

Shri Kalyan Holdings Limited

CIN: L67120RJ1993PLC61489



*26th
Annual Report
2017-18*



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|--|---|
| <p>BOARD OF DIRECTORS</p> <ul style="list-style-type: none"> • MR. RAJENDRA KUMAR JAIN DIN: 00168151 Chairman cum Whole Time Director • MR. BHUPENDRA KUMAR JAIN DIN: 00168215 Managing Director • MR. JINENDRA KUMAR JAIN DIN: 00168251 Whole Time Director • MR. DEVENDRA KUMAR PATNI DIN: 01647627 Independent and Non Executive Director • MRS. PRIYANKA PATNI DIN: 00556339 Woman Independent and Non Executive Director • MR. GAURAV SRIVASTAVA (w.e.f. 27.09.2017) DIN: 07637558 Independent and Non Executive Director • MR. VIRAT DEWAN (upto 11.08.2017) DIN: 00155356 Independent and Non Executive Director | <p>BOARD COMMITTEES</p> <ul style="list-style-type: none"> • Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mr. Rajendra Kumar Jain (Member) • Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mrs. Priyanka Patni (Member) • Stakeholders Relationship Committee: Mr. Gaurav Srivastava (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member) |
| <p>Company Secretary & Compliance Officer: CS Nandani Patidar</p> | <p>Chief Financial Officer: Mr. Ashok Kumar Jain</p> |
| <p>Statutory Auditors: M/s Jigna Sheth & Associates, Chartered Accountants, Mumbai (Maharashtra)</p> | <p>Secretarial Auditors: M/s V.M. & Associates, Company Secretaries, Jaipur (Rajasthan)</p> |
| <p>Principal Banker: Allahabad Bank, Jaipur</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 - 110062 Phone No: 91-11-2991281-83</p> |
| <p style="text-align: center;">*Registered and Correspondence Office: B-19, Lal Bahadur Nagar East, Malviya Nagar, J.L.N. Marg, Jaipur- 302 017 (Rajasthan) Phone No. : 0141-4034062, Email:shrikalyan25@hotmail.com Website:www.shrikalyan.com</p> <p>* The Registered Office of the Company has been shifted from Flat No -1, Ground Floor, Saptashrunji Apartment, Plot No. - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai-400706 (Maharashtra) to B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) w.e.f. 28.05.2018.</p> | |



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NOTICE

Notice is hereby given that the **26th (Twenty Sixth) Annual General Meeting (“AGM”)** of the Members of **Shri Kalyan Holdings Limited (“SKHL”)** will be held on Monday, August 27, 2018 at 03:00 P.M. (IST) at its Registered Office situated at B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) to transact the following business:

Ordinary Business:

Item No. 1: Adoption of Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item No. 2: Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151), a director liable to retire by rotation

To appoint a director in place of Mr. Rajendra Kumar Jain (DIN: 00168151), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

Item No. 3: Re-appointment of Mrs. Priyanka Patni (DIN: 00556339), as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Priyanka Patni (DIN: 00556339), who was appointed as an Independent Director in the 22nd Annual General Meeting of the Company held on July 31, 2014 and who holds office of Independent Director up to March 31, 2019 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019, on the Board of the Company.

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

Item No. 4: Re-appointment of Mr. Devendra Kumar Patni (DIN: 01647627), as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devendra Kumar Patni (DIN: 01647627), who was appointed as an Independent Director in the 22nd Annual General Meeting of the Company held on July 31, 2014 and who holds office of Independent Director up to March 31, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from the April 01, 2019, on the Board of the Company.

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

Item No. 5: Authorisation for borrowing money under section 180(1)(c) of Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of earlier resolution passed by shareholders of the Company through postal ballot on April 23, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to borrow money from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company’s bankers in ordinary course of Business) may exceed at any time, the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided however the total amount of such borrowing shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to execute the legal papers, deeds, documents, instruments etc. in this regard and to sign all papers, documents, writings and to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution.”

Item No. 6: Authorisation to sell, lease, charge or otherwise dispose off the whole or substantially the whole of the undertaking of the company, both present and future under section 180 (1) (a) of Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:



“**RESOLVED THAT** in supersession of earlier resolution passed by shareholders of the Company through postal ballot on April 23, 2015 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to sell, liquidate, dispose off or to create mortgage and/or charge on all or any of the movable and/or immovable, tangible and/or intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, to secure the borrowings of the Company within the overall limits aggregating to Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution.”

By order of the Board of Directors

Sd/-

Nandani Patidar

Company Secretary & Compliance Officer

Place: Jaipur

Date: July 07, 2018

NOTES:

- 1) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of himself/herself, and the proxy need not be a member of the company.

The instrument appointing a proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the AGM (on or before August 25, 2018, 3:00 P.M. IST). A Proxy Form is annexed to this Report.

Pursuant to Section 105 of the Companies, Act, 2013, a person can act as a proxy on behalf of maximum 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up 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) An explanatory statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notice is annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at the AGM.
- 4) Members/Proxies/authorized representatives attending the AGM are requested to bring duly filled in Attendance Slip enclosed herewith. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the AGM.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) As required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and as per the relevant provisions of the Secretarial Standard on General Meeting, the details of Directors seeking appointment/re-appointment at this AGM are furnished as annexure A to the Notice of AGM.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 21, 2018 to Monday, August 27, 2018 (both days inclusive).
- 8) Annual Report 2017-18 and Notice of 26th AGM will be available on the website of the Company at www.shrikalyan.com and on the website of CDSL i.e. www.evotingindia.com.
- 9) The Annual Report 2017-18, the Notice of 26th AGM and instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company /Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
- 10) The members who have not registered their email addresses so far with the company, are requested to register their e-mail address 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.
- 11) In compliance with provisions of Section 108 of the Companies Act, 2013 and read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulation, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Ltd ('CDSL'). Please note that remote e-voting is optional and not mandatory.

12) The remote e-voting facility will commence on Thursday, August 23, 2018 (10:00 A.M.) and ends on Sunday, August 26, 2018 (up to 5.00 PM). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Monday, August 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, August 20, 2018.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again. The instructions for e-voting are annexed to the Notice.

- 13) CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- 14) The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 15) All the relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the AGM.
- 16) The voting results including e-voting and poll at the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the website of Company www.shrikalyan.com, on the website of BSE Ltd. and on the website of CDSL immediately after declaration of results by the Chairman.
- 17) Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Monday, August 20, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
- 18) 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, Phone No: 011-29961281-83, E-Mail: beetalrta@gmail.com, Website: www.beetalfinancial.com, who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Shri Kalyan Holdings Limited" in all your future correspondences.
- 19) Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.
- 20) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.
- 21) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.
- 22) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on Thursday, August 23, 2018 (10:00 A.M.) and ends on Sunday, August 26, 2018 (up to 5.00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, August 20, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) The members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab
- (v) Now Enter your User ID .
- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



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

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **Shri Kalyan Holdings Limited** which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Members receiving Notice by Post/Courier:

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

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

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

By order of the Board of Directors

Sd/-

Nandani Patidar

Company Secretary & Compliance Officer

Place: Jaipur

Date: July 07, 2018

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013("The Act") Forming Part of the Notice

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 3 & 4

Mrs. Priyanka Patni (DIN: 00556339) and Mr. Devendra Kumar Patni (DIN: 01647627) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Company, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors, considered their background and experience and contributions made by them during their tenure, the continued association of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mrs. Priyanka Patni and Mr. Devendra Kumar Patni as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from the April 01, 2019, on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Mrs. Priyanka Patni and Mr. Devendra Kumar Patni are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mrs. Priyanka Patni and Mr. Devendra Kumar Patni that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mrs. Priyanka Patni and Mr. Devendra Kumar Patni fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mrs. Priyanka Patni and Mr. Devendra Kumar Patni are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 3 and 4, are provided in the "Annexure A" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mrs. Priyanka Patni and Mr. Devendra Kumar Patni, being appointees, are interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice with regard to their respective re-appointments. The relatives of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members.

Item No. 5

In terms of the resolution passed by the Shareholders of the Company through postal ballot on April 23, 2015, the shareholders had accorded their consent to authorize Board of Directors of the Company to borrow an amount upto Rs.100 Crores (Rupees Hundred Crores only), at any point of time. Keeping in view the Company's existing and future financial requirements to support its business operations, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit. Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital, free reserves and securities premium of the Company, but the borrowed amount shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only in Indian Rupees or equivalent thereof in any foreign currency(ies) for the purposes of business activities of the Company.

Pursuant to Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital, free reserves and securities premium, that is to say, reserves not set aside for any specific purpose, unless the Shareholders have authorized the Board to borrow the monies upto some higher limits.

As per Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

Item No. 6

The borrowings as iterated in point no. 5 above may be required to be secured by over all or any part of the movable and / or immovable properties of the Company. Considering the above facts, the Board of Directors of the Company are of the opinion to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and/or immovable, tangible and/or

intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the immovable property(ies) of the Company to a person / any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties upto an amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only). Pursuant to Section 180 (1) (a) of the Companies Act, 2013, sale or lease of assets of the Company which amounts to sale or lease of the whole or substantially the whole of an undertaking of the Company, requires approval of the shareholders. Further the borrowings of the Company may be required to be secured by over all or any part of the movable and / or immovable properties of the Company.

Since the sale or lease of assets i.e. immovable property of the Company may amount to the sell or lease of the whole or substantially the whole of an undertaking of the Company, it requires approval of the shareholders.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolutions set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

By order of the Board of Directors

Sd/-

Nandani Patidar

Company Secretary & Compliance Officer

Place: Jaipur

Date: July 07, 2018

ANNEXURE A

Details of Directors seeking re-appointment/appointment at 26th AGM (pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting)

| | | | |
|--|--|---|---|
| Name of the Director | Rajendra Kumar Jain | Priyanka Patni | Devendra Kumar Patni |
| DIN | 00168151 | 00556339 | 01647627 |
| Age | 60 years | 49 years | 49 years |
| Designation | Chairman Cum Whole-Time Director | Independent Director & Non-Executive Director | Independent Director Non-Executive Director |
| Qualification | MBA (Finance) | M.A. | FCA & FCS |
| Specialized Expertise | Corporate Finance | HR and General Office Administration | Finance, accounting and taxation field |
| Experience | Vast experience in the field of Finance, Real estate and Accounting | Experience in Human Resource Management | Vast experience in the field of finance, accounting and taxation field |
| Terms and Conditions of appointment/ re-appointment | As per the resolution passed by the shareholders at the Annual General Meeting held on September 21, 2016, Mr. Rajendra Kumar Jain was re-appointed as a Whole-Time Director, liable to retire by rotation | As per the resolution at item no. 3 of the Notice convening Annual General Meeting on August 27, 2018 read with explanatory statement thereto | As per the resolution at item no. 4 of the Notice convening Annual General Meeting on August 27, 2018 read with explanatory statement thereto |
| Remuneration last drawn in the F.Y. 2017-18 | NIL | NIL | NIL |
| Remuneration proposed to be paid | As per existing terms and conditions | As per existing terms and conditions | As per existing terms and conditions |
| Date of first appointment on the Board | 25/01/1993 | 28/05/2014 | 25/05/2012 |
| No. of Meetings of Board attended during the year F.Y. 2017-18 | 5 | 5 | 5 |
| No. of shares held in Company as on March 31, 2018 | 5,08,100 | NIL | NIL |
| Director/Member/Chairman of the Committees of the Board of other Listed Companies as on March 31, 2018 | NIL | NIL | NIL |
| Relationships with other Directors, Manager and other Key Managerial Personnel of the company: | Brother of Mr. Bhupendra Kumar Jain (Managing Director) & Mr. Jinendra Kumar Jain (Whole-Time Director) | NIL | NIL |

By order of the Board of Directors

Sd/-

Nandani Patidar

Company Secretary & Compliance Officer

Place: Jaipur

Date: July 07, 2018

BOARD'S REPORT

Dear Members,
Shri Kalyan Holdings Limited

The Board of Directors of Shri Kalyan Holdings Limited with immense pleasure presents their 26th report on the business and operations of the Company for the financial year 2017-18. This report is being presented along with the Audited Financial Statements for the year.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance for the year ended March 31, 2018 is summarized below:

{Amount in Rs.}

| Particulars | Financial Year 2017-18 | Financial Year 2016-17 |
|----------------------------------|---------------------------|---------------------------|
| Total Revenue | 9,26,08,761 | 8,01,81,207 |
| Total Expenses | 8,01,67,670 | 7,47,88,881 |
| Net Profit/(Loss) before Tax | 1,24,41,091 | 53,92,326 |
| Add/(Less) : Provision for Tax | | |
| Current Tax | (25,56,956) | (4,00,747) |
| MAT Credit Entitlement | 25,56,956 | 4,00,747 |
| Deferred Tax | (3,26,760) | 49,900 |
| Prior period Adjustments | - | - |
| Profit/(Loss) after Tax | 1,27,67,851 | 54,42,226 |
| Balance carried to Balance Sheet | (1,37,99,131) | (2,65,66,982) |

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

2. OPERATIONS AND COMPANY'S AFFAIRS

The net receipt from operations during the year under review were Rs. 9,25,78,752/- as against Rs. 7,99,59,333/- in the previous year. The net profit before tax is Rs. 1,24,41,091/- as against profit of Rs. 53,92,326/- in the previous year and the net profit after tax is Rs. 1,27,67,851/- as against profit of Rs. 54,42,226/- in the previous year.

