.			122,933	144,715
Pink City Electrodes Pvt. Ltd.			9,949	38,819
Prachir Landmart Pvt. Ltd.			7,138	27,568
Royal Classic buildmart Pvt Ltd			210,852	-
Ruby Buildcon Pvt Ltd			150,049	-
Sarans Builders Pvt Ltd			39,575	149,845
Shri Kalyan Gem Exports Ltd			-	-
Shri Kalyan Realty Ltd			-	-
Shri Kalyan Vatika Jaipur Pvt Ltd			31,179	123,645
Sidhestar Buildhome Pvt Ltd			110,466	-
Syon Infomedia Pvt. Ltd.			32,775	98,519
Valley View Residency Pvt Ltd			49,479	-
Wonder Primestate Ltd			96,822	-
Eros Sky Scrappers LLP			38,233	-
Total			3,687,680	3,897,584
TDS Received				
Aditya Buildmart Pvt Ltd			4,850	-
Anokhi Developers Pvt Ltd			8,867	-



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2015	2014	2015	2014
Anokhi buildestate Pvt. Ltd.			2,650	10,080
Dream Vihar Buildhome Pvt. Ltd.			-	9,307
Dream Vihar Buildhome LLP			1,193	-
Eros Kalyan Colonisers Pvt Ltd			-	-
Eros Vihar Buildhome Pvt. Ltd.			-	9,151
Green Valley Venture LLP			215,163	262,156
Hemang Construction Pvt. Ltd.			14,894	-
Jaipur Papers Pvt. Ltd.			2,530	9,945
Jaipur Vatika Buildeve Pvt. Ltd.			3,367	13,855
Jaipur Vatika Buildhome Pvt. Ltd.			1,110	4,329
Jaipur Vatika Premises Pvt Ltd			3,163	-
Kalyan Villa Properties Pvt. Ltd.			18,256	12,622
Moonstone Apartment Pvt. Ltd.			12,293	14,471
Mountain View Heights Pvt Ltd			2,781	-
Pink City Electrodes Pvt. Ltd.			995	3,882
Prachir Landmart Pvt. Ltd.			714	2,757
Royal Classic buildmart Pvt Ltd			21,085	-
Ruby Buildcon Pvt Ltd			15005	-
Sarans Builders Pvt Ltd			3,957	14,984
Shri Kalyan Gem Exports Ltd			-	-
Shri Kalyan Realty Ltd			-	-
Shri Kalyan Vatika Jaipur Pvt Ltd			3,118	12,365
Sidhestar Buildhome Pvt Ltd			11,047	-
Syon Infomedia Pvt. Ltd.			3,278	9,852
Valley View Residency Pvt Ltd			4,948	-
Wonder Primestate Pvt. Ltd			9,682	-
Eros Sky Scrappers LLP			3,823	-
Total			368,769	389,756
Outstanding :				
Receivable :				
Aditya Buildmart Pvt Ltd			6,600,654	-
Anokhi buildestate Pvt. Ltd.			3,605,847	-
Anokhi Developers Pvt Ltd			13,564,801	-
Dream Vihar Buildhome Pvt. Ltd.			-	-
Dream Vihar Buildhome LLP			200,733	-
Eros Kalyan Colonisers Pvt Ltd			205,000	-
Eros Vihar Buildhome Pvt. Ltd.			-	-
Green Valley Venture LLP			-	24,509,402
Hemang Construction Pvt. Ltd.			26,021,045	-
Jaipur Papers Pvt. Ltd.			3,442,769	-
Jaipur Vatika Buildeve Pvt. Ltd.			5,150,299	-
Jaipur Vatika Buildhome Pvt. Ltd.			1,509,986	-
Jaipur Vatika Premises Pvt Ltd			4,838,464	-
Kalyan Villa Properties Pvt. Ltd.			27,929,308	-
Moonstone Apartment Pvt. Ltd.			21,477,640	-
Mountain View Heights Pvt Ltd			4,255,033	-
Pink City Electrodes Pvt. Ltd.			1,353,954	-
Prachir Landmart Pvt. Ltd.			971,424	-
Royal Classic buildmart Pvt Ltd			32,256,767	-
Ruby Buildcon Pvt Ltd			22,955,044	-
Sarans Builders Pvt Ltd.			5,385,618	-
Shri Kalyan Gem Exports Ltd			130,000	-
Shri Kalyan Realty Ltd			30,000	-



