

# S R K INDUSTRIES LIMITED



**Registered Office :** 310, V Star Plaza, Chandarvarkar Road, Borivali (W), Mumbai - 400 092 (India)  
**Telefax :** 022-4023 5742 • **Mail :** rcjain13@gmail.com • **CIN :** L17121MH1991PLC257750

September 30, 2016

To,

Corporate Communication Department,  
Bombay Stock Exchange Limited  
P J Tower, Dalal Street  
Mumbai - 400001

Dear Sir/Madam,

Scrip Code: 531307

**Sub: Filing of Annual report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Dear Sir,

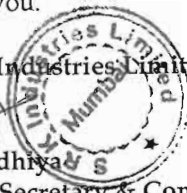
Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find attached herewith please find attached herewith the Annual Report of the company for the Financial Year 2015-16.

Kindly take the same on records.

Thanking you.

For S R K Industries Limited

*Shilpa Dedhiya*  
Shilpa Dedhiya  
Company Secretary & Compliance officer





**SRK** S R K INDUSTRIES Limited

25th ANNUAL REPORT  
2015 - 2016

# S R K INDUSTRIES LIMITED

## BOARD OF DIRECTORS

Managing Director &  
Chief Financial Officer  
Directors

Mr. Rakeshchand M. Jain  
Mr. H.P. Choursia  
Mr. S. L. Ojha  
Ms. Ranjana M Sharma (w.e.f. 13.02.2016)

Company Secretary

Shilpa P. Dedhiya

Statutory Auditors

M/s V. R. Renuka & Co.  
Chartered Accountants, Mumbai

Internal Auditors

M/s. Vikas N Jain & Associates  
Chartered Accountants, Mumbai

Secretarial Auditor

Mr. Shreyans Kumar Jain  
Practicing Company Secretaries  
Mumbai

Registered Office

310 V Star Plaza, 'A' Wing,  
Chandavarkar Road,  
Borivali (West), Mumbai – 400 092

Registrar & Share Transfer Agent

Purva Sharegistry (India) Pvt Ltd  
9, Shiv Shakti Industrial Estate,  
J. R. Boricha Marg,  
Lower Parel (E), Mumbai - 400 011

Bankers

Yes Bank  
HDFC Bank

Equity Share Listing

BSE Limited (Code: 531307)

Corporate Identity Number (CIN)

L17121MH1991PLC257750

**NOTICE**

**Notice** is hereby given that Twenty Fifth (25th) Annual General Meeting of the members of S R K Industries Limited will be held on Thursday, September 29, 2016 at 9.15 AM at Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091, Maharashtra, to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited financial statement of the company for the year ended on March 31, 2016, including the audited Balance Sheet as at March 31, 2016, together with the report of the Board of Director's and Auditor's report thereon.
2. To appoint a Director in place of Mr. Rakeshchand M. Jain (DIN: 00187350), who retires by rotation and, being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s V.R. Renuka & Co., Chartered Accountants, Mumbai (Firm Reg. No. 108826W), as Statutory Auditors of the Company to pass the following resolution, as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, & other applicable provisions, if any, of the Companies Act, 2013, & the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of M/s V.R. Renuka & Co., Chartered Accountants, Mumbai (Firm Reg. No. 108826W), as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the said period and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

**Special Business:**

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

**"RESOLVED THAT** subject to the provisions of Section 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof, for the time being in force), and subject to approval of the shareholders, the consent of the Board of Directors be and is hereby given for the re-appointment of Mr. Rakeshchand Jain as the Managing Director of the Company for a period of five years w.e.f. February 1, 2016, being liable to retire by rotation, on the following terms and conditions including remuneration as mentioned herein below:-

**Remuneration:**

- **Basic salary:** upto INR 1,00,000/-only per month
- **Provident Fund:** Contribution to provident fund/annuity Fund/ Superannuation fund or allowance as per policy of the Company, if Applicable.
- **Gratuity:** In accordance with the policy of The Company.
- **Telephone/Mobile:** Actual Basis subject to maximum Rs. 2500/- Per month

**RESOLVED FURTHER THAT** the gross remuneration to be paid to Mr. Rakeshchand Jain be increased, augmented and /or enhanced subject to the aforesaid provisions maximum upto INR - 3,00,000/- only per month effective from April 1, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company in case of absence or inadequacy of profits for any financial year may alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rakeshchand Jain subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof including approval of Central Government, if any;

5. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

**"RESOLVED THAT** Ms. Ranjana M. Sharma (DIN 07434641), who was appointed by the Board of Directors as an Additional Director of the company with effect from 13th February, 2016, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Ranjana M. Sharma (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from February 13, 2016 upto February 12, 2021 be and is hereby approved.

For and on behalf of the Board of  
S R K Industries Limited  
sd/-  
Shilpa P. Dedhiya  
Company Secretary

Place: Mumbai

Dated: 25.08.2016

**Registered Office:**

310, V Star Plaza, "A" wing, Chandavarkar Road, Borivali (W),  
Mumbai - 400 092.( Maharashtra)

**NOTES:**

1. An Explanatory Statement in respect of the above Special Businesses as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the General meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member.
3. The disclosures in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
4. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, Purva Sharegistry Private Limited, Mumbai.
5. The Annual Report of the Company for the financial year 2016 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members for other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.
6. 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 demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
7. The Register of Members & the Share Transfer Books of the Company shall remain closed from September 24, 2016 to September 29, 2016 (both days inclusive).
8. All documents referred to in accompanying Notice will be open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of AGM.
9. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
10. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Form of Proxy for the AGM is enclosed.
11. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. **E-voting**  
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management & Admn) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its Members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means. Members may cast their votes by way of remote e-voting (voting by way of using an electronics voting system from a place other than the venue of the meeting) The e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, shall be made available at the AGM and the members attending the AGM who have not already cast their votes by remote evoting shall be able to exercise their right at the AGM through ballot paper. The Member who has cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again

**The instructions for shareholders e-voting areas under:-**

- A. The E-voting period begins on Monday, September 26, 2016 at 9.00 A.M. and ends on Wednesday of September 28, 2016 at 5.00 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 September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on Cut-off date i.e September 22, 2016.
- C. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- D. In case of members receiving Notice through e-mail:
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on "Shareholders" tab to cast your votes.
  - iii. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - iv. If you are a first time user follow the steps given below and, fill up the following details in the appropriate boxes

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	<p><b>For NSDL:</b> 8 character DP ID Followed by 8 digit Client ID</p> <p><b>For CDSL:</b> 16 digits beneficiary ID. Next enter the Image Verification and Click on Login</p>	<p>Folio number registered with the Company.</p> <p>Next enter the Image Verification as displayed and Click on Login.</p>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> <li>• 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. E. g. If your name is Ramesh Kumar with sequence number 1 then enter MRA00000001 in the PAN Field.</li> </ul>	
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"> <li>• 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 (v).</li> </ul>	

- v. After entering these details appropriately, click on "SUBMIT" tab.
  - vi. 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.
  - vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - viii. Click on the EVSN for the relevant S R K INDUSTRIES LIMITED on which you choose to vote.
  - ix. 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.
  - x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xi. 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.
  - xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - xiv. 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.
  - xv. **Shareholders can also cast their voting 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 30 June, 2016. Please follow the instructions as prompted by the mobile app while Voting on your mobile.**
- A. Note for Non – Individual Shareholders and Custodians**
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. 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.
  - iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - v. 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.
13. The company has appointed Mr. Shreyans Kumar Jain, Practicing Company Secretaries (FCS 8519) as Scrutinizer for conducting the e-voting process in a fair & transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the total votes cast in favor or against or invalid if any, in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

14. The Results of E-voting and voting at Annual General Meeting along with Scrutinizer's report shall be declared by the Chairman or his authorized representative within 48 hours of passing of the resolutions, placed on the website of the Company [www.srkindltd.co.in](http://www.srkindltd.co.in) thereafter communicate to BSE Limited where the shares of the Company are listed. The resolutions passed through e-voting shall be deemed to be passed at the Annual General Meeting of the Company.
15. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
16. Route Map showing directions to reach to the venue of the 25th AGM is given on the reverse side of the Attendance Slip as per the requirement of the Secretarial Standards-2 on General Meeting.

For and on behalf of the Board of  
S R K Industries Limited  
sd/-

Place: Mumbai  
Dated: 25.08.2016

Shilpa P. Dedhiya  
Company Secretary

I. Explanatory Statement Pursuant To Section 102(1) of the Companies Act, 2013:

Item No. 4

Taking into account the responsibilities borne by the Managing Director and the industry standards, the Board of Directors of the Company at its Meeting held on February 13, 2016 pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved the re- appointment and remuneration of Mr. Rakeshchand Jain, Managing Director under the Companies Act, 2013 for a term of 5 years with effect from February 1, 2016, being liable to retire by rotation.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, including Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment and remuneration payable to the Managing Director is now being placed before the members in the 25<sup>th</sup> AGM for their approval by way of an Ordinary Resolution. The remuneration proposed to be payable to Mr. Rakeshchand Jain by way of salary, allowances and allowance within the limit prescribed under Section 197 of the Companies Act, 2013. Your Board of Directors recommends Resolution set out at Item No. 4 as Ordinary Resolution for approval of the members.

Mr. Rakeshchand M. Jain is interested in the resolution

None of the Directors and Key Managerial Personnel of the company & their relatives except as disclosed are concerned or interested in this resolution.

Item No. 5

On the recommendation of the Nomination & Remuneration Committee, Ms. Ranjana M. Sharma (DIN: 07434641) was appointed as an Additional Director of the Company with effect from February 13, 2016. As per the provisions of Section 161 of the Companies Act, 2013 ("Act"), Ms. Ranjana M. Sharma holds office upto the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice in writing from a Member under section 160 of the Act along with a deposit of requisite amount proposing the candidature of her for the office of Director of the Company.

The company has received her confirmation of independence and the board with her expertise in accounts has recommended her appointment as independent director of the company

Your Board recommends the appointment of Ms. Ranjana M. Sharma as Director for the approval of the shareholders.

None of the Directors and Key Managerial Personnel of the company & their relatives except as disclosed are concerned or interested in this resolution.

