

Shri Kalyan Holdings Limited

CIN: L67120MH1993PLC070526



*25th
Annual Report
2016-17*



<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. VIRAT DEWAN (upto 11.08.2017) DIN: 00155356 Independent and Non Executive Director • MR. DEVENDRA KUMAR PATNI DIN: 01647627 Independent and Non Executive Director • MRS. PRIYANKA PATNI DIN: 00556339 Woman Independent and Non Executive Director 	<p>BOARD COMMITTEES</p> <ul style="list-style-type: none"> • Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mr. Rajendra Kumar Jain (Member) • Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mrs. Priyanka Patni (Member) • Stakeholders Relationship Committee: Mr. Virat Dewan (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)
<p>Company Secretary & Compliance Officer: CS Komal Gandhi (upto 21.03.2017) CS Nandani Patidar (w.e.f. 29.03.2017)</p>	<p>Chief Financial Officer: Mr. Ashok Kumar Jain</p>
<p>Statutory Auditors: M/s Banshi Jain & Associates, Chartered Accountants, Mumbai</p>	<p>Secretarial Auditors: M/s V.M. & Associates, Company Secretaries, Jaipur</p>
<p>Principal Banker: Allahabad Bank, Jaipur</p>	<p>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>Registered Office : Flat No -1, Ground Floor, Saptashrunji Apartment, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (west) Navi Mumbai-400706 (Maharashtra). Phone No. & Fax: 022-27711214 Email:shrikalyan25@hotmail.com Website:www.shrikalyan.com</p>	<p>Corporate and Correspondence Office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur- 302 017 (Rajasthan). Phone No. : 0141-4034062</p>



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NOTICE

Notice is hereby given that the **25th (Twenty Fifth) Annual General Meeting (AGM)** of the Members of **Shri Kalyan Holdings Limited (SKHL)** will be held on Wednesday, the 27th day of September, 2017 at 11:00 A.M. at its Registered Office situated at Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No.- 282A & 285, Sarsole (G.E.S.), Sector-6, Nerul west, Navi Mumbai-400706 (Maharashtra) to transact the following 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, 2017, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of Mr. Jinendra Kumar Jain as a director liable to retire by rotation

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

Item No. 3: Appointment of the Statutory Auditors

To appoint the statutory auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) pursuant to the recommendations of the Audit Committee, M/s Jigna Sheth & Associates, Chartered Accountants, (FRN: 134922W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years commencing from the conclusion of this 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting (subject to ratification of the appointment by the members of the company at every Annual General Meeting held after this Annual General Meeting) and Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be mutually decided by the Auditor and the Board of Directors plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of Audit.”

Special Business:

Item No. 4: Appointment of Mr. Gaurav Srivastava (DIN: 07637558) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Gaurav Srivastava (DIN: 07637558), in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company along with the requisite amount of deposit 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 appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 27th September, 2017 and whose office shall not be liable to retire by rotation.”

“FURTHER RESOLVED 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.”

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

CS NANDANI PATIDAR

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

NOTES:

- 1) **A member entitled to attend and vote at the 25th Annual General Meeting is entitled to appoint proxy to attend and vote on a poll 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. (a copy of the proxy form is attached)

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 or power of attorney, 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 alongwith their copy of annual report, as no copies of the Annual Report will be issued at the venue of AGM. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.

- 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the relevant provisions of the Secretarial Standard on General Meeting, the details of Director retiring by rotation and/or seeking appointment/re-appointment at the ensuing AGM are furnished as annexure A to this Notice of AGM.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st day of September, 2017 to Wednesday, 27th day of September, 2017, (both days inclusive).
- 8) Annual Report and Notice of 25th AGM is available at the website of the Company at www.shrikalyan.com and on the website of CDSL i.e. www.evotingindia.com.
- 9) The copy of Annual Report and the Notice of 25th AGM, inter alia, indicating the instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email address 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members to enable them to cast their votes electronically through electronic voting service facility arranged by Central Depository Services (India) Ltd ("CDSL"). Please note that remote e-voting is optional and not mandatory.
- 12) The remote e-voting facility would remain open only from Saturday, 23rd September, 2017 (10:00 A.M.) and ends on Tuesday, 26th September, 2017 (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. Wednesday, 20th September, 2017, 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. Wednesday, 20th September, 2017.

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, Practising 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 Corporate 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 Meeting.
- 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 scrutinizers report shall be placed on the Company's website www.shrikalyan.com, on the website of BSE Ltd. and on CDSL's website 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 of the cut-off date i.e. Wednesday, 20th September, 2017, 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 provided separately along with Annual Report.
- 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.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on Saturday, 23rd September, 2017 (10:00 A.M.) and ends on Tuesday, 26th September, 2017 (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. Wednesday, 20th September, 2017 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.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Members receiving Notice by Post/Courier:

- Please follow all steps from sl. no. (i) to sl. no. (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/-

CS NANDANI PATIDAR

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

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 Businesses mentioned in the accompanying notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 11.08.2017 approved the appointment of Mr. Gaurav Srivastava (DIN: 07637558) as an Independent Director of the Company, subject to the approval of members of the Company in general meeting, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, to hold office for a term of 5 (five) consecutive years commencing from 27th September, 2017, not liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act along with the requisite amount of deposit of Rs. 1,00,000/-, proposing the candidature for Mr. Gaurav Srivastava as an Independent Director of the Company who has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also a declaration under Section 164 of the Act confirming that he is not disqualified to be appointed as Director.

Mr. Gaurav Srivastava possesses skills, experience and knowledge; inter alia, in the field of Securities, Finance and Marketing. Brief resume and other details of Mr. Gaurav Srivastava, as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the relevant provisions of the Secretarial Standard on General Meeting are provided in the Annexure to the notice of the Annual general Meeting. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Gaurav Srivastava appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Gaurav Srivastava as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Gaurav Srivastava, being an appointee are in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 in the Notice for approval by the members.

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

CS NANDANI PATIDAR

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

**ANNEXURE A**

Details of Directors seeking re-appointment/appointment at 25th Annual General Meeting (AGM) (pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting)

Name of the Director	Jinendra Kumar Jain	Gaurav Srivastava
DIN	00168251	07637558
Date of Birth	05/10/1970	16/05/1981
Designation	Whole-Time Director	Independent Director
Qualification :	MBA (Finance)	PGDM in Marketing
Specialized Expertise	Legal & Technical matters, Securities and finance sector	Securities, finance and Marketing sector
Experience	He is having over 27 years of vast experience in the field of Finance, real estate, Jewellery, Accounting, Securities and Taxation	He is having over 9 years experience in securities, marketing and financial services
Terms and Conditions of appointment/re-appointment	As per existing terms and conditions of re-appointment	As per the terms and conditions for other Independent Director as available on the Company's weblink www.shrikalyan.com/comp/Terms %20&%20conditions%20of%20ID.pdf
Date of first appointment on the Board	25/01/1993	-
No. of Meetings attended during the year F.Y. 2016-17	5 Board Meetings	N.A.
No. of shares held in Company as 31st March, 2017	8,43,300	NIL
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on 31 st March, 2017	NIL	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company:	Brother of Mr. Bhupendra Kumar Jain (Managing Director) & Mr. Rajendra Kumar Jain (Chairman cum Whole-Time Director)	NIL

PLACE: JAIPUR
DATE: 11TH AUGUST, 2017

BY ORDER OF THE BOARD OF DIRECTORS
SD/
CS NANDANI PATIDAR
COMPANY SECRETARY & COMPLIANCE OFFICER

BOARD'S REPORT

Dear Members,
Shri Kalyan Holdings Limited

The Board of Directors of Shri Kalyan Holdings Limited with immense pleasure presents their 25th report on the business and operations of the Company for the financial year 2016-17. This report is being presented along with the Audited Financial Statements for the year.

1. FINANCIAL HIGHLIGHTS:

The Company's Financial Performance for the Year ended 31st March, 2017 is summarized below:

{Amount in Rs.}

Particulars	Financial Year 2016-17	Financial Year 2015-16
Total Revenue	8,01,81,207	4,58,05,631
Total Expenses	7,47,88,881	4,43,04,701
Net Profit/(Loss) before Tax	53,92,326	15,00,929
Add/(Less) : Provision for Tax		
Current Tax	(4,00,747)	-
MAT Credit Entitlement	4,00,747	-
Deferred Tax	49,900	(13,500)
Prior period Adjustments	-	(96,591)
Profit/(Loss) after Tax	54,42,226	16,11,020
Balance carried to Balance Sheet	(2,65,66,982)	(3,20,09,208)

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. 7,99,59,333/- as against Rs. 45,502,726/- in the previous year. The net profit before tax is Rs. 53,92,326/- as against profit of Rs. 15,00,929/- in the previous year and the net profit after tax is Rs. 54,42,226/- as against profit of Rs. 16,11,020/- 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. DIVIDEND:

The Board of directors has decided not to recommend any dividend for the financial year under review i.e. 2016-17, following the conservation approach to retain the profit.

