



Jewellery



Cinemas



Retail

Events & Promotions



Starcast of Heropanti at SRS Jewells, Karol Bagh, Delhi



Starcast of Bullet Raja at SRS Cinemas, Lucknow



Starcast of Rangeelay at SRS Cinemas, Patiala



Starcast of Fer Mamla Gadbad-2 at SRS Cinemas, Patiala & Ludhiana



Season of Giving @ SRS Cinemas



Women's Day Celebration @ SRS Cinemas

SRS in the News



Greater activity, sustained expansions and quality offerings have made brand SRS stand out in the marketplace, drawing greater attention not only from customers but also from our responsible media which finds it interesting to take the story of SRS growth to their readers. This faith humbles us all the more, and drives us to try harder to move towards greater customer satisfaction and sustainable growth. Here is a snapshot of the coverage that media has bestowed upon us.

Contents

| | |
|------------------------------------|-------|
| Corporate Information | 1 |
| Chairman's Message | 2-3 |
| Management's Discussion & Analysis | 4-18 |
| Notice | 19-32 |
| Directors' Report | 33-37 |
| Corporate Governance Report | 38-51 |
| Auditors' Report | 52-56 |
| Financial Statements | 57-84 |

Corporate Information

CIN: L74999HR2000PLC040183

Board Of Directors

| | | |
|--------------------------|---|------------------------|
| Dr. Anil Jindal | - | Chairman (Executive) |
| Sh. Sunil Jindal | - | Managing Director |
| Sh. Raju Bansal | - | Whole-Time Director |
| Sh. Vinod Kumar | - | Whole-Time Director |
| Sh. Jitender Kumar Garg | - | Non-Executive Director |
| Sh. Ankit Garg | - | Non-Executive Director |
| Sh. Praveen Gupta | - | Independent Director |
| Sh. Shiv Mohan Gupta | - | Independent Director |
| Sh. Nishant Goel | - | Independent Director |
| Sh. Jogindar Lal Chhabra | - | Independent Director |
| Sh. Lalit Kumar | - | Independent Director |
| Mrs. Anjali Trehan | - | Independent Director |

COO & Company Secretary

Dr. (Ms.) Navneet Kwatra

CFO

Sh. Bhagwan Dass

Deputy Company Secretary & Compliance Officer

Ms. Mamta Rastogi

Statutory Auditors

M/s. S. S. Kothari Mehta & Co.

M/s. Rakesh Raj & Associates

Internal Auditors

M/s. Naresh Jai & Associates

M/s. Goel Mintri & Associates

M/s. R.G. Sharma & Co.

M/s. Nitin Kanwar & Associates

M/s. Love Mangla & Co.

M/s. Sumit Chhabra & Co.

M/s. SRGM & Associates

Cost Auditors

M/s. Ashok Kumar & Associates

Bankers

State Bank of India

State Bank of Patiala

State Bank of Travancore

State Bank of Bikaner & Jaipur

Bank of India

Oriental Bank of Commerce

Union Bank of India

Syndicate Bank

Regd. Office

SRS Tower, 305 & 307, 3rd Floor,
Near Metro Station Mewla Maharajpur,
G. T. Road, Faridabad (NCR Delhi) – 121003
Ph. #0129-4323100 Fax#0129-4323195

Registrar And Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi – 110062
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Chairman's Message

Dear Shareowners,

With great joy, I welcome you once again to your Company's 14th Annual General Meeting. You will be happy and proud to know that your Company has performed very well this year as well, adding to its revenues, profitability and reach. Your support has been strong and dependable, and hence, my warm thanks to you right at the onset.

In FY 2013-14, your Company posted revenues of Rs. 3447.83 Crores, an increase of 18.88% over the previous year. Profits after Tax jumped to Rs. 42.75 Crores from Rs. 32.67 Crores, marking an increase of 30.86%.

I am sure you will agree with me that this growth in revenues and profitability in the current lukewarm economic scenario makes a significant achievement for the Company. Your Company has been very fortunate that it has been able to report excellent progress within this constraining economic and political environment. In fact, the Company was widely covered by the media for the good progress it clocked, also featured in some impressive business lists. It was ranked as the 54th largest jewellery company in the Global Market by The Plimsoll Global Analysis, UK. It also debuted in Fortune 500 Indian Companies and in Top 10 Gems & Jewellery Companies in India in Fortune India magazine's edition of December 2013.

While the end-results make it look easy, the fact is that your Company did face significant challenges along the way. For example, the jewellery segment, which has the largest revenue contribution to the Company's turnover, was challenged by the import curbs with the Government's 80:20 policy which stipulated that 20% of the gold purchased be exported back in the form of jewellery. This created a supply

constraint and also raised the premium for gold, though your Company managed to get its supplies unconstrained. Another issue, which hampered the business scenario across the country, was the extreme currency volatility and the persistently high inflation. Similar macro-economic factors such as poor pace of project clearances, low political governance, slow infrastructural development, high interest regime and poor consumer sentiments made the country's overall business environment challenging. Therefore, succeeding in such a scenario speaks volumes about your Company's strength and managerial abilities.

Moving ahead, we can now look forward to some exciting times for our overall economy. The game-changer event has been the elections which has put in place a strong Government with sufficient strength. Equally delightful is the fact that this new Government has shown, right in its early days, keenness to jumpstart the economy with growth-promoting measures such as reviving core sectors, spurring investments and fast-tracking project clearances. Going by its engagement on the foreign affairs front with neighbourhood countries as well as China, Japan and the US, one can also expect higher FDIS. All this, if works out well, will see the Indian economy enter another golden period of growth. A Government that is pro-reforms, pro-investments and quick on decision making will act as a force multiplier for the entire economy. Once the new Government delivers on this, the impact in terms of growth, employment, social development etc. will be beyond imagination. Good governance will encourage capital formation. Curbing corruption will stimulate creation of economic value for everyone. Reforms such as applicability of New Companies

Act, will improve the corporate governance norms and transparency in business.


It is my belief we shall come to such good times shortly. But right now, I want to once again celebrate the Company's achievements with you, so let me continue sharing the good news. We put in place significant expansions that allowed us to reach new markets and serve new customers, while also enhancing the reach of the SRS brand. This included opening of 15 new screens across 5 multiplexes in Shimla, Lucknow, Bareilly, Bhiwadi and Agra. Apart from this, we opened a new jewellery store in Palwal (our second store in the city) and added power with the opening of our largest, most premium and flagship store at Karol Bagh, New Delhi - the heart of the jewellery retail industry of Delhi. In addition to this, we opened 4 new retail stores and several brand exclusive stores in places such as Delhi, Noida and Lucknow.

Such wonderful performance cannot be the result of one person's work; instead, it is the magic of diverse people working together for the realization of a singular vision. Hence, I would like to place my warm appreciation and gratitude to everyone who made it possible for the Company to grow. Kind appreciation to the Board for guiding the

Company with their wisdom and fine experience. Thanks also to all the Company's shareowners who put their belief into the Company and allowed it to work freely and in the right direction. Sincere appreciation also goes out to the management and team of the Company, as well as to all associates, vendors, partners, and surely to all the customers of the Company. A warm note of thanks also to all bankers, rating agencies, regulatory and governmental authorities who supported us in our endeavours and made it possible for us to succeed. I hope your support and guidance will stay with us in the coming times as well.

Thank you once again for partnering us in this journey, and along with you, I look forward to a spectacular year ahead.

Warm wishes and best regards,



Dr Anil Jindal
Chairman

MDA

Management's
discussion &
analysis

4

SRS LIMITED | ANNUAL REPORT 2013-14



The Indian Economy

Consider this: The Asian Tiger, a key BRICS member, a GDP growth of 9% plus in 2009-10. And now consider this: Threat of sovereign rating downgrade, weakening currency, stubborn inflation, stifled infra investments.

The above is a confusing chain of contrasts very succinctly captures the essence of the Indian economy over the last three years or so. From a land of endless opportunities, India saw itself become a land of hardly any opportunity. While it seems all very depressing while we are in the middle of it, the fact remains that this phase too is transient and will surely give way to a better environment.

But currently, the Indian economy is waiting to play out the current phase that is marked by lowered growth as well as business and consumer confidence. GDP growth, which just about three years back was cruising at 9.3%, is now sputtering at about 4.9%.

A lot of this has had to do with global factors. The fed tapering in the US caused many jerks in the global financial systems that in turn resulted in erratic funds flows and withdrawals from India. The global markets reacted sharply to US employment data and other such factors and this had a disturbing impact on the capital markets, investments, foreign funds inflow as well as Rupee volatility in India.

While this had a braking effect on the Indian economy, there were enough challenges on the domestic front as well. There were significant governance issues with serious charges of graft making their presence felt. The political leadership of the country was unable to provide a strong direction and clear policy initiatives for growth. Instead, key decisions pertaining to almost all aspects of economy remained at the back burner, which meant that critical projects were not cleared and investment decisions were held back.

In the backdrop of this, it becomes clear that the wheels of growth slowed down for internal and external reasons, and more importantly, because of sub-optimal governance. The impending elections too took a considerable attention of the political leadership, and in the last few months of 2013-14 just about everyone was resigned to the fact that fresh growth impetus will come only after the general elections.

To put things back on the track will need sound decisions backed with sound and timely executions. The good part is that thanks to the last 2-3 challenging years, significant corrections took place in the background, which means that the economy can be jumpstarted soon. Equally importantly, we as an economy are far more prepared for the fed tapering, and it will thus have a minimal impact now on our financial systems, capital markets and investments.

What is critical now is to focus on issues such as



infrastructural investments and development, education and healthcare. The captains of the country also need to reenergize the core sectors of the economy, especially the mining and manufacturing sectors that are likely to see a contraction of 1.9% and 0.2% respectively in FY 14.

However, with the recent elections in place, things now look better than they ever have in years. Thanks to the strong mandate with majority given by the voters to the new government, it is widely expected that India will make big developmental strides across all fronts – be it social welfare or industrialization or fast-tracking of investments or external affairs. We have already seen the markets touching their lifetime highs in the last month – a scenario that would have been deemed impossible just a few months back. FIIS have poured in their money into the Indian markets, much above those in other emerging economies. Although it is early days, the new government has given strong signals of quick decision-making, spurring FDIS, clearing critical projects on priority and giving speed to decisions and projects long held in limbo. All this is surely going to spur our economy into a higher plane of growth and create ample opportunities as policy initiatives transform the on-ground scenario. Additionally, the fabulous start on the external relational front that the government has initiated by way of engaging with the neighbouring SAARC nations as well as with super-powers such as China and the US will lead to rapid foreign investments. So one can reasonably look forward to good governance, FDI, faster project execution and an overall healthy economy in the coming years.

