



SRI KRISHNA CONSTRUCTIONS (INDIA) LIMITED
CIN: L45201KA2005PLC037848
Registered Office: No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road,
Malleswaram Bangalore -560 003
Telephone: + 91-9880234382; Email: skckailash@gmail.com, Web: www.skcil.in

25th November, 2019

The Manager
Listing Department
BSE Limited
PJ Towers, Dalal Street, Fort
Mumbai – 400 001

Fax No. 022- 2272 3121

Scrip Code BSE : 539363
Demat ISIN : INE094T01015

Dear Sirs,

SUB: - Submission of Revised Annual Report for the financial year ended 2018-19

With reference to caption subject and Regulation 34 of the SEBI (LODR) Regulations, 2015, please find enclosed revised Annual Report for the financial year 2018-19.

There are some typo-graphical errors in the annual report which was found by the shareholders of the Company on their meeting held on 23rd November, 2019

Kindly treat this as Compliance under SEBI (LODR) Reg. 2015 and Acknowledge.

Thanking you,
Yours faithfully

FOR SRI KRISHNA CONSTRUCTIONS (INDIA) LIMITED

SD/-

KAILASH DHIRENDRA DUBAL
CHAIRMAN AND MANAGING DIRCETOR



**SRI KRISHNA CONSTRUCTIONS (INDIA)
LIMITED**

14TH ANNUAL REPORT-2018-19



BOARD OF DIRECTORS

Kailash Dhirendra Dubal	CMD
Lalit Jain	Director
Sunil Devichand Surana	Director
Jignesh Dhirendra Dubal	Director & CFO
Bhavika Kailash Dubal	Director
Ravi Singhania	Director
Abhishek Swaraj	Director
Sudhakara Rao Setty	Director
Swati Agarwal	Company Secretary & Compliance Officer

Registered Office

No 224, 3rd Floor, SS Complex, 14th cross,
Sampige Road, Malleshwaram
Bangalore -560 003
Ph : (91) (80) 23318189

Bankers

Karnataka Bank Limited,
Nehru Nagar, Branch- Bangalore

Statutory Auditors

Mr. Bharat Kumar A Bohra,
Chartered Accountants
30, 2nd Floor, 2nd Main Road, Seshadripuram,
Bangalore -560020,

Secretarial Auditors

Md Saddam Hussain
Company Secretary
No.16, Old 9/A 2nd Main Rd,
Venkateshwara Layout, S G Palya,
Bangalore-560 029

Registrars &

Share transfer Agents

Bigshare Services Pvt. Ltd
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri East
MUMBAI 400-072

Ph no: 022 -40430200

Fax : 022 – 28475207

e-mail : info@bigshareonline.com

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AGM NOTICE

The Members
Sri Krishna Constructions (India) Limited

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Company will be held **at 12.30 PM on Saturday, 23rd day of November, 2019, at No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560003** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2019 and the Statement of Profit and Loss for the year ended that date, along with the Board's Report and Auditor's Report thereon.
2. To appoint Mrs. Bhavika Kailash Dubal (DIN- 07169234), Director, who retires by rotation and being eligible to offers herself for re-appointment.
3. To appoint Mr. Sunil D Surana (DIN- 01543337), Director, who retires by rotation and being eligible to offers himself for re-appointment.

SPECIAL BUSINESS

4. **To appoint Mr. Sudhakara Rao Setty (DIN- 08574883), as the Director of the Company:**

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

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Sudhakara Rao Setty (DIN- 08574883), who was appointed as Additional Director of the Company by the Board of Directors at its meeting held on September 30, 2019 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”



5. To appoint Mr. Sudhakara Rao Setty (DIN- 08574883), as the Independent Director of the Company:

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and provisions of Listing Regulations, Mr. Sudhakara Rao Setty (DIN- 08574883), Director of the Company be and is hereby appointed as Independent Director of the Company to hold office from September 30, 2019 till September 29, 2024.”what should be the date- AGM Date or BM date?

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. The instrument of proxy in order to be effective must be deposited/ lodged at the Registered / Corporate Office of the Company duly completed and signed not later than 48 hours before the time fixed for holding the Meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
4. The Register of Members and Share transfer books of the Company will remain closed from **16th November, 2019 to 23rd November, 2019 (both day Inclusive)** for the purpose of Annual General Meeting.
5. Members are requested to address all their communications:



- relating to dividend or any other grievance/s, directly to the Shares Department to the company's Registered Office or send e-mail to the dedicated e-mail id – info@skcil.com
- relating to change of Bank account details, address etc, directly to their respective Depository Participant (DP), with whom Demat Account is held.

6. As regard to re-appointment of Mrs. Bhavika Kailash Dubal , Please find short profile as below:

Mrs. Bhavika Kailash Dubal, aged around 39 years, is a Diploma in Commercial Practice from Technical Examination Board, Gandhinagar, Gujarat. She was appointed as Additional Director of our Company on April 27, 2015 and was regularized as Director on June 17, 2015. She looks after the HR Department of the Company.

Her other directorships: NIL

7. As regard to re-appointment of Mr. Sunil Devichand Surana , Please find short profile as below:

Mr. Sunil Devichand Surana, aged around 42 years, is a professional Chartered Accountant in Practice, from “The Institute of Chartered Accountants of India” (ICAI). Presently he is a Director in MOI Ventures Private Limited, Pujashakthi Temple Services Private Limited and Ipsum Proadvisors Private Limited.

8. The Company has implemented the ‘Green initiative’ as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the Notice of the General Meeting will also be available on the website of the Company, www.skcil.com for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company

By Order of the Board of Directors

Kailash Dharendra Dubal
Chairman and Managing Director
DIN: 01771805

Place: Bangalore

Date: 30.09.2019



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4 and 5

Mr. Sudhakara Rao Setty (DIN- 08574883) was appointed as an Additional Non Executive Independent Director w.e.f. 30 September, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Board and Nomination and Remuneration Committee has recommended regularization of Mr. Sudhakara Rao Setty as an Independent Non Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Section 149 and Section 152 inter alia specifies that:

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and

(b) An Independent Director shall not be liable to retire by rotation at the AGM. In the opinion of the Board Mr. Sudhakara Rao Setty is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independence of the management of the Company and He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of the appointment of him as Independent Non Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non Executive Director. The Board accordingly recommends the Resolutions at Item No. 4 of this Notice for the approval of the Members as Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Sudhkara Rao Setty is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.4 of this Notice.

By Order of the Board of Directors

**Kailash Dharendra Dubal
Chairman and Managing Director
DIN: 01771805**

Place: Bangalore

Date: 30.09.2019



Additional information on Directors seeking Appointment/Re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards –2:

Particulars	BHAVIKA KAILASH DUBAL (DIN: 07169234)	Dr. Sunil Devichand Surana (DIN- 01543337)	Sudhakara Rao Setty (DIN- 08574883)
Date of Birth	09.07.1979	16.09.1977	10.09.1949
Effective date of Appointment	27.04.2015	22.06.2015	30.09.2019
Qualifications	Graduate in Arts	Chartered Accountant B.com	Commerce Graduate
Expertise in specific functional areas	Business	Professional	Business
Directorships held in other Public companies (including Foreign Companies) as on date	NIL	NIL	NIL
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	NIL	NIL	NIL
Number of shares held in the Company	1,36,843 (1.31% of Total Shares)	1,37,760 (1.32% of Total Shares)	NIL



DIRECTORS' REPORT

To,

The Members,

We are pleased to present the **FOURTEENTH ANNUAL REPORT** and audited accounts of the company for the financial year ended on March 31, 2019.

1. FINANCIAL HIGHLIGHTS

(Figures in Rs.)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Total revenue	12,60,33,230	15,52,67,388
Total expenses	12,05,10,150	10,88,50,339
Profit before exceptional Item & Tax	55,23,080	4,64,17,049
Loss/profit on sale of Fixed Asset	62,53,325	22,500
Profit before tax	1,17,76,405	4,64,39,549
Total Tax Expenses	35,03,415	94,81,969
Profit after Tax (PAT)	82,72,990	3,69,57,580
EPS	0.79	3.53

2. NATURE OF BUSINESS

The Company is engaged in the business of Real Estate Development. The Company develops residential projects. There was no change in the nature of the business of the Company during the year under review.

3. PERFORMANCE

Your Company has earned profits of Rs. 82.73 Lakhs for the year under review. At the outset the Management would like to convey gratitude to the Shareholders for having trust and confidence in the Company and being continuously supporting the Company.



4. FINANCIAL PERFORMANCE

During the year under review, the Company earned a profit before tax of Rs. 55.23 Lakhs as compared to Rs. 4.64 Crores in the corresponding previous year representing decrease of 88.10% (approximately). The Company earned a profit after tax of Rs. 82.73 Lakhs as compared to Rs. 3.69 Crores in the corresponding previous year representing a decrease of 77.61% (approximately).

5. TRANSFER TO RESERVES

It is not proposed to transfer any amount out of the current profits to General Reserve.

6. DIVIDEND

However with the view to conserve the resources of company the directors are not recommending any dividend in the last year.

7. CHANGE IN NATURE OF BUSINESS

There were no changes in the nature of business during the year under review as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

8. MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There was no material changes and commitments between the end of the Financial Year and the Date of the Report, which affect the financial position of the Company.

9. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There are no significant events subsequent to the date of financial statements apart from the matters mentioned above points.

10. APPLIED FOR LISTING OF SHARE IN BSE LIMITED UNDER MAIN BOARD

During the year under review your company got migrated & admitted to dealings on the Mainboard Platform in the list of 'B' Group May 29, 2018.



11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Mr. Lalit Jain, Mr. Ravi Singhania, and Mr. Abhishek Swaraj are Independent Directors of the Company during the year under review.

Mr. Lokesh Kumar Agarwal was appointed as Company Secretary of the Company w.e.f. 29th September, 2017 and had resigned for the office of Company Secretary as on 30th July, 2018.

Mr. Shesh Jayaram Mokhashi was appointed as an Additional Independent Director of the Company w.e.f 23-02-2019 and had resigned from the Company as on 03-04-2019.

Ms. Nanditha Nagaraj was appointed as Company Secretary of the Company w.e.f. 04th April, 2019 and had resigned from the office of Company Secretary as on 14th August, 2019.

Mr. Sudhakara Rao Setty was appointed as an Additional Independent Director of the Company w.e.f 30th September, 2019 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.

Mrs. Swati Agarwal was appointed as Company Secretary of the Company w.e.f. 30th September, 2019.

12. AUDITORS REPORT

The Auditor's report does not contain any qualification. The observations made by the Auditors in their Report referring to the Notes forming part of the Accounts are self-explanatory and therefore, do not require any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

13. AUDITORS

At the 12th Annual General Meeting of the Company held on 29th September, 2017 Mr. Bharat Kumar A Bohra, Chartered Accountants were appointed as the Statutory Auditors of the Company for 5 years to act as Statutory Auditors of the Company for the Financial year 2017-18 to 2021-22 and ratification of their appointment is not required as per the amended provisions of the Companies Act, 2013.

14. INTERNAL AUDITORS

The Board has appointed Mr. Berulal Suthar, Chartered Accountant as the Internal Auditor of the company for the financial year 2019-20.



15. DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

16. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and that the provisions of Section 188 of the Companies Act 2013 are not attracted. Thus disclosure in form **AOC-2- Annexure -7**. Further there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the Directors has any pecuniary relationships or transactions vis-a-vis the Company.

18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act 2013 are given in the notes to the Financial Statements.

19. DECLARATIONS BY INDEPENDENT DIRECTORS

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

20. MEETINGS OF THE BOARD

The Board of Directors met 7 times during the financial year ended March 31, 2019 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.



The details of the Board of Directors meetings are as follows:-

28.05.2018, 11.08.2018, 01.09.2018, 29.09.2018, 14.11.2018, 08.02.2019, and 25.02.2019

21. AUDIT COMMITTEE

The Audit Committee comprises Mr. Ravi Singhanian as Chairman, Mr. Sunil D Surana, Abhishek Swaraj and Lalit Jain as members. All the recommendations made by the Audit Committee were accepted by the Board.

S. No	Name	Designation	
1	LALIT JAIN	Member	Non-Executive - Independent Director
2	SUNIL D SURANA	Member	Non-Executive - Non Independent Director
3	RAVI SINGHANIA	Chairperson	Non-Executive - Independent Director
4	Shesh Jayaram Mokhashi	Member	Non-Executive - Independent Director

The Members of Audit Committee were met four times during the financial year ended 31.03.2019, In accordance with the need of their meeting, i.e. 28.05.2018, 11.08.2018, 14.11.2018, 08.02.2019

22. NOMINATION AND REMUNERATION COMMITTEE

S. No	Name	Designation	
1	LALIT JAIN	Member	Non-Executive - Independent Director
2	SUNIL D SURANA	Member	Non-Executive - Non Independent Director
3	RAVI SINGHANIA	Chairperson	Non-Executive - Independent Director
4	Shesh Jayaram Mokhashi	Member	Non-Executive - Independent Director

The Members of N&R Committee was met one time during the financial year ended 31.03.2019, in accordance of their needs of meeting. i.e. 08.02.2019

23. STAKEHOLDER'S RELATIONSHIP COMMITTEE

S. No	Name	Designation	
1	LALIT JAIN	Member	Non-Executive - Independent Director
2	SUNIL D SURANA	Member	Non-Executive - Non Independent Director
3	RAVI SINGHANIA	Chairperson	Non-Executive - Independent Director
4	Shesh Jayaram Mokhashi	Member	Non-Executive - Independent Director

The Members of Stakeholder's Relationship Committee was met 2 time during the financial year ended 31.03.2019, in accordance of their needs of meeting. i.e. 11.08.2018 and 08.02.2019



Additionally, during the financial year ended March 31, 2019 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013.

24. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2019, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors 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 as on March 31, 2019 and of the profits of the Company for the year ended on that date;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has a practice of conducting familiarization program for Independent Directors of the Company. At the time of appointment, a formal letter of appointment is given to Independent Directors which *inter-alia* explains the role, functions, duties and responsibilities expected from them as a Director of the Company. The Company conducts structure orientation programmes for the Independent Directors to understand and get updates on the business and operations of the Company on a continuous basis. Such programmes provide an opportunity to the Independent Directors to interact with Senior Leadership team of the Company and help them to understand the Company's strategy models, operations services, product-offerings, finance, human resources and such other areas as may arise from time to time.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with the provisions of Section 177(9) the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company. The Whistle Blower Policy is disclosed on the website of the Company at www.skcil.com



27. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and other applicable provision and law, a structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

28. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended March 31, 2019 made under the provisions of Section 92(3) is attached as **Annexure - 1** which forms part of this Report.

29. PARTICULARS OF EMPLOYEES AND REMUNERATION

During the year, there was no employee in receipt of remuneration as prescribed in the Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016. The prescribed particulars of Employees as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) amendments Rules, 2016 is attached as **Annexure – 2** and forms part of this Report.

30. REMUNERATION AND NOMINATION POLICY

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this Policy are attached as **Annexure-3** to this report.

31. STATEMENT PURSUANT TO LISTING AGREEMENT

The Company's equity shares are listed at BSE Limited. The Annual listing fee for the year 2019-20 had been paid.

32. SECRETARIAL AUDIT

As required under the provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by Mr. MD Saddam Hussain , Practising Company Secretary in Form MR-3 for the FY 2018-19 is attached as **Annexure – 4** to this report. The said report does not contain any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.



33. CORPORATE GOVERNANCE

As required under the Companies Act, 2013, your Company has taken adequate steps to adhere to all the stipulations laid down Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. A report on Corporate Governance is included as a part of this Annual Report as (**Annexure –V**).

Certificate from a Practising Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, obtained is attached to this report.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report has been separately furnished in the Annual Report as a **Annexure -6**

35. HUMAN RELATIONS

During the year employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company. There was a total understanding of the management objectives by the employees. The Company has consistently tried to improve its HR policies and processes so as to acquire, nurture & retain the best of the available talent in the Industry.

36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Considering the Company's business activities, the Directors have nothing to report under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with reference to Conservation of Energy & Technology Absorption.

37. 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:

- Details relating to deposits covered under Chapter V of the Act
- Disclosure relating to equity shares with differential rights
- Disclosure relating to sweat equity shares
- Disclosure relating to employee stock option scheme
- Disclosure in respect of voting rights not directly exercised by the employees
- Disclosure of significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



- Disclosure under Section 134(3) (o) of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, since the Company is not covered under Section 135 of the Companies Act, 2013.

38. DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the 'said Act') has been made effective w.e.f. December 9, 2013. It is an Act to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.

During the year under review, no complaints were filed with the Company under the provisions of the said Act.

39. ACKNOWLEDGEMENT

The Board of Directors wishes to thank the Central Government, State Government, RBI, SEBI, and The BSE Limited (BSE) for their co-operation in various spheres of Company's functions. The Board of Directors expresses its gratitude for the co-operation extended by the Financial Institutions/Term Lenders and Company's Bankers for their valuable support. The Directors thank all the shareholders of the Company, its customers and investors for their valuable support during the year and look forward to their continued support in the years to come. The Company has also gained considerably from the sincere and devoted services rendered by its employees at all levels. The Board of Directors wishes to place on record its sincere appreciation of the employee's efforts in enhancing the image of the company in the market.

On behalf of the Board

Sd/-

Kailash Dharendra Dubal

**Chairman and Managing Director
DIN - 01771805**

Sd/-

Jignesh Dharendra Dubal

**CFO & Director
DIN:- 02210175**

Place: Bangalore

Date: 30.09.2019

FORM NO. MGT 9 (Annexure-1)
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	L45201KA2005PLC037848
2	Registration Date	05.12.2005
3	Name of the Company	SRI KRISHNA CONSTRUCTIONS (INDIA) LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	No.224, 3rd Floor, SS Complex 14th Cross, Sampige Road, Malleshwaram Bangalore 560003 Karnataka Phone: +91-880234382 Email: kailash@skcil.com
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East) Mumbai-400072 Tel:- +91-22 40430200

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
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(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	Land Development & Constructions	99722300	100

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

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

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 01-April-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	6,461,782	-	6,461,782	61.71%	3,402,017	-	3,402,017	32.49%	29.22%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	6,461,782	-	6,461,782	61.71%	3,402,017	-	3,402,017	32.49%	29.22%
(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)	6,461,782	-	6,461,782	61.71%	3,402,017	-	3,402,017	32.49%	29.22%
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	133,358	-	133,358	1.27%	388,523	-	388,523	3.71%	-2.44%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	706,425	0	706,425	6.75%	1,131,047	0	1,131,047	10.80%	-4.05%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3,038,697	0	3,038,697	29.01%	5,317,827	0	5,317,827	50.78%	-21.77%
c) Others (specify)									
Non Resident Indians	-	-	-	-	1720	-	1,720	0.02%	-0.02%
Overseas Corporate Bodies	-	-	-	-	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	131,738	-	131,738	1.26%	230,866	-	230,866	2.20%	-0.94%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - DR	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	4,010,218	-	4,010,218	38.29%	7,069,983	-	7,069,983	67.51%	-29.22%
Total Public (B)	4,010,218	-	4,010,218	0	7,069,983	-	7,069,983	1	(0)
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	10,472,000	-	10,472,000	100.00%	10,472,000	-	10,472,000	100.00%	0.00%

**Non_Promoters

(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	KAILASH DHIRENDRA DUBAL	4,960,262	47.37%	0	3,148,345	30.06%	0	-17.30%
2	JIGNESH D DUBAL	33,033	0.32%	0	0	0.00%	0	-0.32%
3	BHAVIKA KAILASH DUBAL	1196200	11.42%	0	253672	2.42%	0	-9.00%
4	VAISHALI JIGNESH DUBAL	272287	2.60%	0	0	0.00%	0	-2.60%

(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	01-04-18		6,461,782	61.71%		0.00%
	Changes during the year		Transfer	(3,059,765)	-29.22%	6,461,782	61.71%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year	31-03-19		3,402,017	32.49%		0.00%

(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	SUNIL D SURANA						
	At the beginning of the year	01-04-18	Sell	837,760	8.00%		0.00%
	Changes during the year			(700,000)	0.00%		0.00%
	At the end of the year	31-03-19		137,760	1.32%	137,760	1.32%
2	PRASHANT JASVANTRAI MEHTA						
	At the beginning of the year	01-04-18	Purchase	400	0.00%		0.00%
	Changes during the year			734,063	7.01%		0.00%
	At the end of the year	31-03-19		734,463	7.01%	734,463	7.01%
3	C M RAJENDRA KUMAR						
	At the beginning of the year	01-04-18		-	0.00%		0.00%
	Changes during the year		Purchase	500,000	4.77%		0.00%
	At the end of the year	31-03-19		500,000	4.77%	500,000	4.77%
4	SURESH B .						
	At the beginning of the year	01-04-18		-	0.00%		0.00%
	Changes during the year		Purchase	273,463	2.61%	-	0.00%
	At the end of the year	31-03-19		273,463	2.61%	273,463	2.61%
5	BABITHA A.JAIN						
	At the beginning of the year	01-04-18		-	0.00%		0.00%
	Changes during the year		Purchase	250,000	2.39%	-	0.00%
	At the end of the year	31-03-19		250,000	2.39%	250,000	2.39%
6	KANTHA M.GOWDA						
	At the beginning of the year	01-04-18		209,440	2.00%		0.00%
	Changes during the year		Purchase	-	0.00%	-	0.00%
	At the end of the year	31-03-19		209,440	2.00%	209,440	2.00%
7	ASHWIN MEGHANI						
	At the beginning of the year	01-04-18		180,400	1.72%		0.00%
	Changes during the year		sales	(38,101)	-0.36%	-	0.00%
	At the end of the year	31-03-19		142,299	1.36%	142,299	1.36%
8	JAIKISHAN GIRDHARILAL PUROHIT						
	At the beginning of the year	01-04-18		-	0.00%		0.00%
	Changes during the year		Purchase	154,638	1.48%	-	0.00%
	At the end of the year	31-03-19		154,638	1.48%	154,638	1.48%

9	ASHWINKUMAR JAMNADAS MERCHANT						
	At the beginning of the year	01-04-18		49,100	0.47%		0.00%
	Changes during the year		Purchase	129,793	1.24%	-	0.00%
	At the end of the year	31-03-19		178,893	1.71%	178,893	1.71%

10	VINOD D KOTHARI						
	At the beginning of the year	01-04-18		141,800	1.35%		0.00%
	Changes during the year		Purchase	-	0.00%	-	0.00%
	At the end of the year	31-03-19		141,800	1.35%	141,800	1.35%

(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	KAILASH DHIRENDRA DUBAL						
	At the beginning of the year	01-04-18		4,960,262	47.37%		0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-19		3,148,345	30.06%		0.00%
2	JIGNESH DHIRENDRA DUBAL						
	At the beginning of the year	01-04-18		33,033	0.32%		0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-19		-	0.00%		0.00%
3	BHAVIKA KAILASH DUBAL						
	At the beginning of the year	01-04-18		1,196,200	11.42%		0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-19		114,370	1.09%		0.00%
4	SUNIL D SURANA						
	At the beginning of the year	01-04-18		837,760	8.00%		
	Changes during the year			-			
	At the end of the year	31-03-19		837,760	8.00%		

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	36,763,403.00	41,050,791.00	-	77,814,194.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	36,763,403.00	41,050,791.00	-	77,814,194.00
Change in Indebtedness during the financial year				
* Addition	-	9,236,205.00	-	9,236,205.00
* Reduction	20,944,362.00	-	-	20,944,362.00
Net Change	20,944,362.00	9,236,205.00	-	30,180,567.00
Indebtedness at the end of the financial year				
i) Principal Amount	15,819,041.00	50,286,996.00	-	66,106,037.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,819,041.00	50,286,996.00	-	66,106,037.00

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/Lac)
		Name	Designation	
		Kailash Dhirendra Dubal		
		CMD	Director	
1	Gross salary	100000	0	100000
	(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			-
5	Others, please specify			-
	Total (A)	100,000.00	-	100,000.00
	Ceiling as per the Act			

B. Remuneration to other directors
Particulars of remuneration ` in Lakhs

3.Independent Directors	LALIT JAIN	RAVI SINGHANIA	ABHISHEK SWARAJ	Shesh Jayaram Mokhashi
Fee for attending board/committee meeting	0.10	0.70	0.10	0.00
commission	-	-	-	-
Others, please specify	-	-	-	-
Total (1)	0.10	0.70	0.10	0.00
Other Non-Executive directors	SUNIL SURANA DEVICHAND	BHAVIKA KAILASH DUBAL		
Fee for attending board/committee meeting	0.70	0.00	-	-
commission	-	-	-	-
Others, please specify	-	-	-	-
Total (2)	0.70	0.00	-	-

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)
		Name		
		JIGNESH DHIRENDRA DUBAL	Lokesh Kumar Agarwal	
		Designation	CFO	CS
1	Gross salary		1,000,000.00	300,000.00
	(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			-
5	Others, please specify			-
	Total	-	1,000,000.00	300,000.00

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 : N.A.					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS : N.A.					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT : N.A.					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and Behalf of Board

Sd/-

Kailash D Dubal

Sri Krishna Constructions (India) Limited

ANNEXURE -3
ANNEXURE ON RATIO OF REMUNERATION OF EACH DIRECTOR

[The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule (5) (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.]

<p>(i). The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year;</p>	<p>Managing Director- NIL Executive Director- 1.65 Non-Executive Director- 0.22 <u>Independent Directors:</u> Mr. - LALIT JAIN 0.14 Mr. RAVI SINGHANIA - 0.22 Mr. ABHISHEK SWARAJ– 0.08 (Median Remuneration of Employees- Rs. 2.23 Lakh P.A.)</p>
<p>(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;</p>	<p>Chief Financial Officer- NIL Company Secretary- NIL</p>
<p>(iii) The percentage increase/(Decrease) in the median remuneration of employees in the Financial Year;</p>	<p>(10%)</p>
<p>(iv) The number of permanent employees on the rolls of Company;</p>	<p>17</p>
<p>(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial</p>	<p>05% Whereas increase in the managerial remuneration for the same financial year was 50%.</p>

remuneration;	
(vi) The key parameters for any variable component of remuneration availed by the Directors;	Considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.
(vii) Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

Sd/-

Kailash Dharendra Dubal

**Sri Krishna Constructions (India) Limited
Chairman and Managing Director
DIN - 01771805**

ANNEXURE-3
NOMINATION AND REMUNERATION POLICY

PREAMBLE

The Board of Directors (the Board) of Sri Krishna Constructions (India) Limited (the Company) has constituted the existing Remuneration Committee by changing its nomenclature as Nomination and Remuneration Committee in order to align with the terms of the provisions of Section 178 of the Companies Act, 2013 read with Rules made there under ('the Act') and

The policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

OBJECT AND PURPOSE

This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees. The policy is framed with the objective(s):

That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors of the Company;

That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

That the remuneration to Directors, Key Managerial Personnel, and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration;

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and

To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

DEFINITIONS

In this policy unless the context otherwise requires:

“**Act**” shall mean the Companies Act, 2013 and the Rules and Regulations notified there under.

