

SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Regd. Office: Anand Jyoti Building, Room No. 107, 1st Floor, 41, Netaji Subhas Road, Kolkata-700001.

Ph.:033-65180616, 22309902, E-Mail Id:- snrmerchant@gmail.com, Web-site: www.snrmerchant.com

CIN - L51109WB1968PLC027338

Date: 10th September 2019

To
Listing Department,
MCX Stock Exchange Limited,
Vibgyor Towers, 4th Floor,
Plot No. C 62, G- Block, Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 098

Sub: ANNUAL REPORT 2018-2019.

Dear Sir,

Please find enclosed the Annual Report – 2019 of the Company pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above document on your record.

Thanking You

Yours Faithfully,
For Srinarayan Rajkumar Merchants Limited

Sd/-
(SHWETA AGARWAL)
COMPANY SECRETARY

51ST

**ANNUAL REPORT
2018-2019**

**SRI NARAYAN RAJKUMAR MERCHANTS LIMITED
(CIN: L51109WB1968PLC027338)**

BOARD OF DIRECTORS	SH. V. K. SUREKA SMT. VEENA AGARWAL SH. MADHAV SUREKA SH. RANNVEER SINGH RISHI	DIN:00060160 DIN:00060415 DIN:06889850 DIN:08253892	MANAGING DIRECTOR DIRECTOR DIRECTOR DIRECTOR
COMPANY SECRETARY	MS. SHWETA AGARWAL		
STATUTORY AUDITOR	SENSONS CHARTERED ACCOUNTANTS 667, SECTOR- 28, FARIDABAD- 121002		
SECRETARIAL AUDITOR	JYOTI ARYA & ASSOCIATES K-009, DDA LIG FLATS, POCKET-C, MOLARBAND, NEW DELHI-110076		
PRINCIPAL BANKERS	ICICI BANK LIMITED HDFC BANK LIMITED		
REGISTERED OFFICE	ROOM NO. 107, ANAND JYOTI BUILDING, 1st FLOOR, 41, NETAJI SUBHAS ROAD, KOLKATA, WEST BENGAL -700001		
ADMINISTRATIVE OFFICE	602, CHIRANJIV TOWER, 43, NEHRU PLACE, NEW DELHI-110019		
REGISTRAR & TRANSFER AGENTS	M/S. BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD., BEETAL HOUSE,99, MADANGIR, BEHIND LOCAL, SHOPPING CENTRE, NEAR DADA HARSUKH DASS MANDIR, NEW DELHI – 110062		
SHARES LISTED AT	METROPOLITAN STOCK EXCHANGE OF INDIA LTD.(MCX-SX)) CALCUTTA STOCK EXCHANGE LTD		

NOTICE

Notice is hereby given that the 51th Annual General Meeting of the Members of Sri Narayan Rajkumar Merchants Limited will be held on Friday, the 28th September, 2018 at 11:00 A.M. at BRIDDHI 82A, Shambunath Pandit Street, 2nd Floor, Kolkata, West Bengal-700020 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Veena Aggarwal (DIN: 00060415), who retires by rotation and, being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

3. **To appoint Shri Rannveer Singh Rishi (DIN: 08253892) as an Independent Director(Non-Executive) To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Shri Rannveer Singh Rishi (DIN:08253892), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5(five) years wef February25, 2019 ending upto February24, 2024.”

4. To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution:**

“ RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to the Board of Directors for entering into related party transactions by the Company with effect from 1st April, 2019 upto a maximum amount per annum as specified herein below:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1 ST APRIL, 2019.					
₹ in Crores					
	Transactions defined u/s 188(1) of the Companies Act,2013				
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship :	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services ; Appointment of any agent for purchase or sale of goods; materials, services or	Others
Sh. V.K. Sureka, Managing Director and Smt. Veena Agarwal, Director being the Promoter Directors and/or					

SRI NARAYAN RAJKUMAR MERCHNATS LIMITED**(CIN:L51109WB1968PLC027338)**

their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP				property,	
COMPANIES					
Mauria Udyog Ltd.	20	20	05	20	05
Shri Narayan Steel Industries Pvt. Ltd.	0.50	0.50	0.50	0.50	0.50
Bihariji Ispat Udyog Ltd.	02	02	02	02	02
Chakra Exports Pvt. Ltd.	0.25	0.25	0.25	0.25	0.25
Deepak Hotels Pvt. Ltd.	01	01	01	01	01
Jotindra Steel & Tubes Ltd.	02	02	02	02	05
Modgen Fashions Pvt. Ltd.	0.50	0.50	0.50	0.50	0.50
Quality Synthetic Industries Ltd.	01	01	01	01	01
Ram Forgings Pvt. Ltd.	0.25	0.25	0.25	0.25	0.25
Taanaz Fashions India Pvt. Ltd.	01	01	01	01	01
Vee Em Infocentre Private Limited	01	01	01	01	01
Bihariji Infotech Private Ltd.	01	01	01	01	01
JST Engineering Services Ltd.	01	01	01	01	01
Bhama Properties Private Limited	0.25	0.25	0.25	0.25	0.25
TRUST SOCIETY/FIRMS/ LLP/ SUBSIDIARIES/JOINT VENTURES	01	01	01	01	01
Directors/Kmps/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013	05	05	02	02	05
Note: Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

Further “ Resolved that for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and matters as the Board of Directors and/or Committee thereof may in its absolute discretion consider necessary, proper, expedient or appropriate.”

By Order of the Board
SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

SD/-
Shweta Agarwal
Company Secretary

Registered Office:

Room No. 107, Anand Jyoti Building,
1st Floor, 41, Netaji Subhash Road,
Kolkata, West Bengal-700001
CIN: L51109WB1968PLC027338
Date: 04th September, 2019

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING(HEREINAFTER REFERRED AS “THE MEETING”/”AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being Monday, 23rdSeptember, 2019 or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
3. The Register of members and share transfer books of the Company will remain closed from Friday, 27thSeptember, 2019 to Monday, the 30thSeptember, 2019 (both days inclusive).
4. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. SEBI mandates transfers of securities only in dematerialized mode vide Notification No.: SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
6. SEBI mandates updation of Shareholders’ PAN and Bank details vide SEBI Circular No.: SEBI/HO/MIRSD/DOP1/CIR/P/2018/24 dated June 08, 2018. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent of the Company.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent of the Company.
8. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
9. All the documents referred to in the notice will be available for inspection at the Company’s registered office during normal business hours on all working days upto the date of AGM. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013(Act), and the Register of Contracts or Arrangements in which directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
10. Members whose shareholding is in electronic mode are requested to direct change of address, contact details and bank account details, in case of change, to their respective depository participant(s). Members holding shares in physical form are requested to update their addresses and contact details with the Registrar and Share Transfer Agent of the Company, if there is any change.

11. In terms of section 101 of the Companies Act 2013, read together with the rules made thereunder, the Company forwarded soft copies of all the documents to be sent to the shareholders including the General Meeting notices along with Audited Accounts and requisite reports thereon to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also available on the Company's Website at www.snrmerchant.com. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at lmgupta@mauria.com quoting their folio number(s) or their DP/ CLIENT IDs.
12. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders.

13. Voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have exercised their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have appointed Mr. L.K. Bohania, FCA, M.No.-53314, Chartered Accountants in practice, Kolkata as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) in the meeting is isMonday, 23rd September, 2019.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Friday, 27thSeptember, 2019 at 10.00 A.M	Sunday, 29thSeptember, 2019 at 5.00 P.M.

- i. Any member, who have cast his/her/its vote through remote e-voting, may participate in the annual general meeting but shall not be allowed to vote at the AGM
- j. Persons who have acquired shares and became members of the Company after dispatch of the Notice of AGM but before the cut-off date of Monday, 23rd September 2019, may obtained their user ID and password for e-voting from the Company's Registrar and share transfer Agent or CDSL.
- k. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **Friday, 27th September, 2019 at 10.00 A.M** and ends on **Sunday, 29th September, 2019 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **SRINARAYAN RAJKUMAR MERCHANTS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

If any member has any problem/ query regarding e-voting then he may contact to the below person:

Name : Puneet Mittal,
Designation : General Manager
Address : M/s BEETAL Financial & Computers Services Pvt. Ltd.
BEETAL HOUSE, 99, Madangir, Behind Local Shopping centre
Near Dada Harsukh Dass Mandir, New delhi-110 062
E-mail id : beetalrta@gmail.com
Phone No. : 011-29961281(6 Lines)

- i. The e-voting module shall be disabled by CDSL for voting after Thursday, 29th September, 2019(After 05.00 pm).
- ii. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on cutoff date i.e. 23rd September, 2019.
- iii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot/polling for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer immediately after conclusion of voting by eligible members at AGM (through polling paper) shall, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in presence of at least two (2) witness not in the employment of the Company. Thereafter, the scrutinizer shall prepare consolidated report and forward it to the Chairman of the Company, or any other director so authorized, who shall counter sign the same and declare the result within 48 hours of conclusion of the

AGM. The result of AGM shall be declared by intimating to the stock exchanges and by placing on the website of the Company and Agency. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. i.e. Monday, the 30th of September, 2019.

- l. A Member can opt for only one mode of voting i.e. either through remote e-voting or at the venue of AGM through polling paper. If a Member casts his/her vote by both modes, then voting done through remote e-voting shall prevail and the voting through polling paper shall be treated as invalid.
- m. The result declared alongwith the Scrutinizer's Report shall immediately be placed on the Company's web-site www.snrmerchant.com, notice board of the company and on the web-site of CDSL www.evotingindia.com and communicated to the MSEI Ltd. and CSE Ltd., where the shares of the company are listed.

EXPLANATORY STATEMENT:

(Pursuant to Section 102 (1) of the Companies Act, 2013("the Act"), attached to the Notice dated 04th September, 2019 convening the 51st Annual General Meeting)

SPECIAL BUSINESSES:**ITEM NO. 3****Ordinary Resolution**

The Board of Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, provisions under the Listing Regulations 2015 and section 161(1) of the Act, and the Articles of Association of the Company, Shri Rannveer Singh Rishi as an Additional Director (Independent Category) of the Company with effect from 25thFebruary, 2019.

In terms of the provisions of Section 161(1) of the Act, Shri Rannveer Singh Rishi would hold office upto the date of the ensuing Annual General Meeting.

Shri Rannveer Singh Rishi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5(five) consecutive years on the Board of the Company and she/he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri Rannveer Singh Rishi that he meets the criteria of independence as prescribed both under the sub-section (6) of Section 149 of the Act and under Regulation 16 of the Listing Regulations, 2015. The Board of Directors believes that Smt. Jaspreet Arora possesses appropriate skills, experience and knowledge.

A notice in writing pursuant to section 160 of the Companies Act, 2013 as amended has been received in the prescribed manner.

In the opinion of the Board, Shri Rannveer Singh Rishi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Rannveer Singh Rishi is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Shri Rannveer Singh Rishi is appointed as an Independent Director.

Copy of the draft letter of appointment of Shri Rannveer Singh Rishi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.3 for approval by the shareholders.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are provided as an **Annexure** to this Notice.

Item No. 2**Ordinary Resolution**

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company seeks to obtain overall consent of the shareholder with monetary annual limits that the Board of Directors may enter into with its Related Parties (as defined under the Companies Act, 2013) from time to time for the financial year 2019-20 and beyond depending upon the business exigencies as it would be in compliance of and consistent with the requirement of obtaining prior approvals of the shareholders for each and every Related Party transactions.

