

20th

Annual Report
2011-12

Shri Kalyan Holdings Limited

Board of Directors

- RAJENDRA KUMAR JAIN
Chairman
- BHUPENDRA KUMAR JAIN
Managing Director
- JINENDRA KUMAR JAIN
Executive Director
- VIRAT DEWAN
Independent and Non Executive Director
- PRIYANKA PATNI (w.e.f 1st September, 2011)
Independent and Non Executive Director
- ALKESH PATNI (w.e.f 1st September, 2011)
Independent and Non Executive Director
- VIKRAM SINGH MEENA (upto 01st Sept., 2011)
Independent and Non Executive Director
- GOPALI DEVI MEENA (upto 1st Sept., 2011)
Independent and Non Executive Director
- SANJAY GODHA (upto 25th May, 2012)
Independent and Non Executive Director
- DEVENDRA KUMAR PATNI
(w.e.f 25th May, 2012)
Independent and Non Executive Director

Statutory Auditors :

M/s Banshi Jain & Associates,
Chartered Accountants, 404/405, imperial Plaza, Dr.
K.B. Hedgawar Marg, Opp. Amar Sons of
Linking Road, Bandra West-400050.

Principal Bankers :

Allahabad Bank, Kishanpole Bazar Branch, Jaipur.

Registrar and Share Transfer Agent :

M/s Beetal Financial and Computer Services (P) Limited

"Beetal House" 3rd Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir,
New Delhi, Phone No: 91-11-2991281,29961282, Fax:-91-11-29961284, Website: www.beetalfinancial.com
Email: - investor@beetalfinancial.com

Registered Office :

Saptashrunji Apartment, Flat No -1, Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.)
Sector-6, Navi Mumbai, Maharashtra-400706, INDIA. Phone No.: 141-2554270, Fax: 0141-2546420.
Email:-jainjinendra@hotmail.com
Website:- www.shrikalyan.com

Board Committees

Audit Committee :

- Mr. Sanjay Godha (Chairman) upto 25/05/2012
- Mr. Devendra Kumar Patni (Chairman) w.e.f. 25/05/2012
- Mr. Virat Diwan (Member)
- Mr. Alkesh Patni (Member) w.e.f. 01/09/2011
- Mr. Vikram Singh Meena (Member) upto 01/09/2011

Remuneration Committee :

- Mr. Sanjay Godha (Chairman) upto 25/05/2012
- Mr. Alkesh Patni (Chairman) w.e.f. 25/05/2012
- Mr. Virat Diwan (Member)
- Mr. Devendra Kumar Patni (Member) w.e.f. 25/05/2012
- Mr. Vikram Singh Meena (Member) upto 01/09/2011

Shareholders'/Investor's Grievance Committee

- Mr. Sanjay Godha (Chairman) upto 25/05/2012
- Mr. Virat Dewan (Chairman) w.e.f. 25/05/2012
- Mr. Devendra Kumar Patni (Member) w.e.f. 25/05/2012
- Mr. Alkesh Patni (Member) w.e.f. 01/09/2011
- Mr. Vikram Singh Meena (Member) upto 01/09/2011

Compliance Officer

Ashok Kumar Jain

Corporate Advisors

- M/s V.M. & Associates
Company Secretaries
- Milind Nirkhe & Associates
Company Secretaries

Corporate and Correspondence Office

D-25, Lal Bahadur Nagar East , J.L.N. Marg,
Jaipur 302017 (Rajasthan).



NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of SHRI KALYAN HOLDINGS LIMITED will be held at its Registered Office at Saptashrunji Apartment, Flat No -1, Ground Floor, Plot No - 282 A&285, Sarsole (G.E.S.) Sector-6, Nerul west, Navi Mumbai, Maharashtra-400706, INDIA on Tuesday, the 31st Day of July, 2012 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Ms. Priyanka Patni, who retire by rotation, and being eligible, offer herself for reappointment.
3. To appoint a Director in place of Mr. Alkesh Patni, who retire by rotation, and being eligible, offer himself for reappointment.
4. To appoint the Auditors' and to fix their remuneration

SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Devendra Kumar Patni, who was appointed as an Additional Director of the Company at the meeting of the Board of Directors of the Company at their meeting held on 25th May, 2012 pursuant to Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, who holds the office till the date of the forthcoming Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing from a member along a deposit proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retirement of Directors by rotation".

6. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to respective provisions of the Companies Act, 1956, SEBI Act, 1992, SEBI (Delisting of Equity Shares) Regulations, 2009, and other statues, rules, regulations and guidelines, if any, (including any Statutory modification(s) and / or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter), consent of the Company be and is hereby accorded for authorizing the Board of Directors of the Company to get delist the Equity Shares of the Company from the Jaipur Stock Exchange Limited (JSEL), Jaipur and Ahmedabad Stock Exchange Limited (ASEL), Ahmedabad, subject to such compliance, approvals, permissions and / or sanctions as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board for the time being exercising the powers conferred by the Board) be and is hereby authorise to do all such acts, deeds, things and to execute all such papers, documents, deeds & writings as may be required and / or desirable for getting voluntary delisted the Equity Shares of the Company from Jaipur and Ahmedabad Stock Exchange Limited.



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RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate the authority and duty vested in it to Rajendra Kumar Jain, Chairman, Mr. Jinendra Kumar Jain, Executive Director and Mr. Ashok Kumar Jain, Compliance Officer of the company or any outside professional(s) / advisors, consultants, agency (ies), to which the Board may consider suitable for doing the various acts, deeds and things required to be done in this regard."

Place: Jaipur
Date: 25th May, 2012

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

**Sd/-
RAJENDRA KUMAR JAIN
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.
3. Corporate members are requested to send a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. In terms of Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Alkesh Patni and Ms. Priyanka Patni, Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers themselves for reappointment. The Board of Directors of the Company commends this re-appointment.
5. A brief resume of Mr. Alkesh Patni, Ms. Priyanka Patni and Mr. Devendra Kumar Patni and other information required under clause 49(VI) (A) of the listing agreement is included in the Report of Corporate Governance.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 27th Day of July, 2012 to Tuesday, 31st Day of July, 2012, (both days inclusive).
7. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
9. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
10. Members are requested to bring their copies of the reports to Annual General Meeting.
11. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
12. Explanatory Statement for Item Nos. 5 & 6 pursuant to Section 173(2) of the Companies Act, 1956 is enclosed herewith.



13. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.
14. Beetal Financial & Computer Services (P) Ltd having its Registered Office at Beetal house, 3rd Floor, 99, Madangir, behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062 is appointed as the Company's Registrar & TransferAgent w.e.f. 25th November,2011.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 5

Mr. Devendra Kumar Patni was appointed as an Additional Director of the Company in the Board Meeting held on 25th May, 2012. As per the provisions of Section 260 of the Act read with Articles of Association of the Company, the director shall hold office only upto the date of the forthcoming Annual General Meeting of the Company, and are eligible for appointment as a Director.

The Company has received a Notice in writing from a Member along with a deposit of Rs. 500/- proposing the candidature of Mr. Devendra Kumar Patni for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956 (the Act). It will be in interest of the Company that Mr. Devendra Kumar Patni is appointed as Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of Articles of Association of the Company.

A brief Resume of Mr. Devendra Kumar Patni, nature of expertise in specific functional areas and names of Companies in which he holds Directorships and memberships /Chairmanships of Board Committees, as stipulated under Clause 49 of Listing Agreement signed by the Company with the Stock Exchange are provided in the Annual Report.

Save and except Mr. Devendra Kumar Patni, none of the other Directors of the Company, are in any way, concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution for approval.

Item No. 6

The Equity Shares of the Company are currently listed with the BSE Limited, Ahmedabad Stock Exchange Limited & Jaipur Stock Exchange Limited. Presently, Shares of the Company are suspended on BSE. However, serious efforts are underway to revoke the suspension and the shares would be traded online through BOLT and accordingly the shareholders can trade in the Company's shares online in due course.

The concept of trading on Regional Stock Exchanges such as Jaipur and Ahmedabad has since had only historical importance. The delisting of the Company's scrip from the said Exchanges will have no major effects on the total trading in the Company's shares altogether. Delisting will also help the Company in reducing the cost of servicing the shareholders. Since Company would be able to save money in the form of listing fees payable to both the Stock Exchanges and allied compliances.



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Clause 6 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 permits voluntary delisting of securities from one or more Stock Exchanges without giving any exit opportunity, if the company's shares are continue to be listed at the Stock Exchanges having nationwide terminals i.e. NSE and BSE. It is proposed to get the equity shares delisted from the Stock Exchanges as set out in the resolution. The approval of the members is sought to be obtained for delisting of shares of the Company from Jaipur and Ahmedabad Stock Exchanges, in view of nil trading on these stock exchanges and for saving cost. Moreover the Company's equity shares shall continue to be listed on the BSE Limited, to maintain the liquidity.

Hence the Board proposes the Special Resolution to be passed by the shareholders.

None of the Directors of your Company are interested in the proposed Special Resolution.

Place: Jaipur
Date: 25th May, 2012

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

Sd/-
RAJENDRA KUMAR JAIN
CHAIRMAN

DIRECTORS' REPORT

Your Directors have pleasure in presenting their 20th Annual Report together with the Audited Annual Accounts of the Company for the year ended March 31, 2012.

FINANCIAL HIGHLIGHTS:

{Rs.}

| Particulars | Financial Year 2011-12 | Financial Year 2010-11 |
|----------------------------------|---------------------------|---------------------------|
| Net Profit/(Loss) before Tax | 10,06,385 | 1,07,634 |
| Less : Provision for Tax | 9,48,162 | 3,63,000 |
| Deferred Tax | 1,79,418 | (1,03,369) |
| Prior period Adjustments | - | (1,420) |
| Fringe Benefit Tax | - | - |
| Profit/(Loss) after Tax | (1,21,195) | (1,50,577) |
| Balance Profit/(Loss) b/f | (87 , 70 , 141) | (86,19,564) |
| Balance carried to Balance Sheet | (88,91,336) | (87,70,141) |

DIVIDENDS:

In view of losses incurred during the year, your Directors regret their inability to recommend any Dividend for the year ended March 31, 2012.