The Company is mainly engaged in the business of Non Banking Financing Activities and maintained a close focus on increasing revenue. The Company has been regular in servicing all its debt obligations. The business operations of the company during the year under review were satisfactory as compared to previous year.

3. TRANSFER TO RESERVES

Since the Company is a Non-Banking Finance Company registered with Reserve Bank of India (RBI), therefore as per section 451C of RBI Act 1934, the Company has transferred Rs. 25,53,570/- in reserve fund i.e. aggregating of 20% of its net profit during the Financial Year 2017-18.

The Company has also transferred Rs. 1,28,671/- to special reserve fund as provision for standard assets i.e. 0.25% of the outstanding standard assets in accordance with the provisioning norms of RBI i.e. for the financial year 2017-18.

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

4. DIVIDEND:

The Board of directors has decided not to recommend any dividend for the financial year under review i.e. 2017-18, following the conservation approach to retain the profit.

5. SHARE CAPITAL

During the Financial Year 2017-18, there was no change in capital structure of the Company and paid up share capital of the Company stood at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lakhs Seventy Seven Thousand and Five Hundred Only).

6. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2017-18, the Board met 05 (Five) times on April 17, 2017; May 29, 2017; August 11, 2017; November 10, 2017 and January 23, 2018.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Listing Regulations. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, Secretarial Standard-1 and the Listing Regulations.

7. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Non-Executive Directors of the company viz. Mr. Devendra Kumar Patni, Mr. Gaurav Srivastava and Mrs. Priyanka Patni have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013 and stating that they meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Inductions:

- Mr. Gaurav Srivastava (DIN: 07637558) was appointed as an Independent Director of the Company at the 25th Annual General Meeting held on September 27, 2017 to hold office for a period of five consecutive years commencing from 27th September, 2017.

Reappointment:

- In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Rajendra Kumar Jain (DIN: 00168151), Whole-Time Director of the Company, who has been longest in the office, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his reappointment.
- Mrs. Priyanka Patni (DIN: 00556339) and Mr. Devendra Kumar Patni (DIN: 01647627) were appointed as Independent Directors on the Board of the Company at 22nd Annual General Meeting of the Company held on July 31, 2014. They hold office as Independent Directors upto March 31, 2019.

Mrs. Priyanka Patni (DIN: 00556339) and Mr. Devendra Kumar Patni (DIN: 01647627) are proposed to be re-appointed as an Independent Directors at the ensuing AGM for a second term of 5 (five) consecutive years w.e.f. April 1, 2019. Their re-appointment as independent directors of the company is placed before the members for consideration and approval.

Resignations:

- Mr. Virat Dewan (DIN: 00155356), Independent Director of the Company has resigned from the directorship w.e.f. August 11, 2017.

9. NOMINATION & REMUNERATION POLICY:

In accordance with the provisions of section 178 of the Companies Act, 2013, the Company has Nomination and Remuneration Policy in place for Directors, Key managerial Personnel and Senior Management Employees. The said policy is available on our weblink i.e. www.shrikalyan.com/comp/Nomination-and-Remuneration-Policy.pdf

There has been change in the policy since the last financial year due to the reconstitution of Nomination and Remuneration Committee. We affirm that the remuneration paid to the directors and KMP's is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

10. PREVENTION OF INSIDER TRADING CODE

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has formulated and implemented a Code of Conduct to regulate, monitor and report trading by insiders and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information. The same is available on the Company's weblink i.e. www.shrikalyan.com/comp/cfd.pdf.

11. SHIFTING OF REGISTERED OFFICE

The Board of Directors at their meeting held on January 23, 2018, approved the shifting of Registered Office of the Company and same was approved by the shareholders of the Company through Special Resolution passed on March 01, 2018 by way of postal ballot.

The Regional Director, Western Region, Mumbai (RD), vide its order dated May 28, 2018 confirmed the shifting of the Company's registered office from Navi Mumbai, in the "State of Maharashtra" to Jaipur, in the "State of Rajasthan".

12. AUDITORS AND AUDIT REPORTS**Statutory Auditors**

M/s Jigna Sheth & Associates, Chartered Accountants, (FRN: 134922W) was appointed as Statutory Auditors of the Company at the 25th Annual General Meeting held on September 27, 2017 to hold office for a period of five consecutive years from the conclusion of the 25th Annual General Meeting of the Company, till the conclusion of 30th Annual General Meeting to be held in the year 2022. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by members at every Annual General Meeting.

In accordance with Section 40 of the Companies Amendment Act, 2017, notified on May 07, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Report given by the Statutory Auditors on the financial statement of the Company for the financial year ended March 31, 2018 forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s V. M. & Associates, Company Secretaries, Jaipur (FRN: P1984RJ039200) as Secretarial Auditor of the Company to conduct the secretarial audit of the company for the financial year 2017-18.

The Secretarial Audit Report in form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice for the financial year 2017-18 is annexed as Annexure I to this report and it is self explanatory and does not contain any qualification, reservation or adverse remark.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit for the Financial Year 2018-19.

Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board had appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur (FRN: 004666C) as Internal Auditor of the Company to carry out the Internal Audit of the company for the F.Y. 2017-18.

The Board has re-appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur as Internal Auditor of the Company for the F.Y. 2018-19.

13. LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

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

14. RELATED PARTY TRANSACTIONS

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

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

15. 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 weblink of the company i.e. www.shrikalyan.com/code-of-conduct.html. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct as on March 31, 2018 and the Company has received a declaration to this effect, signed by the Managing Director of the Company.

16. 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 RELATES AND THE DATE OF THE REPORT

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

17. EXTRACT OF THE ANNUAL RETURN

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

18. INTERNAL CONTROL SYSTEMS

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

19. 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.

20. POSTAL BALLOT

During the year under review, the Company conducted a Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for Shifting of registered office of the Company from one state to another i.e., the "State of Maharashtra" to the "State of Rajasthan" and consequently alteration in Clause II of Memorandum of Association of the Company. A snapshot of the voting results of the postal ballots is as follows:

Item No. 1: Shifting of registered office of the Company from the State of Maharashtra to the State of Rajasthan and consequently alteration in Clause II of Memorandum of Association of the Company

Date of Postal Ballot Notice: January 23, 2018

Voting Period: January 31, 2018 to March 1, 2018

Date of declaration of Results: March 03, 2018

Date of passing of resolution: March 01, 2018

Details of voting pattern:

| 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 | 72,17,900 | 72,17,900 | 100 | 72,17,900 | 0 | 100 | 0 |
| Public institutional holders | 1,96,900 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-others | 25,59,700 | 7,57,300 | 29.59 | 7,57,300 | 0 | 100 | 0 |
| Total | 99,74,500 | 79,75,200 | 79.96 | 79,75,200 | 0 | 100 | 0 |

CS Manoj Maheshwari, FCS: 3355, Practising Company Secretary, Jaipur was appointed as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner in accordance with the applicable provisions of the Companies Act, 2013.

Procedure for Postal Ballot:

Pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. Members have the option to cast their vote either by physical ballot or e-voting. Postal ballot notices, forms and self-addressed business reply envelopes were sent to the shareholders who had not registered their e-mail IDs with the Company/Depositories and also by email to those shareholders whose e-mail IDs were registered with the Company/ Depositories. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the provisions of the Act and Rules framed thereunder. Upon completion of scrutiny of the postal ballot forms and votes cast through e-voting in a fair and transparent manner, the scrutinizer i.e. CS Manoj Maheshwari submitted his report to the Chairman. The results of the postal ballot were displayed on the Company's website www.shrikalyan.com and on CDSL's website besides being communicated to the Stock Exchanges.

21. FORMAL ANNUAL EVALUATION

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

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities that help Board discussions to be rich and value adding. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committee Meetings. The evaluation exercise also suggested that the Board succession planning exercise has been embedded well in the Board processes. The exercise highlighted that the Board's support and guidance on key issues such as demonetization and implementation of GST helped the management in validating its approach and decision taken in this regard.

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

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

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

The following is summary of sexual harassment complaints received and disposed off during the year 2017-18.

- Number of complaints pending at the beginning of the Financial Year: NIL
- Number of complaints received during the Financial Year: NIL

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

23. FIXED DEPOSITS

The Company has not invited, accepted or renewed deposits from public within the ambit of Section 73 to 76 of the Companies Act, 2013, read with The Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

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

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

(a) Conservation of energy:

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

(b) Technology absorption

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

(c) Foreign exchange earnings and Outgo

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

25. COMPOSITION OF AUDIT COMMITTEE**Composition**

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

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

| Names of Members | Designation |
|---|---------------------------------------|
| Mr. Devendra Kumar Patni DIN: 01647627 | Chairman (Independent, Non-Executive) |
| Mr. Gaurav Srivastava* DIN: 00155356 | Member (Independent, Non-Executive) |
| Mr. Rajendra Kumar Jain DIN: 00168151 | Member (Whole-time Director) |

*Mr. Gaurav Srivastava appointed as a member of the Audit Committee by circular resolution passed by the board of directors' w.e.f. October 09, 2017 and Mr. Virat Dewan ceased to be member of the Audit Committee w.e.f. August 11, 2017 due to his resignation on Board.

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

- a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) Review and monitor the auditor's independence, 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 inter alia includes the roles as prescribed in Regulation 18 of the Listing Regulations.

26. UNIFORM LISTING AGREEMENT

The Company has entered into a uniform Listing Agreement with BSE Ltd on 08th December, 2015 as per the requirement of Listing Regulations.

The equity shares of the company are listed with the BSE Ltd. under Scrip Code: 532083 and the listing fee for the year 2018-19 has been duly paid.

27. ESTABLISHMENT OF VIGIL MECHANISM

As per Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, a Vigil Mechanism has been established in order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour. The Vigil Mechanism Policy has been uploaded on the website of the Company and the Weblink is www.shrikalyan.com/comp/Vigil%20mechanism_SKHL.pdf.

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

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

28. CORPORATE GOVERNANCE REPORT

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

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

Since, the Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it also does not form part of the Annual Report for the Financial Year 2017-18.

29. PARTICULARS OF EMPLOYEES/PERSONNEL

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

30. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards had been followed and there are no material departures;
- b) 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;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and;
- f) the directors have devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

• **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The NBFC sector in India has undergone a significant transformation over the past few years. It has come to be recognized as one of the systematically important components of the financial system. NBFCs play a critical role in infrastructural development; employment generation, wealth creation opportunities and financial support for economically weaker sections. NBFCs with their innovative products and strategic geographic presence, have been able to effectively compete with banks.

The recent demonetization drive has triggered an increase in formal credit. With emphasis on digitization and cashless economy by the government, the finance institutions would be able to lend credit through faster, easier and friendly processes. On an overall basis, the sector is expected to witness impressive growth with several government initiatives, increasing urbanization and expansion in formal system.

The revised regulatory framework released in November, 2014 by the RBI focuses on strengthening the structural profile of the NBFC sector. These changes have to be implemented in a phased manner by March 31, 2018.

• **OPPORTUNITIES**

Structural changes in the financial services sector have created new opportunities for NBFCs. The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments. Going forward, the latent credit demand of an emerging India will allow NBFCs to fill the gap, especially where traditional banks have been wary to serve.

• **THREATS, RISKS & CONCERNS**

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavorable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy/regulatory framework could impact the Company's operations. With the emergence of Small Finance Banks, the landscape is set to get more competitive.