For and on behalf of the Board of  
S R K Industries Limited  
sd/-

Place: Mumbai  
Dated: 25.08.2016

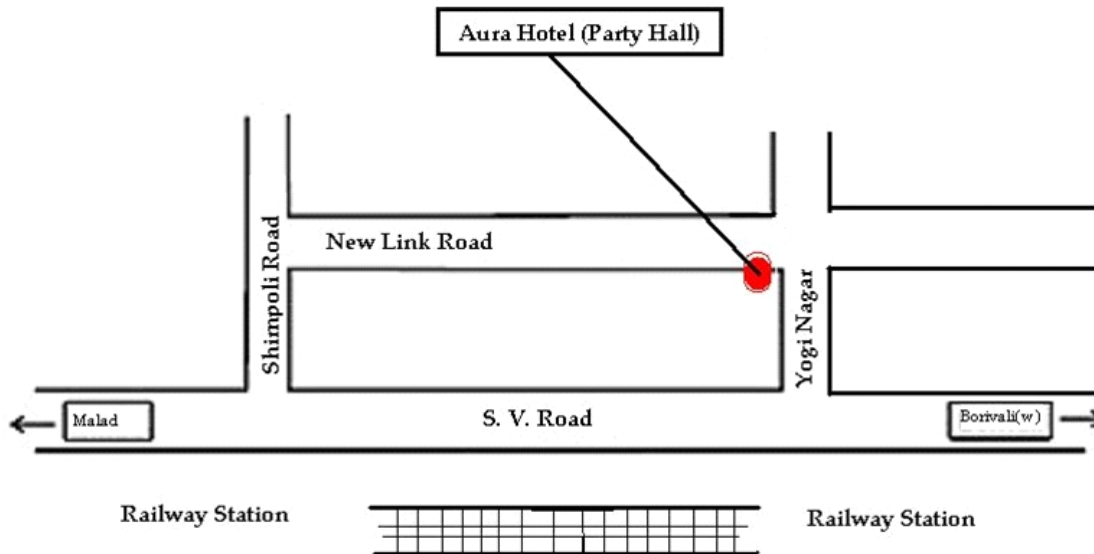
Shilpa P. Dedhiya  
Company Secretary

**II. Details of Directors seeking Appointment / Re-Appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of Director	Rakeshchand M. Jain
DIN No	00187350
Age	56 Year
Qualification	B.com
Expertise	Depth Knowledge in Finance, Textile and Real Estate
Other Directorship as on 31st March, 2016 (Excluding Unlisted Companies)	Nil
Shareholding of non-executive directors	3432090
Relationship with other Directors	None of Directors are related to Mr. Rakeshchand M Jain

Name of Director	Ranjana M. Sharma
DIN No	00187350
Age	29
Qualification	B Com
Expertise	Accountancy
Other Directorship as on 31st March, 2016 (Excluding Pvt. Companies)	Nil
Shareholding of non-executive directors	Nil.
Relationship with other Directors	None of Directors are related to Ms. Ranjana Sharma

**Route Map**





**S R K INDUSTRIES LIMITED**

CIN: L17121MH1991PLC257750

Regd. Off.: 310 V Star Plaza, 'A' Wing, Chandavarkar Road, Borivali (w), Mumbai – 400 092 (India)  
email: info.investors@srkindltd.co.in / website: srkindltd.co.in

**ATTENDANCE SLIP (To Be Presented At Entrance)**

Folio No. / DP ID-Client ID No.: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of the Member / Proxy: \_\_\_\_\_  
(IN BLOCK LETTERS)

Address of the Member :

Email ID :

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my/ Our presence at the 25th Annual General Meeting of the Company at the Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091, on Thursday, September 29, 2016, at 9.15 a.m.

Signature of the Member/ proxy  
(in BLOCK letters)

*Note:*

- Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*
- Members are requested to bring their copies of the Annual Report to the AGM.*

**Proxy form  
Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

CIN	L17121MH1991PLC257750
Name of the company	S R K INDUSTRIES LIMITED
Registered Office	310 V Star Plaza, 'A' Wing, Chandavarkar Road, Borivali (W), Mumbai-400 092.

Name of the Member(s):	
Registered Address:	
E-mail Id	
Folio No /DP & Client ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint:-

1) Name:.....Address.....

E-mail ID:.....Signature.....or falling him/her

2) Name:.....Address.....

E-mail ID:.....Signature.....or falling him/her

3) Name:.....Address.....

E-mail ID:.....Signature.....or falling him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on Thursday, September 29, 2016 at 9.15 am at Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai 400 091, & at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of Annual Financial Statement for the Financial Year 2015-16 together with report of Board of Directors' and Auditor's thereon
2.	Re-appointment of Mr. Rakeshchand M. Jain (DIN: 00187350), who retires by rotation.
3.	Retification of Appointment of M/s. V.R.Renuka & Co.,(Firm Reg.No.108826W),Chartered Accountants of the Company
4.	Reappointment of Mr. Rakeshchand Jain Managing Director of the Company
5.	Appointment of Ms. Ranjana M. Sharma (DIN 07434641), as an Independent Director

Signed this \_\_\_\_ day of \_\_\_\_\_ 2016.

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Shareholder    Signature of Proxy holder

Note: 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. A proxy need not be the member of the Company.

**BOARD OF DIRECTORS' REPORT**

To the Members

Your directors present herewith the 25th Annual Report together with the audited Financial Statements of your Company for the year ended 31st March, 2016:-

**Financial Highlights**

The Financial Highlights for the year are as under:

(Amount in Lakhs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Revenue from operations	877.74	304.11
Other Income	130.39	168.27
Less: Operational & Other expenses	891.50	319.91
Profit/(Loss) before Depreciation	116.63	152.47
Less: Depreciation	216.35	3.15
Less: Finance Cost	6.26	6.64
Profit/ (Loss) Before Taxation	(105.98)	142.68
Less: Provision for Tax	--	46.60
Less: Prior Year's Income Tax	1.09	9.16
Net Profit after Tax	(107.07)	86.92

**Review of Operations:**

For the year ended March 2016, your Company has recorded revenue of Rs. 877.74 lacs as compared to Rs. 304.11 lacs in the previous year. The company has incurred (Loss) of Rs. (107.07) lacs as against net profit of Rs. 86.92 lacs in the previous year.

During the year your Company has continued to deal in textile products majorly and the continuous efforts are being made in the field of Real estate business mainly oriented towards Re-development projects.

**Transfer to reserves:**

The debit balance of Profit & Loss account is transferred to reserves in Balance sheet.

**Dividend:**

Directors do not recommend any dividend for the financial year 2015-16 considering the loss incurred during the year.

**Share capital:**

During the year under review, there were no changes in the capital structure of the Company. Accordingly, the paid up share capital of the Company as on 31st March, 2016 is INR- 392,266,900/- comprising of 78453380 equity shares of Rs. 5/- each.

**Listing application with National Stock Exchange of India Ltd (NSE)**

During the Current financial year, company has filed an application for listing of its Equity shares with National Stock Exchange of India Ltd (NSE) during the month of October, 2015. This will benefit the company to gain national importance and widespread recognition.

**Deposits**

The Company has not accepted any public deposits under Chapter V of Companies Act, 2013 during the year. Therefore the disclosure requirements are not applicable

**Directors and Key Managerial Personnel:**

The Company has 4 (Four) Directors comprising of 3 (Three) Independent Directors, 1 (One) Managing Director & Chief financial Officer of the Company

Mr. Rakeshchand M. Jain is Managing Director and Chief Financial Officer of the Company.

Mr. H.P Chourasia and Mr. S.L. Ojha are Independent directors on the Board.

Ms. Ranjana M Sharma was appointed as an Additional independent Director on 13th February, 2016 for terms of five years.

Ms. Madhuri A Gupta has resigned from the directorship w.e.f. 06th October, 2015. The Board placed on record its appreciation for the service rendered by her during the tenure with the Company.

The Company has received necessary declaration from Mr. H.P Chourasia, Mr. S.L. Ojha and Ms. Ranjana M Sharma, Independent Directors of the Company under section 149(7) of the Companies Act, 2013.

**Key Managerial Personnel and changes**

During the year, Mr. Ashok Chhaganbhai resigned from the post of Company Secretary and Compliance officer with effect from the closure of business hours of October 06, 2015 and Ms. Nidhi Baglikar, then took over as a Company Secretary and Compliance officer of the Company, who was also designated as Key Managerial Personnel with effect from October 13, 2015 who then resigned with effect from April 25, 2016. Presently Ms. Shilpa Dedhiya was appointed as Company Secretary and Compliance officer with effect from 01.07.2016.

Rakeshchand M. Jain is Managing Director was appointed as Chief Financial Officer of the Company w.e.f. February 13, 2016.

**Committees of the board:**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted its Committees. There are currently four Committees of the Board, as follows:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship Committee
- IV. Risk Management Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", forming part of this Report.

**Number of meetings of the board:**

During the year there were seven (7) board meetings held and the details of Board Meetings held in Financial Year 2015-16 is stated in corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The maximum interval between any two meetings did not exceed 120 days

**Board Independence:**

Our definition of 'Independence' of Directors is derived from Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent:

Ms. Ranjana M.Sharma  
Mr. H. P. Chourasia  
Mr. S. L. Ojha

**Performance Evaluation**

According to the provisions of section 134(3)(p) of the Companies Act, 2013 and Schedule IV of the Companies Act, 2013 and in accordance to Regulation 17(10) of the Listing Regulations, 2015, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. Committee performance was evaluated on the basis of their effectiveness in carrying out respective mandates. Peer assessment of Directors, based on parameters such as participation and contribution to Board deliberations, ability to guide the Company in key matters, knowledge and understanding of relevant areas were received by the Board for individual feedback.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors.

**Risk and Management Policy:**

The Company has constituted a Risk Management Committee (RMC) which has been entrusted with responsibility to assist the Board in (a) Overseeing the Company's risk management process and controls, risk tolerance and capital liquidity and funding (b) Setting strategic plans and objectives for risk management and review of risk assessment of the Company (c) Review the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks (d) The Committee has also approved and adopted Risk Committee (RMC) charter.

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management process focusses on ensuring that these risks are identified on a timely basis and addressed.

In the opinion of Board there are no elements of risks threatening the existence of the company.

**Internal Financial Controls**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

**Directors' Responsibility Statement**

Pursuant to the provisions of section 134(3)(C) read with Section 134(5) of the companies act, 2013, your Directors Confirms that:

- I. In preparation of the annual accounts for the FY ended March 31, 2016, the applicable accounting standards have been followed.
- ii. 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 & of the Loss of the Company for the year ended on that date.
- iii. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- iv. The directors have prepared the annual accounts on a going concern basis.
- v. The directors have laid down internal financial controls, which are adequate and are operating effectively; and
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**Significant and Material Orders**

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future during the year March 31, 2016.

**Material changes and commitments, affecting the financial position of the Company**

There have been no material changes and commitments, 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.

**Extract of the annual return**

As per Section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in the prescribed Form MGT-9, is annexed to this report as "Annexure 1".

**Related Party Transactions**

There have been related party transactions between the Company and the Directors, or their relatives. The Audit Committee pre-approves all related party transactions. The details of the related party transactions undertaken during the financial year are placed at the meeting of the Audit Committee held in the succeeding quarter.

All contracts / arrangements / transactions with related parties that were executed in FY 2015-16 were in the ordinary course of business and at an arms' length. During the year, there were no related party transactions which were materially significant and that could have a potential conflict with the interests of the Company at large. All related party transactions are mentioned in the notes to the accounts. The particulars of material contracts or arrangements with related parties referred to in Section 188(1), is given in prescribed Form AOC - 2 is annexed to this Report as "Annexure 2"

As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Related Party Transactions Policy, which has been put up on the website of the Company at <http://www.srkindtd.co.in/corporate-governance.html>. The Company has developed an operating procedures manual for identification and monitoring of related party transactions.

**Disclosure under the Prevention of Sexual Harassment Act**

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Company's policy on Directors' appointment and remuneration:**

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is annexed to this report as "Annexure 3"

**Management Discussion and Analysis:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this report as "Annexure 4"

**Statutory Auditors and Auditor's observations:**

Your Company has appointed M/s. V. R. Renuka & Co. (Firm Reg. No. 108826W), Chartered Accountants, as Statutory Auditor, for the period of four years at its Annual General Meeting held on 29th September, 2015, subject to the ratification by the members in every Annual General Meeting. In compliance to the provisions of Section 139 of the Companies Act, 2013, the appointment of the statutory auditors is to be ratified by the members at the forthcoming Annual General Meeting. Statutory Auditor has given their consent for ratification of their appointment for financial year 2016-17. Accordingly, the members will be required to ratify the appointment of Auditors for the current financial year and fix their remuneration.

There were no qualifications, reservations, adverse remarks or disclaimers in the report of Statutory Auditors of the Company. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review. All observations of Auditors are self-explanatory and therefore do not call for any further comments by Directors in this report.