All prescribed disclosures as required to be given under the provisions of Companies Act, 2013 and the Companies (Meeting of the Board and the Powers) Rules, 2014 are given in Resolution no. 09 under Special Business of the Notice in the tabular format for the kind perusal of the members.

Members are hereby informed that pursuant to the second proviso of section 188(1) of Companies Act, 2013, no member of the company shall vote on such Ordinary resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your company has approved this item in the Board Meeting held on 04th September, 2019 and recommends the Resolution as set out in the Notice for the approval of members of the Company as an Ordinary Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

By Order of the Board
SRI NARAYAN RAJKUMAR MERCHANTS LIMITED
Sd/-
Shweta Agarwal
Company Secretary

Registered Office:

Room No. 107, Anand Jyoti Building,
1st Floor, 41, Netaji Subhash Road,
Kolkata, West Bengal-700001
CIN: L51109WB1968PLC027338
Date: 04th September, 2019

Annexure

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED IS FURNISHED AS BELOW:

Name of Directors	Smt. Veena Aggarwal	Shri Rannveer Singh Rishi
DIN	00060415	08253892
Date of Birth	21/10/1959	11-03-1993
Date of First Appointment	13/06/2014	25-02-2019
Designation	Promoter-Non-Executive	Independent Director
Qualification	Higher Secondary	Senior Secondary
Expertise in specific functional area	She is in business having 37 years' experience in the area of general finance and investment.	Having experience of around 05 years in the field of steel industry.
Relation with other Directors	Related to Sh. V.K. Sureka Mg. Directors of the company	Not Related to any of Directors of the company.
List of public companies in which directorship held(including foreign Companies)	1. Bihariji Ispat Udyog Ltd. 2.JST Engineering Services Ltd.	- Jotindra Steel & Tubes Ltd. - Mauria Udyog Ltd. -Bihariji Ispat Udyog Ltd. -Quality Synthetic Industries Ltd.
Chairman/ Member of the Committee of Board of Directors of public Companies	- <u>Bihariji ispat Udyog Ltd.</u> - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member)	<u>Jotindra Steel & Tubes Ltd.</u> - Audit Committee(Member) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member) <u>Mauria Udyog Ltd.</u> - Audit Committee(Member) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member) <u>Bihariji Ispat Udyog Ltd.</u> - Audit Committee(Member) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member) <u>Quality Synthetic Industries Ltd.</u> - Nomination & Remuneration Committee (Member)
Shareholding in the Company	Nil	NIL

REPORT OF DIRECTORS TO THE SHAREHOLDERS OF THE COMPANY**TO THE MEMBERS:**

Your Directors have the pleasure in presenting the 51ST Annual Report together with the Audited Accounts of the company for the year ended 31st March, 2019.

WEBLINK OF THE COMPANY:

The web address of the company is <http://www.snrmerchant.com>, where annual return referred to in sub-section (3) of section 92 has been placed.

FINANCIAL RESULTS:

The Financial Results for the year ended 31st March, 2019 are as under:-

PARTICULARS	Rs. in Lacs	
	2018-2019	2017-18
Gross Sales & Other Income	325.21	142.74
Gross Profit/(Loss) before Finance Cost, Depreciation & Taxes	295.18	65.22
Less: Finance Cost	62.98	14.02
Less: Depreciation	0.06	0.16
Profit Before Tax	232.14	51.03
1. Current Tax	(50.50)	(10.86)
MAT Utilised	(15.44)	(4.99)
MAT Credit Entitlement	-	-
2. Deferred Tax	(0.02)	(0.53)
Net Profit for the year	166.22	34.65
Transfer to General Reserve	-	-

PERFORMANCE REVIEW:

Your Company achieved fairly satisfactory performance in turnover and net profits. However as compared to previous year the Gross revenues as well as operating profits i.e. before finance cost depreciation and taxes and also net profits recorded a decline. Your directors are committed to revamp the financial performance of the company and hopeful of better performance in the forthcoming year.

FUTURE OUTLOOK:

The year ahead is bright and full of production activities. Your directors are optimistic of better performance in turnover and profits during 2019-20 compared to previous year.

DIVIDEND & RESERVES:

In order to conserve the financial resources of the company, the Board of Directors have not recommended payment of dividend to the equity shareholders of the company for the financial year 2018-19 closed on 31st March, 2019.

During the financial year 2018-2019 under report, the company has profit of Rs.34.65 lakhs from which the adjustments are made as detailed: Rs. 1.16 lakhs for Income tax for earlier year and Rs. 0.69 lakhs for RBI reserve Fund for NBFC.

SHARE CAPITAL:

The paid up equity share capital as on 31st March 2019 is Rs. 497.89 Lakhs. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate.

FIXED DEPOSITS:

The company has not accepted any deposits from public and is not, therefore, required to furnish information in respect of outstanding thereof as per Deposits Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1988.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

As on March 31, 2019, there was no outstanding loan or guarantees covered under the provisions of section 186 of the Act. The details of the Loans, Guarantees and Investments covered under the provisions of section 186 of the Act are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS:

A detailed report on contracts and arrangements made during the year 2018-19, transactions being in the ordinary course of business and at arm's length have been reported and annexed hereto in this report in the prescribed form AOC-2 read with note no. 10 (other notes on accounts) of the Financial Statement.

The terms & conditions of the abovementioned transactions are not prejudicial to the interest of the Company and there is no transaction of material nature. The closing balance of such related parties, wherever outstanding, are not overdue.

NUMBER OF MEETINGS OF THE BOARD:

Ten meetings of the Board of Directors were held during the year 2018-19 and the gap between two Board Meetings did not exceed one hundred & twenty days. The necessary quorum was present for all the meetings. During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the Board as a whole.

The details of Board meeting held during the Financial Year 2018-2019 are as under:

Sr. No.	Date of Board Meeting	No. of Director Present	No. of Directors Absent
1	12/04/2018	3	1
2	29/05/2018	4	0
3	13/08/2018	3	1
4	04/09/2018	3	1
5	13/11/2018	3	1
6	01/12/2018	2	2
7	06/02/2019	2	2
8	12/02/2019	3	1
9	25/02/2019	3	1
10	28/03/2019	2	2

BOARD EVALUATION:

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 ("the Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17(10) of Listing Obligations & Disclosure Requirements, Regulations, 2015. The performance of the Board was evaluated by the Board after seeking

inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. The details of various familiarization programme provided to the Directors of the Company is available on the Company's website www.snrmerchant.com.

DISCLOSURE PURSUANT TO RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 has been made in the prescribed Format and forms part of the Directors' Report as Annexure IV

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

In terms of requirements under Schedule V of the Companies Act, 2013 and clause 49 of the Listing Agreement, a separate meeting of the Independent directors was held on 12/02/2019.

The independent Directors at the meeting reviewed the following:-

- Performance of Non Independent Directors and board as a whole.
- Performance of the Chairperson of the company, taking into the account the views of executive directors and non-executive directors.
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

LISTING OF STOCK EXCHANGES:

Your Directors take an immense pleasure in informing you that with effect from August 28, 2015, the Equity shares of your company (bearing ISIN: INE063F01019) got listed and admitted to dealings on the Capital Market Segment of Metropolitan Stock Exchange of India Ltd. (Formerly known as MCX Stock Exchange Limited).

CORPORATE GOVERNANCE:

The Board of Directors and Management believe in adopting and practicing principles of Good Corporate Governance with a view to:-

- Safeguard shareholders' interest through sound business decisions, prudent financial management and high standard of business ethics: and
- Achieve transparency, accountability and integrity in the dealings and transactions of the Company

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of (a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. Hence compliance with the aforesaid

regulations shall not apply to the company as the paid up equity share capital of the company is less than rupees ten crore and net worth also does not exceed rupees twenty five crore, as on the last day of the previous financial year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards, have been followed and there are no material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis;
- v. They have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating affectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEM:

Based on the framework of internal controls and compliance systems established and maintained by the company, work performed by the internal, statutory and secretarial auditor and external consultants and the reviews performed by management and the relevant Board Committees, including the audit committee, the board is of the opinion that the company's internal financial control were adequate and effective during the financial 2018-2019.

DIRECTORS & KEY MANAGERIAL PERSONNEL/ DECLARATION ON INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013 (" Act), all Independent directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Regulations, 2015.

Smt. Veena Aggarwal (DIN: 00060415) retires by rotation and being eligible has offered himself for re-appointment.

Keeping in view his vast experience and the contributions to the Board, the Board of Directors have recommended for the re-appointment of Sh. Vishnu Kumar Sureka as a Director of the Company liable to retire by rotation.

There was change in the Board of Directors during the year under report as Smt. Smt. Jaspreet Arora (DIN:06959857) who has resigned from the Board of directors w.e.f. February 12, 2019 and Shri Rannveer Singh Rishi (DIN:08253892) joined the Board as an Additional Director under Non-executive Independent category w.e.f. February 25, 2019.

As on March 31, 2019, the composition of Board of Directors was as follows:

S.No.	Name	Designation
1	Shri Vishnu Kumar Sureka	Managing Director (Executive-Promoter)
2	Smt. Veena Aggarwal	Director (Non Executive-Promoter)
4	Shri Madhav Sureka	Director (Non-Executive Independent)
6	Shri Rannveer Singh Rishi	Director (Non-Executive Independent)

During the year the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed under the heading Nomination and Remuneration Committee/Policy below.

INSIDER TRADING POLICY:

The Company's policy on insider trading has been uploaded on the web-site of the company www.snrmerchant.com/ and all necessary steps have been taken to comply with the said policy.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your directors have established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or ethic policy. This mechanism also provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

We affirm that no personnel has been denied access to the audit committee.

During the year 2018-2019, no such report were made to the Chairman of Audit Committee

A DISCLOSURE, AS TO WHETHER MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013, IS REQUIRED BY THE COMPANY AND ACCORDINGLY SUCH ACCOUNTS AND RECORDS ARE MADE AND MAINTAINED- NOT APPLICABLE

COMMITTEES OF THE BOARD OF DIRECTORS:

AUDIT COMMITTEE:

The constitution of the Audit Committee is in accordance with the requirements of Section 177 of the Companies Act, 2013(here-in-after known the "Act"). This committee presently consisted of three non-executive directors, Shri Madhav Sureka, Smt. Veena Agarwal and Smt. Jaspreet Arora with Shri Madhav Sureka as its Chairman.

- (i) The terms of reference of the Audit Committee are as set-out in Section 177 of the Act.
- (ii) The Audit Committee had seven Meetings during the financial year 2018-19 ended on 31st March, 2019 as per details thereof and the names of Directors who attended the said meetings, are as under:-

Attendance of Directors at the Audit Committee Meetings held during the financial year 2018-19:

Name of Director	12.04.2018	29.05.2018	13.08.2018	04.09.2018	13.11.2018	12.02.2019	28.03.2019
Shri Madhav Sureka	Yes	Yes	No	Yes	Yes	Yes	Yes
Smt. Veena Agarwal	No	Yes	Yes	No	Yes	Yes	Yes
*Smt. Jaspreet Arora	Yes	Yes	Yes	Yes	Yes	NA	NA
**Shri Rannveer Singh Rishi	NA	NA	NA	NA	NA	NA	Yes

*resigned w.e.f. 12.02.2019

** joined w.e.f. 25.02.2019

NOMINATION AND REMUNERATION COMMITTEE (NRC):

Your directors have constituted the Nomination and Remuneration Committee comprising of Shri Madhav Sureka as Chairman, and Shri Rannveer Singh Rishi and Smt. Veena Agarwal as members. Constitution of the Nomination and Remuneration Committee as at March 31, 2019 is given below and no meeting was held during the period under report.