OPERATIONS:

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

DIRECTORS:

During the year Mr. Vikram Singh Meena has resigned from the Directorship of the Company w.e.f. 01/09/2011. Board of Directors wish to place on record their sincere appreciation for the contributions made by him, during his tenure as a Director of the Company. Also the Board of Directors has appointed Mr. Alkesh Patni to fill the said casual vacancy at the Board Meeting held on 01/09/2011.

During the year Ms. Gopali Devi Meena has resigned from the Directorship of the Company w.e.f. 01/09/2011. Board of Directors wish to place on record their sincere appreciation for the contributions made by her, during her tenure as a Director of the Company. Also the Board of Directors has appointed Ms. Priyanka Patni to fill the casual vacancy at the Board Meeting held on 01/09/2011.

Mr. Sanjay Godha has resigned from the Directorship of the Company w.e.f. 25/05/2012. Board of Directors wish to place on record their sincere appreciation for the contributions made by him, during his tenure as a Director of the Company. Also the Board of Directors has appointed Mr. Devendra Kumar Patni, FCA, as an additional director w.e.f. 25/05/2012.

In terms of the provisions of Companies Act, 1956 Mr. Devendra Kumar Patni hold office until the date of ensuring Annual General meeting. His appointment as an Ordinary Director of the Company is placed before the members for consideration.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Ms. Priyanka Patni and Mr. Alkesh Patni are liable to retire by rotation and being eligible offer themselves for re-appointment. Directors recommend their re-appointment.



SHIFTING OF REGISTERED AND CORPORATE OFFICE OF THE COMPANY:

During the Financial year, the Company has shifted its Corporate office from 364, Akron Ka Rasta Kishan Pole Bazar Jaipur 302001, Rajasthan to D-25, Lal Bahadur Nagar East , J.L.N. Marg, Jaipur 302017, Rajasthan.

During the Financial year, the Company has shifted its Registered Office outside the local limits of the city by way of postal ballot from 104, Jamna Das Building, Opp. Shapoorji Palanji Bungalow, Walkeshwar Road, Mumbai 400006 to Saptashrungi Apartment, Flat No-1, Ground Floor, Plot No. 282A & 285, Sarsole, (G.E.S), Sector-6, Nerul (W), Navi Mumbai- 400 706.

DEMAT CONNECTIVITY WITH NSDL AND CDSL:

During the Financial Year, the Company initiated for DEMAT connectivity with NSDL and CDSL. Pursuant to this, at present, the Company has DEMAT connectivity with both the depositories.

REGISTRAR AND SHARE TRANSFER AGENT:

During the Financial year, the Company got itself registered with M/s Beetal Financial & Computer Services Pvt. Ltd., New Delhi, for acting as Registrar & Share Transfer Agent of the company for physical share transfers and Demat connectivity with CDSL/NSDL and all matters connected thereto.

POSTAL BALLOTS :

1. A Special Resolution for authorizing the Board of Directors to make / provide the investments, loans, guarantees, securities to the body corporates u/s 372A of the Companies Act, 1956 and upto a sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) as contained in a Notice to the Shareholders dated 20th October, 2011 was passed during the year under a Postal Ballot. CS Manoj Maheshwari, Jaipur was appointed as the Scrutinizer for the Postal Ballot process.

Details of voting are as follows:

| No. of shareholders | No. of Shares | Total Votes | No. of Votes in favour | No. of Votes against | Invalid Votes |
|---------------------|---------------|-------------|------------------------|----------------------|---------------|
| 13 | 4,758,400 | 4,758,400 | 4,758,400 | NIL | NIL |

The procedure prescribed under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 has been followed for the Postal Ballot conducted during the year for the resolution mentioned above. The result of the Postal Ballot was announced by the Chairman at the registered office of the Company on 14th December, 2011 and advertised in the newspapers.

2. Special Resolutions for:

1. Appointment of Mr. Rajendra Kumar Jain, as Chairman of the Company w.e.f. 1st January, 2012 for a period of five years;
2. Appointment of Mr. Bhupendra Kumar Jain, as Managing Director of the Company w.e.f. 1st January, 2012, for a period of five years;
3. Appointment of Mr. Jinendra Kumar Jain, as Executive Director of the Company w.e.f. 1st January, 2012 for a period of five years;
4. Shifting of Registered office outside the local limits of the city u/s 146 of the Companies Act, 1956.

as contained in Notice to the Shareholders dated 31st January, 2012 were passed during the year under a Postal Ballot. CS Manoj Maheshwari, Jaipur was appointed as the Scrutinizer for the Postal Ballot process.



Details of voting are as follows:

| No. of shareholders | No. of Shares | Total Votes | No. of Votes in favour | No. of Votes against | Invalid Votes |
|---------------------|---------------|-------------|------------------------|----------------------|---------------|
| 13 | 4,758,400 | 4,758,400 | 4,758,400 | NIL | NIL |

The procedure prescribed under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 has been followed for the Postal Ballot conducted during the year for the resolution mentioned above. The result of the Postal Ballot was announced by Mr. Rajendra Kumar Jain, Chairman of the Company, on 20th March, 2012 and advertised in the newspapers.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED PURSUANT TO SECTION 217(2AA):

- i. that in the preparation of annual accounts for the Financial year 2011-2012, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimated 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 and of the profit or loss of the Company for that period.
- iii. that the Directors had taken proper and sufficient care for 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;
- iv. that the annual accounts are prepared on a going concern basis.

FIXED DEPOSITS:

The Company has not accepted deposits from public within the meaning of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required under Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 relating to the conservation of energy and technology absorption is not being given, since the Company is not engaged in any manufacturing activity.

Foreign exchange earnings and outgo is reported to be Nil during the financial year.

AUDITORS AND AUDITORS' REPORT :

M/s Banshi Jain & Associates, Chartered Accountants, Mumbai the Statutory Auditors of the Company will retire at the ensuing Annual General Meeting and are eligible for reappointment. The Company had received letter from M/s Banshi Jain & Associates, Chartered Accountants, Mumbai to the effect that their re-appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the Act.

The qualifications/observations of the Auditors are self-explanatory and have been explained/clarified wherever necessary in appropriate notes to Accounts.



CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a separate report on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance are annexed to the Directors' Report.

PARTICULARS OF EMPLOYEES:

The Company has no employees of the specified categories under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up to date.

ACKNOWLEDGEMENTS:

The Board of Directors wishes to place on record its sincere appreciation for due co-operation received from the Company's Bankers, Government, Advisors, Shareholders etc. The Directors are also thankful to the employees at all levels for their continued support.

Place: Jaipur
Date: 25th May, 2012

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS**

**Sd/-
RAJENDRA KUMAR JAIN
CHAIRMAN**



ANNEXURE TO THE NOTICE OF 20TH AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on 31st July, 2012:

| | |
|------------------------------------------------------------------------------------|----------------------------------------|
| Name of Director | Mr. Alkesh Patni |
| Age | 47 Years |
| Date of Appointment | 01.09.2011 |
| Designation | Independent and Non Executive Director |
| Expertise in specific functional area | Corporate Laws and Marketing. |
| Qualification | B.Com |
| Directorship in other Companies as on 31/03/2012 | Nil |
| Member/Chairman of the Committees of the Board of other Companies as on 31/03/2012 | Nil |
| No. of shares held in the company as on 31/03/2012 | Nil |

| | |
|------------------------------------------------------------------------------------|----------------------------------------|
| Name of Director | Ms. Priyanka Patni |
| Age | 43 Years |
| Date of Appointment | 01.09.2011 |
| Designation | Independent and Non Executive Director |
| Expertise in specific functional area | HR & general office administration |
| Qualification | M.A. |
| Directorship in other Companies as on 31/03/2012 | Nil |
| Member/Chairman of the Committees of the Board of other Companies as on 31/03/2012 | Nil |
| No. of shares held in the company as on 30/03/2012 | Nil |



Shri Kalyan Holdings Limited

| | |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Name of Director | Mr. Devendra Kumar Patni |
| Age | 43 Years |
| Date of Appointment | 25.05.2012 |
| Designation | Independent and Non Executive Director |
| Expertise in specific functional area | Having vast experience in the field of Finance Accounting and Taxation field. |
| Qualification | FCA & FCS |
| Directorship in other Companies as on 31/03/2012 | Nil |
| Member/Chairman of the Committees of the Board of other Companies as on 31/03/2012 | Nil |
| No. of shares held in the company as on 31/03/2012 | Nil |

Place: Jaipur
Date: 25th May, 2012

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS**

**Sd/-
RAJENDRA KUMAR JAIN
CHAIRMAN**



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company believes in principles of good Corporate Governance and is striving hard for value addition through development and introduction of new products, which ultimately result in increasing the net worth of the Company and Shareholders.

2. BOARD OF DIRECTORS:

COMPOSITION AND CATEGORY

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management and marketing. The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors meets with the requirements of Clause 49 (1) (A) of the Listing Agreement. None of the Directors on the Board is a Director in more than 15 (Fifteen) companies and member on more than ten Committees or act as Chairman of more than five Committees as per Clause 49 (C)(ii) and Companies Act, 1956 across all Companies in which they are Directors. There was change in the composition of the Board of Directors during the financial year under review. The composition of the Board of Directors and also the number of other Board of Directors of which he is a Member/Chairman are as under:

| Name of Director | Category of Directorship | No. of Directorship in other Companies* | No. of Board Committees (other than Shri Kalyan Holdings Limited) in which Chairman/Member | |
|---------------------------------------------------------------|---------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------|--------|
| | | | Chairman | Member |
| Mr. Rajendra Kumar Jain | Chairman Executive and Promoter | 2 | Nil | Nil |
| Mr. Bhupendra Kumar Jain | Executive and Promoter | 2 | Nil | Nil |
| Mr. Jinendra Kumar Jain | Executive and Promoter | 2 | Nil | Nil |
| Mr. Virat Dewan | Non Executive and Independent | Nil | Nil | Nil |
| Mr. Vikram Singh Meena (Upto 1 st September, 2011) | Non Executive and Independent | Nil | Nil | Nil |
| Ms. Gopali Devi Meena (Upto 1 st September, 2011) | Non Executive and Independent | Nil | Nil | Nil |



| | | | | |
|-----------------------------------------------------------------------|----------------------------------------|-----|-----|-----|
| Mr. Sanjay Godha (Upto 25 th May, 2012) | Non Executive and Independent | Nil | Nil | Nil |
| Ms. Priyanka Patni (w.e.f. 1 st September 2011) | Non Executive and Independent | Nil | Nil | Nil |
| Mr. Alkesh Patni (w.e.f. 1 st September 2011) | Non Executive and Independent | Nil | Nil | Nil |
| Mr. Devendra Kumar Patni (w.e.f. 25 th May, 2012) | Non Executive and Independent | Nil | Nil | Nil |

* Directorship in Private Companies, Foreign Companies, Companies registered under section 25 of Companies Act 1956 and Alternate directorship are excluded.