The Company is also dealing in shares & Stock trading which is unforeseen in terms of the performance of the industries, economic scenario.

Your Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.

• **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company is engaged primarily in the business of financing and also engaged in the business of Investment & Trading of Securities.

The Company is radically growing its financing business activities and earned a net profit of Rs. 1,27,67,851/- as compare to net profit of Rs. 54,42,226/- during the previous year. 98.39% income out of total income was earned through financing activity of the Company.

• **OUTLOOK**

The Outlook of the Company for the year ahead is to diversify risk. The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2017-18.

• **INTERNAL CONTROL SYSTEMS:**

Please refer para 18 of Board's Report

• **INFORMATION TECHNOLOGY**

Your Company believes that use of the technology in an optimum manner in its business operations is essential to achieve business goals. In the Financial Year 2017-18, major upgrades and changes have been carried out in the Information Technology infrastructure and related systems of your Company so as to keep in pace with the business and technological requirements.

• **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

Your company is a BSE listed, Non Banking Financial Company (NBFC). The total Revenue of the Company during the financial year 2017-18 is Rs. 9,26,08,761/- and the net profit after tax is Rs. 1,27,67,851/- as against Rs. 8,01,81,207/- and Profit of Rs. 54,42,226/- respectively in the previous year.

The Net worth of the Company has been increased from Rs. 7,33,10,518/- to 8,60,07,069/- which shows that the company is continued to deliver a sound financial performance in the interest of stakeholders.

• **HUMAN RESOURCES**

The Company recognizes people as its most valuable asset and has built an open and transparent culture to nurture this asset. The Company is committed to strive towards full engagement of all its employees to ensure safe working conditions and safe behaviour, as well as take care of their health. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented. The employee relations have continued to be harmonious throughout the year. The Company has nine permanent employees as on March 31, 2018.

• **CAUTIONARY NOTE**

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



32. ACKNOWLEDGEMENT:

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

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

For and on Behalf of the Board of Directors

Sd/-

Rajendra Kumar Jain

Chairman cum Whole -Time Director

DIN: 00168151

Place: Jaipur

Date: July 07, 2018

Annexure to the Board's Report

ANNEXURE I

Form No. MR-3

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st March, 2018

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shri Kalyan Holdings Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 ("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, 2018 according to the provisions of:

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;



ii. The Listing Agreement entered into by the Company with BSE Ltd.

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

We further report that

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

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

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

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

We further report that during the audit period the company has initiated the process of shifting of registered office of the company from the State of Maharashtra to the State of Rajasthan, for which company has obtained the approval of shareholders through Special Resolution passed on 01st March, 2018 by way of postal ballot and e-voting, subject to the approval of Central Government, powers of which are delegated to Regional Director, Western Region ("RD").

Further, Hon'ble RD has confirmed the alteration of situation clause (Clause II) of Memorandum of Association of the company vide his order dated 28th May, 2018 for shifting of registered office of the company from the State of Maharashtra to the State of Rajasthan.

**FOR V.M. & ASSOCIATES
COMPANY SECRETARIES
(ICSI UNIQUE CODE P1984RJ039200)**

**SD/-
CS VIKAS MEHTA
PARTNER
ACS 28964
C P NO. : 12789**

**PLACE: JAIPUR
DATE: 29.05.2018**

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

Annexure A

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

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

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

**FOR V.M. & ASSOCIATES
COMPANY SECRETARIES
(ICSI UNIQUE CODE P1984RJ039200)**

**SD/-
CS VIKAS MEHTA
PARTNER
ACS 28964
C P NO. : 12789**

**PLACE: JAIPUR
DATE: 29.05.2018**



ANNEXURE II

Form No. AOC-2

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

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

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were not at arm's length basis.

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

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2018 are as follows:

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

For and on behalf of the Board of Directors

Place: Jaipur
Date: July 07, 2018

Sd/-
Rajendra Kumar Jain
Chairman cum Whole -Time Director

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

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

*The CIN has been changed from L67120MH1993PLC070526 to L67120RJ1993PLC061489 due to change in Registered Office from one state to another.

** The Registered Office of the Company has been shifted from Flat No -1, Ground Floor, Saptashrungi Apartment, Plot No. - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai-400706 (Maharashtra), Contact No. 022-27711214 to B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan), w.e.f. 28.05.2018.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1. | Financial Activities (Interest Income) | 64920 | 98.39% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

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

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

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on April 01, 2017] | | | | No. of Shares held at the end of the year [As on March 31, 2018] | | | | % Change during the year |
|--------------------------|--|----------|----------------|-------------------|--|----------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 6532600 | - | 6532600 | 65.49 | 7029900 | - | 7029900 | 70.48 | 4.99 |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 188000 | - | 188000 | 1.88 | 188000 | - | 188000 | 1.88 | 0.00 |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(1) | 6720600 | - | 6720600 | 67.38 | 7217900 | - | 7217900 | 72.36 | 4.99 |



| Category of Shareholders | No. of Shares held at the beginning of the year [As on April 01, 2017] | | | | No. of Shares held at the end of the year [As on March 31, 2018] | | | | % Change during the year |
|--|--|---------------|----------------|-------------------|--|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (2) Foreign | - | - | - | - | - | - | - | - | - |
| a) NRIs-Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| d) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2) | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A)= (A)(1)+ (A)(2) | 6720600 | - | 6720600 | 67.38 | 7217900 | - | 7217900 | 72.36 | 4.99 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | - | - | - | - | - | - | - | - | - |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | - | 196900 | 196900 | 1.97 | - | 196900 | 196900 | 1.97 | 0.00 |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | 196900 | 196900 | 1.97 | - | 196900 | 196900 | 1.97 | 0.00 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 29770 | 15000 | 44770 | 0.45 | 16571 | 15000 | 31571 | 0.32 | (0.13) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 3010765 | - | 3010765 | 30.18 | 2466665 | - | 2466665 | 24.73 | (5.45) |
| c) Others (specify) Hindu Undivided Families | 1465 | - | 1465 | 0.01 | 61464 | - | 61464 | 0.62 | 0.60 |
| Sub-total (B)(2):- | 3042000 | 15000 | 3057000 | 30.64 | 2544700 | 15000 | 2559700 | 25.67 | (4.99) |
| Total Public Shareholding (B) =(B)(1)+ (B)(2) | 3042000 | 211900 | 3253900 | 32.62 | 2544700 | 211900 | 2756600 | 27.64 | (4.99) |



| Category of Shareholders | No. of Shares held at the beginning of the year [As on April 01, 2017] | | | | No. of Shares held at the end of the year [As on March 31, 2018] | | | | % Change during the year |
|---|--|---------------|----------------|-------------------|--|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 9762600 | 211900 | 9974500 | 100.00 | 9762600 | 211900 | 9974500 | 100.00 | 0.00 |

(ii) Shareholding of Promoters

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|---------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | PremLata Jain | 396300 | 3.97 | - | 396300 | 3.97 | - | 0 |
| 2 | Bhanwar Lal Jain HUF | 41000 | 0.41 | - | 41000 | 0.41 | - | 0 |
| 3 | Rajendra Kumar Jain | 508100 | 5.09 | - | 508100 | 5.09 | - | 0 |
| 4 | Sunita Jain | 601600 | 6.03 | - | 601600 | 6.03 | - | 0 |
| 5 | Hemang Jain | 206000 | 2.07 | - | 410400 | 4.11 | - | 2.05 |
| 6 | Rajendra Kumar Jain HUF | 3400 | 0.03 | - | 3400 | 0.03 | - | 0 |
| 7 | Kusum Jain | 858600 | 8.61 | - | 858600 | 8.61 | - | 0 |
| 8 | Abhi Jain | 496000 | 4.97 | - | 496000 | 4.97 | - | 0 |
| 9 | BhupendraKumarJain | 766900 | 7.69 | - | 766900 | 7.69 | - | 0 |
| 10 | Anita Jain | 444500 | 4.46 | - | 444500 | 4.46 | - | 0 |
| 11 | Bhupendra Kumar Jain HUF | 34400 | 0.34 | - | 34400 | 0.34 | - | 0 |
| 12 | Jinendra Kumar Jain | 843300 | 8.45 | - | 843300 | 8.45 | - | 0 |
| 13 | Kavita Jain | 197000 | 1.98 | - | 489900 | 4.91 | - | 2.94 |
| 14 | Jinendra Kumar Jain HUF | 1135500 | 11.38 | - | 1135500 | 11.38 | - | 0 |
| 15 | Shri Kalyan Gem Exports Limited | 188000 | 1.88 | - | 188000 | 1.88 | - | 0 |
| | Total | 6720600 | 67.38 | - | 7217900 | 72.36 | - | 4.99 |

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

| S. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Hemang Jain | | | | |
| | At the beginning of the year | 206000 | 2.07 | - | - |
| | Increase in Share holding during the year due to off market purchase of shares on July 7, 2017 | 204400 | 2.05 | 410400 | 4.11 |
| | At the End of the year | - | - | 410400 | 4.11 |
| 2. | Kavita Jain | | | | |
| | At the beginning of the year | 197000 | 1.98 | - | - |
| | Increase in Share holding during the year due to off market purchase of shares on July 7, 2017 | 292900 | 2.94 | 489900 | 4.91 |
| | At the End of the year | - | - | 489900 | 4.91 |

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

| S. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Darshana R Golecha | | | | |
| | At the beginning of the year | 2,00,000 | 2.005 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 2,00,000 | 2.005 |
| | At the end of the year | - | - | 2,00,000 | 2.005 |
| 2. | Infrastructure Leasing & Financial Services Limited | | | | |
| | At the beginning of the year | 1,96,900 | 1.974 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 1,96,900 | 1.974 |
| | At the end of the year | - | - | 1,96,900 | 1.974 |
| 3. | Bhanwar Lal Sogani | | | | |
| | At the beginning of the year | 98,500 | 0.988 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,500 | 0.988 |
| | At the end of the year | - | - | 98,500 | 0.988 |
| 4. | Anshila Jain | | | | |
| | At the beginning of the year | 98,500 | 0.988 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,500 | 0.988 |
| | At the end of the year | - | - | 98,500 | 0.988 |
| 5. | Kalu Ram Balai | | | | |
| | At the beginning of the year | 98,500 | 0.988 | - | - |
| | Decrease in Share holding during the year due to off market sale on 07.07.2017 | (98,500) | (0.988) | - | - |
| | At the end of the year | - | - | - | - |
| 6. | Mona Devi | | | | |
| | At the beginning of the year | 98,500 | 0.988 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,500 | 0.988 |
| | At the end of the year | - | - | 98,500 | 0.988 |
| 7. | Ram Pal | | | | |
| | At the beginning of the year | 98,500 | 0.988 | - | - |
| | Decrease in Share holding during the year due to off market sale on July 07, 2017 | (98,500) | (0.988) | - | - |
| | At the end of the year | - | - | - | - |
| 8. | Raj Kishore Kamat | | | | |
| | At the beginning of the year | 98,500 | 0.988 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,500 | 0.988 |
| | At the end of the year | - | - | 98,500 | 0.988 |
| 9. | Mamta Devi | | | | |
| | At the beginning of the year | - | - | - | - |
| | Increase in Shareholding during the year due to acquisition of shares on November 24, 2017 | 98,500 | 0.987 | 98,500 | 0.987 |
| | At the end of the year | | | 98,500 | 0.987 |
| 10. | Neeraj Jain | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,400 | 0.987 |
| | At the end of the year | - | - | 98,400 | 0.987 |
| 11. | Diksha Jain | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,400 | 0.987 |
| | At the end of the year | | | 98,400 | 0.987 |



| S. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 12. | Rajo Devi | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Decrease in Shareholding during the year due to off market sale on July 07, 2017 | (98,400) | (0.987) | - | - |
| | At the end of the year | - | - | - | - |
| 13. | Raj Devi | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,400 | 0.987 |
| | At the end of the year | - | - | 98,400 | 0.987 |
| 14. | Rukmani Devi | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,400 | 0.987 |
| | At the end of the year | - | - | 98,400 | 0.987 |
| 15. | Ram Prasad Meena | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,400 | 0.987 |
| | At the end of the year | - | - | 98,400 | 0.987 |
| 16. | Paras Kumar Sogani | | | | |
| | At the beginning of the year | 98,400 | 0.987 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 98,400 | 0.987 |
| | At the end of the year | - | - | 98,400 | 0.987 |