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2015	2014	2015	2014
Shri Kalyan Vatika Jaipur Pvt. Ltd.			4,243,061	-
Sidhestar Buildhome Pvt Ltd			18,099,419	-
Syon Infomedia Pvt. Ltd.			3,814,497	-
Valley View Residency Pvt Ltd			7,569,531	-
Wonder Primestate Ltd			14,812,140	-
Eros Sky Scrappers LLP			-	-
Total			230,423,034	24,509,402
Loans Taken				
Bhupendra Kumar Jain	49,705,000	-	-	-
Jinendra Kumar Jain	3,730,000	-	-	-
Kusum Jain	2,740,000	-	-	-
Rajendra Kumar Jain	104,550,000	-	-	-
Blue Stone Premises Pvt. Ltd.			8,157,000	-
Evita Hotels and Resorts LLP			18,780,000	-
Kalyan Awas Vikas Pvt. Ltd.			49,215,000	-
Kalyan Vihar Buildhome Pvt. Ltd.			20,360,000	-
Total	160,725,000	-	96,512,000	-
Loans Repaid				
Bhupendra Kumar Jain	4,600,000	-	-	-
Jinendra Kumar Jain	3,725,000	-	-	-
Kusum Jain	2,225,000	-	-	-
Rajendra Kumar Jain	31,200,000	-	-	-
Blue Stone Premises Pvt. Ltd.	-	-	-	-
Evita Hotels and Resorts LLP	-	-	-	-
Kalyan Awas Vikas Pvt. Ltd.	-	-	-	-
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	-	-
Total	41,750,000	-	-	-
Interest Paid				
Bhupendra Kumar Jain	291,206	-	-	-
Jinendra Kumar Jain	10,074	-	-	-
Kusum Jain	9,396	-	-	-
Rajendra Kumar Jain	425,665	-	-	-
Blue Stone Premises Pvt. Ltd.			35,386	-
Evita Hotels and Resorts LLP			66,888	-
Kalyan Awas Vikas Pvt. Ltd.			300,764	-
Kalyan Vihar Buildhome Pvt. Ltd.			129,412	-
Total	736,341	-	532,450	-
TDS PAID				
Bhupendra Kumar Jain	29121	-	-	-
Jinendra Kumar Jain	1007	-	-	-
Kusum Jain	940	-	-	-
Rajendra Kumar Jain	42566	-	-	-
Blue Stone Premises Pvt. Ltd.			3,539	-
Evita Hotels and Resorts LLP			6,689	-
Kalyan Awas Vikas Pvt. Ltd.			30,076	-
Kalyan Vihar Buildhome Pvt. Ltd.			12,941	-
Total	73,634	-	53,245	-
Outstanding Loan Payable				
Bhupendra Kumar Jain	45,367,085	-	-	-
Jinendra Kumar Jain	14,067	-	-	-
Kusum Jain	523,456	-	-	-
Rajendra Kumar Jain	73,733,099	-	-	-



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2015	2014	2015	2014
Blue Stone Premises Pvt. Ltd.			8,188,847	-
Evita Hotels and Resorts LLP			18,840,199	-
Kalyan Awas Vikas Pvt. Ltd.			49,485,688	-
Kalyan Vihar Buildhome Pvt. Ltd.			20,476,471	-
Total	119,637,707		96,991,205	
Rent Paid				
Premlata Jain	205,850	180,000	-	-
Total	205,850	180,000	-	-
Remuneration				
Abhi Jain	480,000	-	-	-
Total	480,000	-	-	-
Deposit Taken				
Premlata Jain	100,000	-	-	-
Sunita Jain	100,000	-	-	-
Bhanwar Lal Jain HUF	100,000	-	-	-
Total	300,000	-	-	-
Deposit Repaid				
Premlata Jain	100,000	-	-	-
Sunita Jain	100,000	-	-	-
Bhanwar Lal Jain HUF	100,000	-	-	-
Total	300,000	-	-	-

b Details relating to persons referred to in item 28 - A [a] above :

	INR	
	2015	2014
Reporting period ended March 31,		
Remuneration :		
Chairman :- Rajendra Kumar Jain	600,000	1,200,000
Managing Director :- Bhupendra Kumar Jain	600,000	1,200,000
Executive Director :- Jinendra Kumar Jain	600,000	1,200,000

