

Shri Kalyan Holdings Limited

CIN: L67120MH1993PLC070526



*24th
Annual Report
2015-16*



<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 DIN: 00155356 Independent and Non Executive Director • MR. DEVENDRA KUMAR PATNI DIN: 01647627 Independent and Non Executive Director • MRS. PRIYANKA PATNI DIN: 00556339 Woman Independent and Non Executive Director 	<p>BOARD COMMITTEES</p> <ul style="list-style-type: none"> • Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mr. Rajendra Kumar Jain (Member) • Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mrs. Priyanka Patni (Member) • Stakeholders Relationship Committee: Mr. Virat Dewan (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)
<p>Company Secretary & Compliance Officer: CS Komal Gandhi</p>	<p>Chief Financial Officer: Mr. Ashok Kumar Jain</p>
<p>Statutory Auditors: M/s Banshi Jain & Associates, Chartered Accountants, Mumbai</p>	<p>Secretarial Auditors: M/s V.M. & Associates, Company Secretaries, Jaipur</p>
<p>Principal Banker: Allahabad Bank, Jaipur</p>	<p>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>



Index

CONTENTS	PAGES
Notice of Annual General Meeting	1-8
Board's Report	9-14
Annexure to Board's Report	15-27
Independent Auditor's Report	28-31
Balance Sheet	32
Statement of Profit and Loss	33
Cash Flow Statement	34
Significant Accounting Policies & Notes Forming Part of Balance Sheet and Statement of Profit & Loss	35-47
Statement in Terms of Paragraph 9BB of NBFC's Prudential Norms (RBI) Directions, 1998	48-49

NOTICE

Notice is hereby given that the **24th (Twenty Fourth) Annual General Meeting (AGM)** of the Members of **Shri Kalyan Holdings Limited (SKHL)** will be held on Wednesday, the 21st Day of September, 2016 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 businesses:

Ordinary Businesses:

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, 2016, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of director liable to retire by rotation

To appoint a Director in place of Mr. Rajendra Kumar Jain (DIN: 00168151), who retires by rotation and being eligible, offers himself for reappointment.

Item No. 3: Ratification of Appointment of the statutory Auditors

To ratify the appointment of 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 (2) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendations of Audit Committee and pursuant to the resolution approved by the shareholders in the 22nd AGM held on 31st July, 2014, the appointment of M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (FRN: 100990W) as the statutory auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified (for the financial year 2016-17) 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 Board of Directors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

Special Businesses:

Item No. 4: Adoption of new set of Articles of Association

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of members of the Company be and is hereby accorded that the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5: Re-appointment of Mr. Bhupendra Kumar Jain as Managing Director

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215), as Managing Director of the Company for a period of 3 (three) years w.e.f. September 1, 2016 to August 31, 2019, on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed here to, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Bhupendra Kumar Jain.

RESOLVED FURTHER THAT the remuneration payable to Mr. Bhupendra Kumar Jain, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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

Item No. 6: Re-appointment of Mr. Rajendra Kumar Jain as Whole-Time Director

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Whole-Time Director of the

Company for a period of 3 (three) years w.e.f. September 1, 2016 to August 31, 2019, on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed here to, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajendra Kumar Jain.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajendra Kumar Jain, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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

Item No. 7: Re-appointment of Mr. Jinendra Kumar Jain as Whole-Time Director

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director of the Company for a period of 3 (three) years w.e.f. September 1, 2016 to August 31, 2019, on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed here to, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Jinendra Kumar Jain.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jinendra Kumar Jain, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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

NOTES:

- 1) **A member entitled to attend and vote at the 24th Annual General Meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the company (a copy of the proxy form is attached).**

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 Annual General Meeting.

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

- 2) Members/Proxies/Representatives attending the meeting are requested to bring their copy of annual report and the attendance slip duly filled to attend the Meeting, as the copies of the report will not be circulated at the meeting. 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.
- 3) An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting is appended hereto.
- 4) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Rajendra Kumar Jain (DIN: 00168151), Whole-time Director of the company, retires by rotation at the ensuing Meeting and being eligible, offer himself for re-appointment. The Nomination and Remuneration Committee and Board of Directors of the Company recommend his re-appointment.
Details of the Director including those proposed to be re-appointed required to be provided pursuant to the Regulation of 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure to the Notice.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 14th day of September, 2016 to Wednesday, 21st day of September, 2016** (both days inclusive).
- 6) Corporate members intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the board resolution or power of attorney authorizing their representative to attend and vote at the AGM on their behalf.
- 7) 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.
- 8) Annual Report and AGM Notice is available at the website of the Company at www.shrikalyan.com and on the website of CDSL i.e. www.cdslindia.com.
- 9) The Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email address is registered with the Company /Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email address, 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) The Company has provided remote e-voting facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd ("CDSL").
- 12) The Register of Directors and key managerial personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 13) 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.
- 14) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Wednesday, 14th September, 2016 (Cut-off date).
- 15) 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.
- 16) 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) Rules, 2015 and applicable regulations of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members to enable them to cast their votes electronically. Please note that remote e-voting is optional and not mandatory. Remote e-voting facility would remain open only from September 17, 2016 (10.00 AM) to September 20, 2016 (up to 5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 14, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. 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.

- 17) The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM i.e. on Friday, 23rd September, 2016. 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.
- 18) 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, 14th September, 2016, 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.
- 19) 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.
- 20) 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.
- 21) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 22) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the date of Meeting so that the required information can be made available at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 17th day of September, 2016 at 10:00 A.M. and ends on Tuesday, 20th day of September, 2016 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 14th day of September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders 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/-

PLACE: JAIPUR
DATE: 28TH MAY, 2016

CS KOMAL GANDHI
COMPANY SECRETARY & COMPLIANCE OFFICER

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

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

Item no. 4:

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the rules framed thereunder and adoption of specific sections from Table “F” to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the rules framed thereunder, to avoid repetition in its entirety.

The proposed draft of new Articles of Association is available on the Company's website at www.shrikalyan.com for perusal by the shareholders. Also, copy of current and amended AOA is 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.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.4 of the Notice.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. Therefore, the Board recommends the Special Resolution set out at item No.4 of the Notice for approval by the Members.

Item No. 5:

Mr. Bhupendra Kumar Jain (DIN: 00168215), aged 52 years was appointed as the Managing Director (MD) of the Company for a period of 5 years w.e.f 01.01.2012. His appointment as MD with the, terms, conditions and remuneration was approved by the members through resolution passed by the postal ballot on 20.03.2012.

He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. As world is always in the state of change, he showed new thinking and always open to new ideas different from conventional ones. He is meticulous; risk-taker; lithe; keen observer and precise anticipator of market needs in consequence of which he has taken together a number of reputed buyers all over the world, as a result, the company have increased its operations substantially over the last ten years.

As per Section 196 read with Schedule V of the Companies Act, 2013, a Company shall appoint or re-appoint the MD with the approval of its members. Hence, the approval of the members is sought for the re-appointment of Mr. Bhupendra Kumar Jain as the MD of the Company for a period of 3 years from 01.09.2016 to 31.08.2019. Brief resume of Mr. Bhupendra Kumar Jain is given in the Annexure to this Notice.

The details of the remuneration, terms and conditions of re-appointment of Mr. Bhupendra Kumar Jain as the MD of the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, during the period of 3 years from 01.09.2016 to 31.08.2019 are as under:

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

Other terms and conditions:

- In the event of absence or inadequacy of profits in any financial year during the tenure of the MD, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- The MD shall not be liable to retire by rotation.

- c) No sitting fees shall be paid to the MD for attending the meetings of the Board of Directors or Committees thereof.
- d) Leave with full pay and allowances shall be allowed as per the Company's rules.
- e) Mr. Bhupendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- f) If at any time Mr. Bhupendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.
- g) The said appointment of Mr. Bhupendra Kumar Jain on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Save and except Mr. Bhupendra Kumar Jain, being the appointee and Mr. Rajendra Kumar Jain and Mr. Jinendra Kumar Jain, being the relatives of the appointee, none of the Directors, Key Managerial Personnel's and Relatives of Directors are concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at item No.5 of the Notice for approval by the Members.

Item No. 6:

Mr. Rajendra Kumar Jain (DIN: 00168151), aged 58 years was appointed as the Whole-time Director (WTD) of the Company for a period of 5 years w.e.f 01.01.2012. His appointment as WTD with the, terms, conditions and remuneration was approved by the members through resolution passed by the postal ballot on 20.03.2012.

He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. He proved himself a great leader taking his self-established organization to the higher echelons. Always being a self-reliant person he took initiatives to better the surroundings and conditions.

As per Section 196 read with Schedule V of the Companies Act, 2013, a Company shall appoint or re-appoint the WTD with the approval of its members. Hence, the approval of the members is sought for the re-appointment of Mr. Rajendra Kumar Jain as WTD of the Company for a period of 3 years from 01.09.2016 to 31.08.2019. Brief resume of Mr. Rajendra Kumar Jain is given in the Annexure to this Notice.