“**Board of Directors**” or “**Board**” in relation to the Company means the collective body of the Directors of the Company.

“**Company**” means “Sri Krishna Constructions (India) Limited”.

“**Directors**” means Directors of the Company.

“Independent Director” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

“Key Managerial Personnel” (KMP) in relation to a Company means

the Chief Executive Officer or the Managing Director or the Manager;
the Company Secretary; iii. the Whole-time Director;
the Chief Financial Officer, and
such other officer as may be prescribed under the Act.

“Senior Management Personnel” mean employees of the Company who are members of its core management team excluding Board of Directors including the functional / vertical heads.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall have minimum three directors as members and out of which not less than one half shall be Independent Directors. The Nomination and Remuneration Committee comprises of following Directors:

Sno	Name	Designation	
1	LALIT JAIN	chairperson	Independent directors
2	Sunil D Surana	Member	Non-Executive - Non Independent
3	Bhavika Dubal	Member	Non-Executive - Non Independent
4	RAVI SINGHANIA	Member	Independent directors

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The role of the Committee inter-alia will be the following:

Identify person who is qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performances;

Formulate the criteria for determining educations, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and Employees;

Devising a policy on Board diversity; ·

Formulation of criteria for evaluation of Independent Directors and the Board;

Ensure that the Board comprises of a balanced combination of Executive Directors and Non- Executive Directors and also the Independent Directors; and

Decide/approve details of fixed components and performance linked incentives along with criteria.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board about his / her appointment.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Shareholders of the Company.

Term / Tenure

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

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the

benefit of the Company.

REMUNERATION FOR DIRECTOR, KMP AND SENIOR MANAGEMENT

The general features of Remuneration for Director, KMP and Senior Management Personnel are as under:

The remuneration/compensation/commission etc. to the Whole-time Director, Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration compensation/commission etc. shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Whole-time Director and Managing Director shall be in accordance with the provisions of the Act and the Rules made thereunder.

Increments to the existing remuneration /compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director and Managing Director.

This Remuneration Policy shall apply to all future /continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded in the Committee and Board meeting minutes.

i. Remuneration to Whole-time/Executive/Managing Director Fixed pay

The Whole-time Director, Managing Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to Provident and Pension Fund, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director/Managing Director in accordance with the provisions of Schedule V of the Act and if it is unable to comply with such provisions, with the previous approval of the Central Government.

Provisions for excess remuneration

If any Whole-time Director/ Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, or without the prior approval of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration / Commission to Non - Executive/Independent Director Remuneration / Commission

The remuneration/commission shall be in accordance with the provisions of the Act and the Rules made thereunder.

Sitting Fees

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the

Board or Committee or such amount as may be prescribed by the Central Government from time to time. Further the boarding and lodging expenses shall be reimbursed to the Directors.

Commission

Commission may be paid within the monetary limit approved by Shareholders, subject to the limit not exceeding 1 percentage of the profits of the Company computed as per the applicable provisions of the Act.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

Review

This Policy shall be reviewed by the Board of Directors on its own and / or as per the recommendations of the Nomination and Remuneration Committee, as and when deemed fit.

On behalf of the Board

**Sd/-
Kailash D Dubal
Managing Director
DIN:-01771805**

**Sd/-
Jignesh D Dubal
CFO & Director
DIN: - 02210175**

ANNEXURE -4

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

[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

Sri Krishna Constructions (India) Limited

No.224, 3rd Floor, SS Complex 14th

Cross, Sampige Road, Malleshwaram

Bangalore Bangalore KA 560003

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SRI KRISHNA CONSTRUCTIONS (INDIA) LIMITED (CIN: L45201KA2005PLC037848) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019 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 have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2019 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;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and,
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The specific laws applicable to the Company pursuant to the business carried by the Company are:
 - The Indian Registration Act, 1908
 - The Specific Relief Act, 1963
 - The Land Acquisition Act, 1894
 - Transfer of Property Act, 1882
 - Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996
 - The Building And Other Construction Workers (Regulation Of Employment And Conditions Of Service) Central Rules, 1998 and The Building and

Other Construction Workers (Regulation of Employment and Conditions of Service) Central (Amendment) Rules, 2015

- The Building And Other Construction Workers' Welfare Cess Act, 1996.
- Real Estate (Regulation and Development) Act, 2016

(vii) The other general laws as may be applicable to the Company including the following:

(1) Employer/Employee Related laws & Rules:

- The ESI Act & General Regulations
- The Employees Provident Funds & Miscellaneous Provisions Act
- The Minimum Wages Act & Rules
- The Payment of Wages Act & Rules
- The Payment of Gratuity Act & Rules
- The Payment of Bonus Act & Rules
- The Maternity Benefit Act.
- The Equal Remuneration Act
- The Employment Exchanges (CNV) Act & Rules
- The Karnataka Labour Welfare Fund Act & Rules
- Industrial Employment Standing Orders Act
- The Karnataka (National & Festival) Holidays Act & Rules

(2) Environment Related Acts & Rules:

- The Environment Protection Act, 1986
- The Water (Prevention & Control of Pollution) Act, 1974
- The Air (Prevention & Control of Pollution) Act, 1981

3) Economic/Commercial Laws & Rules:

- The Competition Act, 2002
- The Indian Contract Act, 1872
- The Sales of Goods Act, 1930
- The Forward Contracts (Regulation) Act, 1952
- The Indian Stamp Act, 1899

I have also examined some *Non-compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e. SS - 1 and SS – 2 and in few instances*

where the e-forms have been filed with the Registrar of Companies after due dates

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above as may be applicable during the year under review. *During the year the Company has made some non-compliance such are:-*

- 1- Penalty of Rs. 5,42,800/- levied for Non-compliance under regulation-17(1) of the ICDR Regulation, Company paid the fine and comply with the regulation.*
- 2- Penalty of Rs. 2,17,120/- levied for Non-compliance under regulation-20(2) of the ICDR Regulation, Company paid the fine and comply with the regulation.*
- 3- Penalty of Rs. 106,200/- levied for Non-compliance under regulation-6(1) of the ICDR Regulation, Company not paid fine however company appointed Company Secretary.*
- 4- During the audit period it was come to our notice that company held their Annual general meeting as on 30th Nov 2018 but company did not take approval of Extension from ROC. Company did not comply with the section 96 of the Companies Act 2013.*

Further, I report that with regard to financial and taxation matters, I have relied on the draft Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act. *Except during the audit period the composition of board is not as per 17(1) and 20(2) of the ICDR Regulation and also company did not appointment women director. However company comply with the above requirements.*

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on

the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

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

I further report that during the audit period the Company has not undertaken any events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Bangalore

Date: 30.09.2019

(Md Saddam Hussain)

ACS No.: 54362

C P No.: 20348

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

‘Annexure’

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of Financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise Act, Customs Act, Central and State Sales Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My 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.

Place: Bangalore

Date: 30.09.2019

(Md Saddam Hussain)

ACS No.: 54362

C P No.: 20348

ANNEXURE V

CORPORATE GOVERNANCE

(Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company believes that Corporate Governance is a key element in improving efficiency and growth, as well as enhancing investor confidence.

The Company's philosophy on Corporate Governance is sustained growth, increase in Stakeholders value, total transparency, accounting fidelity and to ensure service quality; all with a view to achieve business excellence. The Company places high emphasis on business ethics. The Company follows the Code of Business Conduct and Ethics.

The Corporate Governance framework of your Company is based on an effective Board with majority being Non-Executive Directors, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The operations of the Company are conducted under the supervision and directions of the Board within the framework set by the Companies Act, 2013 and the Rules made there under ("the Act"), its Articles of Association, SEBI Guidelines, and the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Board of Directors:

Composition:

The present strength of the Board is 8 (eight) Directors, comprising of two Executive, one Non-Executive woman Director, one Non-Executive-Non Independent Director and four Non-Executive-Independent Directors.

The Board is primarily responsible for the overall Management of the Company's business.

The present Board comprises of 8 Members, four of whom are Independent Directors, one Executive Chairman, one Executive Director, one Non-Executive-Non Independent Director and other one is Non-Executive Non-Independent women Director. The Company has an Executive Chairman and the number of Independent Directors is more than half of the total number of Directors. The Company is in compliance with the requirements relating to the composition of Board of Directors.

- I. None of the Directors on the Board hold directorships in more than eight Listed Companies or ten public companies or acts as an Independent Director in more than seven (7) Listed Companies. Further, none of them is a member of more than ten committees or chairman of more than five

committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors.

- II. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. Declaration as required under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act with respect to criteria for independence has been sought.

Chairman and Managing Director is primarily responsible for:

- a. Ensuring that the Board provides effective governance to the Company and in doing so presides over meetings of the Board and Shareholders of the Company. The Chairman takes a lead role in managing the Board and facilitating effective communication among Directors.
- b. Corporate strategy, planning and other management matters. Managing Director and the Senior Management Personnel being responsible for achieving annual business targets, acquisitions, new initiatives and investments make periodic presentations to the Board on their responsibilities and performance.

The Board Meetings are held generally at the Registered Office of the Company at Bangalore, India. The agenda for each Board Meeting along with explanatory notes are distributed in advance to the Directors. The Board meets at least once a quarter with a gap of not more than 120 days between two Board Meetings to review the quarterly results and other items of agenda and also on the occasion of the Annual General Meeting of the Shareholders.

The details of the appointment and resignation of Non-Executive-Independent Directors since the last Annual General Meeting is as follows:

Sl. No.	Name	Date of Appointment	Date of cessation
1	Mr. Shesh Jayaram Mokhashi	25.02.2019	16.04.2019
2	Mr. Sudhakara Rao Setty	30.09.2019	-

Note: Mr. Shesh Jayaram Mokhashi, resigned from the office Independent Director w.e.f. 16th April, 2019. Further, Mr. Sudhakara Rao Setty was appointed as an Additional-Non-Executive Independent Director w.e.f. 30th September, 2019.

Reason for Resignation of Mr. Shesh Jayaram Mokhashi - due to relocating from the Bangalore city to other city with in India and it is difficult for him to actively participate in all the meeting of the Board.

Board Meetings:

Number of Board Meetings, Directors' attendance record and directorships held by all Directors:

A total of 7 (Seven) Meetings of the Board of Directors were held during the year under review on 28th May 2018, 11th August 2018, 01st September 2018, 29th September 2018, 14th November 2018, 8th February, 2019

and 25th February, 2019. Attendance of Directors at the Board Meetings held during the year 2018-19 and the details of directorships, Committee Chairmanships and Memberships are exhibited below:

Name	Names of the Listed Entities where the person is a director and category of directorship
Mr. Kailash Dharendra Dubal	Sri Krishna Constructions (India) Limited – Executive Director
Mr. Jignesh Dharendra Dubal	Sri Krishna Constructions (India) Limited – Executive Director
Mr. Lalit Jain	Sri Krishna Constructions (India) Limited – Non-Executive Independent Director
Mr. Sunil Devichand Surana	Sri Krishna Constructions (India) Limited- Non-Executive Director
Mr. Ravi Singhania	Sri Krishna Constructions (India) Limited – Non-Executive Independent Director
Mrs. Bhavika Kailash Dubal	Sri Krishna Constructions (India) Limited- Non-Executive Director
Mr. Abhishek Swaraj	Sri Krishna Constructions (India) Limited – Non-Executive Independent Director
Mr. Sudhakara Rao Setty	Sri Krishna Constructions (India) Limited – Non-Executive Independent Director

Name of Director	Position	No. of Board Meetings Attended during the year	Attendance at Prev. AGM on 30.09.2018	No. of outside Directorships held	No. of membership / Chairmanship in other Board Committees #
Executive Directors:					
Mr. Kailash Dharendra Dubal	Chairman & Managing Director	7	Present	2	-
Mr. Jignesh Dharendra Dubal	Director and CFO	7	Present	2	-
Non-Executive, Non-Independent Directors:					
Mr. Sunil Devichand Surana	Director	7	Present	4	3
Mrs. Bhavika kailash dubal	Director	7	Present	-	1
Non-Executive, Independent Directors:					
Mr. Lalit Jain	Director	1	Present	1	3
Mr. Ravi Singhania	Director	7	Present	8	3
Mr. Abhishek Swaraj	Director	1	Present	2	1
Mr. Shesh Jayaram Mokhashi	Director	1	-		-

;

Notes:

1. *None of the Directors is related to any Director or is a member of an extended family;*
2. *None of the employees of the Company is related to any of the Directors;*
3. *None of the Directors has any business relationship with the Company except Mr. Kailash Dhirendra Dubal.*
4. *None of the Directors has received any loans or advances from the Company during the year.*
5. *The above table excludes Directorship in Private Companies, Foreign Companies and Companies registered under section 8 of the Companies Act, 2013.*

Provide skills/expertise/competencies of the Board as a collective team

#Chairmanship/Membership in Board, Audit Committee and Stakeholders' Relationship Committee in Indian Public Limited Companies as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit Committee:

A qualified and independent Audit Committee of the Board has been exercising its powers and responsibilities judiciously. The Committee has four experienced and learned members including the Chairman of the Committee and all are Independent Directors except Mr. Sunil Devichand Surana and Mrs. Bhavika Kailash Dubal who is a Non-Executive –Non Independent Director .The Audit Committee comprised of Mr. Lalit Jain as Chairman of the Audit Committee. Other members are Mr. Sunil Devichand Surana, Mr. Ravi Singhania and Mrs. Bhavika Kailash Dubal.