**Secretarial Auditor Report**

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with rules there under, the Company had appointed Shreyans Jain & Co., Practising Company Secretary to conduct the secretarial audit of the Company for the financial year 2015-16. During the Secretarial Audit following observation made by Mr. Shreyance Kumar Jain, Practising Company Secretary:

- a. ***In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have whole time Chief Financial Officer as specified in clause (iii) of sub - Section (1) of the said Section, the appointment of which was made during the year after the time allowed to comply with the said requirement elapsed.***
- b. ***the corrected eform 5INV for the year 2015 as required to be filed with MCA in terms of provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, is yet to be filed.***

**COMMENTS ON OBSERVATION BY SECRETARIAL AUDITOR**

- a. The Board of Directors at its meeting held on 13th February, 2016 had made the appointment of Chief Financial Officer.
- b. The Company had already filed vide SRNS44351062 on 22.12.2015 eform 5INV however due to errors and updation of MCA portal the eform is getting rejected and the Company is in process of mitigation of the error and will submit the details shortly.

The secretarial audit report in Form MR-3 for FY 2015-16 as annexed to this Report as "Annexure 5".

**CORPORATE GOVERNANCE:**

A separate report on Corporate Governance is annexed to this Report. The certificate received from the Auditors of the Company confirming compliance to the conditions of Corporate Governance as stipulated in Regulation 34 and Schedule V of Listing Regulations, 2015, is annexed to Report on Corporate Governance as "Annexure 6".

**Vigil Mechanism/Whistle Blower Policy**

The Company has established a Vigil Mechanism/Whistle Blower Policy for Directors and employees to report their genuine concerns or grievances, and reports any non-compliance and wrong practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior /conduct etc. The Vigil Mechanism / Whistle Blower Policy is uploaded on the Website of the Company at [www.srkindltd.co.in](http://www.srkindltd.co.in)

**Particulars of loans, Guarantees or Investments by the Company**

The particulars of loans, guarantees and investments covered under the provision of Section 186 of the Companies Act, 2013 is stated in the Notes to Account which forms part of this Annual Report.

**Particulars of employees**

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

**Subsidiaries companies:**

The Company does not have any subsidiary Company.

**Depository system:**

The Company has electronic connectivity with both depositories namely Central Depository Services (India) Limited and National Securities Depository Limited. As on March 31, 2016, 84.13% of the Company's paid-up share capital representing 78,453,380 equity shares is in dematerialized form. In view of the numerous advantages offered by the Depository system, Members holding shares in physical mode are requested to avail of the facility of dematerialization of the Company's shares on either of Depositories.

**Conservation of energy, technology absorption & foreign exchange earnings and outgo:**

During the year under review, the Company has not carried out any manufacturing activity and hence the Directors have nothing to report under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with reference to Conservation of Energy and Technology Absorption. There was no foreign exchange inflow or outgo during the year under review.

**Acknowledgement:**

Your Directors wish to place on record their appreciation for the support and co-operation, which the Company continues to receive from its associates, bankers and Customers. The Directors are also thankful to the shareholders for their unstinted support to the Company.

For and on behalf of the Board of  
S R K Industries Limited  
Sd/-

Rakeshchand M. Jain  
Chairman & Managing Director  
DIN : 00187350

Place: Mumbai  
Dated: 25.08.2016

**ANNEXURE 1 TO DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

CIN	L17121MH1991PLC257750
Registration Date	06.08.1991
Name of the Company	S R K INDUSTRIES LIMITED
Category/Sub-category of the Company	Limited Company
Address of the Registered office & contact details	310, V Star Plaza, "A" Wing, Chandavarkar Road, Borivali (W), Mumbai – 400 092 Tel No.: 022 – 40235742
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha Marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai 400 011. Tel : 022 - 2301 6761

**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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Textile	99651253	87.07
2.	Financial related services	99711359	12.93

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary Company.

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

## i) Category-wise Share Holding

V. Category of Shareholders	No. of Shares held at the beginning of the year [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>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	10367142	22	10367164	13.21	10367142	22	10367164	13.21	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	10280820	Nil	10280820	13.10	10280820	Nil	10280820	13.10	0
e) Banks / FI									
f) Any other									
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	20647962	22	20647984	26.32	20647962	22	20647984	26.32	0
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Co.									
g) FIs	150500	NIL	150500	0.19	150500	Nil	150500	0.19	0
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	150500	Nil	150500	0.19	150500	Nil	150500	0.19	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	34683057	11341025	46024082	58.66	33945282	11341025	45286307	57.73	-1.14
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	346849	376068	722917	0.92	1654447	372748	2027195	2.58	1.66
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	8716170	725780	9441950	12.03	7985979	725780	8711759	11.11	0.94
c) Others (specify) NRI (Repat & Non Repat)	1201	12720	13921	0.02	467812	12720	480532	0.61	0.59



Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members Trusts	702552	NIL	702552	0.90	511746	NIL	511746	0.65	-0.25
Hindu Undivided Family	749474	NIL	749474	0.96	637357	NIL	637357	0.81	-0.15
Foreign Bodies -D R									
Sub-total (B)(2):-	45199303	12455593	57654896	73.5	45202623	162452273	57654896	73.48	0.02
Total Public Shareholding									
(B)=(B)(1)+ (B)(2)	45349803	12455593	57805396	73.68	45353123	12452273	57805396	73.68	0
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	65997765	12455615	78453380	100	66001085	12452295	78453380	100	0

ii) **Shareholding of Promoter**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	Island Media & Entertainment Pvt. Ltd.	5148624	6.56	0	5148624	6.56	0	Nil
2	Maxgain Advisory Pvt. Ltd.	5132196	6.54	0	5132196	6.54	0	Nil
3	Rekha Jain	3476378	4.43	0	3476378	4.43	0	Nil
4	Rakeshchand M. Jain	3432090	4.37	0	3432090	4.37	0	Nil
5	Sorabh Rakesh Jain	1776190	2.26	0	1776190	2.26	0	Nil
6	Sanket Rakesh Jain	1682484	2.14	0	1682484	2.14	0	Nil
7	Birendra Kumar Jain	22	0.00	0	22	0.00	0	Nil

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

During the Financial year there is no change in the Promoter holding

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No. of shares	% of total shares of the company	No. of shares
<b>1</b>	<b>Trishla Vyapaar Private Limited</b>				
	At the beginning of the year	2335199	2.97		
	Purchase as on 08/05/2015	284340	0.36	2619539	3.33
	At the end of the year	-	-	2619539	3.33
<b>2</b>	<b>S.L. Trades And Finance India Pvt Ltd</b>				
	At the beginning of the year	1990400	2.53		
	Purchase as on 08/05/2015	535000	0.68	2525400	3.21
	At the end of the year	-	-	2525400	3.21
<b>3</b>	<b>Vikrant Constructions Pvt Ltd</b>				
	At the beginning of the year	1875982	2.39		
	Change during the year	0	0	1875982	2.39
	At the end of the year	-	-	1875982	2.39
<b>4</b>	<b>Chanda Cast Iron Industries Pvt Ltd</b>				
	At the beginning of the year	1287305	1.64		
	Change during the year	0	0	1287305	1.64
	At the end of the year	-	-	1287305	1.64
<b>5</b>	<b>Jayant Security And Finance Ltd</b>				
	At the beginning of the year	1043539	1.33		
	Change during the year	0	0	1043539	1.33
	At the end of the year	-	-	1043539	1.33
<b>6</b>	<b>Rajrath Merchants Pvt. Ltd.</b>				
	At the beginning of the year	820344	1.05		
	Purchase as on 08/05/15	160000	0.20	980344	1.25
	Purchase as on 15/05/15	94340	0.12	1074684	1.37
	At the end of the year	-	-	1074684	1.37
<b>7</b>	<b>Bhuvi Infrabuild Private Limited</b>				
	At the beginning of the year	1001828	1.27		
	Change during the year	0	0	1001828	1.27
	At the end of the year	-	-	1001828	1.27
<b>8</b>	<b>Sitara fincom pvt. Ltd.</b>				
	At the beginning of the year	475000	0.60		
	Purchase as on 08/05/15	349631	0.44	824631	1.04
	Purchase as on 15/05/15	14509	0.18	966140	1.23
	At the end of the year	-	-	966140	1.23
<b>9</b>	<b>Symmetrical Properties Pvt Ltd.</b>				
	At the beginning of the year	783850	0.99		
	Change during the year	0	0	783850	0.99
	At the end of the year	-	-	783850	0.99

<b>10</b>	<b>Everstrong Estate Advisory Pvt. Ltd.</b>				
	At the beginning of the year	783684	0.99		
	Change during the year	0	0	783684	0.99
	At the end of the year			783684	0.99
<b>11</b>	<b>Swadist Sweets Pvt Ltd</b>				
	At the beginning of the year	250000	0.31		
	Purchase as on 08/05/2015	530000	0.67	780000	0.99
	At the end of the year			780000	0.99

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each director & each Key Managerial Personnel	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.	Rakeshchand M Jain	3432090	4.37	3432090	4.37

**F) INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	11288723	0	11288723
ii) Interest due but not paid	0	438113	0	438113
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	11726836	0	11726836
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	354065	0	354065
<b>Net Change</b>	0	354065	0	354065
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	11372771	0	11372771
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	11372771	0	11372771

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD & CFO	Total Amount (in Rs.)
		Rakeshchand M Jain Managing Director	Rupees
1	Gross salary (Per Annum)		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,40,000	4,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission-as % of profit-others, specify	0	0
5	Others, please specify	0	0
	<b>Total (A)</b>	<b>4,40,000</b>	<b>4,40,000</b>
	Ceiling as per the Act (with approval of shareholders)	N.A.	N.A

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Ms. Ranjana M Sharma*	Ms. Madhuri A. Gupta**	Mr. H.P. Choursia	Mr. S. L. Ojha	
1	Independent Directors					NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors					NIL
	Fee for attending board committee meetings (Rs 10000 per meeting)	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify ( ₹ 10000 per Committee Meeting)	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act ( ₹ 1,00,000 Per Meeting)	NIL	NIL	NIL	NIL	NIL

\* Appointed on 13.02.2016

\*\*Resigned on 06.10.2015

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel	
		CS	Total
1	Gross salary (Per Annum)	127258	127258
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	Others specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total	127258	127258

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

During the year there were no penalty punishment or compounding fees imposed on the company, director or other officer of the company..

**“ANNEXURE 2 TO THE DIRECTORS’ REPORT”****Form - AOC-2**

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

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 including certain arm’s length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm’s length basis: NIL****2. Details of material contracts or arrangement or transactions at arm’s length basis:**

(a)	Name(s) of the related party:	Rakeshchand M Jain	Rekha Jain
	Nature of relationship	Promoter	Promoter Group
(b)	Nature of contracts/arrangements/ transactions	Rent	Rent
(c)	Duration of the contracts / arrangements/ transactions:	Upto 29.10.2019	Upto 29.10.2019
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	For the purpose of office use Company has entered into an Rent agreement.	For the purpose of office use Company has entered into an Rent agreement.
(e)	Date(s) of approval by the Board:	30.10.2014	30.10.2014
(f)	Amount in Rs.	300000 p.a.	300000 p.a.
(g)	Justification for entering into such contracts or arrangements or transactions	Premises Located at Strategic Location	Premises Located at Strategic Location
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188 (1):	N.A.	N.A.

**ANNEXURE 3 TO THE DIRECTORS' REPORT  
DETAILS OF REMUNERATION PAID AND POLICY OF NOMINATION AND REMUNERATION COMMITTEE**

**Nomination and remuneration policy****Introduction**

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of Section 178 of the Companies Act, 2013 and pursuant to regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to pay equitable remuneration to the directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

**Objective and purpose of the policy**

The objectives and purpose of this policy are:

1. To formulate the criteria for determining qualifications, competencies, positive attributes & independence for appointment of a Director (Executive and Non-Executive) & recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. To formulate the criteria for evaluation of performance of all the Directors on the Board;
3. To devise a policy on Board diversity; and
4. To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals

**Constitution of the Nomination and Remuneration Committee**

1. The Board has constituted the "Nomination and Remuneration Committee" of the Board on 5th February 2015. This is in line with the requirements under the New Act.
2. The Board has authority to reconstitute this Committee from time to time.