So while the last few quarters have been challenging on various fronts, there is enough evidence that the coming times will see a phase of high growth, investments, exports and demand generation coupled with greater infra development, lower inflation and currency volatility. That surely will be a good recipe to make India shine again.

Company Overview

Though the overall economic environment was not at its best, we are glad to report that your Company harvested a wonderful year in terms of growth and expansions. Apart from topline increase, your Company undertook careful, assertive expansions across all its verticals. This saw it open new jewellery showrooms, cinemas and retail stores across locations thereby expanding its reach to a larger base of consumers. The fact that this happened in a rather subdued business environment points to the company's inherent strengths, its vision and strategy as well as business focus

which includes excelling in the near and the long term future.

This thought and the efforts backing it reflect well in the performance of the Company in a challenging environment. We are happy to share that the revenues of the Company grew by 18.88% to touch Rs 3447.83 Crores in FY 2013-14 as against Rs 2900.32 Crores in FY 2012-13.

Following is an overview of the Company's business operations.

Gold & Jewellery



Gold. It's a four letter magic word that mesmerizes Indians like no other. Eyes lit up, heartbeats race and everything else takes a backseat at the mere mention of this metal. Its appeal sets the jewellery lovers drooling, and pulses racing for the investors. Truly, there is nothing quite like Gold.

If you think that the above is a mere view, consider this: in 2013, consumer demand for Gold increased by 13% compared to 2012, to touch 975 tonnes, and this too in the face of higher cost of Gold. The ban imposed by the Government on Gold imports earlier also could not really peg down the demand for the yellow metal for long. India remains the largest consumer of Gold with a 20% of the share globally, and Gold jewellery constitutes 80% of the Indian jewellery market.

Though India is clearly a big guzzler of it, the increased appetite for Gold is a global phenomenon: in 2013, consumer purchases of Gold stood at over 3756 tonnes, a 21% increase over the previous year. Jewellery demand rose by 17% to 2209 tonnes, the best growth in the last 16 years.



According to a 2013 report by A T Kearney, India's Gems and Jewellery industry is expected to double in the next 5 years to over Rs. 5,00,000 Crores in 2018, from the Rs. 2,51,000 Crores in 2013. Apart from jewellery, demand for coins and bars will contribute significantly towards this.

This points towards the significant opportunities that lie ahead for brands such as ours. Irrespective of price hikes and fluctuations, it is almost a given fact that the demand for Gold will continue to rise – more so in a society that is moving up the economic prosperity scale. The evolving social-economic trends are also giving a fillip to the branded jewellery showrooms and chains, which have seen their share move up from 5% a decade back to 18% now. Today's customer is well informed and knowledgeable and hence prefers a transparent deal that assures him of the quality of jewellery, and is in line with the legalities. Hence, brands like SRS Jewells, with their superior designs, fabulous ambience and pleasing customer service stand out to make the most from this opportunity. Therefore, one can look forward to the existing players extending their retail reach and new ones joining the fray. Interestingly, tier II and III towns will offer surprising opportunities to such players, in addition to the metros.

The lure of jewellery is likely to maintain a strong form in the coming times. The sheer joy of people to wear jewellery, their increasing capacity to buy jewellery, the fact that jewellery is a key cultural part of Indian weddings and other important functions as well as the growing gifting segment are some of the factors that will continue to propel the demand. New trends and increasing market preference for segments such as men's jewellery and platinum jewellery will continue to provide growth avenues. Apart from this, thanks to the dull performance of the capital markets in recent times, depressed real estate scenario and a volatile currency regime, Gold gained greater sheen as an investment asset class, giving a fillip to coin and bar sales that are currently expected to have sales worth Rs. 95,000 Crores.

Exports are another area of importance for the industry. With a strong legacy of finery and jewellery, India has a big base of skilled jewellery workers, and it is thus less of a surprise when you learn that out of 12 cut and polished jewellery diamond set, 11 are processed in India. The only contention is that we now need to focus more on refining the skills so that the share of value also rises up in line with the volume. As per the Gem & Jewellery Export Promotion Council (GJEPC), cumulative gold jewellery exports from April 2013 to February 2014 fell 45.6% to \$6.352 billion. One reason for this steep fall is the government imposing restrictions on the import of gold to control the current account deficit (CAD) resulting in very limited gold supplies.



All said and done, it is clear to see that the gold & jewellery industry is likely to retain its perpetual sunrise industry status and continue galloping forward. And this sentiment is well captured in a global study by World Gold Council wherein a whopping 75% of the Indians polled said that they will buy more or the same amount as in 2013. That surely makes a good story even better.

Business Overview

The gold & jewellery business of the Company continued to add sparkle all around. The key highlight was the launch of two new stores at Palwal and Karol Bagh each. The store in Palwal, launched in January 2014, was the second in the area, a testimony to the brand's huge appeal in the region. Spread over 1500 Sq Ft, it brings an unparalleled range of gold & diamond jewellery to the city. The store at Karol Bagh, New Delhi was launched in April 2014 and is the Company's largest and most premium store, and clearly the flagship store as well. Spread across three lavish floors and covering an area of 5100 Sq Ft, it is right in the middle of Delhi's jewellery hub. Apart from bringing enhanced business volumes, this store in particular will add significantly to the brand's visibility. With this, the Company has 8 well-located premium jewellery retail stores.

The brand kept on attracting an increasing number of customers on the strength of its exquisite range, wide choice and enticing promotions. The brand created a customer pull on the back of several promotions such as the Great Bangle & Chain Festival, general festive offers, karva chauth

promotionsetc.

As a result of all such efforts, the sale for this year in this segment increased to Rs. 3159 Crores against Rs. 2623 Crores in previous year whereas profit of this segment increased to Rs. 99 Crores. The export for this year is Rs. 392 Crores, which boosted the profit margins of the company. So far, the Company used to export jewellery to Dubai but now, in a recent development, it has also started jewellery exports to the US markets.

However, along this path of growth and expansions, one also had to face challenges. One such significant impediment

was the government's restriction on import of Gold with the 80:20 scheme. Under this, gold importers were under an obligation to ensure 20% of every lot of import of gold (in any form/ purity) available for the purpose of export. This created a supply constraint in the marketplace leading to higher costs of procurement. However, the Company managed to assure its supply on the back of the excellent relationships it has in place with the importing banks/agencies it works with, as well because of its own exports operations.

On the whole, it was another rewarding year, which saw the Company increase its revenues, profits and geographical spread to reach out to new customers.

Outlet Details

| Exclusive Showrooms | |
|---------------------|---|
| Delhi | <ul style="list-style-type: none"> F-140, Main Market, Rajouri Garden. Opp. Post office, Gurudwara Road, Karol Bagh |
| Noida | G-64, Main Market, Sector-18. |
| Faridabad | <ul style="list-style-type: none"> SRS Mall, Ground Floor, City Center, Sec-12. SCF Plot No. 6-A, Nehru Ground, NIT. |
| Ghaziabad | Plot No.57, Main Market, Ambedkar Road. |
| Palwal | <ul style="list-style-type: none"> Near Devi Mandir, Committee Chowk. Near SRS Value Bazaar, Agra Chowk, NH-2 |
| Wholesale Showrooms | |
| Mumbai | <ul style="list-style-type: none"> Shop No. - 201, 2nd Floor, Jewel World, Cotton Exchange World, 175, Kalba Devi Road, Zaveri Bazaar. |
| Delhi | <ul style="list-style-type: none"> 1165, 2nd Floor, Kucha Mahajani, Chandni Chowk. S-4, 2nd Floor, Building No. - 2609, Corner Building, Bank Street, Karol Bagh. |
| Ahmedabad | Shop No. GF - 10, Supper Mall, Near Lal Bungalow, CG Road, Navrangpura. |

Cinemas



Like many other things, India presents a contrast when it comes to cinemas as well. It is the largest producers of films and the largest ticket seller, but the count of screens per million stands at just 8, compared to 31 in China and 117 in the USA.

Still, there is no denying that the industry is on an upswing, thanks to a strong patron base and our love for movies. Small wonder then that Dhoom 3 premiered with a ticket price of Rs 800, in a scenario wherein the average ticket price is Rs 160. This points towards the disparity being seen in the Indian cinema industry, as well as its potential and evolving persona.

Multiplexes, which made an appearance in the country in 1990, have clearly been the catalysts of change in terms of viewer experience, customer service and the entire packaging of a movie-watching event. While there are 12,000 screens in India, just about 1200 of them are multiplex screens. But the influence of this 10% is quite admirable. With just a 10th share, multiplexes account for

almost 33% of the industry revenues.

So what has defined the success of multiplexes? Several things, actually. First is the presence of a movie-loving audience that does not hesitate to pay more for a superior service. Second is the creation of modern mall and retail space in recent years wherein multiplexes could settle in nicely and play the role of anchor stores. Third was the fact that multiplexes redefined the entire movie going experience – it brought class and style to movie viewing with the plush interiors, candy bar services and superior audio and video systems.

The growth of multiplex themselves has been quietly altering the industry scape. They have become the de-facto factor governing the success of a modern mall. On the distribution side, multiplex owners have built greater negotiation power with film distributors and producers. The recent phenomenon of Rs. 100 or Rs. 200 Crore blockbusters too can be attributed to multiplexes by expanding their reach, especially in tier II and III cities over



the last few years, they have ensured that movies are now easily available across all key geographies, leading to greater and faster box office collections. Apart from this, multiplexes have the flexibility to run multiple films as per the viewers' preference – this has seen them experiment beyond the usual mainline, big budgeted movies. This they did by exhibiting films by debutant filmmakers, films featuring new actors, low budget films as well as niche genre films. The praiseworthy response garnered by films such as The Lunchbox point towards this.

Digitisation has been another game changer for the entire cinema industry. Digital prints have reduced the cost of the prints by almost 25% for the multiplexes, reduced transit time to remote locations with decent demand and controlled film piracy. It is estimated that almost 80% of the screens are digitized already. The fact that a movie can open across 3000-4000 screens or so is a major reason why we are seeing more of Rs. 100 Crore movies, as well as sound first-

week box office collections.

The multiplex industry is set to enjoy a long period of healthy growth. The corporatization of several exhibitors and their listing at the bourses has also ensured availability of corporate financing options. Going forward, it is expected that the rate of increase of multiplex screens shall continue across geographies. The biggest winners will be the underserved markets of tier II and III cities, which has been the geographies of interest to most of the players in recent times. As per a study by Economic Times, between FY 11 and FY13, 90% of the screen addition by various players took place in the tier II and III cities itself. We are also likely to see the emergence of megaplexes in the coming times – multiplexes with 8-10 screens. This will ensure a fabulous mix of mainline movies, regional movies, foreign movies, art movies, niche movies, low budget movies and so on, making the basket actually complete.



