


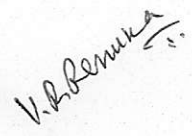

# S R K INDUSTRIES LIMITED

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



## FORM A

### Format of Covering Letter of the Annual Audit Report to be filed with Stock Exchange

1	Name of the Company	S R K Industries limited
2	Annual Financial Statement for the year ended	31.03.2015
3	Type of Audit observation	Unqualified
4	Frequency of observation	N.A.
5	To be Signed by:	
	Mr. Rakeshchand M Jain – Managing Director	
	V. R. Renuka & Co, Auditor of the company	
	MS. Madhuri A Gupta Audit Committee Chairman	



**24<sup>th</sup> ANNUAL REPORT  
2014 - 2015**

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# S R K INDUSTRIES LIMITED

## BOARD OF DIRECTORS

<b>MANAGING DIRECTOR</b>	Mr. Rakeshchand M. Jain
<b>DIRECTORS</b>	Mr. Harish R Jain (upto 25.02.2015) Ms. Madhuri A Gupta (w.e.f.02.03.2015) Mr. H.P. Chourasia Mr. S. L. Ojha
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	Mr. Ashok Chhaganbhai Patel
<b>STATUTORY AUDITORS</b>	M/S V. R. RENUKA & CO. Chartered Accountants, Mumbai
<b>INTERNAL AUDITORS</b>	M/s. Vikas N Jain & Associates Chartered Accountants, Mumbai
<b>SECRETARIAL AUDITOR</b>	Mr. Shreyans Kumar Jain Practising Company Secretaries Mumbai
<b>REGISTERED OFFICE</b>	310 V Star Plaza, 'A' Wing, Chandavarkar Road, Borivali (West), Mumbai – 400 092
<b>REGISTRAR AND SHARE TRANSFER AGENTS</b>	Purva Sharegistry (India) Pvt Ltd 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai - 400 011
<b>BANKERS</b>	Yes Bank HDFC Bank
<b>EQUITY SHARE LISTING</b>	Bombay Stock Exchange Limited (Code: 531307)
<b>Corporate Identity Number (CIN)</b>	L17121MH1991PLC257750

## NOTICE

**NOTICE** is hereby given that 24<sup>th</sup> Annual General Meeting of the members of S R K Industries Limited will be held on Tuesday, 29th September 2015 at 10.30 AM at Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091, Maharashtra, to transact the following business :

### ORDINARY BUSINESS

- To receive, consider, approve and adopt the Audited financial statement of the company for the year ended on March 31, 2015, including the audited Balance Sheet as at 31st March, 2015, the statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Director's and Auditor's report thereon.
- To appoint a Director in place of Mr. Rakeshchand M Jain (DIN : 00187350), who retires by rotation and being eligible, seeks re-appointment.
- Appointment of auditors**  
To appoint Messrs **V. R. Renuka & Co.**, (Firm Reg. No. 108826W), Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company for a term of 4 (Four) consecutive years from the conclusion of this Twenty fourth Annual General Meeting upto the conclusion of Twenty Eighth Annual General Meeting of the Company in the calendar year 2019, subject to ratification of their appointment in the intermittent Annual General Meeting to be held in calendar year 2016, and to authorise the Board of Directors to fix their remuneration as may be mutually agreed with the Auditors, in addition to reimbursement of Service Tax and all out of pocket expenses incurred in connection with the audit of accounts of the Company, and for the purpose, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, **V. R. Renuka & Co.**, (Firm Reg. No. 108826W), Chartered Accountants, the retiring Auditors, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty Eighth Annual General Meeting of the Company to be held in the calendar year 2019 and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

**By Order and on behalf of the board**

Sd/-  
Rakeshchand M. Jain  
Chairman & Managing Director

Place : Mumbai  
Dated: 3rd September, 2015

**Registered Office :**  
310 V star Plaza, 'A' wing,  
Chandavarkar Road,  
Borivali (w)  
Mumbai – 400 092 (Maharashtra)

**NOTES:**

1. A member entitled to attend and vote at the 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. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The disclosures required under clause 49 of the listing agreement in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
3. 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.
4. The Annual Report of the Company for the financial year 2015 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.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from 26th September, 2015 to 29th September 2015 (both days inclusive).
7. All documents referred to in accompanying Notice is 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.
8. 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.
9. **E-voting**  
- In compliance with the provisions of Section 108 of the Companies Act, 2013 & Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 24<sup>th</sup> 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 e-voting shall be able to exercise their right at the AGM through ballot paper. The Member who have 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.
10. The company has appointed Mr. Shreyans Kumar Jain, Practicing Company

Secretaries (Certificate of Practise No.18839) as Scrutinizer for conducting the e-voting process in a fair and 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 votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

11. The Results of E-voting shall be declared within 48 hours of Conclusion of AGM and the results along with Scrutinizer's report shall be placed on the website of the Company [www.srkindtd.co.in](http://www.srkindtd.co.in) thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, September 26<sup>th</sup>, 2015 at 9.00 A.M. and ends on Monday, 28<sup>th</sup>, September, 2015 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 22<sup>nd</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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. 22<sup>nd</sup> September, 2015
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant S R K INDUSTRIES LIMITED on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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).

**By Order and on behalf of the board**  
Sd/-  
**Rakeshchand M.Jain**  
Chairman & Managing Director

Place: Mumbai  
Date: 3<sup>rd</sup> September, 2015

As required in terms of Clause 49 of the Listing Agreement, the details of the Directors retiring by rotation and eligible for appointment/additional Director and A brief profile of Independent Directors to be appointed are furnished below:

Name of Director	Rakeshchand M. Jain
DIN No	00187350
Age	55 Year
Qualification	B.com
Expertise	Depth Knowledge in Finance, Textile and Real Estate
Other Directorship as on 31 <sup>st</sup> March, 2015 (Excluding Pvt. Companies)	---
No. of Equity Shares held	---
Relation Ship with other Directors	None of Directors are related to Mr. Rakeshchand M Jain

**By Order and on behalf of the board**  
Sd/-

Rakeshchand M. Jain  
Chairman & Managing Director

Place: Mumbai  
Dated: 3<sup>rd</sup> September, 2015

**DIRECTOR'S REPORT**

Your directors present herewith the 24<sup>th</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2015:-  
(Amount in Lac)

<b>FINANCIAL RESULTS</b>	2014-15	2013-14
Revenue from operations	304.11	2308.35
Other Income	168.27	129.52
Less: Operational & Other expenses	319.91	2221.59
Profit/(Loss) before Depreciation	152.47	216.30
Less: Depreciation	3.15	3.03
Less: Finance Cost	6.64	—
Profit/ (Loss) Before Taxation	142.68	213.27
Less: Provision for Tax	46.60	69.17
Less: Prior Year's Income Tax	9.16	—
Net Profit After Tax	86.92	144.10

**REVIEW OF OPERATIONS :**

For the year ended March 2015, your Company has recorded revenue of Rs.304.11 lacs as compared to Rs. 2308.35 lacs in the previous year. The company has generated net profit of Rs. 86.92 lacs as against net profit of Rs. 144.10 lacs in the previous year.

**TRANSFER TO RESERVES :**

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

**DIVIDEND:**

Your Directors decided to plough back the profit and therefore dividend is not declared.

**SHARE CAPITAL:**

During the year under review, there were no changes in the capital structure of the Company. As on 31st March 2015, the paid up capital of the Company was Rs. 39,22,66,900/- comprising of 78453380 equity shares of Rs. 5/- each.

**DIRECTORS:**

Mr. Rakeshchand M. Jain is Managing Director of the Company, who is liable to retire by rotation and eligible to offer himself for re-appointment.

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

Ms. Madhuri A Gupta was appointed as an Additional Director on 2nd March, 2015. Her appointment as Independent Women Director had been confirmed by Shareholders by way of postal ballot dated 13<sup>th</sup> April, 2015 for a period of 5 years.

Mr. Harish R Jain has resigned from the directorship w.e.f. 25<sup>th</sup> February, 2015. The Board place on record its appreciation for the service rendered by him during the tenure with the Company.

**BOARD INDEPENDENCE:**

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges 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 in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:-

MS. Madhuri A. Gupta

Mr. H. P. Chourasia

Mr. S. L. Ojha

**BOARD EVALUATION**

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual

evaluation needs to be made by the Board of its own performance and that of its committees and individual directors.

