

## **BOARD OF DIRECTORS**

Kailash Dhirendra Dubal	Chairman & Managing Director
M L Soneji	Director
Sunil Devichand Surana	Director
Jignesh Dhirendra Dubal	Director & CFO
Bhavika Kailash Dubal	Director
Vivek Umesh Shah	Director
Rashotham Krishnarao Devale	Director
Pradeepa Ramegowda Danasale	Director

### **Registered Office**

No.1, 4th Main Road, Nehru Circle  
Sheshadripuram Bangalore 560-020  
Ph : (91) (80) 23318189

### **Bankers**

Karnataka Bank Limited,  
Nehru Nagar, Branch- Bangalore

### **Statutory Auditors**

Messrs. Suthar & Co  
Chartered Accountants  
# 4, 12th Cross, Vasanth Nagar,  
Bangalore -560052,  
Ph: 9986356420

### **Secretarial Auditors**

Mr. Gaurav Jain  
Company Secretary  
House No. 130, 2nd Floor, 4th main,  
KEB Layout, BTM Layout first stage,  
near Jayadeva hospital,  
Bangalore-560 029

### **Registrars & Share transfer Agents**

Bigshare Services Pvt. Ltd  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri East  
MUMBAI 400-072

Ph no: 022 -40430200  
Fax : 022 – 28475207  
e-mail : [info@bigshareonline.com](mailto:info@bigshareonline.com)

## **CONTENTS OF THE ANNUAL REPORT**

Notice	01-06
Board's Report and Annexure	07-51
Independent Auditors' Report	52-56
Balance Sheet	57
Statement of Profit & Loss Account	58
Cash Flow Statement	59
Significant accounting policies and	60-63
Notes to Accounts	64-70
Attendance Slip	71
Proxy Form	72-73
Polling Paper	74-75
Route Map of the AGM Venue	76

# ANNUAL REPORT 2015-16

## NOTICE

The Members

Sri Krishna Constructions (India) Limited

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the Company will be held **at 12.30 P M on Friday, the 28<sup>th</sup> day of October, 2016, at Justa Hotel 21/14 Craig Park Layout, Behind Oriental Bank Commerce, M G Road, Bangalore - 560001** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2016 and the Statement of Profit and Loss for the year ended that date, along with the Boards' Report and Auditor's Report thereon.
2. To appoint Mrs. Bhavika Kailash Dubal Director, who retires by rotation and being eligible to offers herself for re-appointment.
3. To ratify appointment of the retiring Auditors M/s. Suthar & Co., Chartered Accountants.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of Messers. Suthar & Co., Chartered Accountants, Bangalore (Firm Regn. No. 013840S), as Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the Next AGM of the Company, on a remuneration as may be fixed by the Board of Directors."

### SPECIAL BUSINESS

4. Issue of Non - Convertible Debenture

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the members be and are hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer/Issue for Secured, Rated, Listed, Non-Convertible, Cumulative, Redeemable, Taxable Debentures(NCD), in one or more series /tranches, on private placement, issuable / redeemable at par aggregating up to Rs.100 Crores (Rupees One Hundred Crores), from such persons and on such terms and conditions as the Board of Directors/NCD Committee of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected

## **ANNUAL REPORT 2015-16**

therewith or incidental thereto;

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to finalize with the Investors and the trustees the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalize and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the NCD Issue by the Company of such Secured, Rated, Listed, Non-Convertible, Cumulative, Redeemable, Taxable Debentures and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.”

**By Order of the Board of Directors**

**Kailash Dhirendra Dubal**  
**Chairman and Managing Director**  
**DIN: 01771805**

**Place : Bangalore**

**Date : 10<sup>th</sup> September, 2016**

### Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. The instrument of proxy in order to be effective must be deposited/ lodged at the Registered / Corporate Office of the Company duly completed and signed not later than 48 hours before the time fixed for holding the Meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
4. The Register of Members and Share transfer books of the Company will remain closed from 20<sup>th</sup> October, 2016 to 28<sup>th</sup> October, 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. Members are requested to address all their communications:
  - relating to dividend or any other grievance/s, directly to the Shares Department to the company's Registered Office or send e-mail to the dedicated e-mail id – Kailash@skcipl.in
  - relating to change of Bank account details, address etc, directly to their respective Depository Participant (DP), with whom Demat Account is held.
6. As regard to re-appointment of Mrs. Bhavika Kailash Dubal , Please find short profile as below:

Mrs. Bhavika Kailash Dubal, aged around 37 years, is a Diploma in Commercial Practice from Technical Examination Board, Gandhinagar, Gujarat. She was appointed as Additional Director of our Company on April 27, 2015 and was regularized as Director on June 17, 2015. She looks after the HR Department of the Company

Her other directorships: NIL

7. As regards to issue of Non - Convertible Debenture, explanatory statement is attached herewith.
8. The Company has implemented the 'Green initiative' as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the Notice of the General Meeting will also be available on the website of the Company, [www.skcipl.in](http://www.skcipl.in) for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company

8. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
2. The instructions for e-Voting are as under:

Voting through electronic voting system(Remote E-Voting) :

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20<sup>th</sup> October, 2016 (Monday) i.e. the date prior to the commencement of Book closure date are entitled to vote on the Resolution set forth in this Notice. The remote e-voting period will commence at 9 A.M. on 25<sup>th</sup> October, 2016 (Tuesday) to 5.00 P.M. on 27<sup>th</sup>, October, 2016 (Thursday). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e-voting for the Annual General Meeting. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

**INSTRUCTION FOR REMOTE E-VOTING:**

To use the following URL for remote e-voting:

From NSDL website : <https://www.evoting.nsdl.com>

- (a) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- (b) Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. The Event No+ Folio No/DP ID-Client ID will be your user ID.
- (c) After entering the details appropriately, click on LOGIN.
- (d) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@, #, \$ ). The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) You can download the User manual from <https://www.evoting.nsdl.com>

## **ANNUAL REPORT 2015-16**

(g) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of the AGM. Accordingly, the Portal will be open for voting from: 9 A.M. on October 25, 2016 (Tuesday) to 5.00 P.M. on October 27, 2016 (Thursday). The e-voting module shall be disabled by NSDL at 5.00 p.m on the same day. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th October, 2016(record date.), may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(h) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or contact National Securities Depository Limited (NSDL) at 022-24994554.

**By Order of the Board of Directors**

**Kailash Dharendra Dubal**  
**Chairman and Managing Director**  
**DIN: 01771805**

**Place : Bangalore**

**Date : 10<sup>th</sup> September, 2016**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 4

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, the Board, which term shall include any Committee constituted by the Board, may at an appropriate time, offer or invite subscription for secured, redeemable non- convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 4 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

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

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**By Order of the Board of Directors**

**Kailash Dharendra Dubal**  
**Chairman and Managing Director**  
**DIN: 01771805**

**Place : Bangalore**

**Date : 10<sup>th</sup> September, 2016**

# ANNUAL REPORT 2015-16

## DIRECTORS' REPORT

To,  
The Members,

We are pleased to present the **ELEVENTH ANNUAL REPORT** and audited accounts of the company for the financial year ended on March 31, 2016.

### FINANCIAL HIGHLIGHTS

(Figures in Rs.)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Total revenue	18,19,36,948.00	28,50,68,426.00
Total expenses	15,91,17,826.00	24,92,50,447.00
Profit before exceptional Item & Tax	2,28,19,122.00	3,58,17,979.00
Loss/profit on sale of Fixed Asset	(1,95,655.00)	17,06,979.00
Profit before tax	2,30,14,777.00	3,41,11,000.00
Total Tax Expenses	57,62,109.00	1,13,30,392.00
Profit after Tax (PAT)	1,72,52,668.00	2,27,80,608.00
<b>Appropriations</b>		
Transfer to general reserve	Nil	Nil
Dividend	Nil	Nil
Balance c/f out of current year PAT	1,72,52,668.00	2,27,80,608.00

### NATURE OF BUSINESS

The Company is engaged in the business of Real Estate Development. The Company develops residential projects. There was no change in the nature of the business of the Company during the year under review.

### HIGHLIGHTS OF F.Y. 2015-16

- Conversion of 10, 00,000 (Ten lakh) Preference shares of Rs. 10/- each i.e. 1, 00, 00,000.00 (One Crores Only) to Equity Shares as on 16.06.2015.
- Conversion of "Sri Krishna Constructions (India) Private Limited" to "Sri Krishna Constructions (India) Limited" as on 16.06.2015.
- Alteration of Memorandum and Article of Association as on 16.06.2015
- Re-constitutions of Board of Directors.
- Fixed Borrowing Power of the Board upto 100 Crores.
- Fixed Investment Limited for Board upto 100 Crores.
- Issued 50, 00,000 (Fifty lakh) Bonus shares of Rs. 10 per shares to the existing Shareholder.
- Appointment of Mr. Kailash Dharendra Dubal as Chairman & Managing Director of Company.
- Initial Public Offer (10.09.2015 to 15.09.2015) which is over subscribed by 1.50 Times and issued 25, 20,000 shares of Rs.45 each (Including premium of Rs. 35) to public.
- Listing of Shares in BSE limited under SME Segment as on 01.10.2015.



