



**21<sup>st</sup>**

Annual Report  
2012-13

**Shri Kalyan Holdings Limited**

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### **Board of Directors**

- **RAJENDRA KUMAR JAIN**  
Chairman
- **BHUPENDRA KUMAR JAIN**  
Managing Director
- **JINENDRA KUMAR JAIN**  
Executive Director
- **VIRAT DEWAN**  
Independent and Non Executive Director
- **ALKESH PATNI**  
Independent and Non Executive Director
- **DEVENDRA KUMAR PATNI**  
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" 3<sup>rd</sup> 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](http://www.beetalfinancial.com)  
Email: - [investor@beetalfinancial.com](mailto:investor@beetalfinancial.com)

### **Registered Office :**

Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.)  
Sector-6, Nerul (west) Navi Mumbai, Maharashtra-400706, INDIA. Phone No.: 141-2554270  
Fax : 0141-2546420. Email:-[shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com)  
Website:- [www.shrikalyan.com](http://www.shrikalyan.com)

### **Board Committees**

#### **Audit Committee :**

- Mr. Devendra Kumar Patni (Chairman)
- Mr. Virat Dewan (Member)
- Mr. Rajendra Kumar Jain (Member)

#### **Remuneration Committee :**

- Mr. Alkesh Patni (Chairman)
- Mr. Virat Dewan (Member)
- Mr. Devendra Kumar Patni (Member)

#### **Shareholders'/Investor's Grievance Committee**

- Mr. Virat Dewan (Chairman)
- Mr. Alkesh Patni (Member)
- Mr. Rajendra Kumar Jain (Member)

#### **Compliance Officer**

- Ashok Kumar Jain

#### **Whole-Time Company Secretary**

Ms Radhika Maheshwari

#### **Corporate Advisors**

- M/s V.M. & Associates  
Company Secretaries  
403,Royal World,  
S.C. Road, Jaipur-302001
- Milind Nirkhe & Associates  
Company Secretaries  
15, B, Laxmi Ratan CHS,  
1st Floor,Plot No 229,  
Opp. Karanataka Sangh Hall  
Mogal Lane, Mahim,  
Mumbai-400016

#### **Corporate and Correspondence Office**

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



**NOTICE**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of SHRI KALYAN HOLDINGS LIMITED will be held at its Registered Office at Saptashrungi 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 Wednesday, the 31<sup>st</sup> Day of July, 2013 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<sup>st</sup>, 2013 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Devendra Kumar Patni, who retires by rotation, and being eligible, offer himself for reappointment.
3. To appoint a Director in place of Mr. Virat Dewan, who retires 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. Alkesh Patni, in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing his candidature to the office of Director, be and is hereby appointed as an Ordinary Director of the Company whose period of office shall be liable to retire by rotation.”

**Place: Jaipur**

**Date : 22<sup>nd</sup> May, 2013**

**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. Devendra Kumar Patni and Mr. Virat Dewan, Directors of the company, retire by rotation at the ensuing Meeting and being eligible, offers themselves for reappointment. The Board of Directors of the Company recommends this re-appointment.
5. A brief resume of Mr. Alkesh Patni, Mr. Devendra Kumar Patni and Mr. Virat Dewan and other information required under clause 49 of the listing agreement is included in the Report of Corporate Governance.
6. An Explanatory Statement for item no. 5 pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members and Proxies attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
8. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27<sup>th</sup> Day of July, 2013 to Wednesday, 31<sup>st</sup> Day of July, 2013, (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
10. Members are requested to address all correspondence to Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110062, India, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
11. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
12. 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.



13. 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'.
14. 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.
15. The Register of Directors' shareholding maintained under section 307 of the Companies Act, 1956 will be available for inspection by the members at the Annual General Meeting.
16. The Register of Contracts maintained under section 301 of the Companies Act, 1956 will be available for inspection by the members at the registered office of the Company.
17. 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.
18. Members desirous of getting any information about the accounts and/or operation of the company are requested to write to the company at least seven days before the date of meeting to enable the company to keep the information ready at the meeting.
19. Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
21. Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.

**Place: Jaipur**  
**Date : 22<sup>nd</sup> May, 2013**

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

**Sd/-  
RAJENDRA KUMAR JAIN  
CHAIRMAN**



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

**Item No. 5**

The Company has received a notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Alkesh Patni for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956. It will be in interest of the Company that Mr. Alkesh Patni is appointed as a 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. Alkesh Patni, nature of his 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. Alkesh 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.

**Place: Jaipur**

**Date : 22<sup>nd</sup> May, 2013**

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

**Sd/-  
RAJENDRA KUMAR JAIN  
CHAIRMAN**

### DIRECTOR'S REPORT

Your Directors have pleasure in presenting their 21<sup>st</sup> Annual Report together with the Audited Annual Accounts of the Company for the year ended March 31<sup>st</sup>, 2013.

#### **1. FINANCIAL HIGHLIGHTS:**

(Rs.)

Particulars	Financial Year 2012-2013	Financial Year 2011-2012
Net Profit/(Loss) before Tax	(7009837)	1006385
Less : Provision for Tax	-	948162
Deferred Tax	152400	179418
Prior period Adjustments	-	-
Fringe Benefit Tax	-	-
Profit/(Loss) after Tax	(7162237)	(121195)
Balance Profit/(Loss) b/f	(8891336)	(8770141)
Balance carried to Balance Sheet	(16,053,574)	(8891336)

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

#### **2. DIVIDEND:**

In view of losses incurred during the year, your Directors regret their inability to recommend any Dividend for the year ended March 31, 2013.

#### **3. CAPITAL STRUCTURE**

During the FY 12-13 there is a change in capital structure of the Company due to Forefiture as under:-Paid up share capital of the Company stands at Rs. 9,97,45,000/- instead of Rs.100010000 in Previous Year.

#### **4. OPERATIONS:**

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

#### **5. DIRECTORS:**

During the year Mr. Sanjay Godha and Mrs. Priyanka Patni has resigned from the Directorship of the Company w.e.f. 25.05.2012 and 28.07.2012 respectively. Board of Directors wish to place on record their sincere appreciation for the contributions made by them, during their tenure as a Director of the Company.

During the year Mr. Devendra Kumar Patni was appointed as an additional director of the Company w.e.f. 25.05.2012 and was regularised in the Annual General Meeting held on 31.07.2012.

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

In terms of the provisions of Companies Act, 1956 Mr. Alkesh Patni who was appointed as a Director of the Company w.e.f 01.09.2011 pursuant to section 262 of the Companies Act, 1956 to fill the



casual vacancy caused by the resignation of Shri Vikram Singh Meena who holds office upto the date to which the director in whose place he is appointed would have held office if it had not been vacated. His appointment as an Ordinary Director of the Company is placed before the members for consideration.

**6. DEMAT CONNECTIVITY WITH NSDLAND CDSL:**

Company is having DEMAT connectivity with both the depositories.

**7. REGISTRAR AND SHARE TRANSFER AGENT:**

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

**8. POSTAL BALLOTS :**

There is no Postal Ballot proceeding during the financial year 2012- 13.

**9. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, your Directors confirmed that:

- i. in the preparation of annual accounts for the Financial year 2012-2013, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. 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. 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. the annual accounts are prepared on a going concern basis.

**10. LISTING OF SHARES**

Your Company's shares are listed at Bombay Stock Exchange Limited and Jaipur Stock Exchange Limited and the listing fee for the year 2013-14 has been duly paid.

**11. 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.

**12. 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. The Company's auditor had certified the same.





**13 CODE FOR PREVENTION OF INSIDER TRADING PRACTICES**

In compliance with the SEBI Regulations on prevention of Insider Trading , the company has formulated and implemented a compressive Code of Conduct for prevention of Insider Trading by its management and employees.The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of the Company.

**14. AUDITOR'S 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 a 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.

**15. CORPORATE GOVERNANCE:**

The Company considers Corporate Governance as an important step towards building investor confidence, improving investor's protection and maximizing long term shareholder value. It has implemented all the provisions of Corporate Governance as stipulated under Clause 49 of the listing agreement with all the stock exchanges, where the Company is listed. It has always been a constant endeavor of the Company to adopt good corporate governance code through independent Board, transparent disclosures and shareholders empowerment for creating and sustaining shareholder value. A separate section on Corporate Governance along with a certificate from the Auditors of the Company, certifying compliance with stipulations of Clause 49 of listing agreement with the stock exchanges with regards to the Corporate Governance code is present elsewhere.