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

| S. No. | Name of the Director/KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Mr. Rajendra Kumar Jain-Chairman cum Whole-Time Director | | | | |
| | At the beginning of the year | 508100 | 5.09 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 508100 | 5.09 |
| | At the end of the year | - | - | 508100 | 5.09 |
| 2. | Mr. Bhupendra Kumar Jain-Managing Director | | | | |
| | At the beginning of the year | 766900 | 7.69 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 766900 | 7.69 |
| | At the end of the year | - | - | 766900 | 7.69 |
| 3. | Mr. Jinendra Kumar Jain-Whole Time Director | | | | |
| | At the beginning of the year | 843300 | 8.45 | - | - |
| | Date wise increase/decrease in Share holding during the year | - | - | 843300 | 8.45 |
| | At the end of the year | - | - | 843300 | 8.45 |
| 4. | Mr. Ashok Kumar Jain- Chief Financial Officer (KMP) | | | | |
| | At the beginning of the year | 21200 | 0.21 | - | - |
| | Increase in Shareholding during the year due to acquisition of shares on August 02, 2017 | 8500 | 0.00 | 29700 | 0.29 |
| | At the end of the year | - | - | 29700 | 0.29 |

Note: The following directors and KMP did not hold any shares during F.Y. 2017-18

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

*Appointed on Board w.e.f. September 27, 2017

** Resigned from directorship w.e.f. August 11, 2017

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 | 59,20,575 | 44,88,35,914 | - | 45,47,56,489 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 59,20,575 | 44,88,35,914 | - | 45,47,56,489 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | 4,78,13,941 | - | 4,78,13,941 |
| * Reduction | (24,97,640) | - | - | (24,97,640) |
| Net Change | (24,97,640) | 4,78,13,941 | - | 4,53,16,301 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 34,22,935 | 49,66,49,855 | - | 50,00,72,790 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 34,22,935 | 49,66,49,855 | - | 50,00,72,790 |

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

No Remuneration is paid during the F.Y. 2017-18 due to the accumulated losses suffered by the Company during the past years.

B. REMUNERATION TO OTHER DIRECTORS

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

*Ceased to be Independent Director w.e.f August 11, 2017

** Appointed as Independent Director w.e.f September 27, 2017

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

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

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. |

For and on Behalf of the Board of Directors

Sd/-

Rajendra Kumar Jain
Chairman cum Whole -Time Director
DIN: 00168151

Place: Jaipur
Date: July 07, 2018



ANNEXURE IV

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

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 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 and the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:

1. The ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year 2017-18 :

No remuneration is withdrawn by the directors during the F.Y. 2017-18 due to the accumulated losses suffered by the Company during the past years.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary in the financial year 2017-18:

No remuneration is paid to the director during the F.Y. 2017-18 due to the accumulated losses suffered by the Company during the past years, whereas there was increase in the remuneration of the Chief Financial Officer, Company Secretary during the year.

Increase in the remuneration of the Chief Financial Officer and Company Secretary is as follows:

| S. No. | Name of the KMP | Designation | Annual Performance appraisal increment (In%) |
|--------|----------------------|-------------------------|--|
| 1. | Mr. Ashok Kumar Jain | Chief Financial Officer | 33.33% |
| 2. | Ms. Nandani Patidar | Company Secretary | 10.00% |

3. The percentage increase in the median remuneration of employees in the financial year 2017-18:

Median remuneration of comparable employees has increased by 10.00% in the financial year 2017-18.

4. The number of permanent employees on the rolls of company: 9 employees as on March 31, 2018.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration-

Average % increase in the salary of comparable employees other than Managerial Personnel: 10.41%

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

The average % increases in salaries of the comparable employees other than the managerial personnel is as per the general industry standards.

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

For and on Behalf of the Board of Directors

Sd/-

Rajendra Kumar Jain

Chairman cum Whole -Time Director

DIN: 00168151

Place: Jaipur

Date: July 07, 2018



ANNEXURE V

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

| Sr. No. | Name of the employee | Designation | Remuneration p.a. (Rs. in lakhs) | Nature of the employment | Qualification | Experience (in years) | Date of commencement of employment | Age | Last employment by such employee before joining the Company | Whether relative of the Director, if Yes, name of the director | Percentage of equity Shares held by the employee in the Company |
|---------|----------------------------|--|----------------------------------|--------------------------|---|-----------------------|------------------------------------|-----|---|--|---|
| 1. | Mr. Abhi Jain | Human Resource Executive | 6.00 | Onroll Employee | Master of Science in International business | 6 | 01.04.2016 | 29 | Syon Infomedia Pvt Ltd | Nephew of director Mr.Rajendra Kumar Jain. Mr.Bhupendra Kumar Jain and Mr. Jinendra Kumar Jain | 4.97% |
| 2. | Mr. Ashok Kumar Jain | Chief Financial Officer (CFO) | 4.80 | Onroll Employee | B.Com | 36 | 25.01.1993 | 54 | Jaipur Enterprises | - | 0.30% |
| 3. | Mr. Rajendra Kumar Chippa | Liasoning Officer | 3.03 | Onroll Employee | M.Com | 25 | 25.01.1993 | 50 | - | - | - |
| 4. | Mr. Neeraj Jain | Finance Accounts Head | 2.77 | Onroll Employee | B.Com | 21 | 01.04.2007 | 46 | KGK Enterprises | - | 0.99% |
| 5. | Ms. Nandani Patidar | Company Secretary and Compliance Officer | 2.37 | Onroll Employee | CS, L.L.B. | 3 | 13.10.2015 | 24 | - | - | - |
| 6. | Mr. Manna Lal Chopra | Office Assistant | 2.37 | Onroll Employee | B.Com | 25 | 25.01.1993 | 51 | - | - | - |
| 7. | Ms. Poonam Dhanuka | Assistant CS | 2.16 | Onroll Employee | CS | 1 | 01.04.2017 | 26 | - | - | - |
| 8. | Mr. Santosh Sadanand Pawar | Office Assistant | 1.80 | Onroll Employee | Secondary education | 26 | 25.01.1993 | 51 | - | - | - |
| 9. | Mr. Om Prakash Balal | Office Assistant | 1.58 | Onroll Employee | B.A. | 17 | 24.05.2011 | 31 | Hare Krishna Engineering | - | 0.94% |

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, 2018, 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 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. 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, 2018, and its profit 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, 2016 ("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 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as Director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and



- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For JIGNA SHETH & ASSOCIATES
FRN : 134922W
Chartered Accountants

Sd/-
JIGNA SHETH

Proprietor
Membership No. 148236

Place: Mumbai

Date: 29th May 2018

“Annexure A” 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 2018. We report that:

(1) In Respect of its fixed assets:

- (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management during the year and discrepancies between the book records and the physical verification have been properly accounted in the books. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name company.

(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. 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 thirty one 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. 52,79,91,719/-

- A) The terms and conditions of the grant of aforesaid loans are not prejudicial to the company's interest.
 - B) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, wherever applicable.
 - C) There are no overdue amounts in respect of the above loan.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
 - (5) According to information and explanation given to us the company has not accepted any deposits from public. Accordingly, Clause 3 (v) of the order is not applicable.
 - (6) The Central Government of India has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company.
 - (7) In respect of statutory dues:
 - (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, 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 amounts are in arrears as at 31st March 2018, 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 duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

- (8) 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 any financial institution or bank as at the balance sheet date.
- (9) According to the records of the company examined by us and the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments). During the year company has raised money by way of term loan which were applied for the purpose for which those are raised.
- (10) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud done by the company or any fraud done on the company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- (11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year. Accordingly, Clause (xi) of the order is not applicable.
- (12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, Clause (xii) of the Order is not applicable.
- (13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xvi) of the Order is not applicable.
- (16) According to the records of the company examined by us and the information and explanations given to us, the Company is a Non Banking Financial Corporation and it has obtained registration under section 45-IA of the Reserve Bank of India Act 1934.

For JIGNA SHETH & ASSOCIATES

FRN : 134922W

Chartered Accountants

Sd/-

JIGNA SHETH

Proprietor

Membership No. 148236

Place: Mumbai

Date: 29th May 2018

“Annexure-B” to the Auditors’ Report

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

We have audited the internal financial controls over financial reporting of **SHRI KALYAN HOLDINGS LIMITED** (“the Company”) as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’).

These responsibilities include the design, implementation and maintenance of internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



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

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

Meaning of Internal Financial Controls over Financial statement

A company's internal financial control over financial **statement** is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial statements

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

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls system with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JIGNA SHETH & ASSOCIATES

FRN : 134922W

Chartered Accountants

Sd/-

JIGNA SHETH

Proprietor

Membership No. 148236

Place: Mumbai

Date: 29th May 2018



BALANCE SHEET AS AT MARCH 31, 2018

(in Rs.)

| PARTICULARS | Note No. | As at end of March 31, 2018 | As at end of March 31, 2017 |
|---|----------|-----------------------------|-----------------------------|
| EQUITY AND LIABILITIES : | | | |
| Shareholders' Funds : | | | |
| Share Capital | 2 | 99,877,500 | 99,877,500 |
| Reserves and Surplus | 3 | (13,799,131) | (26,566,982) |
| Non - Current Liabilities : | | | |
| Long Term Borrowings | 4 | 2,063,077 | 3,422,934 |
| Long Term Provisions | 6 | 1,390,868 | 1,262,197 |
| Current Liabilities : | | | |
| Short Term Borrowings | 7 | 496,649,855 | 448,835,914 |
| Other Current Liabilities | 8 | 4,306,886 | 5,258,796 |
| Total | | 590,489,055 | 532,090,359 |
| ASSETS : | | | |
| Non - Current Assets : | | | |
| Fixed Assets : | | | |
| Tangible Assets | 9 | 11,173,669 | 11,809,232 |
| Deferred Tax Asset [Net] | 5 | 71,300 | (255,460) |
| Non Current Investments | 10 | 120,000 | 120,000 |
| Long Term Loans and Advances | 11 | 559,492,981 | 505,467,447 |
| Current Assets : | | | |
| Inventories | 12 | 3,724,145 | 3,771,914 |
| Trade Receivables | 13 | 5,336 | 29,414 |
| Cash and Cash Equivalents | 14 | 980,291 | 2,558,776 |
| Short Term Loans and Advances | 15 | 14,921,333 | 8,589,036 |
| Total | | 590,489,055 | 532,090,359 |
| Summary of Significant Accounting Policies | 1 | | |

The accompanying notes are an integral part of the financial statements

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

As per our report of even date

For JIGNA SHETH & ASSOCIATES

Chartered Accounts

FRN 134922W

Sd/-

JIGNA SHETH

Proprietor

Membership No. 148236

Place: Mumbai

Date : 29th May, 2018

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 29th May, 2018

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

NANDANI PATIDAR

COMPANY

SECRETARY

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(in Rs.)

| PARTICULARS | Note No. | March, 2018 | March, 2017 |
|---|----------|-------------------|-------------------|
| REVENUE : | | | |
| Revenue from Operations | 16 | 92,578,752 | 79,959,333 |
| Other Income | 17 | 30,009 | 221,874 |
| Total Revenue | | 92,608,761 | 80,181,207 |
| EXPENSES : | | | |
| Purchases of Stock-in-Trade | 18 | - | 1,007,660 |
| Changes in Inventories of Stock-in-Trade | 19 | 47,768 | 2,875,963 |
| Employee Benefits Expense | 20 | 3,023,632 | 3,099,680 |
| Finance Costs | 21 | 71,286,420 | 60,554,668 |
| Depreciation and Amortisation expense | 9 | 2,151,233 | 2,894,611 |
| Other Expenses | 22 | 3,658,616 | 4,356,299 |
| Total Expenses | | 80,167,670 | 74,788,881 |
| Profit / [Loss] before Tax | | 12,441,091 | 5,392,326 |
| Add / (Less) : Tax Expense | | | |
| Current Tax | | (2,556,956) | (400,747) |
| MAT Credit Entitlement | | 2,556,956 | 400,747 |
| Deferred Tax | | (326,760) | 49,900 |
| Prior Period Tax Adjustment | | - | - |
| Profit / [Loss] for the period | | 12,767,851 | 5,442,226 |
| Earning per Equity Share [EPS] [in Rupees] | | | |
| Basic & Diluted | 23 | 1.280 | 0.546 |
| 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 JIGNA SHETH & ASSOCIATES