**Definitions**

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- 'Company' means S R K Industries Limited (SRK).
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means
  1. the Managing Director or the Chief Executive Officer;
  2. the Company Secretary; and
  3. the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and pursuant to regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time shall have the meaning respectively assigned to them therein.

**General**

This Policy is divided in three parts: -

- Part – A covers the matters to be dealt with and recommended by the Committee to the Board;
- Part – B covers the appointment and nomination; and
- Part – C covers remuneration and perquisites etc.

This policy shall be included in the Report of the Board of Directors.

**Part – A****Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The following matters shall be dealt by the Committee:-

- a. Size and composition of the Board:  
Periodically reviewing the size & composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;
- b. Directors:  
Formulate the criteria determining qualifications, positive attributes and independence of a Director & recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;
- c. Succession plans:  
Establishing and reviewing Board & senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;
- d. Evaluation of performance:  
Make recommendations to the Board on appropriate performance criteria for the Directors. Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company. Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.
- e. Board diversity:  
The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board.
- f. Remuneration framework and policies:  
The Committee is responsible for reviewing and making recommendations to the Board on:
  - a. The remuneration of the Managing Director-KMPs
  - b. The total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
  - c. The remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to
    - i. attract and motivate talent to pursue the Company's long term growth;
    - ii. demonstrate a clear relationship between executive compensation and performance; and
    - iii. be reasonable and fair, having regard to best governance practices and legal requirements.
  - d. the Company's equity based incentive schemes including a consideration of performance thresholds & regulatory and market requirements;
  - e. the Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
  - f. the Company's remuneration reporting in the financial statements and remuneration report.

## **PART – B**

### **Policy for appointment & removal of Director, KMPs and Senior Management**

#### **Appointment criteria and qualifications**

1. The Committee shall identify & ascertain the integrity, qualification, expertise & experience of the person for appt. as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level 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 & experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to SRK, ability to contribute to SRK's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of sixty years. Provided that the term of the person holding this position may be extended beyond the age of sixty 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 sixty years.

#### **Term / Tenure**

1. Managing Director / Whole-time Director  
The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only. 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 (Executive) Director of a listed company.

**Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement**

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

**PART – C**

**Policy relating to the remuneration for Directors, KMPs and other employees**

**General**

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee & recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**REMUNERATION TO KMPS AND OTHER EMPLOYEES**

The policy on remuneration for KMPs and other employees is as below:-

1. Fixed pay

The remuneration and reward structure for employees comprises two broad components — annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees. These guidelines are as under:

a. Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Every employee is required to sign a performance contract which clearly articulates the key performance measures for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance contract and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders. The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group in the Indian market, established through independent compensation surveys, from time to time.

b. Long-term rewards

Long-term rewards may include Long-Term Incentive Plans (LTIP) or under which incentives would be granted to eligible key employees based on their contribution to the profitability of the Company, relative position in the



organisation, & length of service under the supervision & approval of the Committee. The company could implement various long term awards schemes that could include Long Term Incentive Programme (LTIP) spread over several years with payouts in multiple tranches linked to Company's performance. Another form of long term awards could be in the nature of stock options of the company. Stock Options may be granted to key employees and high performers in the organisation who would be selected by the Committee based on their criticality, past performance and potential. The grant, vesting and other scheme details would be formulated from time to time. These long-term reward schemes are implemented to attract and retain key talent in the industry.

**Minimum remuneration to Managing Director**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**Remuneration to non-executive / independent directors Remuneration**

The remuneration payable to each non-executive director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013.

**Policy review**

- o This policy is framed based on the provisions of the Companies Act, 2013 & rules thereunder & pursuant to regulation 19 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- o In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulation which makes any of the provisions in the policy inconsistent with the Act or regulations, the provisions of the Act or regulations would prevail over the policy, & the provisions in the policy would be modified in due course to make it consistent with the law.
- o This policy shall be reviewed by the nomination and remuneration committee as and when changes need to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the committee. Any change or modification in the policy as recommended by the committee would be given for approval to the Board.

**ANNEXURE 4 TO DIRECTORS' REPORT  
MANAGEMENT DISCUSSION AND ANALYSIS****Industry structure and development:**

The company has diversified its business into textile and construction. The Company has focused on trading in Textile fabrics and undertakes redevelopment of residential properties in and around Mumbai.

**Performance during the year:**

During the year 2015-16, the Company was able to achieve total income from operations of Rs. 1008.13 lacs as compared to Rs. 472.38 lacs in the previous year & made a Net loss after tax of Rs. (107.07) lacs as compare to net profit after tax Rs. 86.92 Lacs in the previous year.

**Future Development:-**

During the financial year 2015-16, Ministry of Defence has removed ban from construction of nearby land. In view of this, so many options will be open for re-development of Building in Mumbai. Our company has also signed a Letter of Intent (LOI) with one of the Housing Society nearby Defence Land in Mumbai.

Company is also planning to set up the Textile Mill

**Internal controls:**

Our Company has well-established processes and clearly-defined roles and responsibilities for people at various levels. This, coupled with adequate internal information systems embedded in business automation system, ensures proper information flow for the decision-making process. Adherence to these processes is ensured through frequent internal audits. The Audit Committee monitors business operations through regular reviews of performance. An extensive programme of internal audit conducted by an independent firm, reviews by the Audit Committee, and requisite guidelines and procedures augment the internal controls. The internal control system is designed to ensure that financial and other records are reliable for preparing financial statements and other information. These procedures ensure that all transactions are properly reported and classified in the financial records.

**Risks and Concerns:**

Your Company may be impacted by delays in implementation of projects due to scrap of Development plan 2014-2034 of Govt of Maharashtra, which would result in increasing project cost and loss of potential revenue. To mitigate this risk, the Company has in place an experienced project team supported by the leading external technical consultants. The Company will endeavor to complete its projects on time at optimal cost so as to maximize the profitability.

**Dealing with people in the Organisation:**

In dealing with each other, directors, senior management and employees shall uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. Indeed, these values form the basis of our HR management systems and processes. In selection and recruitment, while meritocracy will be a prime criterion, managers will scrupulously consider all factors that go towards securing the interests of the Company. SRK INDUSTRIES LTD will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

**A Gender Friendly Workplace:**

As a good corporate citizen, SRK INDUSTRIES LTD is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Sexual harassment includes unwelcome sexually determined behavior such as: unwelcome physical contact; a demand or request for sexual favours; sexually colored remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

SRK INDUSTRIES LTD maintains an open door for reportees; encourages employees to report any harassment concerns and is responsive to employee complaints about harassment or other unwelcome and offensive conduct.

SRK INDUSTRIES LTD demands, demonstrates and promotes professional behavior and respectful treatment of all employees.

**Human Resource:**

Performance measurement is a fundamental principle of the management. The measurement of performance is important

because it identifies current performance gaps between current and desired performance and provides indication of progress towards closing the gaps. The Human Resource Department has carefully selected key performance indicators and has taken necessary steps to improve performance of our workforce.

**Corporate Social Responsibilities:**

The Company continues to provide services & responsibilities towards society on voluntary basis during the year.

**Statement of Caution:**

Representations and statements made under 'Management Discussions and Analysis' is based on the projection and expectation on the basis of the present market conditions. Actual results may materially differ due to several factors which could influence the Company's business operations such as demand and supply conditions, prices of input, changes in Government levies and regulations, industrial relations and other economic developments in the country.

## ANNEXURE 5 TO DIRECTORS' REPORT

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**SR K Industries Limited**  
(CIN: L17121MH1991PLC257750)  
310, V Star Plaza, "A" Wing, Chandavarkar Road,  
Borivali (W), Mumbai - 400 092, Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S R K INDUSTRIES 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 31<sup>st</sup> March, 2016 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 as on 31<sup>st</sup> March, 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, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
- (vi) All the relevant laws as are applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and applicable from 1st July 2015;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and applicable clauses of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for listing of its Securities;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations;

- i. In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have whole time Chief Financial Officer as specified in clause (iii) of sub - Section (1) of the said Section, the appointment of which was made during the year after the time allowed to comply with the said requirement elapsed.
- ii. The corrected eform 5INV for the year 2015 as required to be filed with MCA in terms of provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, is yet to be filed.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent seven days in advance, except in few cases for which consents were obtained 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.

All the decisions were carried through, while there were no dissenting views of members as verified from 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.

For Shreyans Jain & Co.  
Company Secretaries

Sd/-

Shreyans Jain  
(Proprietor)

Membership No. F.C.S. 8519  
C.P. No. 9801

Date : 25.08.2016  
Place: Mumbai

\*\*\*\*\*

Annexure - 1.: Annexure to the Secretarial Audit Report for the year ended 31st March, 2016

To  
The Members,  
**S R K Industries Limited**  
310, V Star Plaza, "A" Wing, Chandavarkar Road,  
Borivali (W), Mumbai - 400 092

Our Secretarial Audit Report of even date is to be read along with this letter.

- 1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
- 2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- 3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- 4. Where ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Shreyans Jain & Co.**  
Company Secretaries

Sd/-

Shreyans Jain  
(Proprietor)

Membership No.F.C.S. 8519  
C.P. No. 9801

Date : 25.08.2016  
Place: Mumbai

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**ANNEXURE 6 TO DIRECTORS' REPORT  
CORPORATE GOVERNANCE REPORT**

[As per regulation 34(3) read along with Schedule V(c) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015]

The Director's present the Company's report on Corporate Governance for the year ended 31st March, 2016.

**Philosophy**

Corporate Governance refers to the system by which corporations are directed and controlled. The governance structure specifies the distribution of rights and responsibilities among different participants in the corporation such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders and specifies the rules and procedures for making decisions in corporate affairs. Corporate Governance provides the structure through which corporations set and pursue their objectives, while reflecting the context of the social, regulatory and market environment. Corporate Governance is a mechanism for monitoring the actions, policies and decisions of corporations. Governance involves the alignment of interests among the stakeholders.

**Composition of Board of Directors:**

As on 31st March 2016, the Board consists of 4 members, out of which one member hold Executive position and other three members hold non-executive position and they are Independent Directors. As required pursuant to the provisions of Section 149 of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Ranjana Sharma has been appointed as Independent Director on the Board of the Company with effect from February 13, 2016.

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Regulations 17 and 19 of the Listing Regulations, 2015, the Board of Directors, on recommendation of the Nomination and Remuneration have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2016. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2016, are given below:

Name of the Directors	Designation / category	*No. of Directorship in Boards of other Co.	Committee Membership in all Companies	Chairmanship in committees where they are members
Mr. Rakeshchand M. Jain	Managing Director & CFO/Promoter	1	1	Nil
Mr. H. P. Choursia	Non- Executive & Independent Director	Nil	3	3
Mr. S. L. Ojha	Non- Executive & Independent Director	Nil	3	Nil
MS. Ranjana M Shama**	Non -Executive & Independent Director	Nil	2	Nil
MS. Madhuri a Gupta***	Non- Executive & Independent Director	Nil	3	Nil

\* Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.

\*\*Ms. Ranjana M Sharma was appointed on 13.02.2016

\*\*\*Ms. Madhuri Gupta has resigned on 06.10.2015.