The Company has always provided a congenial atmosphere for work to all sections of the society. Your Company is committed to respect universal human rights. To that end, the Company practices and seeks to work with business associates who believe and promote these standards. The Company is committed to provide equal opportunities at all levels, safe and healthy workplaces and protecting human health and environment. The Company provides opportunities to all its employees to improve their skills and capabilities. The Company's commitment extends to its neighboring communities to improve their educational, cultural, economic and social well-being. Your Company is an equal opportunity employer and does not discriminate on the grounds of race, religion, nationality, ethnic origin, colour, gender, age, citizenship, sexual orientation, marital status or any disability not affecting the functional requirements of the position held.



**16 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.

**17. ACKNOWLEDGEMENT :**

The Board of Directors wish 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 : 22<sup>nd</sup> May, 2013

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

**Sd/-  
RAJENDRA KUMAR JAIN  
CHAIRMAN**



**ANNEXURE TO THE NOTICE OF 21<sup>st</sup> AGM**

**Details of Director seeking appointment/re - appointment at the Annual General Meeting as per Clause 49 of the Listing Agreement**

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 31<sup>st</sup> July, 2013

Name of Director	Mr. Virat Dewan
Age	40 Years
Date of Appointment	15.03.2005
Designation	Independent and Non Executive Director
Expertise in specific functional area	Corporate Laws and Marketing.
Qualification	B.Com
Directorship in other Companies as on 31/03/2013	Nil
Member/Chairman of the Committees of the Board of other Companies as on 31/03/2013	Nil
No. of shares held in the company as on 31/03/2013	Nil

Name of Director	Mr. Alkesh Patni
Age	48 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 31/03/2013	Nil
Member/Chairman of the Committees of the Board of other Companies as on 31/03/2013	Nil
No. of shares held in the company as on 31/03/2013	Nil



Name of Director	Mr. Devendra Kumar Patni
Age	44 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
Qualification	FCA & FCS
Directorship in other Companies as on 31/03/2013	Nil
Member/Chairman of the Committees of Board of other Companies as on 31/03/2013	Nil
No. of shares held in the company as on 31/03/2013	Nil

**Place: Jaipur**  
**Date : 22<sup>nd</sup> May, 2013**

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

**Sd/-  
RAJENDRA KUMAR JAIN  
CHAIRMAN**

## **CORPORATE GOVERNANCE REPORT**

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Corporate Governance is the application of best management practices, compliances of law and adherence to ethical standards to achieve the Company's objective of enhancing shareholder value and discharge of social responsibilities. Adopting high standards gives comfort to all existing and potential stakeholders including government and regulatory authorities, customers, suppliers, bankers, employees and shareholders. Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as true owners of the organization and of their own role as trustees on behalf of the shareholders.

At Shri Kalyan Holdings Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all the stakeholders. At Shri Kalyan Holdings Limited, we consider our stakeholders as our partners in our success and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This emanates from our strong belief that sound governance system based on relationship and trust is integral to creating value on an overall basis. We have a defined policy framework for ethical conduct of businesses.

Shri Kalyan Holdings Limited remains resolute in its commitment to conduct business in accordance with the highest ethical standards and sound Corporate Governance practices. The Company strongly believes that sound and unambiguous system of Corporate Governance practices go a long way in enhancing shareholder value and retaining investor trust and preserving the interest of all stakeholders in a context where ethics and values are under siege.

Shri Kalyan Holdings Limited has always believed that an independent and diversified Board following best practices, transparent disclosures and empowerment of shareholders are as necessary as solid financial results for creating and sustaining shareholder's value. The Company fully recognizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company strives for the fullest possible disclosure standards. It provides detailed information on various issues concerning the Company's business and financial performance to its shareholders. The Board of the Company acts with autonomy and independence in exercising strategic supervision, discharging its fiduciary responsibilities and in ensuring that the management observes high standards of ethics, transparency and disclosure.

At Shri Kalyan Holdings Limited, it is our belief that as we move closer towards our aspirations of becoming a large corporation, our corporate governance standards must be globally benchmarked. This gives us the confidence of having put in the right building blocks for future growth and ensuring that we achieve our ambitions in a prudent and sustainable manner.

Shri Kalyan Holdings Limited not only adheres to the prescribed corporate governance practices as per Clause 49 but is also committed to sound corporate governance principles and practices and constantly strives to adopt emerging best practices being followed worldwide. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation, risk management and fulfillment of stated goals and objectives.

In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI), through Clause 49 of the listing agreement of the Stock Exchanges. Shri Kalyan Holdings Limited has adopted best practices mandated in Clause 49 of the listing agreement and has established procedures and systems to be fully compliant with it.

## 2. BOARD OF DIRECTORS:

The Board is in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of stakeholder value. The Board decides on the policies to be implemented across the Company, and reviews and monitors its strategic direction and annual business plan and business objectives. Acting as trustees on behalf of the shareholders, the Board ensures that the Company has clear goals in enhancing value and growth for all the stakeholders associated with the Company and follows best governance practices.

### 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 Director on the Board is a Director in more than 15 (Fifteen) companies and member on more than ten Committees or acts 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. Alkesh Patni	Non Executive and Independent	Nil	Nil	Nil
Mr. Devendar Kumar Patni	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 members of the Board are provided with the requisite information mentioned in the Listing Agreement well before the Board meetings.

The Board considers all the matters, which are statutorily required to be considered by it. In addition the following issues are also discussed at the meetings of the Board:

- Annual operating and capital expenditure budgets and periodical review thereof.
- Investment/expansion/modernization/diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly / half-yearly / annual results (after review by Audit Committee).
- Compliance with statutory / regulatory requirements and review of major pending legal cases.
- Major accounting practices, provisions and write-offs.
- Transactions pertaining to acquisition /disposal of fixed assets /related party transactions.
- Review of working of various committees of the Board.
- Significant labour problems, if any.
- Minutes of the meetings of other committees of board.
- Any material default in financial obligation to and by the Company, or substantial non payment for goods sold by company.

#### Details of Shareholding of Directors as on 31<sup>st</sup> March, 2013:

Sr. No.	Name of Director	Number of shares
1.	Rajendra Kumar Jain	508100
2.	Bhupendra Kumar Jain	766900
3.	Jinendra Kumar Jaun	699900
4.	Devendra Kumar Patani	Nil
5.	Virat Dewan	Nil
6.	Alkesh Patni	Nil

(The Company has not issued any shares / debentures during the year.)



**Board Meetings**

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 are taken by Board.

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

Ten Board Meetings held during the financial year ended March 31<sup>st</sup>, 2013, the dates of which are 25/05/2012, 30/06/2012, 10/07/2012, 28/07/2012, 10/08/2012, 20/10/2012, 27/10/2012, 24/11/2012, 02/02/2013, 22/03/2013

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

<b>Name of the Director</b>	<b>No. of Board meetings attended</b>	<b>Attendance of last AGM held on 31/07/2012.</b>
Mr. RAJENDRA KUMAR JAIN	10	Yes
Mr. BHUPENDRA KUMAR JAIN	10	Yes
Mr. JINENDRA KUMAR JAIN	10	Yes
Mr. SANJAY GODHA	01	No
Mr. VIRAT DEWAN	10	Yes
Mr. ALKESH PATNI	10	Yes
Ms. PRIYANKA PATNI	03	No
MR. DEVENDRA KUMAR PATNI	09	Yes



#### **4. COMMITTEES OF THE BOARD :**

The Company has Three Board committees - Audit Committee , Remuneration Committee and Shareholder's/Investor's Grievance Committee. The committee appointed by the board focuses on specific area and take informed decision within their delegated authority. The committee also makes specific recommendations to the board on various matters from time to time.

All decisions pertaining to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors. Details of the committees, including the number of meetings held during the financial year and the related attendance are provided below:

##### **(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 two 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:

<b>Names of Members</b>	<b>Designation</b>
Mr. Devendra Kumar Patni	- Chairman Independent, Non-Executive
Mr. Virat Dewan	- Member Independent, Non-Executive
Mr. Rajendra Kumar Jain	- Member , Executive

##### **MEETINGS AND ATTENDANCE:**

During the financial year ended March 31, 2013, Four Audit Committee Meetings were held on 25/05/2012, 28/07/2012, 27/10/2012, 02/02/2013.