As per our report of even date

FOR AND ON BEHALF OF THE BOARD

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May, 2015

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY

As required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

		(Rs. In Lacs)	
	Particulars	Amount outstanding	Amount overdue
	Liabilities side		
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
	(a) Debenture : Secured	-	-
	Unsecured		-
	(Other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	-	-
	(c) Term Loans	50.53	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits*	-	-
	(g) Other loans	-	-
	- Subordinate Debts	-	-
	- Cash Credit	-	-
	- HP Refinance Loan	-	-
	- Related Parties	2,166	-
	*Please see Note 1 below		
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	-	-
	(b) In the form of party secured debenture i.e. debentures where there is a shortfall in the value of security	-	-
	(c) Other public deposits* Please see Note 1 below	-	-
	Asset Side		
(3)	Break-up of Loans and Advances including bills receivable (other than those included in (4) below :		
	(a) Secured	-	-
	(b) Unsecured (Loan+Deposits)#	2,561	-
	#Please see Note 3 below		
(4)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease	-	-
	(b) Operating Lease	-	-
	(ii) Stock on Hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	-
	(b) Repossessed Assets	-	-
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-
(5)	Break up of Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares :		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debenture and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (Please specify)	-	-
	2. Unquoted :		
	(i) Shares :		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debenture and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (Please specify)	-	-

(Rs. In Lacs)

Particulars	Amount outstanding	Amount overdue	
Long Term Investments			
1. Quoted :			
(i) Shares :			
(a) Equity	-	-	
(b) Preference	-	-	
(ii) Debenture and Bonds	-	-	
(iii) Units of mutual funds	1.20	-	
(iv) Government Securities	-	-	
(v) Others (Please specify)	-	-	
2. Unquoted :			
(i) Shares :			
(a) Equity	-	-	
(b) Preference	-	-	
(ii) Debenture and Bonds	-	-	
(iii) Units of mutual funds	-	-	
(iv) Government Securities	-	-	
(v) Others (Please specify)	-	-	
(6) Borrower group wise classification of all leased assets, stock on hire and loans and advances : Please see Note 2 below			
Amount net of provisions			
Category	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	-	-	-
(b) Companies/Concern in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties		-	-
(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :	Market value / Break up or fair value of NAV(Rs/unit)	Book Value (Net of Provision) (Rs./Unit)	
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	21.02	10.00	
** As per Accounting Standard ICAI			
(8) Other information			
(i) Gross Non-Performing Assets			
(a) Related parties	-	-	-
(b) Other than related parties	-	-	-
(ii) Net Non-Performing Assets			
(a) Related parties	-	-	-
(b) Other than related parties	-	-	-
(iii) Assets acquired in satisfaction of debt	-	-	-

Notes:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directors, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- Loans and Advances include TDS receivable on Interest received on Fixed Deposits.
- Inventory has been excluded from Point 5 & Point 7 above.



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285,
Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg,
Jaipur-302017, (Rajasthan), **Tel. No & Fax. :** 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

ATTENDANCE SLIP

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 SHAREHOLDER/NO. OF
SHARES

I hereby record my Presence at the 23rd Annual General Meeting of the company being held at Reg. Office at Saptashrunji Apartment, Flat No.1, Ground Floor Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai Maharashtra-400706 India of the company on Friday, 14th August , 2015 at 4.00 P.M.

FOLIO/DP/ CLIENT ID

NAME OF PROXY (To be filled by the proxy who attends
instead of the member.)

Signature of Shareholder/proxy

Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. 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.



SHRI KALYAN HOLDINGS LIMITED
CIN: L67120MH1993PLC070526
Regd office: Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285,
Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg,
Jaipur-302017, (Rajasthan), **Tel. No & Fax. :** 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

PROXY FORM
**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]**
Name of the Member(s) _____

Registered address _____

E-mail ID _____

Folio No. / DP ID and Client ID _____

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

1. _____ of _____ having e-mail id _____ or failing him/her
2. _____ of _____ having e-mail id _____ or failing him/her
3. _____ of _____ having e-mail id _____

 and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Friday, the 14th Day of August, 2015 at 4.00 P.M. at the Registered Office of the Company situated at Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400 706 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015.		
2.	Re-appointment of Directors eligible to retire by rotation: Mr. Jinendra Kumar Jain (DIN:00168251)		
3.	Ratification of appointment of statutory auditor		

Signed this..... day of2015.

Signature of shareholder.....

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

Affix Revenue Stamp

Note:
This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



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If undelivered please return to:



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Saptashrungi Apartment, Flat No. 1, Ground Floor

Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6 Nerul(West) Navi

Mumbai Maharashtra – 400 706 India