4. SHARE CAPITAL

During the FY 2016-17, 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).

5. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year 2016-17, the Board of Directors of the Company met 06 (Six) times on 28th May, 2016, 12th August, 2016, 11th November, 2016, 10th January 2017, 10th February, 2017 and 29th March 2017.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.

6. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

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

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

- i) In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Jinendra Kumar Jain (DIN: 00168251), Whole-Time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.
- ii) Mr. Rajendra Kumar Jain (DIN: 00168151), was re-appointed as Chairman cum Whole-Time Director of the Company at 24th Annual General Meeting held on 21st September, 2016 for a period of three years w.e.f. 01st September, 2016 to 31st August, 2019.
- iii) Mr. Bhupendra Kumar Jain (DIN: 00168251), was re-appointed as Managing Director of the Company at 24th Annual General Meeting held on 21st September, 2016 for a period of three years w.e.f. 01st September, 2016 to 31st August, 2019.
- iv) Mr. Jinendra Kumar Jain (DIN: 00168251), was re-appointed as Whole-Time Director at 24th Annual General Meeting held on 21st September, 2016 for a period of three years w.e.f. 01st September, 2016 to 31st August, 2019.
- v) Mr. Virat Dewan (DIN: 00155356), Independent Director of the Company has resigned from the directorship w.e.f. 11th August, 2017.

- vi) Mr. Gaurav Srivastava (DIN: 07637558) is proposed to be appointed as an Independent Director at the ensuing AGM, for a term of 5 (five) consecutive years commencing from 27th September, 2017. His appointment as an Independent Director of the Company is placed before the members for consideration and approval.

Key Managerial Personnel:

- i) Ms. Komal Gandhi, Company Secretary & Compliance Officer resigned w.e.f. 21st March, 2017.
ii) Ms. Nandani Patidar was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 29th March, 2017.

8. TRANSFER TO RESERVES

Since the Company is a Non-Banking Finance Company registered with Reserve Bank of India (RBI), therefore as per section 451C of RBI Act 1934, the Company has transferred Rs. 1,088,445/- in reserve fund i.e. aggregating of 20% of its net profit during the Financial Year 2016-17.

The Company has also transferred Rs. 389,652/- 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 2016-17.

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

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 www.shrikalyan.com/comp/Remuneration%20Policy.pdf and also annexed with this report as "Annexure I".

There has been no change in the policy since the last financial year. 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 website i.e. www.shrikalyan.com/comp/cfd.pdf.

11. AUDITORS AND AUDIT REPORTS

• **Statutory Auditors**

The Company had appointed M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 100990W), as Statutory Auditors of the Company at 22nd Annual General Meeting held on 31st July, 2014 for a period of three years, subject to the ratification at every AGM. Their term of appointment expires at the conclusion of the ensuing Annual General Meeting.

Further, in accordance with the provisions of Section 139 of the Companies Act, 2013, read with rules made there under, it is compulsorily required to rotate the Statutory Auditors who have held the office for ten years or more. In view of above requirements, Banshi Jain & Associates, Chartered Accountants, Mumbai would not be eligible to be reappointed as Statutory Auditor of the Company and accordingly, the Board of Directors, pursuant to recommendations of the Audit Committee, has recommended the appointment, of M/s Jigna Sheth & Associates, Chartered Accountants, (FRN: 134922W) as Statutory Auditor, to the Shareholders, for a period of five years from the conclusion of 25th Annual General Meeting (AGM) till the conclusion of 30th AGM, subject to yearly ratification by the members at every AGM. The Company received a certificate from M/s Jigna Sheth & Associates, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the Companies Act, 2013. Necessary resolution regarding the appointment of Statutory Auditors for the approval of the members of the Company has been taken in the notice convening 25th AGM of the Company.

The Auditors' Report for the financial year 2016-17 doesn't contain any reservation, qualification or adverse remark. Information referred in Auditors' Report are self-explanatory and do not call for any further comments.

• **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 in Practice, Jaipur (FRN: P1984RJ039200) as Secretarial Auditor of the Company to conduct the secretarial audit of the company for the financial year 2016-17.

The Secretarial Audit Report in form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice for the financial year 2016-17 is annexed herewith as **Annexure II** and it is self explanatory and does not contain any qualification, reservation or adverse remark(s) in the report.

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 2017-18.

• **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. 2016-17.

The Board has re-appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur as Internal Auditor of the Company for the F.Y. 2017-18.

12. 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.

13. 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.

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 provided as **Annexure III** to this Annual Report.

14. 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 during the year ended on 31st March, 2017.

15. 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

The information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Material Changes And Commitments, there 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 the report affecting the financial position of the company.

16. EXTRACT OF THE ANNUAL RETURN

As required by Section 92(3) of the Companies Act, 2013 and the Rules framed there under, the extract of the Annual Return in Form MGT 9 for the financial year ended on 31st March, 2017 is attached herewith as **Annexure IV**.

17. INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including the adherence to the 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 disclosures.

18. 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.

19. 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 to alter Clause III (A) of the Objects clause of the Memorandum of Association of the Company by way of addition of objects through special resolution. A snapshot of the voting results of the postal ballots is as follows:

Item No. 1: Special Resolution for amendment of Clause III of the Memorandum of Association of the Company

Date of Postal Ballot Notice:	10 th January, 2017
Voting Period:	18 th January, 2017 to 16 th February, 2017
Date of declaration of Results:	18 th February, 2017
Date of passing of resolution:	16 th February, 2017

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	67,20,600	67,20,600	100	67,20,600	0	100	0.00
Public institutional holders	1,96,900	—	—	—	—	—	—
Public-others	30,57,000	8,70,200	28.47	8,70,200	0	100	0.00
Total	99,74,500	75,90,800	76.10	75,90,800	0	100	0.00

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 Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and regulation 44 of the SEBI (LODR) Regulations, 2015, the Company provided e-voting facility to all its members in addition to the physical ballots. For this purpose, the Company engaged the services of CDSL. 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.

20. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board of Directors has carried out an annual evaluation of its own performance, committees, independent directors and other individual directors. The performance of the Board was evaluated by the board on the basis of criteria as provided to all the directors which were duly filled in.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, manner of conducting the meetings, value additions made by the members of the committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like attendance of the directors in the meetings, their contribution & inputs, qualification and expertise etc.

21. 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 2016-17.

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

22. FIXED DEPOSITS

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

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

The requirements under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the details of conservation of energy, technology absorption, foreign exchange earnings and outgo 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.

24. 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 by corporate finance, accounts and company law.

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

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

*Mr. Virat Dewan ceased to be member of the Audit Committee w.e.f. 11th August, 2017

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

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence, performance, and effectiveness of audit process;
- Examination of the financial statement and the auditor's report thereon;

- d) Approval or any subsequent modification of transactions of the company with related parties;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the company, wherever it is necessary;
- g) Evaluation of internal financial controls and risk management systems;
- h) Monitoring the end use of funds raised through public offers and related matters.
- i) The role of Audit Committee shall inter alia include the roles as prescribed in Regulation 18 of the Listing Regulations.

25. 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 2017-18 has been duly paid.

26. ESTABLISHMENT OF VIGIL MECHANISM

As per Section 177 of the Companies Act, 2013, a Vigil Mechanism has been established in order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. The Vigil Mechanism Policy has been uploaded on the website of the Company 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 has been denied access to the Audit Committee.

27. 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, our 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 2016-17.

28. PARTICULARS OF EMPLOYEES/PERSONNEL

- a. Disclosures pertaining 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 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, are annexed to this report as **Annexure V**.
- b. The statement containing particulars of employees as required under rule 5(2) and rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as **Annexure VI**:

29. DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3) 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 31st March, 2017, 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 31st March, 2017 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.

30. 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

Non-banking finance companies (NBFCs) form an integral part of the Indian financial system. The financial services industry is highly interrelated to overall economic growth and has been a large driver of this growth. The Non-Banking Finance Companies (NBFCs) saw moderation in rate of asset growth, rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalisation levels and conservative liquidity management, continues to provide



comfort to the credit profile of well run NBFCs in spite of the impact on profitability.

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**

NBFCs continue to play a critical role in making financial Services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFCs to further strengthen their presence in retail finance and grow at a reasonably healthy pace.

- **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. 54,42,226/- as compare to net profit of Rs.16,11,020/- during the previous year. 95.38% 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 2016-17.

- **INTERNAL CONTROL SYSTEMS:**

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

- **FINANCIAL PERFORMANCE**

Your company is a BSE listed, Non Banking Financial Company (NBFC). The Company's total Revenue from Operations during the year is Rs. 7,99,59,333/- and the net profit after tax is Rs. 5,442,226/- as against Rs. 45,502,726/- and Profit of Rs. 1,611,020/- respectively in the previous year.

- **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 31st March 2017.