**The attendance at the audit committee meetings is as under :**

<b>Name of Director</b>	<b>No. of meeting attended</b>
Mr. Devendra Kumar Patni	04
Mr. Virat Dewan	04
Mr. Rajendra Kumar Jain	04

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



**Terms of Reference**

The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and at the same time maintain the integrity and quality of the financial reporting.

**The role of the Audit Committee includes:**

1. Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the board, the appointment, reappointment and, if required, the replacement or removal of Statutory Auditors and fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Reviewing with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Directors' Report in terms of section 217(2AA) of the Companies Act, 1956.
  - (b) Changes if any in accounting policies, practices, and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by the management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Compliance with listing and other legal requirements relating to financial statements.
  - (f) Disclosure of related party transactions.
  - (g) Qualifications in draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue i.e. public issue, rights issue, preferential issue, etc.
7. Reviewing with the management, the performance of statutory and internal auditors, and adequacy of internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the Internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up thereon.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of any nature and reporting the matter to the Board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the whistle blower mechanism.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out such other work as may be specifically referred to the committee by the Board of Directors and / or other Committees of Directors of the Company.
16. To review the following information:
  - a. Management Discussion and Analysis of financial condition and results of operation;
  - b. Statements of significant related party transactions;
  - c. Management letters/letters of internal control weakness issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weakness; and
  - e. The appointment, removal and terms of remuneration of the chief internal auditors.

**Powers of Audit Committee**

- To investigate any activity with in terms of reference.
- To seek information from any employee in respect of matter under its preview.
- Obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if consider necessary.

**(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.

<b>Names of Members</b>	<b>Designation</b>
Mr. Alkesh Patni	- Chairman Independent, Non-Executive
Mr. Virat Dewan	- Member Independent, Non-Executive
Mr. Devendra Kumar Patni	- Member Independent, Non-Executive

**MEETINGS AND ATTENDANCE:**

As the change in remuneration was within the limit set by shareholder through postal ballot in its meeting held on 31<sup>st</sup> January, 2012, so no review under Remuneration Committee Meeting was required to be held.

**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 31<sup>st</sup>, 2013.**

<b>Name of Director</b>	<b>Salary</b>	<b>Benefits</b>	<b>Commission</b>	<b>Sitting fees</b>
Rajendra Kumar Jain	Rs. 12,00,000/-	Nil	Nil	Nil
Bhupendra Kumar Jain	Rs. 12,00,000/-	Nil	Nil	Nil
Jinendra Kumar Jain	Rs. 12,00,000/-	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) Shareholder's/Investor's Grievance Committee.****FUNCTIONS**

The Board of Shri Kalyan Holdings Limited has constituted a Committee of Directors which also functions as 'Shareholder's/Investor's Grievances Committee', consisting of three members, chaired by Non-executive Independent Director. The Committee inter alia 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 approved by the Committee and Shareholders/Investors grievances are placed at the board Meetings from time to time.

### **COMPOSITION**

The constitution of the Shareholder's/Investor's Grievance Committee is as under :

<b>Name of Member</b>	<b>Designation</b>
Mr. Virat Dewan	- Chairman Independent, Non-Executive
Mr. Alkesh Patni	- Member Independent, Non-Executive
Mr. Rajendra Kumar Jain	- Member Executive

### **COMPLIANCE OFFICER**

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

### **MEETINGS AND ATTENDANCE**

Two Meetings Viz. 10/07/2012 & 20/10/2012 were held for the financial year ended 31st March 2013. The attendance at the Shareholder's/Investor's Grievance Committee Meeting is as under :-

<b>Name of Director</b>	<b>No. of meeting attended</b>
Mr. Virat Dewan	02
Mr. Alkesh Patni	02
Mr. Rajendra Kumar Jain	02

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

<b>Received From</b>	<b>Total Complaints Recd. In 2012-2013</b>	<b>Total Complaints Resolved</b>	<b>Pending Complaints as on 31/03/2013</b>
Investor/SEBI	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 2012-13.

**Sd/-  
Bhupendra Kumar Jain  
Managing Director (CEO)**

**6. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Comprehensive guidelines in accordance with the SEBI regulations are in place. The code of Conduct and corporate disclosure practices framed by the company has helped in ensuring compliance with the requirements.

**7. GENERAL BODY MEETINGS:**

**A. Annual General Meeting**

Details of last 3 Annual General Meetings are as under:

<b>Financial Year</b>	<b>Date</b>	<b>Location of the Meeting</b>	<b>Time</b>
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.
2011-2012	31/07/2012	Saptashrunji Apartment, Flat No. 1, Ground Floor, Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai, Maharashtra	04.00 P.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.

**Compliance**

- I. The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49 of the Listing Agreements and of the Securities and Exchange Board of India (SEBI). The Company has complied with and adopted the mandatory requirements of Corporate Governance Code.
- II. The Company follows the guidelines as recommended from time to time by Institute of Company Secretaries of India (ICSI). One such instance is the adoption of Secretarial Standards in respect to preparation and recording of minutes and other statutory records and registers.
- III. In respect to audit qualifications, the Company is making conscious efforts towards moving into a regime of unqualified financial statements.

**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 the prescribed 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

**Annual General Meeting**

Date & Time : 31/07/2013 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 : 27/07/2013 to 31/07/2013

Dividend Payment Date : N.A.

**II. Tentative Financial Calendar (For 2013-14)**

**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 Bombay and Jaipur.

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

**Payment of Listing fees**

The Company has paid the listing fee upto 31<sup>st</sup> March 2014 to the Bombay Stock Exchange (BSE) and Jaipur Stock Exchange Limited (JSE), where the shares of the Company are listed.

**IV. Demat ISIN for NSDL and CDSL : ISIN INE079N01019**





**V. Stock Market Data:**

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

**VI. Registrar and Share Transfer Agents :**

M/s Beetal Financial & Computer Services (P) Ltd., New Delhi, is the Registrar and Share Transfer Agent of the Company for handling both electronic and physical shares transfers. The address and contact detail of the same is given below;

**Beetal Financial & Computer Services (P) Ltd.**

3rd Floor, 99, Madangir, behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062

Ph No.29961281, 29961282 Fax: 29961284

e-mail: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**VII Distribution Schedule :**

Number of shares	Total Holders		Number of Shares	
	Total	% of Total	Total	% of Total
Upto 5000	455	84.73	2,26,900	2.2748
5001 to 10000	16	2.98	14,300	0.1434
10001 to 20000	-	-	-	-
20001 to 30000	-	-	-	-
30001 to 40000	1	0.19	3,400	0.0341
40001 to 50000	-	-	-	-
50001 to 100000	-	-	-	-
Over 100000	66	12.10	97,29,900	97.5477
<b>Total</b>	<b>537</b>	<b>100</b>	<b>9974500</b>	<b>100</b>



**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		99,74,500 FULLY PAID SHARES OF 10/- EACH	
Promoter's Holding		No. of shares	Percentage of shareholding
Indian Promoters:			
Individuals/ Hindu Undivided Family		4551700	45.63
Bodies Corporate		188000	1.88
Foreign Promoters		0	0
Persons Acting in Concert		0	0
As per List 1			
	<b>Sub - Total</b>	<b>4739700</b>	<b>47.52</b>
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
FIs		0	0
	<b>Sub - Total</b>	<b>196900</b>	<b>1.97</b>
Non - Institutions			
Bodies Corporate			
Individuals			
Individuals - i. Individual shareholders holding nominal share capital up to Rs 1 lakh		240700	2.41
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.		4796700	48.09
Any Other		500	0.01
	<b>Sub - Total</b>	<b>5037900</b>	<b>50.51</b>
	<b>Grand Total</b>	<b>9974500</b>	<b>100</b>



- IX. Dematerialisation of Shares** : The Company has the facility for dematerialisation of the share 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 ).  
Fax : 0141-2546420.  
Email : -shrikalyan25@hotmail.com  
Website : www.shrikalyan.com

## **11. MANAGEMENT DISCUSSIONS AND ANALYSIS**

### **• INDUSTRY STRUCTURE AND DEVELOPMENTS**

The year 2012-13 was a challenging year for the Indian economy mainly due to high inflation and high cost of finance that impacted investments. The tightened liquidity also affected the functioning of Capital markets. However, despite such deceleration, your Company continued to focus on its operations and emerged stronger.

