

Shri Kalyan Holdings Limited

CIN: L67120MH1993PLC070526



*23RD
Annual Report
2014-15*

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

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NOTICE

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

ORDINARY BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the company be and is hereby accorded ratifying the appointment (for the financial year 2015-16) of M/s Banshi Jain & Associates, Chartered Accountants, Mumbai (firm registration No: 100990W) as Statutory auditors of the company pursuant to resolution approved by the shareholders in the 22nd AGM held on 31st July, 2014 at such remuneration as may be mutually decided by the Auditor and Board of Directors.”

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

KOMAL GANDHI

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 28TH MAY, 2015

NOTES:

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

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

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

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

vote on their behalf at the Annual General Meeting.

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

shall not be entitled to cast their vote again.

- iii) The remote e-voting period commences on Tuesday, 11th August, 2015 at 10.00 A.M. and ends on Thursday, 13th August, 2015 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 07th August, 2015 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

In case of members receiving e-mail:

- i) To initiate the voting process, log on to the e-voting website viz. www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Thereafter, enter the image verification Code as displayed and click on "Login" tab.
- v) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password is to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- vi) If you are a first time user follow the steps given below:

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

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Additional instructions for non-individual shareholders and custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Members receiving Notice by Post/Courier:

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

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

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

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

KOMAL GANDHI

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 28TH MAY, 2015

DIRECTORS' REPORT

DEAR MEMBERS, SHRI KALYAN HOLDINGS LIMITED

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

1. FINANCIAL HIGHLIGHTS:

{Amount in Rs.}

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

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

2. OPERATIONS AND COMPANY'S AFFAIRS:

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

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

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

3. DIVIDEND:

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

4. CAPITAL STRUCTURE:

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

5. NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

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

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

6. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

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

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

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

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Jinendra Kumar Jain (DIN: 00168251), Whole Time Director of the Company will retire by rotation at

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

8. TRANSFER TO RESERVES:

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

9. NOMINATION & REMUNERATION POLICY:

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

10. AUDITORS:

• Statutory Auditors

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

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

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

• Secretarial Auditors

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

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

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

• Internal Auditors

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

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

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

11. LOANS AND INVESTMENTS BY THE COMPANY:

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

12. RELATED PARTY TRANSACTIONS:

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

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

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

Relevant Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is given in **Annexure "III"** to this Report.

13. CODE OF CONDUCT:

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

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

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

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

15. EXTRACT OF THE ANNUAL RETURN:

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

16. RISK MANAGEMENT:

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

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

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

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

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

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

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

17. POSTAL BALLOT:

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

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

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