The Evaluation was carried out by Board during the year

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

**NUMBER OF MEETINGS OF THE BOARD:**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The Board met nine times during the financial year, the details of which are given in the *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

**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 appended as Annexure to this Report

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**COMMITTEES OF THE BOARD:**

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

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

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", a part of this Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (C) OF THE COMPANIES ACT, 2013**

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis



except for certain financial instruments, which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). There are no material departures from prescribed accounting standards in the adoption of these standards.

The directors confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed.
2. 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 profit of the Company for the year ended on that date.
3. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts on a going concern basis.
5. The directors have laid down internal financial controls, which are adequate and are operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

#### RISKS AND MANAGEMENT POLICY

The Company has in February 2015 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 Management Committee (RMC) charter. The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement. . The said policy is attached as Annexure to this report.

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.

#### 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.

#### AUDITORS AND AUDITOR'S OBSERVATIONS:

##### 1. Statutory Auditor

During the Current financial year Messrs Vasu & Co. Statutory Auditor of the company has resigned due to orthopedic medical problem and hence Messrs **V. R. Renuka & Co**, Chartered Accountants, Mumbai have been appointed as statutory auditor of the company. The said appointment has been Confirmed by shareholders dated 13.04.2015

Messrs **V. R. Renuka & Co**, Chartered Accountants, Mumbai, hold office up to the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommends their re-appointment for a term of four consecutive years from the conclusion of twenty fourth Annual General Meeting up to the conclusion of twenty eighth Annual General Meeting of the Company in the calendar year 2019. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment

#### COMMENTS ON STATUTORY AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by M/S. V. R. Renuka, Statutory Auditors, in their Audit report. 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.

**2. Secretarial Auditor** Mr. Shreyans Kumar Jain, Practicing Company Secretary, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report in Form MR-3 for FY 2014-15 as annexed to this Report.

During the Secretarial Audit following observation made by Mr. Shreyance Kumar Jain, Practicing Company Secretary:

- a) In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have whole time Key Managerial Personnel (KMP) as specified in clause (i), (ii) & (iii) of sub - Section (1) of the said Section, however the Company yet to appoint the KMP under clause (ii) & (iii) and the time allowed to comply with the said requirement is already elapse.
- b) At certain instances there's delay in filing of Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) At certain instances there's delay in submission of Disclosures under SEBI (Prohibition of Insider Trading) Regulations 1992.

#### COMMENTS ON OBSERVATION BY SECRETARIAL AUDITOR

As Concern with point no. (a) Company already appointed Mr. Rakeshchand M Jain as a Managing Director on the Board, Company has also appointed Company Secretary in Board Meeting held on 3<sup>rd</sup> September, 2015. As concern with appointment of CFO our Management Including Managing Director is capable to handled all such issue smoothly & Conveniently and hence appointment of CFO is not required at this time.

As Concern with point no.(b) & (c) due to the oversight company has delayed in filing the disclosure mentioned in said points.

#### INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures

#### MANAGEMENT DISCUSSION AND ANALYSIS:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report.

#### DEPOSITS:

During the year, the Company has not accepted any deposits under the Companies Act, 2013

**CORPORATE GOVERNANCE:**

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is also published elsewhere in this Annual Report.

**VIGIL MECHANISM**

The Company has established a Whistleblower policy mechanism for Directors and employees to report their genuine concerns, details of the said mechanisms is annexed to this 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.

**Related Party Transactions**

There have been related party transactions between the Company and the Directors, or their relatives. Accordingly, particulars of transactions with related parties referred to in Section 188(1) along with the justification for entering into such Transaction in Form AOC-2 is annexed to this Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

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

**PARTICULARS OF EMPLOYEES**

During the year under review, Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the MGT-9 and in notes in Financial accounts.

**SUBSIDIARIES COMPANIES:**

The Company does not have any subsidiary Company.

**DELISTING FROM MADRAS STOCK EXCHANGE (MSE):**

The intimation for delisting of its Equity shares has been communicated to the Madras Stock Exchange as per the Resolution passed by the shareholders in the last AGM for FY 2011-12.

**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, 2015, 84.12% of the Company's paid-up share capital representing 7,84,53,380 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 EARNING 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 earnings and 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 and bankers. The Directors are also thankful to the shareholders for their unstinted support to the Company.

**By Order and on behalf of the board**  
**Sd/-**

Rakeshchand M.Jain  
Chairman & Managing Director

Place: Mumbai

Dated: 3<sup>rd</sup> September, 2015

**Registered Office:**

310 V star Plaza, 'A' wing,

Chandavarkar Road,

Borivali (w)

Mumbai – 400 092 (Maharashtra)



**ANNEXURES TO THE DIRECTOR'S REPORT  
DETAILS OF REMUNERATION PAID AND POLICY OF NOMINATION AND  
REMUNERATION COMMITTEE**

	as on 31.03.2015 (Rs.)	as on 31.03.2014 (Rs.)
<b>1. Remuneration paid to Managing director</b>		
Rakeshchand M Jain - Managing Director	3,60,000	3,00,000
<b>2. Remuneration paid to independent directors</b>	Nil	Nil
<b>3. Employed for part of the year with an average salary above 5 lakh per month</b>	Nil	Nil
<b>4. Nomination and remuneration policy</b>		

**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 the Companies Act, 2013 and the Listing Agreement 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:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- To formulate the criteria for evaluation of performance of all the Directors on the Board;
- To devise a policy on Board diversity; and
- 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**

- 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.
- 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
  - the Managing Director or the Chief Executive Officer;
  - the Company Secretary; and
  - 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 Listing Agreement

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:-

- Size and composition of the Board:**  
Periodically reviewing the size and 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;
- Directors:**  
Formulate the criteria determining qualifications, positive attributes and independence of a Director and 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;
- Succession plans:**  
Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;
- 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.
- 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.
- Remuneration framework and policies:**  
The Committee is responsible for reviewing and making recommendations to the Board on:
  - the remuneration of the Managing Director-KMPs
  - 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;
  - 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
    - attract and motivate talent to pursue the Company's long term growth;
    - 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 and 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 and ascertain the integrity, qualification, expertise and experience of the person for appointment 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 and 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 and 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, and length of service under the supervision and 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 and rules thereunder and requirements of Clause 49 of the Listing Agreement with the stock exchanges.
- 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, and 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.

This Policy is updated on May 29, 2015.

**WHISTLEBLOWER POLICY**

As part of our corporate governance practices, the Company has adopted the Whistleblower policy that covers our directors and employees. The policy is provided herewith pursuant to Article 7(iii) of Annexure XII to the Listing Agreement. The policy is also available on our website,

**Introduction**

S R K Industries Ltd. (SRK) ("**Company**") believes in conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture where it is safe for all employees to raise concerns about any fraudulent or unacceptable practice and any event of misconduct. Vigil Mechanism / Whistle Blower Policy (The Policy) is a device to help alert and responsible individuals to bring to the attention of the Management, promptly and directly, any unethical behavior, suspected fraud or abrasion or irregularity in the Company practices which is not in line with Code of Business Principles or the law of the land, without any fear or threat of being victimised.

This Policy is issued pursuant to Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and clause 49 of the Listing Agreement.

The Company is committed to provide adequate safeguards against victimization of employees and directors or other persons who avail of such mechanism and also provide for direct access to the Chairperson of the Audit Committee or the Director nominated by the Audit Committee, as the case may be, in exceptional cases.

**a) Address for Communication :**

The Whistle Blower shall send his/her Grievance / concern / Complaint / irregularities ("Complaint") by sending a mail to E-mail: [whistleblower@srkindltd.co.in](mailto:whistleblower@srkindltd.co.in) . Alternatively he/she may write a letter addressed to the following address.

The Managing Director  
S R K Industries Limited  
310 V star Plaza,  
Chandavarkar Road,  
Borivali (w), Mumbai – 400 092

The Complaint raised will be placed by the Managing Director before an appropriate Committee for investigation. The Committee will investigate the Complaint and if it finds no merit or materiality in the Complaint, the said Complaint will be closed and intimation will be sent to Whistle Blower within reasonable period and in any case not exceeding 90 days from the receipt of Complaint. The Committee shall give an opportunity of being heard to the Whistle Blower and the enquiry/investigation will be conducted following the principles of natural justice.

However, if any merit is found in the Complaint, the Committee may call for an independent inquiry which may be referred to the External Auditor or any external agency. However at every stage of inquiry and before final decision is taken, the person complained against, shall be given an opportunity of being heard and such enquiry will be conducted following principles of natural justice. On receipt of the outcome of the external investigation, the Report will be placed before an appropriate authority for final order. Whistle Blower shall be communicated a final decision. In case of any criminal action that may be required/advised to be initiated, the Chairman of the Company will take a final decision.