3. BOARD PROCEDURE:

The Board meets at least once a quarter to review the quarterly performance and the financial results. The Board's role, functions, responsibility and accountability are clearly defined. All major decisions involving policy formulations, business plans, annual operating budgets, compliance.

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING:

Twenty Board Meetings held during the financial year ended March 31, 2012, the dates of which are 1/04/2011, 06/04/2011, 13/05/2011, 15/05/2011, 25/05/2011, 5/06/2011, 11/06/2011, 15/07/2011, 18/08/2011, 24/08/2011, 1/09/2011, 14/09/2011, 04/10/2011, 15/10/2011, 20/10/2011, 25/11/2011, 17/01/2012, 21/01/2012, 31/01/2012 & 20/03/2012.

The attendance of each Director at Board Meetings and the last Annual General Meeting is as under :

| Name of the Director | No. of Board meetings attended | Attendance of last AGM held on 30/09/2011. |
|--------------------------|--------------------------------|--------------------------------------------|
| Mr. RAJENDRA KUMAR JAIN | 20 | Yes |
| Mr. BHUPENDRA KUMAR JAIN | 20 | Yes |
| Mr. JINENDRA KUMAR JAIN | 20 | Yes |
| Mr. SANJAY GODHA | 20 | No |
| Ms. GOPALI DEVI MEENA | 10 | Yes |
| Mr. VIRAT DEWAN | 20 | No |
| Mr. VIKRAM SINGH MEENA | 10 | Yes |
| Mr. ALKESH PATNI | 09 | No |
| Ms. PRIYANKA PATNI | 09 | Yes |

4. COMMITTEES OF THE BOARD :**(i) AUDIT COMMITTEE :****BROAD TERMS OF REFERENCE:**

The Audit Committee of the Company inter-alia acts as a control mechanism in the financial and other important departments of the Company. The terms of reference of the Audit Committee are in accordance with paragraphs C and D of Clause 49 (II) of the Listing Agreement and as specified by the Board of Directors of the Company.

The Audit Committee while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) issued by the Institute of Chartered Accountants of India during the year.

COMPOSITION:

The Audit Committee comprises of three Directors, all of whom are Non-Executive, Independent Directors. The Chairman of the Audit Committee possesses knowledge by corporate finance, accounts and company law.

The constitution of the Audit Committee of Directors is as under:

| Names of Members | Designation |
|--------------------------|----------------------------------------------------------|
| Mr. Sanjay Godha | - Chairman Independent, Non-Executive (upto 25/05/2012) |
| Mr. Devendra Kumar Patni | - Chairman Independent, Non-Executive (w.e.f 25/05/2012) |
| Mr. Virat Dewan | - Member Independent, Non-Executive |
| Mr. Vikram Singh Meena | - Member Independent, Non-Executive (upto 01/09/2011) |
| Mr. Alkesh Patni | - Member Independent, Non-Executive (w.e.f.01/09/2011) |

MEETINGS AND ATTENDANCE:

During the financial year ended March 31, 2012, Five Audit Committee Meetings were held on 15/05/2011, 15/07/2011, 18/08/2011, 15/10/2011 & 31/01/2012.

The attendance at the audit committee meetings is as under :

| Name of Director | No. of meeting attended |
|--------------------------|--------------------------------|
| Mr. Sanjay Godha | 05 |
| Mr. Devendra Kumar Patni | Nil |
| Mr. Virat Dewan | 05 |
| Mr. Alkesh Patni | 02 |
| Mr. Vikram Singh Meena | 02 |

The Compliance Officer of the Company acts as the Secretary to the committee.

(ii) REMUNERATION COMMITTEE:

- To review, assess and recommend the appointment of Managing Director, Executive Director / Whole Time Directors to the board and to recommend the board on the remuneration payable (including the performance bonus and perquisites) to Managing Director / Whole Time Directors / Executive Directors within the overall ceiling fixed by statute as well as by shareholders.



COMPOSITION:

The Remuneration Committee comprises of three Directors, all of whom are Non-Executive Independent Directors.

| Names of Members | Designation |
|--------------------------|----------------------------------------------------------|
| Mr. Sanjay Godha | - Chairman Independent, Non-Executive (upto 25/05/2012) |
| Mr. Alkesh Patni | - Chairman Independent, Non-Executive (w.e.f 25/05/2012) |
| Mr. Virat Dewan | - Member Independent, Non-Executive |
| Mr. Vikram Singh Meena | - Member Independent, Non-Executive (upto 01/09/2011) |
| Mr. Devendra Kumar Patni | - Member Independent, Non-Executive (w.e.f.25/05/2012) |

MEETINGS AND ATTENDANCE:

Two meetings viz. 15/05/2011 and 31/01/2012 were held for the financial year ended 31st March, 2012.

The attendance at the Remuneration Committee Meetings is as under:

| Name of Director | No. of meeting attended |
|--------------------------|--------------------------------|
| Mr. Sanjay Godha | 02 |
| Mr. Virat Dewan | 02 |
| Mr. Vikram Singh Meena | 01 |
| Mr. Alkesh Patni | 01 |
| Mr. Devendra Kumar Patni | Nil |

REMUNERATION POLICY

A. Remuneration to Managing Director and Wholetime Directors :

Payment of remuneration to Managing and Wholetime Directors is governed by the respective Agreements executed between them and the Company and which is recommended by the Remuneration Committee and further is within the limits set by the Shareholders at the Annual General Meetings.

DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR ENDED MARCH 31st, 2012.

| Name of Director | Salary | Benefits | Commission | Sitting fees |
|-------------------------|----------------|-----------------|-------------------|---------------------|
| Rajendra Kumar Jain | Rs. 4,80,000/- | Nil | Nil | Nil |
| Bhupendra Kumar Jain | Rs. 4,80,000/- | Nil | Nil | Nil |
| Jinendra Kumar Jain | Rs. 4,80,000/- | Nil | Nil | Nil |

Notes :

- The Company does not have any pecuniary relationship with any Non-Executive Independent Directors.
- No sitting fee is paid to any of the Directors of the Company for attending the Board Meetings.

(iii) SHAREHOLDERS' COMMITTEE:

FUNCTIONS

The Board of Shri Kalyan Holdings Limited has constituted a Committee of Directors which also functions as 'Shareholders/Investors Grievances Committee', consisting of three members, chaired by Non-executive Independent Director. The Committee interalia deals with various matters relating to:

- Transfer / transmission of shares;
- Issue of duplicate share certificates;
- Investors, grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approve by the Committee and Shareholders/Investors grievances are placed at the board Meetings from time to time.

COMPOSITION

The constitution of the Committee of Directors is as under :

| | |
|--------------------------|--------------------------------------------------------|
| Mr. Virat Dewan | - Chairman Independent, Non-Executive |
| Mr. Sanjay Godha | - Member Independent, Non-Executive (upto 25/05/2012) |
| Mr. Devendra Kumar Patni | - Member Independent, Non-Executive (w.e.f 25/05/2012) |
| Mr. Vikram Singh Meena | - Member Independent, Non-Executive (upto 01/09/2011) |
| Mr. Alkesh Patni | - Member Independent, Non-Executive (w.e.f.01/09/2011) |

COMPLIANCE OFFICER

The Board has designated Mr. Ashok Kumar Jain as the Compliance Officer.

MEETINGS AND ATTENDANCE

One meeting viz. 18/08/2011 was held for the financial year ended 31st March, 2012. The attendance at the Share Holders Committee Meetings is as under.

| Name of Director | No. of meeting attended |
|--------------------------|--------------------------------|
| Mr. Sanjay Godha | 01 |
| Mr. Virat Dewan | 01 |
| Mr. Vikram Singh Meena | 01 |
| Mr. Alkesh Patni | Nil |
| Mr. Devendra Kumar Patni | Nil |

Details Of Shareholders Complaints Received, Not Solved And Pending Share Transfers:

| Received From | Total Complaints Recd. In 2011-2012 | Total Complaints Resolved | Pending Complaints As On 31/03/2012 |
|---------------------|-------------------------------------|---------------------------|-------------------------------------|
| InvestorSEBI | Nil | Nil | Nil |
| Stock Exchanges | Nil | Nil | Nil |
| Other Govt./ | Nil | Nil | Nil |
| Statutory Authority | Nil | Nil | Nil |

5. Code of Business Conduct and Ethics for Directors and Senior Management:

The code of Business conduct and ethics for Directors and Senior Management covers amongst other things the Company's commitment to honest and ethical personal conduct, fair competition corporate social responsibility, sustainable environmental performance, health & safety, transparency and compliance of law & regulation etc. The code of conduct has been posted on the website of the Company.

All the board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director to that effect has been reproduced below.

Declaration regarding compliance with the code of business conduct and ethics:

I hereby confirm that:

The Company has obtained from all the members of the board and senior management, affirmation that they have complied with the code of business conduct and ethics for directors and senior management in respect of the financial year 2011-12.