The details of the remuneration, terms and conditions of re-appointment of Mr. Rajendra Kumar Jain as the WTD of the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, during the period of 3 years from 01.09.2016 to 31.08.2019 are as under:

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

Other terms and conditions:

- c) In the event of absence or inadequacy of profits in any financial year during the tenure of the WTD, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- d) The WTD shall be liable to retire by rotation.
- e) No sitting fees shall be paid to the WTD for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.
- g) Mr. Rajendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Rajendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the WTD.
- i) The said appointment of Mr. Rajendra Kumar Jain on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute



discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Save and except Mr. Rajendra Kumar Jain, being the appointee and Mr. Bhupendra Kumar Jain and Mr. Jinendra Kumar Jain, being the relatives of the appointee, none of the Directors, Key Managerial Personnel's and Relatives of Directors are concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at item No.6 of the Notice for approval by the Members.

Item no. 7

Mr. Jinendra Kumar Jain (DIN: 00168251), aged 46 years was appointed as the Whole-time Director (WTD) of the Company for a period of 5 years w.e.f 01.01.2012. His appointment as WTD with the, terms, conditions and remuneration was approved by the members through resolution passed by the postal ballot on 20.03.2012.

He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. He has a vast experience in the field of business administration, technical and legal matters.

As per Section 196 read with Schedule V of the Companies Act, 2013, a Company shall appoint or re-appoint the WTD with the approval of its members. Hence, the approval of the members is sought for the re-appointment of Mr. Jinendra Kumar Jain as WTD of the Company for a period of 3 years from 01.09.2016 to 31.08.2019. Brief resume of Mr. Jinendra Kumar Jain is given in the Annexure to this Notice.

The details of the remuneration, terms and conditions of re-appointment of Mr. Jinendra Kumar Jain as the WTD of the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, during the period of 3 years from 01.09.2016 to 31.08.2019 are as under:

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

Other terms and conditions:

- c) In the event of absence or inadequacy of profits in any financial year during the tenure of the WTD, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- d) The WTD shall be liable to retire by rotation.
- e) No sitting fees shall be paid to the WTD for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.
- g) Mr. Jinendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Jinendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the WTD.
- i) The said appointment of Mr. Jinendra Kumar Jain on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Save and except Mr. Jinendra Kumar Jain, being the appointee and Mr. Bhupendra Kumar Jain and Mr. Rajendra Kumar Jain, being the relatives of the appointee, none of the Directors, Key Managerial Personnel's and Relatives of Directors are concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at item No.7 of the Notice for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS
SD/-

PLACE: JAIPUR
DATE: 28TH MAY, 2016

CS KOMAL GANDHI
COMPANY SECRETARY & COMPLIANCE OFFICER

Additional Information on Director being appointed/re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, in order of the items mentioned in the notice:

Name	Mr. Bhupendra Kumar Jain	Mr. Rajendra Kumar Jain	Mr. Jinendra Kumar Jain
DIN	00168215	00168151	00168251
Date of birth	15.01.1964	14.01.1958	05.10.1970
Qualification	MBA (Finance)	MBA (Finance)	MBA (Finance)
Specialized Expertise	Finance sector	Corporate Finance	Legal & Technical matters, Securities and finance sector
Number of shares held in the Company	7,66,900	5,08,100	8,43,300
Directorship in other listed companies & Committee Position	NIL	NIL	NIL
Disclosure of relationships between directors inter-se	Brother of Mr. Rajendra Kumar Jain & Mr. Jinendra Kumar Jain	Brother of Mr. Bhupendra Kumar Jain & Mr. Jinendra Kumar Jain	Brother of Mr. Bhupendra Kumar Jain & Mr. Rajendra Kumar Jain

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information:

- Specific Information:

Nature of Industry	NBFC
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

- **Financial performance:** As specified in the financial highlights of board's report.
- **Foreign Investments or collaborations, if any:** There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Appointees

	Mr. Bhupendra Kumar Jain	Mr. Rajendra Kumar Jain	Mr. Jinendra Kumar Jain
Background details	As mentioned in Explanatory Statement		
Past Remuneration	Basic Salary upto maximum Rs. 1,00,000/- P.M.		
Recognition and Awards	-		
Job profile and his suitability	As mentioned in Explanatory Statement		
Remuneration proposed	As mentioned in Explanatory Statement		
Comparative remuneration profits with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Bhupendra Kumar Jain, Mr. Rajendra Kumar Jain and Mr. Jinendra Kumar Jain have successfully proved their expertise in the field of finance in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the finance industry.		
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, their shareholding and shareholding of their relatives, he does not have any other pecuniary relationship with the Company.		

III. Other information:

- **Reasons of loss or inadequate profits:**
Due to various restructuring activities happened in the Company during the last couple of years and various ups and downs in the finance sector of the country has resulting into lower profits during the previous fiscals.
- **Steps taken or proposed to be taken for improvement:**
The Company is focusing on strengthening its core finance activity by providing the loans to the various parties and up-graded its margin amount. In addition to the above, certain strategic management changes made during the previous financial would result in further cost reduction and thereby contributing to the profitability in the years to come.
- **Expected increase in productivity and profits in measurable terms:**
The business and consumer confidence are expected to improve in the coming financial year, the company intends to grow its finance business. The Company expects that with the decline in the loan interest rates will enable the growth momentum to pick up. The management continuous to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

IV. Disclosures:

- The remuneration package of all the managerial persons are given in the respective resolutions.
- Additional information is given in the explanatory statements of respective resolutions.

BOARD'S REPORT

Dear Members,
Shri Kalyan Holdings Limited

Your Directors are pleased to present their 24th Annual Report together with the Audited Annual Financial Statements of the Company for the financial year ended March 31, 2016.

1. FINANCIAL HIGHLIGHTS:

{Amount in Rs.}

Particulars	Financial Year 2015-16	Financial Year 2014-15
Total Revenue	4,58,05,631	53,08,818
Total Expenses	4,43,04,701	1,30,08,791
Net Profit/(Loss) before Tax	15,00,929	(76,99,972)
Less : Provision for Tax	-	-
Deferred Tax	(13,500)	(163,200)
Prior period Adjustments	(96,591)	-
Profit/(Loss) after Tax	16,11,020	(75,36,772)
Balance carried to Balance Sheet	(32,009,208)	(33,620,228)

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

2. OPERATIONS AND COMPANY'S AFFAIRS:

The net receipt from operations during the year under review were Rs. 4,55,02,726/- as against Rs. 51,37,598/- in the previous year. The net profit before tax is Rs. 15,00,929/- as against loss of Rs. 76,99,972/- in the previous year and the net profit after prior period tax adjustments is Rs. 16,11,020/- as against loss of Rs. 75,36,772/- in the previous year.

The Company is mainly engaged in the business of Non Banking Financing Activities. The business operations of the company during the year under review were satisfactory as compared to previous year.

3. DIVIDEND:

Following the conservation approach to retain the profit, your directors did not recommend payment of any dividend for the financial year 2015-16.

4. CAPITAL STRUCTURE

During the FY 2015-16 there was no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lakh Seventy Seven Thousand and Five Hundred).

5. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year 2015-16, the Board of Directors of the Company met 04 (four) times on 28th May, 2015, 12th August, 2015, 06th November, 2015 and 11th February, 2016.

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") and the listing agreements entered into by the company with the Stock Exchanges. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the Listing Regulations.

6. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Non-Executive Directors of the company viz. Mr. Devandra 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:

• Retire by rotation:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Rajendra Kumar Jain (DIN: 00168151), Chairman cum Whole Time Director of the Company will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment.

• Appointment /Re-appointment of Executive Directors:

Mr. Bhupendra Kumar Jain (DIN: 00168215) is the Managing Director of the Company. His current tenure as Managing Director of the Company would complete on 31.12.2017. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Bhupendra Kumar Jain is re-appointed by the Board of Directors as the Managing Director on 28.05.2016, subject to the approval of the shareholders at the ensuing AGM, for a further period of three years with effect from 01.09.2016 to 31.08.2019. So, the Board recommends his re-appointment for the consideration by the Members of the Company.

• Mr. Rajendra Kumar Jain (DIN: 00168151) is the Chairman cum Whole-Time Director of the Company. His current tenure as Whole-Time Director of the Company would complete on 31.12.2017. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Rajendra Kumar Jain is re-appointed by the Board of Directors as the Whole-time Director on 28.05.2016, subject to the approval of the shareholders at the ensuing AGM, for a further period of three years with effect from 01.09.2016 to 31.08.2019. So, the Board recommends his re-appointment for the consideration by the Members of the Company.