### **• SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments.

### **• OUTLOOK**

Your Company is making all efforts to accelerate the growth of its business. In spite of the market risks faced by your Company, your directors are optimistic about the future prospects of the Company.

### **• OPPORTUNITIES & THREATS**

As a NBFC, your Company's growth and profitability are dependent on the functioning of Capital Markets. With the intervention of RBI, your Company expects a favorable market in the years to come. Your Company on its part is also well poised to seize new opportunities as they come. The Company is also facing stiff competition from banks / financial institutions due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate.

### **• RISKS & CONCERNS**

Your Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.



• **INTERNAL CONTROL SYSTEM AND ADEQUACY**

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

• **HUMAN RESOURCES**

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

• **FINANCIAL PERFORMANCE**

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

**CEO & CFO CERTIFICATE**

Certificate from CEO & CFO for the financial year ended on March 31<sup>st</sup>, 2013 has been annexed to the Annual Report.

Place: Jaipur

Date : 22<sup>nd</sup> May, 2013

**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 : 22<sup>nd</sup> May, 2013**

**Sd/-**  
**BHUPENDRA KUMAR JAIN**  
**MANAGING DIRECTOR (CEO)**

**Sd/-**  
**JINENDRA KUMAR JAIN**  
**CHIEF FINANCIAL OFFICER**



**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 & Jaipur Stock Exchange Limited for the financial year ended 31st March, 2013, 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 Corporate 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  
Date : 22<sup>nd</sup> May, 2013**

**For BANSHI JAIN & ASSOCIATES  
Chartered Accountants**

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



**INDEPENDENT AUDITOR'S REPORT**

**To  
The Members of  
SHRI KALYAN HOLDINGS LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **SHRI KALYAN HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended and a summary of the significant accounting policies and other explanatory information.

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

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31<sup>st</sup>,2013.
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

- 1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, 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 it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**Place: Mumbai**  
**Date : 22<sup>nd</sup> May, 2013**

**For BANSHI JAIN & ASSOCIATES**  
**Chartered Accountants**

**Sd/-**  
**B. L. Jain**  
**(Partner)**  
**M.No. 16600**  
**F.R. No. 100990W**





**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

[Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date]

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) In our opinion and according to the information and explanation given to us, the company has granted unsecured loans to nineteen companies covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the yearend balance of the loan aggregates to Rs.45,287,385/- & Rs.35,894,009/- respectively.  
(b) In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the company.  
(c) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.  
(d) In respect of the aforesaid loans, in the cases where the overdue amount is more than Rupees One Lakh, in our opinion, reasonable steps have been taken by the company for the recovery of the principal amounts and interest, where applicable.  
(e) The company has not taken unsecured loans, from parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of sub-clauses (e), (f) and (g) of clause 4(iii) are not applicable to the Company.
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 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. In respect of statutory dues:
  - (a) According to the information and explanations given 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 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, as at 31<sup>st</sup> March, 2013 for the period of more than six months from the date they became payable.
10. The company has accumulated losses to the extent of Rs. 1,60,53,574/- as at 31<sup>st</sup> March, 2013. It has incurred cash losses amounting to Rs. 59,82,334/- in the current financial year but has not incurred cash loss during the immediately preceding year. The accumulated losses are not more than 50% of net worth of the company as at 31<sup>st</sup> March, 2013.
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, 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 transfer in its name, except to the extent of the exemption granted under Section 49 of the Act.

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 give to us and on the basis of books and records produced and examined by us on an overall basis the term loans have been applied for the purposes for which they were obtained.
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, 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 : 22<sup>nd</sup> May, 2013**

**For BANSHI JAIN & ASSOCIATES**  
**Chartered Accountants**

**Sd/-**  
**B. L. Jain**  
**(Partner)**  
**M.No. 16600**  
**F.R. No. 100990W**



<b>SHRI KALYAN HOLDINGS LIMITED</b>			
<b>BALANCE SHEET AS AT MARCH 31<sup>st</sup> 2013</b>			
	Note No.	INR	
		As at end of	
		Current Reporting Period	Previous Reporting Period
		March 31,	
		2013	2012
<b>EQUITY AND LIABILITIES :</b>			
Shareholders' Funds :			
Share Capital	2	99,877,500	99,867,500
Reserves and Surplus	3	(16,053,574)	(8,891,336)
Non - Current Liabilities :			
Long Term Borrowings	4	4,085,786	536,638
Deferred Tax Liabilities [ Net ]	5	435,085	282,685
Long Term Provisions	6	357,734	184874
<b>Current Liabilities :</b>			
Short Term Borrowings	7	3,732,462	-
Trade Payables	8	530,811	-
Other Current Liabilities	9	4,925,475	1,471,626
<b>Total</b>		<b>97,891,280</b>	<b>93,451,988</b>
<b>ASSETS :</b>			
<b>Non - Current Assets :</b>			
Fixed Assets :			
Tangible Assets	10	14,173,324	7,636,118
Non Current Investments	11	1,120,000	1,120,000
Long Term Loans and Advances	12	69,331,959	74,137,720
<b>Current Assets :</b>			
Inventories	13	9,957,677	7,740,220
Trade Receivables	14	33,157	5,750
Cash and Bank balance	15	851,177	1,547,417
Short Term Loans and Advances	16	2,423,986	1,264,763
<b>Total</b>		<b>97,891,280</b>	<b>93,451,988</b>
<b>Summary of Significant Accounting Policies</b>	1		
The accompanying notes are an integral part of the financial statements			
As per our report of even date		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>For BANSHI JAIN &amp; ASSOCIATES</b>			
Chartered Accounts		Sd/-	
Sd/-		Rajendra Kumar Jain	Chairman
B.L. JAIN		Sd/-	
Partner		Bhupendra Kumar Jain	Managing Director
Membership No. 16600		Sd/-	
FRN 100990W		Jintendra Kumar Jain	Executive Director
Place: MUMBAI		Sd/-	
Dated : 22 <sup>nd</sup> May, 2013		Radhika Maheshwari	Company Secretary



<b>SHRI KALYAN HOLDINGS LIMITED</b>			
<b>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31<sup>st</sup> 2013</b>			
	Note No.	INR	
		Current Reporting Period	Previous Reporting Period
		MARCH	
		2013	2012
<b>REVENUE :</b>			
Revenue from Operations	17	54,702,311	27,205,614
Other Income	18	51,687	63,565
<b>Total Revenue</b>		<b>54,753,998</b>	<b>27,269,179</b>
<b>EXPENSES :</b>			
Purchases of Stock-in-Trade	19	49,966,594	20,572,160
Changes in Inventories of Stock-in-Trade	20	(2,217,457)	(552,656)
Employee Benefits Expense	21	5,016,100	2,578,480
Finance Costs	22	576,941	131,771
Depreciation and Amortisation expense	23	1,027,503	822,355
Other Expenses	24	7,394,154	2,710,683
<b>Total Expenses</b>		<b>61,763,835</b>	<b>26,262,794</b>
<b>Profit / [Loss] before Tax</b>		(7,009,837)	1,006,385
Less / [ Add ] : Tax Expense			
Current Tax			948,162
Deferred Tax		152,400	179,418
Prior year's tax adjustments		-	-
<b>Profit / [Loss] for the period</b>		<b>(7,162,237)</b>	<b>(121,195)</b>
<b>Earning per Equity Share [EPS] [ in Rupees ]</b>			
Basic & Diluted	25	(0.716)	(0.012)
Diluted			
<b>Summary of Significant Accounting Policies</b>	1		
The accompanying notes are an integral part of the financial statement.			
<p>As per our report of even date  <b>For BANSHI JAIN &amp; ASSOCIATES</b>  Chartered Accounts  Sd/-  B.L. JAIN  Partner  Membership No. 16600  FRN 100990W  Place: MUMBAI  Dated : 22<sup>nd</sup> May, 2013</p>		<p style="text-align: center;"><b>FOR AND ON BEHALF OF THE BOARD</b></p> <p style="text-align: center;">Sd/-  Rajendra Kumar Jain                      Chairman  Sd/-  Bhupendra Kumar Jain                    Managing Director  Sd/-  Jinendra Kumar Jain                      Executive Director  Sd/-  Radhika Maheshwari                      Company Secretary</p>	



## **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 2013, 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.

#### **1.11 Accounting of Equity Index / Stock Futures :**

- A. Initial Margin - Equity Index/Stock Futures Account", representing the initial margin paid, and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into a contract for equity index/stock futures which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans & Advances.
- B. Equity index/stock futures are marked-to market on a daily basis. Debit or credit balance disclosed under Loans and Advances or Current Liabilities, respectively, in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the balance sheet date.
- C. As on the balance sheet date, profit/loss on open positions in equity index/stock futures is accounted for as follows :
  - \* Credit balance in the "Mark-toMarket Margin - Equity Index/Stock Futures Account", being the anticipated profit, is ignored and no credit for the same is taken in the profit and loss account.
  - \* Debit balance in the "Mark-toMarket. Margin - Equity Index/Stock Futures Account", being the anticipated loss, is adjusted in the profit & loss account.
- D. On final settlement or squaring-up of contracts for equity index/stock futures; the profit or loss is calculated as the difference between the settlement/squaring-up price and the contract price.