The role and terms of reference to the Audit Committee covers the areas mentioned under the Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and under Section 177 of Companies Act 2013. From time to time, other terms may be referred by the Board of Directors.

- the Company's accounting & financial controls and reporting processes– quarterly & annual.
- Accounting& financial policies and practices.
- Internal control and internal audit systems.
- Compliance with Company policies and applicable laws and regulations.
- To recommend to the Board, regarding the appointment / re-appointment of Statutory, Internal and Cost Auditors and the remuneration payable to them.
- Accounting of ESOP Costs in accordance with SEBI guidelines.
- Allotment of options under ESOP and Buyback proposal.
- Ensure compliance of all mandatory requirements.

The Audit Committee also reviews with the Management and the Auditors on any specific matters relating to suspected fraud or irregularity or failure of internal control systems of material nature and report the same to the Board.

The Committee also holds pre and post-audit discussion with the Statutory Auditors about the nature and scope of audit and audit observations/areas of concern/reasons for defaults, if any. In addition, the Committee annually reviews the performance of the Internal Auditors and Statutory Auditors, their

appointment/ removal/terms of remuneration, the functioning of the Whistle Blower Mechanism, Management discussions and analysis of financial conditions and results of operations, statement of the significant Related Party transactions as submitted by Management, reports on internal control weaknesses, if any. It is the prerogative of the Committee to invite Executives and Auditors of the Company to be present at the Meetings to provide additional inputs/clarifications on the subject being discussed by the Committee.

The Chairman of the Committee was present at 14th Annual General Meeting of the Company to answer queries of the Shareholders.

During the year, the Committee met 4 (four) times on 28.05.2018, 11.08.2018, 14.11.2018 and 08.02.2019. The Maximum interval between any two Meetings did not exceed 120 days as prescribed under the provisions of the Companies Act, 2013 and Regulations 18 of SEBI (LODR) Regulations, 2015.

The particulars of Members of the Committee and number of Meetings attended during the tenure of Directors are mentioned hereunder:

Name of Directors	Designation	No. of Meetings Attended
Mr. Lalit Jain	Chairman	1
Mr. Ravi Singhania	Member	4
Mr. Sunil Devichand Surana	Member	4
Mr. Bhavika Kailash Dubal	Member	4

Note: Mr. Shesh Jayaram Mokhashi, resigned from the office Independent Director w.e.f. 16th April, 2019. Further, Mr. Sudhakar Rao Setty was appointed as an Additional–Non-Executive Independent Director w.e.f. 30th September, 2019.

Nomination and Remuneration Committee:

Nomination and Remuneration Committee constituted as per the provisions of the Companies Act, 2013. The Committee has four experienced and learned Members including the Chairman of the Committee and all are Independent Directors except Mr. Sunil Devichand Surana and Mrs. Bhavika Kailash Dubal who is Non-Executive–Non Independent Director. The Committee comprised of Mr. Lalit Jain as Chairman of the Committee. Other members are Mr. Sunil Devichand Surana, Mr. Ravi Singhania and Mrs. Bhavika Kailash Dubal.

The Board has authorized the Committee with clear roles and responsibilities in terms of the provisions of the Companies Act and rules made thereunder and also with those set out in SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Policy of the Company, duly approved by the Board, covers the criteria for determining qualifications, positive attributes and independence of a Director, evaluation of Independent Directors and the Board, authorization to identify persons who are qualified to become Directors, Senior Management, recommending to the Board their appointment/removal and also the Remuneration Policy. The Nomination and Remuneration Policy of the Company is available on the website of the Company at (http://www.skcil.com/pdf/Nomination_and_Remuneration_Policy.pdf/)

Nomination and Remuneration Policy, among other things, includes:

- i) Laying down the criteria which shall form the basis for enabling the Nomination and Remuneration Committee to identify persons who are qualified to become Directors of the Company, including Board Diversity.
- ii) Laying down the criteria which shall form the basis for enabling the Nomination and Remuneration Committee to identify the persons who may be appointed in Senior Management of the Company.
- iii) Formulation of criteria for determining qualifications, positive attributes and independence of a Director.
- iv) Evaluation of every Director's performance by the Nomination and Remuneration Committee.
- v) Remuneration for the Directors, Key Managerial Personnel and other employees of the Company.

Details of the remuneration to the Directors are detailed in the relevant schedules forming a part of the Annual Accounts for the financial year ended 31st March, 2019. No stock options were granted/allotted under ESOS, to any of the Directors.

During the financial year, the Committee met One (1) time on 08th February, 2019.

Name of Directors	Designation	No. of Meetings Attended
Mr. Lalit Jain	Chairman	1
Mr. Ravi Singhania	Member	1
Mr. Sunil Devichand Surana	Member	1
Mr. Bhavika Kailash Dubal	Member	1

Disclosures with respect to remuneration of Directors (in terms of Schedule V of SEBI (LODR) Regulations, 2015

- i) All elements of remuneration package of individual Directors are summarized under the major groups, such as salary, benefits, bonuses etc. For particulars of remuneration of the Managing Director, you may please refer page of extract of Annual Report in Form MGT-9 attached to the Report of Directors.
- ii) Service contracts, notice period, severance fee: Not applicable.
- iii) Stock Option details, if any and whether issued at a discount as well as period over which accrued and over which exercisable: Not applicable.

For the financial Year 2018-19

(In Rupees)

Name of the Directors	Sitting Fee*	Salaries	Provident Fund & Superannuation	Total
Mr. Sunil Devichand	40,000	-	-	40,000

Surana				
Mr. Ravi Singhania	40,000	NIL	NIL	40,000
Mr. Lalit Jain	10,000	NIL	NIL	10,000
Mr. Abhishek Swaraj	10,000	NIL	NIL	10,000

*Sitting Fee disclosed above is net of all taxes.

Stakeholders' Relationship Committee:

In compliance with the provisions of Section 178(5) of the Companies Act, 2013 and the Listing Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee. The Stakeholders' Relationship Committee considers and approves the Share Transfers, transmissions, transposition of name, issues split/duplicate certificates, ratify confirmations made to the demat requests received by the Company and reviews the status report on redressal of shareholders' complaints received by the Company/ Share Transfer Agents.

The Committee comprises of Mr. Lalit Jain who was appointed as a Chairman of the Committee, Mr. Sunil Devichand Surana, Mr. Ravi Singhania and Mrs. Bhavika Kailash Dubal as Members of the Committee. Further, except Mr. Sunil Devichand Surana and Mrs. Bhavika Kailash Dubal all the others are Independent and Non-Executive Directors.

During the year, the Committee met two times on 11th August 2018 and 8th February, 2019.

Name of Directors	Designation	No. of Meetings Attended
Mr. Lalit Jain	Chairman	1
Mr. Ravi Singhania	Member	2
Mr. Sunil Devichand Surana	Member	2
Mr. Bhavika Kailash Dubal	Member	2

Reconciliation of the Share Capital is reviewed every quarter by a Practicing Company Secretary as per the Listing Regulations and the same is filed with the Stock Exchanges.

Information on Investor Complaints for the financial year ended 31st March, 2019:

Brought Forward	Received afresh	Disposed	Carried-over
NIL	NIL	NIL	NIL

Corporate Social Responsibility Committee:

In Compliance with the section 135 of the Companies Act, 2013 is not applicable to Your Company to constitute the Corporate Social Responsibility Committee.

Meeting of Independent Directors:

The Independent Directors of the Company had met during the year on 08.02.2019 at No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560003 to review the performance of non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Company has issued formal letters of appointment to the Independent Directors and the terms and conditions of appointment have been disclosed on the website of the Company. Also the evaluation criteria for performance evaluation of Independent Directors wherein their preparation, deliberations, effective participation, skills and knowledge to discharge their duties as Independent Director, etc. are rated by all the Directors (excluding the Director being evaluated).

The Company had also further during the year, conducted Familiarization program for Independent Directors of the Company and the details of such familiarization programs are disseminated on the website of the Company at (<http://www.skcil.com/pdf/investors/Fam18-19.pdf>).

Declaration by the Independent Directors:

Independent Directors play a key role in the decision-making process of the Board. They are committed to act in what they believe, are in the best interests of the Company and oversee the performance of the Management periodically.

The Company and its Board benefit immensely from the in-depth knowledge, experience and expertise of its Independent Directors in achieving its desired level of business performance and good corporate governance.

None of the Independent Directors are Promoters of the Company or its holding, subsidiary or associate company nor are they related to each other. None of the Independent Directors are related to promoters of the Company or others referred to above. The Independent Directors, apart from receiving the sitting fee, had no material pecuniary relationship with the Company/associates/promoters/directors during the two immediately preceding financial years/the current financial year.

They are independent of Management and free from any business or pecuniary relationship or transaction with the Company or associates or Directors or such other relationships which could materially interfere with the exercise of their independent judgement.

The Independent Directors have given a declaration to the Company confirming adherence to the code of conduct/criteria of independence, directorship etc as pursuant to the Regulations 25 & 26 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013 read with Schedule IV of the said Act.

Code of Conduct:

The Company has framed and adopted a Code of Conduct for its Directors and senior Management personnel, duly approved by the Board. For the year under review, all the Directors and senior Management personnel have affirmed compliance with the provisions of the said Code. A declaration from the Managing Director/CEO of the Company in terms of Regulation 34(3) read with Schedule V of SEBI (LODR) Regulations, 2015 is placed as an annexure to the Report of Directors. The above annual affirmations were placed before the Board for Information.

In terms of the Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, the Board has adopted the said Code and all the Independent Directors have affirmed that they abide by the said Code and disseminated on the website of the Company at ([http://www.skcil.com/pdf/Code_of_Conduct%20 skcil.pdf](http://www.skcil.com/pdf/Code_of_Conduct%20skcil.pdf)).

Risk Management:

Periodic assessments to identify the risk areas are carried out and Management is briefed on the risks in advance to enable the Company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk Management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets. (the policy is displayed on the website of the Company at www.skcil.com.)

Related Party Transactions:

The Company has a Policy in place on the Related Party Transactions. The Policy defines clearly the transactions which require approval from Audit Committee, the Board of Directors and members at the Annual General Meeting, provision for prior approval, periodical review, omnibus approval, transactions in the ordinary course of business or otherwise, transactions within arm’s length basis or otherwise, materiality of the transactions as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, and threshold limits as defined and in conformity with the provisions of the Companies Act, 2013, the related rules and the requirements under said clauses/regulations, as amended from time to time.

The Company has been entering into contracts and arrangements with the Promoters in the ordinary course of business.

As on 31st March, 2019 there are no related party transactions of the Company with Promoters.

The disclosure in compliance with the Accounting Standards on ‘Related Party Disclosures’ as required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are disclosed by the Company in the notes forming part of the financial statements (Note no II (h) of the Annual Report) and the particulars of such contracts/ arrangements are provided as an annexure to this Report of Directors.

The Company’s Related Party Transactions Policy is placed on the website of the Company at http://www.skcil.com/pdf/20_5_15_RPT_Policy.pdf.

Details of Non Compliance, if any:

During the financial year, there was no instance of non-compliance under the provisions of the Companies Act, 2013 and other applicable laws.

Details of establishment of Vigil Mechanism/ Whistle Blower Policy:

The Company has established a Whistle Blower Policy/ Vigil Mechanism for the Directors, Employees and other Stakeholders to enable them to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct. Under this mechanism, the improper practice, if any, in the Company, can be directly reported to the Audit Committee. A communication in that regard has been sent to all the employees of the Company and reiterated during the Branch Managers’ Conference, training programs and by circulars. The Company affirms that the mechanism provides adequate safeguards against victimization of Director(s)/employee(s) who use the mechanism, and provide for direct access to the Chairman of the Audit Committee and also affirms that no personnel have been denied access to the Audit Committee.

The details of establishment of the mechanism has been placed by the Company on its website at <http://www.skcil.com/pdf/Whistle%20Blower%20Policy.pdf>.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

SNO.	PARTICULAR	NO OF COMPLAINTS
A.	Number of complaints filed during the financial year	NIL
B.	Number of complaints disposed of during the financial year	NIL
C.	Number of complaints pending as on end of the financial year	NIL

Certificate from a Company Secretary in Practice

None of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority forms an integral part of Annual Report.

Total fees for all services paid by the Sri Krishna Constructions (India) Limited to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part;

Total Number of ~~Subsidiary~~ or Associate Company- CONCEPT CITY HOTELS & HOSPITALITY PRIVATE LIMITED

Total fees for all services paid by the Company to Statutory Auditors :- INR 40,000/-

Details of compliance with mandatory requirements:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and all the applicable clauses of Regulation 46(2) of the Listing Regulations.

This Corporate Governance Report of the Company for the financial year 2018-19 or as on March 31, 2019 are in compliance with the requirements of Corporate Governance under the Listing Agreement with BSE Limited or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Adoption of the Non-Mandatory Requirements:

- i. The Company is in the regime of unqualified financial statements.
- ii. The Company consistently trains its Board members, on an on-going basis, in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as Directors, and the best ways to discharge them.
- iii. The Company has a procedure of bringing to the notice of management, any matter/s regarding concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.
- iv. Corporate Governance Voluntary Guidelines 2009:
 - Whole-time Directors of the Company are not holding any position as Non-Executive Directors or Independent directors of any other public limited companies or private companies that are either holding or subsidiary companies of public companies. The voluntary guidelines allows for holding such positions in seven such companies in aggregate.
 - Independent Directors of the Company have the option and freedom to meet Company Management regularly. They are provided with all information sought by them to perform their duty effectively and efficiently.
 - Non-Whole Time Directors are remunerated with an appropriate percent of the net profits of the Company as allowed under the provisions of Companies Act, 2013, for their valuable contributions by way of guidance, directions and time devoted to the activities of your Company. Such remunerations paid is uniform among all Non-Whole Time Directors.
 - Remuneration Committee has duly been constituted to discuss issues, as detailed elsewhere in this report.
 - Audit Committee has duly been constituted, and its scope and functions has already detailed elsewhere in this report.
 - Matters referred to Audit Committee, as detailed elsewhere in the report include, *inter alia*, recommendation to Board, on appointment of Statutory, Internal and Cost Auditor/s.