- Mr. Jinendra Kumar Jain (DIN: 00168251) is the Whole-Time Executive Director of the Company. His current tenure as Whole-Time Director of the Company would complete on 31.12.2017. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Jinendra Kumar Jain is re-appointed by the Board of Directors as the Whole-time Director on 28.05.2016, subject to the approval of the shareholders at the ensuing AGM, for a further period of three years with effect from 01.09.2016 to 31.08.2019. So, the Board recommends his re-appointment for the consideration by the Members of the Company.

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.3,22,204/- in reserve fund i.e aggregating of 20% of its net profit during the Financial Year 2015-16.

The Company has also transferred Rs. 2,40,612/- 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 2015-16.

9. NOMINATION & REMUNERATION POLICY:

The Company follows a policy on Nomination and Remuneration of Directors, Key managerial Personnel and Senior Management Employees as required under sub-section (3) of Section 178 of the Companies Act, 2013. 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

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure. The policy is available on our weblink www.shrikalyan.com/comp/cfd.pdf.

11. AUDITORS

• Statutory Auditors

M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 100990W) were appointed as Statutory Auditors of the company at the 22nd Annual General Meeting held on 31.07.2014 to hold the office till the conclusion of Annual General Meeting to be held in the Financial Year 2017-18. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for the ratification at every Annual General Meeting. Accordingly the appointment of M/s Banshi Jain & Associates, Chartered Accountants, Mumbai, as Statutory Auditors of the company is placed for ratification by the shareholders.

The Company has received consent letter from M/s. Banshi Jain & Associates, Chartered Accountants, Mumbai to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act.

The Financial Statements and Auditor's Report thereon for the financial year ended 31st March, 2016 doesn't contain any qualification, reservation or adverse remark(s).

• Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur (FRN: P1984RJ039200) as Secretarial Auditor of the Company to carry out the secretarial audit of the company for the F.Y. 2015-16. The Secretarial Audit Report is annexed herewith as **Annexure II**. There is no qualification, reservation or adverse remark(s) in the Secretarial Audit Report.

The Board has also re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company for the F.Y. 2016-17.

• 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 as Internal Auditor of the Company to carry out the internal audit of the company for the F.Y. 2015-16.

The Board has also re-appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur as Internal Auditor of the Company for the F.Y. 2016-17.

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 the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's weblink at www.shrikalyan.com/comp/Policy%20on%20Related%20party%20policy_2015.pdf. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. The transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company except in the ordinary course of business. Accordingly, the disclosure of Related Party Transactions

as required under Regulation 23(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2, is not applicable.

14. SPECIAL BUSINESS

With the applicability of the Companies Act, 2013, most of the provisions in the Articles of the company are not in consonance with the extant rules and regulation, therefore the board deems fit and proper to adopt new set of Articles of Association of the Company.

Mr. Bhupendra Kumar Jain (DIN: 00168215), Managing Director of the Company whose term expires on 31.12.2016, is proposed to be reappointed on the board of the Company for a further period of 3 years w.e.f. 01.09.2016.

Mr. Rajendra Kumar Jain (DIN: 00168151), Chairman and Whole-time Director of the Company whose term expires on 31.12.2016, is proposed to be reappointed on the board of the Company for a further period of 3 years w.e.f. 01.09.2016.

Mr. Jinendra Kumar Jain (DIN: 00168251), Whole-time Director of the Company whose term expires on 31.12.2016, is proposed to be reappointed on the board of the Company for a further period of 3 years w.e.f. 01.09.2016.

Details pertaining to the same are chalked in the notice of 24th Annual General Meeting.

15. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on weblink of the company i.e. www.shrikalyan.com/code-of-conduct.html. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2016.

16. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

The information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Material Changes And Commitments, there 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 like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc., which affecting the financial position of the company.

17. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in form MGT-9 as on the financial year ended on 31st March, 2016 is annexed herewith as **Annexure III**.

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. EVALUATION OF PERFORMANCE OF BOARD/ COMMITTEES/ KMP'S/ INDIVIDUAL DIRECTORS:

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

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

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

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

During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

21. FIXED DEPOSITS

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

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

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.

23. COMPOSITION OF AUDIT COMMITTEE**Composition**

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

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

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

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

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

24. 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 2016-17 has been duly paid.

25. 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.

This vigil mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimization of employees and directors who avail of the vigil mechanism and also provide direct access to the Chairperson of the Audit Committee in exceptional circumstance and no employee and director have denied the access provided to the chairman of audit committee.

26. 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 2015-16.

27. REMUNERATION RELATED DETAILS

- 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 IV**.
- b. None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 during the year under review.

28. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

29. MANAGEMENT DISCUSSIONS AND ANALYSIS

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



- **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The 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.

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. 16,11,020/- as compare to loss incurred by the Company during the previous year. 97.92% income out of total income was earned through financing activity of the Company.

- **OUTLOOK**

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.455,02,726/- and the net profit after tax is Rs. 16,11,020/- as against Rs. 51,37,598/- and loss of Rs.75,36,772/- respectively in the previous year.

- **HUMAN RESOURCES**

The Company always considers its human resources as a valuable asset and is committed towards their development for continuous growth. 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 thirteen permanent employees as on 31st March 2016.

30. **ACKNOWLEDGEMENT:**

The Board of Directors acknowledges with appreciation, the invaluable support provided by the Company's stakeholders, auditors, advisors and business partners, all its customers for their patronage. Your board of directors records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

PLACE: JAIPUR
DATE: 28TH MAY, 2016

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

Annexure to the Board's Report

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

ANNEXURE I

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 REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[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- 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, 2016 ('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, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (repealed w.e.f. 15th May, 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 and as amended from time to time; **(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)**
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC which are specifically applicable to the Company. As confirmed by the Management, following other laws are specifically applicable to the Company for which the Company has taken necessary steps for its due compliances under the said laws:
 - (a) The Reserve Bank of India Act, 1934;
 - (b) Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;
 - (c) Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008;
 - (d) Reserve Bank of India "Know your Customer" (KYC) Guidelines – Anti-Money Laundering Standards – Prevention of Money Laundering Act, 2002-Obligations of NBFC;
 - (e) Guideline on Fair Practices Code for NBFCs.

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 Agreements 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. as mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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 duly passed the following resolutions through postal ballot as per the Act:

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

PLACE: JAIPUR

DATE: 28TH MAY, 2016

**FOR V. M. & ASSOCIATES
COMPANY SECRETARIES**

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

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

Annexure A

To,
The Members,
Shri Kalyan Holdings Limited
Saptashrungi Apartment, Flat no-1
Ground floor, Plot, No-282 A &285, Sarsole (G.E.S)
Sector-6, Nerul (west) Navi 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: JAIPUR

DATE: 28TH MAY, 2016

**FOR V. M. & ASSOCIATES
COMPANY SECRETARIES**

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

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1. CIN	L67120MH1993PLC070526
2. Registration Date	25/01/1993
3. Name of the Company	Shri Kalyan Holdings Limited
4. Category/Sub-category of the Company	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	98.57

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

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

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5542700	-	5542700	55.57	6038600	-	6038600	60.54	4.97
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	188000	-	188000	1.88	188000	-	188000	1.88	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	5730700	-	5730700	57.45	6226600	-	6226600	62.43	4.97



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	196900	196900	1.97	-	196900	196900	1.97	0
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	196900	196900	1.97	-	196900	196900	1.97	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	38700	16000	54700	0.55	28200	15000	43200	0.43	0.12
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3791700	200000	3991700	40.02	3307300	200000	3507300	35.16	4.93
c) Others (specify) Hindu Undivided Families	500	-	500	0.01	500	-	500	0.01	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3830900	216000	4046900	40.58	3336000	215000	3551000	35.60	5.05
Total Public Shareholding (B)=(B)(1)+(B)(2)	3830900	412900	4243800	42.55	3336000	411900	3747900	37.57	5.05
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9561600	412900	9974500	100	9562600	411900	9974500	100	10.02

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Prem Lata Jain	396300	3.97	-	396300	3.97	-	0
2	Bhanwar Lal Jain HUF	41000	0.41	-	41000	0.41	-	0
3	Rajendra Kumar Jain	508100	5.09	-	508100	5.09	-	0
4	Sunita Jain	601600	6.03	-	601600	6.03	-	0
5	Hemang Jain	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 Jain	766900	7.69	-	766900	7.69	-	0
10	Anita Jain	444500	4.46	-	444500	4.46	-	0
11	Bhupendra Kumar Jain HUF	34400	0.34	-	34400	0.34	-	0
12	Jinendra Jain	843300	8.45	-	843300	8.45	-	0
13	Kavita Jain	197000	1.98	-	197000	1.98	-	0
14	Jinendra Kumar Jain HUF	145600	1.46	-	641500	6.43	-	4.97
15	Shri Kalyan Gems Exports Limited	188000	1.88	-	188000	1.88	-	0
	Total	5730700	57.45	-	6226600	62.43	-	4.97



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	5730700	57.45	5730700	57.45
	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.) :	495900 Increase in shareholding due to Off Market Transfer of Shares on 12.05.2015			
2	At the End of the year	6226600	62.43	6226600	62.43

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

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

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajendra Kumar Jain - Chairman cum Whole Time Director	508100	5.09	508100	5.09
2.	Bhupendra Kumar Jain - Managing Director	766900	7.69	766900	7.69
3.	Jinendra Kumar Jain - Whole Time Director	843300	8.45	843300	8.45
4.	Virat Dewan - Independent Director	-	-	-	-
5.	Devendra Kumar Patni - Independent Director	-	-	-	-
6.	Priyanka Patni - Independent Director	-	-	-	-
7.	Komal Gandhi - Whole Time Company Secretary	-	-	-	-
8.	Ashok Kumar Jain - Chief Financial Officer	21200	0.21	21200	0.21

* There was no change in shareholding; therefore cumulative shareholding also remains same.