**b) Protection**

- (i) No unfair treatment will be given to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization of Whistle Blower. Complete protection will, be given to Whistle Blower against any unfair practice like threat or termination / suspension of service, disciplinary action, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's

right to continue to perform his duties/functions including making further Protected Disclosure.

- (ii) The Company will do its best to protect confidentiality of an identity of the Whistle Blower.
- (iii) If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. However, if a complaint is found to be malicious or vexatious or made with any ulterior motive or mala fide intention, appropriate disciplinary action will be taken.
- (iv) The Company will not entertain anonymous / frivolous grievance.

**c) Reporting:**

- A quarterly report with number of Complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board periodically.
- Details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report.

**d) Coverage of Policy:**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- a) Abuse of authority;
- b) Breach of contract;
- c) Negligence causing substantial and specific danger to public health & safety;
- d) Manipulation of company data/records;
- e) Financial irregularities, including fraud, or suspected fraud;
- f) Criminal offense;
- g) Pilferage of confidential/proprietary information;
- h) Deliberate violation of law/regulation;
- i) Wastage/misappropriation of company funds/assets;
- j) Breach of employee Code of Conduct or Rules; and
- k) Any other unethical, biased, favoured, imprudent event

**COMMUNICATION**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

**RETENTION OF DOCUMENTS**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

**ADMINISTRATION AND REVIEW OF THE POLICY**

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

**MODIFICATION**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

**RISK MANAGEMENT POLICY**

The Company has in October 2014 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

The Committee has also approved and adopted Risk Committee (RMC) charter. The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

To have better focus on governance, the Company constituted a Management Committee viz., the Group Risk Review Committee to identify, assess, review and mitigate risks. The Committee comprises the Managing Director and other senior management personnel as its members. This Committee has the primary responsibility of implementing the Risk Management Policy of the Company and achieving the stated objective of developing a risk intelligent culture that supports decision making and helps improve Company performance

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.

The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management. The Committee reviews the risk management practices and actions deployed by the Management with respect to identification, impact assessment, monitoring, mitigation and reporting of key risks while trying to achieve its business objectives

Further, the Committee endeavors to assist the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy. The Committee also guides Management in developing the risk management policy and in implementing an appropriate risk management system/framework for the Company.

The Board takes responsibility for the overall process of risk management in the organisation. Through Enterprise Risk Management programme, Business Units and Corporate functions address opportunities and the attendant risks through an institutionalized approach aligned to the Company's objectives. This is facilitated by internal audit. The business risk is managed through cross functional involvement and communication across businesses. The results of the risk assessment and residual risks are presented to the senior management. Prior to constituting the RMC, the Audit Committee was a reviewing business risk area covering operational, financial, strategic and regulatory risks.

**By Order and on behalf of the board**

Sd/-

Rakeshchand M. Jain  
Chairman & Managing Director

Place: Mumbai

Dated: 3<sup>rd</sup> September, 2015



## ANNEXURE TO THE DIRECTORS' REPORT

**I 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 at least seven days in advance, & a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I 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.

**By Order and on behalf of the board**

Sd/  
Rakeshchand M. Jain  
Chairman & Managing Director

Place: Mumbai

Dated: 3<sup>rd</sup> September, 2015

**Annexure to the Directors Report**

Form no. AOC-2

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:**

(a)	Name(s) of the related party and nature of relationship:	NIL
(b)	Nature of contracts/arrangements/transactions:	NIL
(c)	Duration of the contracts / arrangements/transactions:	NIL
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
(e)	Justification for entering into such contracts or arrangements or transactions	NIL
(f)	Date(s) of approval by the Board:	NIL
(g)	Amount paid as advances, if any:	NIL
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	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:	Not applicable	Not applicable
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Not applicable	Not applicable
(e) Date(s) of approval by the Board:	---	---
(f) Amount in Rs.	125000	149000
g) Justification for entering into such contracts or arrangements or transactions	Premises Located at Strategic Location	Premises Located at Strategic Location & vehicle for office use

**Annexure to Directors' Report**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

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

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,

The Members,

**S R K Industries Limited**

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

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 31st March, 2015 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 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**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);**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not Applicable to the Company during the Audit Period);**
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), 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 Key Managerial Personnel (KMP) as specified in clause (i), (ii) & (iii) of sub - Section (1) of the said Section, however the Company yet to appoint the KMP under clause (ii) & (iii) and the time allowed to comply with the said requirement is already elapse.
- ii. At certain instances there's delay in filing of Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iii. At certain instances there's delay in submission of Disclosures under SEBI (Prohibition of Insider Trading) Regulations 1992.

#### 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 in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place: Mumbai  
Date: 3<sup>rd</sup> September 2015

Shreyans Jain  
(Proprietor)  
ACS No. 18839  
C.P. No. 9801

### EXTRACT OF ANNUAL RETURN

#### Form No. MGT-9

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

#### I. REGISTRATION & OTHER DETAILS:

CIN	L17121MH1991PLC257750
Registration Date	15.12.1994
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)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Textile	99651253	64.38
2	Financial related services	99711359	32.55

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

Sr. No.	Name and Address of the Company	CIN/GLN	Holding, Subsidiary & Associate Companies	% of shares held	Applicable Section
1.	Maxgain Advisory Private Limited	U74140MH2009PTC196701	Associate Company	25.51%	2(6)
2.	Island Media And Entertainment Pvt. Ltd.	U92412MH2009PTC196690	Associate Company	25.51%	2(6)
3.	Premium Multitrade Private Limited	U51901MH2006PTC161677	Associate Company	20.66%	2(6)
4.	Suryadeep Commercial Private Limited	U74990MH2009PTC196689	Associate Company	50.00%	2(6)
5.	Subhmangal Sales Private Limited	U51909WB2011PTC156916	Associate Company	27.02%	2(6)
6.	Jintan Vanijya Private Limited	U51909WB2011PTC158662	Associate Company	27.02%	2(6)
7.	Sairam Tradecomm Private Limited	U51909WB2011PTC158670	Associate Company	40.72%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Category-wise Share Holding)									
V. Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% 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>Total shareholding of Promoter (A)</b>	<b>20647962</b>	<b>22</b>	<b>20647984</b>	<b>26.32</b>	<b>20647962</b>	<b>22</b>	<b>20647984</b>	<b>26.32</b>	<b>0</b>
<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	100
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>150500</b>	<b>Nil</b>	<b>150500</b>	<b>0.19</b>	<b>100</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	31618730	11141025	42759755	54.50	34683057	11341025	46024082	58.66	92.91
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	449585	377708	827293	1.05	346849	376068	722917	0.92	-14.44
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11591207	25780	11616987	14.81	8716170	725780	9441950	12.04	-23.03
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI (Repat & Non Repat)	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	687145	Nil	687145	0.88	702552	Nil	702552	0.90	2.24
Trusts	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	1901493	Nil	1901493	2.42	749474	Nil	749474	0.96	-153.17
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

B) Shareholding of Promoter -								
SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change 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 P. Ltd.	5148624	6.56	0	5148624	6.56	0	0
2	Maxgain Advisory Pvt Ltd	5132196	6.54	0	5132196	6.54	0	0
3	Rekha Jain	3476378	4.43	0	3476378	4.43	0	0
4	Rakeshchand M. Jain	3432090	4.37	0	3432090	4.37	0	0
5	Sorabh Rakesh Jain	1776190	2.26	0	1776190	2.26	0	0
6	Sanket Rakesh Jain	1682484	2.14	0	1682484	2.14	0	0
7	Birendra Kumar Jain	22	0.00	0	22	0.00	0	0

**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	
		No. of shares	% of total shares of company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
1	Vikrant Construction Pvt. Ltd.	1875982	2.39	1875982	2.39
2	Chanda Cast Iron Industries Pvt. Ltd.	1287305	1.64	1287305	1.64
3	Barun Kumar Das	1060381	1.35	0	0
4	Jayant Secutiry & Finance Ltd.	1043539	1.33	1043539	1.33
5	Bhuvi Infrabuild Pvt. Ltd.	1001828	1.28	1001828	1.28
6	Sudeb Ghosh	993781	1.27	205167	0.26
7	Ecospace Infotech Pvt. Ltd.	826312	1.05	59156	0.07
8	Overarching Dealers Pvt. Ltd.	819852	1.05	36000	0.05
9	Symmetrical Properties Pvt. Ltd.	790850	1.01	783850	1.00
10	Indrawati Nirman Pvt. Ltd.	0	0	792500	1.01
11	Trishla Vyapaar Private Limited	0	0	2335199	2.98
12	S.L. Trades & Finance India Pvt. Ltd.	0	0	1990400	2.54
13	Goldmine Stocks Pvt. Ltd.	0	0	943428	1.20
14	Rajrath Merchants Pvt. Ltd.	0	0	820344	1.05
15	Everstrong Estate Advisory Pvt. Ltd.	0	0	783684	1.00
16	Samudhita Dealers Private Limited	0	0	780427	0.99