The multiplex industry thus is in an exciting phase, and your Company intends to make the most of this sterling opportunity.

Business Overview

The year gone by saw excellent progress in the cinema division. The highlight was the year clearly was the

aggressive expansion plan that took the number of cinema properties from 12 to 17. While this added to the numbers and marked creation of additional revenue streams in the coming times, Bollywood flicks too lived up to their expectations. A string of good hits such as Dhoom 3, Jai Ho, Race 2, Yeh Jawaani hai Deewani, Murder 3, Aashiqui 2 and Krish 3 ensured that people kept thronging at the cinemas to indulge in their favourite form of recreation.

New Launches

| City | Location | Theatre Details | | Start Date |
|--------------|---------------------|-----------------|--------------|------------|
| | | Screens/ Audis | No. of Seats | |
| Shimla | C.K. Mall | 2 | 341 | 18.05.13 |
| Bareilly | Phoenix United Mall | 4 | 986 | 05.07.13 |
| Lucknow | City Mall | 3 | 884 | 08.09.13 |
| Bhiwadi | V-Square Mall | 3 | 621 | 20.12.13 |
| Agra | Sarv Mall | 3 | 1075 | 24.01.14 |
| TOTAL | | 15 | 3907 | |

All the new multiplexes launched by the Company got a very positive response from the moviegoers. The multiplex in Bareilly, for instance, performed multiple times better than expectations right from day one. Multiplexes in Bhiwadi and Shimla also marked the Company's entry into the states of Rajasthan and Himachal Pradesh, expanding the reach of the brand. Agra also stands out in particular because this was the first time that the Company made an acquisition move.

Since cinemas environment has a high influx of quality people that other brands wish to reach out to, they end up being an attractive media vehicle as well. The Company has been focusing on this segment over the last many years to generate non-ticket revenues, and last year it signed a new contract with a specialist agency for better picture display at fixed monthly rental across 37 screens. This will save the capex requirement and fixed cost of the company. Internal synergies were also exploited, cross-promotions were also run with other in-house brands such as SRS Jewells and SRS Value Bazaar.

Cinemas today have become more than movies – they stand for a place where people want to have fun, get a dose of excitement and also watch movies. Hence engaging the audience is important to ensure that SRS Cinemas becomes their first choice for watching a movie. The Company took

several steps in this direction that included initiatives such as Star Cast visits of the stars of Raanjhana at Faridabad, of Fer Mamla Gadbadd Gadbadd at Patiala and those of Bullet Raja at Lucknow. This created significant buzz and excitement around the brand. Online promotions, digital marketing through contests, website, etc. and social media promotions on Facebook kept the audience well engaged with the brand. The excitement was kept alive through the year with a string of campaigns centred on special days such as Women's Day, Valentine's Day etc., as well as through new introductions such as Cine-Bites at the candy bar. All these together worked to deliver a refreshing experience to the viewers.

However, all this success doesn't mean that the brand didn't have to surmount challenges. On the business side, one key challenge is to improve the operational efficiency of those UP properties wherein 5-year exemption benefit will come to end in near future. Tie-ups with new properties are being put in place keeping this in mind, to minimize dependence of revenue on E-tax exemption. Another challenge that the brand is grappling with, along with the rest of the industry, is the trend of low footfall during weekdays. To mitigate this, the Company opted for a differential pricing mechanism wherein lucrative ticket deals and promotional offers were combined to trigger higher weekday footfalls.

Multiplex Details

| City | Location | Screens/ Audis | No. of Seats |
|--------------|----------------------------|----------------|--------------|
| Faridabad | • SRS Mall, Sector 12 | 3 | 776 |
| | • Eldeco Mall, Sector 12 | 3 | 689 |
| | • Pristine Mall, Sector 31 | 3 | 644 |
| | • Shubham Tower, NIT | 1 | 233 |
| Gurgaon | • Omaxe Plaza | 2 | 506 |
| | • Celebration Mall | 2 | 551 |
| Ghaziabad | • Aditya City Centre | 4 | 918 |
| | • Jaipuria Mall | 3 | 974 |
| Patiala | Omaxe Mall | 4 | 1117 |
| Ludhiana | Omaxe Mall | 3 | 1013 |
| Gorakhpur | City Mall | 3 | 742 |
| Bijnor | Shopper's Pride Mall | 2 | 458 |
| Shimla | C.K. Mall | 2 | 341 |
| Bareilly | Phoenix United Mall | 4 | 986 |
| Lucknow | City Mall | 3 | 884 |
| Bhiwadi | V-Square Mall | 3 | 621 |
| Agra | Sarv Mall | 3 | 1075 |
| TOTAL | | 48 | 12528 |

Going forward, the Company is set to take the magic of movies at SRS Cinemas to new territories, and enthrall legions of new customers in the coming times. There will be increased focus on tie-ups with big brands and third party

agencies for promotional activities on its screens and premises, as well as leveraging gourmet food and snacks at the candy bar. With this, the brand will continue to delight people all across and make movie-going even more fun.

Retail

At USD 516 billion, the Indian retail market is amongst the top 5 global retail markets. It employs about 40 million people and contributes a remarkable 14% to the GDP. India has fabulous retail density: 8 outlets for every 1000 people, with an aggregate of over 13 million retail outlets. And this is just the start – as per the Economist, the Indian retail market is expected to expand by almost USD 400 billion by 2020. The significance of this can be gauged by the fact that this increase itself is equal to the current market size of France.

This sounds amazing. But then, India presents a contrasting image in retail as well. Consider this: food grain loss due to poor transportation and storage is as high as 35%, of the 13 million mom and pop stores, just 4% are larger than 500 Sq Ft. and the per capita retail space is just 2 Sq Ft. The share of modern retail in the overall stands at just about 10% today.

This shows the state of evolution of the industry. While the current state is not desirable, the headroom available points at a brilliant and rewarding future for the retail industry. It is hence good to understand what ails the industry currently, and how can organized retail step in to plug the gaps.

The bulk of traditional retail comprises micro retail shops, and understandably, they do not have the ability to transact in high volumes, institute stringent quality control, screen out dubious or fake products. They are also owner managed and hence lack trained staff, do not have sufficient storage capacity and may not always offer friendly return policy and post-purchase services. Instead, they thrive on convenience offered to the customers because of easy proximity and their relationship with them.

While it may be a norm, but a slower stage of industry evolution has played havoc with the fundamentals. It has meant that the backbone of efficient retailing has not developed by way of sound transportation facilities, supply chains, cold chains, trained manpower with high





productivity, transparent billing, consistent quality and so on.

Transportation from production base to the sales station, logistics and storage issues are also the reason why over 30% of the food staples and perishable goods spoils in our country, which is nothing short of a crime keeping in mind the significantly high levels of poverty and malnutrition in our country. Further, this incredibly high amount of wastage, apart from keeping people hungry, also fuels food inflation as money goes in chasing a lesser volume of food products. Another vice it has promoted is a multi-layered system of middlemen who end up pocketing a disproportionate share of the profits, at the cost of the farmer and the consumer alike.

So what is the way out? The development of organised retail presents a sound answer, as its presence means the weeding out of the multitude of issues stated above. Organised retail relies on good logistics and proper warehousing which minimizes wastage of food products. It employs transparent billing procedures that cut out tax evasions, offers genuine products to customers and offer excellent customer service. It also removes the unnecessary layers of middlemen who add little value addition apart from marking up the prices. It is expected that a fully blossomed retail sector will be instrumental in creating over 50 million jobs. Hence a sound development of this segment will put in place a balanced model that, combined with traditional retail, will offer the best of both the worlds.

The trends of our emerging economy also point towards growing adoption of this segment. The increasing disposable income caused by economic growth and increase in the number of working women has brought about many changes. People now prefer going to an organised retail store to enjoy its superior ambience, wide range of products and the value deals offered. They are also

willing to buy imported products and brands across categories that are not easily available at the local shops. Time is at a premium, and people want to extract the maximum out of it – modern retail stores give them that fabulous shopping experience coupled with convenience, customer service, quality and transparency. The evolving lifestyle changes and tastes are also making people buy an increasing range of essential and non-essential products. In non-food, a huge replacement market is taking shape wherein product obsolescence sets in faster compared to earlier times, and people prefer to replace their working products with newer models offering better technology and styling. All this is pushing up the modern retail format significantly.

As a result of the factors, it is expected that for the next 3-4 years, the organized retail segment shall grow at a CAGR of about 24%, almost thrice the 8% growth rate of retail overall. A high growth rate and fabulous headroom to expand spells music to smart retail brands.

Business Overview

The retail operations of the Company comprise FMCG, apparel and electronics categories with multiple sub-categories to effectively cater to the needs and aspirations of its customers. Keeping in mind the significant span of retail under the Company's purview, this business is organized around specific brands. SRS Value Bazaar the lead brand that offers a wide variety of FMCG products spanning groceries, fruits and vegetables, personal care, home care, cosmetics, appliances, accessories, crockery, plastics, ready to cook and much more. At select locations, they also offer a wide range of apparel. Since Apparel is an opportunity in itself, the Company's other brand, SRS Fashion Wear exclusively focuses on the apparel segment. It is a multi-brand chain of stores that stocks some of the best-known apparel brands on its shelves. A complete family store, it has



an appealing range for ladies, gents and kids across a wide range of genres that cover ethnic wear, party wear, formals and casuals along with dazzling accessories. Apart from this, the Company operates exclusive brand stores to ensure that it is able to attract and cater to a wide range of consumer segments.

The year gone by saw the company strengthen its retail presence significantly by opening new, top-class stores at Sector 48 and 44 at Noida; Crossing Republic, Ghaziabad; Saket and IP Extension in New Delhi. With this, there are 44 stores operated by the company in New Delhi, Gurgaon, Faridabad, Noida, Ghaziabad, Lucknow and Sonapat covering an area of approximately 1,47,000 Sq ft.

The addition of new stores at prime locations has rewarded the company well by helping it cover newer locations and customers as well as through enhanced visibility. The benefits of these are leading to a stronger brand, wide visibility and higher level of trust attached by the customers to the brand. In addition, it is also ensuring that the Company's brands are sought out by developers for their properties, whether new, under-development or operational – a resounding tribute to the fact that the stores play the role of an anchor store that uplifts the performance of the entire property per se.

The Company has also deepened its engagement with the consumer electronics category and operates four Samsung stores in the Faridabad region. Apart from this, the Company

also operates Exclusive Brand Outlets for brands such as Van Heusen, Chhabra 555, Peter England, Adidas, Reebok, Louis Phillips etc. It is hence leaving no stone unturned to capture an ever-increasing share of the apparels market. Interestingly, at strategic places, the Company operates a cluster-based EBO model to ensure that a disproportionate share of consumers come into its stores to buy the apparels of their choice.