31. 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: 11TH AUGUST, 2017

ANNEXURE TO THE BOARD'S REPORT

ANNEXURE I

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

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

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

OBJECTIVE:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and **Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations). The Key Objectives of the Committee would be:

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

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

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

*Substituted for 'Listing Agreement' by amending the policy by the Board of Directors at its meeting on 06.11.2015 which will be effective from December 1, 2015.

**Substituted for 'clause 49 under the listing agreement' by amending the policy by the Board of Directors at its meeting on 06.11.2015 which will be effective from December 1, 2015.

DEFINITIONS:

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

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

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

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

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

APPLICABILITY

The Policy is applicable to:

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

ROLE OF COMMITTEE:

The Committee shall:

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

➤ **Appointment criteria and qualifications:**

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

a) Directors

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

b) Independent Directors

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

c) Senior Management Personnel and KMP

The Company has an hierarchy structure displaying positions of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company is to match the requirements prescribed in the hierarchy structure of the Company.

- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

➤ **Term / Tenure**

a) Managing Director/Whole-time Director:

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

b) Independent Director:

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

➤ **Evaluation**

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

a. Criteria for evaluating Non-executive Board members:

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

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

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

➤ **Removal**

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

➤ **Retirement**

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

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

- The remuneration to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.



- The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

SITTING FEES

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

COMMISSION

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

STOCK OPTIONS

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

MEMBERSHIP, FREQUENCY OF MEETINGS

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

SECRETARY

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

MINUTES OF COMMITTEE MEETING

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

COMMUNICATION OF THIS POLICY

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

AMENDMENT

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

Form No. MR-3

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st March, 2017*[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
Saptashrunji apartment, Flat no.-1
Ground floor, plot no-282 A & 285, Sarsole (G.E.S)
Sector-6, Nerul (west) Navi Mumbai, Mumbai – 400 706

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shri Kalyan Holdings Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 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;

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 altered the main object clause of the Memorandum of Association of the company by passing of Special Resolution vide Postal Ballot in accordance with the provisions of the Act.

**FOR V.M. & ASSOCIATES
COMPANY SECRETARIES
(ICSI UNIQUE CODE P1984RJ039200)
SD/-
CS VIKAS MEHTA
PARTNER
ACS 28964
C P NO. : 12789**

**PLACE: JAIPUR
DATE: 29TH MAY, 2017**

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
Saptashrunji apartment, Flat no.-1
Ground floor, plot no-282 A & 285, Sarsole (G.E.S)
Sector-6, Nerul (west) Navi Mumbai, Mumbai – 400 706**

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: 29TH MAY, 2017**

**Particulars of contracts/arrangements made with related parties****Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2017)

This Form pertains to the 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 arm's length transactions under third proviso thereto.

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, 2017, 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, 2017 are as follows:

- (a) Name(s) of the related party and nature of relationship: Mrs. Prem Lata Jain who is 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.
- (b) Nature of contracts/arrangements/transactions: Leasing of property under section 188 (1) (c)
- (c) Duration of the contracts/arrangements/transactions: 9 years (w.e.f. 09.03.2015)
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: The company has taken ground floor of property situated at B-19, Lal Bahadur Nagar (East), Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 on lease for corporate office w.e.f. 09.03.2015 for a period of 9 years at Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) per annum subject to increment of 15% after every 3 years.
- (e) Date(s) of approval by the Board, if any: 28.05.2015
- (f) Amount paid as advances, if any: Six month security amount of Rs. 90000/-

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM WHOLE -TIME DIRECTOR

DIN: 00168151

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1. CIN	L67120MH1993PLC070526
2. Registration Date	25/01/1993
3. Name of the Company	Shri Kalyan Holdings Limited
4. Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5. Address of the Registered office & contact details	Saptashrungi Apartment, Flat No. 1, Ground Floor, Plot No. - 282A & 285, Sarsole (G.E.S.) Sector - 6, Nerul (West), Navi Mumbai - 400706 (Maharashtra), Tele/Fax : 022-27711214 E-Mail : shrikalyan25@hotmail.com
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukdas Mandir, New Delhi, Delhi - 110062 Tele/Fax: 011 - 29961284, E-Mail: beetalrta@gmail.com

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Financial Activities (Interest Income)	65923	95.64%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

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

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	6038600	-	6038600	60.54	6532600	-	6532600	65.49	4.95
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	188000	-	188000	1.88	188000	-	188000	1.88	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	6226600	-	6226600	62.43	6720600	-	6720600	67.38	4.95



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% 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)	6226600	-	6226600	62.43	6720600	-	6720600	67.38	4.95
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) FII's	-	-	-	-	-	-	-	-	-
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	28200	15000	43200	0.43	29770	15000	44770	0.45	0.02
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3307300	200000	3507300	35.16	3010765	-	3010765	30.18	(4.98)
c) Others (specify) Hindu Undivided Families	500	-	500	0.01	1465	-	1465	0.01	0.01
Sub-total (B)(2):-	3336000	215000	3551000	35.60	3042000	15000	3057000	30.64	(4.95)



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)= (B)(1)+ (B)(2)	3336000	411900	3747900	37.57	3042000	211900	3253900	32.62	(4.95)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9562600	411900	9974500	100	9762600	211900	9974500	100	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	-	206000	2.07	-	0
6	Rajendra Kumar Jain HUF	3400	0.03	-	3400	0.03	-	0
7	Kusum Jain	858600	8.61	-	858600	8.61	-	0
8	Abhi Jain	496000	4.97	-	496000	4.97	-	0
9	Bhupendra Kumar Jain	766900	7.69	-	766900	7.69	-	0
10	Anita Jain	444500	4.46	-	444500	4.46	-	0
11	Bhupendra Kumar Jain HUF	34400	0.34	-	34400	0.34	-	0
12	Jinendra Kumar Jain	843300	8.45	-	843300	8.45	-	0
13	Kavita Jain	197000	1.98	-	197000	1.98	-	0
14	Jinendra Kumar Jain HUF	641500	6.43	-	1135500	11.38	-	4.95
15	Shri Kalyan Gem Exports Limited	188000	1.88	-	188000	1.88	-	0
	Total	6226600	62.43	-	6720600	67.38	-	4.95

C) 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.	At the beginning of the year	6226600	62.43	6226600	62.43
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.) :	494000 Increase in shareholding due to Off Market Transfer of Shares to Jinendra Kumar Jain HUF on 21.04.2016	4.95	6720600	67.38
2	At the End of the year	6720600	67.38	6720600	67.38

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		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	2,00,000	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	1,96,900	1.974
3.	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	98,500	0.988
4.	Kalu Ram Balai				
	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	98,500	0.988
5	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	98,500	0.988



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
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	98,500	0.988
7	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	98,500	0.988
8	Ram Pal				
	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	98,500	0.988
9	Kalyan Sahay Bairwa				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	(98400) (Off market sale on 21.04.2016)	(0.987)	-	-
	At the end of the year	-	-	-	-
10	Rajo 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	98,400	0.987
11	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	98,400	0.987
12	Sudhendra Kumar				
	At the beginning of the year	98,400	0.987	-	-
	Date wise increase/decrease in Share holding during the year	(98400) (Off market sale on 08.03.2017)	(0.987)	-	-
	At the end of the year	-	-	-	-
13	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	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
14	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	98,400	0.987
15	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	98,400	0.987
16	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	98,400	0.987
17	Neeraj Jain				
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Share holding during the year	98,400 (Off market Purchase on 08.03.2017)	0.987	98,400	0.987
	At the end of the year	98,400	0.987	98,400	0.987

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

Details the Shareholding of Mr. Rajendra Kumar Jain (Chairman cum Whole-Time Director & 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	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	766900	7.69



S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	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	843300	8.45
4.	Mr. Ashok Kumar Jain- Chief Financial Officer				
	At the beginning of the year	21200	0.21	-	-
	Date wise increase/decrease in Share holding during the year	-	-	21200	0.21
	At the end of the year	21200	0.21	21200	0.21

Note: The following directors and KMP did not hold any shares during F.Y. 2016-17

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

* Ceased to be the Company Secretary and Compliance Officer w.e.f. 21.03.2017

** Appointed as Company Secretary and Compliance Officer w.e.f. 29.03.2017

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	82,38,222	303,141,678	-	311,379,900
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	82,38,222	303,141,678	-	311,379,900
Change in Indebtedness during the financial year				
* Addition	-	145,694,236	-	145,694,236
* Reduction	(23,17,647)	-	-	(23,17,647)
Net Change	(23,17,647)	145,694,236	-	14,33,76,589
Indebtedness at the end 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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		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 profit of the Company calculated as per section 198 of the Companies Act, 2013			

* No Remuneration is paid during the F.Y. 2016-17 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. Virat Dewan	Mr Devendra Kumar Patni	Mrs. Priyanka Patni	
1	Independent Directors	-	-	-	NIL
	Fee for attending board committee meetings	-	-	-	NIL
	Commission	-	-	-	NIL
	Others, please specify	-	-	-	NIL
	Total (1)	-	-	-	NIL
2	Other Non-Executive Directors	-	-	-	NIL
	Fee for attending board committee meetings	-	-	-	NIL
	Commission	-	-	-	NIL
	Others, please specify	-	-	-	NIL
	Total (2)	-	-	-	NIL
	Total (B)=(1+2)	-	-	-	NIL
	Total Managerial Remuneration	-	-	-	NIL
	Overall Ceiling as per the Act	-	-	-	NIL

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

S. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	Ms. Komal Gandhi (CS upto 20.03.2017)	Ms. Nandani Patidar (CS w.e.f. 29.03.2017)	Mr. Ashok Kumar Jain (CFO)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2,91,667	1,742	3,60,000	6,51,667
	(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	-	2,91,667	1,742	3,60,000	6,51,667

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: 11TH AUGUST, 2017

ANNEXURE V

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 2016-17 :

No remuneration is withdrawn by the directors during the F.Y. 2016-17 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 2016-17:

No remuneration is paid to the director during the F.Y. 2016-17 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	76.47%
2.	Ms. Komal Gandhi*	Company Secretary	29.06%
3.	Ms. Nandani Patidar**	Company Secretary	N.A.