**Details of shareholdings of Directors as on March, 2016**

The number of equity shares of face value Re. 5 each of the Company held by the Directors on March 31, 2016 is as under:

Name of the Director	Category	Number of Equity share of INR- 5/- each.
Mr. Rakeshchand M. Jain	Managing Director & CFO	3432090
Ms. Ranjana M Sharma	Independent Director	NIL
Mr. H. P. Choursia	Independent Director	NIL
Mr. S. L. Ojha	Independent Director	NIL

**Board Meetings held during the year and Attendance**

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business. During the financial year 2015-16, the Board of Directors met Seven times i.e. 29.05.2015, 14.08.2015, 03.09.2015, 13.10.2015, 20.10.2015, 14.11.2015 and 13.02.2016. The maximum interval between any two Board Meetings was not more than one hundred and twenty days. All Meetings were well attended.

The presence of Directors at the Board meetings and last AGM was as follows:

Name of director	No. of meetings held	No. of meetings Attended	Last AGM Attended
Mr. Rakeshchand M. Jain	7	7	Yes
Mr. H. P. Choursia	7	7	Yes
Mr. S. L. Ojha	7	7	Yes
Ms. Ranjana M Sharma*	7	1	N.A.
Ms. Madhuri A Gupta**	7	3	Yes

\* Ms. Ranjana M Sharma was appointed on 13.02.2016

\*\*Ms. Madhuri Gupta resigned on 06.10.2015.

None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he is a director.

**BOARD COMMITTEES:****I. Audit Committee:**

The primary responsibility of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process, to review the quality and reliability of the information used by the Board. The Audit Committee also focuses on the adequacy and appropriateness of the internal controls of the Company.

The functions of the Audit Committee include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct and show true and fair view.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor, Cost Auditor, Secretarial Auditor and the Internal Auditors and the fixation of remuneration of the auditors.
3. To review and monitor the independence and performance of the Auditors and to review effectiveness of audit process periodically preferably bi-annually.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in pursuance of the provisions of the section 134(3)(c) of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies & practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with Listing and other legal requirements relating to financial statements
  - f) Disclosure of any related party transactions
  - g) Qualifications / Observations / adverse Remarks in the audit report by Statutory Auditors, Cost Auditors & Secretarial Auditors and its reply to be covered in the Directors' Report.
  - h) Evaluation of internal financial controls and risk management systems;
  - i) Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems
  - j) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - k) Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;
  - l) To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
  - m) To review the functioning of the Whistle Blower mechanism / Vigil mechanism.
  - n) Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate;
  - o) Carrying out any other functions as specified in the terms of reference, as amended from time to time.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing the adequacy of internal audit function, including the Scope of Internal Audit, periodicity / frequency of internal audit, reporting by internal auditors, discussions on the observations made on audit with Management to discuss with internal auditors any significant findings and follow up there on.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board. Further to evaluate Internal Financial control and risk management systems.

8. Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
9. Approval and subsequent modifications, if any, of the related party transactions (RPTs) with the Company. Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Company's Policy on Related Party Transactions.
10. The Audit committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall obtain professional advice from external sources and have full access to information contained in the records of the Company.

4 (four) meetings were held during the year under review on 29.05.15, 14.08.15, 14.11.15 and 13.02.2016.

The composition of Audit Committee and attendance of each committee member is as under:-

Name of the Director	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. H. P. Choursia	Chairman	Non-Executive / Independent Director	4	4
Mr. S.L. Ojha	Member	Non-Executive / Independent Director	4	4
Ms. Ranjana M Sharma*	Member	Non-Executive / Independent Director	4	0
Mr. Rakeshchand M Jain	Member	Executive / Promoter MD& CFO	4	1
Ms. Madhuri A Gupta**	Member	Non-Executive / Independent Director	4	2

\*Ms. Ranjana M Sharma has been appointed on 13.02.2016

\*\*Ms. Madhuri Gupta has resigned on 06.10.2015.

## II. Nomination and remuneration committee:

The Company has a well constituted Nomination and Remuneration/Compensation Committee comprising of independent and non-executive Directors as members of the Committee. It was by the Board on 5th February, 2015. This is in line with the requirements under the Companies Act, 2013. The Board has authority to reconstitute this Committee from time to time. The Board has also adopted the policy of Nomination and Remuneration committee (for Policy of Nomination and remuneration Committee refer Annexure to Directors' Report).

The Committee shall comprise of three or more non-executive directors out of which not less than half should be Independent Directors. A majority of the members of the committee will constitute a quorum for the transaction of business of the committee, or two members of the committee, whichever is less.

The constitution and functions of the committee shall be in accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015.

The terms of reference of the committee are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management as per the criteria laid down and to recommend to the Board appointment and removal of Directors;
- To formulate the criteria for determining qualifications, positive attributes and independence of an independent director;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To recommend the appointment and remuneration for Executive Directors;
- To carry out evaluation of every director's performance;
- To devise a policy on Board diversity;
- To recommend a policy relating to the remuneration for the directors, key managerial personnel;
- To lay down the criteria for appointment of a Person at Senior Management level; and
- To administer ESOP Scheme.
- To recommend Terms of reference of for holding an Office or place of profit by relative(s) of Directors and Key Managerial Personnel in the Company, its Subsidiary or Associate company.

The committee met 4 Four times in the year to review on 03.09.2015, 13.10.2015, 14.11.2015, 01.02.2016

Name of the Director	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. H. P. Choursia	Chairman	Non-Executive / Independent Director	4	4
Mr. S.L. Ojha	Member	Non-Executive / Independent Director	4	4



Ms. Ranjana M Sharma*	Member	Non-Executive / Independent Director	4	0
Mr. Rakeshchand M Jain	Member	Executive / Promoter MD& CFO	4	2
Ms. Madhuri A Gupta**	Member	Non-Executive / Independent Director	4	1

\* Ms. Ranjana M Sharma has been appointed on 13.2.2016

\*\*Ms. Madhuri Gupta has resigned on 06.10.2015.

Mr. Rakeshchand M Jain was appointed as Managing Director and Chief Financial Officer of the company w.e.f. 01.02.2016 for a period of five years. During the year 2015-16, total remuneration paid to him amounted to Rs. 440000/-p.a.

### III. Stockholders Relationship Committee:

This Committee is responsible for redressal of shareholders' and investors' complaints relating to transfer of shares, issue of duplicate/consolidated share certificates, allotment and listing of shares, review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, and non-receipt of dividends declared. It is also responsible for reviewing the process and mechanism of redressal of investor complaints and suggesting measures of improving the existing system of redressal of investor grievances. This Committee is also responsible for approval of transfer of Equity and preference shares including power to delegate the same to registrar and transfer agents.

The Securities and Exchange Board of India (SEBI) has commenced processing of investor complaints in a centralized web based complaints redress system 'SCORE'. The salient features of this system are:

Centralised database of all complaints, on line movements of complaints to the concerned listed companies, on-line upload of Action Taken Reports (ATRs) by the concerned companies and on-line viewing by investors of actions taken on the complaint & its current status.

All complaints pertaining to companies will be electronically sent through SCORES at www.scores.sebi.gov.in. The companies are required to view the complaints pending against them and submit ATRs along with supporting documents electronically in SCORES, failure on the part of the company to update the ATR will be treated as non redressal of investor complaints by the company.

Yours' company has registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit of the receipts of the complaint.

The committee met 4(Four) times in the year on 29.05.15, 14.08.15, 14.11.15 and 13.02.2016.

Name of the Director	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. H. P. Chourasia	Chairman	Non-Executive / Independent Director	4	4
Mr. S.L. Ojha	Member	Non-Executive / Independent Director	4	4
Mr. Rakeshchand M Jain	Member	Executive / Promoter MD& CFO	4	2
Ms. Madhuri A Gupta**	Member	Non-Executive / Independent Director	4	2

\*MS Madhuri Gupta has resigned on 06.10.2015.

As part of our corporate governance practices, the Company has adopted the Whistleblower policy that covers our directors and employees.

### Management

#### Management Discussion and Analysis

The Annual Report has a detailed chapter on Management Discussion and Analysis.

### Shareholders

#### Re-appointment of Directors

(i) Re-appointment of Mr. Rakeshchand M. Jain being liable to retire by rotation.

In terms of the provisions of section 152 of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, the two third of the total number of Directors, excluding Independent Directors, shall be eligible to retire by rotation. Accordingly, Mr. Rakeshchand Jain, non-independent directors is liable to retire by rotation and eligible for re-appointment in the forthcoming Annual General Meeting.

### Declaration Regarding Compliance with the code of Conduct of the Company is given herein below:-

I, Mr. Rakeshchand M. Jain, hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Conduct of the Company during the financial year 2015-2016.

**Non Executive Directors' Compensation and Disclosures**

The Non-Executive Directors have not drawn any compensation including sitting fees from the Company for the year ended 31st March, 2016.

**Meeting of Independent Directors:**

The Company's Independent Directors met on 14th November, 2015 without the presence of the Managing Director & CFO, the Non-Executive, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

**Memberships of Other Boards**

Independent Directors are expected not to serve on the boards of competing companies. No Director of the Company is a member of more than ten committees or can act as chairman of more than five committees across all Indian public limited companies in which he / she is a Director. For the purpose of these, only membership and chairmanship in Audit Committee and Stakeholders' Relationship Committee are considered.

Furthermore, every Director informs the Company about the committee positions he / she occupies in other companies and notifies the changes as and when they take place. The details of directorships held by the Company's Directors in public limited companies as on March 31, 2016 are given below:

Name of the Director	Directorship	Members Committee	Chairmanship of Committee
Mr. H. P. Choursia	NIL	-	3
Mr. S.L.Ojha	NIL	3	-
Ms. Ranjana M Sharma*	NIL	2	-
Mr. Rakeshchand M Jain **	NIL	1	-

\* Ms. Ranjana M Sharma has been appointed on 13.2.2016

Memberships/Chairmanships in Audit Committee, Stakeholders' Relationship Committee & Nomination & Remuneration committee including those in S R K Industries Limited.

**A. General body meeting:**

i. The location, date and time of the Annual General Meetings of the Company held during the last three years are given below:-

Financial Year	Date / day	Time	Venue	Special Resolutions passed
2014-15	Tuesday, 29.09.2015	10.30 a.m.	Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091,	-No special Business passed during the year.
2013-14	Monday, 29.09.2014	9.30 a.m.	310 V star Plaza, 'A' Wing, Chandavarkar Road, Borivali (w), Mumbai – 400 092	-Appointment of Mr. Harish R. Jain, as an Additional Director For a term of 5 years -Appointment of Mr. Shailesh Ojha, as an Additional Director For a term of 5 years -Appointment of Mr. H.P. Choursia, as an Additional Director For a term of 5 years
2012-13	Friday, 13.09.2013	11.30 a.m.	11/5 D1, Pappampatti Road, Kannampalayam Post, Coimbatore - 641402, Tamil Nadu	-Appointment of Messrs Vasu & Co., Chartered Accountants, as an Statutory Auditors of the Co. -Sub-division of shares - Alteration in Memorandum of Association of the Company - Re-classify the authorised Share capital of the Company. - Appointment of Mr. Rakeshchand M. Jain as the Managing Director of the Company for a period of three years -Shifting of the registered office of the company from Coimbatore, Tamil Nadu to Mumbai (Maharashtra).

The Company had not passed any resolution for obtaining approval of members through postal ballot in the financial year 2015-16.

**Means of communication:**

All material information & financial results of the Company is promptly sent to the BSE Ltd. immediately after the same are considered by the Board & placed on the website www.srkindltd.co.in

**SEBI Complaints Redress System (SCORES)**

Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal is carried online in an automated environment and the status of every complaint can be viewed online at any \_ me. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES.