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	50,53,232	21,66,28,912	-	22,16,82,144
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	50,53,232	21,66,28,912	-	22,16,82,144
Change in Indebtedness during the financial year				
* Addition	31,84,990	8,65,12,766		8,96,97,756
* Reduction	-	-		-
Net Change	31,84,990	8,65,12,766		8,96,97,756
Indebtedness at the end of the financial year				
i) Principal Amount	82,38,222	30,31,41,678	-	31,13,79,900
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	82,38,222	30,31,41,678	-	31,13,79,900

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. Rajendra Kumar Jain	Mr. Bhupendra Kumar Jain	Mr. Jinendra Kumar Jain	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961*	-	-	-	-
	(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	-	-	-	-



S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Rajendra Kumar Jain	Mr. Bhupendra Kumar Jain	Mr. Jinendra Kumar Jain	
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. 2015-16 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
1	Independent Directors	-	-	-	NIL
	Fee for attending board committee meetings	-	-	-	NIL
	Commission	-	-	-	NIL
	Others, please specify	-	-	-	NIL
	Total (1)	-	-	-	NIL
2	Other Non-Executive Directors	-	-	-	NIL
	Fee for attending board committee meetings	-	-	-	NIL
	Commission	-	-	-	NIL
	Others, please specify	-	-	-	NIL
	Total (2)	-	-	-	NIL
	Total (B)=(1+2)	-	-	-	NIL
	Total Managerial Remuneration	-	-	-	NIL
	Overall Ceiling as per the Act	-	-	-	NIL

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	2,26,000	2,04,000	4,30,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2,26,000	2,04,000	4,30,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	2,26,000	2,04,000	4,30,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made,if any (give Details)
A. COMPANY					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

PLACE: JAIPUR
DATE: 28TH MAY, 2016

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

ANNEXURE IV

Analysis of Managerial Remuneration

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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:

- The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16 :

No remuneration is withdrawn by the directors during the F.Y. 2015-16 due to the accumulated losses suffered by the Company during the past years.

- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16:

No remuneration is paid to the director during the F.Y. 2015-16 due to the accumulated losses suffered by the Company during the past years, whereas there was no increase in the remuneration of the directors during the year. Increase in the remuneration of the KMPs is as follows:

Name	Annual Performance appraisal increment (In%)
Mr. Ashok Kumar Jain (Chief Financial Officer)*	13.33%
Mr. Komal Gandhi (Whole-time Company Secretary)	4.63%

*(Appointed as CFO w.e.f. 13.02.2015)

- The percentage increase in the median remuneration of employees in the financial year 2015-16:
Median remuneration of comparable employees has increased by 33.33% in the financial year 2015-16.
- The number of permanent employees on the rolls of company: 11 employees as on 31.03.2016.
- The explanation on the relationship between average increase in remuneration and Company performance: Profit after Tax increased by more than 100% because there was loss in the last financial year whereas in the F.Y. 2015-16, your Company the net profit of Rs. 16,11, 020/-, whereas the median remuneration of comparable employees has increased by 33.33% in the financial year 2015-16.



6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Profit after Tax increased by more than 100% because there was loss in the last financial year whereas in the F.Y. 2015-16, your Company the net profit of Rs. 16,11,020/-, whereas the Executive directors has not withdrawn any remuneration during the F.Y. 2015-16 and remuneration of CFO & CS has been increased by 13.33% & 4.63% respectively.
7. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Particulars	31.03.2016	31.03.2015
Market Capitalisation	Rs. 2.39 Crore	Rs. 2.39 Crore
Price Earnings Ratio		
Earnings Per Share		
31.03.2016: 0.162		
31.03.2015: (0.756)	14.8:1	3.17:1

Market Rate as on 31.03.2016: Rs. 2.40/- per share

Rate of Share at last public offer: Rs. 10/- per share

% decrease in shares price over last public offer: 76%

8. 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: - 18.23%

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

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

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:
The comparison of remuneration of each of the Key Managerial Personnel against the performance of the company is as under:

Particulars	% of Net Profit for the F.Y. 2015-16
Managing Director *	74.49
Whole-time Director (Two No. of directors)*	74.49
Chief Financial Officer	12.66
Company Secretary & Compliance Officer	14.03

* No remuneration is withdrawn by the directors during the F.Y. 2015-16 due to the accumulated losses suffered by the Company during the past years.

10. The key parameters for any variable component of remuneration availed by the directors:
Directors are entitled to get Commission @1% of the Net Profit. However, it was not availed by the Directors for the financial year 2015-16.
11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year: There is no such employee in the Company. Hence, this is not applicable.
12. Affirmation: We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the company

PLACE: JAIPUR
DATE: 28TH MAY, 2016

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

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, 2016, 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, 2016, 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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/-

B.L. JAIN

Partner

Membership No. **016600**

Place: MUMBAI

Date: 28th May,2016

‘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 2016. 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:
 - A) 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 twenty four 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. 303,117,853/-.

 - 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 2016 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/-

B.L. JAIN

Partner

Membership No. **016600**

Place: MUMBAI

Date: 28th May,2016

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 2016 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 2016, 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/-

B.L. JAIN

Partner

Membership No. **016600**

Place: MUMBAI

Date: 28th May,2016



BALANCE SHEET AS AT MARCH 31, 2016

(in Rs.)

PARTICULARS	Note No.	As at end of March 31, 2016	As at end of March 31, 2015
EQUITY AND LIABILITIES :			
Shareholders' Funds :			
Share Capital	2	99,877,500	99,877,500
Reserves and Surplus	3	(32,009,208)	(33,620,228)
Non - Current Liabilities :			
Long Term Borrowings	4	5,920,576	2,376,032
Deferred Tax Liabilities [Net]	5	305,362	318,861
Long Term Provisions	6	872,545	631,933
Current Liabilities :			
Short Term Borrowings	7	303,141,678	216,628,912
Other Current Liabilities	8	4,454,485	3,919,439
Total		382,562,937	290,132,448
ASSETS :			
Non - Current Assets :			
Fixed Assets :			
Tangible Assets	9	17,525,356	13,436,908
Non Current Investments	10	120,000	120,000
Long Term Loans and Advances	11	349,205,803	252,960,984
Current Assets :			
Inventories	12	6,647,877	7,289,622
Trade Receivables	13	27,026	223
Cash and Cash Equivalents	14	3,003,400	13,183,844
Short Term Loans and Advances	15	6,033,475	3,140,867
Total		382,562,937	290,132,448
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 Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May, 2016

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 28th May, 2016

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Place: Jaipur

Date : 28th May, 2016

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY



STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2016

(in Rs.)

PARTICULARS	Note No.	March, 2016	March, 2015
REVENUE :			
Revenue from Operations	16	45,502,726	5,137,598
Other Income	17	302,905	142,640
Total Revenue		45,805,631	5,280,237
EXPENSES :			
Purchases of Stock-in-Trade	18	-	262,400
Changes in Inventories of Stock-in-Trade	19	641,745	408,729
Employee Benefits Expense	20	1,980,597	4,073,173
Finance Costs	21	34,730,835	1,713,076
Depreciation and Amortisation expense	9	2,524,311	2,350,166
Other Expenses	22	4,427,213	4,172.665
Total Expenses		44,304,701	12,980,209
Profit / [Loss] before Tax		1,500,929	(7,699,972)
Less / [Add] : Tax Expense			
Current Tax		-	-
Deferred Tax		(13,500)	(163,200)
Prior Period Tax		(96,591)	-
Profit / [Loss] for the period		1,611,020	(7,536,772)
Earning per Equity Share [EPS] [in Rupees]			
Basic & Diluted	23	0.162	(0.756)
Summary of Significant Accounting Policies	1		

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

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts
Sd/-
B.L. JAIN
Partner
Membership No. 16600
FRN 100990W
Place: Mumbai
Date : 28th May, 2016