Name of Director	Category
Shri Madhav Sureka	Chairman of the Committee; Non-Executive and Independent Director
Smt. Veena Agarwal	Member; Non-Executive Promoter
Smt. Rannveer Singh Rishi	Member; Non-Executive and Independent Director

The said committee has been entrusted with the responsibility of formulating and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity and identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the board their appointment and removal. During the year under review the NRC did not meet.

During the year 2018-2019, Nomination and Remuneration Committee met once and provided status updates to the Board of directors of the company.

Attendance of Directors at the NRC Meetings held during the financial year 2018-19:

Name of Director	Date of Meetings
	25.02.2019
Shri Madhav Sureka	Yes
Smt. Veena Aggarwal	No
Smt. Jaspreet Arora	Yes
Shri Rannveer Singh Rishi	NA

**resigned w.e.f. 12.02.2019*

*** joined w.e.f. 25.02.2019*

Pursuant to Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

Pursuant to Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

Selection Criteria for Directors: The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

Skills and Experience: The candidate shall have appropriate skills and experience in one or more fields of technical operations, finance, law, management, sales, marketing, administration, public administrative services, corporate governance, or any other discipline related to the Company's business.

Age Limit: The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.

Conflict of Interest: The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.

Directorship: The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the Listing Agreement requirements.

Independence: The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements

Selection Criteria for Senior Management: As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions. The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.

Remuneration for Directors, KMP and other Employees: The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is dependent on short and long-term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- **Competitive compensation:** Total target compensation and benefits are comparable to peer companies in the manufacturing industry and commensurate to the qualifications and experience of the concerned individual.
- **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

Performance Evaluation:

The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process in the months of January-March every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:

- a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the Managing Director and later with the entire Board at the Board Meeting
- b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the Managing Director and later with the entire Board at the Board Meeting.
- c) **Chairman and Executive Directors:** Each Board member completes the peer evaluation form. Independent Directors discuss the peer evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.
- d) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

Remuneration to Directors:

Sitting fees of Rs.250/- for attending Board Meeting is paid to each of the directors, who are not paid any remuneration. There is no pecuniary relationship and transactions with Non-Executive Directors.

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Since Shri V. K. Sureka opted to be an honorary Managing Director of the company, no remuneration in the capacity as Managing Director was paid to him during the financial year 2018-19 ended on 31st March, 2019.

Sitting fees paid to Directors for meetings of the Board/Committee:-

	Rs.
Shri V.K. Sureka	2000/-
Smt. Veena Aggarwal	2500/-
Shri. Madhav Sureka	2000/-
Shri Jaspreet Arora	<u>0500/-</u>
Total	<u>7000/-</u>

**resigned w.e.f. 12.02.2019*

- **Service contracts**, notice period, severance fees.- N.A.
- **Number of shares and convertible instruments** held by non-executive directors. - Nil

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Your directors have re-constituted the existing Shareholders' Grievance Committee by broadening the scope to include all security holders and their grievance- redressal as part of the new mandatory Committee to be called Stakeholders' Relationship Committee comprising of Shri Madhav Sureka as Chairman, and Smt. Veena Agarwal and Shri Rannveer Singh Rishi as members. The Stakeholders' Relationship Committee shall consider and resolve the grievances of security holders of the company.

During the year 2018-2019, Stakeholders Committee met **twice** on 29-05-2018 & 28-03-2019 and provided status updates to the Board of directors of the company.

Status of Share-transfer/ Shareholder's complaint during the year 2018-19

Number of pending transfers	Nil
Number of Shareholders' Complaints received	Nil
Number of Complaints Not solved/ pending for redressal.	Nil

RISK MANAGEMENT POLICY

The Company has developed and implemented the Risk Management Policy and the Audit Committee of the Company reviews the same periodically. The Company recognizes that risk is an integral and unavoidable component of business and hence is committed to managing the risk in a proactive and effective manner. The Company's Management systems, organizational structures, processes, standards, code of conduct and behaviors together form the Risk Management System of the Company and are managed accordingly.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your directors have established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or ethic policy. This mechanism also provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year 2018-2019, no such report were made to the Chairman of Audit Committee.

PREVENTION OF SEXUAL HARASSMENT POLICY:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

During the year 2018-2019, no complaints were received by the Company related to sexual harassment and hence no complaint is pending as on 31.03.2019 for redressal.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report

MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

Significant material orders passed by regulators: Hon'ble Supreme Court of India, vide its order dt 23.07.2019 in the case of Bikram Chatterji & Ors (Petitioner's) vs Union Of India & Ors. (Respondent) has dealt with Financial transaction of Amrapali Group of Companies with various companies including Sureka Group Of Companies which also includes Sri Narayan Rajkumar Merchants Ltd. Based on observations of Forensic Auditors viz; Mr. Pawan Kumar Aggarwal (Auditor of Sharp and Company) and Mr. Ravi Bhatia (Auditor of Bhatia and Company) following are the allegations and corresponding replies of company :-

Amount of Rs. 2 Cr. is said to be recovered from Company:- However company denies the same as it was loan to a borrower (Amrapali Sapphire Developers Private Limited) being business of the company(NBFC co.) so, no diversion of funds

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of your Company during the year under review.

INTERNAL FINANCIAL CONTROLS:

The Company has identified all key internal financial controls, which impacts the financial statements, as part of Standard Operating Procedures (SOPs). The SOPs are designed for all critical processes wherein financial transactions are undertaken. The SOPs cover the standard processes, risks, key controls and each process is identified to a process owner. The financial controls are tested for operating effectiveness through management ongoing monitoring and review process and independently by the Internal Audit. In our view the Internal Financial Controls, effecting the financial statements are adequate and are operating effectively.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons. Apart from the above the company has engaged Mr. M. P. Chand & Co., Chartered Accountants, and Faridabad to conduct Internal Audit during the year 2018-19.

STATUTORY DISCLOSURES:

-No Frauds Were Reported By Auditors Or Reported To Central Government In The Financial Year Ended On March 31, 2019.

-None Of The Directors Of Your Company Is Disqualified As Per The Provisions Of Section 164(2) Of The Act. The Directors Of The Company Have Made Necessary Disclosures, As Required Under Various Provisions Of The Act.

EXTRACT OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format MGT-9 is annexed as Annexure V to the Board's Report.

The Annual Return for the financial year 2018-19 is available on the website of the Company at www.snrmerchant.com

STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members at the 49th Annual General Meeting of the Company held on 12th September 2017 appointed M/s. SENSONS, Chartered Accountants, Faridabad with Firm Registration Number 002817N as the Statutory Auditors of the Company from the conclusion of 49th Annual General Meeting till the conclusion of 54th Annual General Meeting, covering one term of five consecutive years on a remuneration as may be mutually agreed upon between Shri V.K. Sureka Managing Director and the aforesaid Auditors, subject to ratification by the members at each intervening Annual General Meeting. In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7 May 2018, ratification of auditors' appointment is no longer required.

For the reporting period 2018-2019. M/s. SENSONS, Chartered Accountants, Faridabad with Firm Registration Number 002817N is the auditor of the Company.

AUDITORS' REPORT:

Auditors' observations in their Report are explained in various notes to the accounts and, therefore, do not call for any further comments

The statutory audit report for the year 2018-19 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

SECRETARIAL AUDITOR:

The Board of Directors of the Company, in compliance with section 204 of the Act have appointed Ms. Jyoti Arya, Practicing Company Secretary (M. No.-A48050/ COP-17651) of M/s. Jyoti Arya & Associates, Company Secretaries, as the Secretarial Auditors to conduct secretarial audit of the Company for the FY 2018-19. The Secretarial Audit Report for FY 2018-19 is placed as annexure to this report.

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copy of Code of Conduct as applicable to the Directors (including Senior Management of the Company) is uploaded on the website of the Company www.mauria.com.

The Managing Director of the Company has issued a Declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior

SRI NARAYAN RAJKUMAR MERCHANTS LIMITED**(CIN: L51109WB1968PLC027338)**

Management. As there is no Chief Executive Officer in the Company, this Declaration has been issued by the Managing Director of the Company which is appended to this Report,

MANAGEMENT DISCUSSION & ANALYSIS:

A Private Limited Company in the name of Sri Narayan Rajkumar Merchants Private Limited incorporated in the year 1968 became Public Limited Company in the year 1994 and a fresh certificate thereto in the name of Sri Narayan Rajkumar Merchants Limited was issued to the company on 17.11.1994 by the Registrar of Companies West Bengal, Calcutta.

The company went for a Public Issue on 06.02.1995 by launching 22,50,000 Equity Shares of Rs.10/- each at par which were fully subscribed and the total paid up capital of the company after the said Public Issue stood at Rs.3,00,00,000/- since shares worth Rs.75,00,000/- were held by the promoters.

The company in the initial years took up trading of steel pipes and tubes and in the year 1998 got itself registered with the Reserve Bank of India under the regulations of Non-Banking Financial Companies since the company apart from carrying on the trading business also opted for making investment in securities of other public limited companies. The company is listed on Calcutta Stock Exchange Ltd as well as Metropolitan Stock Exchange Ltd.(MCX-SX) with a paid up capital of Rs.4,97,89,000/-.

The company is a cash rich company and has earned substantial profits during the last several years.

The recent growth in capital markets is expected to substantially enhance the value of the company's investment activity and its bottomline/projects.

RISKS & CONCERNS:

At Quality Synthetic Industries Limited, all key functions and divisions are independently responsible to monitor risk associated within their respective areas of operation such as financing and dealing in the sale/purchase of securities of other bodies corporate. Since the trading of securities is governed by the fluctuating trend of the market of securities listed on Stock Exchanges not only of the country but also of abroad as well as the government policies from time to time, profitability of the company is very much volatile.

Your company has identified the following risks with possible impact on the company and the mitigation plans of the company:

Key Risk	Impact on the Company	Mitigation Plans
Fluctuations in the values of Securities listed on Stock Exchanges	Profitability of the company is dependent on fluctuating trend of the market of securities listed on Stock Exchange.	By diversifying the portfolio so as to minimize the impact of wide fluctuations in market prices of securities.
Compliance risk.	Any default can attract heavy penal provisions.	By regularly monitoring and reviewing of changes in the regulatory framework and timely compliance thereof.
Interest Rate-risk.	Any increase in interest rate can affect the finance cost.	Dependence on debt is minimum and we have sufficient funds with Banks to settle the entire debt in case need arises.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO:

Information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies(Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo:

A. CONSERVATION OF ENERGY:

Measures taken, additional investments and impact on reduction of energy consumption
Disclosure of particulars with respect to Conservation of Energy. Nil

B. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to Technology Absorption NA

(i) Efforts in brief made towards technology absorption, adaptation and innovation & (ii) Benefits derived as a result of the above efforts & (iii) Technology Imported during the last three years.