**General Shareholders Information:****a) Details of the 25th Annual General Meeting of the Company**

Date	29th September, 2016
Time	9.15 a.m.
Venue	Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091

**b) Financial year of the Company**

The financial year covers the period from 1st April to 31st March.

The tentative quarterly results will be adopted by the Board of Directors in accordance with the following schedule:

For the Quarter Ending	Tentative dates of the Board Meeting
First quarter ending 30th June, 2016	Second fortnight of August, 2016
Half year ending 30th September, 2016	Second fortnight of November, 2016
Third quarter ending 31st December, 2016	Second fortnight of February, 2017
Year ending 31st March, 2017	Second fortnight of May, 2017

**c) Unclaimed Dividend:**

The shareholders who have not encashed their dividend warrants for the years 2012-13 onwards are requested to claim the amount from registered office of the company.

**d) Listing on Stock Exchange:**

The Equity Shares of the Company are listed on the BSE Limited, Phiroze Jeejee bhoy Towers, Dalal Street, Fort, Mumbai – 400 001  
The company application at NSE is under process.

**e) The Stock Codes allotted by Stock Exchange and Depositories are as follows:**

Name	Code
S R K Industries Limited	531307
Demat ISIN Numbers in NSDL and CDSL	INE951M01037

**f) The listing fees for the financial year 2016-17 have been paid to BSE Ltd.****g) Market Price Data (Face Value of Rs. 5/-per share)**

Month	Bombay Stock Exchange Limited (Rs.5 Per share)	
	High	Low
April 2015	69.75	40.00
May 2015	55.00	35.25
June 2015	63.00	37.15
July 2015	49.40	28.20
August 2015	50.50	42.70
September 2015	61.25	42.00
October 2015	65.60	52.00
November 2015	51.00	41.60
December 2015	40.80	33.30
January 2016	32.65	26.65
February 2016	26.15	23.35
March 2016	23.35	23.35

## h) Category-wise shareholding pattern as on March 31, 2016:

Sr.No	Category of Shareholders	Total Holdings	% of Shareholdings
1	Promoter & Promoter Group	20647984	26.32
2	Mutual Funds and UTI	Nil	Nil
3	Banks, Financial Institutions, Insurance Companies and Venture Capital Fund Venture Capital Fund	Nil	Nil
4	FII/Foreign Bodies	150500	0.19
5	Private Corporate Bodies	45286307	57.73
6	Indian Public	10738954	13.69
7	NRIs/OCBs	480532	0.61
8	Clearing Member	511746	0.65
9	Hindi Un-divided Family	637357	0.81
	Total	78453380	100.00

## i) Distribution of Shareholding as on March 31, 2016:

Category	Shareholders	
	Numbers	% of Shareholders
1-5000	2847	89.58
5001-10000	69	2.17
10001-20000	43	1.35
20001-30000	23	0.72
30001-40000	15	0.47
40001-50000	13	0.41
50001-100000	42	1.32
100001 and Above-	126	3.96
Total	3178	100.00

j) Members holding more than 1% of the paid-up share capital as on MARCH 31, 2016  
(Other than promoter)

Sr. No.	Name of the shareholder	No. of shares	% of holding
1	Jayant Security and Finance Limited	1043539	1.330
2	Vikrant Constructions Private Limited	1875982	2.391
3	Chanda Cast Iron Industries Private Limited	1287305	1.641
4	Rajrath Merchants Private Limited	1074684	1.370
5	Trishla Vyapaar Private Limited	2619539	3.339
6	S L Trades and Finance India Private Limited	2525400	3.219
7	Bhuvi Infrabuild Private Limited	1001828	1.277
8	Sitara Fincom Private Limited	966140	1.231

## k) Status report on number of shareholder requests / complaints received and resolved by the Company during the Year ended March 31st, 2016: NIL

## l) Registrar and Share Transfer Agent

Purva Sharegistry (India) Pvt. Ltd, Unit No.9, Shiv Shakti Ind. Estate, Opp. Kasturba hospital Lane, Lower Parel (E), Mumbai – 400 011.  
Phone: 022-23016761, Fax: 022-23012517, Email: busicomp@vsnl.co

## m) Share Transfer System

Requests for share transfers, rematerialisation and transposition are approved by Stockholder Relationship Committee. The Share Certificate is returned/ issued within the time period as stipulated under The Companies Act, 2013, The Depositories Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations.

The Company has not issued any GDRs /ADRs /Warrants or any Convertible Instruments.

**B. DISCLOSURES:**

## i. Related Party Transactions:

The Company has entered into transaction with its Promoters, Directors or the Management, or relatives etc. The same are attached as annexure to Directors' report.

## ii. Compliances by the Company:

The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market. During the year 2015-2016, no penalties/ strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market.

## iii. Details of shareholding of the Directors as on 31st March, 2016:

Rakeshchand M. Jain	3432090 Equity Shares (4.37%)
Ranjana M Sharma	Nil
H. P. Choursia	Nil
S. L. Ojha	Nil

## iv. Code of conduct:

The Board of Directors has laid down a Code of Conduct for the Board members and senior management personnel of the Company. The same is circulated among the Board Members and Senior Management Personnel. All the members of the Board and Senior Management Personnel have affirmed compliance of the respective Code of Conduct on Annual Basis. The required Declaration to the Compliance is offered herewith. It is also available on company's website [www.srkindtd.co.in](http://www.srkindtd.co.in).

## v. CFO Certification:

As required under Regulation 17 (8) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance Certificate from CFO on the financial statements and other matters has been furnished by Mr. Rakeshchand M. Jain, CFO of the Company and is annexed with this report.

**For and on behalf of the Board of  
S R K Industries Limited**

**Sd/-**

Rakeshchand M. Jain  
Chairman & Managing Director  
DIN : 00187350

Place: Mumbai  
Dated: 25.08.2016

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER DECLARATION**

I, Rakeshchand M. Jain, CFO of S R K Industries Limited, to the best of my knowledge and belief certify that:

- a. I have reviewed the financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2. These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit committee
  - i. Significant changes in internal control during the year over financial reporting;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For and on behalf of the Board of  
S R K Industries Limited  
Sd/-**

Rakeshchand M. Jain  
Managing Director & CFO  
DIN : 00187350

Place: Mumbai  
Dated: 25.08.2016

**REPORT OF AUDITORS ON CORPORATE GOVERNANCE**

We have examined the compliance of conditions of Corporate Governance of S R K Industries Limited ('the Company'), for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April, 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31st March 2016.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

We state that no investor grievances as at March 31, 2016 are pending for a period not exceeding one month against the Company as per the records maintained by the Share registrar and reviewed by the Board.

We further state that such compliances is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

Mumbai, 25/08/2016

**For V. R. Renuka & Co.**  
Chartered Accountants  
Firm Registration No. 108826W  
Sd/-  
**V. R. Renuka**  
Proprietor  
M.No. 032263

**INDEPENDENT AUDITOR'S REPORT****To the Members of  
S R K INDUSTRIES LIMITED****Report on the Standalone Financial Statements**

1. We have audited the accompanying standalone financial statements of S R K INDUSTRIES LIMITED ("the Company"), which comprise the Balance sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

2. 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 standalone 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 Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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**

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards and pronouncements 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.
6. 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2016, and its profit and its cash flows for the year ended on that date.

**Report on other Legal and Regulatory Requirements**

9. As required by 'the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act(hereinafter referred to as the "Order")', and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 aforesaid standalone financial statements 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 March 31, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in Annexure B.
- g) With respect to 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 knowledge and belief and according to the information and explanations given to us:
  - i. The impact of the pending litigations as on March 31, 2016 is not expected to be material on the standalone financial position of the Company.
  - ii. The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no amount due as at March 31, 2016 which was required to be transferred to the Investor Education and Protection Fund by the Company.

**For V. R. Renuka & Co.**  
Chartered Accountants  
Firm Registration No. 108826W  
Sd/-  
V. R. Renuka  
Proprietor  
M.No. 032263

Mumbai, May 30, 2016

**Annexure A to Independent Auditors' Report:**

**Referred to in Paragraph 9 of the Independent Auditors' Report of even date to the members of S R K INDUSTRIES LIMITED on the standalone financial statements as of and for the year ended March 31, 2016**

- (i)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, all the fixed assets have been physically verified by the management in accordance with a phased programme of verification, which is in our opinion, is reasonable. Considering the size and the nature of business. The frequency is reasonable and no discrepancy has been noticed on such physical verification.
  - c) The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the Company.
- (ii)
  - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion, the procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of business.
  - c) On the basis of examination of inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) The Company has not granted any unsecured loans to the companies covered in the register maintained under section 189 of the Act. There are no firms/LLPs/ other parties covered in the register maintained under section 189 of the Act therefore reporting under clause 3(iii) of the said Order is not applicable
- (iv) 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 companies Act, 2013 in respect of the loans and investments made and guarantees and security provided by it.
- (v) The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as prescribed under Section 148(1) of the Act in respect of its products.
- (vii)
  - (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employee State Insurance Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and other statutory dues with the appropriate authorities.
  - (b) According to the information and explanation given to us, no undisputed amounts payable in respect of Provident Fund, Employee State Insurance Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax 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.
  - (c) According to the information and explanations given to us, there are no amounts which are payable in respect of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax and Cess which have not been deposited with

- appropriate authorities on account of any dispute other than those mentioned in notes to accounts (Refer Point no.1 for contingent liability)
- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of its dues to banks, financial institutions.
- (ix) In our opinion, and according to the information and explanations given to us, the terms loans have been applied, for the purposes for which they were obtained.
- (x) 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 explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such cases by the management.
- (xi) According to the information and explanations given by the management the managerial remuneration has been paid / provided in accordance with the requisite approvals mandate by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provision of clause 3(xii) of the order is not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order and Sec. 192 of Companies Act, 2013 are not applicable.
- (xvi) In our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Mumbai, May 30, 2016

For V. R. Renuka & Co.  
Chartered Accountants  
Firm Registration No. 108826W  
Sd/-  
V. R. Renuka  
Proprietor  
M.No. 032263

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of S R K INDUSTRIES LIMITED . (refer to in Paragraph 10 f ) of Independent Auditor’s Report of even date )

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

**To the Members of S R K Industries Limited**

We have audited the internal financial controls over financial reporting of S R K Industries Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone 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”. 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, specified 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 and to the best of our information and according to the explanations given to us, 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 March 31, 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.

Mumbai, May 30, 2016

For V. R. Renuka & Co.  
Chartered Accountants  
Firm Registration No. 108826W  
Sd/-  
V. R. Renuka  
Proprietor  
M.No. 032263

## BALANCE SHEET AS AT 31.03.2016

(Amount in Rs.)