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

SN	Shareholding of each Directors and 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	5440484	0	5440484
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	5440484	0	5440484
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	7938112	0	7938112
* Reduction	0	1651760	0	1651760
<b>Net Change</b>	0	6286352	0	6286352
<b>Indebtedness at the end 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

#### XI. 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/WTD/Manager				Total Amt. (in Rs.)
		Rakeshchand M Jain Managing Director				
Rupees						
1	Gross salary	3,60,000	0	0	0	3,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	0	0	0	3,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission-as % of profit-others, specify...	00	00	00	00	00
5	Others, please specify	0	0	0	0	0
	<b>Total (A)</b>	3,60,000	0	0	0	3,60,000
	Ceiling as per the Act (with approval of shareholders)					

B. Remuneration to other directors

S N.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr.Harish R. Jain	Ms.Madhuri A Gupta	Mr. H.P. Chourasia	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	NIL	NIL	NIL	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
	<b>Total (2)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (B)=(1+2)</b>	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act (1,00,000 Per Meeting)	NIL	NIL	NIL	NIL	NIL

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

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

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

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

**MANAGEMENT DISCUSSION 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 2014-15, the Company was able to achieve total income from operations of Rs.472.38 lacs as compared to Rs. 2437.87 lacs in the previous year & made a Net profit after tax of Rs. 86.92 lacs as compare to Rs. 144.10 Lacs in the previous year.

**FUTURE DEVELOPMENT :-**

The company's future is looking bright due to new development plan of Government of Maharashtra for development of property.

**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 behaviour such as: unwelcome physical contact; a demand or request for sexual favours; sexually coloured 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 behaviour 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 continued to pursue its agenda on social responsibility 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.

**By Order and on behalf of the board**  
**Sd/-**

Rakeshchand M. Jain  
Chairman & Managing Director

Place: Mumbai

Dated: 3<sup>rd</sup> September, 2015

**REPORT ON CORPORATE GOVERNANCE**

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:**

SRK has Board with optimum combination of Executive and Non-Executive Directors. Non-Executive Directors include independent professionals with experience in business, finance, development of housing project, taxation and technology. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Clause 49.

The Company believes that ethics are very important in any business as they are directly related to the goodwill of the Company.

The Corporate Governance Policy of the Company is based on principles of equity and ensures the following:

- Proper composition of the Board of Directors;
- Timely dissemination of material information to the Stakeholders concerning their interests;
- Adequate Internal Checks and Balances;
- Transparency and Accountability; and
- Compliance with the applicable laws and regulations.

The statutory requirement of Corporate Governance envisages transparency full disclosure and independent monitoring of the state of affairs and being fair to the Shareholders. Our Philosophy is to protect the interest of Investors.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2015, 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 / Promoter	1	Nil	Nil
Mr. Harish R Jain**	Director Non Executive & Independent Director	Nil	Nil	Nil
MS. Madhuri A Gupta***	Director Non Executive & Independent Director	Nil	1	2
Mr. H. P. Chourasia	Director Non Executive & Independent Director	Nil	1	1
Mr. S. L. Ojha	Director Non Executive & Independent Director	Nil	1	Nil

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

\*\*Mr. Harish R Jain has resigned on 25.02.2015

\*\*\*MS Madhuri Gupta has been appointed on 02.03.2015.

**Details of shareholdings of Directors as on March, 2015**

The number of equity shares of face value Re. 1 each of the Company held by the Directors on March 31, 2015 is as under:

Mr. Rakeshchand M. Jain	Managing Director	3432090
Ms. Madhuri A. Gupta	Director	NIL
Mr. H. P. Chourasia	Director	NIL
Mr. S. L. Ojha	Director	NIL

**BOARD MEETINGS AND ATTENDANCE**

Nine meetings were held during the year 2014-15. The dates on which the said meetings were held are 22.04.2014, 29.05.2014, 14.08.2014, 01.09.2014, 30.10.2014, 14.11.2014, 15.01.2015, 05.02.2015 and 02.03.2015. The maximum interval between any two Board Meetings was not more than 4 months.

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	9	9	Yes
Mr. Harish R Jain*	9	5	Yes
Mr. Kamal s Jain**	9	1	No
MS. Madhuri A Gupta***	9	1	No
Mr. H. P. Chourasia	9	7	Yes
Mr. S. L. Ojha	9	7	Yes

\*Mr. Harish R Jain has resigned on 25.02.2015

\*\* Mr. Kamal S Jain has resigned on 29.05.2014

\*\*\*MS Madhuri Gupta has been appointed on 02.03.2015.

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.

**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.srkindltd.co.in](http://www.srkindltd.co.in).

**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 2014-2015.

**For S R K Industries Limited**  
Sd/-  
**Rakeshchand M. Jain**  
Chairman & Managing Director

Place: Mumbai

Date: 3<sup>rd</sup> September, 2015



**CEO CERTIFICATION:**

As required under Clause 49 of the Listing Agreement, the CEO certification on the financial statements and other matters has been obtained from Mr. Rakeshchandra M. Jain, Managing Director of the Company and is annexed with this report.

**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, 2015.

**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.  
5 (five) meetings were held during the year under review on 29.05.14, 14.08.14, 14.11.14, 15.01.15 and 02.03.2015.

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

Name of the Director	Designation	Category	No. of Meeting held	No. of Meetings attended
Mr. Harish R Jain*	Chairman	Non-Executive/ Independent Director	5	4
Ms. Madhuri A Gupta**	Chairman	Non-Executive/ Independent Director	5	1
Mr. S.L.Ojha	Member	Non-Executive/ Independent Director	5	4
Mr. H. P. Chourasia	Member	Non-Executive/ Independent Director	5	4

\*Mr. Harish R Jain has resigned on 25.02.2015

\*\*MS Madhuri Gupta has been appointed on 02.03.2015.

**I. NOMINATION AND REMUNERATION COMMITTEE:**

The Board has constituted the "Nomination and Remuneration Committee" of the Board on 5<sup>th</sup> February, 2015. This is in line with the requirements under the New 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 Circular dated April 17, 2014 and September 15, 2014 for amendment to Equity Listing Agreement (which is to be effective from October 1, 2014) and such other the amendments and re-enactment thereof from time to time.

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 2 (Two) times in the year to review on 05.02.15 & 02.03.2015

Name of the Director	Designation	Category	No. of Meeting held	No. of Meetings attended
Mr. Harish R Jain*	Chairperson	Non-Executive/ Independent Director	2	1
Ms. Madhuri A Gupta**	Chairperson	Non-Executive/ Independent Director	2	NIL
Mr. S.L.Ojha	Member	Non-Executive/ Independent Director	2	2
Mr. H. P. Chourasia	Member	Non-Executive/ Independent Director	2	2

\*Mr. Harish R Jain has resigned on 25.02.2015

\*\*MS Madhuri Gupta has been appointed on 02.03.2015.

Mr. Rakeshchand M Jain was appointed as Managing Director of the company w.e.f. 01.02.2013 for a period of Three years. The appointment is on contractual basis. The elements of remuneration package comprises salary and perquisites approved by the shareholders in the AGM of 2012-13. During the year 2014-15, total remuneration paid to him amounted to Rs. 3,60,000/-.

### III. STOCKHOLDERS RELATIONSHIP COMMITTEE:

The Stockholder Relationship Committee comprises Ms. Madhuri A Gupta, Independent Director, Mr. S.L. Ojha, Independent Director, Mr. H.P. Chourasia, Independent Director and committee is chaired by Ms. Madhuri A Gupta.

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](http://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 make 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 5 (Five) times in the year on 29.05.14, 14.08.14, 14.11.14, 15.01.15 and 02.03.2015.

Name of the Director	Designation	Category	No. of Meeting held	No. of Meetings attended
Mr. Harish R Jain*	Chairperson	Non-Executive/ Independent Director	5	3
Ms. Madhuri A Gupta**	Chairperson	Non-Executive/ Independent Director	5	1
Mr. S.L.Ojha	Member	Non-Executive/ Independent Director	5	4
Mr. H. P. Chourasia	Member	Non-Executive/ Independent Director	5	4

\* Resigned w.e.f. 25/02/2015

\*\* Appointed as Director w.e.f. 02.03.2015

Company has received only 1 (one) investors complaint during the year ended March 31, 2015 regarding share transfer and the same has been resolved.