Following steps have been taken for enhancing productivity and quality improvements, resulting in enhanced safety and environmental protection measures and conservation of energy:- NA

1. Expenditure on R&D: -NA-**(A) FOREIGN EXCHANGE EARNINGS AND OUT GO:**

(Rs. in Lacs)		
	2018 – 19	2017 – 18
a) F.O.B. Value of Exports	Nil	Nil
b) Earning in foreign exchange	Nil	Nil
c) Foreign Exchange out go – Travelling	Nil	Nil

PARTICULARS OF EMPLOYEES:

As there has been no employee during the year under review who was paid remuneration of Rs. 60.00 Lakh per annum or more, if employed throughout the year or Rs. 5.00 Lakh per month and more, if employed for the part of the year, and also there has been no employee in receipt of remuneration during the year, at a rate which in aggregate is in excess of that drawn by the Managing director or Whole-time director and therefore the information as required Under Section 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is not called for.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- As there is no subsidiary neither the Managing Director nor the Whole-time Director of the Company receive any remuneration or commission from its subsidiaries.
- During the year under review, neither any fraud of any kind on or by the Company has been noticed by the Board of Directors of the Company nor reported by the Auditors of the Company. The Company has an internal financial control system, commensurate to the size of the business, in place.

ACKNOWLEDGEMENT:

Your Directors wish to express their gratitude to the Banks, Employees as well as Customers for their timely help in smooth functioning of your Company. Your Directors also extend their thanks to all the Shareholders of the Company for their trust and confidence in the Board of Directors of the Company.

Registered Office:

Room No. 107, 1st Floor, Anand
Jyoti Building, 41, Netaji Subhas
Road, Kolkata – 700001
CIN:L51109WB1968PLC027338
Date: 04th September, 2019

By order of the Board of Directors
SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Sd/-
VISHNU KUMAR SUREKA
(Managing Director)
DIN- 00060160

Sd/-
VEENA AGGARWAL
(Director)
DIN- 00060415

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L51109WB1968PLC027338
2	Registration Date	29/07/1968
3	Name of the Company	SRI NARAYAN RAJKUMAR MERCHANTS LIMITED
4	Category/Sub-category of the Company	Public Limited Company
5	Address of the Registered office & contact details	ROOM NO - 107, ANAND JYOTI BUILDING, 1ST FLOOR, 41, NETAJI SUBHASH ROAD, KOLKATA- 700001
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Mr. Puneet Mittal, General Manager, Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Interest Income		25.96%
	sale of flats		74%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1		NA			

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,881,930	-	1,881,930	37.80%	1,881,930	-	1,881,930	37.76%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.	824,960	-	824,960	16.57%	824,960	-	824,960	16.55%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	2,706,890	-	2,706,890	54.37%	2,706,890	-	2,706,890	54.31%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	2,706,890	-	2,706,890	54.37%	2,706,890	-	2,706,890	54.31%	0.00%

B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,380,185		1,380,185	27.72%	1,380,185	0	1,380,185	27.69%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	194,600	227,100	421,700	8.47%	194,600	29,285	223,885	4.49%	-46.91%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	180,900	258,220	439,120	8.82%	249,100	392,835	641,935	12.88%	46.19%
c) Others (specify)	26,000	5,005	31,005	0.62%	26,000	5,005	31,005	0.62%	0.00%
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	1,781,685	490,325	2,272,010	45.63%	1,849,885	427,125	2,277,010	45.69%	0.22%
Total Public (B)	1,781,685	490,325	2,272,010	45.63%	1,849,885	427,125	2,277,010	45.69%	0.22%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	4,488,575	490,325	4,978,900	100.00%	4,556,775	427,125	4,983,900	100.00%	0.22%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Akhil Kumar Sureka	249230	5.01%	0	249230	5.00%	0	0.00%
2	Deepa Sureka	256010	5.14%	0	256010	5.14%	0	0.00%
3	Deepanshu Sureka	462240	9.28%	0	462240	9.27%	0	0.00%
4	Navneet Kumar Sureka	252037	5.06%	0	252037	5.06%	0	0.00%
5	Prem Lata Sureka	263577	5.29%	0	263577	5.29%	0	0.00%
6	Vishnu Kumar Sureka	259836	5.22%	0	259836	5.21%	0	0.00%
7	Navneet Kumar Sureka HUF	99000	1.99%	0	99000	1.99%	0	0.00%
8	Vishnu Kumar Sureka HUF	40000	0.80%	0	40000	0.80%	0	0.00%
9	Achal Estates Pvt Ltd	18000	0.36%	0	18000	0.36%	0	0.00%
10	Bihariji Fancy Fibres And Fabrics Limited	355000	7.13%	0	355000	7.12%	0	0.00%
11	Bihariji Infotech Pvt Ltd	12700	0.26%	0	12700	0.25%	0	0.00%
12	Bihariji Ispat Udyog Limited	265000	5.32%	0	265000	5.32%	0	0.00%
13	Deepak Hotels Pvt Ltd	20000	0.40%	0	20000	0.40%	0	0.00%
14	Mauria Udyog Limited	28530	0.57%	0	28530	0.57%	0	0.00%
15	Quality Synthetic Industries Limited	25220	0.51%	0	25220	0.51%	0	0.00%
16	S S K S Estates Pvt Ltd	30000	0.60%	0	30000	0.60%	0	0.00%
17	Sureka Tubes Industries Private Limited	13900	0.28%	0	13900	0.28%	0	0.00%
18	Udayachal Leasing And Exports Limited	11000	0.22%	0	11000	0.22%	0	0.00%
19	V K Flats Private Limited	45610	0.92%	0	45610	0.92%	0	0.00%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			2,706,890	54.37%	2,706,890	54.31%
	Changes during the year			NIL	0.00%	NIL	0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			2,706,890	54.37%	2,706,890	54.31%

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

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	GUNMALA DISTRIBUTORS PRIVATE LIMITED						
	At the beginning of the year			292,180	5.87%	292,180	5.86%
	Changes during the year				0.00%		0.00%
	At the end of the year			292,180	5.87%	292,180	5.86%
2	SANKLAP VINCOM PVT. LTD.						
	At the beginning of the year			190,427	3.82%	190,427	3.82%
	Changes during the year				0.00%		0.00%
	At the end of the year			190,427	3.82%	190,427	3.82%
3	GAJMUUKTA MERCHANTS						
	At the beginning of the year			127,500	2.56%	127,500	2.56%
	Changes during the year				0.00%		0.00%
	At the end of the year			127,500	2.56%	127,500	2.56%

4	SAFFRON VINIMAY PRIVATE						
	At the beginning of the year			122,700	2.46%	122,700	2.46%
	Changes during the year				0.00%		0.00%
	At the end of the year			122,700	2.46%	122,700	2.46%
5	DEVI SINGH						
	At the beginning of the year			8,500	0.17%	110,500	2.22%
	Changes during the year	25.01.2019	Transfer	102,000	2.05%		0.00%
	At the end of the year			110,500	2.22%	110,500	2.22%
6	SIDDHI COMMDEAL PRIVATE						
	At the beginning of the year			80,413	1.62%	80,413	1.61%
	Changes during the year				0.00%		0.00%
	At the end of the year			80,413	1.62%	80,413	1.61%
7	SRI KRISHNA CLOTH						
	At the beginning of the year			70,700	1.42%	70,700	1.42%
	Changes during the year				0.00%		0.00%
	At the end of the year			70,700	1.42%	70,700	1.42%
8	KAILASH SAH						
	At the beginning of the year			52,405	1.05%	69,315	1.39%
	Changes during the year		Transfer	16,910	0.34%		0.00%
	At the end of the year			69,315	1.39%	69,315	1.39%
9	GOODSHINE DEALTRADE						
	At the beginning of the year			7,628	0.15%	69,207	1.39%
	Changes during the year	16-06-17	Transfer	61,579	1.24%		0.00%
	At the end of the year			69,207	1.39%	69,207	1.39%
10	SHREE SATI FINVEST PRIVATE						
	At the beginning of the year			50,000	1.00%	50,000	1.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			50,000	1.00%	50,000	1.00%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	VISHNU KUMAR SUREKA						
	At the beginning of the year			259,836	5.22%	259,836	5.21%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			259,836	5.22%	259,836	5.21%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	65,950,540.00	-	65,950,540.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	65,950,540.00	-	65,950,540.00
Change in Indebtedness during the financial year				
* Addition	-	(18,474,099.00)	-	(18,474,099.00)
* Reduction	-	-	-	-
Net Change	-	(18,474,099.00)	-	(18,474,099.00)
Indebtedness at the end of the financial year				
i) Principal Amount	-	47,476,441.00	-	47,476,441.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	47,476,441.00	-	47,476,441.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (Rs)
		Name	V.K. SUREKA			
		Designation	MD			
1	Gross salary		-			-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-	-
2	Stock Option		-			-
3	Sweat Equity		-			-
4	Commission		-	-	-	-
	- as % of profit		-	-	-	-
	- others, specify		2,000.00	-	-	2,000.00
5	Others, please specify		-	-	-	-
	Total (A)		2,000.00	-	-	2,000.00
	Ceiling as per the Act					

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
		VEENA AGGARWAL	MADHAV SUREKA	JASPREET ARORA	
1	Independent Directors				
	Fee for attending board committee meetings	-	2,000.00	500.00	2,500
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	2,000.00	500.00	2,500
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	2,500.00	-	-	2,500
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	2,500.00	-	-	2,500
	Total (B)=(1+2)	2,500.00	2,000.00	500.00	5,000
	Total Managerial Remuneration	2,500.00	2,000.00	500.00	5,000
	Overall Ceiling as per the Act	overall maximum Rs. 100000/- per meeting			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration		Name of Key Managerial Personnel		Total Amount (Rs)
	Name	NA	BINAY KUMAR	SHWETA AGARWAL	
	Designation	CEO	CFO	CS	
1	Gross salary		545,449.00	180,000	725,449
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act,				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission - as % of profit - others, specify				- -
5	Others, please specify				-
	Total	-	545,449.00	180,000	725,449

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

DATE:04/09/2019

PLACE:KOLKATA

FOR SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Sd/-
VISHNU KUMAR SUREKA
MANAGING DIRECTOR
DIN:00060160

Sd/-
VEENA AGGARWAL
DIRECTOR
DIN: 00060415

Annexure - II**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions during FY 2018-19 not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions?	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of material contracts or arrangements or transactions during the FY-2018-19 at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	-

Sd/-
Vishnu Kumar Sureka
 Managing Director
 DIN-00060160

Sd/-
Veena aggarwal
 Director
 DIN-00060415

SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Disclosure in the Board's Report under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

Annexure-IV

(i)	The Ratio of the Remuneration of each director to the median remuneration of the employees of the company for the financial year 2018-19	Director's Name	Ratio to median remuneration				
		Mr. Vishnu Kumar Sureka, MD	NIL				
		MrS. Veena Agarwal, Director	NIL				
(ii)	The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager if any in the financial year 2018-19 compare to 2017-18 means part of the year	Director's/CFO/CEO/CS/ Manager Name	%age increase in remuneration				
		Mr. Vishnu Kumar Sureka, WTD	NIL				
		MrS. Veena Agarwal	NIL				
		Mr. Binay Kumar, CFO	0.00%				
		Ms. Shweta Agarwal, CS	0.00%				
(iii)	Percentage increase in the median remuneration of employees in the financial year 2018-19 compared to 2017-18	-					
(iv)	Number of permanent employees on the rolls of the company	As on 31.03.2019	As on 31.03.2018				
		3	3				
(v)	Explanation on the relationship between average increase in remuneration and company performance	The Company's overall gross revenues touched Rs.325.21 Lac/- which is 43.85% more than last year. Profit/loss before depreciaion and tax decrease/increase by 22.98% as compared to previous year.					
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	NOT APPLICABLE					
(vii)	Variation in	Details		31.03.2019	31.03.2018		
		Market Capitalization	NA	NA	NA		
		Price Earning Ratio	NA	NA	NA		
		Percentage Increase/decrease of market quotations	NA	NA	NA		
		Net Worth of the Company	NA	NA	NA		
(viii)	Average Percentile increase in salaries of Employees other than managerial	During 2018-19		During 2017-18			
		NIL		6.67%			
		Justification for increase with reasons for any exceptional circumstances		Normal industry standards applied based on increase in turnover			
(ix)	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Name of Key Managerial Personnel	Remuneration for the years ended			Reason against performance of the company	
				31.03.2019	31.03.2018		% change
			Mr. Vishnu Kumar Sureka, WTD	Nil	NIL	nil	-
			Mr. Binay Kumar, CFO	545,449	545,449	0.00%	-
			Ms. Shweta Agarwal, CS	180,000	180,000	0.00%	-
(x)	Key Paramater for any variable component of remuneration availed by the Directors	NA					
(xi)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess the highest paid director during the year	NIL					

The Board of directors of the company affirms that the remuneration is as per the remuneratio policy of the company.