All the Company's stores are healthy, thanks to sound planning in terms of their location, operations, marketing and management. Multiple operational audits were carried out through the year to ensure strict adherence to Standard Operating Processes. 66 stringent physical stock-takes ensured minimal wastage and ensured proper inventory management and shelf offtakes. It is a matter of such efforts that your Company is proud to report a shrinkage of just 0.44, probably one of the finest in the industry. It strengthened its backend by initiatives such as addition of a regional warehouse in Noida.

The results of all this has been very encouraging. More than 32 Lacs customers came to the Company's retail stores and sported a very healthy average basket size.

While busy exploiting the opportunities in the marketplace, it is wise to be fully aware of the emerging challenges in the retail space. Hence your Company has kept an eagle eye on these as well, and has taken strong steps to nullify, overcome and gain from the challenges.

Outlet Details

| City | Location |
|--------------|--|
| Faridabad | • SRS Mall, Sector 12 |
| | • Housing Board Colony, Near Bishamber Vatika, Sector 3 |
| | • SCF-151/152, Huda Market, Sec-9 |
| | • SCO - 1, Opp Kanishka Tower, Sec-34 |
| | • GF 28 & 29, Crown Interiorz Mall, Sector-35 |
| | • SCO 150, Sector 21 C, Huda Market |
| | • SCO -67 & 68, Huda Market |
| | • SRS Residency , Sector-88 |
| | • Lower Ground Floor, Delhi-Mathura Road, Crown Plaza Mall, Sector-15A |
| | Bye Pass, G.T. Road |
| Gurgaon | • Bestech Mall, Sec 56, Sushant Lok |
| | • Omaxe Plaza, Sector 49, Sohna Road |
| | • 765/11, Dayal Market, Shivpuri, Sector-7 |
| | • Ground Floor, Shri Ram Complex, C Block, Near Maple Height, Shushant Lok-I |
| | • Raheja Mall, Sohna Road, Sec.-47 |
| | • Village - Silokhara, Opp. Unitech Shopping Arcade, South City-I |
| Delhi | • D-78, Main Market, Malviya Nagar |
| | • Basement, J - 290, Saket |
| | • A-15, 16 and B-3 & 4, Chander Vihar, I.P. Extension |
| Noida (U.P.) | • C-3, Near Kendriya Vihar, Sector-51 |
| | • RN 4-6, Sector-62 |
| | • 232A/01, Block - C, Sector-48 |
| | • Khasra No. 513, Village - Chellera, Sector-44 |
| | • Paramount Spectrum, Crossing Republic |
| Sonepat | Lower Ground Floor, Unique Shopping Mall, Murthal Road |

Apart from the above, the Company operates several Exclusive Brands Outlets of leading brands.

Food & Beverages

Apart from the above mentioned business segments, the Company has an interesting albeit relatively smaller presence in F&B. Here, it operates the SRS 7dayz brand of food courts, as well as packed snack food. In addition to this, it also operates Punjabi Haandi which offers ethnic North Indian and Chinese cuisine and Flamez, a trendy resto bar. Apart from this, it also operates Café Desi, targeted mainly at

the institutional segment as well as SRS Banquets, a large facility with choice of indoor and outdoor fully integrated banqueting services. The F&B operations are in the middle of several experiments and renovations, and their contribution to the Company's revenue is set to rise in the coming times.

Human Resources

Human Resources form the crux of your Company, and for that matter, any company's most vital assets. The difference is that while every other kind of business capital is static in nature, it is the Human Capital that is truly dynamic in nature and is able to create and integrate fruitful synergies to take the company ahead. It is also a true differentiator for the Company – any company can buy a top-class racing car, but it is only the company which has the best racing driver who actually wins and takes the crown. No company, no matter how technologically advanced or large sized it may be, can hope to remain successful by relying predominantly on resources other than the human capital. That's why as a company grows, it focuses increasingly on hiring top quality managers and work force – this can be seen all around.

With this perspective, your Company attaches utmost importance to human resources and believes that by treating them properly and by training and nurturing them conscientiously, it can benefit from unfolding their greater potential. With this, the Company provides an atmosphere of congenial working wherein the employees can work to the best of their abilities without unnecessary stress, distractions or pressures. Meritocracy is advocated and performance, more than any other attribute, counts for its work force.

Your Company understands the critical role that Human Resources play, and accords it the highest level of care and attention. Its model is simple: hire and nurture a set of great workers who will create a great company – which in turn will attract even more quality talent. The fact that yours is Company of choice amongst job seekers is clear from the fact that during fiscal 2013-14, it received around 9261 employment applications. Out of this, approximately 3436 were interviewed and 1444 job offers were made.

The Company takes care of its employees comfort by having friendly policies and practices in place that make working at SRS an enjoyable experience. The Company also takes active care for planning the career growth curve for its employees. Since your Company has the unique advantage of being into multiple industries such as jewellery, cinemas, retail and hospitality, it is able to develop fine individuals with multi-faceted abilities. Thanks to practices such as job rotation within and inter-verticals, people get a chance to work in diverse industries across various functions. This has empowered the Company with a rich talent pool that is well exposed, versatile and has the ability to quickly adapt into diverse roles and industry.

Safety of such a precious resource is a must and hence your Company has invested in measures such as Health Insurance and Group Accidental policy to protect them from potential mishaps. 359 employees and 533 dependents were covered under the Group Medical Insurance and Group Personal Accidental Insurance Policy, with tie-ups with good hospitals for a hassle free service.

Naturally, a combination of all the factors makes SRS Limited a highly sought after company to work for.

HR policies such as Leave Policy, Local Meal Allowance, Employee Travel Policy, Employee Perks Policy, Local Conveyance Policy, Prevention of Sexual Harassment at Workplace, Employee Relocation Benefits Policy, Rewards and Recognition Policy, Employee of the Month (EOM), Program etc. have been fine-tuned for smoother and empowered working for its 1822-strong work force.

Your Company has also migrated to a set of paperless and efficient HR processes for mobilization of leaves, attendance and performance management system. This was delivered



through a comprehensive HR Portal that was introduced in to the system in FY 14.

Measures such as the ones captured above reflect the importance placed on HR by the Company to ensure that

some of the best minds choose to work with it, while attracting many more in the process. The Company aims to stay with its fine HR focus and hopes to nurture socially responsible corporate leaders in the times to come.

Information Technology



Diverse operations across multiple industries make your Company truly unique. But this also brings with the challenges of managing diverse and complicated business operations such as multi-locational billings, information flow and communication, record keeping, real time status reports, checks and control, streamlining operations across locations and generating real time business scenario reports for the senior management teams.

While this sounds daunting, it is achieved smoothly at your Company, all thanks to its strong IT backbone. The Company has invested in the latest IT systems, hardware and software, along with a talented team of IT professionals. The result of this is that practically, each and every business process flows seamlessly on this backbone, giving information on each and every aspect of the business in real time.

The Company uses an array of tailor-made applications for varied business needs in each of the diverse business segments. This is central for not only business transactions

and billings, but also to manage, control and optimize business needs to optimum level.

Communication and surveillance tools contribute towards security, controlling and monitoring of all aspects business operations. VLAN, VoIP and cameras makes virtual presence at any corner of any outlet at any point of time a reality at SRS. This means that the Company can keep a firm eye on its multiple, well spread-out outlets from central and remote locations over PCs, tablets and phones. This has allowed the Company's managers to keep a clear tab not only on business volumes on a real time basis but also into softer issues of adherence to systems and processes, outlet presentation level, employee presence and task accomplishment, service levels etc. It has effectively helped the Company to transcend physical barriers and be in an 'ever-present' mode at all its touch points.

More than 100 business servers are enforced to facilitate business at over 60 locations in various field with

enlightening speed. To fulfil the requirements of 1000-plus back office manpower Strength Data Centre is in place at SRS Tower and connected through 12 Radio Frequency Towers. The entire infrastructure and applications are managed by an agile team along with dependable technology associates.

Data privacy and security is a prime concern for the Company, and hence robust security is a key priority. To achieve this, the Company has implemented the best of the firewall systems, anti-virus solutions, redundancy and level-wise authorization matrix. In addition to this, all sites are inter-connected through secure VPN.

In addition to this, IT has also played the role of a business accelerator. It has implemented a real time Loyalty Programme across cinemas and retail operations that

enables customers to earn seamlessly on every transaction they make at these two verticals, quite different from other such programs that work only in a single vertical environment. It is also implementing a Ticket Pick Up kiosk in cinemas for generating tickets for online patrons, which will make the process completely automated. The cinema application for Online Ticket booking for Mobile device is in place on Android platform and will debut for the iOS platform soon. It is also working on a uniform platform based feedback application that will help the Company to assess its services levels and provide inputs for better brand building and effective marketing initiatives.

The Company believes in constant upgrade of Technology and invests wisely to utilize the true potential of technology to provide stability, speed and transparency to business.

Internal Control Systems and their adequacy

With various business verticals and multi-locational operations, the Company has always had a very strong system of internal control and audit so as to ensure that all systems and processes are adhered to take all decisions in a proper, timely and transparent manner.

One of the strongest measures towards this purpose include separate internal audits for each vertical. This ensures that each vertical is treated as a de facto separate business unit, and undergoes stringent and focused internal audits. Apart from this, clear policies have been institutionalized for wide-sweeping control management such as Insider Trading, IT Policy etc.

What also helps matters is the fact that since the Company is listed on the BSE and NSE, it follows Corporate Governance norms as laid down by the regulators thus leading to good transparency and disclosure levels.

Almost every bit of information is available to the management in real time, thanks to the advanced IT set-up and Management Information Systems. Hence, there are no dark corners and everything remains visible all the times.

In addition to the above, periodic review meetings with key cross-functional personnel ensures that all key decision areas and the progress therein are closely tracked and anomalies highlighted. In addition to this, the Company has also appointed external consultants and experts in key areas so that their expert inputs are also taken on board for new projects as well as audit of existing work in progress.

As a result of this, the Company has the advantage of having a multi-layered, effective internal control system that enables it to work diligently, while adhering to all norms, processes and regulations.