- Internal Auditor of the Company is an independent Chartered Accountant Firm.
- Rotation of audit partner has been implemented by the auditing firm.
- Reconciliation of Share Capital Audit Report is conducted every financial quarter and placed before the Audit Committee and the Board for review.

General Body Meetings:

Location and time of previous three Annual General Meetings are as follows:

Year	Location	Date	Time
2016	Justa hotel 21/14 Craig park layout, Behind Oriental Bank Commerce, M G Road, Bangalore - 560 001	28th October, 2016	12:30 PM
2017	No.1, 4 th Main Road, Nehru Circle, Sheshadripuram, Bangalore - 560020	29 th September, 2017	02:30 Noon
2018	No 224, 3rd Floor, SS Complex, 14 th Cross, Sampige Road, Malleshwaram Bangalore -560 003	30 th November, 2018	12:30 Noon

SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS:

Year	Special Resolutions
2016	NIL
2017	NIL
2018	NIL

Postal Ballot:

Following are the Resolutions passed during the year through Postal Ballot:

Year	Special Resolutions
2016	NIL
2017	NIL
2018	Migration from BSE- SME to BSE Main Board

Disclosures:

Transactions with Related Parties are disclosed in Note no. 31 Point (ii) on 'Supplementary Notes to Accounts' in the Annual Report.

The Register of Contracts containing the transactions, in which Directors are interested, is regularly placed before the Board for its ratification and approval.

During the previous three years, or in any of the earlier years, there were Following strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authorities for non-compliance of any matter related to the capital markets.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Regulation 17(1) : Non-Compliance with the requirements pertaining to the composition of the Board Including Failure to appoint women director.	Fine levied by BSE amount of Rs. 5,42,800.	Company paid the fine and comply with the regulation.
2	BSE	Regulation 20(2) : Non-Compliance with the constitution of stakeholder relationship committee	Fine levied by BSE amount of Rs. 2,17,120.	Company paid the fine and comply with the regulation.

The Company's personnel have access to the Audit Committee to refer any matter/s regarding concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

SHAREHOLDER INFORMATION:

a) Date, time & venue of the Annual General Meeting of the Shareholders:

Date	Time	Venue
23.11.2019	12:30 PM	No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560 003

b) Particulars of Financial Calendar for the financial year 2019-20

Financial Year	1 st April, 2019 to 31 st March, 2020
First, Second and Third Quarterly Results	Within 45 days of end of each quarter
Fourth Quarter & Financial Year Results	within sixty days of end of the financial year

c) Dates of Book Closure: Saturday 16th November, 2019 –to Saturday 23rd November, 2019 (both the days inclusive)

d) Listing on Stock Exchanges:

- National Stock Exchange of India Limited (NSE), BSE Limited (BSE).
- Annual listing fee has been remitted for NSE and BSE for the financial year 2019-20.
- Annual custody fee has been remitted for NSDL and CDSL for the financial year 2019-20.

e) Stock Exchange Codes

Stock Exchange	Code
BSE Limited, Mumbai	539363

f) Demat arrangement with NSDL and CDSL. Demat ISIN – INE094T01015

g) Market price data of Shares traded

High/Low of market price of the Company's shares traded in BSE Limited and National Stock Exchange, during the financial year 2018-19 is furnished below:

Month	BSE		
	High	Low	Volume
	Rs.	Rs.	Rs.
Apr-18	144.90	68.45	515000.00
May-18	83.50	53.20	398945.00
Jun-18	78.70	39.90	1198264.00
Jul-18	39.15	26.05	2318.00
Aug-18	25.55	20.30	234244.00
Sep-18	31.75	24.50	182395.00
Oct-18	31.50	23.05	266992.00
Nov-18	25.65	17.55	192875.00
Dec-18	33.50	26.25	426108.00
Jan-19	37.20	28.30	213068.00
Feb-19	36.65	21.90	394386.00
Mar-19	25.25	15.90	1200297.00

h) Share Transfer System:

Pursuant to SEBI Regulations, share transfers will be effected both under demat and physical form.

As reported hereinabove under "Stakeholders' Relationship Committee", Share transfers, in respect of physical stocks, are normally affected within a maximum of 15 days from the date of receipt, if all required documentation is submitted.

k) Categories of Shareholding as on 31st March, 2019

Category	No. of Shareholders	Total Shares	%	Equity Share Pledged	
				No	%
Promoters Group	2	3402017	32.49	NIL	NIL
NRIs/ Foreign Nationals	1	1720	0.02	N/A	N/A
NBFCs Registered with RBI	0	0	0	N/A	N/A
Bodies Corporate	18	3,88,523	3.71	N/A	N/A
HUF	0	0	0		
Public	427	64,48,874	61.58	N/A	N/A
CLEARING MEMBERS	17	230,866	2.20	N/A	N/A
IEPF	0	0	0	N/A	N/A
Total	465	1,04,72,000	100.00	NA	NA

l) Dematerialization of Shares and Liquidity: Your Company Have 100% Demat share holding

Category – Demat/Physical	No. of Shareholders	%	No. of Shares	%
Total No. of Shareholders in	465	100	1,04,72,000	100

electronic (Demat) form				
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m) Non-Executive Directors shareholding in the Company:

Mrs. Bhavika Kailash Dubal holds 2,53,672 Equity Shares in the Company (i.e., 2.42%) , Mr. Sunil D Surana holds 1,37,760 Equity Shares in the Company (i.e., 1.31%) and except them none of the Directors viz. Mr. Lalit Jain, Mr. Ravi Singhanian, Mr. Abhishek Swaraj and Mr. Sudhakara Rao Setty holds any Shares of your Company.

Address for Investor

Correspondence (all matters):

Sri Krishna Constructions
(India) Limited
No 224, 3rd Floor, SS Complex,
14th cross, Sampige Road,
Malleshwaram, Bangalore -560 003
Tel : (91) (80) 23318189
E-mail : info@skcil.com

Registrars &

Share Transfer Agents :

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri East
Mumbai 400-072
Ph no: 022 -40430200
Fax : 022 – 28475207
e-mail : info@bigshareonline.com

**For and on behalf of Sri Krishna Constructions
(India) Limited**

**Kailash D Dubal
Chairman & Managing Director
DIN: 01771805**

Place:Bangalore

Date: 30.09.2019

MD & CFO CERTIFICATION

We have reviewed financial statements and the Cash Flow Statement for the financial year ended 31st March, 2019 and certify, to the best of our knowledge and belief, that:

- i. these statements present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations;
- ii. these statements do not contain any materially untrue statement, or omit any material fact, or contain statements that might be misleading;
- iii. no transactions entered into by the Company during the year were fraudulent, illegal or violative of the Company's code of conduct and no instances of fraud took place;
- iv. we accept responsibility for establishing and maintaining internal controls for financial reporting;
- v. we have evaluated the effectiveness of the internal control systems of the Company, and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken steps to rectify the same, wherever found;
- vi. significant changes in internal control over financial reporting, as well as changes in accounting policies, if any, have been intimated to the auditors and the Audit Committee, and been disclosed in the notes to the financial statements;

Place: Bangalore
Date: 30.09.2019

Kailash Dharendra Dubal
Managing Director

Jignesh Dharendra Dubal
Chief Financial Officer

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Regulation 26(3) read with Schedule V Para D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Code of Conduct of the Company has been displayed at the Company's website at <http://www.skcil.com/>. All the members of the Board and the senior management personnel had affirmed compliance with the code for the financial year ended 31st March, 2019.

Place: Bangalore
Date: 30.09.2019

Kailash D Dubal
Chairman and Managing Director
DIN: 01771805

CERTIFICATE ON CORPORATE GOVERNANCE

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

To
The Members
Sri Krishna Constructions (India) Limited
Bangalore

I have examined all the relevant records of Sri Krishna Constructions (India) Limited ('the Company') for the purpose of certifying the compliance of the conditions of Corporate Governance by the Company for the financial year ended 31st March, 2019 as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations except the following non-compliance as mention below :-

Sr. No.	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Regulation 17(1) : Non-Compliance with the requirements pertaining to the composition of the Board Including Failure to appoint women director.	Fine levied by BSE amount of Rs. 5,42,800.	Company paid the fine and comply with the regulation.
2	Regulation 20(2) : Non-Compliance with the constitution of stakeholder relationship committee	Fine levied by BSE amount of Rs. 2,17,120.	Company paid the fine and comply with the regulation.

	Non-Compliance Related to regulation 6 (1) of SEBI LODRs Regulations , 2015	Fine levied by BSE Amount of Rs.	
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I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

(Md Saddam Hussain)
Company Secretary
ACS No.: 54362
C P No.: 20348

Place: Bangalore
Date: 30.09.2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members
SRI KRISHNA CONSTRUCTIONS (INDIA) LIMITED
No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road,
Malleshwaram Bangalore -560003

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SRI KRISHNA CONSTRUCTIONS (INDIA) LIMITED** having CIN **L45201KA2005PLC037848** and having registered office at **No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560003** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors

on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority except *reason*.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Lalit Jain	01538541	27/05/2017
2.	Sunil Surana Devichand	01543337	22/06/2015
3.	Ravi Singhania	01593731	30/08/2017
4.	Kailash Dharendra Dubal	01771805	05/12/2005
5.	Jignesh Dharendra Dubal	02210175	26/09/2008
6.	Bhavika Kailash Dubal	07169234	27/04/2015
7.	Abhishek Swaraj	07929570	29/09/2017
8.	Sudhakara Rao Setty	08574883	30/09/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

(Md Saddam Hussain)
 Company Secretary
 ACS No.: 54362
 C P No.: 20348

Date: 30.09.2019

Place: Bangalore

ANNEXURE -6

~~MANAGEMENT DISCUSSION & ANALYSIS~~

FORWARD LOOKING AND CAUTIONARY STATEMENTS

The statements in this report describing the Company's objectives, estimations, expectations or projections, outlook etc., may constitute forward looking statements within the meaning of the applicable Rules, Laws and Regulations. Actual results may vary from such expectations, projections etc., whether express or implied. These statements are based on certain assumptions and expectations of future events over which the Company has no direct control.

REAL ESTATE MARKET

INDIAN REAL ESTATE MARKET

There has been a series of radical and transformational reforms such as demonitisation, Real Estate Regulation & Development Act (RERA), FDI relaxations, GST, Benami Transactions (Prohibition) Amendment Act, Change in Accounting standards, all coming in a row and in quick succession. This will increase the transparency of Indian real estate transactions, making it more credible and attractive with only organized players on the ground. Home ownership being a priority ambition and investment objective for Indians, these reforms will have positive implications for home buyers.

The demand for homes has stabilized at a new low and is attracting only end users and investors are staying away from the market. The cycle time for purchase decisions has become long.

Real Estate Regulation & Development Act (RERA) came into effect and in the state of Karnataka with notification dated 10th July, 2017. This law will enforce unprecedented transparency and accountability requirements for developers and will increase the confidence of the consumers. The Goods and Service Tax (GST) and Benami Transactions (Prohibition) Amendment Act will also have a major impact on the operations of the real estate developers.

Ministry of Housing and Urban Poverty Alleviation (MoHUPA) has introduced in June 2015, an interest subsidy scheme called Credit Linked Subsidy Scheme (CLSS) under Pradhan Mantri Awas Yojana (URBAN)-Housing for All, for purchase/construction/extension/improvement of house to cater Economical Weaker Section (EWS)/Lower Income Group (LIG)/Middle Income Group (MIG), given the projected growth of urbanization & the consequent housing demands in India. The qualifying criteria for affordable housing have been relaxed. This effectively increases the size of affordable housing market across India. These segments saw several new launches and were marketed under the buzzword of “smart”, “millennial”, “efficient” homes.

Sectors such as IT and ITeS, retail, consulting and e-commerce have registered high demand for office space in recent times. The office space absorption in 2016 across the top eight cities amounted to 29 million square feet (msf) with Bengaluru recording the highest net absorption during the year. Information Technology and Business Process Management sector led the total leasing table with 52 per cent of total space uptake in 2016. Mumbai is the best city in India for commercial real estate investment, with returns of 12-19 per cent likely in the next five years, followed by Bengaluru and Delhi-National Capital Region (NCR).

BENGALURU REAL ESTATE MARKET

Bengaluru is proving to be a shining spot for the real estate industry. It has witnessed phenomenal migration in last few decades to become the Silicon Valley of India with a 40% share of IT industry. Due to good market drivers – IT/ITes sector – which ensures strong macro-economic dynamics, most home buyers find Bengaluru a perfect place to settle and retire. There has been a significant decline in the absorption, however Bengaluru has been affected to a lesser extent as compared to the other cities in India. The average yield rental yields are comparatively better ranging between 2-4% as compared to cities like Mumbai where yields are in range of 1-3%. For investors looking for less volatile market in a long term, Bengaluru provides an attractive investment option.