The statement showing the names of every employee of the company as per Rule 5(2) forms part of Director's report is attached thereto.

Form No. MR-3**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019

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

To

The Members

M/S SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Room No 107, Anand Jyoti Building, 1st Floor,
41, Netaji Subhash Road, Kolkata- 700001

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Sri Narayan Rajkumar Merchants Limited (CIN: L51109WB1968PLC027338) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the M/s Sri Narayan Rajkumar Merchants Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not applicable to the Company during the Audit Period);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period) and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) (Mention the other laws as may be applicable specifically to the company):

1. The RBI Act, 1934;
2. Employees' State Insurance Act, 1948;
3. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
4. Equal Remuneration Act, 1976;
5. The Maternity Benefit Act, 1961;
6. The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India- generally complied with;
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange and Metropolitan Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was change in the composition of the Board of Directors during the period under review, Mrs. Jaspreet Arora, a non-executive independent director had resigned from the Board of Directors w.e.f. 12th February 2019 and Mr. Rannveer Singh Rishi, joined the board as a non-executive independent director of the Company w.e.f. 25th February 2019.

Adequate notice is given to all directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

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

This Report is to be read with our letter of even date which is annexed as *Annexure A* and forms an integral part of this report.

FOR JYOTI ARYA & ASSOCIATES

(Practicing Company Secretaries)

Sd/-

JYOTI ARYA

(Proprietor)

Membership No.-A48050

COP No.-17651

Date: 01/08/2019

Place: New Delhi

To
The Members
M/S SRI NARAYAN RAJKUMAR MERCHANTS LIMITED
Room No 107, Anand Jyoti Building, 1st Floor,
41, Netaji Subhash Road, Kolkata- 700001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where-ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR JYOTI ARYA & ASSOCIATES
(Practicing Company Secretaries)

Sd/-
JYOTI ARYA
(Proprietor)
Membership No.-A48050
COP No.-17651
Date: 01/08/2019
Place: New Delhi

SENSONS

CHARTERED ACCOUNTANTS

Office at : 1278, SECTOR-29, FARIDABAD-121008

PHONE: 0129-4045029, MOBILE-9810346240

E-mail:sensons2@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of

SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Report on the audit of the Financial Statements

We have audited the accompanying financial statements of **SRI NARAYAN RAJKUMAR MERCHANTS LIMITED** which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in *the Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account .
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21-B (2)(B) & (C) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except one case amounting to Rs. 9389.00

FOR SENSONS.

CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO. 002817N

S.K.JAIN

M.NO.82843

[PARTNER]

PLACE: Faridabad

DATE : 29/05/2019

SENSONS

CHARTERED ACCOUNTANTS

Office at : 1278, SECTOR-29, FARIDABAD-121008

PHONE: 0129-4045029, MOBILE-9810346240

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ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to Paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets are physically verified by the management at reasonable intervals, in a phased verification programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of records of the company, the title deed of immovable property is held in the name of company.
- ii. Company has quoted and unquoted share and securities in inventory and as explained to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancy was noticed on physical verification.
- iii. The Company has given loan to Three (3) parties covered in the register maintained under Section 189 of the Companies Act, 2013:
 - a. In our opinion and according to the information given to us, the terms and conditions of the loan given by the Company our prima facie, not prejudicial to the interest of the Company.
 - b. The terms of arrangement do not stipulate any repayment schedule and the loan is repayable on demand. However the loan along with interest, if any, has been repaid in full and there are no overdue amounts as at the year-end in respect of both principal and interest.
- IV. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.
- V. According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- VI. The Central Government has not prescribed for the maintenance of cost records under sub Section 148(1) of the Companies Act, 2013 in respect of the Company.
- VII.
 - a) According to the records of the company and as per the information and explanations given to us, it has been generally regular in depositing undisputed statutory dues like Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and Other Statutory Dues with the appropriate authorities.
 - b) On the basis of information and explanations given to us, there are no disputed Statutory Dues which have not been deposited with the appropriate authorities. Refer Note No. 21(B)(2)(B&C) for details of pending disputes for which due has not been deposited except the following:

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The Income tax department has carried out a search and seizer operation on 6th and 7 th August 2013, U/S 132 of the Income Tax Act, 1956"(Act)", the Income Tax Department has reassessed the Income from Assessment year 2008-09 to 2014-15 u/s 143(3) r.w.s. 153A of the Act, and raised the following demands against which appeals have been preferred before the Commissioner of Income Tax Appeals for the Assessment 2013-14, during the last year CIT-Appeals have given substantial relief and there is no demand pending as on date for the Assessment Year 2013-14.

Assessment Year	Tax on Additional Income assessed disputed in Appeals	Interest on Additional Income assessed disputed in Appeals/Rectification	Amount of Demand net of prepaid taxes	Demand Pending after CIT Appeal Effect
2010-11	84,036	61,345	145,381	Pending in Rectifications
2011-12	155,409	94,799	250,208	Pending in Rectifications
2013-14	19,270,132	7,129,949	26,400,081	Nil

No GST has been charged by the Company on sales of Flats as company is not Developer but sold after purchase from the Developer

- VIII. The Company has not defaulted any loan or borrowing from any financial institution, bank, government or debenture holders during the year. Thus paragraph 3(viii) of the order is not applicable.
- IX. The Company did not raise any money by way of initial public offer or further public offer(including debt instrument) and term loans during the year. Thus paragraph 3(ix) of the order is not applicable.
- X. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted audit practices in India, and according to the information and explanation given to us, we have neither come across 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.
- XI. According to the information and explanations given to us no managerial remuneration has been paid by the Company, therefore compliance with requisite approvals mandated by provisions of Section 197 of Companies Act 2013 are not applicable.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company, therefore Paragraph 3(xii) regarding the Nidhi Company is not applicable to the unit.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company ,transactions with related parties are in compliance with section 177 and 188 of Companies Act 2013 where applicable and details of such transactions is disclosed in notes to accounts as required by the applicable Accounting Standards.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, thus, Paragraph 3(xiv) regarding the preferential allotment or private placement of shares or fully or partly convertible debentures is not applicable to the company.
- XV. To the best of our knowledge and belief and as per the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him.
- XVI. Company is in NBFC activities and is Registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR SENSONS

(S.K.JAIN)

PARTNER

Membership No. 082843

Firm Registration No.002817N

Place: Faridabad

Date: 29/05/2019

SENSONS

CHARTERED ACCOUNTANTS

Office at : 1278, SECTOR-29, FARIDABAD-121008

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ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

(Referred to Paragraph 2(f) of Report on Other Legal and Regulatory Requirements of our Report of even date)

We have audited the internal financial controls over financial reporting of SRINARAYAN RAJKUMAR MERCHANTS LIMITED as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and

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(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR SENSONS

(S.K.JAIN)

PARTNER

Membership No. 082843

Firm Registration No.002817N

Place: Faridabad

Date: 29/05/2019.

SRINARAYAN RAJKUMAR MERCHANTS LIMITED**Balance Sheet as at 31st March, 2019**

	NOTES	As at 31.03.2019	As at 31.03.2018
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1	50,423,250.00	50,423,250.00
(b) Reserves and surplus	2	142,202,478.78	125,970,457.13
Sub-total - Shareholders' funds		192,625,728.78	176,393,707.13
Non-current liabilities			
(a) Other long-term liabilities	3	47,476,441.00	65,950,540.00
Sub-total - Non-current liabilities		47,476,441.00	65,950,540.00
Current liabilities			
(a) Trade payables	4	60,869.00	89,604.00
(b) Other current liabilities	5	141,694,915.00	158,582,185.00
(c) Short-term provisions	6	9,029,304.72	3,978,918.72
Sub-total - Current liabilities		150,785,088.72	162,650,707.72
TOTAL - EQUITY AND LIABILITIES		390,887,258.50	404,994,954.85
ASSETS			
Non-current assets			
(a) Fixed assets : Tangible Assets	7	19,649.76	25,867.63
(b) Non-current investments	8	82,917,367.50	82,917,367.50
(c) Deferred tax assets (net)		327,084.82	325,163.49
(d) Long-term loans and advances	9	241,485,459.00	172,826,303.00
Sub-total - Non-current assets		324,749,561.07	256,094,701.62
Current assets			
(a) Inventories	10	39,773,426.00	39,661,126.00
(b) Trade receivables	11	115,500.00	115,500.00
(c) Cash and Bank Balances	12	20,293,976.69	102,877,465.49
(d) Other current assets	13	5,954,794.74	6,246,161.74
Sub-total - Current assets		66,137,697.43	148,900,253.23
TOTAL - ASSETS		390,887,258.50	404,994,954.85
Significant Accounting Policies and Other Notes	21	-	-

As per our report of even date**For SENSONS**

FIRM REGN.NO.002817N

CHARTERED ACCOUNTANTS

Sd/-

(S.K.JAIN)

PARTNER

M.NO.082843Place : **New Delhi****DATE : 29.05.2019**

Sd/-

(V. K. SUREKA)

MANAGING DIRECTOR

DIN: 00060160

Sd/-

(SHWETA AGARWAL)

COMPANY SECRETARY

ACS :27057

Sd/-

(VEENA AGARWAL)

DIRECTOR

DIN: 00060415

Sd/-

(BINAY KUMAR)

CFO

SRINARAYAN RAJKUMAR MERCHANTS LIMITED.**Statement of Profit and Loss for the year ended 31st March,2019**

PARTICULARS	NOTES	As at 31.03.2019	As at 31.03.2018
INCOME			
Revenue from operations	14	-	6,695,787.50
Other income	15	32,521,083.00	7,578,444.64
Total Revenue		32,521,083.00	14,274,232.14
Expenses:			
Purchase of Stock-in-Trade	16	43,900.00	3,514,444.33
Changes in inventories of finished goods and Stock-in-Trade	17	(112,300.00)	2,467,412.00
Employee Benefits Expenses	18	1,547,635.00	1,476,653.00
Finance Cost	19	6,297,668.00	1,402,420.00
Deprecation and amortization expense	7	6,217.87	16,397.60
Other expenses	20	1,522,724.80	293,615.40
Total Expenses		9,305,845.67	9,170,942.33
Profit before exceptional and extraordinary items and tax		23,215,237.33	5,103,289.81
Profit before tax		23,215,237.33	5,103,289.81
Tax expense:			
(1) Current tax		(5,050,386.00)	(1,085,982.00)
MAT Utilised		(1,544,101.00)	(498,538.00)
MAT Credit Entitlement		-	-
(2) Deferred tax		1,921.33	(53,462.50)
Profit/(Loss) for the period		16,622,671.65	3,465,307.31
Earning per equity share (Basic & Diluted):		3.34	0.70
Significant Accounting Policies and Other Notes	21		