Accordingly, debit or credit balance pertaining to the settled/squared-up contract in "Mark to Market Margin - Equity Index / Stock Futures Account" after adjustment of the provision for anticipated losses is recognised in the profit & loss account.

- E. When more than one contract in respect of the relevant series of equity index/stock futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using the weighted average cost method for calculating the profit/loss on squaring up.

#### **1.12 Accounting of Equity Index / Stock Options :**

- A. "Equity Index/Stock Futures Account", representing the initial margin paid, and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into a contract for equity index/stock options, which are released on final settlement/squaring-up of the underlying contract, are disclosed under Loans & Advances.
- B. "Equity Index/Stock Option Premium Account" represents the premium paid or received for buying or selling the options, respectively.
- C. As at the balance sheet date, in the case of long positions, provision is made for the amount by which the premium paid for those options exceeds the premium prevailing on the balance sheet date, and in the case of short positions, for the amount by which the premium prevailing on the balance sheet date exceeds the premium received for those options, and is reflected in "Provision for Loss on Equity Index/Stock Option Account".
- D. When the option contracts are squared-up before the expiry of the options, the premium prevailing on that date is recognised in the profit and loss account. If more than one option contract in respect of the same index/stock with the same strike price and expiry date to which the squared-up contract pertains is outstanding at time of squaring-up of the contract, the weighted average method is followed for determining the profit or loss.
- E. On the expiry of the contracts and on exercising the options, the difference between the final settlement price and the strike price is transferred to the profit & loss account.
- F. In both the above cases, the premium paid or received from buying or selling the option, as the case may be, is recognised in the profit and loss account for all squared-up / settled contracts.





# 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,	
	2013	2012

### Note : 2 - Share Capital :

<b>Authorised :</b> 1,10,00,000[ as at 31-03-12 : 1,10,00,000 ] Equity Shares of Rs. 10/- each	110,000,000	110,000,000
	110,000,000	110,000,000
<b>Issued Equity Shares :</b> 1,00,01,000[ as at 31-03-12 : 1,00,01,000 ] Equity Shares of Rs. 10/- each	100,010,000	100,010,000
<b>Subscribed and Fully Paid up Equity Shares</b> 9974500 (as at 31-3-2012 : 9972500) Equity Shares of Rs. 10/- each	99,745,000	99,725,000
<b>Subscribed and Not Fully Paid up Equity Shares</b> Nill (as at 31-03-12 : 28500) Equity Shares of Rs. 10/- each and Rs 5/- paid up	-	285,000
<b>Less : Calls in arrears-</b>	-	142500
<b>Add : Forfeited Share Account</b>	132500	142500
	99,877,500	99,867,500

### A. The reconciliation of the number of Shares outstanding as at March 31<sup>st</sup>,2013 and as at March 31<sup>st</sup>,2012

	As at end of			
	March 31, 2013		March 31, 2012	
	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:	26,500	26,5000	-	-
Outstanding at the end of the period	9,974,500	9,974,5000	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 <sup>st</sup> March 2013		31 <sup>st</sup> March 2012	
	No. of Shares	% of Total Holding	No. of Shares	% of Total Holding
Equity Share of Rs.10 each fully Paid				
1. Kusum Jain	858,600	8.61	858,600	8.59
2. Bhupendra Jain	766,900	7.69	766,900	7.67
3. Jinendra Jain	699,900	7.02	699,900	7.00
4. Sunita Jain	601,600	6.03	601,600	6.02
5. Rajendra Jain	508,100	5.09	508,100	5.08



# 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,		March 31,	
	2013	2012		
<b>Note : 3 - Reserve and Surplus :</b>				
<b>Surplus :</b>				
Balance as per last Balance Sheet	(8,891,336)	(8,770,141)		
Add : Profit / (Loss) for the period	(7,162,237)	(121,195)		
	(16,053,574)	(8,891,336)		
Less : Appropriations :				
Dividends :				
Proposed Dividend	-	-		
Corporate Dividend Tax on Proposed Dividend [ Net of CDT Credit ]	-	-		
Balance as at year end	(16,053,574)	(8,891,336)		
<b>Total</b>	<b>(16,053,574)</b>	<b>(8,891,336)</b>		
	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,	
	2013	2012	2013	2012
<b>Note : 4 - Long Term Borrowings :</b>				
	<b>Non-Current Portion</b>		<b>Current Maturities</b>	
Secured				
A. Term loans From banks	4,085,786	536,638	2,326,171	522,815
<b>TOTAL</b>	<b>4,085,786</b>	<b>536,638</b>	<b>2,326,171</b>	<b>522,815</b>
<b>A Securities for Term Loans :</b>				
[a] All Term Loans from bank are secured against hypothecation of motor cars				
<b>B Terms of repayment :</b>				
[a] Repayable 36 equal monthly instalments from the date (05/11/2010) alongwith interest of 9.82% p.a				
[b] Repayable 36 equal monthly instalments from the date (07/11/2011), alongwith interest of 10.50% p.a				
[c] Repayable 36 equal monthly instalments from the date (01/05/2013), alongwith interest of 9.37% p.a				
[d] Repayable 36 equal monthly instalments from the date (01/01/2013), alongwith interest of 9.96% p.a				
[e] Repayable 36 equal monthly instalments from the date (01/01/2013), alongwith interest of 9.86% p.a				
[d] Repayable 36 equal monthly instalments from the date (01/01/2013), alongwith interest of 9.73% p.a				
<b>March 31,</b>				
<b>Note : 5 - Deferred Tax</b>				
	<b>2013</b>	<b>2012</b>		
Deferred Tax Liabilities :				
Depreciation	435,085	282,685		
<b>Total</b>	<b>435,085</b>	<b>282,685</b>		
Deferred Tax Assets	-	-		
<b>Total</b>	-	-		
<b>Net Deferred Tax Liability / (Asset)</b>	<b>435,085</b>	<b>282,685</b>		



# 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,	
	2013	2012
<b>Note: 6-Long Term Provisions:</b>		
Contingent Provision Against Standard Assets (see Note 28)	357,734	184,874
<b>Total</b>	<b>357,734</b>	<b>184,874</b>
<b>Note: 7- Short Term Borrowings :</b>		
Unsecured		
Other Loans Repayable on demand	3,732,462	-
<b>TOTAL</b>	<b>3,732,462</b>	<b>-</b>
<b>Note : 8 - Trade Payables :</b>		
Trade Payables (See Note 27)	530,811	-
<b>Total</b>	<b>530,811</b>	<b>-</b>
<b>Note : 9 - Other Current Liabilities :</b>		
Current Maturities of Long Term Debt ( refer note 4 )	2,326,171	522,815
Others :		
Outstanding Payables	1,893,331	196,442
Advance from Customer	700,000	700,000
TDS payable	5,973	52,369
<b>Total</b>	<b>4,925,475</b>	<b>1,471,626</b>
<b>Note : 11 - Non Current Investments :</b>	31 March 13	31 March 12
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
<b>Total</b>	<b>1,120,000</b>	<b>1,120,000</b>
Details of Investments :		
A Investment in Equity Instruments :		
Quoted :		
- 100000 (100000) Equity Shares of Future Ventures India Ltd. of Rs.10/- each fully paid up [Market value @ 10.07 i.e. Rs. 1007000/- (P.Y. Rs.10,00,000/-)]	1,000,000	1,000,000
B Investments in Mutual Funds		
Quoted :		
- 12000 ( 12000 ) Units of Franklin India Opportunites ( Market value @ 12.2709 i.e. Rs. 147251/- C.Y. ) ( Market value @ 14.3086 i.e. Rs. 171703/- P.Y. )	1,20,000	1,20,000
<b>Total [ Aggregate Book Value of Investments ]</b>	<b>1,120,000</b>	<b>1,120,000</b>