**Sd/-
Rajendra Kumar Jain
Chairman**

6. GENERAL BODY MEETINGS:

A.

| Financial Year | Date | Location of the Meeting | Time |
|----------------|------------|-----------------------------------------------------------------------------------------------------------|------------|
| 2008-2009 | 30/09/2009 | 104, Jamnadas Building, Ground Floor, Opp. Shapoorji Palanji Bungalow, Walkeshwar Road, Mumbai : 400 006. | 09.00 A.M. |
| 2009-2010 | 30/09/2010 | 104, Jamnadas Building, Ground Floor, Opp. Shapoorji Palanji Bungalow, Walkeshwar Road, Mumbai : 400 006. | 09.00 A.M. |
| 2010-2011 | 30/09/2011 | 104, Jamnadas Building, Ground Floor, Opp. Shapoorji Palanji Bungalow, Walkeshwar Road, Mumbai : 400 006. | 09.00 A.M. |



B. Extra Ordinary General Meeting

In addition to the Annual General Meeting, the Company holds general meeting of the shareholders as and when needed. There was no such meeting held during the last three years.

7. POSTAL BALLOT

During 2011-12, the following Special resolutions were passed through postal ballot.

1. Authorizing the Board of Directors to make / provide the investments, loans, guarantees, securities to the body corporates u/s 372A of the Companies Act, 1956 and upto a sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only),
2. Appointment of Mr. Rajendra Kumar Jain as Chairman of the Company for a period of 5 (Five) years w.e.f. 1st January, 2012,
3. Appointment of Mr. Bhupendra Kumar Jain as Managing Director of the Company for a period of 5(Five) years w.e.f. 1st January, 2012,
4. Appointment of Mr. Jinendra Kumar Jain as Executive Director of the Company for a period of 5 (Five) years w.e.f. 1st January, 2012,
5. Shifting of Registered Office outside the local limits of city from 104, Jamna Das Building, Opp. Shapoorji Palanji Bungalow, Walkeshwar Road, Mumbai-400006 to Saptashrungi Apartment, Flat No-1, Ground Floor, Plot No. 282A & 285, Sarsole, (G.E.S), Sector-6, Nerul (W), Navi Mumbai- 400 706.

At the forthcoming AGM, no resolution is proposed to be passed through Postal Ballot.

8. DISCLOSURES:

a. Disclosures on materially significant related party transactions.

There are transactions with related parties. The disclosure of which is given by way of Annexure.

b. Details of non compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company in general has complied with all the provisions of the Stock Exchanges, SEBI or any statutory authority.

c. The Company has followed all the relevant accounting standards issued by Institute of Chartered Accountants of India to the extent applicable.

d. There are no pecuniary relationships or transaction of Non Executive Director vis-a-vis the Company which had any potential conflict with the interest of the Company at large.



9. MEANS OF COMMUNICATION:

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the proforma prescribed by Clause 41 of the Listing Agreement within one month of the close of the respective period.

The approved financial results are forthwith sent to the Listed Stock Exchanges and are published in the newspapers as per the requirements of Clause 41.

Management Discussion and Analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

10. GENERAL SHAREHOLDER INFORMATION:

Detailed information in this regard provided in the shareholder information section forms part of this Annual Report.

I. Shareholder Information :

| | | |
|------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Registered Office | : | Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Navi Mumbai. Maharashtra-400706, INDIA (w.e.f. 23/03/2012). |
| Annual General Meeting | : | Date & Time: 31/07/2012 at 04.00 P.M. |
| Venue | : | Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Navi Mumbai. Maharashtra-400706, INDIA |
| Date of Book Closure | : | 27/07/2012 to 31/07/2012 |
| Dividend Payment Date | : | N.A. |

II. Tentative Financial Calendar (For 2012-13)

The tentative schedule of Financial Results of the Company is as follows:

| | |
|-----------------------------------|-------------------------------------|
| June Quarter Ending Results | Within 45 days from end of quarter. |
| September Quarter Ending Results | Within 45 days from end of quarter. |
| December Quarter Ending Results | Within 45 days from end of quarter. |
| March Quarter/Year Ending Results | Within 60 days from end of quarter. |

III. Listing on Stock Exchanges:

Equity Shares of the Company are listed on Stock Exchanges at Mumbai, Ahmedabad and Jaipur.



Stock Code: BSE Limited. - 532083
Ahmedabad Stock Exchange Limited - 53637.
Jaipur Stock Exchange Limited - 984

IV. Demat ISIN for NSDL and CDSL : ISIN INE079N01019

V. Stock Market Data:

The Scrip of the Company has been suspended from all the three Stock Exchanges namely BSE Limited, Ahmedabad Stock Exchange Limited and Jaipur Stock Exchange Limited and therefore the monthly high and low Stock prices are not available.

VI. Registrar and Share Transfer Agents :

Since the Company's shares were admitted in demat mode by CDSL or NSDL, the Company has appointed Beetal financial & computer services (p) ltd having its Registered office at Beetal house, 3rd Floor, 99, Madangir, behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062 to carry out the work of Registrar and transfer agents.

VII. Distribution Schedule:

| Number of shares | Total Holders | | Number of Shares | |
|------------------|---------------|------------|--------------------|------------|
| | Total | % of Total | Total | % of Total |
| Upto 5000 | 467 | 84.45 | 2,32,900 | 2.3288 |
| 5001 to 10000 | 19 | 3.44 | 17,300 | 0.1730 |
| 10001 to 20000 | - | - | - | - |
| 20001 to 30000 | - | - | - | - |
| 30001 to 40000 | 1 | 0.18 | 3,400 | 0.0340 |
| 40001 to 50000 | - | - | - | - |
| 50001 to 100000 | - | - | - | - |
| Over 100000 | 66 | 11.93 | 97,47,400 | 97.4643 |
| Total | 553 | 100 | 1,00,01,000 | 100 |



VIII. Shareholding Pattern as on Balance Sheet Date:

| | | | |
|-----------------------------------------------------------------------------------------------------|--------------------|-----------------------------------------|----------------------------|
| Authorized Share Capital | - | 11000000 shares of 10 each | |
| Issued and Subscribed Capital -share capital | | 10001000 shares of 10 each | |
| Paid up Capital | | 10001000 FULLY PAID SHARES OF 10/- EACH | |
| | | CALLS IN ARREAR Rs.142500 | |
| Promoter's Holding | | No. of shares | Percentage of shareholding |
| Indian Promoters: | | | |
| Individuals/ Hindu Undivided Family | | 4551700 | 45.51 |
| Bodies Corporate | | 188000 | 1.88 |
| Foreign Promoters | | 0 | 0 |
| Persons Acting in Concert | | 0 | 0 |
| As per List 1 | | | |
| | Sub - Total | 4739700 | 47.39 |
| Non - Promoters Holding | | | |
| Institutional Investors | | 0 | 0 |
| Mutual Funds and UTI | | 0 | 0 |
| Banking, Financial Institutions/Insurance Companies (Central / State Govt. Inst. Non - Govt. Inst.) | | 196900 | 1.97 |
| FII's | | 0 | 0 |
| | Sub - Total | 196900 | 1.97 |
| Non - Institutions | | | |
| Bodies Corporate | | 52500 | 0.52 |
| Individuals | | | |
| Individuals - i. Individual shareholders holding nominal share capital up to Rs 1 lakh | | 247700 | 2.48 |
| Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | | 4764200 | 47.64 |
| Any Other | | 0 | 0 |
| | Sub - Total | 5064400 | 50.64 |
| | Grand Total | 10001000 | 100 |



Shri Kalyan Holdings Limited

IX. Dematerialisation of Shares : The Company has the facility for dematerialisation of the shares of the Company.

X. Plant Location : N.A.

XI. Investor Correspondence to be made to:

SHRI KALYAN HOLDINGS LIMITED
D-25, Lal Bahadur Nagar East,
J.L.N. Marg, Jaipur 302017
(Rajasthan).

11. MANAGEMENT DISCUSSIONS AND ANALYSIS

Market Scenario:

The year 2011-2012 was very exciting for capital market. Economical reforms decelerate India's image in the Global market. Capital Market was one of the biggest affected markets, witnessed continued lack of interest from Foreign Institutional investors and attracted small foreign funds. Indian investors were too inactive in the primary and secondary markets.

Opportunities and Threats:

Being an Investing Company, its opportunity and threat would be more specific to the ones, which apply to the companies operating in the capital market.

Outlook:

Review of the Operation of the Company has been given in detail in Director's Report.

Risks and Concerns:

Your Company ensures adherence to best practices and has necessary internal system and control in place to manage the risk.

Place : Jaipur
Date : 25th May, 2012

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

Sd/-
RAJENDRA KUMAR JAIN
CHAIRMAN



Certification by the Managing Director [MD-CEO] and Chief Financial Officer on Financial Statements of the Company:

We, Bhupendra Kumar Jain, Managing Director (CEO) and Jinendra Kumar Jain, Chief Financial Officer of Shri Kalyan Holdings Limited, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with 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 violation 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, deficiencies 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 system.

**Place : Jaipur
Date : 25th May, 2012**

**s/d-
BHUPENDRA KUMAR JAIN
MANAGING DIRECTOR (CEO)**

**s/d-
JINENDRA KUMNAR JAIN
EXECUTIVE DIRECTOR &
CHIEF FINANCIAL OFFICER**



Shri Kalyan Holdings Limited

CERTIFICATE FROM AUDITOR REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of SHRI KALYAN HOLDINGS LIMITED

We have reviewed the records/documents concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the BSE Limited, Ahmedabad Stock Exchange Limited & Jaipur Stock Exchange Limited for the financial year ended 31st March, 2012, and also based on the information received by us from your Company, and based on such a review, we do hereby certify that:

The compliance of conditions of Corporation Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and the representations made by the Directors and the management. The Company's Share Transfer Committee has met within the stipulated time as and when the transfer applications are lodged with the company.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/ Investor Grievances Committee.

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

Place : Mumbai
Dated : 25th May, 2012

For BANSHI JAIN & ASSOCIATES
Chartered Accountants

Sd/-
(B. L. JAIN)
Partner
M. No. 16600



AUDITORS' REPORT TO THE MEMBERS OF SHRI KALYAN HOLDINGS LIMITED

1. We have audited the attached Balance Sheet of SHRI KALYAN HOLDINGS LIMITED as at 31st March, 2012 and the related Profit and Loss Account for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report)(Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (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 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2012 and (ii) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.