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

The policy is provided herewith pursuant to Article 7(iii) of Annexure XII to the Listing Agreement. The policy is also available on our website,

### IV. RISK MANAGEMENT COMMITTEE

The Company has in October 2014 constituted a Risk Management Committee (RMC). The Committee has also approved and adopted Risk Committee (RMC) charter.

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement (for Policy on Risk Management refer Annexure to Directors' Report. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The committee met 2 (Two) times in the year on 14.10.2014 and 15.01.2015.

Name of the Director	Designation	Category	No. of Meeting held	No. of Meetings attended
Mr. Harish R Jain	Chairperson	Non-Executive / Independent Director	2	2
Mr. S.L.Ojha	Member	Non-Executive / Independent Director	2	2
Mr. H. P. Chourasia	Member	Non-Executive / Independent Director	2	2

#### Meeting of Independent Directors:

The Company's Independent Directors met on 21st March, 2015 without the presence of the Managing Director & CEO, 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, 2015 are given below:

Name of the Director	Directorship	Members Committee	Chairmanship of Committee
Mr. Harish R Jain*	Nil	-	-
Ms. Madhuri A Gupta**	Nil	1	2
Mr. H. P. Chourasia	Nil	2	1
Mr. S.L.Ojha	Nil	3	-

+ Memberships/Chairmanships in Audit Committee and Stakeholders' Relationship Committee, including those in S R K Industries Limited.

\* Mr. Harish R Jain has resigned on 25.02.2015

\*\*MS Madhuri Gupta has been appointed on 02.03.2015.

#### POSTAL BALLOT

During the financial year 2014-15, the Company passed the following special resolutions by postal ballot:

Special Resolution	Votes Cast in favour of		Vote cast Against		Date of declaration of results
	No. of Votes	%	No. of Votes	%	
Authorizing Board under Section 186 sub-section (2) of the Companies Act, 2013	24786264	31.59	Nil	Nil	April 13, 2015
Authority to the Board under Section 180(1) (a) of the Companies Act, 2013	24786264	31.59	Nil	Nil	April 13, 2015
<b>Ordinary Resolution</b>					
Appointment of Statutory Auditor to fill casual vacancy	24786264	31.59	Nil	Nil	April 13, 2015
Appointment of Ms. Madhuri Gupta, as an Independent Director of the Company	24786264	31.59	Nil	Nil	April 13, 2015

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions as well as ordinary resolutions on the items detailed above, vide postal ballot. The above postal ballot includes, seeking shareholders' approval, pertaining to the appointment of women independent director by way of postal ballot, passed as ordinary resolutions. Mr. Shreyans Kumar Jain, Practicing Company Secretaries was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

#### COMPLIANCE WITH NON-MANDATORY REQUIREMENTS OF CLAUSE 49 OF THE LISTING AGREEMENT

Clause 49 of the Listing Agreement ('the Clause') mandates us to obtain a certificate from either the auditors or practicing Company Secretaries regarding the compliance to conditions of corporate governance as stipulated in the Clause, and append the certificate with the *Board's report*, which is sent annually to all our shareholders. We have obtained a certificate to this effect, which is provided as an Annexure to the *Board's report*. The Clause further states that the non-mandatory requirements may be implemented as per our discretion. However, the disclosures of compliance with mandatory requirements, and the adoption (and compliance) / non-adoption of the non-mandatory requirements shall be made in this section of the Annual Report.

#### 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
2013-14 (a)	Monday, 29.09.2014	9.30 a.m.	310 V star Plaza, 'A' Wing, Chandavarkar Road, Borivali (w), Mumbai – 400 092
2012-13 (b)	Friday, 13.09.2013	11.30 a.m.	11/5 D1, Pappampatti Road, Post : Kannampalayam, Coimbatore-641 402
2011-12 (c)	Tuesday, 10.07.2012	11.00 a.m.	11/5 D1, Pappampatti Road, Post : Kannampalayam, Coimbatore - 641 402

ii. The following special resolutions were passed at the previous three Annual General Meetings:

#### a) AGM held on 10th July, 2012

Approval by special resolution for remuneration paid to Mr. Rakeshchand M. Jain, Executive Director of the Company

#### b) AGM held on 13th September, 2013

a) Appointment of Messrs Vasu & Co, Chartered Accountants, as statutory Auditors u/s 224 and 225

b) Approval by special resolution for split of Equity share from Face Value of Rs. 10/- to Rs.5/-

c) Approval by special resolution for remuneration paid to Mr. Rakeshchand M. Jain, Managing Director of the Company.

d) Shifting of Registered office from Coimbatore (Tamilnadu) to Mumbai (Maharashtra) by passing special resolution.

#### c) AGM held on 29th September, 2014

a) Appointment of Messrs Vasu & Co, Chartered Accountants, as statutory Auditors u/s 139 of the Companies Act, 2013.(Now Resigned)

b) Appointment of Mr. Harish R. Jain, as an Additional Director For a term of 5 years

c) Appointment of Mr. Shailesh Ojha, as an Additional Director For a term of 5 years

d) Appointment of Mr. H.P. Chaurasia, as an Additional Director For a term of 5 years

Since the Company is listed entity, all resolutions are required to be passed through E-voting.

**B. DISCLOSURES:****1. Related Party Transactions:**

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

**2. 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 2014-2015, 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.

**3. Details of shareholding of the Directors as on 31st March, 2015:**

Rakeshchand M. Jain	3432090 Equity Shares (4.37%)
Madhuri A Gupta	Nil
H. P. Chourasia	Nil
S. L. Ojha	Nil

**C. SHARE HOLDERS INFORMATION :****a. MEANS OF COMMUNICATION:**

All material information & financial results of the Company is promptly sent to the Bombay Stock Exchange immediately after the same are considered by the Board.

**b. GENERAL SHAREHOLDERS INFORMATION:****Annual General Meeting (AGM)**

The 24<sup>th</sup> AGM of the Company will be held on:

Day, Date and Time: Tuesday, 29th September, 2015 at 10.30 a.m.

Venue: Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091.

The next financial year of the Company is April 1, 2015 to March 31, 2016.

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

**For the Quarter Ending**

	Time period
June 30, 2015	2 <sup>nd</sup> week of August, 2015
September 30, 2015 (Quarter as well as Half Year)	2 <sup>nd</sup> week of November, 2015
December 31, 2015	2 <sup>nd</sup> week of February, 2016
March 31, 2016	2 <sup>nd</sup> week of May, 2016

**Book closure:**

26th September, 2015 to 29th September, 2015 (both days inclusive)

**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 Bombay Stock Exchange Limited.

Bombay Stock Exchange Limited (BSE), Phiroze Jeejee bhoy Towers, Dalal Street, Fort, Mumbai – 400 001

**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 2015-16 have been paid to Bombay Stock Exchange Limited.****g. Market Price Data (Face Value of Rs. 5/-per share)**

Month	Bombay Stock Exchange Limited (Rs.5 Per share)	
	High	Low
April 2014	37.75	24.20
May 2014	25.40	14.35
June 2014	32.82	14.30
July 2014	44.60	33.45
August 2014	37.40	16.15
September 2014	16.15	12.05
October 2014	14.38	12.05
November 2014	18.90	12.24
December 2014	32.70	18.00
January 2015	37.20	28.90
February 2015	50.85	35.50
March 2015	56.00	42.45

**h. Category-wise shareholding pattern as on March 31, 2015:**

S.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	Nil	Nil
4	FII/Foreign Bodies	150500	0.19
5	Private Corporate Bodies	46024082	58.65
6	Indian Public	10164867	12.96
7	NRIs/OCBs	13921	0.02
8	Clearing Member	702552	0.90
9	Hindi Un-divided Family	749474	0.96
	Total	78453380	100.00

**i. Distribution of Shareholding as on March 31, 2015:**

Category	Shareholders		Face Value of Rs. 5/- Per Share	
	Numbers	% of Shareholders	Amount (in Rs.)	% of Amount
1-5000	1254	78.52	1,281,500	0.33
5001-10000	56	3.51	400,890	0.10
10001-20000	40	2.50	538,520	0.14
20001-30000	15	0.94	364,685	0.09
30001-40000	4	0.25	139,695	0.04
40001-50000	10	0.63	474,135	0.12
50001-100000	31	1.94	2,214,065	0.56
100001 and Above-	187	11.71	386,853,410	98.62
Total	1597	100.00	392,266,900	100.00