# 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,	
	2013	2012
<b>Note : 12 - Long Term Loans and Advances :</b>		
Unsecured, Considered Good (Unless Otherwise Stated)		
Deposits	187,950	187,950
Loans and Advances to Related Parties	35,894,009	38,510,083
Other Loans and Advances	33,250,000	35,439,687
<b>Total</b>	<b>69,331,959</b>	<b>74,137,720</b>
<b>Note : 13 - Inventories :</b>		
A Classification of Inventories :		
Stock-in-Trade of Shares	9,957,677	7,740,220
<b>Total</b>	<b>9,957,677</b>	<b>7,740,220</b>
B The Inventory is valued at lower of cost and net realisable value.		
<b>Note : 14 - Trade Receivables :</b>	31-Mar-13	31-Mar-12
<b>Unsecured , Considered good ( unless otherwise stated)</b>		
Outstanding for a period exceeding 6 months from the date they are due for payment	-	-
Others	33,157	5,750
<b>Total</b>	<b>33,157</b>	<b>5,750</b>
<b>Note : 15 - Cash and Bank balance</b>	31-Mar-13	31-Mar-12
Balances with Banks		
In current accounts	297,459	1,235,305
Cash on hand	553,717	312,112
<b>Total</b>	<b>851,177</b>	<b>1,547,417</b>
<b>Note : 16 - Short Term Loans and Advances :</b>	31-Mar-13	31-Mar-12
Other Loans and Advances :		
Advance Income Tax [Net of Provision of Rs.31,53,996/- (March 31, 2012: Rs 31,53,996/-)]	2,423,986	1,264,763
<b>Total</b>	<b>2,423,986</b>	<b>1,264,763</b>
<b>Note : 17- Revenue from Operations :</b>	31-Mar-13	31-Mar-12
Sale of Products		
Traded goods - Shares	46,193,244	18,345,479
Sale of Services		
Interest Income	9,490,658	8,470,715
Other Operating Revenue		
Speculation Profit / (Loss) On Shares	80,467	(7,427)
Profit / (Loss) from Future & Option Transactions	(1,062,058)	396,847
	(981,591)	389,420
<b>Revenue from operations</b>	<b>54,702,311</b>	<b>27,205,614</b>



# 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,	
	2013	2012
<b>Note : 18 - Other Income :</b>		
Dividend Income [ Gross ] :		
From Long Term Investments	8,400	8,400
From Current Investments	-	4,669
From Stock in Trade	37,220	50,496
	<b>45,620</b>	<b>63,565</b>
Miscellaneous Income	6,067	-
<b>Total</b>	<b>51,687</b>	<b>63,565</b>
<b>Note : 19 - Purchase of Stock-in-Trade :</b>		
Purchase of Shares	49,966,594	20,572,160
<b>Total</b>	<b>49,966,594</b>	<b>20,572,160</b>
<b>Note : 20- Changes in Inventories :</b>		
Stock at closing :		
Stock-in-Trade	9,957,677	7,740,220
	<b>9,957,677</b>	<b>7,740,220</b>
Less : Stock at commencement	7,740,220	7,187,564
Stock-in-Trade	<b>7,740,220</b>	<b>7,187,564</b>
<b>Total</b>	<b>(2,217,457)</b>	<b>(552,656)</b>
<b>Note : 21 - Employee Benefit Expense :</b>		
Salaries, wages and bonus	1,388,250	1,119,250
Managing Directors' Remuneration	3,600,000	1,440,000
Staff welfare expenses	27,850	19,230
<b>Total</b>	<b>5,016,100</b>	<b>2,578,480</b>
<b>Note : 22 - Finance Cost :</b>		
Interest on term loan	264,054	108,066
Interest on shortfall of advance tax	-	20,938
Bank commission & charges	3,864	2,767
Other Borrowing Costs	309,023	-
<b>Total</b>	<b>576,941</b>	<b>131,771</b>
<b>Note : 23- Depreciation</b>		
Depreciation on Tangible Assets	1,027,503	822,355
<b>Total</b>	<b>1,027,503</b>	<b>822,355</b>



## Shri Kalyan Holdings Limited

	INR	
	As at end of	
	Current Reporting Period	Previous Reporting Period
	March 31,	
<b>Note : 24 - Other Expenses :</b>	<b>2013</b>	<b>2012</b>
Advertisement Expenses	115,339	53,641
Business Promotion expense	73,111	116,025
Audit Fees (Refer Note A)	101,124	101,124
Contingent Provision Against Standard Assets	172,860	184,874
Donations	-	11,000
Electricity and Water Charges	267,770	258,721
Insurance	249,150	94,547
Interest on TDS	179	-
Legal and Professional Fees	375,354	335,849
Listing Fees (Includes Prior Period Expenses amounting to Rs. 5,92,484)	4,449,313	-
Loss on sale of car	9,123	157,574
Rent	307,806	114,152
Repairs	205,200	205,200
Rates and Taxes	60,332	34,817
Traveling & Conveyance Expenses	1,600	6,600
Telephone expenses	107,612	244,380
STT	390,767	322,685
Vehicle expense	177,798	65,145
	329,716	404,349
<b>Total</b>	<b>7,394,154</b>	<b>2,710,683</b>
A Audit Fees		
a Auditor's Remuneration (Including Service Tax) :		
i Audit Fees	50,562	50,562
ii Tax Audit Fees	50,562	50,562
<b>Total</b>	<b>101,124</b>	<b>101,124</b>
<b>Note : 25 - Calculation of Earnings per Equity Share [ EPS ] :</b>		
The numerators and denominators used to calculate the basic and diluted EPS are as follows :		
A Profit after tax attributable to Shareholders specify currency	(7,162,237)	(121,195)
B Basic and weighted average number of Equity shares outstanding during the year Nos.	9,974,500	10,001,000
C Nominal value of equity share INR	10	10
D Basic EPS INR	(0.72)	(0.01)
E Diluted EPS INR	(0.72)	(0.01)
<b>Note : 26- Micro, Small and Medium Enterprises</b>	<b>31- Mar-13</b>	<b>31- Mar-12</b>
Based on the information available with the company, No creditors have been Identified at supplier within the meaning of Micro Small and Medium Enterprises Development (MSMED) Act 2006		



# Shri Kalyan Holdings Limited

		INR		
		As at end of		
		Current Reporting Period	Previous Reporting Period	
		March 31,		
<b>Note : 27 - Contingent Provision against standard assets</b>		31- Mar-13	31- Mar-12	
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. ONBS PD CC No. 207/03. 02.002/2010-11 dated January 17.2011 b) Movement in contingent provision against standard assets during the year is as under				
Opening Balance		184,874		
Additions during the Year		172,860	184,874	
Closing Balance		357,734	184,874	
<b>Note : 28. Details of Future Contracts Outstanding as at March 31, 2013</b>				
Sr No.	Particulars of Futures	No. of Contracts	No. of Units Short	No. of Units Long
1	NIFTY 25th April	10	500	
<b>Note : 29. Details of Nifty Index Option Premium as at March 31, 2013</b>				
Sr No.	Particulars of Futures	No. of Contracts	No. of Units Short	No. of Units Long
1	IGL 25th April (Call)	2	2000	-
2	LT 25th April (Put)	4	1000	-
3	NIFTY 25th April (Call)	30	1500	-
4	NIFTY 25 April (Put)	10	500	-
5	NIFTY 25th April (Call)	20	1000	-
6	NIFTY 25th April (Put)	30	1500	-