FOR AND ON BEHALF OF THE BOARD

Sd/- RAJENDRA KUMAR JAIN CHAIRMAN CUM WHOLE TIME DIRECTOR DIN: 00168151 Place: Jaipur Date : 28th May, 2016	Sd/- ASHOK KUMAR JAIN CHIEF FINANCIAL OFFICER Date : 28th May, 2016	Sd/- KOMAL GANDHI COMPANY SECRETARY
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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	AS AT 31.03.2016 AMOUNT (RS)	AS AT 31.03.2015 AMOUNT (RS)
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before taxation	1,500,929	(7,699,972)
<i>Adjustments for :</i>		
Depreciation	2,524,311	2,350,166
Dividend received	(115,133)	(111,179)
Provision	(2,913,384)	136,550
Loss/(Profit) On Sale Of Fixed Assets	(94,666)	28,581
Interest and finance charges paid	34,724,007	1,708,681
Interest on Income Tax Refund	(93,106)	(60,042)
	34,032,029	4,052,757
Operating Profit before Working Capital changes	35,532,959	(3,647,215)
<i>Adjustments for :</i>		
(Increase)/Decrease in Inventories	641,745	408,729
(Increase)/Decrease in Trade and other receivables	(26,803)	318,931
(Increase)/Decrease in Loans & Other Deposits	(96,244,819)	(197,713,632)
Increase /(Decrease) in trade & other payables	894,600	162,642
Cash generated from operations	(59,202,319)	(200,470,546)
Taxes paid (Net of refunds)	357,979	96,355
Net cash generated in operating activities (A)	(58,844,340)	(200,374,191)
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(7,338,092)	(4,120,062)
Sale of Assets	820,000	990,000
Dividend received	115,133	111,179
	(6,402,959)	(3,018,883)
Net cash from investing activities (B)	(6,402,959)	(3,018,883)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Loans	89,697,757	217,162,691
Interest on Income Tax Refund	93,106	60,042
Interest and finance charges paid	(34,724,007)	(1,708,681)
Net cash used in financing activities (C)	55,066,856	215,514,053
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(10,180,443)	12,120,978
Cash & Cash Equivalents as at beginning of the year	13,183,844	1,062,866
Cash & Cash Equivalents as at end of the year	3,003,400	13,183,844
Net Increase / (Decrease) in Cash & Cash Equivalents	(10,180,443)	12,120,978

NOTE :

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

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May, 2016

FOR AND ON BEHALF OF THE BOARD

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 28th May, 2016

(34)

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY

Notes to the Financial Statements

1) Significant Accounting Policies

1.1 Basis of Accounting :

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

1.2 Use of Estimates :

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

1.3 Fixed Assets and Depreciation :

Tangible Assets

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

Intangible Assets

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

Methods of Depreciation and Amortisation

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

1.4 Investments :

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

1.5 Inventories :

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

1.6 Revenue Recognition :

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

1.7 Taxes on Income :

- A Tax expenses comprise of current and deferred tax.
- B Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in 'accordance with the provisions of the Income Tax Act, 1961.
- C Deferred tax reflects the impact of current year timing differences between accounting and taxable income and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and laws

that have been enacted or 'substantively enacted as of the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised and are reviewed at each balance sheet date.

1.8 Leases :

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

1.9 Provisions, Contingent Liabilities and Contingent Assets :

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

1.10 Accounting of Equity Index / Stock Futures :

- A** Initial Margin - Equity Index/Stock Futures Account", representing the initial margin paid, and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into a contract for equity index/stock futures which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans & Advances.
- B** Equity index/stock futures are marked-to market on a daily basis. Debit or credit balance disclosed under Loans and Advances or Current Liabilities, respectively, in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the balance sheet date.
- C** As on the balance sheet date, profit/loss on open positions in equity index/stock futures is accounted for as follows :
 - * Credit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.
 - * Debit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated loss, is adjusted in the profit & 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, 2016	March 31, 2015
Note : 2 - Share Capital :		
Authorised :		
1,10,00,000 [as at 31-03-15 : 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 31-03-15 : 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 31-03-15 : 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, 2016 and as at March 31, 2015

Equity Shares	March 31, 2016		March 31, 2015	
	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, 2016		March 31, 2015	
	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)	641,500	6.43	-	-

Note : 3 - Reserve and Surplus :

	March 31, 2016	March 31, 2015
Reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934		
Balance as per last Balance Sheet	691,243	691,243
Add: Set aside during the year	322,204	-
Balance as at year end	1,013,447	691,243
Surplus :		
Balance as per last Balance Sheet	(34,311,471)	(26,558,496)
Less: Additional Depreciation (net of tax 96700/-) pursuant to enactment of Schedule II of the Companies Act, 2013	-	(216,202)
Add : Profit / (Loss) for the period	1,611,020	(7,536,772)
	(32,700,450)	(34,311,471)
Less : Appropriations :		
Transfer to reserve fund in terms of section 45IC(1) of the Reserve Bank of India Act, 1934	322,204	-
Balance as at year end	(33,022,654)	(34,311,471)
TOTAL	(32,009,208)	(33,620,228)

Note : 4 - Long Term Borrowings :	Non-Current Portion		Current Maturities	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Secured				
Term loans From banks	5,920,576	2,376,032	2,317,646	2,677,200
TOTAL	5,920,576	2,376,032	2,317,646	2,677,200

A Securities for Term Loans :

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

B Terms of repayment :

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

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

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

[d] Repayable 36 equal monthly instalments from the date (01/05/2013), alongwith interest of 9.37% p.a

[e] Repayable 36 equal monthly instalments from the date (01/03/2015), alongwith interest of 10.5% p.a

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

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

Note : 5 - Deferred Tax	March 31,2016	March 31,2015
Deferred Tax Liabilities :		
Depreciation	305,362	318,861
Total	305,362	318,861
Deferred Tax Assets	-	-
Total	-	-
Net Deferred Tax Liability / (Asset)	305,362	318,861

Note: 6-Long Term Provisions:

Contingent Provision Against Standard Assets (See Note 25)	872,545	631,933
TOTAL	872,545	631,933

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

From Related Parties	303,141,678	216,628,912
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TOTAL	303,141,678	216,628,912
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Note : 8 - Other Current Liabilities :

Current Maturities of Long Term Debt (refer note 4)	2,317,646	2,677,200
Others :		
Outstanding Payables	385,596	384,250
Advance from Customer	700,000	700,000
TDS payable	1,051,243	157,989
TOTAL	4,454,485	3,919,439

Note :9 - Fixed Assets

(in Rs.)

Nature of Fixed Assets Tangible	Gross Block				Depreciation				Net Block		
	As at 01-04-15	Additions During the year	Sales and / or adj. during the year	As at 31-03-16	Up to 01-04-15	Retained Earning (refer note below)	For the year	On Sales and / or adj. during the year	Up to 31-03-16	As at 31-03-16	As at 31-03-15
Air conditioner	813,030	-	-	813,030	494,084	-	61,404	-	555,488	257,542	318,946
Building	1,414,000	-	-	1,414,000	73,976	-	23,586	-	97,562	1,316,438	1,340,024
computer	1,168,522	198,231	-	1,366,753	1,012,269	-	128,612	-	1,140,881	225,872	156,253
Generator	400,800	-	-	400,800	141,623	-	49,607	-	191,230	209,570	259,177
Office Equipments	1,144,759	90,365	-	1,235,124	919,943	-	88,791	-	1,008,734	226,390	224,816
Motor car	15,207,405	7,045,346	2,174,730	20,078,021	4,237,195	-	2,147,572	1,449,397	4,935,370	15,142,651	10,970,210
UPS	183,575	4,150	-	187,725	98,154	-	10,893	-	109,047	78,678	85,421
Computer Software	52,800	-	-	52,800	13,742	-	8,815	-	22,557	30,243	39,058
Motor Cycle	50,189	-	-	50,189	7,185	-	5,031	-	12,216	37,973	43,004
Total	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
Previous year	18,439,843	4,120,062	2,124,825	20,435,080	5,441,348	312,902	2,350,166	1,106,244	6,998,172	13,436,908	12,998,495

	(in Rs.)	
	March 31,2016	March 31,2015
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 @ 17.22 i.e. Rs.206612/- C.Y.) (Market value @ 21.02 i.e. Rs.252290/- 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	330,117,853	230,423,034
Other Loans and Advances	18,900,000	22,350,000
TOTAL	349,205,803	252,960,984
Note : 12 - Inventories :		
A Classification of Inventories :		
Stock-in-Trade of Shares	6,647,877	7,289,622
TOTAL	6,647,877	7,289,622
*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	27,026	223
TOTAL	27,026	223
Note : 14 - Cash and Cash Equivalent		
Balances with Banks		
In current accounts	2,465,281	12,705,031
Cash on hand	538,120	478,812
TOTAL	3,003,400	13,183,844
Note : 15 - Short Term Loans and Advances :		
Other Loans and Advances :		
Refund receivable	1,681,804	-
Advance Income Tax [Net of Provision for tax]	4,351,671	3,140,867
TOTAL	6,033,475	3,140,867
Note : 16- Revenue from Operations :		
Sale of Products		
Traded goods - Shares	650,260	248,000
Sale of Services		
Interest Income	44,852,466	7,970,052
Other Operating Revenue		
Profit / (Loss) from Future & Option Transactions	-	(3,080,454)
Revenue from operations	45,502,726	5,137,598