## FINANCIAL PERFORMANCE

During the year under review, the Company earned a profit before tax of Rs. 2.30 Crores as compared to Rs. 3.41 Crores in the corresponding previous year representing a decrease of 32.60% (approximately). The Company earned a profit after tax of Rs. 1.73 Crores as compared to Rs. 2.28 Crores in the corresponding previous year representing a decrease of 24.12% (approximately). During the financial year Company had raised 11.34 Crores from Public through Initial Public Offer. Total 25, 20,000 (Twenty five lakh twenty thousand) shares of Rs. 45 per shares (including premium of Rs.35 per shares) were issued to the respective Share holder.

## TRANSFER TO RESERVES

It is not proposed to transfer any amount out of the current profits to General Reserve.

## DIVIDEND

However with the view to conserve the resources of company the directors are not recommending any dividend.

## ISSUE OF BONUS SHARES

During the year under review, the Company issued bonus equity shares in the ratio of five equity share of Rs. 10/- each fully paid up for every two equity shares held by the shareholders of the Company as on the Record Date. The aggregate number of bonus equity shares issued was 50, 00,000 (Fifty Lakh only). The allotment of these shares was made on June 18, 2015.

## INITIAL PUBLIC OFFER

During the financial year Company had raised Rs. 11.34 Crores from Public through Initial Public Offer. Total 25, 20,000 (Twenty five lakh twenty thousand) new shares of Rs. 45 per shares (including premium of Rs.35 per shares) were issued to the respective Share holder.

## ALTERATION OF ARTICLES OF ASSOCIATION

The Articles of Association of the Company were altered during the year to align with the requirements of the Companies Act, 2013 and for the Conversion of Company from Private Limited to Public Limited Company.

## ALTERATION OF MEMORANDUM OF ASSOCIATION

The Memorandum of Association of the Company were altered during the year to align with the requirements of the Companies Act, 2013 and for the Conversion of Company from Private Limited to Public Limited Company.

## LISTING OF SHARE IN BSE LIMITED UNDER SME SEGMENT

The financial year 2015-16 is one of the most successful year for Sri Krishna Constructions (India) Limited; as now we are listed in BSE limited under SME Segment as from October 01, 2015.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Mr. Mahesh Liladhar Soneji, Mr. Rashotham Krishnarao Devale, Mr. Pradeepa Ramegowda Danasale and Mr. Vivek Umesh Shah, were appointed as Independent Directors of the Company for a term of five years from the date of appointment.

Pursuant to the Provisions of Section 196, 197 and 203 of the Companies Act, 2013 and Rules made there under (including any modifications or re-enactment) and read with Schedule V of the companies Act, 2013. Mr. Kailash Dhirendra Dubal is appointed as a Managing Director of the company w.e.f. 22.06.2015.

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and rules made there under, Mr. Sunil D Surana is appointed as a Non-executive Director of the Company w.e.f. 22.06.2015

Pursuant to Section 203 of the Companies Act, 2013 and other applicable Provision & Rule made there under, Mr. Jignesh Dhirendra Dubal and Mr. Barun Pandey is appointed as a Chief Financial Officer and Company Secretary of the Company w.e.f. 22.06.2015 and 23.06.2015 respectively.

## AUDITORS REPORT

The observations made by the Auditors in their Report referring to the Notes forming part of the Accounts are self-explanatory and therefore, do not require any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

## AUDITORS

At the 10th Annual General Meeting of the Company held on June 17, 2015 M/S. Suthar & Co., Chartered Accountants were re-appointed as the Statutory Auditors of the Company.

In terms of the first proviso to Section 139 of the Act read with Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, the appointment of the auditors shall be subject to ratification by the Members at every Annual General Meeting.

In this regard, the Company has received a certificate from the Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Act.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

## INTERNAL AUDITORS

The Board has appointed Mrs. Sujtha M as the Internal Auditor of the company for the financial year 2015-16.