*Ms. Komal Gandhi resigned w.e.f. 21.03.2017

**Ms. Nandani Patidar was appointed w.e.f. 29.03.2017

3. The percentage increase in the median remuneration of employees in the financial year 2016-17:

Median remuneration of comparable employees has increased by 54.35% in the financial year 2016-17.

4. The number of permanent employees on the rolls of company: 7 employees as on 31.03.2017.

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: - 55.48%

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: 11TH AUGUST, 2017

ANNEXURE VI

The statement containing particulars of employees 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	5	01.04.2016	28	Syon Infomedia Pvt Ltd	Nephew of director Mr.Rajendra Kumar Jain. Mr.Bhupendra Kumar Jain and Mr. Jinendra Kumar Jain	496000
2.	Mr. Ashok Kumar Jain	Chief Financial Officer (CFO)	3.60	Onroll Employee	B.Com	35	25.01.1993	53	Jaipur Enterprises	-	21200
3.	Ms. Komal Gandhi*	Company Secretary and Compliance Officer	2.92	Onroll Employee	CS, L.L.B.	3	22.04.2014	26	-	-	-
4.	Mr. Rajendra Kumar Chippa	Liasoning Officer	2.64	Onroll Employee	M.Com	24	25.01.1993	49	-	-	-
5.	Mr. Neeraj Jain	Finance Accounts Head	2.34	Onroll Employee	B.Com	20	01.04.2007	45	KGK Enterprises	-	98400
6.	Ms. Nandani Patidar**	Company Secretary and Compliance Officer	2.16	Onroll Employee	CS, L.L.B.	2	13.10.2015	23	-	-	-
7.	Mr. Manna Lal Chopra	Office Assistant	2.13	Onroll Employee	B.Com	24	25.01.1993	50	-	-	-
8.	Mr. Devendra Kumar Jain	Accounts Assistant	1.92	Onroll Employee	B.Com	37	10.05.2012	54	Own Business	-	-
9.	Mr. Santosh Sadanand Pawar	Office Assistant	1.83	Onroll Employee	Secondary education	24	25.01.1993	50	-	-	-
10.	Mr. Om Prakash Balai	Office Assistant	1.44	Onroll Employee	B.A.	12	24.05.2011	30	Hare Krishna Engineering	-	94000

*Ms. Komal Gandhi, Company Secretary & Compliance Officer resigned w.e.f. 21st March, 2017.

**Ms. Nandani Patidar, Assistant Company Secretary of the Company was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 29th March, 2017.

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, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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, 2017, 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 Balance Sheet, Statement of Profit & Loss and Cash Flow Statement 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) with respect to adequacy of interim financial controls over financial reporting of the company and 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 did not have any pending litigations as on the Balance Sheet date
 - 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 **BANSHI JAIN & ASSOCIATES**

Chartered Accountants

Firm Registration No.100990W

Sd/-

ANUJ B. GOLECHA

(Partner)

Membership No. 117617

Place: MUMBAI

Date: 29th May, 2017

‘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 2017. 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. 47,27,35,629/-

 - A) The terms and conditions of the grant of aforesaid loans are not prejudicial to the company's interest.
 - B) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, wherever applicable.
 - C) There are no overdue amounts in respect of the above loan.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- 5) According to information and explanation given to us the Company has not accepted any deposits from the public. Accordingly Clause 3 (v) of the order is not applicable.
- 6) 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 on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.
 - B) According to the information and explanations given to us, there are no material dues of profession tax, service tax duty of customs value added tax, income tax 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 **BANSHI JAIN & ASSOCIATES**

Chartered Accountants

Firm Registration No.100990W

Sd/-

ANUJ B. GOLECHA

(Partner)

Membership No. 117617

Place: MUMBAI

Date: 29th May, 2017

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 2017 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 adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For **BANSHI JAIN & ASSOCIATES**

Chartered Accountants

Firm Registration No.100990W

Sd/-

ANUJ B. GOLECHA

(Partner)

Membership No. **117617**

Place: MUMBAI

Date: 29th May, 2017



BALANCE SHEET AS AT MARCH 31, 2017

(in Rs.)

PARTICULARS	Note No.	As at end of March 31, 2017	As at end of March 31, 2016
EQUITY AND LIABILITIES :			
Shareholders' Funds :			
Share Capital	2	99,877,500	99,877,500
Reserves and Surplus	3	(26,566,982)	(32,009,208)
Non - Current Liabilities :			
Long Term Borrowings	4	3,422,934	5,920,576
Deferred Tax Liabilities [Net]	5	255,460	305,362
Long Term Provisions	6	1,262,197	872,545
Current Liabilities :			
Short Term Borrowings	7	448,835,914	303,141,678
Other Current Liabilities	8	5,258,796	4,454,485
Total		532,345,819	382,562,937
ASSETS :			
Non - Current Assets :			
Fixed Assets :			
Tangible Assets	9	11,809,232	17,525,356
Non Current Investments	10	120,000	120,000
Long Term Loans and Advances	11	505,467,447	349,205,803
Current Assets :			
Inventories	12	3,771,914	6,647,877
Trade Receivables	13	29,414	27,026
Cash and Cash Equivalents	14	2,558,776	3,003,400
Short Term Loans and Advances	15	8,589,036	6,033,475
Total		532,345,819	382,562,937
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 BANSHI JAIN & ASSOCIATES

Chartered Accountants

FRN 100990W

Sd/-

ANUJ B. GOLECHA

Partner

Membership No. 117617

Place: Mumbai

Date : 29th May, 2017

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 29th May, 2017

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

NANDANI PATIDAR

COMPANY

SECRETARY



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(in Rs.)

PARTICULARS	Note No.	March, 2017	March, 2016
REVENUE :			
Revenue from Operations	16	79,959,333	45,502,726
Other Income	17	221,874	302,905
Total Revenue		80,181,207	45,805,631
EXPENSES :			
Purchases of Stock-in-Trade	18	1,007,660	-
Changes in Inventories of Stock-in-Trade	19	2,875,963	641,745
Employee Benefits Expense	20	3,099,680	1,980,597
Finance Costs	21	60,554,668	34,730,835
Depreciation and Amortisation expense	9	2,894,611	2,524,311
Other Expenses	22	4,356,299	4,427,213
Total Expenses		74,788,881	44,304,701
Profit / [Loss] before Tax		5,392,326	1,500,929
Add / (Less) : Tax Expense			
Current Tax		(400,747)	-
MAT Credit Entitlement		400,747	-
Deferred Tax		49,900	(13,500)
Prior Period Tax Adjustment		-	(96,591)
Profit / [Loss] for the period		5,442,226	1,611,020
Earning per Equity Share [EPS] [in Rupees]			
Basic & Diluted	23	0.546	0.162
Summary of Significant Accounting Policies	1		

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

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

FRN 100990W

Sd/-

ANUJ B. GOLECHA

Partner

Membership No. 117617

Place: Mumbai

Date : 29th May, 2017

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM
WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 29th May, 2017