OPPORTUNITIES AND THREATS

Opportunities in all segments of real estate development are driven by the macroeconomic forces on account of the unique current situation where a large part of the population consists of people less than 24 years of age, that is people who are young and productive. The benefits to the economy, commonly termed as the demographic dividend is benefitting the real estate sector. The other macroeconomic force is the rapid rate of urbanization on account of migration of population to cities, the growth centers. Implementation of Real Estate Regulation and Development Act (RERA) will bring in more transparency to the real estate transactions and boost buyer's confidence. The disposable income has been steadily increasing and there is easier availability of consumer finance coupled with a declining interest rate trend. All the aforesaid aspects result in opportunities in all segments of real estate.

The key threats to real estate business emanate from the cyclicity of the business owing to the tide and ebb in consumer and business confidence. Going forward, with the e-commerce market in India making itself look attractive, can pose a serious threat to the retail real estate. Other immediate challenges to the business are from:

environmental risks such as depletion of water table

potential impact of global slowdown on the Bengaluru IT/ITES industry

increase in cost of commodities and building materials

increase in interest rates which could result in depressed demand from customers and at the same time increase our interest burden

shortage of labour and skilled technical manpower and the consequent upward pressure on cost of human resources

regulatory and policy changes results in higher costs and delays in approvals related with projects

SEGMENT WISE PERFORMANCE

The Company has mainly one reportable business segment. Hence no further disclosure is required under Accounting Standard (AS) 17 on Segment Reporting.

OUTLOOK

The real estate and construction sectors play a crucial role in the overall development of India's core infrastructure. The real estate industry's growth is linked to developments in various other sectors of the economy.

A stable Government at the Centre and a strong leadership will improve sentiments and lead to economic reforms, which will augur well for the real estate industry.

The winds of change are now blowing more perceptibly. Inflation, including the house price component, has now been reduced to the lowest level in recallable history. Property buyers are back in force in most cities as enquiries have rebounded, and developers are coming in with the kind of supply that is relevant to demand.

RISKS AND CONCERNS

The Company's ability to foresee and manage business risks is crucial in achieving favourable results. While the management of the company is positive about company's long term outlook, we are subject to few risks and uncertainties as given below

- **Market price fluctuation**

The performance of the company may be affected by the sales at a price which are driven by prevailing market conditions, the nature and location of the projects.

- **Price risk of the inputs**

The primary building materials like steel and cement are subject to price volatility due to general economic conditions, competition, production levels, transportation costs and domestic and import duties and any adverse impact of rise in input cost will have impact on the profitability of the Company.

- **Development risk**

Development depends on several factors which include receipt of required approvals, weather conditions, labour availability, material shortages etc and any of these factor may have an adverse impact on execution.

- **Economic risk**

Any adverse change in any macro economic variables like GDP growth, interest rates, inflation, changes in tax, trade, fiscal and monetary policies etc. may adversely impact the Company's business, profitability and financial condition.

- **Health and safety risks**

Real estate Companies constantly face the risk of injury or illness to the Company's or third parties' construction workers.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate system of internal control procedure commensurate with its size and nature of the business so as to ensure that all assets are safeguarded from loss, damage or disposition and ensure that all transactions are authorized, recorded and reported correctly and adequately. All operations parameters are periodically monitored and strengthened. The Company continuously upgrades these systems in line with best accounting practices. The Audit Committee of the Board of Directors reviews the effectiveness of internal controls and suggests

improvements for strengthening them whenever required.

FINANCIAL PERFORMANCE

During the year under review, the Company earned a profit before tax of of Rs. 55.23 Lakhs and at the outset the management would like to convey gratitude to the Shareholders for having trust and confidence in the Company and being continuously supporting the Company.

DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT

Employees are the key to achieve the Company's objectives and strategies. The Company provides to the employees a fair and equitable work environment and support with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the tasks assigned. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind its achievements, success and future growth.

We are continuously working to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment. The industrial relations remained cordial during the year.

For, Sri Krishna Constructions (India) Limited,

Kailash Dhirendra Dubal
Chairman and Managing Director
DIN: 01771805

ANNEXURE -7
FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) 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 arrangement or transactions at arm's length basis: **NIL**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

On behalf of the Board

Sd/-
Kailash Dharendra Dubal

Sd/-
Jignesh Dharendra Dubal

Chairman and Managing Director
DIN - 01771805

CFO & Director
DIN:- 02210175

Place: Bangalore

Date: 30.09.2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of **Sri Krishna Constructions (India) Limited** of even date)

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

(b) The fixed assets are physically verified during the year by the Management during the year. In my opinion the frequency of such verification is reasonable having regards to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such physical verifications.
(c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the title deeds of immovable properties included in the fixed assets are held in the name of the Company.
- (ii) Physical verification of inventory in the form of Land has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification
- (iii) According to the information and explanations given to me, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Accordingly, Clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) In my opinion and according to the information and explanation given to me, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loans and investments made.
- (v) During the year The Company has not accepted any deposits from the public.
- (vi) Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act,
- (vii) (a) According to the information and explanations given to me and on the basis of my examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods

and Service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues which are outstanding for a period of more than six months from the date they became payable as on 31.03.2019 as under :

Sl. No.	Nature of Dues	Amount
1	TDS	38,72,333
2	Professional Tax	11,200
3	ESI Employees Contribution	8,918
	ESI Employers Contribution	14,832
4	PF Employees Contribution	4,63,435
	PF Employers Contribution	5,00,801
5	Income Tax	4,35,36,366

(b) According to the information and explanations given to me, there are no dues of Income-tax, Sales tax, Service tax, GST, Duty of customs, Duty of excise and Value added tax as at 31 March 2019, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) In my opinion and according to the information and explanations given to me, the Company has defaulted in repayment of dues to the banker and overdue amount as at 31st March, 2019 payable towards principal and interest is Rs. 1,13,44,284/-

(ix) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, Clause 3(ix) of the Order is not applicable to the Company.

(x) During the course of my examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to me, I have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have I been informed of any such case by the Management.

(xi) In my opinion and according to the information and explanations given to me, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) In my opinion and according to the information and explanations given to me, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by applicable Ind AS.
- (xiv) According to the information and explanations given to me and based on my 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. Accordingly, Clause 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, Clause 3(xv) of the Order is not applicable to the Company.
- (xvi) In my opinion and according to the information and explanations given to me, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3(xvi) of the Order is not applicable to the Company.

For **BharathBohra& Co.**
Chartered Accountants
Firm No. 019238S

Bharath Kumar A Bohra
Proprietor
Membership No.237648

Place: Bangalore
Date: 30th May, 2019

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of my report to the Members of **Sri Krishna Constructions (India) Limited** of even date)

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

I have audited the internal financial controls over financial reporting of **Sri Krishna Constructions (India) Limited** (“the Company”) as of March 31, 2019 in conjunction with my audit of the financial statements of the Company for the year ended on that date. Management’s Responsibility for Internal Financial Controls The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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.

Auditor’s Responsibility

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 my opinion, to the best of my information and according to the explanations given to me, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 **Bharath Bohra & Co.**

Chartered Accountants

Firm No. 019238S

Bharath Kumar A Bohra

Proprietor

Membership No.237648

Place: Bangalore

Date: 30th May, 2019

Sri Krishna Constructions (India) Limited
Balance Sheet

Particulars	Note No.	Amount in (Rs.)	
		As at	
		31.03.2019	31.03.2018
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
Share capital	2	104,720,000	104,720,000
Reserves and surplus	3	176,326,186	166,153,710
(2) Non-current liabilities			
Long-term borrowings	4	66,106,037	77,814,194
Other long-term liabilities	5	622,315	537,992
(3) Current liabilities			
Trade payables	6	124,200,193	123,408,788
Other current liabilities	7	310,194,681	270,296,138
Short-term provisions	8	60,941,588	57,616,416
Total		843,111,000	800,547,238
II ASSETS			
(1) Non-current assets			
Fixed assets	9		
- Tangible assets		606,129	19,239,224
Deferred tax assets (net)	23	588,614	967,886
Long-term loans and advances	10	406,100	1,140,100
(2) Current assets			
Investment	11	5,268,706	5,268,706
Inventories	17	52,248,377	155,705,768
Trade receivables	12	202,407,936	152,367,936
Cash and cash equivalents	13	2,207,999	335,915
Short-term loans and advances	14	579,377,139	465,521,703
Total		843,111,000	800,547,238

Significant Accounting Policies and Notes to Accounts 1-23

As per my report of even date.

for Sri Krishna Constructions (India) Limited

Bharath Kumar A Bohra
Chartered Accountant
M.No.237648

Kailash D Dubal
Managing Director

Jignesh D Dubal
Director / CFO

Place : Bangalore
Date : 30th May, 2019

Sri Krishna Constructions (India) Limited
Statement of Profit and Loss for the year ended

Particulars	Note No.	Amount in (Rs.)	
		31.03.2019	31.03.2018
Income			
Revenue from operations	15	113,756,300	141,078,166
Agriculture Income		7,038,330	12,461,662
Other income		5,238,600	1,727,560
Total revenue		126,033,230	155,267,388
Expenses			
Cost of Purchase & Development Exp	16	9,228,884	63,922,497
(Increase)/Decrease of Inventories	17	103,457,392	22,654,176
Employee benefits expense	18	4,514,395	5,884,529
Finance costs	19	(268,990)	8,947,341
Depreciation and amortisation expense	9	583,995	1,039,289
Other expenses	20	2,994,475	6,402,507
Total expenses		120,510,150	108,850,339
Profit / (Loss) before exceptional/ extraordinary item & tax		5,523,080	46,417,049
Add : Profit / (Loss) on Sale of Fixed Asset / Investment		6,253,325	22,500
Profit / (Loss) before tax		11,776,405	46,439,549
Less : Tax expenses			
(a) Current tax		3,124,143	9,350,000
(b) Tax on Prior period Income			-
(c) Deferred tax	23	379,272	131,969
Total Tax Expenses		3,503,415	9,481,969
Profit / (Loss) for the year		8,272,990	36,957,580
Earnings per Equity Share			
Before exceptional item		0.19	3.53
After exceptional item		0.79	3.53

Significant Accounting Policies and Notes to Accounts 1-24

As per my report of even date.

For Sri Krishna Constructions (India) Limited

Bharath Kumar A Bohra
Chartered Accountant
M.No.237648

Kailash D Dubal
Managing Director

Jignesh D Dubal
Director / CFO

Place : Bangalore
Date : 30th May, 2019

Sri Krishna Constructions (India) Limited

Cash Flow Statement for the year ended 30.09.2019

Particulars	March 31, 2019	March 31, 2018
<u>Cash flow from operating activities:</u>		
Net profit before tax as per statement of profit and loss	11,776,405	39,710,947
Adjusted for:		
Provision for gratuity	84,323	5,630
Depreciation & amortization	583,995	1,544,839
Loss on sale of fixed assets	-	1,216,274
Loss on Investment	-	-
Income from investments	(5,238,600)	(1,550,685)
Interest & finance costs	-268,990	7,247,322
Operating cash flow before working capital changes	6,937,133	48,174,327
Adjusted for:		
(Increase)/ decrease in inventories	103,457,392	60,364,340
(Increase)/ decrease in trade receivables	(50,040,000)	(11,725,000)
(Increase)/ decrease in loans and advances and other assets	(113,855,436)	(35,195,362)
Increase/ (decrease) in trade payables	791,405	(18,705,500)
Increase/ (decrease) in liabilities & provisions	38,200,085	(15,602,824)
Cash generated from/ (used in) operations	(14,509,422)	27,309,981
Income taxes paid/Payable	-	-
Net cash generated from/ (used in) operating activities (A)	(14,509,422)	27,309,981
<u>Cash flow from investing activities:</u>		
Purchase of fixed assets	-	(46,000)
Investment in Gold	-	(25,142,732)
Sale of fixed assets	60,000	400,000
Income from investments	5,238,600	1,550,685
Net cash flow from/(used) in investing activities (B)	5,298,600	(23,238,047)
<u>Cash flow from financing activities:</u>		
Proceeds from issue of equity shares	-	-
Proceeds from secured borrowings (net)		
Proceeds from unsecured borrowings (net)	-11,708,157	1,424,604
Interest & finance costs	268,990	(7,247,322)
Net cash flow from/(used in) financing activities (C)	(11,439,167)	(5,822,718)
Net increase/(decrease) in cash & cash equivalents (A+B+C)	(20,649,989)	(1,750,784)
Cash & cash equivalents as at beginning of the year	335,915	2,056,606
Cash & cash equivalents as at end of the year	2,207,999	335,915

Sri Krishna Constructions (India) Limited

Statement of changes in equity for the year ended 31st March, 2019

All amounts are in Rupees unless otherwise stated

Equity share capital

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	10472000	104,720,000	9520000	95,200,000
Changes in equity share capital during the year				
Issued of Bonus shares during the year	-	-	952000	9,520,000
Balance at the end of the reporting period	10472000	104,720,000	10472000	104,720,000

Other Equity

Particulars	Reserves & Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Other Comprehensive Income	Retained earnings	
Balance at April 1, 2017	-	88,200,000	-	52,415,616	-	-	140,615,616
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	88,200,000	-	52,415,616	-	-	140,615,616
Profit for the year	-	-	-	36,957,580	-	-	36,957,580
Other comprehensive income for the year	-	-	-	-	-	-	-
Less : Appropriations towards issue of Bonus Shares	-	-	-	(9,520,000)	-	-	(9,520,000)
Less : Proposed Dividend (including dividend distribution tax)	-	-	-	(1,899,487)	-	-	(1,899,487)
Balance at March 31, 2018	-	88,200,000	-	77,953,709	-	-	166,153,709
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	88,200,000	-	77,953,709	-	-	166,153,709
Profit for the year	-	-	-	8,272,990	-	-	8,272,990
Other comprehensive income for the year	-	-	-	-	-	-	-
Add : Proposed Dividend (including dividend distribution tax) Reversal	-	-	-	1,899,487	-	-	1,899,487
Balance at March 31, 2019	-	88,200,000	-	88,126,186	-	-	176,326,186

Significant Accounting Policies and Notes are an integral part of financial statements

As per my report of even date.