**j. Members holding more than 1% of the paid-up share capital as on MARCH 31, 2015 (Other than promoter)**

Sr. No.	Name of the shareholder	No. of shares	% of holding
1	Trishla Vyapaar Private Limited	2335199	2.9765
2	S. L. Trades And Finance India Pvt Ltd.	1990400	2.5370
3	Vikrant Constructions Pvt Ltd.	1875982	2.3912
4	Chanda Cast Iron Industries Pvt.Ltd.	1287305	1.6409
5	Jayant Security And Finance Ltd.	1043539	1.3301
6	Bhuvi Infrabuild Private Limited	1001828	1.2770
7	Rajrath Merchants Pvt. Ltd.	820344	1.0456

**k. Status report on number of shareholder requests / complaints received and resolved by the Company during the Year ended MARCH 31<sup>st</sup> 2015:**

Nature of Correspondence	No. of cases received and resolved
Non-Transfer / receipt of shares	1

**l. Registrar and Share Transfer Agent**

Purva Sharegistry (India) Pvt. Ltd, Unit No.9, Shiv Shakti Ind. Estate, opp. Kasturba hospital Lane, Lower Parel (East), 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, Listing Agreement and other applicable rules and regulations.

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

**For and On behalf of the Board of Directors**  
**S R K Industries Limited**  
sd/-

Rakeshchand M. Jain  
Chairman & Managing Director

Place: Mumbai

Dated: 3<sup>rd</sup> September, 2015

**Registered Office:**

310 V star Plaza, 'A' wing,  
Chandavarkar Road,  
Borivali (w)  
Mumbai – 400 092 (Maharashtra)

**CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION**

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

a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our 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 our 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. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit committee

- i. Significant changes in internal control during the year;
- 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 we 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.

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

**Rakeshchand M. Jain**  
Chairman & Managing Director

Dated: 3<sup>rd</sup> September, 2015

Place: Mumbai



**REPORT OF AUDITORS ON CORPORATE GOVERNANCE**

To,  
The Members of  
S R K Industries Limited

We have examined the compliance of the conditions of Corporate Governance of S R K Industries Limited for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement with the stock Exchange.

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.

We state that no investor grievances as at March 31, 2015 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

**V. R. Renuka & Co,**

Chartered Accountants  
FRN No. 108826W

sd/-

V.R.Renuka  
Proprietor

Memb. No.032263

Place: Mumbai

Dated : 3<sup>rd</sup> September 2015

**Independent Auditor's Report**

To the Members of  
S R K INDUSTRIES LIMITED

**Report on the 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, 2015, 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 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 financial statements to 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 financial statements based on our audit.

4. We have taken into account the provisions of Act and the Rules made thereunder 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control systems over financial reporting and the operating effectiveness of such controls. 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 financial statements.

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act 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 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:
- We have sought & obtained all the information and explanations which to the best of our knowledge & belief were necessary for the purposes of our audit;
  - In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - 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;
  - 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;
  - On the basis of the written representations received from the Directors as on March 31, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act;
  - 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:
    - The company does not have any pending litigations as at March 31, 2015;
    - The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses;
    - There has been no amount due as at March 31, 2015 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 29, 2015

#### Annexure 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, 2015**

- The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - As explained to us, all the fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of business. The frequency of verification is reasonable and no discrepancies have been noticed on such physical verification.
- The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - 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 the nature of its business.
  - On the basis of our examination of the 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.
- The Company has not granted unsecured loans to companies covered in the register maintained under section 189 of the Act. The Company has not granted any secured/unsecured loans to firms or other parties covered in the register maintained under section 189 of the Act.

  - The company has not granted any loan, hence Clause (iii)(a) is not applicable.
  - The company has not granted any loan, hence Clause (iii)(b) is not applicable.
- In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets and the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
- As per information & explanations given to us, the Central Government has not prescribed for the maintenance of cost records as required under section 148 (1) of the Companies Act, 2013.
- According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employee State Insurance Fund, Income tax, Sales Tax, Service tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added Tax and other statutory dues with the appropriate authorities.
  - According to the information and explanations given to us, there are no amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax and Cess.
  - As explained to us and on the basis of examination of the records, there was no amount due as at March 31, 2015 which was required to be transferred to the Investor Education and Protection Fund by the Company.

- (viii) The company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not taken any loans from banks and financial institutions during the year, and hence clause (ix) is not applicable.
- (x) In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by the other company during the year and hence clause (x) is not applicable.
- (xi) In our opinion and according to the information and explanations given to us, the company has not taken any term loan during the year, and hence clause (xi) is not applicable.
- (xii) 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 on or by the Company, noticed or reported during the year, nor have we been informed of any such cases by the management.

For **V. R. Renuka & Co.**  
Chartered Accountants  
Firm Registration No. 108826W

sd/-  
V. R. Renuka  
Proprietor  
M. No. 032263

Mumbai, May 29, 2015

## BALANCE SHEET AS AT 31.03.2015

PARTICULARS	Note No.	As At 31.03.2015	As At 31.03.2014
<b>A EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share Capital	1	392,266,900	392,266,900
(b) Reserve & Surplus	2	33,888,833	25,196,683
Sub Total		426,155,733	417,463,583
<b>Non- current liabilities</b>			
(a) Long term borrowings	3	4,226,837	5,440,484
(b) Deferred Tax Liability		-	-
(c) Other long term liabilities		-	-
Sub Total		4,226,837	5,440,484
<b>Current liabilities</b>			
(a) Short term borrowings	4	7,600,000	-
(b) Trade payables	5	4,225,716	10,706,501
(c) Other current liabilities	6	137,999	107,174
(d) Short term provisions	7	117,636	(680,308)
Sub Total		12,081,351	10,133,367
<b>Total</b>		<b>442,463,921</b>	<b>433,037,434</b>
<b>B ASSETS</b>			
<b>Non current assets</b>			
(a) Fixed assets			
i) Tangible assets	8	31,821	77,333
ii) Intangible assets		213,500,000	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	216,731,111	197,162,873
(d) Other non current assets	10	1,309,004	1,578,864
Sub Total		433,071,936	413,819,070
<b>Current assets</b>			
(a) Current investments	11	3,495,000	3,495,000
(b) Inventories		-	-
(c) Trade receivables	12	4,729,472	8,216,793
(d) Cash and cash equivalents	13	1,167,513	7,506,571
(e) Short -term loans and advances		-	-
(f) Other current assets		-	-
Sub Total		9,391,985	19,218,364
<b>Total</b>		<b>442,463,921</b>	<b>433,037,434</b>

**Significant Accounting Policies and Notes on Accounts** 20  
21

The Notes referred to above form and integral part of Balance Sheet  
In terms of our report of even date

For **V R Renuka & Co.**  
Chartered Accountants  
Firm Reg No: 108826W

For and on behalf of the Board

sd/-  
**V R Renuka**  
Proprietor  
**M.No: 032263**  
Place: Mumbai  
Date: 29.05.2015

sd/-  
**Rakeshchand M Jain**  
Managing Director  
Din No. 00187350

sd/-  
**Madhuri A Gupta**  
Director  
Din No. 07112614

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015			
(Amount in Rs.)			
PARTICULARS	Note No.	As At 31.03.2015	As At 31.03.2014
<b>CONTINUING OPERATIONS</b>			
Revenue from operations	14	30,411,001	230,835,383
Other Income	15	16,827,720	12,951,674
Total		47,238,721	243,787,057
<b>Expenses</b>			
(a) Purchases of Traded goods	16	29,825,822	220,453,995
(b) Employee benefits expenses	17	658,379	535,683
(c) Other Expenses	18	1,506,748	1,167,286
Total		31,990,949	222,156,964
Profit before exceptional items, extraordinary items, interest, tax, depreciation and amortisation (EBITDA)		15,247,772	21,630,093
Finance Cost		663,809	-
<b>Depreciation and amortization expense</b>	19	315,372	302,592
Profit / (Loss) before exceptional and extraordinary items and tax		14,268,591	21,327,501
<b>Exceptional items</b>		-	-
Profit / (Loss) before extraordinary items and tax		14,268,591	21,327,501
<b>Extraordinary items</b>		-	-
Profit / (Loss) before tax		14,268,591	21,327,501
<b>Tax expenses:</b>			
Provision for Income Tax		4,660,000	6,917,110
Prior years' Income Tax		916,441	-
Deferred Tax		-	-
Profit / (Loss) from continuing operations		8,692,150	14,410,391
Earnings per share of Rs 5/- each			
Basic		0.11	0.18
Diluted		0.18	0.18
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 In terms of our report of even date <b>For V R Renuka &amp; Co.</b> For and on behalf of the Board Chartered Accountants Firm Reg No: 108826W sd/- sd/- sd/- <b>V R Renuka</b> <b>Rakeshchand M Jain</b> <b>Madhuri A Gupta</b> Proprietor Managing Director Director <b>M.No: 032263</b> Din No. 00187350 Din No. 07112614 Place: Mumbai Date: 29.05.2015			