**SHRI KALYAN HOLDINGS LTD.**  
Note : 10 - Fixed Assets

Nature of Fixed Assets TANGIBLE	INR									
	Gross Block			Depreciation			Net Block			
	As at 1-04-12	Additions During the year	Sales and / or adj. during the year	As at 31-03-13	Up to 01-04-12	For the year	On Sales and / or adj. during the year	Up to 31-03-13	As at 31-03-13	As at 31-03-12
Air conditioner	614,630			614,630	282,289	29,194		311,483	303,147	332,341
Buildings	1,414,000			1,414,000	4,294	23,048		27,342	1,386,658	1,409,706
computer	906,839			906,839	724,041	52,311		776,352	130,487	182,798
Generator	400,800			400,800	49,469	19,038		68,507	332,293	351,331
Office Equipments	855,357	67,996		923,353	655,835	13,414		669,249	254,104	199,522
motor car	7,210,224	7,695,836		14,182,339	2,095,006	886,229		2,456,637	11,725,702	5115,218
UPS	89,900		723,721	89,900	44,698	4,269		48,967	40,933	45,202
<b>Total</b>	<b>11,491,750</b>	<b>7,763,832</b>	<b>723,721</b>	<b>18,531,861</b>	<b>3,855,632</b>	<b>1,027,503</b>		<b>524,598</b>	<b>4,358,537</b>	<b>14,173,324</b>
<b>Previous year</b>	<b>10,149,815</b>	<b>2,852,610</b>	<b>1,510,675</b>	<b>11,491,750</b>	<b>3,426,378</b>	<b>822,355</b>		<b>393,101</b>	<b>3,855,632</b>	<b>7,636,118</b>

As per our report of even date  
For **BANSHI JAIN & ASSOCIATES**  
Chartered Accounts

B.L. JAIN  
Partner  
Membership No. 16600  
FRN 100990W  
Place: MUMBAI  
Dated : 22/05/2013

FOR AND ON BEHALF OF THE BOARD

Sd/-  
**Rajendra Kumar Jain**  
(Chairman)

Sd/-  
**Bupendra Kumar Jain**  
(Managing Director)

Sd/-  
**Jinendra Kumar Jain**  
(Executive Director)

Sd/-  
**Radhika Maheshwari**  
(Company Secretary)







## Shri Kalyan Holdings Limited

<b>Loans Repaid to us :</b>				
Anokhi buildestate Pvt. Ltd.			-	-
Dream City Priemestate Pvt. Ltd.			7,851,495	1,350,000
Dream Vihar Buildhome Pvt. Ltd.			-	-
Eros Vihar Buildhome Pvt. Ltd.			850,000	-
Hemang Construction Pvt. Ltd.			1,231,714	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.			147,999	510,000
Moonstone Apartment Pvt. Ltd.			200,000	-
Pink City Electrodes Pvt. Ltd.			50,000	-
Prachir Landmart Pvt. Ltd.			302,903	-
Royal Classic Buildmart Pvt. Ltd.			-	14,849,950
Sarans Builders Pvt Ltd.			100,000	-
Shri Kalyan Gem Exports Ltd			-	10,509,800
Shri Kalyan Realty Ltd			-	910,386
Shri Kalyan Vatika Jaipur Pvt. Ltd.			100,000	-
Syon Infomedia Pvt. Ltd.			1,956,271	-
			12,790,382	30,774,130
<b>Total</b>				
<b>Interest Received :</b>				
Anokhi buildestate Pvt. Ltd.			313,398	161,474
Dream City Priemestate Pvt. Ltd.			512,772	464,433
Dream Vihar Buildhome Pvt. Ltd.			287,201	149,106
Eros Vihar Buildhome Pvt. Ltd.			309,340	197,548
Hemang Construction Pvt. Ltd.			102,727	35,283
Jaipur Papers Pvt. Ltd.			308,414	160,100
Jaipur Vatika Buildeve Pvt. Ltd.			427,367	221,564
Jaipur Vatika Buildhome Pvt. Ltd.			133,801	72,000
Jaipur Vatika Premises Pvt. Ltd.			-	4,438
Kalyan Vill Properties Pvt. Ltd.			415,541	264,194
Moonstone Apartment Pvt. Ltd.			457,514	340,721
Pink City Electrodes Pvt. Ltd.			126,387	65,277
Prachir Landmart Pvt. Ltd.			113,942	60,810
Royal Classic Buildmart Pvt. Ltd.			-	287,070
Sarans Builders Pvt Ltd.			471,390	245,569
Shri Kalyan Gem Exports Ltd			-	277,556
Shri Kalyan Realty Ltd			-	11,540
Shri Kalyan Vatika Jaipur Pvt. Ltd.			391,554	210,600
Syon Infomedia Pvt. Ltd.			370,345	18,079
			4,741,693	3,247,362
<b>Total</b>				



<b>Rent Paid</b>				
Premalata Jain	180,000	180,000		
<b>TDS Received</b>				
Anokhi buildestate Pvt. Ltd.			31,340	16,147
Dream City Priemestate Pvt. Ltd.			51,277	46,443
Dream Vihar Buildhome Pvt. Ltd.			28,720	14,911
Eros Vihar Buildhome Pvt. Ltd.			30,934	19,755
Hemang Construction Pvt. Ltd.			10,272	3,528
Jaipur Papers Pvt. Ltd.			30,842	16,010
Jaipur Vatika Buildeve Pvt. Ltd.			42,737	22,156
Jaipur Vatika Buildhome Pvt. Ltd.			13,379	7,200
Jaipur Vatika Premises Pvt. Ltd.			-	444
Kalyan Vill Properties Pvt. Ltd.			41,554	26,419
Moonstone Apartment Pvt. Ltd.			45,751	34,072
Pink City Electrodes Pvt. Ltd.			12,639	6,528
Prachir Landmart Pvt. Ltd.			11,394	6,081
Royal Classic Buildmart Pvt. Ltd.			-	28,707
Sarans Builders Pvt Ltd.			47,139	24,557
Shri Kalyan Gem Exports Ltd			-	27,756
Shri Kalyan Realty Ltd			-	1,154
Shri Kalyan Vatika Jaipur Pvt. Ltd.			39,156	21,060
Syon Infomedia Pvt. Ltd.			37,035	1,808
<b>Total</b>			<b>474,169</b>	<b>324,736</b>
<b>Guarantees given :</b>				
<b>Total</b>			<b>-</b>	<b>-</b>
<b>Outstanding :</b>				
<b>Receivable :</b>				
Anokhi buildestate Pvt. Ltd.			2,823,103	2,495,327
Dream City Priemestate Pvt. Ltd.			-	6,787,990
Dream Vihar Buildhome Pvt. Ltd.			2,583,714	2,304,195
Eros Vihar Buildhome Pvt. Ltd.			2,540,745	3,052,793
Hemang Construction Pvt. Ltd.			-	1,121,755
Jaipur Papers Pvt. Ltd.			2,787,148	2,474,090
Jaipur Vatika Buildeve Pvt. Ltd.			3,849,206	3,424,408
Jaipur Vatika Buildhome Pvt. Ltd.			1,212,765	1,064,800
Jaipur Vatika Premises Pvt. Ltd.			-	-
Kalyan Vill Properties Pvt. Ltd.			3,646,202	3,062,775
Moonstone Apartment Pvt. Ltd.			4,017,125	3,151,649
Pink City Electrodes Pvt. Ltd.			1,088,647	1,008,749
Prachir Landmart Pvt. Ltd.			773,110	939,729
Royal Classic Buildmart Pvt. Ltd.			-	-
Sarans Builders Pvt Ltd.			4,159,797	3,761,012
Shri Kalyan Gem Exports Ltd			-	-
Shri Kalyan Realty Ltd			-	-
Shri Kalyan Vatika Jaipur Pvt. Ltd.			3,432,241	3,114,540
Syon Infomedia Pvt. Ltd.			2,980,206	746,271
<b>Total</b>			<b>35,894,009</b>	<b>38,510,083</b>



**b Details relating to persons referred to in item 30-A (C) above :**

**1. Remuneration :**

Chairman : Rajendra Kumar Jain  
Managing Director : Bhupendra Kumar Jain  
Executive Director : Jinendra Kumar Jain

**2. Outstandig remuneration payable**

Chairman & Managing Director  
Deputy Managing Director

INR	
Reporting period ended March 31	
2013	2012
1,200,000	480,000
1,200,000	480,000
1,200,000	480,000
NIL	NIL
NIL	NIL