For **Bharath Bohra & Co.**

Chartered Accountants

Firm No. 019238S

for Sri Krishna Constructions (India) Limited

Bharath Kumar A Bohra

Proprietor

M.No.237648

Kailash D Dubal
Managing Director

Jignesh D Dubal
Director / CFO

Place : Bangalore

Date : 30th May, 2019

Notes forming part to Balance Sheet
Sri Krishna Constructions (India) Limited

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Note -2 : Share Capital		
Authorised Capital		
1,10,00,000 equity shares of Rs 10/- each	110,000,000	110,000,000
(1,10,00,000 equity shares of Rs 10/- each)		
Issued, Subscribed & Paid up Capital		
1,04,72,000 equity shares of Rs 10/- each	104,720,000	104,720,000
(95,20,000 equity shares of Rs 10/- each)	-	-
	104,720,000	104,720,000

During the Five year period ended March 31,2018 :

50,00,000 equity shares of Rs 10 each, fully paid up have been allotted as bonus shares by capitalisation of reserves during the Financial Year 2015-16

9,52,000/- equity shares of Rs 10 each, fully paid up have been allotted as bonus shares by capitalisation of reserves during the Financial Year 2017-18

Details of shares held by shareholders holding more than 5% of the aggregate Shares

	No. of Shares	% Holding
Kailash D Dubal	4,960,262	47.37%
Bhavika K Dubal	1,196,200	11.42%
Sunil D Surana	837,760	8.00%

Reconciliation of no of shares and amount outstanding as at the beginning and at the end of the reporting period

Particulars		
outstanding as at the beginning of the reporting period		
Equity shares	9,520,000	9,520,000
Allotment/(buy back/conversion) during the period		
Equity shares	952,000	952,000
outstanding as at the end of the reporting period		
Equity shares	10,472,000	10,472,000

Note - 3 : Reserves & Surplus

Securities Premium

Balance as per last financial statements	88,200,000	88,200,000
Add: Received during the year on issue of Equity Shares	-	-
Closing Balance	88,200,000	88,200,000

Surplus/(Deficit) in the statement of profit & loss

Balance as per last financial statements	77,953,710	52,415,616
Add: Profit for the period	8,272,990	36,957,580
Add: Dividend	1,899,487	1,899,487
Less: Appropriations towards issue of Bonus Shares	-	9,520,000
Closing Balance	88,126,186	77,953,710

176,326,186 **166,153,710**

Note - 4 : Long-term borrowings

Secured

Vehicle Loan (Secured by Vehicle)	364,451	489,936
Term Loan (Secured by Property and personal guarantee of Director) (Repayable in Equated Monthly Instalments)	15,454,590	36,273,467

Unsecured

From Companies	11,011,706	9,406,001
From Directors	39,275,290	31,644,790
	66,106,037	77,814,194

Notes forming part to Balance Sheet
Sri Krishna Constructions (India) Limited

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
Note - 5 : Other long-term liabilities		
Obligation for Gratuity	622,315	537,992
	622,315	537,992
Note - 6 : Trade Payables		
(i) Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	124,200,193	123,408,788
	124,200,193	123,408,788
Note - 7: Other Current Liabilities		
Current Maturities of Long term borrowings	1,464,775	7,539,156
Duties & Taxes	8,213,415	7,792,691
Dividend Payable	-	1,570,800
Advance from Customer	278,544,417	231,421,417
Other Advances	21,972,074	21,972,074
	310,194,681	270,296,138
Note - 8: Short-term provisions		
Provision for Development expenses	13,144,837	13,144,837
Provision for Income tax	46,660,509	43,536,366
Other Provisions	1,136,242	935,213
	60,941,588	57,616,416
Note - 10: Long-term loans and advances		
Deposits & Other Advances	406,100	1,140,100
	406,100	1,140,100
Note - 11: Investments		
Gold Bullion	5,268,706	5,268,706
(Reported at market price as on 31.03.2018)	5,268,706	5,268,706
Note - 12: Trade receivables		
A. Unsecured and considered good:		
(i) Outstanding for a period exceeding 6 months	202,407,936	152,367,936
(ii) Others	-	-
	202,407,936	152,367,936
Note - 13 : Cash and cash equivalents		
(i) Cash on Hand	476,522	226,862
(ii) Bank Balances		
in Current Accounts	1,731,477	109,053
	2,207,999	335,915
Note - 14 : Short-term loans and advances		
A. Advances recoverable in cash or in kind or for value to be received		
(Unsecured and considered good)	579,377,139	465,521,703
	579,377,139	465,521,703

Sri Krishna Constructions (India) Limited

(Amount in Rs.)

Particulars	for the year ended 31.03.2019	for the year ended 31.03.2018
Note - 15 : Revenue from Operations		
Income from Sale of Sites, Rights Assignment, Development, etc.		
Revenue from Sale of Sites / Assignment	48,756,300	94,087,000
Development Charges Received	-	8,271,239
Maintenance Charges Received	-	1,373,177
Compensation Received	65,000,000	35,000,000
Construction contract charges	-	2,346,750
	113,756,300	141,078,166
Note - 16 : Cost of Purchase & Development Exp		
Purchases	4,978,210	-
Development & Other Expenses	4,250,674	63,922,497
	9,228,884	63,922,497
Note - 17 : (Increase)/Decrease of Inventories		
Opening Inventory	155,705,768	178,359,944
Purchases	-	-
Less: (Cost of Sales)	(32,965,356)	(4,415,975)
Add: Development Expenses	4,250,674	25,406,918
Less : Revaluation	(74,742,710)	(43,645,119)
Closing Inventory (including WIP)	52,248,377	155,705,768
Less: Opening Inventory	155,705,768	178,359,944
	103,457,392	22,654,176
Note - 18 : Employee benefits expense		
Salaries & Wages	4,379,923	6,012,738
Staff Welfare	50,149	104,314
Gratuity provision	84,323	(232,523)
	4,514,395	5,884,529
Note - 19 : Finance costs		
Interest	(268,990)	8,942,341
Processing Fee	-	5,000
	(268,990)	8,947,341
Note - 20 : Other expenses		
Administrative Expenses	1,951,662	6,176,741
Selling & Distribution Expenses	71,713	225,766
Prior Period Items	971,100	-
	2,994,475	6,402,507

Sri Krishna Constructions (India) Limited**Note - 21 : Auditor's Remuneration**

	<u>2018-19</u>	<u>2017-18</u>
Statutory Audit fees	40,000	40,000
(Exclusive of Goods and Service Tax)		

Note - 22 : Related Party Transactions**(i) Details of related parties**

Name of the Party	Nature of Relationship
Kailash D Dubal	Key Managerial Person
Jignesh D Dubal	Key Managerial Person
Bhavika K Dubal	Director
Sunil D Surana	Director (Non-Executive)
Lalith Jain	Independent Director
Abhishek Swaraj	Independent Director
Ravi Shinghania	Independent Director
A P Realtors	Associate Firm
Concept City Hotels & Hospitality Pvt Ltd	Associate Company
S D S & Co	Associate Firm
Ipsum Proadvisors Pvt Ltd	Associate Company

(ii) Details of transactions

Nature of transaction	KMP / relative of Directors	Associates
Long Term Borrowings		
Loan from Directors	31,644,790	
Advances from Associate Firm		1,436,988
Advances to Associate Company		179,143
Expenditure		
- Remuneration	2,707,500	
- Director Sitting Fee	100,000	
- Professional Fee	614,000	

Note - 23 : Deferred Tax Asset/(Liability)

	<u>2017-18</u>	<u>2017-18</u>
Related to Fixed Assets	760,062	884,886
Related to Others (Gratuity)	(171,448)	(248,205)
	588,614	636,681

Sri Krishna Constructions (India) Limited
As per Schedule II of the Companies Act, 2013
Note -9 : Fixed Assets

Sl.No.	Particulars	GROSS CARRYING VALUE				DEPRECIATION			NET CARRYING VALUE	
		As on 01.04.2018	Additions During the Year	Deletions During the Year	Total as on 31.03.2019	Upto 01.04.2018	For the Period	As on 31.03.2019	As on 31.03.2019	As on 01.04.2018
I	Land	14,637,090	-	14,637,090	-	-	-	-	-	14,637,090
II	Building	5,936,782	-	3,343,101	2,593,681	2,319,475	274,206	2,593,681	-	3,617,307
III	Plant & Machinery - Office Equipment	668,262	-	-	668,262	532,916	62,492	595,408	72,854	135,346
	Printer	22,803	-	-	22,803	19,599	1,596	21,195	1,608	3,204
	UPS	119,971	-	-	119,971	98,823	10,869	109,692	10,279	21,148
	Air Contioner	418,490	-	-	418,490	349,736	30,989	380,725	37,765	68,754
	Projector	29,698	-	-	29,698	22,320	3,325	25,645	4,053	7,378
	Mobile Phone	46,500	-	-	46,500	34,688	5,324	40,012	6,488	11,812
	Counting Machine	6,800	-	-	6,800	3,660	1,415	5,075	1,725	3,140
	CC TV	24,000	-	-	24,000	4,090	8,974	13,064	10,936	19,910
IV	Furniture Fixtures	1,124,482	-	-	1,124,482	705,855	108,368	814,223	310,259	418,627
V	Computers	653,144	-	-	653,144	651,303	1,163	652,466	678	1,841
VI	Vehicles	2,772,021	-	68,909	2,703,112	2,343,008	137,766	2,480,774	222,338	429,013
	Grand Total	25,791,781	-	18,049,100	7,742,681	6,552,557	583,995	7,136,552	606,129	19,239,224

Sri Krishna Constructions (India) Limited

Depreciation Schedule as per Income Tax Act, 1961

Sl No	Particulars	W.D.V. As at 01-04-2018	Additions		Deletions	Balance as on 31-03-2019	Rate of dep.	Depreciation amount		Total depreciation	W.D.V. As at 31-03-2019
			More than 180 days	Less than 180 days				Normal Rate	50 % of Normal Rate		
	<u>Block of Assets</u>										
	<u>Land</u>	14,637,090	-		19,000,000	-					-
	Building										
1	Office Interiors	4,699,598	-		5,242,424	-	10%	-	-	-	-
	<u>Block - I</u>	4,699,598	-		5,242,424	-	10%	-	-	-	-
	Plant & Machinery (Office Equipment) :										
	<u>Block - II</u>	377,809	-		-	377,809	15%	56,671	-	56,671	321,138
	Vehicles										
1	Bike - Bajaj	7,065	-		-	7,065	15%	1,060	-	1,060	6,005
2	Car - Innova	1,068,249	-		-	1,068,249	15%	160,237	-	160,237	908,011
4	Car - Innova	1,301,936	-		60,000	1,241,936	15%	186,290	-	186,290	1,055,645
	<u>Block - III</u>	2,377,249	-		60,000	2,317,249	15%	347,587	-	347,587	1,969,662
	Furniture										
	<u>Block - IV</u>	1,183,251	-		-	1,183,251	10%	118,325	-	118,325	1,064,926
	Computer										
	<u>Block - V</u>	15,417	-		-	15,417	40%	6,167	-	6,167	9,250
	TOTAL	23,290,414	-		24,302,424	3,893,726		528,751	-	528,751	3,364,976

Notes to the Financial statements for the year ended 31st March 2019

Notes forming part of the financial statements

Note No. 1 General Information

MRO-TEK Realty Limited (formerly known as MRO-TEK Limited) was incorporated in the year 1984. The Company's core business activity is manufacture and supply, as well as distribution of Access and Networking equipment & Solutions. The Company entered into real estate segment during the year 2016. The Company's name has been changed to MRO-TEK REALTY LIMITED with effect from May 11, 2016 and the registered office of the company is shifted to No 6, " Maruthi Complex ", New BEL Road, Chikkamahanahalli, Bangalore – 560054 on May 12,2016.

The Equity shares of the Company are listed in Bombay Stock Exchange of India, Mumbai and National Stock Exchange of India Limited, Mumbai.

Note No. 2 Significant accounting policies

2.1 Statement of compliance

These financial statements (the 'financial statements') have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Except for the changes below, the Company has consistently applied accounting policies to all periods.

The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' with the date of initial application being April 1, 2018. Ind AS 115 establishes a comprehensive framework on revenue recognition. Ind AS 115 replaces Ind AS 18 'Revenue' and Ind AS 11 'Construction Contracts'. The application of Ind AS 115 did not have material impact on the financial statements. As a result, the comparative information has not been restated.

2.2 Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities (including derivative instruments), plan assets of the defined benefit plan and equity settled share based payments that are measured at fair values at the end of each reporting period.

2.3 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

2.3.1 Sale of goods

Revenue from the sale of goods is recognised when the following conditions are satisfied:

the Company has transferred to the buyer the significant risks and rewards of ownership of the goods to the buyer as per the terms of arrangement with buyer;

the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

the amount of revenue can be measured reliably;

it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.3.2 Rendering of services

Revenue from rendering services is recognised when the outcome of a transaction can be estimated reliably by reference to the stage of completion of the transaction. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

the amount of revenue can be measured reliably;

it is probable that the economic benefits associated with the transaction will flow to the company;

the stage of completion of the transaction at the end of the reporting period can be measured reliably; and

the costs incurred or to be incurred in respect of the transaction can be measured reliably. Stage of completion is determined by the proportion of actual costs incurred to-date, to the estimated total costs of the transaction.