	(in Rs.)	
	March 31,2016	March 31,2015
Note : 17 - Other Income :		
Dividend Income [Gross] :		
From Long Term Investments	21,000	12,000
From Stock in Trade	94,133	99,179
	115,133	111,179
Miscellaneous Income		
Interest on Income Tax Refund	93,106	60,042
Profit/(Loss) on Sale of Car [Net]	94,666	(28,581)
TOTAL	302,905	142,640
Note : 18 - Purchase of Stock-in-Trade :		
Purchase of Shares	-	262,400
TOTAL	-	262,400
Note : 19 - Changes in Inventories :		
Stock at closing :		
Stock-in-Trade	6,647,877	7,289,622
	6,647,877	7,289,622
Less : Stock at commencement		
Stock-in-Trade	7,289,622	7,698,351
	7,289,622	7,698,351
TOTAL	641,745	408,729
Note : 20 - Employee Benefit Expense :		
Salaries, wages and bonus	1,921,000	2,211,750
Managing Directors' Remuneration	-	1,800,000
Staff welfare expenses	59,597	61,423
TOTAL	1,980,597	4,073,173
Note : 21 - Finance Cost :		
Interest Paid on		
-Term Loan	541,211	439,890
-Others	34,182,796	1,268,791
Bank commission & charges	6,828	4,395
TOTAL	34,730,835	1,713,076
Note : 22 - Other Expenses :		
Advertisement Expenses	76,557	81,821
Business Promotion expense	90,181	367,860
Brokerage	72,774	-
Audit Fees (Refer Note A)	290,350	280,900
Contingent Provision Against Standard Assets	240,612	136,550
Computer Expense	12,544	4,744
Donations	11,000	25,000
Electricity and Water Charges	599,503	256,364
Insurance	391,340	338,558
Legal and Professional Fees	195,385	129,270
Listing Fees	224,720	112,360
Miscellaneous Expenses	303,810	249,084
Repairs & Maintenance	80,800	65,784
Rent, Rates and Taxes	187,646	244,268
Traveling & Conveyance Expenses	306,198	533,283
Telephone expenses	574,726	537,265
Motor Car expense	619,068	809,554
Bad Debts	150,000	-
TOTAL	4,427,213	4,172,665

	(in Rs.)	
	March 31, 2016	March 31, 2015
A Audit fees		
Auditors' Remuneration [Including Service Tax] :		
i Audit Fees	175,850	168,540
ii Tax Audit Fees	57,250	56,180
iii Other Matters	57,250	56,180
Total	290,350	280,900

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	1,611,020	(7,536,772)
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	0.16	(0.76)
E Diluted EPS	INR	0.16	(0.76)

Note : 24 - Micro, small and Medium Enterprises

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

Note : 25 - Contingent Provision against standard assets

	March 31, 2016	March 31, 2015
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	631,933	495,383
Additions during the year	240,612	136,550
Closing Balance	872,545	631,933

Note : 26 - 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	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
SEGMENT REVENUE						
External Revenue	44,852,466	7,970,052	765,393	(2,721,276)	45,617,859	5,248,776
Unallocated corporate Revenue	-	-	-	-	187,772	60,042
TOTAL Revenue	44,852,466	7,970,052	765,393	(2,721,276)	45,805,631	5,308,818
RESULT						
Segment Result	10,446,896	6,701,261	121,838	(3,477,390)	10,568,734	3,223,871
Unallocated Corporate Income					187,772	60,042
Unallocated Corporate (Expenses)					(9,255,577)	(10,983,885)
Profit/(Loss) Before Tax					1,500,929	(7,699,972)
Less : Provision for Tax					-	-
Deferred Tax					(13,500)	(163,200)
Prior Period Tax					(96,591)	-
Profit/(Loss) After Tax					1,611,020	(7,536,772)
OTHER INFORMATION :-						
Segment Assets	349,017,853	252,773,034	6,647,877	7,289,622	355,665,730	260,062,656
Unallocable Corporate Assets					26,897,208	30,069,792
Total Assets	349,017,853	252,773,034	6,647,877	7,289,622	382,562,937	290,132,448
Segment Liabilities	303,141,678	216,628,912	-	-	303,141,678	216,628,912
Unallocable Corporate liabilities					11,552,967	7,246,264
Total Liabilities	303,141,678	216,628,912	-	-	314,694,645	223,875,176
Capital Expenditure	-	-	-	-	7,338,092	4,120,062
Depreciation	-	-	-	-	2,524,311	2,350,166
Non cash expenses other than depreciation	-	-	-	-		

**Note : 27 - 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	Sunita Jain
Bhanwar Lal Jain HUF	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.	Shri Kalyan Realty 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.
Green Valley Ventures LLP		

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	
	2016	2015	2016	2015
Finance:				
Loans Given				
Abhi jain	30,355,000	-	-	-
Hemang Jain	8,050,000	-	-	-
Kusum Jain	3,015,000	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	930,000	6,557,000
Anokhi Buildestate Pvt. Ltd.	-	-	515,000	3,582,000
Anokhi Developers Pvt. Ltd.	-	-	1,795,000	13,485,000
Dream Vihar Buildhome LLP	-	-	4,855,000	3,140,000
Eros Kalyan Colonisers Pvt. Ltd.	-	-	40,000	205,000
Eros Sky Scrapers LLP	-	-	12,350,000	10,337,000
Hemang Construction Pvt. Ltd.	-	-	4,445,000	25,887,000
Green Valley Venture LLP	-	-	-	2,150,000
Jaipur Papers Pvt. Ltd.	-	-	490,000	3,420,000
Jaipur Vatika Buildev Pvt. Ltd.	-	-	720,000	5,120,000
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	215,000	1,500,000
Jaipur Vatika Premises Pvt. Ltd.	-	-	655,000	4,810,000
Kalyan Villa Properties Pvt. Ltd.	-	-	5,915,000	27,765,000
Moonstone Apartment Pvt. Ltd.	-	-	2,885,000	21,367,000
Mountain View Heights Pvt. Ltd.	-	-	600,000	4,230,000
Pink City Electrodes Pvt. Ltd.	-	-	205,000	1,345,000
Prachir Landmart Pvt. Ltd.	-	-	145,000	965,000
Royal Classic Buildmart Pvt. Ltd.	-	-	4,450,000	32,067,000
Ruby Buildcon Pvt. Ltd.	-	-	3,155,000	22,820,000
Sarans Builders Pvt. Ltd.	-	-	755,000	5,350,000
Shri Kalyan Gem Exports Ltd.	-	-	-	130,000
Shri Kalyan Realty Ltd.	-	-	-	30,000
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	155,000	4,215,000
Sidhestar Buildhome Pvt. Ltd.	-	-	16,480,000	18,000,000
Syon Infomedia Pvt. Ltd.	-	-	4,575,000	6,085,000
Valley View Residency Pvt. Ltd.	-	-	1,045,000	7,525,000