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL
OFFICER

Sd/-

NANDANI PATIDAR

COMPANY
SECRETARY

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

PARTICULARS	AS AT 31.03.2017 AMOUNT (RS)	AS AT 31.03.2016 AMOUNT (RS)
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before taxation	5,392,326	1,500,929
<i>Adjustments for :</i>		
Depreciation	2,894,611	2,524,311
Dividend received	(26,055)	(115,133)
Provision	389,652	(2,913,384)
Loss/(Profit) On Sale Of Fixed Assets	528,480	(94,666)
Interest and finance charges paid	60,546,843	34,724,007
Interest on Income Tax Refund	(195,819)	(93,106)
	64,137,712	34,032,029
Operating Profit before Working Capital changes	69,530,038	35,532,959
<i>Adjustments for :</i>		
(Increase)/Decrease in Inventories	2,875,963	641,745
(Increase)/Decrease in Trade and other receivables	(2,388)	(26,803)
(Increase)/Decrease in Loans & Other Deposits	(155,860,897)	(96,244,819)
Increase / (Decrease) in trade & other payables	624,316	894,600
	(152,363,007)	894,600
Cash generated from operations	(82,832,969)	(59,202,319)
Taxes paid (Net of refunds)	2,956,308	357,979
Net cash generated in operating activities (A)	(85,789,277)	(58,844,340)
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(311,969)	(7,338,092)
Sale of Assets	2,605,000	820,000
Dividend received	26,055	115,133
	2,319,086	(6,402,959)
Net cash from investing activities (B)	2,319,086	(6,402,959)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Loans	143,376,591	89,697,757
Interest on Income Tax Refund	195,819	93,106
Interest and finance charges paid	(60,546,843)	(34,724,007)
Net cash used in financing activities (C)	83,025,567	55,066,856
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(444,624)	(10,180,443)
Cash & Cash Equivalents as at beginning of the year	3,003,400	13,183,844
Cash & Cash Equivalents as at end of the year	2,558,776	3,003,400
Net Increase / (Decrease) in Cash & Cash Equivalents	(444,624)	(10,180,443)

NOTE :

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

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

FRN 100990W

Sd/-

ANUJ B. GOLECHA

Partner

Membership No. 117617

Place: Mumbai

Date : 29th May, 2017

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 29th May, 2017

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-toMarket Margin - Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the balance sheet date.
- C** As on the balance sheet date, profit/loss on open positions in equity index/stock futures is accounted for as follows :
 - * Credit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.
 - * Debit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated loss, is adjusted in the profit & 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, 2017	March 31, 2016
Note : 2 - Share Capital :		
Authorised :		
1,10,00,000 [as at 31-03-16 : 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 31-03-16 : 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 31-03-16 : 9974500] Equity Shares of Rs. 10/- each	99,745,000	99,745,000
Add: Forfeited Share Account	132,500	132,500
	99,877,500	99,877,500

A. The reconciliation of the number of Shares outstanding as at March 31, 2017 and as at March 31, 2016

Equity Shares	March 31, 2017		March 31, 2016	
	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, 2017		March 31, 2016	
	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, 2017	March 31, 2016
Reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934		
Balance as per last Balance Sheet	1,013,447	691,243
Add: Set aside during the year	1,088,445	322,204
Balance as at year end	2,101,892	1,013,447
Surplus :		
Balance as per last Balance Sheet	(33,022,654)	(34,311,471)
Add : Profit / (Loss) for the period	5,442,226	1,611,020
	(27,580,428)	(32,700,450)
Less : Appropriations :		
Transfer to reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934	1,088,445	322,204
Balance as at year end	(28,668,874)	(33,022,654)
TOTAL	(26,566,982)	(32,009,208)

Note : 4 - Long Term Borrowings :	Non-Current Portion		Current Maturities	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Secured				
Term loans From banks	3,422,934	5,920,576	2,497,641	2,317,646
TOTAL	3,422,934	5,920,576	2,497,641	2,317,646

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 (01/03/2015), alongwith interest of 10.5% p.a

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

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

Note : 5 - Deferred Tax	March 31,2017	March 31,2016
Deferred Tax Liabilities :		
Depreciation	255,460	305,362
Total	255,460	305,362
Deferred Tax Assets	-	-
Total	-	-
Net Deferred Tax Liability / (Asset)	255,460	305,362

Note: 6-Long Term Provisions:

Contingent Provision Against Standard Assets (See Note 25)	1,262,197	872,545
TOTAL	1,262,197	872,545

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

From others	47,011,278	-
From Related Parties	401,824,636	303,141,678

TOTAL	448,835,914	303,141,678
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Note : 8 - Other Current Liabilities :

Current Maturities of Long Term Debt (refer note 4)	2,497,641	2,317,646
Others :		
M to M on Unexpired Future contract	39,843	-
Outstanding Payables	370,632	385,596
Advance from Customer	700,000	700,000
TDS payable	1,650,680	1,051,243
TOTAL	5,258,796	4,454,485

Note :9 - Fixed Assets

Nature of Fixed Assets Tangible	Gross Block						Depreciation			Net Block	
	As at 01-04-16	Additions During the year	Sales and / or adj. during the year	As at 31-03-17	Up to 01-04-16	For the year	On Sales and / or adj. during the year	Up to 31-03-17	As at 31-03-17	As at 31-03-16	
	(in Rs.)										
Air conditioner	813,030			813,030	555,488	61,404		616,892	196,138	257,542	
Building	1,414,000			1,414,000	97,562	23,586		121,148	1,292,852	1,316,438	
Computer	1,366,753	311,969		1,678,722	1,140,881	176,592		1,317,473	361,249	225,872	
Generator	400,800			400,800	191,230	49,607		240,837	159,963	209,570	
Office Equipments	1,235,124			1,235,124	1,008,734	83,398		1,092,132	142,992	226,390	
Motor car	20,078,021		6,224,370	13,853,651	4,935,370	2,475,496	3,090,888	4,319,978	9,533,673	15,142,651	
UPS	187,725			187,725	109,047	10,682		119,729	67,996	78,678	
Computer Software	52,800			52,800	22,557	8,815		31,372	21,428	30,243	
Motor Cycle	50,189			50,189	12,216	5,031		17,247	32,942	37,973	
Total	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	
Previous year	20,435,080	7,338,092	2,174,730	25,598,442	6,998,172	2,524,311	1,449,397	8,073,086	17,525,356	13,436,908	

	(in Rs.)	
	March 31,2017	March 31,2016
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 @ 19.646 i.e. Rs.235,752/- P.Y.) (Market value @ 17.663 i.e. Rs.211,956/- 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	472,735,629	330,117,853
Other Loans and Advances	32,143,121	18,900,000
MAT Credit Entitlement	400,747	-
TOTAL	505,467,447	349,205,803
Note : 12 - Inventories :		
A Classification of Inventories :		
-Stock-in-Trade of Shares*	3,771,914	6,647,877
TOTAL	3,771,914	6,647,877
*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	29,414	27,026
TOTAL	29,414	27,026
Note : 14 - Cash and Cash Equivalents		
Balances with Banks		
In current accounts	2,239,215	2,465,280
Cash on hand	319,561	538,120
TOTAL	2,558,776	3,003,400
Note : 15 - Short Term Loans and Advances :		
Other Loans and Advances :		
Refund receivable	1,681,804	1,681,804
Advance Income Tax [Net of Provision for tax]	6,907,232	4,351,671
TOTAL	8,589,036	6,033,475
Note : 16- Revenue from Operations :		
Sale of Products		
Traded goods - Shares	4,249,341	650,260
Sale of Services		
Interest Income	76,475,683	44,852,466
Other Operating Revenue		
Profit / (Loss) from Future & Option Transactions	(765,691)	-
Revenue from operations	79,959,333	45,502,726

	(in Rs.)	
	March 31,2017	March 31,2016
Note : 17 - Other Income :		
Dividend Income [Gross] :		
From Long Term Investments	26,055	21,000
From Stock in Trade	-	94,133
	26,055	115,133
Miscellaneous Income		
Interest on Income Tax Refund	195,819	93,106
Profit/(Loss) on Sale of Car [Net]	-	94,666
TOTAL	221,874	302,905
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	3,771,914	6,647,877
	3,771,914	6,647,877
Less : Stock at commencement		
Stock-in-Trade	6,647,877	7,289,622
	6,647,877	7,289,622
TOTAL	2,875,963	641,745
Note : 20 - Employee Benefit Expense :		
Salaries, wages and bonus	3,035,667	1,921,000
Staff welfare expenses	64,013	59,597
TOTAL	3,099,680	1,980,597
Note : 21 - Finance Cost :		
Interest Paid on		
-Term Loan	700,677	541,211
-Others	59,846,166	34,182,796
Bank commission & charges	7,826	6,828
TOTAL	60,554,668	34,730,835
Note : 22 - Other Expenses :		
Advertisement Expenses	58,805	76,557
Business Promotion expense	38,256	90,181
Brokerage	220,480	72,774
Audit Fees	287,500	290,350
Contingent Provision Against Standard Assets	389,652	240,612
Computer Expense	10,943	12,544
Donations	-	11,000
Electricity and Water Charges	591,802	599,503
Insurance	393,488	391,340
Legal and Professional Fees	375,753	195,385
Listing Fees	16,104	224,720
Miscellaneous Expenses	297,723	303,810
Repairs & Maintenance	64,303	80,800
Rent, Rates and Taxes	184,098	187,646
Traveling & Conveyance Expenses	162,040	306,198
Telephone expenses	583,626	574,726
Motor Car expense	153,244	619,068
(Profit)/Loss on Sale of Car	528,480	-
Bad Debts	-	150,000
TOTAL	4,356,299	4,427,213



	(in Rs.)	
	March 31, 2017	March 31, 2016
A Audit fees		
Auditors' Remuneration [Including Service Tax] :		
i Audit Fees	172,500	175,850
ii Tax Audit Fees	57,500	57,250
iii Other Matters	57,500	57,250
Total	287,500	290,350

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	5,442,226	1,611,020
B Basic and weighted average number of Equity shares outstanding during the year	Nos.	9,974,500	9,974,500
C Nominal value of equity share	INR	10	10
D Basic EPS	INR	0.55	0.16
E Diluted EPS	INR	0.55	0.16

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"

	(in Rs.)	
	March 31, 2017	March 31, 2016
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	872,545	631,933
Additions during the year	389,652	240,612
Closing Balance	1,262,197	872,545

Note : 26 - Disclosure on Specified Bank Notes

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification G.S.R. 308 (E), dated March 31, 2017.