Notice

Notice is hereby given that the 14th Annual General Meeting (AGM) of the Members of SRS Limited will be held as under:

Day : Monday
Date : 28th July, 2014
Time : 11:30 A.M.
Venue : "SRS Banquet"
Near SRS Multiplex,
City Centre, Sector-12,
Faridabad (NCR Delhi)-121007

to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the audited statement of Profit and Loss Account for the year ended on that date, together with Report of the Auditors and Directors thereon.
2. To appoint a Director in place of Sh. Jitender Kumar Garg (DIN:00088125), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139 & other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. S. S. Kothari Mehta & Co. Chartered Accountants (Registration No: 000756N) and M/s. Rakesh Raj & Associates, Chartered Accountants (Registration No: 005145N) be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Third consecutive AGM in case of M/s. S. S. Kothari Mehta & Co. and Fifth consecutive AGM in case of M/s. Rakesh Raj & Associates (subject to ratification by members at every AGM held after this AGM) and that the Board of Directors be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the Auditors."

Special Business

4. Appointment of Sh. Ankit Garg (DIN: 02945744) as a Director, liable to retire by rotation

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

"RESOLVED THAT Sh. Ankit Garg (DIN:02945744), who was appointed as an Additional Director of the Company by the Board on 1st March, 2014 in accordance with the provisions of the Companies Act, 1956 and whose tenure of office expires at the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom a notice from a member proposing his candidature for the office of director of the Company, has been received along with a deposit of Rs.1,00,000/- under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. Reappointment of Sh. Sunil Jindal (DIN: 00013791) as Managing Director

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 the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "Act") and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Remuneration Committee, the approval of the Members be and is hereby accorded for reappointment of Sh. Sunil Jindal (DIN: 00013791) as Managing Director of the Company for a further period of 5 (Five) years w. e. f. from 1st July, 2014 on the terms & conditions as specified in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice, at the following remuneration:-

| Salary | Amount (in Rs.) |
|----------------------|-----------------|
| Basic | 1,60,000 |
| House Rent Allowance | 96,000 |
| Conveyance Allowance | 25,000 |
| Medical Allowance | 30,000 |
| Special Allowance | 89,000 |
| CTC | 4,00,000 |

Perquisites

In addition to salary, he shall also be entitled to following perquisites:-

(a) Telephone

Sh. Sunil Jindal will be paid actual telephone charges.

(b) Newspapers and Magazines

He will be given actual expenses towards newspaper and magazines.

(c) Chauffeur driven car

One suitable chauffeur driven car for official and personal use.

(d) Statutory Benefits/Deductions

All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.

(e) Gratuity

Gratuity payable shall not exceed half month's salary for each completed year of service.

These perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Sunil Jindal will be paid the above salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution and to alter or vary the terms and conditions of the said appointment including the remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013."

6. Reappointment of Sh. Raju Bansal (DIN: 00007344) as Whole-Time Director

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 the provisions of Section 196, 197 and 203 read with Schedule V and other

applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "Act") and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Remuneration Committee, the approval of the Members be and is hereby accorded for reappointment of Sh. Raju Bansal (DIN: 00007344) as Whole-Time Director of the Company, liable to retire by rotation, for a further period of 5 (Five) years w. e. f. from 1st July, 2014 on the terms & conditions as specified in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice, at the following remuneration:-

| Salary | Amount (in Rs.) |
|----------------------|-----------------|
| Basic | 1,25,000 |
| House Rent Allowance | 75,000 |
| Conveyance Allowance | 15,000 |
| Medical Allowance | 15,000 |
| CCA | 13,800 |
| Education Allowance | 5,000 |
| CTC | 2,48,800 |

Perquisites

In addition to salary, he shall also be entitled to following perquisites:-

(a) Telephone

Sh. Raju Bansal will be paid actual telephone charges.

(b) Newspapers and Magazines

He will be given actual expenses towards newspaper and magazines.

(c) Chauffeur driven car

One suitable chauffeur driven car for official and personal use.

(d) Statutory Benefits/Deductions

All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.

(e) Gratuity

Gratuity payable shall not exceed half month's salary for each completed year of service.

These perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Raju Bansal will be paid the above salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution and to alter or vary the terms and conditions of the said appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013."

7. Appointment of Sh. Shiv Mohan Gupta (DIN: 00251104) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Shiv Mohan Gupta (DIN:00251104), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st June, 2014 upto 31st May, 2019, whose office shall not be liable to retire by rotation."

8. Appointment of Sh. Praveen Gupta (DIN: 02954957) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,

2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Praveen Gupta (DIN: 02954957), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st June, 2014 upto 31st May, 2019, whose office shall not be liable to retire by rotation."

9. Appointment of Sh. Jogindar Lal Chhabra (DIN: 02956330) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Jogindar Lal Chhabra (DIN: 02956330), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st June, 2014 upto 31st May, 2019, whose office shall not be liable to retire by rotation."

10. Appointment of Sh. Lalit Kumar (DIN: 02956291) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Lalit Kumar (DIN:02956291), Director of the Company in respect of whom the Company has received a notice in writing under section

160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be, and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st June, 2014 upto 31st May, 2019, whose office shall not be liable to retire by rotation."

11. Appointment of Sh. Nishant Goel (DIN: 02944135) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Nishant Goel (DIN: 02944135), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st June, 2014 upto 31st May, 2019, whose office shall not be liable to retire by rotation."

12. Appointment of Mrs. Anjali Trehan (DIN:06895851) as an Independent Director

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

"RESOLVED THAT Mrs. Anjali Trehan (DIN:06895851), who was appointed as an Additional (Independent) Director of the Company by the Board on 17th June, 2014 pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (referred to as the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactments or amendments thereof for the time being in force) read with Schedule IV to the Act, and whose tenure of office expires at the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 From a member proposing her Candidature for the office of Director, be and is hereby

appointed as an Independent Director of the Company, to hold office for five consecutive years from 17th June, 2014 upto 16th June, 2019, whose office shall not be liable to retire by rotation."

13. Reversal of Resolution passed for listing of securities at MCX-SX

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

"RESOLVED THAT the consent of the Members be and is hereby accorded for reversal of resolution passed in the 13th Annual General Meeting of the Members of the Company held on 14th August, 2013 for getting the securities of the Company listed at MCX-SX.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to comply with the necessary formalities in this regard and to take such actions as they may in their absolute discretion deem fit & proper."

14. Authority to borrow in excess of the limits specified

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

"RESOLVED THAT in supersession of the earlier resolution passed under erstwhile Section 293(1)(d) of the Companies Act, 1956 at the Extra-ordinary General Meeting of the Company held on 18th June, 2010, consent of the Company be and is hereby accorded in terms of Section 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of monies, on such terms & conditions, with or without security as the Board of Directors may think fit, for and on behalf of the Company from time to time, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed aggregate of its paid-up share capital and free reserves, provided that the total amount so borrowed by the Company shall not exceed Rs.12,000 Crore (Rupees Twelve Thousand Crore Only) or the aggregate of paid-up share capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required."

15. Invitation & Acceptance of Fixed/Public Deposits

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

"RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members be and is hereby accorded to invite/accept/renew/receive money by way of unsecured/secured deposits or in any other form, from public and/or members of the Company in any form or manner, through circular, advertisement or through any other permissible mode, up to the permissible limits prescribed under the applicable provisions of law and on such terms and conditions as the Board of Directors of the Company in its absolute discretion may deem fit & necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or an Committee thereof, be and is hereby authorized to do all such acts, deeds, things as they may consider necessary, proper, expedient or desirable and to comply with the necessary formalities in this regard."

Place: Faridabad
Date: 17th June, 2014

By order of the Board
For **SRS Limited**



(Navneet Kwatra)
COO & Company Secretary
M. No.-ACS-16672

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights
2. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The enclosed proxy form, duly completed, stamped and signed, must reach at the Registered Office not later than 48 hours before the scheduled time of the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members entitled to vote would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing is given to the Company.
5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
6. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos.4-15 as set out above is appended herein below.
7. In terms of Section 149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, Sh. Jitender Kumar Garg, Director, retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
8. The relevant information as required under Clause 49 (IV) (G) (i) of the Listing Agreement in respect of the Directors seeking appointment/re-appointment is annexed to this notice. The Directors have furnished the requisite consents/declarations for their appointment/reappointment.
9. M/s. S. S. Kothari Mehta & Co., Chartered Accountants and M/s. Rakesh Raj & Associates, Chartered

Accountants have submitted their certificates expressing their eligibility for re-appointment as Joint Statutory Auditors of the Company in terms of Section 139 (1) of the Companies Act, 2013 and Rules made thereunder.

10. Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

Beetal Financial & Computer Services Pvt. Ltd.

Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi-110062
Ph.#011-29961281-283, Fax#011-29961284
Email id: beetalrta@gmail.com

11. Members are requested to notify all the changes, if any, in their addresses/particulars to their depository participants in respect of their holding in electronic form and to RTA's at the above address in respect of their holding in physical form.
12. The Register of Members and Share Transfer Books will remain closed from 23rd July, 2014 to 28th July, 2014 (both days inclusive).
13. Members wishing to claim dividends, which remained unclaimed, are requested to approach the Company/RTA's for payment of such unpaid dividend. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account will be transferred to Investor Education and Protection Fund in terms of Section 124 of the Companies Act, 2013
14. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting and deliver the same at the entrance of the meeting hall.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. The Company is concerned about the environment and utilizes all natural resources in an optimum way. Therefore, you are requested to update your email id with your Depository Participants to enable us to send you the reports and other communications via email.

17. Copies of the Annual Report containing Notice of 14th Annual General Meeting and the instructions for e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode to all the Members whose email addresses are registered with Company/Depository Participant(s) and physical copies of the aforesaid documents are also being sent through registered post.
18. Pursuant to Section 72 of the Companies Act, 2013 shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the 14th Annual General Meeting of the Company by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The complete details of the instructions for e-voting are annexed to this Notice.
20. Members desiring any information/clarification on the accounts are requested to write to the Company at least 10 days in advance, so as to enable the management to keep the information ready at the Annual General Meeting.
21. All documents referred to in the Notice will be available for inspection at the Company's registered office during business hours on working days upto the date of AGM.
22. Should any assistance be desired/clarification be sought, you may write at compliance officer@srsparivar.com.

Place: Faridabad
Date: 17th June, 2014

By order of the Board
For **SRS Limited**



(Navneet Kwatra)

COO & Company Secretary
M. No.-ACS-16672

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

Item No. 4

Sh. Ankit Garg was appointed as an additional Director of the Company by the Board on 1st March, 2014 pursuant to Section 260 of the Companies Act, 1956. His tenure of office expires at the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and a notice has been received from a member proposing his Candidature for the office of Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013. The Board believes that his directorship in the Company will be in the interest of the Company.

The Company has received from Sh. Ankit Garg consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (KMP) or their relatives except Sh. Ankit Garg and Sh. Jitender Kumar Garg, being his father, is concerned or interested in the Proposed Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of members.

