

Shri Kalyan Holdings Limited

CIN: L67120MH1993PLC070526



*25th
Annual Report
2016-17*

| | |
|---|---|
| <p>BOARD OF DIRECTORS</p> <ul style="list-style-type: none"> • MR. RAJENDRA KUMAR JAIN DIN: 00168151 Chairman cum Whole Time Director • MR. BHUPENDRA KUMAR JAIN DIN: 00168215 Managing Director • MR. JINENDRA KUMAR JAIN DIN: 00168251 Whole Time Director • MR. VIRAT DEWAN (upto 11.08.2017) DIN: 00155356 Independent and Non Executive Director • MR. DEVENDRA KUMAR PATNI DIN: 01647627 Independent and Non Executive Director • MRS. PRIYANKA PATNI DIN: 00556339 Woman Independent and Non Executive Director | <p>BOARD COMMITTEES</p> <ul style="list-style-type: none"> • Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mr. Rajendra Kumar Jain (Member) • Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mrs. Priyanka Patni (Member) • Stakeholders Relationship Committee: Mr. Virat Dewan (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member) |
| <p>Company Secretary & Compliance Officer: CS Komal Gandhi (upto 21.03.2017) CS Nandani Patidar (w.e.f. 29.03.2017)</p> | <p>Chief Financial Officer: Mr. Ashok Kumar Jain</p> |
| <p>Statutory Auditors: M/s Banshi Jain & Associates, Chartered Accountants, Mumbai</p> | <p>Secretarial Auditors: M/s V.M. & Associates, Company Secretaries, Jaipur</p> |
| <p>Principal Banker: Allahabad Bank, Jaipur</p> | <p>Registrar and Share Transfer Agent : M/s Beetal Financial and Computer Services (P) Limited “Beetal House” 3rd Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062 Phone No: 91-11-2991281-83</p> |
| <p>Registered Office : Flat No -1, Ground Floor, Saptashruni Apartment, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (west) Navi Mumbai-400706 (Maharashtra). Phone No. & Fax: 022-27711214 Email:shrikalyan25@hotmail.com Website:www.shrikalyan.com</p> | <p>Corporate and Correspondence Office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur- 302 017 (Rajasthan). Phone No. : 0141-4034062</p> |

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NOTICE

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

Ordinary Business:

Item No. 1: Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.

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

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

Item No. 3: Appointment of the Statutory Auditors

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

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

Special Business:

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

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

“RESOLVED THAT pursuant to recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Gaurav Srivastava (DIN: 07637558), in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company along with the requisite amount of deposit and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 27th September, 2017 and whose office shall not be liable to retire by rotation.”

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

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

CS NANDANI PATIDAR

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

NOTES:

- 1) A member entitled to attend and vote at the 25th Annual General Meeting is entitled to appoint proxy to attend and vote on a poll instead of himself/herself, and the proxy need not be a member of the company.

The instrument appointing a proxy in order to be effective should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the AGM. (a copy of the proxy form is attached)

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of maximum 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.

- 2) An explanatory statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notice is annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution or power of attorney, authorizing their representative to attend and vote on their behalf at the AGM.
- 4) Members/Proxies/authorized representatives attending the AGM are requested to bring duly filled in Attendance Slip enclosed herewith alongwith their copy of annual report, as no copies of the Annual Report will be issued at the venue of AGM. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.

- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the relevant provisions of the Secretarial Standard on General Meeting, the details of Director retiring by rotation and/or seeking appointment/re-appointment at the ensuing AGM are furnished as annexure A to this Notice of AGM.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st day of September, 2017 to Wednesday, 27th day of September, 2017, (both days inclusive).
- 8) Annual Report and Notice of 25th AGM is available at the website of the Company at www.shrikalyan.com and on the website of CDSL i.e. www.evotingindia.com.
- 9) The copy of Annual Report and the Notice of 25th AGM, inter alia, indicating the instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email address are registered with the Company /Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
- 10) The members who have not registered their email addresses so far with the company, are requested to register their e-mail address with M/s Beetal Financial and Computer Services (P) Limited at investor@beetalfinancial.com, the Registrars & Share Transfer Agents of the Company and Members holding shares in De-mat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- 11) In compliance with provisions of Section 108 of the Companies Act, 2013 and read with rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members to enable them to cast their votes electronically through electronic voting service facility arranged by Central Depository Services (India) Ltd ("CDSL"). Please note that remote e-voting is optional and not mandatory.
- 12) The remote e-voting facility would remain open only from Saturday, 23rd September, 2017 (10:00 A.M.) and ends on Tuesday, 26th September, 2017 (up to 5.00 PM). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Wednesday, 20th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 20th September, 2017.
The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again. The instructions for e-voting are annexed to the Notice.
- 13) CS Manoj Maheshwari, FCS: 3355, Practising Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- 14) The Register of Directors and key managerial personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 15) All the relevant documents referred to in the Notice will be available for inspection by the members at the Corporate Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.
- 16) The voting results including e-voting and poll at the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizers report shall be placed on the Company's website www.shrikalyan.com, on the website of BSE Ltd. and on CDSL's website immediately after declaration of results by the Chairman.
- 17) Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Wednesday, 20th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are provided separately along with Annual Report.
- 18) Members are requested to address all correspondence to Beetal Financial & Computer Services (P) Ltd., BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110 062, India, Phone No: 011-29961281-83, E-Mail: beetalrta@gmail.com, Website: www.beetalfinancial.com, who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Shri Kalyan Holdings Limited" in all your future correspondences.
- 19) Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.
- 20) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.

- 21) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on Saturday, 23rd September, 2017 (10:00 A.M.) and ends on Tuesday, 26th September, 2017 (up to 5.00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Wednesday, 20th September, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) The members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Shri Kalyan Holdings Limited** which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) Note for Non – Individual Shareholders and Custodians

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

Members receiving Notice by Post/Courier:

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

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

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

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

CS NANDANI PATIDAR

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

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

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

Item No. 4

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

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

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

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

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

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

CS NANDANI PATIDAR

COMPANY SECRETARY & COMPLIANCE OFFICER

PLACE: JAIPUR

DATE: 11TH AUGUST, 2017

ANNEXURE A

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

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

BY ORDER OF THE BOARD OF DIRECTORS
SD/-

PLACE: JAIPUR
DATE: 11TH AUGUST, 2017

CS NANDANI PATIDAR
COMPANY SECRETARY & COMPLIANCE OFFICER

BOARD'S REPORT

Dear Members,
Shri Kalyan Holdings Limited

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

1. FINANCIAL HIGHLIGHTS:

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

{Amount in Rs.}

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

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

2. OPERATIONS AND COMPANY'S AFFAIRS:

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

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

3. DIVIDEND:

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

4. SHARE CAPITAL

During the FY 2016-17, there was no change in capital structure of the Company and paid up share capital of the Company stood at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lakhs Seventy Seven Thousand and Five Hundred).

5. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

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

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, Secretarial Standard-1 and the Listing Regulations.

6. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

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

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

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

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

Key Managerial Personnel:

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

8. TRANSFER TO RESERVES

Since the Company is a Non-Banking Finance Company registered with Reserve Bank of India (RBI), therefore as per section 45IC of RBI Act 1934, the Company has transferred Rs. 1,088,445/- in reserve fund i.e. aggregating of 20% of its net profit during the Financial Year 2016-17.

The Company has also transferred Rs. 389,652/- to special reserve fund as provision for standard assets i.e. 0.25% of the outstanding standard assets in accordance with the provisioning norms of RBI i.e. for the financial year 2016-17.

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

9. NOMINATION & REMUNERATION POLICY:

In accordance with the provisions of section 178 of the Companies Act, 2013, the Company has Nomination and Remuneration Policy in place for Directors, Key managerial Personnel and Senior Management Employees. The said policy is available on our weblink www.shrikalyan.com/comp/Remuneration%20Policy.pdf and also annexed with this report as "Annexure I".

There has been no change in the policy since the last financial year. We affirm that the remuneration paid to the directors and KMP's is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

10. PREVENTION OF INSIDER TRADING CODE

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

11. AUDITORS AND AUDIT REPORTS

• **Statutory Auditors**

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

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

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

• **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur (FRN: P1984RJ039200) as Secretarial Auditor of the Company to conduct the secretarial audit of the company for the financial year 2016-17.

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

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit for the Financial Year 2017-18.

• **Internal Auditors**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board had appointed M/s Shah Surendra & Associates, Chartered Accountants, Jaipur (FRN: 004666C) as Internal Auditor of the Company to carry out the Internal Audit of the company for the F.Y. 2016-17.

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

12. LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

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