The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other Notes as per notification are as follows:

Particulars	SBNs *	Other Denomination Notes	Total
Opening Cash as on 08-11-2016	700,000	122,773	822,773
Add: Permitted Receipts	-	255,000	255,000
Less: Permitted Payment	-	32,963	32,963
Less: Amount Deposited in Banks	700,000	-	700,000
Closing Cash as on 30-12-2016	-	344,810	344,810

* For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated November 8, 2016.

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

FRN 100990W

Sd/-

ANUJ B. GOLECHA

Partner

Membership No. 117617

Place: Mumbai

Date : 29th May, 2017

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 29th May, 2017

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

NANDANI PATIDAR

COMPANY

SECRETARY

**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	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016	31.03.2017	31.03.2016
SEGMENT REVENUE						
External Revenue	76,475,683	44,852,466	3,509,705	765,393	79,985,388	45,617,859
Unallocated corporate Revenue	-	-	-	-	195,819	187,772
TOTAL Revenue	76,475,683	44,852,466	3,509,705	765,393	80,181,207	45,805,631
RESULT						
Segment Result	16,409,037	10,446,896	(388,950)	121,838	16,020,087	10,568,734
Unallocated Corporate Income					195,819	187,772
Unallocated Corporate (Expenses)					10,823,580	(9,145,486)
Profit/(Loss) Before Tax					5,392,326	1,500,929
Less : Provision for Tax					(49,900)	(110,091)
Profit/(Loss) After Tax					5,442,226	1,611,020
OTHER INFORMATION :-						
Segment Assets	505,279,497	349,017,853	3,771,914	6,647,877	509,051,411	355,665,730
Unallocable Corporate Assets					23,294,408	26,897,208
Total Assets	505,279,497	349,017,853	3,771,914	6,647,877	532,345,819	382,562,937
Segment Liabilities	448,835,914	303,141,678	-	-	448,835,914	303,141,678
Unallocable Corporate liabilities					83,509,905	11,552,967
Total Liabilities	448,835,914	303,141,678	-	-	532,345,819	314,694,645
Capital Expenditure	-	-	-	-	311,969	7,338,092
Depreciation	-	-	-	-	2,894,611	2,524,311
Non cash expenses other than depreciation	-	-	-	-		

Note : 28 - Related Party Transactions :**A Name of the Related Party and Nature of the Related Party Relationship :****a Directors and their relatives :****LIST OF NAME OF DIRECTORS & THEIR RELATIVES**

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

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

Aditya Buildmart Pvt. Ltd.	Moonstone Apartments Pvt. Ltd.	Anokhi Buildestate Pvt. Ltd.
Mountain View Heights Pvt. Ltd.	Anokhi Developers Pvt. Ltd.	Pink City Electrodes Pvt. Ltd.
Blue Stone Premises Pvt. Ltd.	Prachir Landmart Pvt. Ltd.	Dream Vihar Buildhome LLP
Royal Classic buildmart Pvt. Ltd.	Eros sky scrapers LLP	Ruby Buildcon Pvt. Ltd.
Eros Kalyan Colonisers Pvt. Ltd.	Sarans Builders Pvt. Ltd.	Evita Hotels and Resorts LLP
Shri Kalyan Gem Exports Ltd.	Kalyan Awas Vikas Pvt. Ltd.	Kalyan Vihar Buildhome Pvt. Ltd.
Shri Kalyan Vatika Jaipur Pvt. Ltd.	Hemang Construction Pvt. Ltd.	Syon Infomedia Pvt. Ltd.
Jaipur Paper Pvt. Ltd.	Valley View Residency Pvt. Ltd.	Jaipur Vatika Buildev Pvt. Ltd.
Wonder Primestate Pvt. Ltd.	Jaipur Vatika Buildhome Pvt. Ltd.	Sidhe star Buildhome Pvt. Ltd.
Jaipur Vatika Premises Pvt. Ltd.	Kalyan Villa Properties Pvt. Ltd.	Sunrise Gems and Jewels Pvt Ltd
Unicameral Consulatants and allied Services Pvt Ltd		
Shri Kalyan Realty LLLP (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]

Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2017	2016	2017	2016
Finance:				
Loans Given				
Abhi Jain	2,250,000	30,355,000	-	-
Hemang Jain	1,160,000	8,050,000	-	-
Kusum Jain	1,500,000	3,015,000	-	-
Jinendra Kumar Jain	37,615,000	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	1,450,000	930,000
Anokhi Buildestate Pvt. Ltd.	-	-	3,174,000	515,000
Anokhi Developers Pvt. Ltd.	-	-	2,110,000	1,795,000
Dream Vihar Buildhome LLP	-	-	440,000	4,855,000
Eros Kalyan Colonisers Pvt. Ltd.	-	-	290,000	40,000
Eros Sky Scrapers LLP	-	-	2,610,000	12,350,000
Hemang Construction Pvt. Ltd.	-	-	22,900,000	4,445,000
Jaipur Papers Pvt. Ltd.	-	-	760,000	490,000
Jaipur Vatika Buildev Pvt. Ltd.	-	-	1,095,000	720,000
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	2,260,000	215,000
Jaipur Vatika Premises Pvt. Ltd.	-	-	1,020,000	655,000
Kalyan Villa Properties Pvt. Ltd.	-	-	25,190,000	5,915,000
Moonstone Apartment Pvt. Ltd.	-	-	44,925,000	2,885,000
Mountain View Heights Pvt. Ltd.	-	-	1,060,000	600,000
Pink City Electrodes Pvt. Ltd.	-	-	4,945,000	205,000
Prachir Landmart Pvt. Ltd.	-	-	1,305,000	145,000
Royal Classic Buildmart Pvt. Ltd.	-	-	7,055,000	4,450,000
Ruby Buildcon Pvt. Ltd.	-	-	5,025,000	3,155,000
Sarans Builders Pvt. Ltd.	-	-	1,155,000	755,000
Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016)	-	-	22,035,000	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	-	155,000
Sidhestar Buildhome Pvt. Ltd.	-	-	16,980,000	16,480,000
Sunrise Gems and Jewels Pvt Ltd	-	-	3,200,000	-
Syon Infomedia Pvt. Ltd.	-	-	5,740,000	4,575,000
Valley View Residency Pvt. Ltd.	-	-	1,670,000	1,045,000
Wonder Primestate Pvt. Ltd.	-	-	12,660,000	2,040,000
Unicameral Consultants and allied Services Pvt Ltd	-	-	4,300,000	-
Total	42,525,000	41,420,000	195,354,000	69,415,000
Loans Repaid to us :				
Abhi Jain	11,120,612	12,130,000	-	-
Hemang Jain	3,190,874	-	-	-
Kusum Jain	2,584,133	2,000,000	-	-
Jinendra Kumar Jain	20,223,880	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	1,368,993	749,414
Anokhi buildestate Pvt. Ltd.	-	-	964,812	410,032
Anokhi Developers Pvt. Ltd.	-	-	6,987,884	1,522,282
Dream Vihar Buildhome LLP	-	-	1,024,760	1,633,012
Eros Kalyan Colonisers Pvt. Ltd.	-	-	42,553	22,167
Eros Sky Scrapers LLP	-	-	8,931,243	-
Hemang Construction Pvt. Ltd.	-	-	6,432,052	3,585,465
Jaipur Papers Pvt. Ltd.	-	-	678,450	390,947
Jaipur Vatika Buildev Pvt. Ltd.	-	-	1,013,982	581,276
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	512,294	171,452
Jaipur Vatika Premises Pvt. Ltd.	-	-	947,669	544,127
Kalyan Villa Properties Pvt. Ltd.	-	-	17,084,377	3,149,459