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2016	2015	2016	2015
Wonder Primestate Pvt. Ltd.	-	-	2,040,000	14,725,000
Total	41,420,000	-	69,415,000	246,812,000
Loans Repaid to us :				
Abhi jain	12,130,000	-	-	-
Kusum Jain	2,000,000	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	749,414	-
Anokhi buildestate Pvt. Ltd.	-	-	410,032	-
Anokhi Developers Pvt. Ltd.	-	-	1,522,282	-
Dream Vihar Buildhome LLP	-	-	1,633,012	2,950,000
Eros Kalyan Colonisers Pvt. Ltd.	-	-	22,167	-
Green Valley Venture LLP	-	-	-	28,595,869
Hemang Construction Pvt. Ltd.	-	-	3,585,465	-
Jaipur Papers Pvt. Ltd.	-	-	390,947	-
Jaipur Vatika Buldev Pvt. Ltd.	-	-	581,276	-
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	171,452	-
Jaipur Vatika Premises Pvt. Ltd.	-	-	544,127	-
Kalyan Villa Properties Pvt. Ltd.	-	-	3,149,459	-
Moonstone Apartment Pvt. Ltd.	-	-	2,399,084	-
Mountain View Heights Pvt. Ltd.	-	-	479,232	-
Pink City Electrodes Pvt. Ltd.	-	-	154,247	-
Prachir Landmart Pvt. Ltd.	-	-	110,545	-
Royal Classic Buildmart Pvt. Ltd.	-	-	3,636,308	-
Ruby Buildcon Pvt. Ltd.	-	-	2,586,307	-
Sarans Builders Pvt. Ltd.	-	-	611,301	-
Shri Kalyan Gem Exports Ltd.	-	-	133,505	-
Shri Kalyan Realty Ltd.	-	-	30,809	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	4,542,156	-
Sidhestar Buildhome Pvt. Ltd.	-	-	2,671,516	-
Syon Infomedia Pvt. Ltd.	-	-	1,655,211	2,300,000
Valley View Residency Pvt. Ltd.	-	-	853,275	-
Wonder Primestate Pvt. Ltd.	-	-	1,668,844	-
Eros Sky Scrapers LLP	-	-	-	10,371,410
Anokhi Developers Pvt. Ltd.	-	-	-	-
Total	14,130,000	-	34,291,973	44,217,279
Interest Received :				
Abhi Jain	711,062	-	-	-
Hemang Jain	149,499	-	-	-
Kusum Jain	34,119	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	1,120,051	48,504
Anokhi Developers Pvt. Ltd.	-	-	2,288,304	88,668
Anokhi buildestate Pvt. Ltd.	-	-	612,883	26,497
Dream Vihar Buildhome LLP	-	-	287,426	11,926
Eros Kalyan Colonisers Pvt. Ltd.	-	-	31,958	-
Green Valley Venture LLP	-	-	-	2,151,630
Hemang Construction Pvt. Ltd.	-	-	4,385,935	148,939
Jaipur Papers Pvt. Ltd.	-	-	584,481	25,299
Jaipur Vatika Buldev Pvt. Ltd.	-	-	874,196	33,666
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	256,341	11,096
Jaipur Vatika Premises Pvt. Ltd.	-	-	818,139	31,627
Kalyan Villa Properties Pvt. Ltd.	-	-	4,735,877	182,564
Mountain View Heights Pvt. Ltd.	-	-	721,311	27,814
Moonstone Apartment Pvt. Ltd.	-	-	3,630,701	122,933
Pink City Electrodes Pvt. Ltd.	-	-	230,965	9,949
Prachir Landmart Pvt. Ltd.	-	-	165,493	7,138
Royal Classic Buildmart Pvt. Ltd.	-	-	5,467,777	210,852



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2016	2015	2016	2015
Ruby Buildcon Pvt. Ltd.	-	-	3,888,941	150,049
Sarans Builders Pvt. Ltd.	-	-	913,516	39,575
Shri Kalyan Gem Exports Ltd.	-	-	3,505	-
Shri Kalyan Realty Ltd.	-	-	809	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	160,106	31,179
Sidhestar Buildhome Pvt. Ltd.	-	-	4,119,938	110,466
Syon Infomedia Pvt. Ltd.	-	-	1,002,280	32,775
Valley View Residency Pvt. Ltd.	-	-	1,283,081	49,479
Wonder Primestate Pvt. Ltd.	-	-	2,510,666	96,822
Eros Sky Scrapers LLP	-	-	334,973	38,233
Total	894,680	-	40,429,653	3,687,680
TDS Received				
Aditya Buildmart Pvt. Ltd.	-	-	112,005	4,850
Anokhi Developers Pvt. Ltd.	-	-	228,830	8,867
Anokhi Buildestate Pvt. Ltd.	-	-	61,289	2,650
Dream Vihar Buildhome LLP	-	-	28,743	1,193
Eros Kalyan Colonisers Pvt. Ltd.	-	-	3,197	-
Green Valley Venture LLP	-	-	-	215,163
Hemang Construction Pvt. Ltd.	-	-	438,594	14,894
Jaipur Papers Pvt. Ltd.	-	-	58,449	2,530
Jaipur Vatika Buildev Pvt. Ltd.	-	-	87,420	3,367
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	25,634	1,110
Jaipur Vatika Premises Pvt. Ltd.	-	-	81,814	3,163
Kalyan Villa Properties Pvt. Ltd.	-	-	473,588	18,256
Moonstone Apartment Pvt. Ltd.	-	-	363,070	12,293
Mountain View Heights Pvt. Ltd.	-	-	72,132	2,781
Pink City Electrodes Pvt. Ltd.	-	-	23,097	995
Prachir Landmart Pvt. Ltd.	-	-	16,550	714
Royal Classic Buildmart Pvt. Ltd.	-	-	546,778	21,085
Ruby Buildcon Pvt. Ltd.	-	-	388,895	15,005
Sarans Builders Pvt. Ltd.	-	-	91,351	3,957
Shri Kalyan Gem Exports Ltd.	-	-	-	-
Shri Kalyan Realty Ltd.	-	-	-	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	16,011	3,118
Sidhestar Buildhome Pvt. Ltd.	-	-	411,994	11,047
Syon Infomedia Pvt. Ltd.	-	-	100,228	3,278
Valley View Residency Pvt. Ltd.	-	-	128,308	4,948
Wonder Primestate Pvt. Ltd.	-	-	251,067	9,682
Eros Sky Scrapers LLP	-	-	33,497	3,823
Total	-	-	4,042,541	368,769
Outstanding :				
Receivable :				
Abhi Jain	18,936,062	-	-	-
Hemang Jain	8,199,499	-	-	-
Kusum Jain	1,049,119	-	-	-
Aditya Buildmart Pvt. Ltd.	-	-	7,789,286	6,600,654
Anokhi Buildestate Pvt. Ltd.	-	-	4,262,409	3,605,847
Anokhi Developers Pvt. Ltd.	-	-	15,896,993	13,564,801
Dream Vihar Buildhome LLP	-	-	3,681,404	200,733
Eros Kalyan Colonisers Pvt. Ltd.	-	-	251,594	205,000
Hemang Construction Pvt. Ltd.	-	-	30,827,921	26,021,045
Jaipur Papers Pvt. Ltd.	-	-	4,067,854	3,442,769
Jaipur Vatika Buildeve Pvt. Ltd.	-	-	6,075,799	5,150,299
Jaipur Vatika Buildhome Pvt. Ltd.	-	-	1,784,241	1,509,986
Jaipur Vatika Premises Pvt. Ltd.	-	-	5,685,662	4,838,464



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2016	2015	2016	2015
Kalyan Villa Properties Pvt. Ltd.	-	-	34,957,138	27,929,308
Moonstone Apartment Pvt. Ltd.	-	-	25,231,187	21,477,640
Mountain View Heights Pvt. Ltd.	-	-	5,024,980	4,255,033
Pink City Electrodes Pvt. Ltd.	-	-	1,612,575	1,353,954
Prachir Landmart Pvt. Ltd.	-	-	1,154,822	971,424
Royal Classic Buildmart Pvt. Ltd.	-	-	37,991,458	32,256,767
Ruby Buildcon Pvt. Ltd.	-	-	27,023,783	22,955,044
Sarans Builders Pvt. Ltd.	-	-	6,351,482	5,385,618
Shri Kalyan Gem Exports Ltd.	-	-	-	130,000
Shri Kalyan Realty Ltd.	-	-	-	30,000
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	-	4,243,061
Sidhestar Buildhome Pvt. Ltd.	-	-	35,615,847	18,099,419
Syon Infomedia Pvt. Ltd.	-	-	7,636,338	3,814,497
Valley View Residency Pvt. Ltd.	-	-	8,916,029	7,569,531
Wonder Primestate Pvt. Ltd.	-	-	17,442,895	14,812,140
Eros Sky Scrapers LLP	-	-	12,651,476	-
Total	28,184,680	-	301,933,173	230,423,034
Loans Taken				
Bhupendra Kumar Jain	35,655,000	49,705,000	-	-
Jinendra Kumar Jain	31,875,000	3,730,000	-	-
Kusum Jain	6,400,000	2,740,000	-	-
Rajendra Kumar Jain	195,855,000	104,550,000	-	-
Blue Stone Premises Pvt. Ltd.	-	-	585,000	8,157,000
Evita Hotels and Resorts LLP	-	-	-	18,780,000
Kalyan Awas Vikas Pvt. Ltd.	-	-	11,775,000	49,215,000
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	48,600,000	20,360,000
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	31,880,000	-
Total	269,785,000	160,725,000	92,840,000	96,512,000
Loans Repaid				
Bhupendra Kumar Jain	35,990,531	4,600,000	-	-
Jinendra Kumar Jain	28,472,979	3,725,000	-	-
Kusum Jain	6,985,066	2,225,000	-	-
Rajendra Kumar Jain	158,188,877	31,200,000	-	-
Blue Stone Premises Pvt. Ltd.	-	-	765,043	-
Evita Hotels and Resorts LLP	-	-	19,211,841	-
Kalyan Awas Vikas Pvt. Ltd.	-	-	12,399,378	-
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	37,358,357	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	6,793,077	-
Total	229,637,453	41,750,000	76,527,696	-
Interest Paid				
Bhupendra Kumar Jain	6,341,367	291,206	-	-
Jinendra Kumar Jain	721,298	10,074	-	-
Kusum Jain	68,456	9,396	-	-
Rajendra Kumar Jain	12,758,229	425,665	-	-
Blue Stone Premises Pvt. Ltd.	-	-	839,446	35,386
Evita Hotels and Resorts LLP	-	-	412,936	66,888
Kalyan Awas Vikas Pvt. Ltd.	-	-	6,758,809	300,764
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	2,636,915	129,412
Shri Kalyan Vatika Jaipur Pvt. Ltd.	-	-	2,854,672	-
Total	19,889,350	736,341	13,502,778	532,450
TDS PAID				
Bhupendra Kumar Jain	634,136	29,121	-	-
Jinendra Kumar Jain	72,130	1,007	-	-
Kusum Jain	6,846	940	-	-