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31 <sup>st</sup> , 2015 AS PER CLAUSE 32 OF THE LISTING AGREEMENT		
PARTICULARS	31.03.2015	31.03.2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	14,268,591	21,327,501
<b>Adjustments for</b>		
Depreciation	45,512	32,732
Miscellaneous Expenditure	269,860	269,860
<b>Considered Separately</b>		
Interest Income	(15,543,260)	(12,111,674)
Finance Cost	663,809	-
<b>Operating Profit Before Working capital Changes:</b>	<b>(295,488)</b>	<b>9,518,419</b>
Trade and other receivable	3,487,321	36,559,219
Trade Payables and other liabilities	(6,449,960)	(37,239,264)
Loans & advances	(19,568,238)	(6,928,635)
Cash generated from operations	(22,826,365)	1,909,739
Direct Taxes paid	(4,778,497)	(12,138,073)
<b>Net Cash Flow From Operating Activites (A)</b>	<b>(27,604,862)</b>	<b>(10,228,334)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investment	-	5,102,495
Purchase of fixed assets	-	(1,542,950)
Interest Income	15,543,260	12,111,674
<b>Net Cash Flow From Investing Activites (B)</b>	<b>15,543,260</b>	<b>15,671,219</b>
<b>CASH FLOW FROM FINANVING ACTIVITIES</b>		
Long Term & Short Term Funds Borrowed/(Repaid)	6,386,353	(59,516)
Interim Dividend Paid	-	(3,922,669)
Tax on Dividend	-	(693,324)
Finance Cost	(663,809)	-
<b>Net Cash Flow From Financing Activites (C)</b>	<b>5,722,544</b>	<b>(4,675,509)</b>
<b>Net Increase / Decrease In CASH &amp; CASH EQUIVALENTS ( A + B + C )</b>	<b>(6,339,058)</b>	<b>767,376</b>
<b>Cash &amp; Cash Equivalents - Opening Balance</b>	<b>7,506,571</b>	<b>6,739,195</b>
<b>Cash &amp; Cash Equivalents - Closing Balance</b>	<b>1,167,513</b>	<b>7,506,571</b>
As per our attached report of even date - -		
<b>For V R Renuka &amp; Co.</b> For and on behalf of the Board Chartered Accountants Firm Reg No: 108826W sd/- sd/- sd/- <b>V R Renuka</b> <b>Rakeshchand M Jain</b> <b>Madhuri A Gupta</b> Proprietor Managing Director Director <b>M.No: 032263</b> Din No. 00187350 Din No. 07112614 Place: Mumbai Date: 29.05.2015		

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015			
Note No.	PARTICULARS	As at 31.03.2015	As at 31.03.2014
	<b>Shareholders' funds</b>		
1	<b>i SHARE CAPITAL</b>		
	<b>Authorised Capital</b>		
	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
	<b>Subscribed Issued &amp; Paid up :</b>		
	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>		
	<b>Equity Shares</b>	Units / Value(Rs)	Units / Value(Rs)
	As at the beginning of the Year	78453380/392266900	39226690/392266900
	Less: Reduction in Capital	-	-
	Add: Issued during the period for cash	-	-
	Add: Conversion of shares to Face Value to Rs.5/- per share	-	39,226,690
	Shares outstanding at the end of the period	78453380/392266900	78453380/392266900
	<b>Terms/rights attached to equity shares</b>		
	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.		
	<b>iii Details of shareholders holding more than 5 % shares in the company</b>		
	<b>Equity shares of Rs 5/-each fully paid up</b>		
		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
	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.		
2	<b>Reserve and Surplus</b>		
A	<b>Surplus in statement of profit and loss</b>		
	Balance as per last financial statements	19,591,023	9,769,958
	less: Capital Reduction	-	-
	Add: Profit for the Year	8,692,150	14,410,391
		28,283,173	24,180,349
	Less: Appropriations	-	3,922,669
	Interim Dividend	-	666,657
	Prov for Dividend Tax	-	4,589,326
	Total (A)	28,283,173	19,591,023
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)	33,888,833	25,196,683
	<b>Non Current Liabilities</b>		
3	<b>Long Term Borrowings</b>		
	<b>1 Secured Loan</b>	-	-
	<b>2 Unsecured Loan</b>		
	From Related Party	4,226,837	5,440,484
	From Others	-	-
	Bonds / Debentures	-	-
	Total (1+2)	4,226,837	5,440,484
4	<b>Short Term Borrowings</b>		
	Unsecured Loan	-	-
	From Related Party	-	-
	From Others	7,500,000	-
	Deposits from Independent Director	100,000	-
	Total	7,600,000	-
	<b>Current liabilities</b>		
5	<b>Trade Payables</b>	4,225,716	10,706,501
	Total	4,225,716	10,706,501
6	<b>Other Current Liabilities</b>		
	Liabilities for expenses	131,999	79,201
	Other Liabilities	6,000	27,973
	Total	137,999	107,174
7	<b>Short Term Provisions</b>		
	Provision for Income Tax (Net of TDS)	(108,037)	(7597418)
	Provision for I.Tax (Net)	225,673	6,917,110
	Total	117,636	(680,308)
	<b>Non Current Assets</b>		
9	<b>Long Term Loans &amp; Advances (Unsecured &amp; considered good)</b>		
	Others	216,723,111	197,054,873
	Deposit against Office Premise	-	100,000
	Sales Tax Deposit	8,000	8,000
	Total	216,731,111	197,162,873
10	<b>Other Non Current Assets</b>		
	Pre Incorporation Expenses / Development		
	Expenses Balance b/f	1,578,864	1,848,724
	Less: 1/10 written off	(269,860)	(269,860)
	Total	1,309,004	1,578,864
	<b>Current Assets</b>		
11	<b>Current Investment Related Party</b>		
	Investment in Dwelling unit	3,495,000	3,495,000
	Total	3,495,000	3,495,000
12	<b>Trade Receivables</b>		
	Unsecured and considered good (Less than six month)	4,510,472	8,216,793
	More than 6 Month	219,000	-
	Others	-	-
	Total	4,729,472	8,216,793



Figures in Rs

Note - 08 FIXED ASSETS

PARTICULARS	COST			DEPRECIATION			Net Block	
	as on 01.04.14	Addition during the year	Total	Opening	for the Year	Total	as on 31.03.15	as on 31.03.14
<b>(i) TANGIBLE ASSETS</b>								
COMPUTER	130,927		130,927	76,728	38,370	115,098	15,829	54,199
OFFICE EQUIPMENT	16,500		16,500	4,427	4,978	9,405	7,095	12,073
PRINTER	15,575		15,575	4,774	1,904	6,678	8,897	10,801
MODEM	2,600		2,600	2,340	260	2,600	-	260
	165,602	-	165,602	88,269	45,512	133,781	31,821	77,333
<b>(ii) INTANGIBLE ASSETS</b>								
GOODWILL	213,500,000	-	213,500,000	-	-	-	213,500,000	213,500,000
<b>(iii) Capital WIP</b>								
CWIP	1,500,000	-	1,500,000	-	-	-	1,500,000	1,500,000
	215,165,602	-	215,165,602	88,269	45,512	133,781	215,031,821	215,077,333
Previous Year	213,622,652	42,950	213,665,602	55,537	32,732	88,269	215,077,333	