	PARTICULARS	Note No.	As At 31.03.2016	As At 31.03.2015
<b>A</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
	<b>Shareholders' funds</b>			
	(a) Share Capital	1	392,266,900	392,266,900
	(b) Reserve & Surplus	2	23,181,815	33,888,833
	Sub Total		415,448,715	426,155,733
	<b>Non- current liabilities</b>			
	(a) Long term borrowings	3	4,182,337	4,226,837
	(b) Deferred Tax Liability		-	-
	(c) Other long term liabilities		-	-
	Sub Total		4,182,337	4,226,837
	<b>Current liabilities</b>			
	(a) Short term borrowings	4	7,190,434	7,600,000
	(b) Trade payables	5	57,391,668	4,225,716
	(c) Other current liabilities	6	127,647	137,999
	(d) Short term provisions	7	-	225,673
	Sub Total		64,709,749	12,189,388
	<b>Total</b>		<b>484,340,801</b>	<b>442,571,958</b>
<b>B</b>	<b><u>ASSETS</u></b>			
	<b>Non current assets</b>			
	(a) Fixed assets			
	i) Tangible assets	8	42,992	31,821
	ii) Intangible assets		192,150,000	213,500,000
	iii) Capital W-I-P		1,500,000	1,500,000
	(b) Non current investments		-	-
	(c) Long term loans and advances	9	221,209,542	216,731,111
	(d) Other non current assets	10	2,772,214	1,417,041
	Sub Total		417,674,748	433,179,973
	<b>Current assets</b>			
	(a) Current investments	11	6,880,402	3,495,000
	(b) Inventories		-	-
	(c) Trade receivables	12	59,129,697	4,729,472
	(d) Cash and cash equivalents	13	655,954	1,167,513
	(e) Short -term loans and advances		-	-
	(f) Other current assets		-	-
	Sub Total		66,666,053	9,391,985
	<b>Total</b>		<b>484,340,801</b>	<b>442,571,958</b>
	<b>Significant Accounting Policies and</b>	20		
	<b>Notes on Accounts</b>	21	-	-

The Notes referred to above form and integral part of Balance Sheet

As per our report of even date

For V R Renuka & Co.

Chartered Accountants

Firm Reg No: 108826W

Sd/-

**V R Renuka**

Proprietor

M.No: 032263

Place: Mumbai

Date: 30.05.2016

For and on behalf of the Board

Sd/-

**Rakeshchand M Jain**

Managing Director

Din No. 00187350

Sd/-

**H.P.Choursia**

Director

Din No. 5273660

## Statement of Profit and Loss for the year ended 31.03.2016

(Amount in Rs.)

PARTICULARS	Note No.	As at 31.03.2016	As at 31.03.2015
<b>CONTINUING OPERATIONS</b>			
Revenue from operations	14	87,774,420	31,677,001
Other Income	15	13,038,755	15,561,720
Total		100,813,175	47,238,721
<b>Expenses</b>			
(a) Purchases of Traded goods	16	85,171,556	29,825,822
(b) Employee benefits expenses	17	951,613	658,379
(c) Other Expenses	18	3,026,319	1,506,748
Total		89,149,488	31,990,949
Profit before exceptional items, extraordinary items, interest, tax, depreciation and amortisation (EBITDA)		11,663,687	15,247,772
Finance Cost		626,379	663,809
<b>Depreciation and amortization expense</b>	19	21,635,289	315,372
Profit / (Loss) before exceptional and extraordinary items and tax		(10,597,981)	14,268,591
<b>Exceptional items</b>			
Profit/(Loss) before extraordinary items and tax		(10,597,981)	14,268,591
<b>Extraordinary items</b>			
Profit / ( Loss ) before tax		(10,597,981)	14,268,591
<b>Tax expenses:</b>			
Provision for Income Tax		-	4,660,000
Prior years' Income Tax		109,037	916,441
Deferred Tax		-	-
Profit/ (Loss) from continuing operations		(10,707,018)	8,692,150
Earnings per share of Rs 5/- each			
Basic		(0.14)	0.11
Diluted		(0.14)	0.11
Nominal Value of Share		5	5
<b>Significant Accounting Policies and Notes on Accounts</b>	20 21		
The Notes referred to above form and integral part of Statement of Profit and Loss account As per our report of even date For V R Renuka & Co. For and on behalf of the Board Chartered Accountants Firm Reg No: 108826W			
Sd/- <b>V R Renuka</b> Proprietor M.No: 032263	Sd/- <b>Rakeshchand M Jain</b> Managing Director Din No. 00187350	Sd/- <b>H.P.Choursia</b> Director Din No. 5273660	
Place: Mumbai Date: 30.05.2016			

## Cash Flow Statement for the Year Ended 31st March, 2016

(Amount in Rs.)

PARTICULARS	31.03.2016	31.03.2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	(10,597,981)	14,268,591
Adjustments for		
Depreciation	21,365,429	45,512
Miscellaneous Expenditure	269,860	269,860
Considered Separately		
Interest Income	(13,038,755)	(15,543,260)
Finance Cost	626,379	663,809
Operating Profit Before Working Capital Changes:	(1,375,068)	(295,488)
Trade and other receivable	(54,400,225)	3,487,321
Trade Payables and other liabilities	53,155,600	(6,449,960)
Current investment	(3,385,402)	-
Loans & advances	(4,478,431)	(19,568,238)
Cash generated from operations	(10,483,526)	(22,826,365)
Direct Taxes paid	(226,673)	(4,778,497)
Net Cash Flow From Operating Activites ( A )	(10,710,199)	(27,604,862)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Increase in Other Non Current Assets	(1,733,070)	-
Purchase of fixed assets	(26,600)	-
Interest Income	13,038,755	15,543,260
Net Cash Flow From Investing Activites ( B )	11,279,085	15,543,260
<b>CASH FLOW FROM FINANVING ACTIVITIES</b>		
Long Term & Short Term Funds Borrowed/(Repaid)	(454,066)	6,386,353
Finance Cost	(626,379)	(663,809)
Net Cash Flow From Financing Activities ( C )	(1,080,445)	5,722,544
Net Increase / Decrease In		
CASH & CASH EQUIVALENTS ( A + B + C )	(511,559)	(6,339,058)
Cash & Cash Equivalents - Opening Balance	1,167,513	7,506,571
Cash & Cash Equivalents - Closing Balance	655,954	1,167,513

As per our of even date

For V R Renuka &amp; Co.

For and on behalf of the Board

Chartered Accountants

Firm Reg No: 108826W

Sd/-

Sd/-

Sd/-

**V R Renuka****Rakeshchand M Jain****H.P.Choursia**

Proprietor

Managing Director

Director

M.No: 032263

Din No. 00187350

Din No. 5273660

Place: Mumbai

Date: 30.05.2016

## Notes to financial statements for the year ended 31.03.2016

(Amount in Rs.)

Note No.	PARTICULARS	Year 31.03.2016	Year 31.03.2015
1	<b>Shareholders' funds</b>		
	<b>SHARE CAPITAL</b>		
	Authorised Capital 8,52,34,000 Equity Share of Rs. 5/- each Previous Year 85234000 Equity Share of Rs. 5/- each)	426,170,000	426,170,000
		426,170,000	426,170,000
	Subscribed Issued & Paid up : 78453380 Equity Share of Rs. 5/- each (Previous year 784533800 Equity Share of Rs. 5/- each)	392,266,900	392,266,900
		392,266,900	392,266,900
	<b>ii Reconciliation of the share Capital</b>		
	Equity Shares	Units / Value(Rs)	Units / Value(Rs)
	As at the beginning of the Year	78453380 / 392266900	78453380 / 392266900
	Less: Reduction in Capital	-	-
Add: Issued during the period for cash	-	-	
Shares outstanding at the end of the period	78453380 / 392266900	78453380 / 392266900	
<p>Terms / rights attached to equity shares The company has only one class of equity shares having a face value of Rs 5/- per share (Previous Year Rs.5/-). Each holder of equity shares is entitled to one vote per share.</p>			
<b>iii Details of shareholders holding more than 5 % shares in the company</b>			
Equity shares of Rs 5/-each fully paid up	Units / % holding	Units / % holding	
Island Media & Entertainment P Ltd	5148624 / 6.56	5148624 / 6.56	
Maxgain Advisory Pvt Ltd	5132196 / 6.54	5132196 / 6.54	
<p>As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.</p>			
2	<b>Reserve and Surplus</b>		
	<b>a Surplus in statement of profit and loss</b>		
	Balance as per last financial statements	28,283,173	19,591,023
	Add: Profit for the Year	(10,707,018)	8,692,150
	Total (a)	17,576,155	28,283,173
	<b>b Other Reserves</b>		
	Share Forfeiture a/c	4,268,000	4,268,000
	Subsidy received from Government	1,337,660	1,337,660
	Total (b)	5,605,660	5,605,660
	c Capital Redemption Reserve	-	-
d Debenture Redemption Reserve	-	-	
e Revaluation Reserve	-	-	
f Share option outstanding Account	-	-	
Total (a to F)	23,181,815	33,888,833	

		<b>Non Current Liabilities</b>		
3		<b>Long Term Borrowings</b>		
	1	Secured Loan	-	-
	2	Unsecured Loan		
		From Related Party	4,182,337	4,226,837
		From Others		
		Bonds / Debentures	-	-
		Total (1+2+3)	4,182,337	4,226,837
4		<b>Short Term Borrowings</b>		
		Unsecured Loan		
		From Related Party	-	-
		From Others	7,190,434	7,500,000
		Deposits from Independent Director	-	100,000
		Total	7,190,434	7,600,000
		<b>Current liabilities</b>		
5		<b>Trade Payables</b>	57,391,668	4,225,716
			-	-
			57,391,668	4,225,716
6		<b>Other Current Liabilities</b>		
		Liabilities for expenses	127,647	131,999
		Other Liabilities	-	6,000
			127,647	137,999
7		<b>Short Term Provisions</b>		
		Provision for Income Tax	-	-
		Opening Bal	225,673	-
		Provision for I.Tax (Net)		225,673
		Less: Paid	(225,673)	-
			-	225,673
		<b>NON CURRENT ASSETS</b>		
9		<b>Long Term Loans &amp; Advances (Unsecured &amp; considered good)</b>		
		Others	221,201,542	216,723,111
		Sales Tax Deposit	8,000	8,000
			221,209,542	216,731,111
10		<b>OTHER NON CURRENT ASSETS</b>		
		TDS Receivable	1,333,070	108,037
		Advance Tax paid	400,000	
		Pre Incorporation Expenses / Development Expenses		
		Balance b/f	1,309,004	1,578,864
		Less: 1/10 written off	(269,860)	(269,860)
			2,772,214	1,417,041
11		<b>Current Assets</b>		
		<b>Current Investment</b>		
		<b>Related Party</b>		
		Investment in Dwelling unit	-	-
		Investment in Dwelling unit	3,495,000	3,495,000
		Investment in Liquid Funds of Mutual Funds	3,385,402	-
			6,880,402	3,495,000



<b>12</b>	<b>Trade Receivables</b>		
	Unsecured and considered good (Less than six month)	59,129,697	4,510,472
	More than 6 Month		219,000
	Others	59,129,697	4,729,472
<b>13</b>	<b>Cash and Cash Equivalents</b>		
	Balances with Bank		
	In current account		
	HDFC Bank	8,711	107,758
	Yes Bank	607,072	849,950
	Cash In hand	40,171	209,805
	(as taken and certified by the Directors)		
		655,954	1,167,513
<b>14</b>	<b>Revenue from Operation</b>		
	Sale of Fabrics	87084420	30,411,001
	Brokerage on Property	456000	1,050,000
	Rent Received on Dwelling Unit	234000	216,000
		87,774,420	31,677,001
<b>15</b>	<b>Other Income</b>		
	Interest on FD / Mutual funds	164,057	168,356
	Interest received	12874698	15,374,904
	Sundry Cr Bal w/back	-	18,460
		13,038,755	15,561,720
<b>16</b>	<b>Expenses</b>		
	<b>Purchase of Traded Goods</b>		
	Purchase of Fabrics	85040340	29,780,951
	Carriage Inward	131216	44,871
		85,171,556	29,825,822
<b>17</b>	<b>Employee benefits expense</b>		
	Directors Remuneration	440,000	360,000
	Salary & Bonus	466,558	253,695
	Staff Welfare	45,055	44,684
		951,613	658,379
<b>18</b>	<b>Other Expenses</b>		
	RTA/ connectivity charges	229927	171,733
	Listing fees	224720.00	112,360
	Filing Fees	13,800	10,200
	Advertisement	626,002	75,594
	Payment to Auditors:	69,684	67,416
	Bank charges	2,448	17,239
	AGM Expenses	4,900	-
	Travelling	44,784	200,270
	Conveyance	98,784	9,377
	Electricity charges	39,720	14,715
	Membership & Subscription	11372.00	-
	Postage & Courier expenses	22478	47,276
	Telephone expenses	45,750	46,432
	General expenses	3,885	5,060