Chartered Accounts

FRN 134922W

Sd/-

JIGNA SHETH

Proprietor

Membership No. 148236

Place: Mumbai

Date : 29th May, 2018

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 29th May, 2018

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

NANDANI PATIDAR

COMPANY

SECRETARY



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

| PARTICULARS | AS AT 31.03.2018 AMOUNT (RS) | AS AT 31.03.2017 AMOUNT (RS) |
|---|------------------------------------|------------------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Net Profit/(Loss) before taxation | 12,441,091 | 5,392,326 |
| <i>Adjustments for :</i> | | |
| Depreciation | 2,151,233 | 2,894,611 |
| Dividend received | (30,009) | (26,055) |
| Provision | 128,671 | 389,652 |
| Loss/(Profit) On Sale Of Fixed Assets | - | 528,480 |
| Interest and finance charges paid | 71,276,904 | 60,546,843 |
| Interest on Income Tax Refund | - | (195,819) |
| | 73,526,799 | 64,137,712 |
| Operating Profit before Working Capital changes | 85,967,890 | 69,530,038 |
| <i>Adjustments for :</i> | | |
| (Increase)/Decrease in Inventories | 47,769 | 2,875,963 |
| (Increase)/Decrease in Trade and other receivables | 24,079 | (2,388) |
| (Increase)/Decrease in Loans & Other Deposits | (51,468,577) | (155,860,897) |
| Increase /(Decrease) in trade & other payables | 185,872 | 624,316 |
| Cash generated from operations | 34,757,032 | (82,832,969) |
| Taxes paid (Net of refunds) | 8,889,253 | 2,956,308 |
| Net cash generated in operating activities (A) | 25,867,779 | (85,789,277) |
| CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of Fixed Assets | (1,515,670) | (311,969) |
| Sale of Assets | - | 2,605,000 |
| Dividend received | 30,009 | 26,055 |
| | (1,485,661) | 2,319,086 |
| Net cash from investing activities (B) | (1,485,661) | 2,319,086 |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Increase/(Decrease) in Loans | 45,316,300 | 143,376,591 |
| Interest on Income Tax Refund | - | 195,819 |
| Interest and finance charges paid | (71,276,904) | (60,546,843) |
| Net cash used in financing activities (C) | (25,960,603) | 83,025,567 |
| Net Increase /(Decrease) in Cash & Cash Equivalents (A + B + C) | (1,578,485) | (444,624) |
| Cash & Cash Equivalents as at beginning of the year | 2,558,776 | 3,003,400 |
| Cash & Cash Equivalents as at end of the year | 980,291 | 2,558,776 |
| Net Increase / (Decrease) in Cash & Cash Equivalents | (1,578,485) | (444,624) |

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

As per our report of even date

For JIGNA SHETH & ASSOCIATES

Chartered Accounts

FRN 134922W

Sd/-

JIGNA SHETH

Proprietor

Membership No. 148236

Place: Mumbai

Date : 29th May, 2018

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 29th May, 2018

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

NANDANI PATIDAR

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-to-Market Margin - Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the balance sheet date.
- C** As on the balance sheet date, profit/loss on open positions in equity index/stock futures is accounted for as follows :
 - * Credit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.
 - * Debit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated loss, is adjusted in the profit & losses 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, 2018 | March 31, 2017 |
| Note : 2 - Share Capital : | | |
| Authorised : | | |
| 1,10,00,000 [as at 31-03-17 : 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 31-03-17 : 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 31-03-17 : 99,74,500] 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, 2018 and as at March 31, 2017

| Equity Shares | March 31, 2018 | | March 31, 2017 | |
|--------------------------------------|---------------------|-------------------|---------------------|-------------------|
| | 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, 2018 | | March 31, 2017 | |
|---------------------------------------|---------------------|-----------------------|---------------------|-----------------------|
| | Number of Shares | % of Total Holding | Number of Shares | % of Total Holding |
| Equity Share of Rs.10 each fully Paid | | | | |
| 1. Kusum Jain | 858,600 | 8.61 | 858,600 | 8.61 |
| 2. Bhupendra Kumar Jain | 766,900 | 7.69 | 766,900 | 7.69 |
| 3. Jinendra Kumar Jain | 843,300 | 8.45 | 843,300 | 8.45 |
| 4. Sunita Jain | 601,600 | 6.03 | 601,600 | 6.03 |
| 5. Rajendra Kumar Jain | 508,100 | 5.09 | 508,100 | 5.09 |
| 6. Jinendra Kumar Jain (HUF) | 1,135,500 | 11.38 | 641,500 | 6.43 |

Note : 3 - Reserve and Surplus :

| | March 31, 2018 | March 31, 2017 |
|---|---------------------|---------------------|
| Reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934 | | |
| Balance as per last Balance Sheet | 2,101,892 | 1,013,447 |
| Add: Set aside during the year | 2,553,570 | 1,088,445 |
| Balance as at year end | 4,655,462 | 2,101,892 |
| Surplus : | | |
| Balance as per last Balance Sheet | (28,668,874) | (33,022,654) |
| Add : Profit / (Loss) for the period | 12,767,851 | 5,442,226 |
| | (15,901,023) | (27,580,428) |
| Less : Appropriations : | | |
| Transfer to reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934 | 2,553,570 | 1,088,445 |
| Balance as at year end | (18,454,593) | (28,668,874) |
| TOTAL | (13,799,131) | (26,566,982) |

| Note : 4 - Long Term Borrowings : | Non-Current Portion | | Current Maturities | |
|-----------------------------------|---------------------|-------------------|--------------------|-------------------|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 | March 31, 2017 |
| Secured | | | | |
| Term loans From banks | 2,063,077 | 3,422,934 | 1,359,858 | 2,497,641 |
| TOTAL | 2,063,077 | 3,422,934 | 1,359,858 | 2,497,641 |

A Securities for Term Loans :

[a] All Term loans from bank are secured against hypothecation of motor cars

B Terms of repayment :

[a] Repayable 36 equal monthly instalments from the date (01/05/2015), alongwith interest of 10.51% p.a

[b] Repayable 36 equal monthly instalments from the date (01/04/2016), alongwith interest of 10.25% p.a

[c] Repayable 36 equal monthly instalments from the date (10/05/2015), alongwith interest of 11.00% p.a

[d] Repayable 36 equal monthly instalments from the date (01/05/2015), alongwith interest of 10.39% p.a

[e] Repayable 60 equal monthly instalments from the date (01/12/2015), alongwith interest of 9.36% p.a

| Note : 5 - Deferred Tax | March 31, 2018 | March 31, 2017 |
|--------------------------------------|-------------------|-------------------|
| Deferred Tax Liabilities : | | |
| On account of Depreciation | - | 255,460 |
| Total | - | 255,460 |
| Deferred Tax Assets : | | |
| On account of Depreciation | 71,300 | - |
| Total | 71,300 | - |
| Net Deferred Tax Liability / (Asset) | (71,300) | 255,460 |

Note: 6-Long Term Provisions:

| | | |
|--|------------------|------------------|
| Contingent Provision Against Standard Assets (See Note 25) | 1,390,868 | 1,262,197 |
| TOTAL | 1,390,868 | 1,262,197 |

Note : 7 - Short Term Borrowings :**Unsecured****Other Loans repayable on demand**

| | | |
|----------------------|--------------------|--------------------|
| From others | 82,400,374 | 47,011,278 |
| From Related Parties | 414,249,481 | 401,824,636 |
| TOTAL | 496,649,855 | 448,835,914 |

Note : 8 - Other Current Liabilities :

| | | |
|---|------------------|------------------|
| Current Maturities of Long Term Debt (refer note 4) | 1,359,858 | 2,497,641 |
| Others : | | |
| M to M on Unexpired Future contract | - | 39,843 |
| Outstanding Payables | 391,505 | 370,632 |
| Advance from Customer | 700,000 | 700,000 |
| TDS payable | 1,855,523 | 1,650,680 |
| TOTAL | 4,306,886 | 5,258,796 |

Note :9 - Fixed Assets

| Nature of Fixed Assets Tangible | Gross Block | | | | | | Depreciation | | | Net Block | |
|---------------------------------|----------------|---------------------------|-------------------------------------|----------------|----------------|--------------|--|----------------|----------------|----------------|--|
| | As at 01-04-17 | Additions During the year | Sales and / or adj. during the year | As at 31-03-18 | Up to 01-04-17 | For the year | On Sales and / or adj. during the year | Up to 31-03-18 | As at 31-03-18 | As at 31-03-17 | |
| | (in Rs.) | | | | | | | | | | |
| Air conditioner | 813,030 | | | 813,030 | 616,892 | 61,404 | | 678,296 | 134,734 | 196,138 | |
| Building | 1,414,000 | | | 1,414,000 | 121,148 | 23,586 | | 144,734 | 1,269,266 | 1,292,852 | |
| Computer | 1,678,722 | 57,450 | | 1,736,172 | 1,317,473 | 206,580 | | 1,524,053 | 212,119 | 361,249 | |
| Generator | 400,800 | | | 400,800 | 240,837 | 49,607 | | 290,444 | 110,356 | 159,963 | |
| Office Equipments | 1,235,124 | | | 1,235,124 | 1,092,132 | 81,999 | | 1,174,131 | 60,993 | 142,992 | |
| Motor car | 13,853,651 | 1,392,474 | | 15,246,125 | 4,319,978 | 1,701,431 | | 6,021,409 | 9,224,716 | 9,533,673 | |
| UPS | 187,725 | 65,746 | | 253,471 | 119,729 | 12,780 | | 132,509 | 120,962 | 67,996 | |
| Computer Software | 52,800 | | | 52,800 | 31,372 | 8,815 | | 40,188 | 12,612 | 21,428 | |
| Motor Cycle | 50,189 | | | 50,189 | 17,247 | 5,031 | | 22,278 | 27,911 | 32,942 | |
| Total | 19,686,041 | 1,515,670 | - | 21,201,711 | 7,876,809 | 2,151,233 | - | 10,028,042 | 11,173,669 | 11,809,232 | |
| Previous year | 25,598,442 | 311,969 | 6,224,370 | 19,686,041 | 8,073,086 | 2,894,611 | 3,090,888 | 7,876,809 | 11,809,232 | 17,525,356 | |

| | (in Rs.) | |
|--|--------------------|--------------------|
| | March 31,2018 | March 31,2017 |
| Note : 10 - 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 @ 20.10 i.e. Rs.241200/- C.Y.) (Market value @ 19.646 i.e. Rs.235,752/- P.Y.) | 120,000 | 120,000 |
| TOTAL [Aggregate Book Value of Investments] | 120,000 | 120,000 |
| Note : 11 - Long Term Loans and Advances : | | |
| Unsecured, Considered Good | | |
| Deposits | 187,950 | 187,950 |
| Loans and Advances to Related Parties | 527,991,719 | 472,735,629 |
| Other Loans and Advances | 28,355,608 | 32,143,121 |
| MAT Credit Entitlement | 2,957,704 | 400,747 |
| TOTAL | 559,492,981 | 505,467,447 |
| Note : 12 - Inventories : | | |
| A Classification of Inventories : | | |
| -Stock-in-Trade of Shares* | 3,724,145 | 3,771,914 |
| TOTAL | 3,724,145 | 3,771,914 |
| *The Inventory is valued at lower of cost and net realisable value. | | |
| Note : 13 - Trade Receivables : | | |
| Unsecured , Considered good | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | - | - |
| Others | 5,336 | 29,414 |
| TOTAL | 5,336 | 29,414 |
| Note : 14 - Cash and Cash Equivalents : | | |
| Balances with Banks | | |
| In current accounts | 788,071 | 2,239,215 |
| Cash on hand | 192,220 | 319,561 |
| TOTAL | 980,291 | 2,558,776 |
| Note : 15 - Short Term Loans and Advances : | | |
| Other Loans and Advances : | | |
| Refund receivable | 8,589,036 | 1,681,804 |
| Advance Income Tax [Net of Provision for tax] | 6,332,297 | 6,907,232 |
| TOTAL | 14,921,333 | 8,589,036 |