As per our report of even date**For SENSONS**

FIRM REGN.NO.002817N

CHARTERED ACCOUNTANTS

Sd/-

(S.K.JAIN)

PARTNER

M.NO.082843Place : **New Delhi****DATE : 29.05.2019**

Sd/-

(V. K. SUREKA)

MANAGING DIRECTOR

DIN: 00060160

Sd/-

(SHWETA AGARWAL)

COMPANY SECRETARY

ACS :27057

Sd/-

(VEENA AGARWAL)

DIRECTOR

DIN: 00060415

Sd/-

(BINAY KUMAR)

CFO

SRI NARAYAN RAJ KUMAR MERCHANTS LIMITED
CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31.3.2019

	2018-19 Rs.	2017-18 Rs.
A. Cash Flow from operating activities:		
Net Profit / (Loss) before tax & Extra Ordinary Items	23,215,237.33	5,103,289.81
Adjustment for:		
Depreciation	6,217.87	16,397.60
Dividend Received	(118,000.00)	(166,418.39)
Interest Received	(8,443,083.00)	(6,912,026.25)
Operating Profit/(Loss) before Working Capital changes	14,660,372.20	(1,958,757.23)
Adjustment for:		
Trade & other Receivables	-	-
Inventories	- 112,300.00	2,467,412.00
Trade payables	(16,916,005.00)	65,218,917.00
Cash Generated from Operations	(2,367,932.80)	65,727,571.77
Direct Taxes Paid (Net)	(1,643,384.00)	(418,812.00)
Net Cash from Operating Activities	(4,011,316.80)	65,308,759.77
B. Cash Flow from Investing Activities:		
Purchases/Sales of Fixed Assets (Net)	-	-
Purchases/Sale of Investments (Net)	-	2,000,000.00
Loans given/Received back (Net)	(68,659,156.00)	(19,858,295.00)
Interest Received	8,443,083.00	6,912,026.25
Dividend Received	118,000.00	166,418.39
Net Cash generated in Investing Activities	(60,098,073.00)	(10,779,850.36)
C. Cash Flow from Financing Activities:		
Increase/(decrease) in secured/unsecured Borrowings	- 18,474,099.00	47,067,497.00
Net cash generated in Financing Activities	- 18,474,099.00	47,067,497.00
Net Change in Cash and Cash Equivalents (A+B+C)	(82,583,488.80)	101,596,406.41
Cash and Cash Equivalents as at 1st April(Opening Balance)	102,877,465.49	1,281,059.08
Cash and Cash Equivalents as at 31st March (Closing Balance)	20,293,976.69	102,877,465.49

As per our report of even date
For SENSONS

FIRM REGN.NO.002817N

CHARTERED ACCOUNTANTS

(S.K.JAIN)

PARTNER

M.NO.082843

Place : New Delhi

DATE : 29.05.2019

(V. K. SUREKA)
MANAGING DIRECTOR
DIN: 00060160

(VEENA AGARWAL)
DIRECTOR
DIN: 00060415

(SHWETA AGARWAL)
COMPANY SECRETARY
ACS :27057

(BINAY KUMAR)
CFO

NOTES 1 : SHARE CAPITAL

	As at 31st Mar.2019 Rs.	As at 31st Mar.2018 Rs.
AUTHORISED		
5,250,000 (5,250,000) Equity Shares of Rs.10/- each	<u>52,500,000.00</u>	<u>52,500,000.00</u>
ISSUED		
52,00,000 (52,00,000) Equity Shares of Rs. 10/- each	52,000,000.00	52,000,000.00
SUBSCRIBED AND PAID UP		
4,978,900 (4,978,900) Equity Shares of Rs. 10/- each fully paid up in Cash	49,789,000.00	49,789,000.00
Add: Forfeited Shares (Amount Paid Up)	634,250.00	634,250.00
	<u>50,423,250.00</u>	<u>50,423,250.00</u>

Share holders holding more than 5% of shareholding

Name of the Share Holders	31.03.2019		31.03.2018	
	No. of Shares	% held	No. of Shares	% held
a) Mr. Vishnu Kumar Sureka	259,836	5.22%	259,836	5.22%
b) Akhil Kumar Sureka	249,230	5.01%	249,230	5.01%
c) Master. Deepanshu Sureka	462,240	9.28%	462,240	9.28%
d) Mrs. Deepa Sureka	256,010	5.14%	256,010	5.14%
e) Mr. Navneet Kumar Sureka	252,037	5.06%	252,037	5.06%
f) Mrs. Prem Lata Sureka	263,577	5.29%	263,577	5.29%
g) Bihariji Ispat Udyog Ltd.	265,000	5.32%	265,000	5.32%
h) Bihariji Fancy Fibers & Fabrics Ltd.	355,000	7.13%	355,000	7.13%

NOTES 2 : RESERVES AND SURPLUS**RBI RESERVE FUND FOR NBFC**

Balance Brought Forward	19,775,000.05		19,085,000.05	
Add: Transferred from Profit & Loss Account	<u>3,320,000.00</u>	23,095,000.05	<u>690,000.00</u>	19,775,000.05

RBI RESERVE FUND for NBFC**(Contingent Provisions against Standard Assets)**

Balance Brought Forward	309,000.00		309,000.00	
Add: Transferred from Profit & Loss Account	<u>-</u>	309,000.00	<u>-</u>	309,000.00

SHARE PREMIUM ACCOUNT

Balance brought forward		44,000,000.00		44,000,000.00
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PROFIT & LOSS ACCOUNT

Balance Brought forwards	61,886,457.08		59,227,147.77	
Profit for the Year	16,622,671.65		3,465,307.31	
Income Tax paid for early year	-	390,650.00	(115,998.00)	
Adjustments For :				
Transferred to RBI Reserve Fund for NBFC	(3,320,000.00)		(690,000.00)	
Contingent Provisions against Standard Assets	-	74,798,478.73	-	61,886,457.08
		<u>142,202,478.78</u>		<u>125,970,457.13</u>

NOTES 3 : OTHER LONG TERM LIABILITIES

	as at 31-03-2019	as at 31-03-2018
Unsecured Loans		
From Bodies Corporate	47,476,441.00	65,950,540.00
	<u>47,476,441.00</u>	<u>65,950,540.00</u>

(i) Term Loan from Indiabulls Housing Finance Limited is a joint loan in the name of M/s. Sri Narayan Rajkumar Merchants Ltd., Mr.Akhil Kumar Sureka, Mr. Vishnu Kumar Sureka, and Jotindra Steel & Tubes Ltd., all are Co-applicant. The loan is secured by way of equitable mortgage of Property at Plot No. 152, Prakash Industrial Estate, G.T. Road, Ghaziabad-201001 owned by M/s. Sri Narayan Rajkumar Merchants Ltd, and also personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka. Since the loan was disbursed to/and utilised by the co-applicant M/s Jotindra Steel & Tubes Limited, hence, all the transaction related there to have been recorded in the financial statements of the said co-applicant. Balance outstanding as on 31.03.2019 is Rs.1,03,96,015.52/-(Previous year Rs.1,17,71,864.52/-) and the principal Installments due within the period of next 12 months are Rs.15,73523 (previous year Rs.13,75,849/-)

NOTES 4 : TRADE PAYABLE	as at 31-03-2019	as at 31-03-2018
Expenses Payable	60,869.00	89,604.00
	60,869.00	89,604.00

NOTES 5 : OTHER CURRENT LIABILITES	as at 31-03-2019	as at 31-03-2018
Loans Liabilities		
Advance from Customers		
From Related Party`	18,320,000.00	5,320,000.00
Other	123,365,526.00	153,252,796.00
Other Liabilities	9,389.00	9,389.00
	141,694,915.00	158,582,185.00

NOTES 6 : PROVISIONS	As at 31st March 2019		As at 31st March 2018	
	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM
For Income Tax	-	9,029,304.72	-	3,978,918.72
	-	9,029,304.72	-	3,978,918.72

NOTES 9 : LOANS AND ADVANCES	As at 31st March 2019		As at 31st March 2018	
	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM
(Unsecured, considered good)				
Loans (including interest)				
To Related Party	120,528,343.00		70,731,624.00	
To Other	5,939,349.00	-	4,854,487.00	-
Advances recoverable in cash or in kind or for value to be received.				
For Capital Contracts	20,637,500.00	-	34,725,000.00	-
For Others :				
To Related Party	6,090,000.00		3,850,000.00	
To Others	88,290,267.00	-	58,665,192.00	-
(refer Item no. 4 in Note no. 21 B)				
	241,485,459.00	-	172,826,303.00	-

NOTES 10: INVENTORIES	as at 31-03-2019	as at 31-03-2018
(As per inventories taken, valued and certified by the management)		
Shares & Securities (As per Note10)	39,773,426.00	39,661,126.00
	39,773,426.00	39,661,126.00

NOTES 11 : TRADE RECEIVABLE	as at 31-03-2019	as at 31-03-2018
Debts outstanding for a period exceeding six months:		
Considered good	115,500.00	115,500.00
Considered doubtful	417,015.00	417,015.00
Less: Provisions	(417,015.00)	(417,015.00)
Other Debts - Considered good	-	-
	115,500.00	115,500.00

NOTES 12 : CASH AND CASH EQUIVALENT	as at 31-03-2019	as at 31-03-2018
Cash Balance in hand:		
As per books and certified	158,672.19	3,889.19
Balances with Scheduled Banks:		
In Current Accounts	20,135,304.50	102,873,576.30
	20,293,976.69	102,877,465.49
NOTES 13 : OTHER CURRENT ASSETS	as at 31-03-2019	as at 31-03-2018
Income Tax payments & Tax Refundable	2,681,588.00	1,428,854.00
MAT Credit Entitlements	3,273,206.74	4,817,307.74
	5,954,794.74	6,246,161.74
NOTES 14 : REVENUE FROM OPERATIONS	Year ended 31.03.2019	Year ended 31.03.2018
Sales of Quoted Shares	-	1,697.63
Sales of Unquoted Shares	-	3,187,500.00
Sales of Mutual Funds	-	3,506,589.87
	-	6,695,787.50
NOTES 15 : OTHER INCOME	Year ended 31.03.2019	Year ended 31.03.2018
Interest (Tax deducted at source Rs 8,44,309/- (Rs.5,86,873/-)	8,443,083.00	6,912,026.25
Profit on Investment in shares	-	500,000.00
Profit on sales of Flats	23,960,000.00	-
Dividend	118,000.00	166,418.39
	32,521,083.00	7,578,444.64
NOTES 16 : PURCHASE OF STOCK IN TRADE	Year ended 31.03.2019	Year ended 31.03.2018
Quoted Shares	-	-
Unquoted Shares	43,900.00	3,514,444.33
	43,900.00	3,514,444.33
NOTES 17: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN TRADE	Year ended 31.03.2019	Year ended 31.03.2018
STOCKS AT COMMENCEMENT OF THE YEAR		
Shares & Securities	39,661,126.00	42,128,538.00
STOCKS AT CLOSE OF THE YEAR		
Shares & Securities	39,773,426.00	39,661,126.00
INCREASE / (DECREASE) IN STOCKS	112,300.00	(2,467,412.00)
NOTES 18 : EMPLOYEE BENEFIT EXPENSES	Year ended 31.03.2019	Year ended 31.03.2018
Salary Wages Bonus & Allowances	1,547,635.00	1,476,653.00
	1,547,635.00	1,476,653.00
NOTES 19 : FINANCE COST	Year ended 31.03.2019	Year ended 31.03.2018
Interest Paid		
To Others -Related Party	6,297,668.00	1,402,420.00
	6,297,668.00	1,402,420.00
NOTES 20 : OTHER EXPENSES	Year ended 31.03.2019	Year ended 31.03.2018
Listing and Filing Fee	89,450.00	116,666.00
Traveling,Conveyance & Vehicles Expenses	1,460.00	480.00
Miscellaneous Expenses	151,231.80	107,969.40
Gst Charges	1,183,583.00	-
Legal & Professional charges	60,000.00	30,000.00
Auditors' Remuneration:		
As Audit Fee	30,000.00	30,000.00
Director's Meeting Fee	7,000.00	8,500.00
	1,522,724.80	293,615.40