Item No. 5

Sh. Sunil Jindal is going to complete his tenure on 31st October, 2014. He is a young & dynamic person having wide business experience. During his tenure of managing directorship, the Company has made a tremendous growth, hence, the Board of Directors of your Company has decided to reappoint him as Managing Director for a further period of 5 (Five) years w. e. f. 1st July, 2014 at the remuneration of Rs. 4,00,000/-p.m.

Sh. Sunil Jindal satisfies all the conditions set out in Part- I of Schedule V to the act and also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. A notice in writing has been received from a member proposing the candidature of Sh. Sunil Jindal for the office of Managing Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The terms & conditions of his appointment are as follows: -

- Remuneration - As provided in the Resolution
- Period of Appointment – Five (5) years beginning from 1st July, 2014 to 30th June, 2019

- The appointment may be terminated by either party by giving three months' notice in writing on such termination or as may be mutually agreed between the parties.
- Sh. Sunil Jindal shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

The Company has received from Sh. Sunil Jindal consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Sh. Sunil Jindal as Managing Director for a period of Five (5) years commencing from 1st July, 2014.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Sunil Jindal and Dr. Anil Jindal, being his brother.

The Board recommends the resolution set out in Item No. 5 for the approval of members.

Item No. 6

Sh. Raju Bansal is going to complete his tenure on 31st January, 2015 and the Board of Directors of your Company has decided to reappoint him as Whole-Time Director for further period of 5 (Five) years w. e. f. 1st July, 2014 at the remuneration of Rs.2,48,800/-p.m.

Sh. Raju Bansal satisfies all the conditions set out in Part- I of Schedule V to the act and also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. A notice in writing has been received from a member proposing the candidature of Sh. Raju Bansal for the office of Whole-Time Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The terms & conditions of his appointment are as follows: -

- Remuneration - As provided in the Resolution
- Period of Appointment - Five (5) years beginning from 1st July, 2014 to 30th June, 2019

- The appointment may be terminated by either party by giving three months' notice in writing on such termination or as may be mutually agreed between the parties.
- Sh. Raju Bansal shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

The Company has received from Sh. Raju Bansal consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Sh. Raju Bansal as Whole-Time Director for a period of Five (5) years commencing from 1st July, 2014.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Raju Bansal.

The Board recommends the resolution set out in Item No. 6 for the approval of members.

Item No. 7

Sh. Shiv Mohan Gupta has been an Independent Director of the Company since 2010. With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company, after reviewing the provisions of the Act, Rules made thereunder and Listing Agreement, is of the opinion that Sh. Shiv Mohan Gupta fulfills the conditions specified in the Listing Agreement, Act & Rules made there under to be eligible to be appointed as an Independent Director of the Company. The Board is also of the opinion that he is independent of the management of the Company. The Board considers that his continued association would be of immense benefit to the Company.

A copy of the draft letter for the appointment of Sh. Shiv Mohan Gupta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office

during normal business hours on working days up to the date of the AGM.

A notice in writing has been received from a member proposing the candidature of Sh. Shiv Mohan Gupta for the office of Independent Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The Company has received from Sh. Shiv Mohan Gupta consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under for appointment of Sh. Shiv Mohan Gupta as an Independent Director for Five (5) consecutive years commencing from 1st June, 2014 to 31st May, 2019. He is not liable to retire by rotation.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Shiv Mohan Gupta.

The Board recommends the resolution set out in Item No. 7 for the approval of members.

Item No. 8

Sh. Praveen Gupta has been an Independent Director of the Company since 2010. With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors in term of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company, after reviewing the provisions of the Act, Rules made thereunder and Listing Agreement, is of the opinion that Sh. Praveen Gupta fulfills the conditions specified in the Listing Agreement, Act & Rules made there under to be eligible to be appointed as an Independent Director of the Company. The Board is also of the opinion that he is independent of the management of the Company. The Board considers that his continued association would be of immense benefit to the Company.

A copy of the draft letter for the appointment of Sh. Praveen Gupta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the

members at the Company's registered office during normal business hours on working days up to the date of the AGM.

A notice in writing has been received from a member proposing the candidature of Sh. Praveen Gupta for the office of Independent Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The Company has received from Sh. Praveen Gupta consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under for appointment of Sh. Praveen Gupta as an Independent Director for Five (5) consecutive years commencing from 1st June, 2014 to 31st May, 2019. He is not liable to retire by rotation.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Praveen Gupta.

The Board recommends the resolution set out in Item No. 8 for the approval of members.

Item No. 9

Sh. Jogindar Lal Chhabra has been an Independent Director of the Company since 2010. With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors in term of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company, after reviewing the provisions of the Act, Rules made thereunder and Listing Agreement, is of the opinion that Sh. Jogindar Lal Chhabra fulfills the conditions specified in the Listing Agreement, Act & Rules made there under to be eligible to be appointed as an Independent Director of the Company. The Board is also of the opinion that he is independent of the management of the Company. The Board considers that his continued association would be of immense benefit to the Company.

A copy of the draft letter for the appointment of Sh. Jogindar Lal Chhabra as an Independent Director setting out the terms

and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

A notice in writing has been received from a member proposing the candidature of Sh. Jogindar Lal Chhabra for the office of Independent Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The Company has received from Sh. Jogindar Lal Chhabra consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under for appointment of Sh. Jogindar Lal Chhabra as an Independent Director for Five (5) consecutive years commencing from 1st June, 2014 to 31st May, 2019. He is not liable to retire by rotation.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Jogindar Lal Chhabra.

The Board recommends the resolution set out in Item No. 9 for the approval of members

Item No. 10

Sh. Lalit Kumar has been an Independent Director of the Company since 2010. With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors in term of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company, after reviewing the provisions of the Act, Rules made thereunder and Listing Agreement, is of the opinion that Sh. Lalit Kumar fulfills the conditions specified in the Listing Agreement, Act & Rules made there under to be eligible to be appointed as an Independent Director of the Company. The Board is also of the opinion that he is independent of the management of the Company. The Board considers that his continued association would be of immense benefit to the Company.

A copy of the draft letter for the appointment of Sh. Lalit Kumar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

A notice in writing has been received from a member proposing the candidature of Sh. Lalit Kumar for the office of Independent Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The Company has received from Sh. Lalit Kumar consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under for appointment of Sh. Lalit Kumar as an Independent Director for Five (5) consecutive years commencing from 1st June, 2014 to 31st May, 2019. He is not liable to retire by rotation.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Lalit Kumar.

The Board recommends the resolution set out in Item No. 10 for the approval of members

Item No. 11

Sh. Nishant Goel has been an Independent Director of the Company since 2010. With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors in term of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company, after reviewing the provisions of the Act Rules made thereunder and Listing Agreement, is of the opinion that Sh. Nishant Goel fulfills the conditions specified in the Listing Agreement, Act & Rules made there under to be eligible to be appointed as an Independent Director of the Company. The Board is also of the opinion that he is independent of the management of the Company. The Board considers that his continued association would be of immense benefit to the Company.

A copy of the draft letter for the appointment of Sh. Nishant Goel as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

A notice in writing has been received from a member proposing the candidature of Sh. Nishant Goel for the office of Independent Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The Company has received from Sh. Nishant Goel consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under for appointment of Sh. Nishant Goel as an Independent Director for Five (5) consecutive years commencing from 1st June, 2014 to 31st May, 2019. He is not liable to retire by rotation.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Sh. Nishant Goel.

The Board recommends the resolution set out in Item No. 11 for the approval of members

Item No. 12

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Woman Director in terms of Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, as amended from time to time.

Mrs. Anjali Trehan was appointed as an additional (Independent) Director of the Company by the Board on 17th June, 2014. Her tenure of office expires at the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and a notice has been received from a member proposing her Candidature for the office of Director of the Company along with a deposit of Rs.1, 00,000/- under the provisions of Section 160 of the Companies Act, 2013.

The Board of Directors of the Company, after reviewing the provisions of the Act and Listing Agreement, is of the opinion that Mrs. Anjali Trehan fulfills the conditions specified in the Listing Agreement, Act & Rules made there under to be eligible to be appointed as an Independent Director of the Company. The Board is also of the opinion that she is independent of the management of the Company. The Board considers that her association would be of immense benefit to the Company.

A copy of the draft letter for the appointment of Mrs. Anjali Trehan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Company has received from Mrs. Anjali Trehan consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under for appointment of Mrs. Anjali Trehan as an Independent Director for Five (5) consecutive years commencing from 17th June, 2014 to 16th June, 2019. She is not liable to retire by rotation.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mrs. Anjali Trehan.

The Board recommends the resolution set out in Item No. 12 for the approval of members

Item No. 13

The Resolution for listing of securities of the Company at MCX-SX was passed in the 13th Annual General Meeting of the Company held on 14th August, 2013. However, the Board has decided not to list the securities of the Company at MCX-SX and hence, decided to place the resolution before the member for reversal of resolution earlier passed for listing of securities at MCX-SX.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal.

The Board recommends the resolution set out in Item No. 13 for the approval of members.

Item No. 14

The Company is expanding its business aggressively on pan India basis and thus requires funds, on regular basis, for capital expenditure and working capital needs and may need to borrow in excess of its paid-up capital and free reserves.

In pursuance of Section 180 (1) (c) of the Companies Act, 2013 approval of the Shareholders is required to borrow money in excess of paid-up capital of the Company and its free reserves.

None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent that he or she is a Director/KMP.

The Board recommends the resolution set out in Item No. 14 for the approval of members as special Resolution.

Item No. 15

The Company requires funds for its working capital as well as capital expenditure and accordingly, the Board of Directors in their meeting held on 17th June, 2014 decided to invite & accept deposits from Public and Shareholders of the Company.

In accordance with the provisions of Sections 73-76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, it is incumbent on every company to take approval of members in general meeting for inviting/accepting deposits from public and members of the Company, either unsecured or by creating security for the same.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal.

The Board recommends the resolution set out in Item No. 15 for the approval of members as special Resolution.