| | (in Rs.) | |
|---|-------------------|-------------------|
| | March 31,2018 | March 31,2017 |
| Note : 16 - Revenue from Operations : | | |
| Sale of Products | | |
| Traded goods - Shares | 35,816 | 4,249,341 |
| Sale of Services | | |
| Interest Income | 91,088,469 | 76,475,683 |
| Other Operating Revenue | | |
| Profit / (Loss) from Future & Option Transactions | 1,454,467 | (765,691) |
| Revenue from operations | 92,578,752 | 79,959,333 |
| Note : 17 - Other Income : | | |
| Dividend Income [Gross] : | | |
| From Long Term Investments | 30,009 | 26,055 |
| From Stock in Trade | - | - |
| | 30,009 | 26,055 |
| Miscellaneous Income | | |
| Interest on Income Tax Refund | - | 195,819 |
| TOTAL | 30,009 | 221,874 |
| Note : 18 - Purchase of Stock-in-Trade : | | |
| Purchase of Shares | - | 1,007,660 |
| TOTAL | - | 1,007,660 |
| Note : 19 - Changes in Inventories : | | |
| Stock at closing : | | |
| Stock-in-Trade | 3,724,146 | 3,771,914 |
| | 3,724,146 | 3,771,914 |
| Less : Stock at commencement | | |
| Stock-in-Trade | 3,771,914 | 6,647,877 |
| | 3,771,914 | 6,647,877 |
| TOTAL | 47,768 | 2,875,963 |
| Note : 20 - Employee Benefit Expense : | | |
| Salaries, wages and bonus | 2,962,350 | 3,035,667 |
| Staff welfare expenses | 61,282 | 64,013 |
| TOTAL | 3,023,632 | 3,099,680 |
| Note : 21 - Finance Cost : | | |
| Interest Paid on | | |
| - Term Loan | 459,247 | 700,677 |
| - Others | 70,817,657 | 59,846,166 |
| Bank commission & charges | 9,517 | 7,826 |
| TOTAL | 71,286,420 | 60,554,668 |

| | (in Rs.) | |
|--|------------------|------------------|
| | March 31,2018 | March 31,2017 |
| Note : 22 - Other Expenses : | | |
| Advertisement Expenses | 91,098 | 58,805 |
| Business Promotion expense | 3,070 | 38,256 |
| Brokerage on Loan | 29,677 | 220,480 |
| Audit Fees | 302,500 | 287,500 |
| Contingent Provision Against Standard Assets | 128,671 | 389,652 |
| Computer Expense | 26,072 | 10,943 |
| Electricity and Water Charges | 729,505 | 591,802 |
| Insurance | 378,641 | 393,488 |
| Legal and Professional Fees | 528,480 | 375,753 |
| Loan processing | 9,440 | - |
| Listing Fees | 24,385 | 16,104 |
| Miscellaneous Expenses | 248,685 | 297,723 |
| Repairs & Maintenance | 77,544 | 64,303 |
| Rent, Rates and Taxes | 187,256 | 184,098 |
| Traveling & Conveyance Expenses | 46,800 | 162,040 |
| Telephone expenses | 535,128 | 583,626 |
| Motor Car expense | 311,664 | 153,244 |
| Profit on Sale on Car | - | 528,480 |
| TOTAL | 3,658,616 | 4,356,299 |
| A Audit fees | | |
| Auditors' Remuneration [Including Service Tax] : | | |
| i Audit Fees | 184,500 | 172,500 |
| ii Tax Audit Fees | 59,000 | 57,500 |
| iii Other Matters | 59,000 | 57,500 |
| Total | 302,500 | 287,500 |

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

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

| | | | |
|---|------|------------|-----------|
| A Profit after tax attributable to Shareholders | INR | 12,767,851 | 5,442,226 |
| 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 | 1.28 | 0.55 |
| E Diluted EPS | INR | 1.28 | 0.55 |

Note : 24 - Micro, small and Medium Enterprises

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

Note : 25 - Contingent Provision against standard assets

- 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 | 1,262,197 | 872,545 |
| Additions during the year | 128,671 | 389,652 |
| Closing Balance | 1,390,869 | 1,262,197 |

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

| | | |
|---------------------|----------------------|----------------------|
| Rajendra Kumar Jain | Bhupendra Kumar Jain | Jinendra Kumar Jain |
| Prem Lata Jain | Kusum Jain | Hemang Jain |
| Priyanka Patni | Virat Dewan | Devendra Kumar Patni |
| Abhi Jain | Gaurav Srivastava | |

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

| | | |
|---|-----------------------------------|-----------------------------------|
| Aditya Buildmart Pvt. Ltd. | Anokhi Buildestate Pvt. Ltd. | Anokhi Developers Pvt. Ltd. |
| Blue Stone Premises Pvt. Ltd. | Dream Vihar Buildhome LLP | Eros sky scrapers LLP |
| Eros Kalyan Colonisers Pvt. Ltd. | Kalyan Awas Vikas 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. | Sunrise Gems and Jewels Pvt Ltd | Moonstone Apartments Pvt. Ltd. |
| Mountain View Heights Pvt. Ltd. | Pink City Electrodes Pvt. Ltd. | Prachir Landmart Pvt. Ltd. |
| Royal Classic buildmart Pvt. Ltd. | Ruby Buildcon Pvt. Ltd. | Sarans Builders Pvt. Ltd. |
| Syon Infomedia Pvt. Ltd. | Valley View Residency Pvt. Ltd. | Wonder Primestate Pvt. Ltd. |
| Sidhe star Buildhome Pvt. Ltd. | Kalyan Villa Properties Pvt. Ltd. | |
| Unicameral Consultants and allied Services Pvt Ltd | | |
| Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016) | | |

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]

| | Value of the Transactions [INR] | | | |
|---|-----------------------------------|-------------|---|-------------|
| | Directors & Their Relatives | | Enterprises significantly Influenced by Directors and Relatives | |
| Finance | 2018 | 2017 | 2018 | 2017 |
| Loans Given | | | | |
| Abhi Jain | 13,720,000 | 2,250,000 | - | - |
| Hemang Jain | 1,665,000 | 1,160,000 | - | - |
| Kusum Jain | | 1,500,000 | - | - |
| Jinendra Kumar Jain | 142,219,250 | 37,615,000 | - | - |
| Aditya Buildmart Pvt. Ltd. | - | - | 395,000 | 1,450,000 |
| Anokhi Buildestate Pvt. Ltd. | - | - | 1,395,000 | 3,174,000 |
| Anokhi Developers Pvt. Ltd. | - | - | - | 2,110,000 |
| Dream Vihar Buildhome LLP | - | - | 3,675,000 | 440,000 |
| Eros Kalyan Colonisers Pvt. Ltd. | - | - | 70,000 | 290,000 |
| Eros Sky Scrapers LLP | - | - | 5,001,000 | 2,610,000 |
| Hemang Construction Pvt. Ltd. | - | - | 9,970,000 | 22,900,000 |
| Jaipur Papers Pvt. Ltd. | - | - | 900,000 | 760,000 |
| Jaipur Vatika Buildev Pvt. Ltd. | - | - | 420,000 | 1,095,000 |
| Jaipur Vatika Buildhome Pvt. Ltd. | - | - | 765,000 | 2,260,000 |
| Jaipur Vatika Premises Pvt. Ltd. | - | - | 1,645,000 | 1,020,000 |
| Kalyan Villa Properties Pvt. Ltd. | - | - | 9,880,000 | 25,190,000 |
| Moonstone Apartment Pvt. Ltd. | - | - | 14,915,000 | 44,925,000 |
| Mountain View Heights Pvt. Ltd. | - | - | 1,145,000 | 1,060,000 |
| Pink City Electrodes Pvt. Ltd. | - | - | 1,095,000 | 4,945,000 |
| Prachir Landmart Pvt. Ltd. | - | - | 135,000 | 1,305,000 |
| Royal Classic Buildmart Pvt. Ltd. | - | - | 8,370,000 | 7,055,000 |
| Ruby Buildcon Pvt. Ltd. | - | - | 5,940,000 | 5,025,000 |
| Sarans Builders Pvt. Ltd. | - | - | 1,685,000 | 1,155,000 |
| Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016) | - | - | 4,145,000 | 22,035,000 |
| Sidhe Star Buildhome Pvt. Ltd. | - | - | 20,440,000 | 16,980,000 |
| Sunrise Gems and Jewels Pvt Ltd | - | - | - | 3,200,000 |
| Syon Infomedia Pvt. Ltd. | - | - | 5,235,000 | 5,740,000 |
| Valley View Residency Pvt. Ltd. | - | - | 1,965,000 | 1,670,000 |



| | Value of the Transactions [INR] | | | |
|--|-----------------------------------|-------------------|---|--------------------|
| | Directors & Their Relatives | | Enterprises significantly Influenced by Directors and Relatives | |
| | 2018 | 2017 | 2018 | 2017 |
| Wonder Primestate Pvt. Ltd. | - | - | 5,630,000 | 12,660,000 |
| Unicameral Consulatants and allied Services Pvt Ltd | - | - | - | 4,300,000 |
| Total | 157,604,250 | 42,525,000 | 104,816,000 | 195,354,000 |
| Loans Repaid to us : | | | | |
| Abhi Jain | 26,846,702 | 11,120,612 | - | - |
| Hemang Jain | 1,125,846 | 3,190,874 | - | - |
| Kusum Jain | - | 2,584,133 | - | - |
| Jinendra Kumar Jain | 148,144,146 | 20,223,880 | - | - |
| Aditya Buildmart Pvt. Ltd. | - | - | 10,279,409 | 1,368,993 |
| Anokhi buildestate Pvt. Ltd. | - | - | 1,247,616 | 964,812 |
| Anokhi Developers Pvt. Ltd. | - | - | 13,685,300 | 6,987,884 |
| Dream Vihar Buildhome LLP | - | - | 849,816 | 1,024,760 |
| Eros Kalyan Colonisers Pvt. Ltd. | - | - | 60,568 | 42,553 |
| Eros Sky Scrapers LLP | - | - | 1,691,676 | 8,931,243 |
| Hemang Construction Pvt. Ltd. | - | - | 8,957,676 | 6,432,052 |
| Jaipur Papers Pvt. Ltd. | - | - | 806,175 | 678,450 |
| Jaipur Vatika Buildev Pvt. Ltd. | - | - | 8,588,321 | 1,013,982 |
| Jaipur Vatika Buildhome Pvt. Ltd. | - | - | 677,939 | 512,294 |
| Jaipur Vatika Premises Pvt. Ltd. | - | - | 1,150,468 | 947,669 |
| Kalyan Villa Properties Pvt. Ltd. | - | - | 8,189,707 | 17,084,377 |
| Moonstone Apartment Pvt. Ltd. | - | - | 11,753,457 | 8,440,199 |
| Mountain View Heights Pvt. Ltd. | - | - | 1,017,805 | 849,197 |
| Pink City Electrodes Pvt. Ltd. | - | - | 982,874 | 1,269,869 |
| Prachir Landmart Pvt. Ltd. | - | - | 3,007,795 | 288,608 |
| Royal Classic Buildmart Pvt. Ltd. | - | - | 7,522,506 | 6,335,314 |
| Ruby Buildcon Pvt. Ltd. | - | - | 5,350,434 | 4,506,273 |
| Sarans Builders Pvt. Ltd. | - | - | 1,280,494 | 1,059,857 |
| Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016) | - | - | 3,858,596 | 1,191,310 |
| Sidhe star Buildhome Pvt. Ltd. | - | - | 3,336,144 | 36,619,321 |
| Sunrise Gems and Jewels Pvt Ltd | - | - | - | 3,348,392 |
| Syon Infomedia Pvt. Ltd. | - | - | 7,556,157 | 1,525,222 |
| Valley View Residency Pvt. Ltd. | - | - | 1,766,944 | 1,487,169 |
| Wonder Primestate Pvt. Ltd. | - | - | 5,078,965 | 3,718,993 |
| Unicameral Consulatants and allied Services Pvt Ltd | - | - | - | 4,499,401 |
| Total | 176,116,694 | 37,119,499 | 108,696,842 | 121,128,194 |
| Interest Received : | | | | |
| Abhi Jain | 1,226,564 | 1,834,688 | - | - |
| Hemang Jain | 967,097 | 1,038,221 | - | - |
| Kusum Jain | - | 35,014 | - | - |
| Jinendra Kumar Jain | 2,362,223 | 833,084 | - | - |
| Aditya Buildmart Pvt. Ltd. | - | - | 737,910 | 1,499,998 |
| Anokhi buildestate Pvt. Ltd. | - | - | 1,448,876 | 1,152,331 |
| Anokhi Developers Pvt. Ltd. | - | - | 93,902 | 2,868,532 |
| Dream Vihar Buildhome LLP | - | - | 1,107,551 | 614,793 |
| Eros Kalyan Colonisers Pvt. Ltd. | - | - | 69,300 | 55,769 |
| Eros Sky Scrapers LLP | - | - | 2,102,525 | 2,018,424 |
| Hemang Construction Pvt. Ltd. | - | - | 10,401,579 | 7,414,423 |
| Jaipur Papers Pvt. Ltd. | - | - | 935,951 | 785,215 |
| Jaipur Vatika Buildev Pvt. Ltd. | - | - | 1,062,188 | 1,172,817 |
| Jaipur Vatika Buildhome Pvt. Ltd. | - | - | 787,450 | 610,512 |
| Jaipur Vatika Premises Pvt. Ltd. | - | - | 1,351,163 | 1,095,704 |