	Rent-office	600,000	361,250
	Repairs-others	38013	13,500
	Stationery & Printing Expenses	41437	51,074
	Legal & Professional Charges	908615	262,571
	Interest on TDS	-	6,681
	Licence Fees	-	34,000
		3,026,319	1,506,748
<b>19</b>	<b>Depreciation and amortization expenses</b>		
	Depreciation	15,429	45,512
	Goodwill Written Off	21,350,000	-
	Preliminary / Development expenses written off	269,860	269,860
		21,635,289	315,372

NOTE NO - 08				Amount in Rs.				
FIXED ASSETS								
PARTICULARS	C O S T			D E P R E C I A T I O N			Net Block	
	as on 01.04.2015	Additons during the Yr	Total	Opening	for the Year	Total	as on 31.03.16	as on 31.03.15
(i) TANGIBLE ASSETS								
COMPUTER	130,927	-	130,927	115,098	4,774	119,872	11,055	15,829
OFFICE EQUIPMENT	16,500	26,600	43,100	9,405	8,189	17,594	25,506	7,095
PRINTER	15,575	-	15,575	6,678	2,466	9,144	6,431	8,897
MODEM	2,600	-	2,600	2,600	-	2,600	-	-
	165,602	26,600	192,202	133,781	15,429	149,210	42,992	31,821
(ii) INTANGIBLE ASSETS								
GOODWILL	213500000	-	213500000	-	21350000	21350000	192150000	213500000
(iii) Capital WIP CWIP	1500000	-	1500000	-	-	-	1500000	1500000
	215165602	26600	215192202	133781	21365429	21499210	193692992	215031821
Previous Year	215165602	0	215165602	88269	45512	133781	215031821	

Note No.		
<b>20</b>		<b>Significant Accounting Policies</b>
	<b>i</b>	<b>Basis of preparation of financial statements</b> The financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provision of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company. The financial Statements are presented in Indian rupees rounded off to the nearest rupees.
	<b>ii</b>	<b>Use of Estimates</b> The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are

	prudent and reasonable.												
iii	<p><b>Fixed Assets</b></p> <p>Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and all attributable cost of bringing the asset to its working condition for its intended use. Cost and other charges relating to acquisition of fixed assets are also included to the extent they relate to the period till such time as the assets are ready for commercial operation.</p>												
iv	<p><b>Depreciation / Amortization</b></p> <p>THE Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013, as against the earlier practice of depreciating at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.</p> <p>Depreciation is provided using the useful life of the asset estimated by the management, detail of which are as under :</p> <table border="1"> <thead> <tr> <th>Assets</th> <th>Estimated Useful Life</th> </tr> </thead> <tbody> <tr> <td>Computers</td> <td>3 Years</td> </tr> <tr> <td>Printers</td> <td>6 Years</td> </tr> <tr> <td>Office equipment's</td> <td>5 Years</td> </tr> <tr> <td>Software</td> <td>1 Years</td> </tr> <tr> <td>Goodwill</td> <td>10 Years (w.e.f. 01.04.2015)</td> </tr> </tbody> </table>	Assets	Estimated Useful Life	Computers	3 Years	Printers	6 Years	Office equipment's	5 Years	Software	1 Years	Goodwill	10 Years (w.e.f. 01.04.2015)
Assets	Estimated Useful Life												
Computers	3 Years												
Printers	6 Years												
Office equipment's	5 Years												
Software	1 Years												
Goodwill	10 Years (w.e.f. 01.04.2015)												
v	<p><b>Intangible Assets</b></p> <p>The Management is following the consistent practice of amortising goodwill over a period of ten years starting from 01.04.2015</p>												
vi	<p><b>Impairment of Assets</b></p> <p>An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.</p>												
vii	<p><b>Investments</b></p> <p>Investments are classified into Non-Current and Current Investments.</p>												
a	Non-Current Investments are carried at cost. Provision for diminution, if any, in the value of each Non-Current Investments is made to recognise a decline, other than of a temporary nature.												
b	Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.												
viii	<p><b>Inventories</b></p> <p>Inventory representing project work-in-progress is valued at cost, which includes expenditure incurred for development, other related cost and cost of land. Other inventories in the nature of textile goods are valued at Cost.</p>												
ix	<p><b>Revenue Recognition</b></p> <p>All Income to the extent considered receivable, unless otherwise stated are accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and revenue can be reliably measured.</p> <p>Revenue from sale of goods is recognised when the significant risk and rewards of ownership of goods have passed to the buyer. Sales are disclosed net of quality claims and rebates.</p> <p>Sales are exclusive of vat and surcharge, if any.</p>												
x	<p><b>Taxation</b></p> <p>Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.</p>												
a	<p><b>Current Tax</b></p> <p>Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.</p>												
b	<p><b>Deferred Tax</b></p> <p>Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is virtual certainty that the assets can be realised in future.</p>												
xi	<p><b>Borrowing Costs</b></p> <p>Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.</p>												
xii	<p><b>Provisions, Contingent Liabilities and Contingent Assets</b></p> <p>Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.</p>												
xiii	<p><b>Government Grants</b></p> <p>Rs. 13.38 Lacs is being disclosed as balance in 'subsidy recieved from Government' under 'Reserve &amp; Surplus' group on the balance sheet as on 31.03.2016. This had been received, as per management at the time of Grant of Sale Tax Loan. The Adjustment/utilization of the credit balance is to be ascertained.</p>												

xiv	<p><b>Segment Reporting</b></p> <p>The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p>																														
xv	<p><b>Cash and Cash Equivalents</b></p> <p>The company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.</p>																														
21	<p><b>NOTES TO ACCOUNT</b></p>																														
i	<p><b>CONTINGENT LIABILITIES AND COMMITTEMENT</b></p> <p>Contingent Liabilities not provided for in respect of Claims against the company not acknowledge as debt on Stamp duty of Rs.47.32 lacs (Previous Year 27.20 lacs).</p>																														
ii	<p>The Company has not received any information / memorandum from the suppliers ( as required to be filed by Suppliers / Vendors with the notified authority under Micro, Small and Medium Enterprises Development Act,2006), claiming their status as Micro, Small or Medium Enterprises. Consequently, the amount paid / payable together with interest paid / payable to these parties under the Act is Nil.</p>																														
iii	<p><b>Impairment of Asset (AS28)</b></p> <p>The Management is following the consistent practice of not amortizing Goodwill but is tested for impairment loss. As per the Management there is no impairment loss on any of its assets including Goodwill. Now the company has adopted the policy in which the goodwill will be written off in subsequent 10 years w.e.f. 01.04.2015.</p>																														
iv	<p><b>Segment Information (AS 17)</b></p> <p>The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the segments being operated, Secondary information is reported geographically. Accordingly, the Company has identified " Textiles," Real Estate Development", "Software development" as the operating segments.</p> <p>The Company operates only in India and therefore the analysis of geographical segments is limited to Indian operations only.</p>																														
v	<p><b>Segment Reporting</b></p>																														
a	<table border="1"> <thead> <tr> <th><b>Segment Revenue</b></th> <th><b>31.03.2016</b></th> <th><b>31.03.2015</b></th> </tr> <tr> <td></td> <th><b>Rupees</b></th> <th><b>Rupees</b></th> </tr> </thead> <tbody> <tr> <td>Textile</td> <td>87,084,420</td> <td>30,411,001</td> </tr> <tr> <td>Real Estate</td> <td>690,000</td> <td>1,266,000</td> </tr> <tr> <td>Other Income</td> <td>13,038,755</td> <td>15,561,720</td> </tr> <tr> <td><b>Total</b></td> <td><b>100,813,175</b></td> <td><b>47,238,721</b></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="3"><b>Segment Results (Before Interest &amp; Tax)</b></th> </tr> </thead> <tbody> <tr> <td>Textiles</td> <td>1,912,864</td> <td>585,179</td> </tr> <tr> <td>Real Estate</td> <td>690,000</td> <td>1,266,000</td> </tr> <tr> <td><b>Total</b></td> <td><b>2,602,864</b></td> <td><b>1,851,179</b></td> </tr> </tbody> </table>	<b>Segment Revenue</b>	<b>31.03.2016</b>	<b>31.03.2015</b>		<b>Rupees</b>	<b>Rupees</b>	Textile	87,084,420	30,411,001	Real Estate	690,000	1,266,000	Other Income	13,038,755	15,561,720	<b>Total</b>	<b>100,813,175</b>	<b>47,238,721</b>	<b>Segment Results (Before Interest &amp; Tax)</b>			Textiles	1,912,864	585,179	Real Estate	690,000	1,266,000	<b>Total</b>	<b>2,602,864</b>	<b>1,851,179</b>
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vi	<p>Related Party Disclosures, as required by AS-18 are given below:</p>																														
a	<p>Key Management Personnel :</p> <p>Rakeshchand M. Jain - Managing Director</p>																														

b	The related enterprises / persons are :		
	Premium Multitrade Pvt Ltd	Associate Company	
	Rekha Jain	Spouse of Director	
	Rakeshchand M. Jain	Managing Director	
c	Details of transaction / payments :		
	<b>Name</b>	<b>Particulars</b>	<b>Amount</b>
	Premium Multitrade Pvt Ltd	Loan outstanding Cr Op.Bal	4226837
		Less: Repayment	-44500
		Bal. as on 31.3.2015	4182337
	Rakeshchand M. Jain	Director Remuneration	440000
	Rakeshchand M. Jain	Office Premises Rent	300000
	Rekha Jain	Office Premises Rent	300000
a	The above loans /advances do carry interest.		
b	The above related party information is disclosed to the extent such parties have been identified by the management on the basis of information available. This is relied upon by the auditors.		
		31.03.2016	31.03.2015
vii	<b>Payment to Auditors (Excluding Service Tax)</b>	<b>Rupees</b>	<b>Rupees</b>
i)	Statutory Audit Fees	45,000	45,000
ii)	Tax Audit Fees	15,000	15,000
viii	<b>Earning Per Share</b>		
	<b>Particulars</b>		
a	Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders	(10,707,018)	8,692,150
b	Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share	78,453,380	78,453,380
c	Face value of shares ( ` Per Share) (Rs.)	5.00	5.00
d	Basic/Diluted earnings per share (in`)(Rs.)	(0.14)	0.11
ix	<b>Foreign Currency Transactions</b>		
	There was no Foreign Exchange transaction during the year.		
x	Quarterly financial results are published in accordance with the guidelines issued by SEBI. The recognition and measurement principles as laid down in the standards are followed with respect to such results		
xi	At the balance sheet date, an assessment is done to determine whether there is an indication of impairment in the carrying amount of the fixed assets. No. impairment loss is determined.		
xii	Previous year's figures have been rearranged / regrouped wherever necessary.		
	The Notes referred to above form and integral part of Balance Sheet		
	As per our report of even date		
	For V R Renuka & Co.	For and on behalf of the Board	
	Chartered Accountants		
	Firm Reg No: 108826W		
	sd/-	sd/-	sd/-
	V R Renuka	Rakeshchand M Jain	H.P.Choursia
	Proprietor	Managing Director	Director
	M.No: 032263	Din No. 00187350	Din No. 5273660
	Place: Mumbai		
	Date: 30.05.2016		

*If undelivered please return to:*

**S R K INDUSTRIES LIMITED**

310, V Star Plaza, 'A' wing,

Chandavarkar Road,

Borivali (W), Mumbai - 400 092.