Place: Faridabad
Date: 17th June, 2014

By order of the Board
For **SRS Limited**



(Navneet Kwatra)
COO & Company Secretary
M. No.-ACS-16672

INFORMATION OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT PURSUANT TO CLAUSE 49 (IV) (G) (i) OF THE LISTING AGREEMENT AS ON 31ST MARCH, 2014

| Name of Director | Date of Birth | Qualification | Exp. | Directorship in other Indian Companies | Chairmanship/ Membership of Committees of the Board of Public Ltd. Companies | No. of Shares held in the Company |
|--------------------------|---------------|-------------------------|---------|--|--|-----------------------------------|
| Sh. Jitender Kumar Garg | 22.01.1964 | M. Com, M. Phil. L. Lb. | 24 Yrs. | 1) SRS Real Infrastructure Ltd. 2) SRS Professional Services Ltd. 3) SRS Xanthic Projects Pvt. Ltd. 4) JK Professionals Pvt. Ltd. | Member - 1 | 45,000 |
| Sh. Ankit Garg | 05.07.1988 | C. A. | 1 Yr. | 1) Deepit Real Estates Pvt. Ltd. | - | - |
| Sh. Sunil Jindal | 28.04.1979 | M. Com, MBA, L. Lb. | 14 Yrs. | - | - | 1,68,100 |
| Sh. Raju Bansal | 06.06.1976 | Matriculation | 15 Yrs. | 1) SRS Healthcare & Research Centre Limited | - | 18,11,500 |
| Sh. Shiv Mohan Gupta | 02.07.1961 | B. Com (H) | 29 Yrs. | 1) SRS Real Infrastructure Ltd. 2) JPGS Metals Pvt. Ltd. | Member-1 | 13,625 |
| Sh. Praveen Gupta | 20.03.1974 | B.A., L. Lb. | 15 Yrs. | 1) SRS Real Infrastructure Ltd. | - | - |
| Sh. Jogindar Lal Chhabra | 01.08.1951 | B. Com, M. Com | 39 Yrs. | 1) SRS Global Securities Ltd. 2) SRS Finance Limited. | - | - |
| Sh. Lalit Kumar | 10.06.1980 | M. A., L. Lb. | 9 Yrs. | 1) SRS Global Securities Ltd. 2) SRS Finance Limited. | Chairman-1 | - |
| Sh. Nishant Goel | 11.10.1986 | B. Com(H), MBA | 5 Yrs. | - | - | - |
| Mrs. Anjali Trehan | 19.01.1970 | MCA | 15 Yrs. | - | - | - |

By order of the Board

For **SRS Limited**



COO & Company Secretary
M. No.-ACS-16672

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select name of the Company "SRS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SRS LIMITED on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instructions: -

- (A) The e-voting period commences on Monday, 21st July, 2014 (10.00 a.m. IST) and ends on Wednesday, 23rd July, 2014 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th June, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (B) Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 20th June, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (C) Mrs. Savita Trehan, Practicing Company Secretary (Membership No. 4374) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) The Scrutinizer shall, within a period of three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (E) The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 20th June, 2014.
- (F) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.srsparivar.com and on the website of CDSL within two days of passing the resolutions at the 14th Annual General Meeting of the Company on 28th July, 2014.
- (G) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Directors' Report

To,
The Shareowners,

The Directors of your Company feel pleasure in presenting the 14th Annual Report of the Company for the financial year 2013-14, along with the audited statement of accounts.

Financial Results

The results of your Company's financial prudence and business excellence for the year ended 31st March, 2014 are as follows:-

₹ in Lacs

| Particulars | 31.03.2014 | 31.03.2013 |
|--|-------------------|-------------------|
| Revenue from Operations | 343,937.85 | 288,879.39 |
| Other Income | 845.03 | 1,152.89 |
| Total | 344,782.88 | 290,032.28 |
| Profit/(Loss) before Finance Cost, Depreciation & Amortization Expense and Tax | 11,792.68 | 10,500.88 |
| Finance Cost | 5,313.46 | 4,964.58 |
| Profit before Depreciation & Tax | 6,479.22 | 5,536.30 |
| Depreciation | 1,420.30 | 1,304.08 |
| Profit before Tax | 5,058.92 | 4,232.22 |
| Provision for Tax | | |
| - Current | 1,073.80 | 853.96 |
| - Deferred Tax | 220.86 | 158.78 |
| - MAT Credit | (510.75) | (75.15) |
| - Earlier Years | - | 27.65 |
| Profit after Tax | 4,275.01 | 3,266.98 |
| Amount available for Appropriation | | |
| - Proposed Dividend | - | 1,392.91 |
| - Dividend Distribution Tax | - | 236.73 |
| - Transferred to General Reserve | - | 81.68 |
| Balance carried to Balance Sheet | 18,575.61 | 14,300.60 |
| Face Value per Equity Share (in Rs.) | 10.00 | 10.00 |
| Earnings Per Share (in Rs.) | | |
| - Basic | 3.07 | 2.35 |
| - Diluted | 3.07 | 2.35 |

Results Of Operations

While the overall economic scenario was dull and growth muted across almost all sectors of the economy, your Company recorded good operational progress across key indicators such as turnover, profitability and expansions.

At Rs. 3,447.83 Crores, total income reported a jump of 18.88% compared to Rs 2,900.32 Crores in the previous year. Similarly, PAT grew to Rs 42.75 Crores rising 30.85% over the corresponding figure for the last year. The strong performance is further underscored by 30.64% rise in EPS, which grew from Rs 2.35 in FY 13 to Rs 3.07 in FY 14.

The above figures represent a democratic growth with all business verticals of the Company contributing to its rise. In FY 13-14, the Jewellery business grew by 20%, Retail by 10% and Cinemas by 5.55% and both, current as well as new expansions, contributed to it.

Dividend

The business environment continued to remain muted. Despite the Indian economy witnessing a slowdown, your

Company delivered healthy results. In order to conserve the resources of the Company, your Directors do not recommend any dividend for the year under review.

As on 31st March, 2014, The sums amounting to Rs. 75,378 and Rs. 67,801/- are lying as unclaimed in the Unpaid Dividend Account of the Company for the Dividend declared during the financial year 2011-12 & 2012-13 respectively.

Board Of Directors

In terms of the provisions of Section 152 of the Companies Act, 2013, Sh. Jitender Kumar Garg, Non-Executive Director is due to retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible offers himself for re-appointment as Director of the Company.

Sh. Ankit Garg was appointed as an Additional Director on 1st March, 2014. His tenure of office expires at the forthcoming Annual General Meeting and he is eligible for reappointment.

The tenure of Sh. Sunil Jindal as Managing Director is going to expire on 31st October, 2014. In pursuance of the provisions of Section 196 and other applicable provisions of the

Companies Act, 2013, the Remuneration Committee and the Board of Directors in their respective meetings held on 16th June, 2014 and 17th June, 2014 have considered and approved the reappointment of Sh. Sunil Jindal as Managing Director for a further period of Five (5) years w. e. f. 1st July, 2014.

The tenure of Sh. Raju Bansal as Whole-Time Director is going to expire on 31st January, 2015. In pursuance of the provisions of Section 196 and other applicable provisions of the Companies Act, 2013, the Remuneration Committee and the Board of Directors in their respective meetings held on 16th June, 2014 and 17th June, 2014 have considered and approved the reappointment of Sh. Raju Bansal as Whole-Time Director for a further period of Five (5) years w. e. f. 1st July, 2014.

Section 149(10) of the Companies Act, 2013 provides that Independent Directors shall hold office upto a term of five consecutive years on the Board of the Company and shall be eligible for reappointment by passing a special resolution by the shareholders of the Company.

All the Independent Directors of the Company were appointed as Independent Directors, liable to retire by rotation pursuant to erstwhile provisions of the Companies Act, 1956. With effect from 1st April, 2014, inter alia, provisions of Section 149 of the Companies Act, 2013 has been brought into force and in terms of the said Section read with Section 152 (6), the provisions in respect of retirement by rotation are not applicable to Independent Directors. Moreover, qualifications, disqualifications and duties of Directors have been articulated in the Companies Act, 2013. Therefore, it is incumbent upon every Company to reappoint the Independent Directors in compliance with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof) read with Schedule IV to the Companies Act, 2013, Sh. Shiv Mohan Gupta, Sh. Praveen Gupta, Sh. Jogindar Lal Chhabra, Sh. Lalit Kumar and Sh. Nishant Goel are reappointed as Independent Directors to hold office for five consecutive years from 1st June, 2014 upto 31st May, 2019, not liable to retire by rotation.

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment & Qualification of Directors) Rules, 2014, Mrs. Anjali Trehan has been appointed as an additional (Independent) Director of the Company to hold office for five consecutive years w. e. f. 17th June, 2014 upto 16th June, 2019, not liable to retire by

rotation.

Notices under Section 160 of the Companies Act, 2013 have been received from members intending to propose the appointment of Directors of the Company at the ensuing Annual General Meeting.

Sh. Kailash Tayal has resigned from the Directorship of the Company on 17th June, 2014. The Board places on record its sincere appreciation for the services rendered by Sh. Kailash Tayal during his tenure of Directorship.

A brief resume of these Directors, the nature of expertise in specific functional areas and names of Companies in which they hold Directorship and/or Membership/Chairmanship of Committees of the Board, as stipulated under Clause 49 of the Listing Agreement, is annexed with the Notice calling 14th Annual General Meeting of the Company.

Credit Rating

The Directors of your Company are also happy to report that the Company's credit ratings for its Line of Credit and Fixed Deposits Scheme have been positively reviewed by ICRA and CRISIL, the premier rating agencies.

ICRA has upgraded the long-term rating for the Line of Credit (LOC) from [ICRA] BBB- to [ICRA] BBB, revising the outlook to Stable from Negative. ICRA has also upgraded the short-term rating for the LOC from [ICRA] A3 to [ICRA] A3+. Similarly, CRISIL has assigned CRISIL BBB/Stable rating to the Bank Loan Facilities of the Company. The Fixed Deposit scheme of the Company has been assigned FA-/Stable rating by CRISIL, indicating that the degree of safety regarding timely payment of Interest and Principal is satisfactory.

A sound rating/upgrade in a challenged business environment speaks volumes about the Company's performance and its systems & processes.

Fixed Deposits

The Company has accepted Public Deposits/Fixed Deposits amounting to Rs.3819.47 Lacs during the year under review after complying with the provisions of Companies Act, 1956 and Companies (Acceptance of Deposits) Rules, 1975. Out of which, Rs.22.15 Lacs were paid prematurely and the balance as on 31st March, 2014 is Rs.3797.32 Lacs.

Unclaimed Refund & Interest On Refund Account

The company has Rs.3, 44,900/- as unclaimed in the Refund Account, and Rs.29,277/- as unclaimed in the Interest on

Refund Account maintained with the State Bank of India, for IPO of the Company as on 31st March, 2014.

The management has taken necessary steps to make payments to the respective Shareholders/ Applicants of the IPO, whose amounts are still lying as unclaimed/unpaid.

Auditors

Statutory Auditors

M/s. S.S. Kothari Mehta & Co., Chartered Accountants, and M/s. Rakesh Raj & Associates, Chartered Accountants, Joint Statutory Auditors of the Company, retire at the ensuing Annual General Meeting of the Company and have expressed their willingness for reappointment as joint statutory auditors in accordance with the Companies Act, 2013 and confirmed that their re-appointment, if made, will be within the prescribed limits under Section 141(3) of the Companies Act, 2013 and they are not disqualified for such reappointment within the meaning of Section 141 of the said Act.