Place : Mumbai
Date : 25th May, 2012

For BANSHI JAIN & ASSOCIATES
Chartered Accountants

(B. L. JAIN)
Partner
M. No. : 16600
FR NO. 100990W



ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of SHRI KALYAN HOLDINGS LIMITED on the financial statements for the year ended 31st March, 2012]

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
 - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.
2. (a) As explained to us, the inventory of shares and securities has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) According to the information and explanations given to us, in our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of records of inventory, in our opinion, the company has maintained proper records of inventory of shares and securities and there were no discrepancies noticed on verification between the stocks lying in Demat Account and the book records.
3. (a) The Company has not granted loans to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of sub-clauses (a), (b), (c) and (d) of clause 4(iii) are not applicable to the Company.
 - (e) The company has not taken unsecured loans, from parties covered in the register maintained under Section 301 of the Act.
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of and fixed assets. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, carried out in accordance with the generally accepted auditing practices in India, we have not neither come across nor have been informed of observed any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. (a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees Five Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.



6. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA or any other provisions of the Act and the rules framed there under.
7. In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the company.
9. (a) According to the information and explanations give to us and according to the books and records as produced and examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including income-tax, wealth tax, cess and other material statutory dues as applicable with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax and cess were in arrears, as at 31st March, 2012 for the period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and according to the books and records as produced and examined by us, there are no dues of service tax, wealth tax and cess which have not been deposited on account of any dispute.
10. The company has accumulated losses to the extent of Rs.88,91,336/- as at 31st March, 2012 but it has not incurred any cash losses in the Current financial year and has not incurred cash loss during the immediate preceding year.
11. The company has not defaulted in repayment of dues to a financial institution or bank or debentures holders.
12. In our opinion and according to the information and explanations give to us and according to the books and records as produced and examined by us, the company has not granted any loans and advances on the basis of security by way of pledged of shares, debentures and other securities. Accordingly clause 4(xii) of the Order is not applicable.
13. The provisions of any special statute applicable to Chit Fund / Nidhi / Mutual Fund / Societies are not applicable to the company. Accordingly clause 4(xiii) of the Order is not applicable.
14. In our opinion and according to the information and explanation given to us, the company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. Further, such securities have been held by the company in its own name or are in the process of transferring in its name.
15. In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. In our opinion, and according to the information and explanations given to us the company has not obtained any term loans.



Shri Kalyan Holdings Limited

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short term basis which have been used for long term investment and vice versa.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The company has not issued any debentures. Accordingly, clause 4(xix) of the Order is not applicable
20. The company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the Order is not applicable
21. 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 instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

Place : MUMBAI
Date : 25th May, 2012

For BANSHI JAIN & ASSOCIATES
Chartered Accountants

(B. L. JAIN)
Partner
M. No. : 16600
FR No. 100990W

**Shri Kalyan Holdings Limited****SHRI KALYAN HOLDINGS LIMITED
BALANCE SHEET AS AT MARCH 31st 2012**

| | Note No. | INR | |
|---------------------------------------------------|----------|--------------------------|---------------------------|
| | | As at end of | |
| | | Current Reporting Period | Previous Reporting Period |
| | | March 31, | |
| | | 2012 | 2011 |
| EQUITY AND LIABILITIES : | | | |
| Shareholders' Funds : | | | |
| Share Capital | 2 | 99,867,500 | 71,370,500 |
| Reserves and Surplus | 3 | (88,91,336) | (8,770,141) |
| Non - Current Liabilities : | | | |
| Long Term Borrowings | 4 | 536,638 | 359,453 |
| Deferred Tax Liabilities [Net] | 5 | 282,685 | 103,267 |
| Long Term Provisions | 6 | 184,874 | - |
| Current Liabilities : | | | |
| Trade Payables | 7 | - | 213,508 |
| Other Current Liabilities | 8 | 1,471,626 | 1,740,086 |
| Total | | 93,451,988 | 65,016,673 |
| ASSETS : | | | |
| Non - Current Assets : | | | |
| Fixed Assets : | | | |
| Tangible Assets | 9 | 7,636,118 | 6,723,437 |
| Non Current Investments | 10 | 1,120,000 | 1,120,000 |
| Long Term Loans and Advances | 11 | 74,137,720 | 46,789,412 |
| Current Assets : | | | |
| Inventories | 12 | 7,740,220 | 7,187,564 |
| Trade Receivables | 13 | 5,750 | 112 |
| Cash and Bank balance | 14 | 1,547,417 | 1,356,919 |
| Short Term Loans and Advances | 15 | 1,264,763 | 1,839,228 |
| Total | | 93,451,988 | 65,016,673 |
| Summary of Significant Accounting Policies | 1 | | |

The accompanying notes are an integral part of the financial statements

Note: Figures have been rounded of to the nearest decimal.

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

FOR AND ON BEHALF OF THE BOARD

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: MUMBAI

Dated : 25/05/2012

Sd/-

Rajendra Kumar Jain
(Chairman)

Sd/-

Bupendra Kumar Jain
(Managing Director)

Sd/-

Jinendra Kumar Jain
(Executive Director)



Shri Kalyan Holdings Limited

SHRI KALYAN HOLDINGS LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31st2012

| | Note No. | INR | |
|-----------------------------------------------------|-------------|--------------------------------|---------------------------------|
| | | Current Reporting Period | Previous Reporting Period |
| | | MARCH | |
| | | 2012 | 2011 |
| REVENUE : | | | |
| Revenue from Operations | 16 | 27,205,614 | 51,880,137 |
| Other Income | 17 | 63,565 | 42,026 |
| Total Revenue | | 27,269,179 | 51,922,163 |
| EXPENSES : | | | |
| Purchases of Stock-in-Trade | 18 | 20,572,160 | 48,387,956 |
| Changes in Inventories of Stock-in-Trade | 19 | (552,656) | (2,054,736) |
| Employee Benefits Expense | 20 | 2,578,480 | 2,104,510 |
| Finance Costs | 21 | 131,771 | 102,366 |
| Depreciation and Amortisation expense | 22 | 822,355 | 770,881 |
| Other Expenses | 23 | 2,710,683 | 2,503,552 |
| Total Expenses | | 26,262,794 | 51,814,529 |
| Profit / [Loss] before Tax | | 1,006,385 | 107,634 |
| Less / [Add] : Tax Expense | | | |
| Current Tax | | 948,162 | 363,000 |
| Deferred Tax | | 179,418 | (103,369) |
| Prior year's tax adjustments | | - | (1,420) |
| Profit / [Loss] for the period | | (121,195) | (150,577) |
| Earning per Equity Share [EPS] [in Rupees] | | | |
| Basic | 24 | (0.012) | (0.015) |
| Diluted | | | |
| Summary of Significant Accounting Policies | 1 | | |

The accompanying notes are an integral part of the financial statement.

As per our report of even date

For BANSHI JAIN & ASSOCIATES

Chartered Accounts

FOR AND ON BEHALF OF THE BOARD

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: MUMBAI

Dated : 25/05/2012

Sd/-
Rajendra Kumar Jain
(Chairman)

Sd/-
Bupendra Kumar Jain
(Managing Director)

Sd/-
Jinendra Kumar Jain
(Executive Director)



Shri Kalyan Holdings Limited

SHRI KALYAN HOLDINGS LIMITED Notes to the Financial Statements

| | INR | |
|--|--------------------------|---------------------------|
| | As at end of | |
| | Current Reporting Period | Previous Reporting Period |
| | March 31, | |
| | 2012 | 2011 |

Note : 2 - Share Capital :

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|
| Authorised : 1,10,00,000[as at 31-03-11 : 1,10,00,000] Equity Shares of Rs. 10/- each | 110,000,000 | 110,000,000 |
| | 110,000,000 | 110,000,000 |
| Issued, Subscribed and Fully Paid-up Equity Shares : 1,00,01,000[as at 31-03-11 : 1,00,01,000] Equity Shares of Rs. 10/- each | 100,010,000 | 100,010,000 |
| Less : Calls in arrears- | 142,500 | 28,639,500 |
| | 99,867,500 | 71,370,500 |

A. The reconciliation of the number of Shares outstanding as at March 31,2012 and as at March 31st

| Equity Shares | As at end of | | | |
|--------------------------------------|------------------|-------------|------------------|-------------|
| | March 31, 2012 | | March 31, 2011 | |
| | Number of Shares | Amount | Number of Shares | Amount |
| At the beginning of the period | 10,001,000 | 100,010,000 | 10,001,000 | 100,010,000 |
| Add / Less: | - | - | - | - |
| Outstanding at the end of the period | 10,001,000 | 100,010,000 | 10,001,000 | 100,010,000 |

B.Terms/ Rights attached to Shares

The company has only one class of Equity Shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of the liquidation of the Company, equity share holders will be entitled to receive remaining assets of the company, after distribution of all preference allotments.The distribution will in proportion to the number of equity shares held by the share holders.