NOTES 7 : FIXED ASSETS - Tangible Owned Assets

DESCRIPTIONS	C O S T			DEPRECIATION WRITTEN OFF			NET VALUE	
	As at 31st March,2018 Rs.	Additions during the year Rs.	As at 31st March,2019 Rs.	Up to 31st March,2018 Rs.	For the year Rs.	Up to 31st March,2019 Rs.	As at 31st March,2019 Rs.	As at 31st March,2018 Rs.
Building & Ownership Flats	53,061.50	-	53,061.50	37,533.69	759.16	38,292.85	14,768.65	15,527.81
Computers	272,672.65	-	272,672.65	262,332.83	5,458.71	267,791.54	4,881.11	10,339.82
	325,734.15 (325,734.15)	- -	325,734.15 (325,734.15)	299,866.52 (283,468.91)	6,217.87 (16,397.60)	306,084.39 (299,866.53)	19,649.76 (25,867.62)	25,867.63 (42,265.24)

NOTES 8 : INVESTMENTS (LONG TERM) (AT COST)

As at 31st 31.03.2018 Rs.	PARTICULARS	Numbers of Shares	Paid up and Face Value Rs.		Cost as at 31.03.2019 Rs.	Market Value of Quoted Investment Rs.
IN SHARES & SECURITIES						
A Quoted						
128,000.00	Him Ispat Limited	9000	(9000)	10/-	128,000.00	90,000
814,961.40	Bihariji Ispat Udyog Limited	243650	(243650)	10/-	814,961.40	14,131,700
2,515,974.10	Kamadgiri Fashion Limited	59000	(59,000)	10/-	2,515,974.10	6,749,600
5,081,062.00	Quality Synthetics Industries Limited	572000	(572000)	10/-	5,081,062.00	77,048,400
<u>8,539,997.50</u>					<u>8,539,997.50</u>	<u>98,019,700</u>
B Unquoted						
150,000.00	Bhama Properties (P) Ltd.	15000	(15000)	10/-	150,000.00	
83,518.00	Chakra Exports Private Limited	960	(960)	100/-	83,518.00	
12,500,000.00	Jotindra Steel & Tubes Limited	130208	(130208)	10/-	12,500,000.00	
120,000.00	Ram Forgings Private Limited	1200	(1200)	100/-	120,000.00	
500,000.00	Saroj Metal Works (P) Ltd.	50000	(50000)	10/-	500,000.00	
3,500,000.00	Vee Em Infocentre Pvt. Ltd.	350000	(350000)	10/-	3,500,000.00	
4,000,000.00	Taanz Fashions (India) Pvt.Ltd	40000	(40000)	100/-	4,000,000.00	
4,800,000.00	Modgen Fashion Pvt.Ltd	480000	(480000)	10/-	4,800,000.00	
-	Eurospa Terry Towels Pvt.Ltd (share sold during ther year)	200000	(200000)	10/-	-	
49,000.00	Synergy Frightways Pvt.Ltd	490	(490)	100/-	49,000.00	
1,662,266.00	Puranmal Foods India Pvt.Ltd.	74675	-	100/-	1,662,266.00	
610,907.00	Admir Hotels Pvt.Ltd	1900	-	10/-	610,907.00	
3,878,786.00	BihariJi Infotech Pvt.Ltd	34900	-	100/-	3,878,786.00	
17,522,893.00	Idea International Pvt.Ltd	50291	-	10/-	17,522,893.00	
<u>49,377,370.00</u>					<u>49,377,370.00</u>	
C Mutual Fund/ Venture Capital Fund						
25,000,000.00	Ask Pravi Private Equity Opportunities Fund (See Note Below)	240	240		25,000,000.00	
<u>82,917,367.50</u>	Grand Total (A + B+C)				<u>82,917,367.50</u>	

Note :

- 1 One Time Fee of Rs. 10 Lacs given to Venture capital Fund, has been taken as cost of Investments.

Part of Note 10 : Details of CLOSING STOCKS OF SHARES & SECURITIES

Sl. No.	Name of Company	Opening Stocks		Purchases		Transfer to Investments		Closing Stocks			
		Nos.	Amount Rs.	Nos.	Amount Rs.	Nos.	Amount Rs.	Nos.	Cost Rs.	Market Value 31.03.2019 Rs.	Cost or estimated realisable Value whichever is lower Rs.
A. QUOTED - SHARES											
	Bihariji Ispat Udyog Ltd.	221,000	773,500	-	-	-	-	221,000	773,500	773,500	773,500
	Quality Synthetic Industries Ltd.	344,711	25,101,175	-	-	-	-	344,711	25,101,175	46,363,630	25,101,175
	Poonam Pharma Ltd.	2,000	27,860	-	-	-	-	2,000	27,860	27,860	27,860
	Tata Investment Corporation Ltd	-	-	-	-	-	-	-	-	-	-
	TOTAL `A`	567,711	25,902,535	-	-	-	-	567,711	25,902,535	47,164,990	25,902,535
B MUTUAL FUND											
	Kotak Select Focus -Div	74,583	1,757,917	-	-	-	-	74,583	1,757,917	1,904,850	1,757,917
	TOTAL `B`	74,583	1,757,917	-	-	-	-	74,583	1,757,917	1,904,850	1,757,917
C UNQUOTED											
	Bihariji Fancy Fibre & Fabrics Ltd.	240,000	603,000	-	-	-	-	240,000	603,000	2,604,000	603,000
	SKD Estates Pvt.Ltd.	15,000	1,941,000	-	-	-	-	15,000	1,941,000	16,161,300	1,941,000
	Rattan Infotech Pvt.Ltd	1,500	150,000	-	-	-	-	1,500	150,000	2,483,850	150,000
	Magnum Products Pvt.Ltd	14,000	140,000	-	-	-	-	14,000	140,000	1,725,920	140,000
	Jagruti Synthetics Ltd.	205,200	1,649,808	-	-	-	-	205,200	1,649,808	1,649,808	1,649,808
	Shri Narayan Steel Industries Pvt.Ltd	9,317	1,674,728	-	-	-	-	9,317	1,674,728	1,830,418	1,674,728
	Sureka Tubes Industries Pvt.ltd	28,385	3,141,638	-	-	-	-	28,385	3,141,638	3,349,998	3,141,638
	V.k. Flats Pvt.Ltd	18,610	2,000,500	-	-	-	-	18,610	2,000,500	2,110,002	2,000,500
	Eurospa Terry Towel Pvt.Ltd	-	-	-	-	-	-	-	-	-	-
	GI Land & Housing Pvt.Ltd	7,000	700,000	-	-	-	-	7,000	700,000	724,850	700,000
	Sarvome Housing Pvt.Ltd	-	-	900	9,000.00	-	-	900	900	900	900
	Bihariji Developer Pvt.Ltd	-	-	1,760	17,600.00	-	-	1,760	17,600	17,600	17,600
	Bihariji Highrise Pvt.Ltd	-	-	880	8,800.00	-	-	880	8,800	8,800	8,800
	Bihariji Properties Pvt.Ltd	-	-	850	8,500.00	-	-	850	85,000	85,000	85,000
	TOTAL `C`	539,012	12,000,674	4,390	43,900.00	-	-	543,402	12,112,974	32,752,445	12,112,974
	TOTAL A + B + C	1,181,306	39,661,126	4,390	43,900.00	-	-	1,185,696	39,773,426	81,822,285	39,773,426

@ Valuation on the Basis of Valuation certificate from the auditors of those companies.

NOTE : 21: SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON ACCOUNTS**A SIGNIFICANT ACCOUNTING POLICIES****(a) Basis of Accounting**

The Company follows mercantile system of accounting i.e. all expenses and income are accounted for on accrual basis.

(b) Fixed Assets

Fixed Assets are stated at cost less depreciation.

(c) Depreciation

Depreciation is provided on Written Down Method in accordance with the rates and basis prescribed in Schedule II of the Companies Act, 2013.

(d) Investments

Investments are stated at purchase price.

(e) Dividend

Dividend declared within the close of the accounting year only are accounted for.

(f) Valuation of inventories

Stock of Shares and Securities are valued at lower of cost or estimated realisable value.

(g) Contingent Liabilities

Disputed liabilities and claims against the Company including claims by Taxation Authorities pending in appeals are treated as contingent liabilities and are not provided for and are shown by ways of notes.

(h) Taxes on Income

Tax expenses for the relevant period comprises of current tax and deferred tax. Deferred Tax Assets is recognized, subject to consideration of prudence, on all timing difference between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. The accumulated deferred tax liability is adjusted by applying the tax rates and tax laws applicable at the year end.

B OTHER NOTES ON ACCOUNTS

- 1 The market value of following quoted investments have been declined substantially. However, in the opinion of the management no provision for diminution in value is required since these investments are of strategic importance to the company. The decline in market value of investments is considered to be temporary:

Name of the Company	Value of Diminution	
	2018-19	2017-18
Him Ispat Limited	38,000	38,000
	38,000	38,000

- 2 Contingent Liabilities not provided for Corporate Guarantees issued against borrowings by Group Company M/s. Jotindra Steel and Tubes Limited as detailed here under:

A.	2018-19	2017-18
a. In Favour of India Bull Housing Finance Limited, where the Plot no. C-152 situated at Prakash Industrial estate G.T. Road Ghaziabad belong to the company has been Equitable mortgage :	16,010,000	16,010,000

- B. The Income tax department has carried out a search and seizer operation on 6th and 7 th August 2013, U/S 132 of the Income Tax Act, 1956"(Act)", the Income Tax Department has reassessed the Income from Assessment year 2008-09 to 2014-15 u/s 143(3) r.w.s. 153A of the Act, and raised the following demands against which appeals have been preferred before the Commissioner of Income Tax Appeals for the Assessment 2013-14, during the last year CIT-Appeals have given substantial relief and there is no demand pending as on date for the Assessment Year 2013-14.

Assessment Year	Tax on Additional Income assessed disputed in Appeals	Interest on Additional Income assessed disputed in Appeals/Rectification	Amount of Demand net of prepaid taxes	Demand Pending after CIT Appeal Effect
2010-11	84,036	61,345	145,381	Pending in Rectifications
2011-12	155,409	94,799	250,208	Pending in Rectifications
2013-14	19,270,132	7,129,949	26,400,081	Nil

- C No Gst has been charged by the Company on sales of Flats as company is not Developer but sold after purchase from the Developer

- 3 In the opinion of the management, current assets, loans and advances will have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated. The balances of sundry debtors, sundry creditors and loans and advances are however, subject to confirmations and adjustments, if any. Moreover loan given to certain parties have been squared off during the year by making journal entries on the basis of letter from borrower.
- 4 The Loan and Investment made by the company has exceeded the exposure norms with regard to exposure in single entry and / or a group, prescribed by the Reserve Bank of India, due to clerical oversight and brought to notice during the previous financial year, the company is in process to correct the same in due course.
- 5 The Contingent Provision against Standard Assets @ 0.40% as per Notification No-DNBR.PD.CC.No.002 / 03.10.001 / 2014-15 issued by RBI, made in earlier year is sufficient to meet the requirement as per the notification, hence no more provision is made during the year.