2.3.3 Recognition of revenue from sale of land and development rights

Revenue from sale of land and development rights is recognized upon transfer of all significant risks and rewards of ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Revenue from sale of land and development rights is only recognized when transfer of legal title to the buyer is not a condition precedent for transfer of significant risks and rewards of ownership to the buyer.

2.3.4 Royalties

Share of profit and royalty income under manufacturing and supply agreements with customers are accrued based on confirmation received from customers.

2.3.5 Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Notes to the Financial statements for the year ended 31st March 2019

2.3.6 Foreign currencies transactions and translation

The functional currency of the Company is the Indian Rupee (₹).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated. Income and expense items in foreign currency are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

2.4 Employee benefits

2.4.1 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); net interest expense or income; and remeasurement. The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefit expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

2.4.2 Defined contribution plan

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

2.4.3 Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

2.4.4 Long term Incentive Plans

Under the Plan, certain employees are eligible for retention and performance linked payouts. These payouts are accrued as and when services are rendered and/ or when the specific performance criteria are met.

2.5 Share-based payment arrangements

2.5.1 Share-based payment transactions of the Company

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.5.2 Share-based payment transactions of the acquiree in a business combination

When the share-based payment awards held by the employees of an acquiree (acquiree awards) are replaced by the Company's share-based payment awards (replacement awards), both the acquiree awards and the replacement awards are measured in accordance with Ind AS 102 ("market-based measure") at the acquisition date. The portion of the replacement awards that is included in measuring the consideration transferred in a business combination equals the market-based measure of the acquiree awards multiplied by the ratio of the portion of the vesting period completed to the greater of the total vesting period or the original vesting period of the acquiree award. The excess of the market-based measure of the replacement awards over the market based measure of the acquiree awards included in measuring the consideration transferred is recognised as remuneration cost for post-combination service.

However, when the acquiree awards expire as a consequence of a business combination and the Company replaces those awards when it does not have an obligation to do so, the replacement awards are measured at their market-based measure in accordance with Ind AS 102. All of the market-based measure of the replacement awards is recognised as remuneration cost for post-combination service.

Notes to the Financial statements for the year ended 31st March 2019

2.6 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax

2.6.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.6.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.6.3 Current and deferred tax for the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.7 Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Freehold land is not depreciated.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

Notes to the Financial statements for the year ended 31st March 2019

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed to be different and are as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

When an item of property, plant and equipment is acquired in exchange for a non-monetary asset or assets, or a combination of monetary and nonmonetary assets, the cost of that item is measured at fair value (even if the entity cannot immediately derecognise the asset given up) unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

2.8 Intangible assets

2.8.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.8.2 Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately

2.8.3 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.8.4 Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

2.9 Impairment of assets

2.9.1 Impairment of financial assets:

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

2.9.2 Impairment of investment in subsidiaries, associates and joint ventures

The Company reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Notes to the Financial statements for the year ended 31st March 2019

2.9.3 Impairment of non-financial assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

2.10 Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Cost is determined as follows:

Raw materials, packing materials and consumables: First In First Out

Work-in progress: at material cost and an appropriate share of production overheads

Finished goods: material cost and an appropriate share of production overheads and excise duty, wherever applicable

Stock-in trade: First In First Out

2.11 Segment Reporting

Operating Segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by chief operating decision making body, in deciding how to allocate resources and assessing performance.

The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on a reasonable basis have been included under " Unallocated revenue/ expenses/assets/ liabilities.

2.12 Cash and Cash Equivalents

Cash and cash equivalents include cash, cheques on hand, cash at bank and short term deposits with banks having original maturity of three months or less, which are subject to insignificant risk of changes in value.

2.13 Statement of Cash Flows

Cash flows are reported using the indirect method whereby profit/(loss) is adjusted for the effects of transactions of non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company are segmented based on the available information.

2.14 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Product warranty expenses

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding probable future incidences based on actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

Notes to the Financial statements for the year ended 31st March 2019

2.15 Contingent liabilities

Contingent liabilities are disclosed in notes when there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

2.16 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.17 Financial instruments

2.17.1 Investment in subsidiaries, associates and joint ventures

The Company has accounted for its investments in subsidiaries, associates and joint ventures at cost less impairment.

2.17.2 Other financial assets and financial liabilities

Other financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement:

Other financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

Subsequent measurement:

Financial assets at amortised cost Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

Financial liabilities Financial liabilities are measured at amortised cost using effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.17.3 Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

2.17.4 Derivative financial instruments and hedge accounting

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps and forward contracts to mitigate the risk of changes in interest rates and foreign exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to the Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability

Hedges that meet the criteria for hedge accounting are accounted for as follows:

a) Cash flow hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

Notes to the Financial statements for the year ended 31st March 2019

b) Fair value hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

2.18 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to accounts.

2.19 Tax Input credit

Tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.

2.20 Operating Cycle

As mentioned in para 1 above under 'Corporate information', the Company is into development and manufacture of Electronic products. Based on the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 6 months to 1 years manufacturing of products . The above basis is used for classifying the assets and liabilities into current and non-current as the case may be.

2.21 Key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2.21.1 Impairment of non-financial assets

Determining whether the asset is impaired requires to assess the recoverable amount of the asset or Cash Generating Unit (CGU) which is compared to the carrying amount of the asset or CGU, as applicable. Recoverable amount is the higher of fair value less costs of disposal and value in use. Where the carrying amount of an asset or CGU exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

2.21.2 Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.21.3 Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

Assets	Estimated Useful life
Building	30 Years Factory 60 Years Office
Plant & Machinery	15 Years
Computers, Software and Networking	3 Years
Servers and Networks	6 years
Furniture & Fixtures, Test Equipments and Electrical Installations	10 Years
Office Equipments	5 Years
Vehicles	8 Years

2.21.4 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

2.21.5 Litigations

Notes to the Financial statements for the year ended 31st March 2019

As explained in note 33, the Company is a party to certain commercial disputes and has also received notification of claims for significant amounts. There are number of factors that may affect the ultimate outcome in respect of this matter and accordingly, it is difficult to assess the impact of these disputes with accuracy.

Sri Krishna Constructions (India) Limited
CIN: U45201KA2005PLC037848
Registered Office: No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road,
Malleswaram Bangalore -560 003
Telephone: + 91-9880234382; Email: kailash@skcil.com , Web: www.skcil.com

ATTENDANCE SLIP

This attendance slip duly filled in to be handed over at the entrance of the meeting hall

Name of the attending Member (in block letters):

.....

Members' Folio Number:

Client I.D. No.:

D.P.I.D No:

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members):

.....

No. of Shares held:

I hereby record my presence at the Fourteenth Annual General Meeting of the Company held on Saturday the 23rd November, 2019, at 12.30 p.m. at No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560 003

To be signed at the time of handing over

Signature of member / Proxy

Sri Krishna Constructions (India)Limited
CIN: U45201KA2005PLC037848
Registered Office: No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road,
Malleshwaram Bangalore -560 003
Telephone: +91- 9880234382, Email: kailash@skcil.com Web: www.skcil.com

Form No. MGT-11

Proxy form

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

CIN: U45201KA2005PLC037848

Name of the company: Sri Krishna Constructions (India) Limited

**Registered office: No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram
Bangalore -560 003**

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourteenth Annual General Meeting of the Company, to be held on Saturday, the 23rd November, 2019 at 12.30 p.m. at No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. Adoption of Financial Statements for the year ended March 31, 2019.
2. To appoint Mrs. Bhavika Kailash Dubal, Director, of the Company who retires by rotation and being eligible, offer herself for re-appointment.
3. To appoint Mr. Sunil D Surana, Director, of the Company who retires by rotation and being eligible, offer himself for re-appointment.

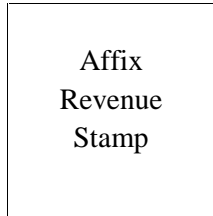
SPECIAL BUSINESS

4. Appointment of Mr. Sudhakara Rao Setty (DIN- 08574883), as the Director of the Company.
5. Appointment of Mr. Sudhakara Rao Setty (DIN- 08574883), as an Independent Director of the Company.

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)



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

Sri Krishna Constructions (India)Limited
CIN: U45201KA2005PLC037848
Registered Office: No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road,
Malleshwaram Bangalore -560 003
Telephone: +91- 9880234382, Email: kailash@skcil.com Web: www.skcil.com

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 Krishna Constructions (India)Limited				
Registered office: No 224, 3rd Floor, SS Complex, 14th cross, Sampige Road, Malleshwaram Bangalore -560 003				
BALLOT PAPER				
Sl. 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			
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution

ORDINARY BUSINESS

1.	Adoption of Financial Statements for the year ended March 31, 2019.			
2.	To appoint Mrs. Bhavika Kailash Dubal, Director, who retires by rotation and being eligible, offers herself for re-appointment			
3.	To appoint Mr. Sunil D Surana, Director, who retires by rotation and being eligible, offers herself for re-appointment			

SPECIAL BUSINESS

4.	Appointment of Mr. Sudhakara Rao Setty, (DIN- 08574883), as Director of the Company			
5	Appointment of Mr. Sudhakara Rao Setty, (DIN- 08574883), as an Independent Non - Executive Director of the Company			

Place:

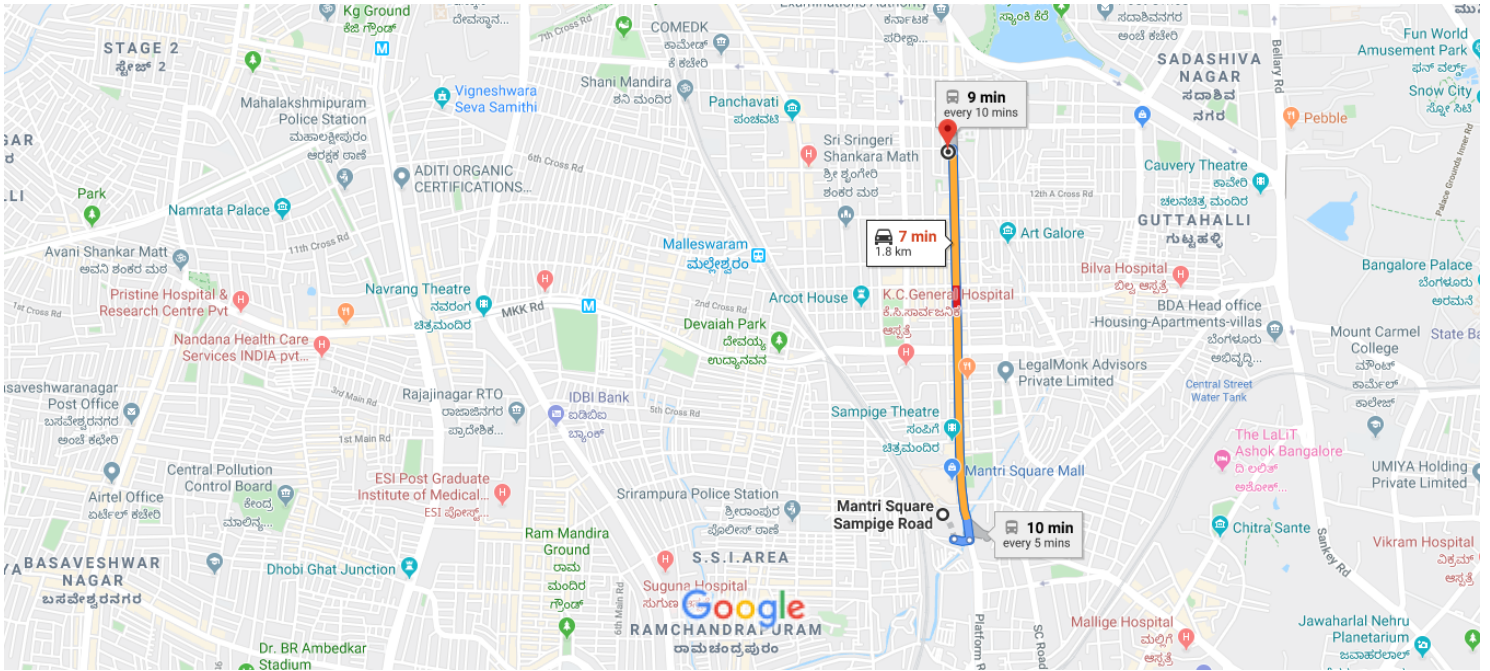
Date:

(Signature of the shareholder)



Mantri Square Sampige Road to Cream Factory - Malleshwaram

Drive 1.8 km, 7 min



Map data ©2019 Google 500 m

Mantri Square Sampige Road

Platform Rd, Jai Bheema Nagar, Seshadripuram, Bengaluru, Karnataka 560003

- ↑ 1. Head east toward Platform Rd
70 m
- ↶ 2. Turn left onto Platform Rd/Sampige Rd
 - Continue to follow Sampige Rd
 - Pass by the petrol pump (on the right)
 1.7 km
- ↶ 3. Turn left onto 14th Cross Road
 - Destination will be on the left
 22 m

Cream Factory - Malleshwaram

No.224, Ground Floor, Sathya Sai Complex,, 14th cross, Sampige Road,, (Opposite Sai Baba Temple) Malleshwaram, Bengaluru, Karnataka 560003

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.