13	<b>Cash and Cash Equivalents</b>		
	Balances with Bank		
	In current account		
	HDFC Bank	107,758	550,931
	Catholic Syrian Bank	-	25,100
	Yes Bank	849,950	6,595,022
	Cash In hand (as taken and certified by the Directors)	209,805	335,518
	Total	1,167,513	7,506,571
14	<b>Revenue from Operation</b>		
	i Sale of Fabrics	30,411,001	223,453,583
	ii Compensation received	-	7,381,800
	Total	30,411,001	230,835,383
15	<b>Other Income</b>		
	Interest on FD	168,356	370,066
	Interest received	15,374,904	11,741,608
	Brokerage on Property	1,050,000	840,000
	Rent Received on Dwelling Unit	216,000	-
	Sundry Cr Bal w/back	18,460	-
	Total	16,827,720	12,951,674
	<b>EXPENSES</b>		
16	<b>Purchase of Traded Goods</b>		
	Purchase of Fabrics	29,780,951	220,113,718
	Carriage Inward	44,871	340,277
	Total	29,825,822	220,453,995
17	<b>Employee benefits expense</b>		
	<b>Directors Remuneration</b>		
	Salary & Bonus	360,000	300,000
	Staff Welfare	253,695	200,742
	Total	44,684	34,941
	Total	658,379	535,683
18	<b>Other Expenses</b>		
	RTA/ connectivity charges	171,733	246,858
	Listing fees	112,360	67,416
	Filing Fees	10,200	23,000
	Advertisement	75,594	57,330
	Payment to Auditors:		
	Statutory Audit	67,416	21,068
	Tax Audit	-	7,022
	Bank charges	17,239	4,447
	Travelling	200,270	337,907
	Conveyance	9,377	37,817
	Electricity charges	14,715	9,886
	Postage & Courier expenses	47,276	53,425
	Telephone expenses	46,432	45,559
	General expenses	5,060	225
	Rent -office	361,250	165,000
	Repairs-others	13,500	450
	Stationery & Printing Expenses	51,074	63,556
	Legal & Professional Charges	262,571	21,310
	Interest on TDS	6,681	5,010
	Licence Fees	34,000	-
	Total	1,506,748	1,167,286
19	<b>Depreciation and amortization expenses</b>		
	Depreciation	45,512	32,732
	Preliminary / Development expenses written off	269,860	269,860
	Total	315,372	302,592

**Note No.****20 SIGNIFICANT ACCOUNTING POLICIES****1. Basis of preparation of financial statements**

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.

**2. Use of Estimates**

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.

**3. Fixed Assets**

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.

**4. Depreciation / Amortization**

Effective 1st April, 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 II of the Companies Act, 2013.

Depreciation is provided using the useful life of the asset estimated by the management detail of which are as under :

<b>Assets</b>	<b>Estimated Useful Life</b>
Computers	3 years
Printers	6 years
Office Equipment's	5 years
Software	1 years
Goodwill	10 years (W.e.f. 01.04.2015)

**5. Intangible Assets**

The Management is following the consistent practice of not amortising goodwill but is tested for impairment loss. As per the management there is no impairment loss on any of its assets including Goodwill during the year.

Goodwill recognised in the accounts will be amortised over a period of Ten years starting from 01.04.2015.

**6. Impairment of Assets**

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.

**7. Investments**

Investments are classified into Non-Current and Current Investments.

- 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.
- Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.

**8. Inventories**

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.

**9. Revenue Recognition**

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.

Revenue from sale of goods is recognised when the significant risk & rewards of ownership of goods have passed to buyer. Sales are disclosed net of quality claims & rebates.

Sales are exclusive of vat and surcharge, if any.

**10. Taxation**

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.

**a. Current Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

**b. Deferred Tax**

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.

**11. Borrowing Costs**

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

**12. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised 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

**13. Government Grants**

Rs. 13.38 Lacs is being disclosed as balance in 'subsidy Received from Government' under 'Reserve & Surplus' group on the balance sheet as on 31.03.2015. This had been received, as per management at the time of Grant of Sale Tax Loan. The Adjustment / utilisation of the credit balance is to be ascertained.

**14. Segment Reporting**

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

**15. Cash and Cash Equivalents**

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

## Note No.

## 21 NOTES TO ACCOUNT:

1. **Contingent Liabilities And Commitment**

Contingent Liabilities not provided for in respect of Claims against the company not acknowledge as debt on Stamp duty of Rs.27.20 lacs (Previous Year Nil).

2. 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 & 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.

3. **Impairment of Asset (AS28)**

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

4. **Segment Information ( AS 17 )**

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.

The Company operates only in India and therefore the analysis of geographical segments is limited to Indian operations only.

5. **Segment Reporting**

a. Segment Revenue	31.03.2015 (in Rupees)	31.03.2014 (in Rupees)
Textile	30,411,001	223,453,583
Real Estate	12,66,000	8,221,800
Other Income	15,561,720	12,111,674
<b>Total</b>	<b>47,238,721</b>	<b>243,787,057</b>
Segment Results (Before Interest & Tax)		
Textile	5,85,179	29,99,588
Real Estate	12,66,000	82,21,800
<b>Total</b>	<b>18,51,179</b>	<b>11,221,388</b>

- b. The Company has identified business segment as primary segments. The reportable business segments are Textile and Real Estate.

Particulars	31.03.2015		31.03.2014	
	Rupees	Qty in Mtr	Rupees	Qty in Mtr
Sale of Febrics	30,411,001	215142	223,453,583	25,50,904
Purchase of Fabrics	29,825,822	215,142	220,453,995	25,50,904
Real Estate	12,66,000	-	82,21,800	-

6. Related Party Disclosures, as required by AS-18 are given below:

## a. Key Management Personnel:

Rakeshchand M. Jain - Managing Director

## b. The related enterprises / persons are:

Premium Multitrade Pvt Ltd - Associated Company

Rekha Jain - Spouse of Director

Rakeshchand M. Jain - Managing Director

c. **Details of transaction / payments:**

Name	Particulars	Amount (Rs.)
Premium Multitrade Pvt Ltd	Loan Outstanding (Op.Bal)	5,440,484
	Add: Interest	438,113
	Less: Repayment	(1,651,760)
	Bal. as on 31.03.2015	4,226,837
Rakeshchand M Jain	Managing Director Remuneration	360,000
	Office Rent	125,000
Rekha Jain	Car Rent	24,000
	Office Rent	125000

- 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.

7. <b>Payment to Auditors (Excluding Service Tax) (In Rs.)</b>	31.03.2015 (Rs.)	31.03.2014 (Rs.)
a. Statuary Audit Fees	45000	18750
b. Tax Audit Fees	15000	6250

8. **Earnings Per Share**

	Particulars	31.03.2015 (in Rs.)	31.03.2014 (in Rs.)
a	Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders	8,692,150	14,410,391
b	Weighted average number of shares used as denomination for calculating Basic and Diluted earnings 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.)	0.11	0.18

9. **Foreign Currency Transactions**

There was no Foreign Exchange transactions during the year.

10. 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

11. 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.

12. Previous year's figures have been rearranged / regrouped wherever necessary.

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

In terms of our report attached

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**

**Madhuri A. Gupta**

**Proprietor**

Managing Director

Director

**Mem No: 032263**

DIN No. 00187350

DIN No. 07112614

Place: Mumbai

Date: 29<sup>th</sup> May, 2015

**ATTENDANCE SLIP (To Be Presented At Entrance)****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](mailto:info.investors@srkindltd.co.in) / website: [srkindltd.co.in](http://srkindltd.co.in)

Registered Folio No. : \_\_\_\_\_

DP ID No. \_\_\_\_\_

Client ID No. \_\_\_\_\_

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

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Company at the Aura Hotel (Party Hall), Yogi Nagar, Borivali (W), Mumbai – 400 091, on Tuesday, September 29<sup>th</sup>, 2015, at 10.30 a.m.Name of the member / proxy  
(in BLOCK letters)\_\_\_\_\_  
*Signature of the proxy**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 and 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 (West), Mumbai – 400 092

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

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

Name : \_\_\_\_\_ E-mail \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature , or failing him \_\_\_\_\_Name : \_\_\_\_\_ E-mail \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature , or failing him \_\_\_\_\_Name : \_\_\_\_\_ E-mail \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature , or failing him \_\_\_\_\_as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 24<sup>th</sup>Annual General Meeting of the company, to be held on Tuesday, 29<sup>th</sup>September, 2015 at 10.30 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:**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
<b>Ordinary Business:</b>			
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Appointment of Director in place of Mr. Rakeshchand M Jain (DIN 00187350), who retires by rotation and being eligible, seeks re-appointment		
3.	Appointment of M/s. V.R.Renuka & Co., (Firm Reg.No. 108826W), Chartered Accountants of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty Eighth Annual General Meeting of the Company		

Signed this \_\_\_\_ day of \_\_\_\_ 2015.

Affix  
Revenue  
Stamps\_\_\_\_\_  
Signature of Shareholder      Signature of Proxy holder**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) A proxy Need not be the member of the Company.

Intentionally left blank.

TO

*If undelivered please return to :*

**S R K INDUSTRIES LIMITED**

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