| | Value of the Transactions [INR] | | | |
|---|-----------------------------------|------------------|---|-------------------|
| | Directors & Their Relatives | | Enterprises significantly Influenced by Directors and Relatives | |
| | 2018 | 2017 | 2018 | 2017 |
| Kalyan Villa Properties Pvt. Ltd. | - | - | 9,515,478 | 6,881,475 |
| Moonstone Apartment Pvt. Ltd. | - | - | 13,750,205 | 9,134,814 |
| Mountain View Heights Pvt. Ltd. | - | - | 1,182,145 | 987,754 |
| Pink City Electrodes Pvt. Ltd. | - | - | 1,141,067 | 704,723 |
| Prachir Landmart Pvt. Ltd. | - | - | 400,713 | 378,822 |
| Royal Classic Buildmart Pvt. Ltd. | - | - | 8,733,548 | 7,330,482 |
| Ruby Buildcon Pvt. Ltd. | - | - | 6,211,618 | 5,213,958 |
| Sarans Builders Pvt. Ltd. | - | - | 1,497,517 | 1,225,937 |
| Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016) | - | - | 4,476,976 | 2,298,855 |
| Sidhe Star Buildhome Pvt. Ltd. | - | - | 4,463,243 | 3,727,828 |
| Sunrise Gems and Jewels Pvt Ltd | - | - | - | 164,880 |
| Syon Infomedia Pvt. Ltd. | - | - | 2,059,054 | 1,958,092 |
| Valley View Residency Pvt. Ltd. | - | - | 2,051,677 | 1,721,064 |
| Wonder Primestate Pvt. Ltd. | - | - | 5,895,835 | 4,682,103 |
| Unicameral Consultants and allied Services Pvt Ltd | - | - | - | 221,557 |
| Total | 4,555,884 | 3,741,007 | 81,477,471 | 65,920,862 |
| TDS Received | | | | |
| Jinendra Kumar Jain | 236,222 | 83,308 | - | - |
| Aditya Buildmart Pvt. Ltd. | - | - | 73,791 | 150,001 |
| Anokhi Buildestate Pvt. Ltd. | - | - | 144,888 | 115,234 |
| Anokhi Developers Pvt. Ltd. | - | - | 9,390 | 286,853 |
| Dream Vihar Buildhome LLP | - | - | 110,755 | 61,480 |
| Eros Kalyan Colonisers Pvt. Ltd. | - | - | 6,931 | 5,577 |
| Eros Sky Scrapers LLP | - | - | 210,253 | 201,843 |
| Hemang Construction Pvt. Ltd. | - | - | 1,040,159 | 741,442 |
| Jaipur Papers Pvt. Ltd. | - | - | 93,596 | 78,522 |
| Jaipur Vatika Buildev Pvt. Ltd. | - | - | 106,219 | 117,282 |
| Jaipur Vatika Buildhome Pvt. Ltd. | - | - | 78,746 | 61,052 |
| Jaipur Vatika Premises Pvt. Ltd. | - | - | 135,116 | 109,570 |
| Kalyan Villa Properties Pvt. Ltd. | - | - | 951,548 | 688,147 |
| Moonstone Apartment Pvt. Ltd. | - | - | 1,375,020 | 913,482 |
| Mountain View Heights Pvt. Ltd. | - | - | 118,215 | 98,776 |
| Pink City Electrodes Pvt. Ltd. | - | - | 114,107 | 70,472 |
| Prachir Landmart Pvt. Ltd. | - | - | 40,072 | 37,882 |
| Royal Classic Buildmart Pvt. Ltd. | - | - | 873,354 | 733,048 |
| Ruby Buildcon Pvt. Ltd. | - | - | 621,163 | 521,395 |
| Sarans Builders Pvt. Ltd. | - | - | 149,752 | 122,594 |
| Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016) | - | - | 447,698 | 229,886 |
| Sidhe Star Buildhome Pvt. Ltd. | - | - | 446,325 | 372,783 |
| Sunrise Gems and Jewels Pvt Ltd | - | - | - | 16,488 |
| Syon Infomedia Pvt. Ltd. | - | - | 205,906 | 195,810 |
| Valley View Residency Pvt. Ltd. | - | - | 205,169 | 172,106 |
| Wonder Primestate Pvt. Ltd. | - | - | 589,584 | 468,211 |
| Unicameral Consultants and allied Services Pvt Ltd | - | - | - | 22,156 |
| Total | 236,222 | 83,308 | 8,147,757 | 6,592,092 |
| Outstanding : | | | | |
| Receivable : | | | | |
| Abhi Jain | - | 11,900,138 | - | - |
| Hemang Jain | 8,713,097 | 7,206,846 | - | - |
| Kusum Jain | - | - | - | - |
| Jinendra Kumar Jain | 14,342,001 | 18,140,896 | - | - |
| Aditya Buildmart Pvt. Ltd. | - | - | - | 9,220,290 |



| | Value of the Transactions [INR] | | | |
|---|-----------------------------------|--------------------|---|--------------------|
| | Directors & Their Relatives | | Enterprises significantly Influenced by Directors and Relatives | |
| | 2018 | 2017 | 2018 | 2017 |
| Anokhi Buildestate Pvt. Ltd. | - | - | 8,960,066 | 7,508,694 |
| Anokhi Developers Pvt. Ltd. | - | - | - | 13,600,788 |
| Dream Vihar Buildhome LLP | - | - | 7,471,937 | 3,649,957 |
| Eros Kalyan Colonisers Pvt. Ltd. | - | - | 621,034 | 549,233 |
| Eros Sky Scrapers LLP | - | - | 13,348,410 | 8,146,814 |
| Hemang Construction Pvt. Ltd. | - | - | 64,342,594 | 53,968,850 |
| Jaipur Papers Pvt. Ltd. | - | - | 5,792,277 | 4,856,097 |
| Jaipur Vatika Buildev Pvt. Ltd. | - | - | - | 7,212,352 |
| Jaipur Vatika Buildhome Pvt. Ltd. | - | - | 4,877,172 | 4,081,407 |
| Jaipur Vatika Premises Pvt. Ltd. | - | - | 8,454,706 | 6,744,127 |
| Kalyan Villa Properties Pvt. Ltd. | - | - | 59,510,312 | 49,256,089 |
| Moonstone Apartment Pvt. Ltd. | - | - | 85,474,048 | 69,937,320 |
| Mountain View Heights Pvt. Ltd. | - | - | 7,315,886 | 6,124,761 |
| Pink City Electrodes Pvt. Ltd. | - | - | 7,061,043 | 5,921,957 |
| Prachir Landmart Pvt. Ltd. | - | - | - | 2,512,154 |
| Royal Classic Buildmart Pvt. Ltd. | - | - | 54,016,266 | 45,308,578 |
| Ruby Buildcon Pvt. Ltd. | - | - | 38,415,094 | 32,235,073 |
| Sarans Builders Pvt. Ltd. | - | - | 9,302,239 | 7,549,968 |
| Shri Kalyan Realty LLP (Converted from Ltd on 27.05.2016) | - | - | 27,228,341 | 22,912,659 |
| Sidhe Star Buildhome Pvt. Ltd. | - | - | 40,452,345 | 19,331,571 |
| Syon Infomedia Pvt. Ltd. | - | - | 13,145,389 | 13,613,398 |
| Valley View Residency Pvt. Ltd. | - | - | 12,692,382 | 10,647,818 |
| Wonder Primestate Pvt. Ltd. | - | - | 36,455,080 | 30,597,794 |
| Total | 23,055,098 | 37,247,880 | 504,936,621 | 435,487,749 |
| Loans Taken | | | | |
| Abhi Jain (Loan) | 13,478,436 | - | - | - |
| Bhupendra Kumar Jain | 20,145,000 | 17,940,000 | - | - |
| Jinendra Kumar Jain | - | 20,550,000 | - | - |
| Kusum Jain | 4,720,000 | 9,746,824 | - | - |
| Rajendra Kumar Jain | 165,680,000 | 244,520,000 | - | - |
| Aditya Buildmart Pvt. Ltd. (Loan) | - | - | 1,918,881 | - |
| Anokhi Developers Pvt. Ltd. (Loan) | - | - | 1,540,000 | - |
| Blue Stone Premises Pvt. Ltd. | - | - | 755,000 | 900,000 |
| Jaipur Vatika Buildev Pvt. Ltd. (Loan) | - | - | 3,685,000 | - |
| Kalyan Awas Vikas Pvt. Ltd. | - | - | 2,150,000 | 4,900,000 |
| Kalyan Vihar Buildhome Pvt. Ltd. | - | - | - | 3,250,000 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd. | - | - | 12,050,000 | 3,025,000 |
| Total | 204,023,436 | 292,756,824 | 22,098,881 | 12,075,000 |
| Loans Repaid | | | | |
| Abhi Jain (Loan) | 13,582,110 | - | - | - |
| Bhupendra Kumar Jain | 36,068,808 | 32,569,539 | - | - |
| Jinendra Kumar Jain | - | 24,752,564 | - | - |
| Kusum Jain | 8,698,273 | 6,082,259 | - | - |
| Rajendra Kumar Jain | 169,754,819 | 142,157,436 | - | - |
| Aditya Buildmart Pvt. Ltd. (Loan) | - | - | 50,070 | - |
| Anokhi Developers Pvt. Ltd. (Loan) | - | - | 93,457 | - |
| Blue Stone Premises Pvt. Ltd. | - | - | 1,178,674 | 1,790,897 |
| Jaipur Vatika Buildev Pvt. Ltd. (Loan) | - | - | - | - |
| Kalyan Awas Vikas Pvt. Ltd. | - | - | 20,207,408 | 17,958,904 |
| Kalyan Vihar Buildhome Pvt. Ltd. | - | - | 9,080,249 | 17,777,433 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd. | - | - | 8,611,367 | 10,120,007 |
| Total | 228,104,010 | 205,561,798 | 39,221,225 | 47,647,241 |