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2017	2016	2017	2016
Moonstone Apartment Pvt. Ltd.	-	-	8,440,199	2,399,084
Mountain View Heights Pvt. Ltd.	-	-	849,197	479,232
Pink City Electrodes Pvt. Ltd.	-	-	1,269,869	154,247
Prachir Landmart Pvt. Ltd.	-	-	288,608	110,545
Royal Classic Buildmart Pvt. Ltd.	-	-	6,335,314	3,636,308
Ruby Buildcon Pvt. Ltd.	-	-	4,506,273	2,586,307
Sarans Builders Pvt. Ltd.	-	-	1,059,857	611,301
Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016)	-	-	1,191,310	30,809
Shri Kalyan Gem Exports Ltd.	-	-	-	133,505
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	-	4,542,156
Sidhe star Buildhome Pvt. Ltd.	-	-	36,619,321	2,671,516
Sunrise Gems and Jewels Pvt Ltd	-	-	3,348,392	-
Syon Infomedia Pvt. Ltd.	-	-	1,525,222	1,655,211
Valley View Residency Pvt. Ltd.	-	-	1,487,169	853,275
Wonder Primestate Pvt. Ltd.	-	-	3,718,993	1,668,844
Unicameral Consultants and allied Services Pvt Ltd	-	-	4,499,401	-
Total	37,119,499	14,130,000	121,128,194	34,291,973
Interest Received :				
Abhi Jain	1,834,688	711,062	-	-
Hemang Jain	1,038,221	149,499	-	-
Kusum Jain	35,014	34,119	-	-
Jinendra Kumar Jain	833,084	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	1,499,998	1,120,051
Anokhi Developers Pvt. Ltd.	-	-	2,868,532	2,288,304
Anokhi buildestate Pvt. Ltd.	-	-	1,152,331	612,883
Dream Vihar Buildhome LLP	-	-	614,793	287,426
Eros Kalyan Colonisers Pvt. Ltd.	-	-	55,769	31,958
Eros Sky Scrapers LLP	-	-	2,018,424	334,973
Hemang Construction Pvt. Ltd.	-	-	7,414,423	4,385,935
Jaipur Papers Pvt. Ltd.	-	-	785,215	584,481
Jaipur Vatika Buildev Pvt. Ltd.	-	-	1,172,817	874,196
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	610,512	256,341
Jaipur Vatika Premises Pvt. Ltd.	-	-	1,095,704	818,139
Kalyan Villa Properties Pvt. Ltd.	-	-	6,881,475	4,735,877
Mountain View Heights Pvt. Ltd.	-	-	987,754	721,311
Moonstone Apartment Pvt. Ltd.	-	-	9,134,814	3,630,701
Pink City Electrodes Pvt. Ltd.	-	-	704,723	230,965
Prachir Landmart Pvt. Ltd.	-	-	378,822	165,493
Royal Classic Buildmart Pvt. Ltd.	-	-	7,330,482	5,467,777
Ruby Buildcon Pvt. Ltd.	-	-	5,213,958	3,888,941
Sarans Builders Pvt. Ltd.	-	-	1,225,937	913,516
Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016)	-	-	2,298,855	809
Shri Kalyan Gem Exports Ltd.	-	-	-	3,505
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	-	160,106
Sidhe star Buildhome Pvt. Ltd.	-	-	3,727,828	4,119,938
Sunrise Gems and Jewels Pvt Ltd	-	-	164,880	-
Syon Infomedia Pvt. Ltd.	-	-	1,958,092	1,002,280
Valley View Residency Pvt. Ltd.	-	-	1,721,064	1,283,081
Wonder Primestate Pvt. Ltd.	-	-	4,682,103	2,510,666
Unicameral Consultants and allied Services Pvt Ltd	-	-	221,557	-
Total	3,741,007	894,680	65,920,862	40,429,653
TDS Received				
Jinendra Kumar Jain	83,308	-	-	-



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2017	2016	2017	2016
Aditya Buildmart Pvt. Ltd.	-	-	150,001	112,005
Anokhi Developers Pvt. Ltd.	-	-	286,853	228,830
Anokhi Buildestate Pvt. Ltd.	-	-	115,234	61,289
Dream Vihar Buildhome LLP	-	-	61,480	28,743
Eros Kalyan Colonisers Pvt. Ltd.	-	-	5,577	3,197
Eros Sky Scrapers LLP	-	-	201,843	33,497
Hemang Construction Pvt. Ltd.	-	-	741,442	438,594
Jaipur Papers Pvt. Ltd.	-	-	78,522	58,449
Jaipur Vatika Buildev Pvt. Ltd.	-	-	117,282	87,420
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	61,052	25,634
Jaipur Vatika Premises Pvt. Ltd.	-	-	109,570	81,814
Kalyan Villa Properties Pvt. Ltd.	-	-	688,147	473,588
Moonstone Apartment Pvt. Ltd.	-	-	913,482	363,070
Mountain View Heights Pvt. Ltd.	-	-	98,776	72,132
Pink City Electrodes Pvt. Ltd.	-	-	70,472	23,097
Prachir Landmart Pvt. Ltd.	-	-	37,882	16,550
Royal Classic Buildmart Pvt. Ltd.	-	-	733,048	546,778
Ruby Buildcon Pvt. Ltd.	-	-	521,395	388,895
Sarans Builders Pvt. Ltd.	-	-	122,594	91,351
Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016)	-	-	229,886	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	-	16,011
Sidhestar Buildhome Pvt. Ltd.	-	-	372,783	411,994
Sunrise Gems and Jewels Pvt Ltd	-	-	16,488	-
Syon Infomedia Pvt. Ltd.	-	-	195,810	100,228
Valley View Residency Pvt. Ltd.	-	-	172,106	128,308
Wonder Primestate Pvt. Ltd.	-	-	468,211	251,067
Unicameral Consultants and allied Services Pvt Ltd	-	-	22,156	-
Total	83,308	-	6,592,092	4,042,541
Outstanding :				
Receivable :				
Abhi Jain	11,900,138	18,936,062	-	-
Hemang Jain	7,206,846	8,199,499	-	-
Kusum Jain	-	1,049,119	-	-
Jinendra Kumar Jain	18,140,896	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	9,220,290	7,789,286
Anokhi Buildestate Pvt. Ltd.	-	-	7,508,694	4,262,409
Anokhi Developers Pvt. Ltd.	-	-	13,600,788	15,896,993
Dream Vihar Buildhome LLP	-	-	3,649,957	3,681,404
Eros Sky Scrapers LLP	-	-	8,146,814	12,651,476
Eros Kalyan Colonisers Pvt. Ltd.	-	-	549,233	251,594
Hemang Construction Pvt. Ltd.	-	-	53,968,850	30,827,921
Jaipur Papers Pvt. Ltd.	-	-	4,856,097	4,067,854
Jaipur Vatika Buildeve Pvt. Ltd.	-	-	7,212,352	6,075,799
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	4,081,407	1,784,241
Jaipur Vatika Premises Pvt. Ltd.	-	-	6,744,127	5,685,662
Kalyan Villa Properties Pvt. Ltd.	-	-	49,256,089	34,957,138
Moonstone Apartment Pvt. Ltd.	-	-	69,937,320	25,231,187
Mountain View Heights Pvt. Ltd.	-	-	6,124,761	5,024,980
Pink City Electrodes Pvt. Ltd.	-	-	5,921,957	1,612,575
Prachir Landmart Pvt. Ltd.	-	-	2,512,154	1,154,822
Royal Classic Buildmart Pvt. Ltd.	-	-	45,308,578	37,991,458
Ruby Buildcon Pvt. Ltd.	-	-	32,235,073	27,023,783
Sarans Builders Pvt. Ltd.	-	-	7,549,968	6,351,482
Shri Kalyan Realty LLLP (Converted from Ltd on 27.05.2016)	-	-	22,912,659	-



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2017	2016	2017	2016
Sidhestar Buildhome Pvt. Ltd.	-	-	19,331,571	35,615,847
Syon Infomedia Pvt. Ltd.	-	-	13,613,398	7,636,338
Valley View Residency Pvt. Ltd.	-	-	10,647,818	8,916,029
Wonder Primestate Pvt. Ltd.	-	-	30,597,794	17,442,895
Total	37,247,880	28,184,680	435,487,749	301,933,173
Loans Taken				
Bhupendra Kumar Jain	17,940,000	35,655,000	-	-
Jinendra Kumar Jain	20,550,000	31,875,000	-	-
Kusum Jain	9,746,824	6,400,000	-	-
Rajendra Kumar Jain	244,520,000	195,855,000	-	-
Blue Stone Premises Pvt. Ltd.	-	-	900,000	585,000
Kalyan Awas Vikas Pvt. Ltd.	-	-	4,900,000	11,775,000
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	3,250,000	48,600,000
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	3,025,000	31,880,000
Total	292,756,824	269,785,000	12,075,000	92,840,000
Loans Repaid				
Bhupendra Kumar Jain	32,569,539	35,990,531	-	-
Jinendra Kumar Jain	24,752,564	28,472,979	-	-
Kusum Jain	6,082,259	6,985,066	-	-
Rajendra Kumar Jain	142,157,436	158,188,877	-	-
Blue Stone Premises Pvt. Ltd.	-	-	1,790,897	765,043
Evita Hotels and Resorts LLP	-	-	-	19,211,841
Kalyan Awas Vikas Pvt. Ltd.	-	-	17,958,904	12,399,378
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	17,777,433	37,358,357
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	10,120,007	6,793,077
Total	205,561,798	229,637,453	47,647,241	76,527,696
Interest Paid				
Bhupendra Kumar Jain	6,188,403	6,341,367	-	-
Jinendra Kumar Jain	152,564	721,298	-	-
Kusum Jain	118,240	68,456	-	-
Rajendra Kumar Jain	31,691,865	12,758,229	-	-
Blue Stone Premises Pvt. Ltd.	-	-	828,382	839,446
Evita Hotels and Resorts LLP	-	-	-	412,936
Kalyan Awas Vikas Pvt. Ltd.	-	-	6,213,415	6,758,809
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	3,868,162	2,636,915
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	3,228,052	2,854,672
Total	38,151,072	19,889,350	14,138,011	13,502,778
TDS PAID				
Bhupendra Kumar Jain	618,841	634,136	-	-
Jinendra Kumar Jain	15,256	72,130	-	-
Kusum Jain	11,824	6,846	-	-
Rajendra Kumar Jain	3,169,186	1,275,823	-	-
Blue Stone Premises Pvt. Ltd.	-	-	82,839	83,944
Evita Hotels and Resorts LLP	-	-	-	41,294
Kalyan Awas Vikas Pvt. Ltd.	-	-	621,341	675,881
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	386,817	263,692
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	322,806	285,467
Total	3,815,107	1,988,935	1,413,803	1,350,278
Outstanding Loan Payable				
Bhupendra Kumar Jain	41,678,808	50,738,785	-	-
Jinendra Kumar Jain	-	4,065,256	-	-
Kusum Jain	3,770,981	-	-	-
Rajendra Kumar Jain	253,766,871	122,881,628	-	-
Blue Stone Premises Pvt. Ltd.	-	-	8,618,952	8,764,306