# Shri Kalyan Holdings Limited

## Cash Flow Statement for the Year Ended 31<sup>st</sup> March, 2013

PARTICULARS		As AT 31.03.2013 Amount (Rs.)		As AT 31.03.2012 Amount (Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/ (Loss) before taxation		(7,009,837)		1,006,385
Adjustments for .				
Depreciation	1,027,503		822,355	
Dividend received	(45,620)		(63,565)	
Provision	172,860		184,874	
Loss/ (Profit) On Sale Of Fixed Assets	9,123		157,574	
Interest and finance charges paid	264,054		131,771	
		1,427,921		1,233,009
Operating Profit before Working Capital changes		(5,581,916)		2,239,394
Adjustments for :-				
(Increase)/Decrease in Inventories	(2,217,457)		(552,656)	
(Increase) /Decrease in Trade and other receivables	(27,407)		(5,6038)	
(Increase) /Decrease in Loans & Other Deposits	4,805,761		(27,348,308)	
Increase / (Decrease) in other payables	2,181,304	4,742,200	(114,677)	(28,021,279)
Cash generated from operations		(839,716)		(25,781,885)
*Taxes paid (Net of refunds)		(1,159,223)		(394,635)
<b>Net cash generated in operating activities (A)</b>		<b>(1,998,939)</b>		<b>(26,176,520)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Fixed Assets	(7,763,832)		(2,852,610)	
Sale of Assets	190,000		960,000	
Dividend received	45,620		63,565	
		(7,528,212)		(1,829,045)
Net cash from investing activities (B)		<b>(7,528,212)</b>		<b>(1,829,045)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Receipt Of Call In Arrears	10,000		28,497,000	
Increase/ (Decrease) in Loans	9,084,966		(190,106)	
Interest and finance charges paid	(264,054)	8,830,912	(110,834)	28,196,060
Net cash used in financing activities (C)		8,830,912		28,196,060
Net Increase / (Decrease) in Cash & Cash Equivalents (A + B+C)		696,240		190,498
Cash & Cash Equivalents as at beginning of the year		1,547,416		1,356,919
Cash Equivalents as at end of the year		851,177		1,547,417
Net Increase / (Decrease) in Cash & Cash Equivalents		(696,240)		190,498

**NOTE :**

The above cash flow has been prepared under the indirect method as set out in Accounting standard 3 on cash flow statement issued by ICAI

As per our report of even date

**For BANSHI JAIN & ASSOCIATES**

Chartered Accounts

Sd/-

B.L. JAIN

Partner

Membership No. 16600

FRN 100990W

Place: MUMBAI

Dated : 22<sup>nd</sup> May, 2013

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

Rajendra Kumar Jain

Chairman

Sd/-

Bhupendra Kumar Jain

Managing Director

Sd/-

Jinendra Kumar Jain

Executive Director

Sd/-

Radhika Maheshwari

Company Secretary



## Shri Kalyan Holdings Limited

(As required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Direction 1998)

Particulars	(Rs. in Lacs) Amount Outstanding	(Rs. in Lacs) Amount Overdue
<b>Liabilities side</b>		
<b>(1) Loan and advances availed by the NBFCs inclusive of interest accrued thereon but not paid</b>	---	---
(a) Debenture : Secured	---	---
Unsecured	---	---
(Other than falling within the meaning of public deposits*)	---	---
(b) Deferred Credits	---	---
(c) Terms Loans	40.86	---
(d) Inter-Corporate loans and borrowing	---	---
(e) Commercial Paper	---	---
(f) Public Deposits*	---	-----
(g) Other loans - Subordinate Debts	37.32	---
- Cash Credit	---	---
HP Refinance Loan	---	---
* Please see Note 1 below		
<b>(2) Break-up of (1) (f) above (Outstanding Public deposits inclusive of interest accrued thereon but not paid)</b>		
(a) in the form of Unsecured debentures	---	---
(b) In the form of party secured debenture i.e. debentures where there is a shortfall in the value of security	---	---
(c) Other public deposits	---	---
* Please see Note 1 below		
<b>Asset Side</b>		
<b>(3) Break - up of Loans and advances including bills receivable (other than those included in (4) below :</b>		
(a) Secured	---	---
(b) Unsecured (Loan + Deposits) #	693.32	---
# Please see Note 3 below		
<b>(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</b>	---	---
(i) Lease assets including lease rentals under sundry debtors :	---	---
(a) Financial Lease	---	---
(b) Operating Lease	---	---
(ii) Stock on Hire including hire charges under sundry debtors	---	---
(a) Assets on hire	---	---
(b) Repossessed Assets	---	---
(iii) Hypothecation loans counting towards EL/HP activities	---	---
(a) Loans where assets have been repossessed	---	---
(b) Loans other than (a) above	---	---
<b>(5) Break up of Investments :</b>		
<b>Current Investments :</b>		
<b>1. Quoted :</b>		
(i) Shares :		
(a) Equity	---	---
(b) Preference	---	---
(ii) Debenture and Bonds	---	---
(iii) Units of mutual funds	---	---
(iv) Government Securities	---	---
(v) Others (Please specify)	---	---



## Shri Kalyan Holdings Limited

<b>2. Unquoted :</b> (i) Shares : (a) Equity (b) Preference (ii) Debenture and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)	---	---	---
<b>Long Term Investments</b> <b>1. Quoted :</b> (i) Shares : (a) Equity (b) Preference (ii) Debenture and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)	10.00	---	---
<b>2. Unquoted :</b> (i) Shares : (a) Equity (b) Preference (ii) Debenture and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)			
<b>(6) Borrower group wise classification of all leased assets stock on hire and loans and advances</b> Please see Note 2 below			
	<b>Amount Net of Provisions</b>		
<b>Category</b>	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
1. Related Parties**			
(a) Subsidiaries	---	---	---
(b) Companies/Concern in the same group	---	---	---
(c) Other related parties	---	---	---
2. Other than related parties			
<b>(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>	Market value /break up of fair value of NAV (Rs./ unit)		Book Value (net of Provision) (Rs. / Unit)
1. Related Parties**			
(a) Subsidiaries	---	---	---
(b) Companies in the same group	---	---	---
(c) Other related parties _	---	---	---
2. Other than related parties:			
a) Equity Instruments	10.07		10.00
b) Mutual Fund Units	12.27		10.00
**As per Accounting Standard ICAI			
<b>(8) Other information</b> Particulars	Amount		
(i) Gross Non-Performing Assets			
(a) Related parties	----		----
(b) Other than related parties	----		----
(ii) Net Non-Performing Assets			
(a) Related parties	----		----
(b) Other than related parties	----		----
(iii) Assets acquired in satisfaction of debt	----		----
Notes:			
1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directors, 1998.			
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.			
3. Loans and Advances include TDS receivable on Interest received on Fixed Deposits.			
4. Inventory has been excluded from Point 5 & Point 7 above.			

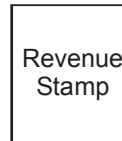


**PROXY FORM**

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 21<sup>st</sup> Annual General Meeting of the company to be held on July 31<sup>st</sup>, 2013, Wednesday at 4.00 pm. and any adjournment there of.

Signature \_\_\_\_\_



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 21 <sup>st</sup> Annual General Meeting of the company being held at Reg. Office at Saptashrungi Apartment, Flat No.1, Ground Floor Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6, Navi Mumbai Maharashtra-400706 India of the company on Wednesday, July 31 <sup>st</sup> 2013 at 4.00 P.M.  Signature of Shareholder/proxy
FOLIO/DP CLIENT ID	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.	
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**  
Saptashrungi Apartment, Flat No.1, Ground Floor  
Plot No. 282A & 285, Sarsole (G.E.S.) Sector-6, Navi  
Mumbai Maharashtra-400706 India



# Shri Kalyan Holdings Limited

Regd Office : Saptashrungi Apartment, Flat No -1 Ground Floor,  
Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6,  
Nerul (West), Navi Mumbai-400706  
Phone : 09821307437 • Email : ashok@shrikalyan.com  
Website : www.shrikalyan.com

## FORM A

### Covering Letter of the Annual Audit Report

1.	Name of the Company	Shri Kalyan Holdings Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.

For Banshi Jain & Associates  
Chartered Accountants

Bhj

B.L. JAIN  
Partner  
Membership No. 16600

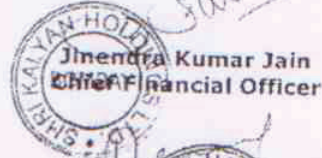


For Shri Kalyan Holdings Limited

Bhupendra Kumar Jain  
Managing Director (CEO)

Jinendra Kumar Jain  
Chief Financial Officer

Devendra Kumar Patni  
Chairman of Audit Committee



Corporate/Correspondence Office : D-25, Lal Bahadur Nagar East, J.L.N. Marg, Jaipur-302017 (Rajasthan)  
Phone : 0141- 2554270, Telefax : 0141-2546420