| | Value of the Transactions [INR] | | | |
|--|-----------------------------------|--------------------|---|--------------------|
| | Directors & Their Relatives | | Enterprises significantly Influenced by Directors and Relatives | |
| | 2018 | 2017 | 2018 | 2017 |
| Finance | | | | |
| Interest Paid | | | | |
| Abhi Jain (Loan) | 115,193 | - | - | - |
| Bhupendra Kumar Jain | 6,223,708 | 6,188,403 | - | - |
| Jinendra Kumar Jain | - | 152,564 | - | - |
| Kusum Jain | 230,324 | 118,240 | - | - |
| Rajendra Kumar Jain | 40,312,895 | 31,691,865 | - | - |
| Aditya Buildmart Pvt. Ltd. (Loan) | - | - | 103,053 | - |
| Anokhi Developers Pvt. Ltd. (Loan) | - | - | 141,884 | - |
| Blue Stone Premises Pvt. Ltd. | - | - | 868,593 | 828,382 |
| Jaipur Vatika Buildev Pvt. Ltd. (Loan) | - | - | 75,720 | - |
| Kalyan Awas Vikas Pvt. Ltd. | - | - | 5,009,384 | 6,213,415 |
| Kalyan Vihar Buildhome Pvt. Ltd. | - | - | 2,856,867 | 3,868,162 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd | - | - | 3,648,780 | 3,228,052 |
| Total | 46,882,120 | 38,151,072 | 12,704,281 | 14,138,011 |
| TDS PAID | | | | |
| Abhi Jain (Loan) | 11,519 | - | - | - |
| Bhupendra Kumar Jain | 622,371 | 618,841 | - | - |
| Jinendra Kumar Jain | - | 15,256 | - | - |
| Kusum Jain | 23,032 | 11,824 | - | - |
| Rajendra Kumar Jain | 4,031,289 | 3,169,186 | - | - |
| Aditya Buildmart Pvt. Ltd. (Loan) | - | - | 10,306 | - |
| Anokhi Developers Pvt. Ltd. (Loan) | - | - | 14,188 | - |
| Blue Stone Premises Pvt. Ltd. | - | - | 86,859 | 82,839 |
| Jaipur Vatika Buildev Pvt. Ltd. (Loan) | - | - | 7,572 | - |
| Kalyan Awas Vikas Pvt. Ltd. | - | - | 500,938 | 621,341 |
| Kalyan Vihar Buildhome Pvt. Ltd. | - | - | 285,687 | 386,817 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd | - | - | 364,877 | 322,806 |
| Total | 4,688,211 | 3,815,107 | 1,270,427 | 1,413,803 |
| Outstanding Loan Payable | | | | |
| Abhi Jain (Loan) | - | - | - | - |
| Bhupendra Kumar Jain | 31,356,337 | 41,678,808 | - | - |
| Jinendra Kumar Jain | - | - | - | - |
| Kusum Jain | - | 3,770,981 | - | - |
| Rajendra Kumar Jain | 285,973,658 | 253,766,871 | - | - |
| Aditya Buildmart Pvt. Ltd. (Loan) | - | - | 1,961,558 | - |
| Anokhi Developers Pvt. Ltd. (Loan) | - | - | 1,574,239 | - |
| Blue Stone Premises Pvt. Ltd. | - | - | 8,977,012 | 8,618,952 |
| Jaipur Vatika Buildev Pvt. Ltd. (Loan) | - | - | 3,753,148 | - |
| Kalyan Awas Vikas Pvt. Ltd. | - | - | 33,928,446 | 47,477,408 |
| Kalyan Vihar Buildhome Pvt. Ltd. | - | - | 16,536,180 | 23,045,249 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd | - | - | 30,188,903 | 23,466,367 |
| Total | 317,329,995 | 299,216,660 | 96,919,486 | 102,607,976 |
| Rent Paid | | | | |
| Prem Lata Jain | 181,668 | 180,000 | - | - |
| Total | 181,668 | 180,000 | - | - |
| Remuneration | | | | |
| Abhi Jain | 600,000 | 600,000 | - | - |
| Total | 600,000 | 600,000 | - | - |

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

| | INR | |
|---|---------------------------------|------|
| | Reporting period ended March31, | |
| | 2018 | 2017 |
| Remuneration : | | |
| Chairman :- Rajendra Kumar Jain | - | - |
| Managing Director :- Bhupendra Kumar Jain | - | - |
| Executive Director :- Jinendra Kumar Jain | - | - |
| TOTAL | - | - |

Note : 27 - Segment Information :

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

| PARTICULARS | Financing Activity | | Investment & Trading of Securities | | CONSOLIDATED | |
|---|--------------------|--------------------|---------------------------------------|------------------|--------------------|--------------------|
| | 31.03.2018 | 31.03.2017 | 31.03.2018 | 31.03.2017 | 31.03.2018 | 31.03.2017 |
| SEGMENT REVENUE | | | | | | |
| External Revenue | 91,088,469 | 76,475,683 | 1,520,292 | 3,509,705 | 92,608,761 | 79,985,388 |
| Unallocated corporate Revenue | - | - | - | - | - | 195,819 |
| TOTAL Revenue | 91,088,469 | 76,475,683 | 1,520,292 | 3,509,705 | 92,608,761 | 80,181,207 |
| RESULT | | | | | | |
| Segment Result | 20,241,135 | 16,409,037 | 1,459,422 | (388,950) | 21,700,557 | 16,020,087 |
| Unallocated Corporate Income | - | - | - | - | - | 195,819 |
| Unallocated Corporate (Expenses) | - | - | - | - | 9,259,466 | 10,823,580 |
| Profit/(Loss) Before Tax | - | - | - | - | 12,441,091 | 5,392,326 |
| Less : Provision for Tax | - | - | - | - | 326,760 | (49,900) |
| Profit/(Loss) After Tax | - | - | - | - | 12,767,851 | 5,442,226 |
| OTHER INFORMATION :- | | | | | | |
| Segment Assets | 559,305,031 | 505,279,497 | 3,724,145 | 3,771,914 | 563,029,176 | 509,051,411 |
| Unallocable Corporate Assets | - | - | - | - | 27,459,879 | 23,294,408 |
| Total Assets | 559,305,031 | 505,279,497 | 3,724,145 | 3,771,914 | 590,489,055 | 532,345,819 |
| Segment Liabilities | 496,649,855 | 448,835,914 | - | - | 496,649,855 | 448,835,914 |
| Unallocable Corporate liabilities | - | - | - | - | 93,839,200 | 83,509,905 |
| Total Liabilities | 496,649,855 | 448,835,914 | - | - | 590,489,055 | 532,345,819 |
| Capital Expenditure | - | - | - | - | 1,515,670 | 311,969 |
| Depreciation | - | - | - | - | 2,151,233 | 2,894,611 |
| Non cash expenses other than depreciation | - | - | - | - | - | - |

As per our report of even date

For JIGNA SHETH & ASSOCIATES

Chartered Accounts

FRN 134922W

Sd/-

JIGNA SHETH

Proprietor

Membership No. 148236

Place: Mumbai

Date : 29th May, 2018

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN

DIN: 00168151

Place: Jaipur

Date : 29th May, 2018

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

NANDANI PATIDAR

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 | 34.23 | - |
| | (d) Inter-corporate loans and borrowing | 824.00 | - |
| | (e) Commercial Paper | - | - |
| | (f) Public Deposits* | - | - |
| | (g) Other loans | - | - |
| | - Subordinate Debts | - | - |
| | - Cash Credit - | - | - |
| | - HP Refinance Loan | - | - |
| | - Related Parties | 4,142.49 | - |
| | *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)# | 5,744.14 | - |
| | #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 | 20.10 | 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 and MAT credit Entitlement.
- Inventory has been excluded from Point 5 & Point 7 above.
- Inter-corporate loans and borrowings does not include Inter-corporate loans and borrowings from related party



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120RJ1993PLC061489

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

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

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

ATTENDANCE SLIP

26TH ANNUAL GENERAL MEETING, MONDAY, AUGUST 27, 2018 AT 03:00 P.M.

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

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

| | |
|---|---|
| NAME AND ADDRESS OF THE SHAREHOLDER/NO. OF SHARES | <p>I certify that I am a member/proxy/authorized representative for the member of the Company.</p> <p>I hereby record my presence at the 26thAnnual General Meeting of the company being held at Reg. Office at B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) India on Monday, August 27, 2018 at 03:00 P.M.</p> <p style="text-align: right;">Signature of Shareholder/proxy</p> |
| FOLIO / DP ID NO. / CLIENT ID NO. | |
| NAME OF PROXY (To be filled by the proxy who attends instead of the member.) | |
| 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. Please fill up this attendance slip and hand it over at the entrance of the meeting hall after affixing signature on it.
2. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
3. Members are requested to bring their copies of the Annual Report to the AGM.



SHRI KALYAN HOLDINGS LIMITED

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

Form No. MGT-11

PROXY FORM

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

Name of Company: Shri Kalyan Holdings Limited

CIN: L67120RJ1993PLC061489

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

| |
|--|
| 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. Name:

Address

E-mail id or failing him/her;

2. Name:

Address

E-mail id or failing him/her;

3. Name:

Address

E-mail id or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Monday, August 27, 2018 at 03:00 P.M. at the Registered Office of the Company situated at B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Reso. No. | Description | For* | Against* |
|----------------------------|--|------|----------|
| Ordinary Businesses | | | |
| 1. | Adoption of the financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and auditors thereon. | | |
| 2. | Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151), a director liable to retire by rotation | | |
| Special Business | | | |
| 3. | Re-appointment of Mrs. Priyanka Patni (DIN: 00556339), as an Independent Director of the Company for a second term of 5 consecutive years w.e.f. April 1, 2019 | | |
| 4. | Re-appointment of Mr. Devendra Kumar Patni (DIN: 01647627), as an Independent Director of the Company for a second term of 5 consecutive years w.e.f. April 1, 2019 | | |
| 5. | Authorisation for borrowing money under section 180(1)(c) of Companies Act, 2013 | | |
| 6. | Authorisation to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company, both present and future under section 180 (1) (a) of Companies Act, 2013 | | |

Signed this..... day of2018.

Signature of shareholder.....

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

Note:

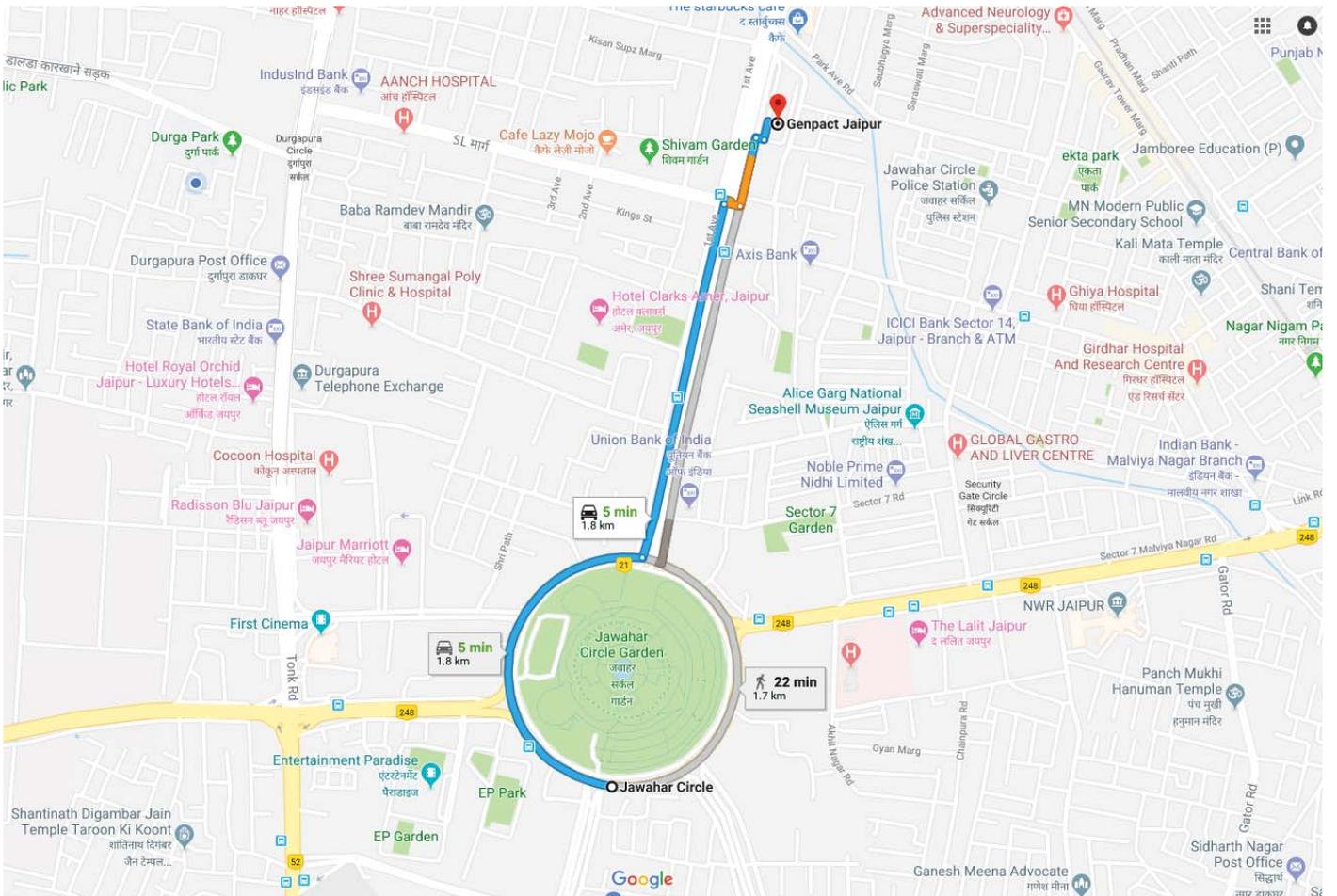
- *1. This form of Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

| |
|--|
| Affix Revenue Stamp of not less than Rs. 1 |
|--|

Route Map to the venue of the AGM

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

Landmark: Behind Genpact and Kesar Kothi



If undelivered please return to:



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120RJ1993PLC061489

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