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2017	2016	2017	2016
Kalyan Awas Vikas Pvt. Ltd.	-	-	47,477,408	54,944,238
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	23,045,249	34,091,337
Shri Kalyan Vatika Jaipur Pvt. Ltd	-	-	23,466,367	27,656,128
Total	299,216,660	177,685,669	102,607,976	125,456,009
Rent Paid				
Prem Lata Jain	180,000	180,000	-	-
Total	180,000	180,000	-	-
Remuneration				
Abhi Jain	600,000	-	-	-
Total	600,000	-	-	-

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

INR
Reporting period ended March31,

	2017	2016
Remuneration :		
Chairman :- Rajendra Kumar Jain	-	-
Managing Director :- Bhupendra Kumar Jain	-	-
Executive Director :- Jinendra Kumar Jain	-	-
TOTAL	-	-

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

FRN 100990W

Sd/-

ANUJ B. GOLECHA

Partner

Membership No. 117617

Place: Mumbai

Date : 29th May, 2017

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 29th May, 2017

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	59.21	-
	(d) Inter-corporate loans and borrowing	470.11	-
	(e) Commercial Paper	-	-
	(f) Public Deposits*	-	-
	(g) Other loans	-	-
	- Subordinate Debts	-	-
	- Cash Credit	-	-
	- HP Refinance Loan	-	-
	- Related Parties	4,018.25	-
	*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)#	5,140.56	-
	#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	19.65	10.00	
** As per Accounting Standard ICAI			
(8) Other information			
(i) Gross Non-Performing Assets			
(a) Related parties	-	-	-
(b) Other than related parties	-	-	-
(ii) Net Non-Performing Assets			
(a) Related parties	-	-	-
(b) Other than related parties	-	-	-
(iii) Assets acquired in satisfaction of debt	-	-	-

Notes:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directors, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- Loans and Advances include TDS receivable on Interest received on Fixed Deposits.
- Inventory has been excluded from Point 5 & Point 7 above.
- Inter-corporate loans and borrowings does not include Inter-corporate loans and borrowings from related party



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SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

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

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

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

ATTENDANCE SLIP

25TH ANNUAL GENERAL MEETING, WEDNESDAY, THE 27TH DAY OF SEPTEMBER, 2017 AT 11:00 A.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. I hereby record my Presence at the 25th Annual General Meeting of the company being held at Reg. Office at Saptashrungi Apartment, Flat No.1, Ground Floor Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai Maharashtra-400706 India of the company on Wednesday, The 27th September, 2017 at 11.00 A.M.</p> <p style="text-align: right;">Signature of Shareholder/proxy</p>
FOLIO/DP/ CLIENT ID	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.)	
<p>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.</p>	

Notes:

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



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

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

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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]

CIN: L67120MH1993PLC070526

Name of Company: Shri Kalyan Holdings Limited

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

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: E-mail id

Address Signature

or failing him/her;

2. Name: E-mail id

Address Signature

or failing him/her;

3. Name: E-mail id

Address Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, the 27th day of September, 2017 at 11:00 A..M. at the Registered Office of the Company situated at Saptashrungi Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400 706 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	For*	Against*
Ordinary Businesses			
1.	Adoption of the financial statements of the Company for the year ended 31st March, 2017 together with the reports of the Board's and auditor's thereon.		
2.	Re-appointment of Directors eligible to retire by rotation: Mr. Jinendra Kumar Jain (DIN:00168251)		
3.	Appointment of M/s Jigna Sheth & Associates, Chartered Accountants, (FRN: 134922W) as the statutory Auditors for a period of 5 consecutive years.		
Special Businesses			
4.	Appointment of Mr. Gaurav Srivastava (DIN: 07637558) as an Independent Director for a period of 5 years		

Signed this..... day of2017.

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.

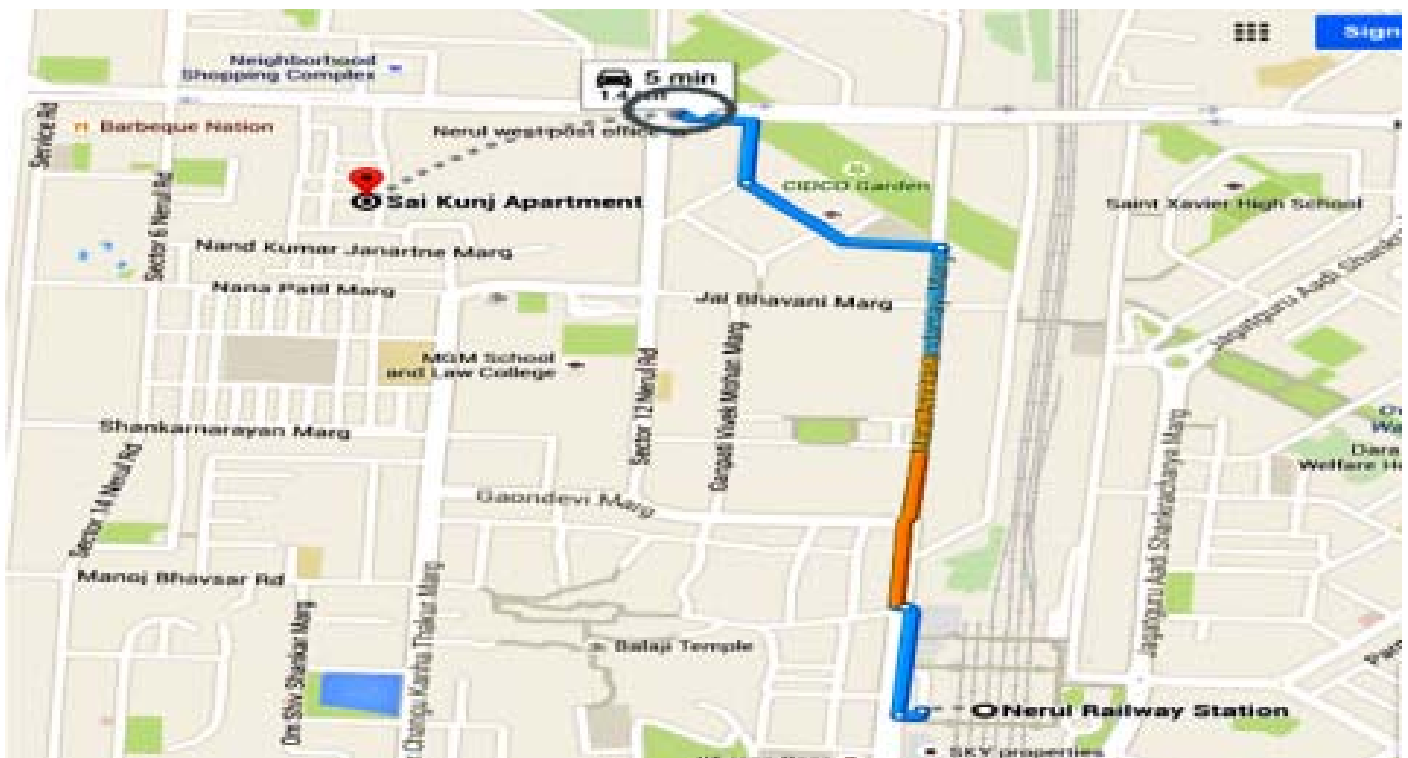
*2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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

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

Landmark: Near Nerul West Post Office



If undelivered please return to:



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Saptashrungi Apartment, Flat No. 1, Ground Floor

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

Mumbai Maharashtra – 400 706 India