C.Details of Share Holders holding more than 5% of Equity Shares

| Name of Share Holder | 31 st March 2012 | | 31 st March 2011 | |
|---------------------------------------|-----------------------------|------------------|-----------------------------|------------------|
| | No. of Shares | %of TotalHolding | No.of Shares | %of TotalHolding |
| Equity Share of Rs.10 each fully Paid | | | | |
| 1. Kusum Jain | 858,600 | 8.59 | 858,600 | 8.59 |
| 2. Bhupendra Jain | 766,900 | 7.67 | 710,000 | 7.10 |
| 3 Jinendra Jain | 699,900 | 7.00 | 641,900 | 6.42 |
| 4. Sunita Jain | 601,600 | 6.02 | 601,600 | 6.02 |
| 5. Rajendra Jain | 508,100 | 5.08 | 455,100 | 4.55 |



Shri Kalyan Holdings Limited

SHRI KALYAN HOLDINGS LIMITED Notes to the Financial Statements

| | | INR | | | |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------------------|---------------------------|---------------------------|---------------------------|
| | | As at end of | | | |
| | | Current Reporting Period | Previous Reporting Period | | |
| | | March 31, | | | |
| | | 2012 | 2011 | | |
| Note : 3 - Reserve and Surplus : | | | | | |
| Surplus : | | | | | |
| Balance as per last Balance Sheet | (8,770,141) | (8,619,564) | | | |
| Add : Profit / (Loss) for the period | (121,195) | (150,77)5 | | | |
| Less : Appropriations : | (8,891,336) | (8,770,141) | | | |
| Dividends : | | | | | |
| Proposed Dividend | - | - | | | |
| Corporate Dividend Tax on Proposed Dividend [Net of CDT Credit] | - | - | | | |
| Transfer to Debenture Redemption Reserve | - | - | | | |
| Transfer to General Reserve | - | - | | | |
| Balance as at year end | (8,891,336) | (8,770,141) | | | |
| Total | (8,891,336) | (8,770,141) | | | |
| | | INR | | INR | |
| | | As at end of | | As at end of | |
| | | Current Reporting Period | Previous Reporting Period | Current Reporting Period | Previous Reporting Period |
| | | March 31, | | March 31, | |
| | | 2012 | 2011 | 2012 | 2011 |
| Note : 4 - Long Term Borrowings : | | | | | |
| | | Non-Current Portion | | Current Maturities | |
| Secured | | | | | |
| A. Term loans | | | | | |
| i) From banks | 536,638 | 359,453 | 522,815 | 890,106 | |
| TOTAL | 536,638 | 359,453 | 522,815 | 890,106 | |
| A Securities for Term Loans : | | | | | |
| [a] Terms Loan from banks amounting to Rs. Nil /- (March 31st, 2011: Rs. 6545) are secured against Hypothication of Motor Car. | | | | | |
| [b] Terms Loan from banks amounting to Rs. 720/- (March 31st, 2011: Rs. 44873) are secured against Hypothication of Motor Car. | | | | | |
| [c] Terms Loan from banks amounting to Rs. 139616/- (March 31st, 2011: Rs.308035) are secured against Hypothication of Motor Car. | | | | | |
| [d] Terms Loan from banks amounting to Rs. 396302/- (March 31st, 2011: Rs. NIL) are secured against Hypothication of Motor Car. | | | | | |
| B Terms of repayment : | | | | | |
| [a] Repayable36 equal monthly instalments from the date of loan (24/11/2007), alongwith interest of 8% p.a | | | | | |
| [b] Repayable36 equal monthly instalments from the date of loan (25/05/2009), alongwith interest of 11.13% p.a | | | | | |
| [c] Repayable36 equal monthly instalments from the date of loan (08/10/2010), alongwith interest of 9.82% p.a | | | | | |
| [d] Repayable36 equal monthly instalments from the date of loan (08/10/2010), alongwith interest of 10.50% p.a | | | | | |



Shri Kalyan Holdings Limited

M/S SHRI KALYAN HOLDINGS LIMITED Notes to the Financial Statements

| | INR | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|---------------------------|
| | As at end of | |
| | Current Reporting Period | Previous Reporting Period |
| | March 31, | |
| | 2012 | 2011 |
| Note : 5 - Deferred Tax | | |
| Deferred Tax Liabilities : | | |
| Depreciation | 2,826,85 | 103,267 |
| Total | 2,826,85 | 103,267 |
| Deferred Tax Assets | - | - |
| Total | | |
| Net Deferred Tax Liability / (Asset) | 2,826,85 | 103,267 |
| Note: 6-Long Term Provisions: | | |
| Contingent Provision Against Standard Assets | 184,874 | - |
| Total | 184,874 | - |
| Note : 7 - Trade Payables : | 31-Mar-12 | 31-Mar-11 |
| Trade Payables (See Note 26) | - | 213,508 |
| Total | - | 213,508 |
| Note : 8 - Other Current Liabilities : | 31-Mar-12 | 31-Mar-11 |
| Current Maturities of Long Term Debt (refer note 4) | 522,815 | 890,106 |
| Others : | | |
| Outstanding Payables | 196,442 | 132,480 |
| Advance from Customer | 700,000 | 700,000 |
| TDS payable | 52,369 | 17,500 |
| Total | 1,471,626 | 1,740,086 |
| Note : 10 - Non Current Investments : | | |
| Non Trade Investments (Valued at Cost unless Otherwise Stated) | | |
| Investments in Equity Instruments | 1,000,000 | 1,000,000 |
| Investments in Mutual Funds | 120,000 | 120,000 |
| Total | 1,120,000 | 1,120,000 |
| Details of Investments : | | |
| A Investment in Equity Instruments : | | |
| Quoted : | | |
| - 100000(Nil) Equity Shares of Future Ventures India Ltd. of Rs.10/- each fully paid up [Market value @ 8.50 i.e. Rs. 850000/- (P.Y. Rs.NIL)] | 1,000,000 | - |
| Unquoted : | | |
| - Nil (100000) Equity Shares of Future Venture Pvt. Ltd. of Rs.10/- each fully paid up | - | 1,000,000 |
| B Investments in Mutual Funds | | |
| Quoted : | | |
| - 12000 (12000) Units of Franklin India Opportunites (Market value @ 14.3086 i.e. Rs. 171703/- C.Y.) (Market value @ 12.5195 i.e. Rs. 150234/- P.Y.) | 1,20,000 | 1,20,000 |
| Total [Aggregate Book Value of Investments] | 1,120,000 | 1,120,000 |



Shri Kalyan Holdings Limited

M/S SHRI KALYAN HOLDINGS LIMITED Notes to the Financial Statements

| | INR | |
|------------------------------------------------------------------------------------------|--------------------------|---------------------------|
| | As at end of | |
| | Current Reporting Period | Previous Reporting Period |
| | March 31, | |
| | 2012 | 2011 |
| Note : 11 - Long Term Loans and Advances : | | |
| Unsecured, Considered Good (Unless Otherwise Stated) | | |
| Deposits | 187,950 | 122,807 |
| Loans and Advances to Related Parties | 38,510,083 | 8,107,808 |
| Other Loans and Advances | 35,439,687 | 38,558,797 |
| Total | 74,137,720 | 46,789,412 |
| Note : 12 - Inventories : | | |
| A Classification of Inventories : | | |
| Stock-in-Trade of Shares | 7,740,220 | 7,187,564 |
| Total | 7,740,220 | 7,187,564 |
| B The Inventory is valued at lower of cost and net realisable value. | | |
| Note : 13 - Trade Receivables : | 31-Mar-12 | 31-Mar-11 |
| Unsecured , Considered good (unless otherwise stated) | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | - | - |
| Others | 5,750 | 112 |
| Total | 5,750 | 112 |
| Note : 14 - Cash and Bank balance | 31-Mar-12 | 31-Mar-11 |
| Balances with Banks | | |
| In current accounts | 1,235,305 | 904,721 |
| Cash on hand | 312,112 | 452,198 |
| Total | 1,547,417 | 1,356,919 |
| Note : 15 - Short Term Loans and Advances : | 31-Mar-12 | 31-Mar-11 |
| Other Loans and Advances : | | |
| Advance Income Tax [Net of Provision of Rs.31,53,996/- (March 31, 2011: Rs 21,84,896/-)] | 1,264,763 | 1,839,228 |
| Total | 1,264,763 | 1,839,228 |
| Note : 16- Revenue from Operations : | 31-Mar-12 | 31-Mar-11 |
| Sale of Products | | |
| Traded goods - Shares | 18,345,479 | 45,687,005 |
| Sale of Services | | |
| Interest Income | 8,470,715 | 6,309,896 |
| Other Operating Revenue | | |
| Speculation Profit / (Loss) On Shares | (7,427) | 157,502 |
| Profit / (Loss) from Future & Option Transactions | 396,847 | (274,266) |
| Revenue from operations | 27,205,614 | 51,880,137 |



Shri Kalyan Holdings Limited

M/S SHRI KALYAN HOLDINGS LIMITED Notes to the Financial Statements

| | INR | |
|-------------------------------------------------|--------------------------|---------------------------|
| | As at end of | |
| | Current Reporting Period | Previous Reporting Period |
| | March 31, | |
| | 2012 | 2011 |
| Note : 17 - Other Income : | | |
| Dividend Income [Gross] : | | |
| From Long Term Investments | 8,400 | 12,000 |
| From Current Investments | 4,669 | - |
| From Stock in Trade | 50,496 | 30,026 |
| Total | 63,565 | 42,026 |
| Note : 18 - Purchase of Stock-in-Trade : | 31-Mar-12 | 31-Mar-11 |
| Purchase of Shares | 20,572,160 | 48,387,956 |
| Total | 20,572,160 | 48,387,956 |
| Note : 19- Changes in Inventories : | | |
| Stock at closing : | | |
| Stock-in-Trade | 7,740,220 | 7,187,564 |
| | 7,740,220 | 7,187,564 |
| Less : Stock at commencement | 7,187,564 | 5,132,828 |
| Stock-in-Trade | 7,187,564 | 5,132,828 |
| Total | (552,656) | (2,054,736) |
| Note : 20 - Employee Benefit Expense : | 31-Mar-12 | 31-Mar-11 |
| Salaries, wages and bonus | 1,119,250 | 1,004,900 |
| Managing Directors' Remuneration | 1,440,000 | 1,080,000 |
| Staff welfare expenses | 19,230 | 19,610 |
| Total | 2,578,480 | 2,104,510 |
| Note : 21 - Finance Cost : | 31-Mar-12 | 31-Mar-11 |
| Interest on term loan | 108,066 | 99,698 |
| Interest on shortfall of advance tax | 20,938 | - |
| Bank commission & charges | 2,767 | 2,668 |
| Total | 131,771 | 102,366 |
| Note : 22- Depreciation | 31-Mar-12 | 31-Mar-11 |
| Depreciation on Tangible Assets | 822,355 | 770,881 |
| Total | 822,355 | 770,881 |
| Note : 23 - Other Expenses : | 31-Mar-12 | 31-Mar-11 |
| Advertisement Expenses | 53,641 | 107,957 |
| Business Promotion expense | 116,025 | 130,615 |
| Audit Fees (Refer Note A) | 101,124 | 38,604 |
| Contingent Provision Against Standard Assets | 184,874 | - |
| Donations | 11,000 | - |
| Insurance | 94,547 | 82,712 |
| Legal and Professional Fees | 335,849 | 154,858 |