- 6 There has been no employee who have completed five years of continuous service, hence there has been no accrued liability in respect of gratuity as on the balance sheet date.

- 7 Estimated amount of capital contracts remaining to be executed Rs 2,06,37,000.(Previous Year Rs. 3,47,25,000/-) against which advances paid Rs. 2,06,37,000/- (previous year Rs.3,47,25,000).

- 8 **Deferred Tax Assets And Liabilities are adjusted on following:**

Particulars	As on	For the year	As on
	31.03.2018	2018-19	31.03.2019
Depreciation	(4,175)	1,921	(6,096)
Provision for Doubtful Debts	128,858	0	128,858
Unabsorbed Capital Losses	202,402	1	202,401
Unabsorbed Business Losses	-	-	-
	327,085	1,921	325,163

8 Earning Per Share:

Particulars	Current year	Previous year
Profit after tax as per Profit and Loss Account	16,622,672	3,465,307
Average number of Equity Shares (Face value) of Rs.10/- each.	4,978,900	4,978,900
Basic and Diluted EPS (in rupees)	3.34	0.70

9 SEGMENT REPORTING

There has been no separately reportable Segment

10 RELATED PARTY DISCLOSURE (AS IDENTIFIED BY THE MANAGEMENT), AS REQUIRED BY ACCOUNTING STANDARD 'AS-18' ARE GIVEN BELOW:

i) LIST OF RELATED PARTY

(a) Where control exists:-

(i) Jotindra Steel & Tubes Ltd.	(xiv) Vaishnodevi Properties Pvt. Ltd.
(ii) Biharji Ispat Udyog Limited	(xv) V.K. Flats Pvt. Ltd.
(iii) Srinarayan Raj Kumar Merchants Ltd.	(xvi) Taanz Fashion India Pvt.Ltd
(iv) Mauria Udyog Limited	(xvii) Biharji Fancy Fibers & Fabrics Ltd.
(v) J.S.T. Engineering Services Ltd.	(xviii) Bhama Properties (P) Ltd.
(vi) Saroj Metal Works Private Ltd.	(ixx) Udayanchal Leasing Exports (P) Ltd.
(vii) Chakra Exports (P) Ltd.	(xx) Puranmal Foods India (P) Ltd.
(viii) Ram Forgings Pvt. Ltd.	(xxi) Vee Emm Infotecenter Pvt. Ltd.
(ix) SSKS Estates Private Limited	(xxii) Biharji Land & Housing Pvt.Ltd
(x) V L Estates (P) Ltd.	(xxiii) SKD Estates Pvt. Ltd.
(xi) Aakshi Exports (P) Ltd.	(xxiv) Deepak Hotels (P) Ltd.
(xii) Sri Narayan Steel Industries Pvt. Ltd.	(xxv) SSKS BUILD WELL Pvt. Ltd.
(xiii) Sureka Tube Industries Pvt. Ltd.	(xxvi) VBM Estates Pvt. Ltd

(b) Key Management Personnel

V.K.Sureka	(Managing Director)
Binay Kumar	(CFO)
Veena Agrawal	Director
Archit Kataruka	Director
Madhav Sureka	Director
Jaspreet Kaur	Director

(c) Relative of key Management personnel (with whom transaction have taken place during the year).

NIL

(d) Other related parties

NIL

ii) TRANSACTION WITH RELATED PARTIES

TYPE OF RELATED PARTY	DESCRIPTION OF THE TRANSACTION	VOLUME OF THE TRANSACTIONS		AMOUNT OUTSTANDING			
		Current Year	Previous Year	RECEIVABLE		PAYABLE	
				Current Year	Previous Year	Current Year	Previous Year
Where Control Exists	Sales of Goods / Investments	-	-	-	-	-	-
	Purchases of Goods / Investments	-	-	-	-	-	-
	Interest Received(net of TDS)	7,551,719	3,761,974	-	-	-	-
	Loan Given	43,765,000	53,278,772	126,618,343.00	77,081,624	-	-
	Loan Given received back	2,225,000	8,126,314	-	-	-	-
	Loan Taken	61,300,000	13,115,000	-	-	47,476,441	65,950,540
	Interest Paid(net of TDS)	5,667,871	983,725	-	-	-	-
	Payment of statutory dues on behalf of related party	-	-	-	-	-	-
	Reimbursement received for statutory dues paid on behalf of related party	-	-	-	-	-	-
	Payment of statutory dues by related party on our behalf	-	-	-	-	-	-
	Reimbursement paid for statutory dues paid by related party on our behalf	-	-	-	-	-	-
	Loan Taken repaid	85,797,000	85,066,228	-	-	-	-
	Key Management Personnel	Director Sitting Fee	7,000	8,500	-	-	-
Remuneration		552,893	545,449	-	-	-	-
Loan Taken		13,000,000	200,000	-	-	18,320,000	5,320,000
Loan Taken repaid		-	-	-	-	-	-
Relative of Key Management Personnel	-	-	-	-	-	-	
Other related parties	-	-	-	-	-	-	

NOTE: 1 In respect of above parties, there is no provision for doubtful debts as on 31st March, 2019 and no amount as been written off or written back during the year in respect of debts due from them.

2 Out of above certain transaction requires approval from members and Central Government, which are yet to be taken.

11 Additional Information:

(a) Quantitative Details:

Name of Goods in Trade	UNITS	OPENING STOCKS		PURCHASES		SALES/ Transfer to Investment		CLOSING STOCKS	
		QUANTITY	AMOUNT Rs.	QUANTITY	AMOUNT Rs.	QUANTITY	AMOUNT Rs.	QUANTITY	AMOUNT Rs.
Shares & Securities	Nos.	1,181,306	39,661,126	4,390	43,900	-	-	1,185,696	39,773,426
		(1,694,896)	(65,313,832)	(181,266)	(25,816,927)	(530,900)	(29,432,578)	(1,284,962)	59,601,682

(b) C.I.F. Value of Import	Nil	(Nil)
(c) F.O.B. Value of Export	Nil	(Nil)
(d) Earnings, Expenditure and remittance on account of dividend in foreign currency	Nil	(Nil)

12 Unpaid Dividend of Rs. 9389/- has not been transfer to Investor education and protection fund

13 Figures for the previous year have been regrouped and recast wherever necessary and figures in brackets represent previous year figures.

For **SENSONS**
CHARTERED ACCOUNTANTS

Sd/-
(V.K. Sureka)
MANAGING DIRECTOR
DIN: 00060160

Sd/-
(SHWETA AGARWAL)
COMPANY SECRETARY
ACS :27057

Sd/-
(S.K.JAIN)
PARTNER
M.NO.082843
Place : **New Delhi**
Date : **29.05.2019**

Sd/-
(VEENA AGARWAL)
DIRECTOR
DIN: 00060415

Sd/-
(BINAY KUMAR)
CFO

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Sri Narayan Rajkumar Merchants Limited				
Registered Office: Room No.-107, 1st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata -700 001. (West Bengal)				
CIN: L51109WB1968PLC027338				
BALLOT PAPER				
S No	Particulars	Details		
1	Name of the first named Shareholder (In Block Letters)			
2	Postal address			
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares of Rs. 10/- each		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
S N o	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS:				
Ordinary Resolution				
1	To adopt the Audited Financial Statements for the financial year ended 31 st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of, Smt. Veena Aggarwal (DIN: 00060415) who retires by rotation and, being eligible, offers himself for re- appointment			
SPECIAL BUSINESS:				
Special Resolution				
1	To appoint Shri Rannveer Singh Rishi (DIN: 08253892) as an Independent Director(Non-Executive) for a term of five years.			
2	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013			
Place:				
Date:				
(Signature of the shareholder)				

NOTES/INSTRUCTIONS**For Members opting for e-voting**

The Company is pleased to announce that it is offering remote e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of voting at the venue of AGM through physical ballots. For the procedure to be followed for remote e-voting by Members, kindly refer to Notes 13 of the Notice dated September 04, 2019.

Last date for remote e-voting is the close of working hours (05:00 P.M.) on Sunday, 29th September, 2019 at 5.00 P.M.

For Members opting to vote by Physical Ballot

A shareholder desiring to exercise his/her vote by physical ballot are required to be physically present at the venue of the AGM and can give his/her assent or dissent in the ballot paper attached herewith the Notice of AGM. At the time of physical voting at the venue of the AGM, the ballot paper shall be duly filled and completed and be dropped in the ballot box kept at the AGM venue. Company has appointed a scrutinizer for confirming that the voting through physical ballot paper is being done in a fair and transparent manner. Shareholder can send proxy as well instead of attending the AGM personally and the proxy can vote on his/her behalf. Proxy can vote only after submitting duly filled and signed Proxy Forms. Shareholder/Proxy are requested to bring alongwith them, the attendance slip, Proxy Form(only in case Proxy attends meeting) and his/her copy of Annual Report and Notice.

Voting rights shall be reckoned on the number of shares registered in the name of members as on 23rd September, 2019.

Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot at the venue of AGM or Remote E- Voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.

The results declared alongwith Scrutinizer's Report, shall be placed on the Company's Web-site www.snrmerchant.com and on the web-site of the CDSL within two days of the passing of the Resolutions at AGM of the Company held on Monday 30th September, 2019 and communicated to the MSEI & CSE where the shares of the company are listed

SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

CIN - L51109WB1968PLC027338

Proxy Form (Form No. MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

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

I/We, being the member(s) of and holding.....shares of the above named company, hereby appoint

1. Name:..... of (Address).....having Email Id:.....

Signature:....., or failing him

2. Name:..... of (Address).....having Email Id:.....

Signature:....., or failing him

3. Name:..... of (Address).....having Email Id:.....

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company, to be held on Monday, the September 30, 2019 at 11:00 A.M at BRIDDHI 82A, Shambhunath Pandit Street, 2nd Floor, Kolkata, West Bengal-700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	To adopt the Audited Financial Statements for the financial year ended 31 st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Smt. Veena Aggarwal (DIN: 00060415) who retires by rotation and, being eligible, offers himself for re- appointment.		
SPECIAL BUSINESS			
1.	To appoint Shri Rannveer Singh Rishi (DIN: 08253892) as an Independent Director(Non-Executive)for a term of five years.		
2.	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013		

Signed thisday of2018

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

signature of second proxy holder

signature of third proxy holder

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

CIN - L51109WB1968PLC027338

Attendance Slip

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 50th Annual General Meeting held at BRIDDHI 82A, Shambunath Pandit Street, 2nd Floor, Kolkata, West Bengal-700020 on 30th September, 2019 at 11.00 A.M.

Member's/proxy's Name _____

Member's/proxy's Signature _____

No. of Shares: _____

Folio No./DP Id No*/ Client Id Number* _____

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.
4. Shareholders are requested to bring their copies of the Annual Report to the venue of the AGM.

ROUTE MAP OF THE VENUE OF THE 51ST AGM OF SRI NARAYAN RAJKUMAR MERCHANT LTD.