Nature of Transactions	Value of the Transactions [INR]			
	Directors & Their Relatives		Enterprises significantly Influenced by Directors and Relatives	
	2016	2015	2016	2015
Rajendra Kumar Jain	1,275,823	42,566	-	-
Blue Stone Premises Pvt. Ltd.	-	-	83,944	3,539
Evita Hotels and Resorts LLP	-	-	41,294	6,689
Kalyan Awas Vikas Pvt. Ltd.	-	-	675,881	30,076
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	263,692	12,941
Shri Kalyan Vatika Jaipur Pvt. Ltd	-	-	285,467	-
Total	1,988,935	73,634	1,350,278	53,245
Outstanding Loan Payable				
Bhupendra Kumar Jain	50,738,785	45,367,085	-	-
Jinendra Kumar Jain	4,065,256	14,067	-	-
Kusum Jain	-	523,456	-	-
Rajendra Kumar Jain	122,881,628	73,733,099	-	-
Blue Stone Premises Pvt. Ltd.	-	-	8,764,306	8,188,847
Evita Hotels and Resorts LLP	-	-	-	18,840,199
Kalyan Awas Vikas Pvt. Ltd.	-	-	54,944,238	49,485,688
Kalyan Vihar Buildhome Pvt. Ltd.	-	-	34,091,337	20,476,471
Shri Kalyan Vatika Jaipur Pvt. Ltd	-	-	27,656,128	-
Total	177,685,669	119,637,707	125,456,009	96,991,205
Rent Paid				
Prem Lata Jain	180,000	205,850	-	-
Total	180,000	205,850	-	-
Remuneration				
Abhi Jain	-	480,000	-	-
Total	-	480,000	-	-
Deposit Taken				
Prem Lata Jain	-	100,000	-	-
Sunita Jain	-	100,000	-	-
Bhanwarlal Jain HUF	-	100,000	-	-
Total	-	300,000	-	-
Deposit Repaid				
Premlata Jain	-	100,000	-	-
Sunita Jain	-	100,000	-	-
Bhanwarlal Jain HUF	-	100,000	-	-
Total	-	300,000	-	-

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

INR

Reporting period ended March31,

	2016	2015
Remuneration :		
Chairman :- Rajendra Kumar Jain	-	600,000
Managing Director :- Bhupendra Kumar Jain	-	600,000
Executive Director :- Jinendra Kumar Jain	-	600,000
TOTAL	-	1,800,000

As per our report of even date

FOR AND ON BEHALF OF THE BOARD

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: Mumbai

Date : 28th May, 2016

Sd/-

RAJENDRA KUMAR JAIN

CHAIRMAN CUM

WHOLE TIME DIRECTOR

DIN: 00168151

Place: Jaipur

Date : 28th May, 2016

Sd/-

ASHOK KUMAR JAIN

CHIEF FINANCIAL

OFFICER

Sd/-

KOMAL GANDHI

COMPANY

SECRETARY

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

		(Rs. In Lacs)	
	Particulars	Amount outstanding	Amount overdue
	Liabilities side		
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
	(a) Debenture : Secured	-	-
	Unsecured	-	-
	(Other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	-	-
	(c) Term Loans	82.38	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits*	-	-
	(g) Other loans	-	-
	- Subordinate Debts	-	-
	- Cash Credit	-	-
	- HP Refinance Loan	-	-
	- Related Parties	3,031	-
	*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)#	3,552	-
	#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	17.22	10.00	
** As per Accounting Standard ICAI			
(8) Other information			
(i) Gross Non-Performing Assets			
(a) Related parties	-	-	-
(b) Other than related parties	-	-	-
(ii) Net Non-Performing Assets			
(a) Related parties	-	-	-
(b) Other than related parties	-	-	-
(iii) Assets acquired in satisfaction of debt	-	-	-

Notes:

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



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

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

24TH ANNUAL GENERAL MEETING, WEDNESDAY, 21ST DAY OF SEPTEMBER, 2016 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 hereby record my Presence at the 24th Annual General Meeting of the company being held at Reg. Office at Saptashrunji Apartment, Flat No.1, Ground Floor Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai Maharashtra-400706 India of the company on Wednesday, 21st September, 2016 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. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: 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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Wednesday, the 21st Day of September, 2016 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:

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

Reso. No.	Description	For*	Against*
Ordinary Businesses			
1.	Adoption of the financial statements of the Company for the year ended 31st March, 2016 together with the reports of the Board's and auditor's thereon.		
2.	Re-appointment of Directors eligible to retire by rotation: Mr. Rajendra Kumar Jain (DIN:00168151)		
3.	Ratification of appointment of M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (Firm Registration No.: 100990W) as statutory auditors of the Company for the F.Y. 2016-17		
Special Businesses			
4.	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013		
5.	Re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director for a period of 3 years.		
6.	Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman cum Whole time Director for a period of 3 years.		
7.	Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-time Director for a period of 3 years		

Signed this..... day of2016.

Signature of shareholder.....

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

Affix
Revenue
Stamp

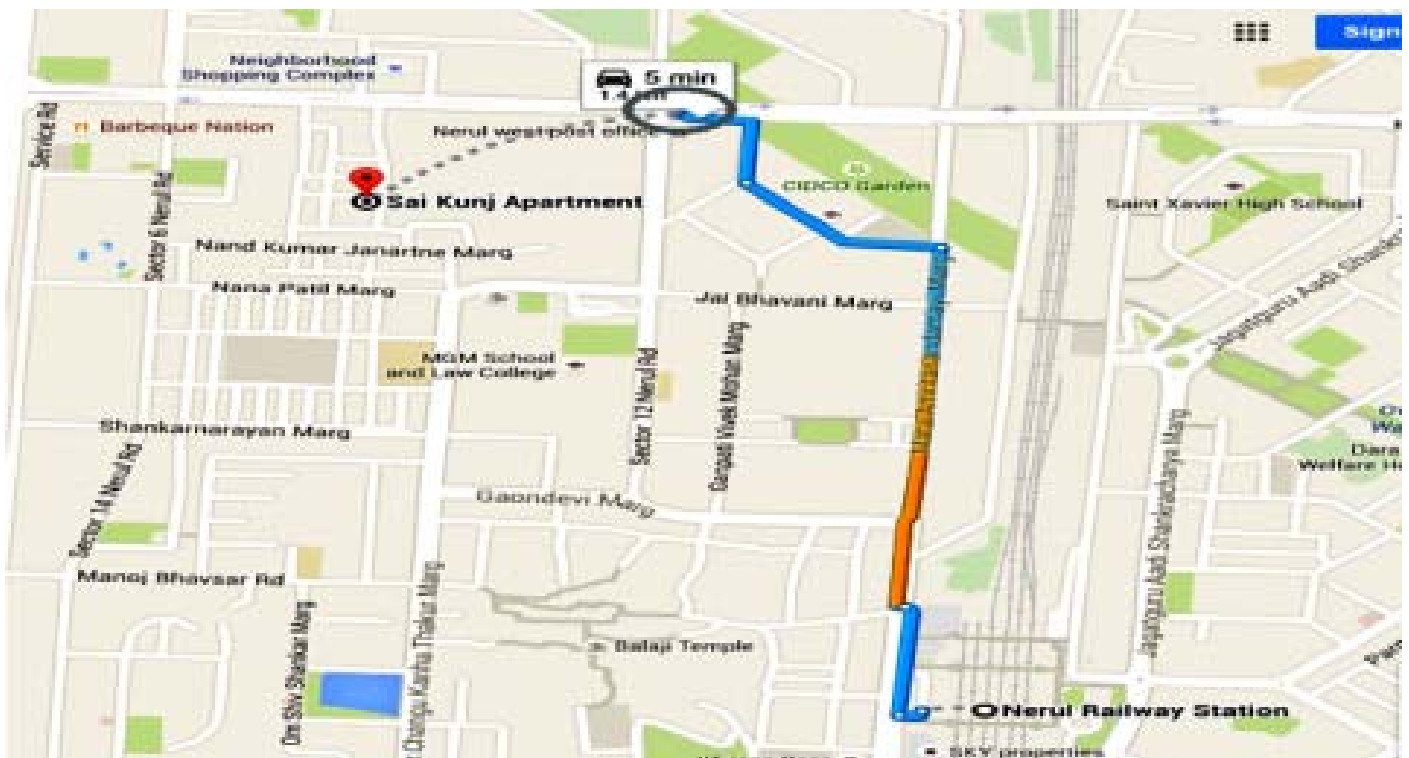
Note:

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

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