Shri Kalyan Holdings Limited

| | | |
|----------------------------------------------------|------------------|------------------|
| Loss on sale of car | 157,574 | - |
| Miscellaneous Expenses | 114,152 | 105,519 |
| Power & fuel | 258,721 | 237,066 |
| Rent | 205,200 | 25,200 |
| Repairs | 34,817 | 27,336 |
| Rates and Taxes | 6,600 | - |
| Traveling & Conveyance Expenses | 244,380 | 888,428 |
| Telephone expenses | 322,685 | 330,653 |
| STT | 65,145 | 127,376 |
| Vehicle expense | 404,349 | 247,228 |
| Total | 2,710,683 | 2,503,552 |
| A Audit Fees | | |
| a Auditor's Remuneration (Including Service Tax) : | | |
| i Audit Fees | 50,562 | 19,302 |
| ii Tax Audit Fees | 50,562 | 19,302 |
| Total | 101,124 | 38,604 |

Note : 24 - Calculation of Earnings per Equity Share [EPS] :

| | | |
|----------------------------------------------------------------------------------------------|------------|------------|
| | 31-Mar-12 | 31-Mar-11 |
| The numerators and denominators used to calculate the basic and diluted EPS are as follows : | | |
| A Profit after tax attributable to Shareholders specify currency | (121,195) | (150,577) |
| B Basic and weighted average number of Equity shares outstanding during the year | 10,001,000 | 10,001,000 |
| C Nominal value of equity share INR | 10 | 10 |
| D Basic EPS INR | (0.01) | (0.02) |
| E Diluted EPS INR | | |

Note : 25 - Related Party Transactions :**A Name of the Related Party and Nature of the Related Party Relationship :****a Subsidiary Companies/concerns :****b Joint Venture Companies :****c Directors and their relatives :****LIST OF NAME OF DIRETORS & THEIR RELATIVES (Ascending & Descending)**

| | | |
|----------------------|----------------|----------------|
| Rajendra Kumar Jain | Hemang Jain | Kavita Jain |
| Bhupendra Kumar Jain | Indu Bala Jain | Charvi Jain |
| Jinendra Kumar Jain | Margniani Jain | Tanishka Jain |
| Prem Lata Jain | Veer Bala Jain | Sanjay Godha |
| Sunita Jain | Anita Jain | Priyanka Patni |
| Megha Jain | Aditya Jain | Alkesh Patni |
| Devesh Sonkiya | Prachir Jain | Virat Dewan |

d Enterprises significantly influenced by Directors and /or their relatives**Name of Companies in which have substantial interest**

| | | |
|------------------------------------|-----------------------------------|-----------------------------------|
| Aditya Buildmart Pvt Ltd | Hemang Construction Pvt Ltd | Prachir Landmart Pvt. Ltd. |
| Anokhi Buildestate Pvt. Ltd. | Jaipur Paper Pvt Ltd | Royal Classic buildmart Pvt Ltd |
| Barsana Hotels & Resorts Pvt. Ltd. | Jaipur Vatika Buildev Pvt Ltd | Ruby Buildcon Pvt Ltd |
| Blue Stone Premises Pvt Ltd | Jaipur Vatika Buildhome Pvt. Ltd. | Sarans Builders Pvt Ltd |
| Dream City Primestate Pvt. Ltd. | Jaipur Vatika Premises Pvt Ltd | Shri Kalyan Gem Exports Ltd |
| Dream Vihar Buildhome Pvt Ltd | Kalyan Avas Vikas Pvt Ltd | Shri Kalyan Realty Ltd |
| Eros Kalyan Colonisers Pvt Ltd | Kalyan Vihar Buildhome Pvt. Ltd. | Shri Kalyan Vatika Jaipur Pvt Ltd |
| Eros Vatika Jaipur Pvt Ltd | Kalyan Villa ProprietiesPvt Ltd | Syon Infomedia Pvt. Ltd. |
| Eros Sky Scraper Pvt Ltd | Moonstone Apartment Pvt. Ltd. | Valley View Residency Pvt Ltd |
| Eros Vihar Build Home Pvt Ttd | Mountain View Heights Pvt Ltd | Wonder Primestate Ltd |
| Evita Hotels and Resorts Pvt Ltd | Pink City Electrides Pvt. Ltd. | Shri Kalyan Enterprises |



B Transactions with Related Parties :

The following transactions were carried out with the related parties in the ordinary course of business :

a Details relating to parties referred to in items 32 - A [a , b , & d]

Nature of Transactions

| | | Value of the Transactions [SPECIFY CURRENCY] | |
|-------------------------------------|--------------|------------------------------------------------|-----------------------------------------------------------------|
| | | Directors & Their Relatives | Enterprises significantly influenced by Directors and Relatives |
| | | 2012 | 2011 |
| Anokhi buildestate Pvt. Ltd. | | | 2,350,000 |
| Dream City Priemestate Pvt. Ltd. | | | 7,720,000 |
| Dream Vihar Buildhome Pvt. Ltd. | | | 2,170,000 |
| Eros Vihar Buildhome Pvt. Ltd. | | | 2,875,000 |
| Hemang Construction Pvt. Ltd. | | | 2,980,000 |
| Jaipur Papers Pvt. Ltd. | | | 2,330,000 |
| Jaipur Vatika Buildeve Pvt. Ltd. | | | 3,225,000 |
| Jaipur Vatika Buildhome Pvt. Ltd. | | | 1,000,000 |
| Jaipur Vatika Premises Pvt. Ltd. | | | 750,000 |
| Kalyan Vill Properties Pvt. Ltd. | | | 1,679,273 |
| Moonstone Apartment Pvt. Ltd. | | | 119,739 |
| Pink City Electrodes Pvt. Ltd. | | | 950,000 |
| Prachir Landmart Pvt. Ltd. | | | 885,000 |
| Royal Classic Buildmart Pvt. Ltd. | | | 14,100,000 |
| Sarans Builders Pvt Ltd. | | | 3,540,000 |
| Shri Kalyan Gem Exports Ltd | | | 7,024,767 |
| Shri Kalyan Realty Ltd | | | 900,000 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd. | | | 2,925,000 |
| Syon Infomedia Pvt. Ltd. | | | |
| | Total | | 730,000 |
| | | | 58,253,779 |
| | | | 7,600,000 |
| Loans Repaid : | | | |
| Anokhi buildestate Pvt. Ltd. | | | - |
| Dream City Priemestate Pvt. Ltd. | | | 1,350,000 |
| Dream Vihar Buildhome Pvt. Ltd. | | | - |
| Eros Vihar Buildhome Pvt. Ltd. | | | - |
| Hemang Construction Pvt. Ltd. | | | 1,890,000 |
| Jaipur Papers Pvt. Ltd. | | | - |
| Jaipur Vatika Buildeve Pvt. Ltd. | | | - |
| Jaipur Vatika Buildhome Pvt. Ltd. | | | - |
| Jaipur Vatika Premises Pvt. Ltd. | | | 753,994 |
| Kalyan Vill Properties Pvt. Ltd. | | | 510,000 |
| Moonstone Apartment Pvt. Ltd. | | | - |
| Pink City Electrodes Pvt. Ltd. | | | - |
| Prachir Landmart Pvt. Ltd. | | | - |
| Royal Classic Buildmart Pvt. Ltd. | | | 14,849,950 |
| Sarans Builders Pvt Ltd. | | | - |
| Shri Kalyan Gem Exports Ltd | | | 10,509,800 |
| Shri Kalyan Realty Ltd | | | 910,386 |
| Shri Kalyan Vatika Jaipur Pvt. Ltd. | | | - |
| Syon Infomedia Pvt. Ltd. | | | - |
| | Total | | 30,774,130 |
| | | | 150,000 |

**Shri Kalyan Holdings Limited**

| Guarantees given : | | | | | |
|-------------------------------------|--------------|--|--|-------------------|------------------|
| | Total | | | - | - |
| Outstanding : | | | | | |
| Receivable : | | | | | |
| Anokhi buildestate Pvt. Ltd. | | | | 2,495,327 | - |
| Dream City Priemestate Pvt. Ltd. | | | | 6,787,990 | - |
| Dream Vihar Buildhome Pvt. Ltd. | | | | 2,304,195 | - |
| Eros Vihar Buildhome Pvt. Ltd. | | | | 3,052,793 | - |
| Hemang Construction Pvt. Ltd. | | | | 1,121,755 | - |
| Jaipur Papers Pvt. Ltd. | | | | 2,474,090 | - |
| Jaipur Vatika Buildeve Pvt. Ltd. | | | | 3,424,408 | - |
| Jaipur Vatika Buildhome Pvt. Ltd. | | | | 1,064,800 | - |
| Jaipur Vatika Premises Pvt. Ltd. | | | | - | - |
| Kalyan Vill Properties Pvt. Ltd. | | | | 3,062,775 | 1,655,727 |
| Moonstone Apartment Pvt. Ltd. | | | | 3,151,649 | 2,725,261 |
| Pink City Electrodes Pvt. Ltd. | | | | 1,008,749 | - |
| Prachir Landmart Pvt. Ltd. | | | | 939,729 | - |
| Royal Classic Buildmart Pvt. Ltd. | | | | - | 491,587 |
| Sarans Builders Pvt Ltd. | | | | 3,761,012 | - |
| Shri Kalyan Gem Exports Ltd | | | | - | 3,235,233 |
| Shri Kalyan Realty Ltd | | | | - | - |
| Shri Kalyan Vatika Jaipur Pvt. Ltd. | | | | 3,114,540 | - |
| Syon Infomedia Pvt. Ltd. | | | | 746,271 | - |
| | Total | | | 38,510,083 | 8,107,808 |

| b Details relating to persons referred to in item 33-A (C) above" | INR | |
|--------------------------------------------------------------------------|----------------------------------------|-------------|
| | Reporting period ended March 31 | |
| | 2012 | 2011 |
| 1. Remuneration : | | |
| Chairman : Rajendra Kumar Jain | 480,000 | 360,000 |
| Managing Director : Bhubendra Kumar Jain | 480,000 | 360,000 |
| Executive Director : Jitendra Kumar Jain | 480,000 | 360,000 |
| 2. Outstandig remuneration payable | | |
| Chairman & Managing Director | NIL | NIL |
| Deputy Managing Director | NIL | NIL |

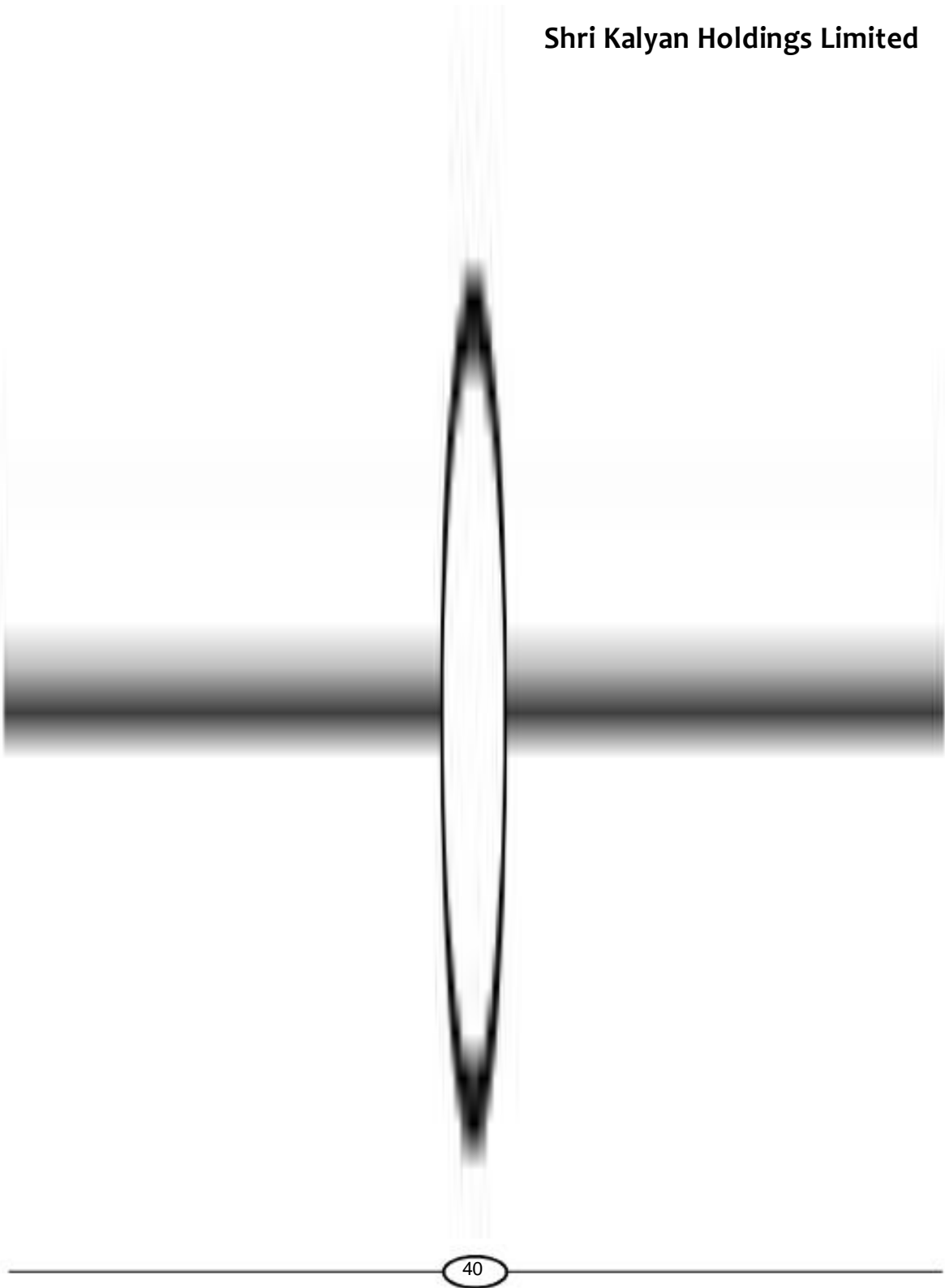


Shri Kalyan Holdings Limited

M/S SHRI KALYAN HOLDINGS LIMITED Notes to the Financial Statements

| | INR | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|---------------------------|
| | As at end of | |
| | Current Reporting Period | Previous Reporting Period |
| | March 31, | |
| Note : 26 - Micro, small and Medium Enterprises | 2012 | 2011 |
| a. As per the Company, there are no Creditors who fall under the definition of Micro, Small and Medium Enterprises as defined under Clause of Micro, Small and Medium Enterprises Development Act 2006. | | |
| b. The above information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose. | | |
| Note:27 Contingent Provision against standard assets | 31-Mar-12 | 31-Mar-11 |
| a) During the year, a contingent provision against standard assets has been created by Shri kalyan Holdings Limited at 0.25% of the outstanding standard assets in terms of RBI Circular No.DNBS.PD.CC.No.207/03.02.002/2010-11 | | |
| b) Movement in contingent provision against standard assets during the year is as under: | | |
| Opening Balance | Nil | Nil |
| Additions during the year | 184,874 | Nil |
| Closing Balance | Nil | Nil |

Shri Kalyan Holdings Limited



SHRI KALYAN HOLDINGS LIMITED**1) 'Significant Accounting Policies****1.1 Basis of Accounting :**

The financial statements are prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with the accounting principles generally accepted in India and they comply with the Accounting Standards prescribed in the Companies [Accounting Standards] Rules, 2006 issued by the Central Government to the extent applicable and with the applicable provisions of the Companies Act, 1956.

1.2 Presentation and disclosure of financial statements :

For the year ended 31st march 2012, the Revised Schedule VI notified under The Companies Act,1956 has become applicable principles followed for preparation of financial statements. However it has significant impact on presentation and disclosures made in the financial statement. The company has also reclassified,regrouped the previous year figures in accordance with the requirements applicable in the Current Year.

1.3 Use of Estimates :

The preparation of Financial Statements in conformity with the Accounting Standards generally accepted in India 'requires, the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting 'estimates is recognised prospectively in current and future periods.

1.4 Fixed Assets and Depreciation :

- A Fixed Assets are stated at Cost or less depreciation
- B Depreciation is provided on "straight line method" as per Section 205 (2) (b) of the Companies Act,1956 at the rates prescribed in Schedule XIV thereto.
- C Depreciation on additions / disposals of the fixed assets during the year is provided on pro-rata basis according to the 'period during which assets are put to use.

1.5 Investments :

- A All the Investments are classified as Long Term Investments by the management and are valued at cost in terms of "Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998" and provision is made to recognize any decline in the value of investments. B Considering the strategic and long term nature of the investment and the asset base of the investee companies, in the opinion of the management the decline in the market value of certain quoted investments and the book value of certain unquoted investment is of temporary nature and requires no provisioning.

1.6 Inventories :

The Company was valuing closing stock of shares at cost or market value whichever is less, where the quotes are available. The closing stocks of shares are valued at cost or last traded price available where the quotes are not available.

1.7 Revenue Recognition :

- A Dividend income is recognised when the unconditional right to receive the income is established. B Interest income is recognised on time proportionate method.
- C Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.
- D All expenses and incomes to the extent considered payable or receivable are accounted for on accrual basis. However, Interest on Calls in Arrears shall be accounted for on Cash Basis.

1.8 Taxes on Income :

- A Tax expenses comprise of current and deferred tax.
- B Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in 'accordance with the provisions of the Income Tax Act, 1961.
- C Deferred tax reflects the impact of current year timing differences between accounting and taxable income and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and laws that have been enacted or 'substantively enacted as of the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised and are reviewed at each balance sheet date.

1.9 Leases :

Leases are classified as operating leases where the lessor effectively retains substantially all the risks and benefits of the ownership of the leased assets. Operating lease payments are recognised as expenses in the Profit and Loss Account as and when paid.

1.10 Provisions, Contingent Liabilities and Contingent Assets :

Provision is recognised when the company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision / disclosure is made. Contingent assets are not recognised in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.



Shri Kalyan Holdings Limited

PROXY FROM

I/We being member(s) of The SHRI KALYAN HOLDINGS LIMITED hereby appoint

Shri/Smt. _____

Address _____

or failing him/her, Shri/Smt. _____

Address _____

as proxy to attend and vote on my/our behalf at the 20th annual general meeting of the company to be held on July 31st, 2012, Tuesday at 4.00 pm. and any adjournment there of.

Signature _____

Revenue
Stamp

Date:

Members Name _____ Folio NO./DP CLIENT ID _____

Type of shares _____ No. of shares _____

The proxy form should reach the registered office of the company not less than 48 hours before the time for holding the meeting.

SHRI KALYAN HOLDINGS LIMITED

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SHAREHOLDER'S NAME (In BLOCK LETTERS) | I hereby record my Presence at the 20th Annual General Meeting of the company being held at Reg. Office at Saptashrunji Apartment, Flat No.1, Ground Floor Plot No. 282 & 285, Sarsole (G.E.S.) Sector-6, Navi Mumbai Maharashtra-400706 India of the company on Tuesday, July 31st 2012 at 4.00 P.M. |
| FOLIO/DP CLIENT ID | |
| NAME OF PROXY (To be filled by the proxy who attends instead of the member. | |
| Signature of Shareholder/proxy | |
| Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it. | |

Book post

If undelivered please return to:

SHRI KALYAN HOLDINGS LIMITED

Saptashrunji Apartment, Flat No. 1, Ground Floor
Plot No. 282 & 285, Sarsole (G.E.S.) Sector-6 Navi
Mumbai Maharashtra - 400706 India