Internal Auditors

Presently, the following firms of Chartered Accountants are the Internal Auditors of the Company:

M/s. Naresh Jai & Associates
M/s. Goel Mintri & Associates
M/s. R.G. Sharma & Co.
M/s. Nitin Kanwar & Associates
M/s. Love Mangla & Co.
M/s. Sumit Chhabra & Co.
M/s. SRGM & Associates

Cost Auditors

M/s. Ashok Kumar & Associates

Auditors' Report

Auditors of the Company have not expressed any qualification in their report and notes to accounts where ever given are self-explanatory.

Scheme of Arrangement for Demerger & its Withdrawal

The Board of Directors in their meeting held on 30th July, 2013 had approved the Scheme of Arrangement for Demerger of "Cinema Division" and "Retail Division" from the Company and their consequent Merger with the Company's Wholly Owned Subsidiaries namely, SRS Cinemas & Entertainment Limited (incorporated on 20th May, 2013) and SRS Modern Retail Limited (incorporated on 24th May, 2013), respectively.

But due to unruly capital market condition of the segment,

supported by unstable macroeconomic environment, it was considered difficult to run three businesses separately. Moreover, the cushioning impact of availability of inter division cash flows for servicing of debt, business down turns and availability of funds considering the size of each business (post demerger) were the factors, for, the Board of Directors in their meeting held on 14th December, 2013 has decided to withdraw the Scheme of Arrangement for Demerger as the demerger of the Company shall not be beneficial to all the stake holders concerned.

With the withdrawal of Scheme of Arrangement for Demerger, the investments in SRS Cinemas & Entertainment Limited and in SRS Modern Retail Limited have been sold on 25th January, 2014.

Personnel

Information required under the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 is as follows: -

| | |
|---|---|
| Name | Dr. Anil Jindal |
| Designation | Chairman |
| Gross Remuneration | Rs.179.89 Lac |
| Nature of Duties & Employment | General Management & Strategic Planning |
| Qualification | M. Com, CCA, MBA, Ph. D., D. Litt. |
| Experience | 28 Years |
| Date of Commencement of employment | 01.11.2008 |
| Age | 50 Years |
| Previous Employment | CMD-SRS Real Infrastructure Limited |
| Equity Shares held in the Company | 4.82% |

Note: 1. Gross Remuneration comprises of Salary, Allowances and Company's contribution to Provident Fund and Perquisites.

2. Other Terms & Conditions—NIL.

Corporate Social Responsibility (CSR)

CSR retains a special place in the scheme of things at SRS, and is influenced by a significant measure by the Board's view on it, rather than by legal compliance guidelines. Hence, CSR has traditionally been a key area of focus through the years at SRS.

SRS continued with its focus on education of the less empowered students, and helped them financially as well by donating computers to the institutions who train these students. The Company also supported community marriages to help youngsters find a life partner of their

choice and open a new chapter in their lives. The Company also continued with supporting the medical facilities for the poorer sections of the society – in fact, a part of the support happens in an anonymous manner wherein the patients just don't come to know who supported their treatment.

Apart from this, the Company also supported other organizations that do good work in the social sector. For this, donations were made to Child Care Organization and Help Care Society, Yoga Physique Association of Haryana and E-Vision India Private Ltd.

The Company considers it as its good fortune to be able to do its bit in bringing smiles to a section of our underprivileged countrymen, and hopes to continue adding strength in this endeavor. Now that CSR has become mandatory for the Company as per Section 135 of Companies Act, 2013, the company has constituted a CSR Committee comprising of Sh. Ankit Garg, Dr. Anil Jindal and Mrs. Anjali Trehan for implementing the CSR Policy related to the activities to be undertaken by the company for said purpose.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Energy Conservation

Your Company realizes its responsibility towards precious natural resources, especially the non-renewal resources and is committed to their efficient use in a prudent manner. It is also equally committed to do its bit towards being environmentally responsible so as to ensure that its operations or business growth does not take place at the cost of the environment.

Earning in foreign Currency:

| Particulars | For the year ended | | ₹ in Lacs |
|-----------------|------------------------------|------------------------------|-----------|
| | 31 st March, 2014 | 31 st March, 2013 | |
| Export of goods | 39,258.94 | 22,391.46 | |

Expenditure in foreign Currency

| Particulars | For the year ended | | ₹ in Lacs |
|----------------------------|------------------------------|------------------------------|-----------|
| | 31 st March, 2014 | 31 st March, 2013 | |
| Tour & Travelling | - | 2.18 | |
| Currency Remittance Charge | 1.44 | - | |

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors of the Company confirm the following:-

1. that in the preparation of the annual accounts for the year ended 31st March, 2014 the applicable

With this philosophy in place, the Company has continued with a host of measures over the last few years that make it more environmentally responsible and energy efficient. After having made significant moves in this area, the Company is keeping up its efforts with the belief that small changes bring in big results. The following initiatives taken over the last fiscal highlight our concern in this area:

- Replaced 100% CFLs and CDMTs into low consuming LED lights at SRS Mall and all the outlets of SRS Value Bazaar.
- Installed Air Cooled Fluid Cooler for 1010 KVA DG set for lower fuel consumption.
- Planning for up-gradation of Rain Water Harvesting System is in process.
- Installed latest technology Energy Star Rating HVAC items for reduced electricity consumption.
- Regularly & timely servicing of all DG sets and equipment for lower fuel consumption.
- Increased green area around the mall, which is not only environmentally friendly but also helps control the temperature.

This reflects the Company's focus on the core matter of energy conservation and it is committed to actively work in this direction, with the clear understanding that even small efforts in this direction are big steps that will bring about a positive difference.

ii) Technology Absorption : Nil

iii) Foreign Exchange Earning & Outgo

accounting standards had been followed along with proper explanation relating to material departures;

2. that Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true

- and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a going concern basis.

Corporate Governance Report

The report on Corporate Governance together with the certificate from Ms. Savita Trehan, Practicing Company Secretary [FCS No.4374], confirming the compliance of the Corporate Governance is attached to this report for information of the Members.

Management's Discussion & Analysis

The Management Discussion and Analysis Report of financial condition and results of operations of the Company is given as a separate statement forming part of this Annual Report.

Acknowledgement

With the good results in place, there is no denying that your

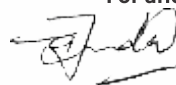
Company has done quite well, a fact made more impressive on account of the overall weak business environment.

On this matter, the Board is convinced that the credit for this goes to multiple people, both within and outside the Company, and hence extends its warm gratitude to everyone who made this happen. A big thanks goes to all the shareholders of the Company who reposed their full confidence in the Company's management, vision and plans.

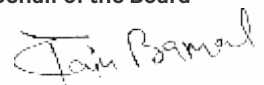
Deep appreciation also to all employees of the Company who worked as one to deliver another admirable year for the Company. It is true that the regulatory environment is critical for the smooth functioning, and therefore, heartfelt appreciation goes out to all governmental and regulatory authorities who appreciated our work and gave us, after due diligence, all necessary clearances, permissions and licenses to work properly. Thanks also to our bankers who backed their faith in us with strong action, as well as to our auditors who helped us get stronger on transparency and governance fronts. The Board also extends its thanks to all vendors, associates and stakeholders who worked as one with our team, and lastly but not the least, to all the wonderful customers who chose our brand and utilized our services, giving us their precious vote of confidence.

The Board sincerely hopes to continue living up to the expectations of all the above pillars of support, and remains optimistic to post even better results in the coming times.

For and on behalf of the Board



(Sunil Jindal)
Managing Director
DIN-00013791



(Raju Bansal)
Whole-Time Director
DIN-00007344

Place: Faridabad
Date 17th June 2014

Corporate Governance Report

1. Company's Philosophy On Corporate Governance

The Company's philosophy on Corporate Governance is one of self-embrace rather than merely a matter of meeting legal obligations. This is so because we believe that good corporate governance norms reflects the actual moral fabric of a Company on one hand, and motivates it towards higher standards of governance on the other.

At SRS Limited, we have effectively used Corporate Governance norms to spell out the structure, duties, rights, obligations and key processes to govern the Company in a manner that not only brings complete transparency, but also aligns the interests of all stakeholders of the Company to create overall goodwill and satisfaction. Strong systems ensure that proper rules, policies and procedures are laid out to carry out all aspects of the Company's operations, while also ensuring that these rules are well adhered to in practical implementation in the context of social, regulatory and market environment.

As a result, all internal and external processes of the Company are executed within a framework of good corporate governance, that monitors the actions of management and directors of the Company, reduces the possibility of damages arising from improper corporate decisions, manages conflict of interest amongst stakeholders and brings in overall fairness and corporate accountability. This can be seen at work in the Company where in specific committees are formed to look into various aspects of the Company's working such as audits, employee remuneration, grievance management, investor services and other operational matters.

As a result of initiatives on this front, your

Company ensures fairness, transparency and integrity across all its spheres of operation.

2. Board Of Directors

The Board of the Company is an appropriate mix of Executive, Non-Executive and Independent Directors that bring with them expertise in the field of strategic management, human resource development, legal & finance among others and discharge their fiduciary responsibilities ensuring efficient management adhering to highest standards of transparency, integrity and ethics.

As on 31st March, 2014, there are Twelve (12) Directors on the Board of the Company, Four (4) Executive and Eight (8) Non-Executive Directors (including Six (6) Independent Directors). The composition of the Board is in conformity with Clause 49 of the Listing agreement.

Dr. Anil Jindal, an Executive Director is the Chairman of the Board.

During the year under review, the Board of Directors of the Company met Nineteen (19) times. These meetings were held on 4th April, 2013; 18th April, 2013; 1st May, 2013; 28th May, 2013; 1st June, 2013; 1st July, 2013; 15th July, 2013; 30th July, 2013; 14th August, 2013; 4th September, 2013; 15th October, 2013; 14th November, 2013; 29th November, 2013; 14th December, 2013; 30th December, 2013; 27th January, 2014; 14th February, 2014; 18th February, 2014 and 1st March, 2014.

The details regarding their attendance at the Board Meetings during the financial year 2013-14, the last AGM and their other Directorships/Committee Chairmanships/Memberships in other Companies are as follows:-

| Name of Director | Category | No. of Board Meetings Attended during the year | Attendance at last AGM held on 14 th August, 2013 | No. of Positions held in Other Companies | | | |
|------------------|-------------------------------|--|--|--|---------|------------------------|--------------------------|
| | | | | Board* | | Committee membership** | Committee Chairmanship** |
| | | | | Public | Private | | |
| Dr. Anil Jindal | Chairman (Executive Director) | 19 | Yes | 5 | - | 2 | 1 |

| | | | | | | | |
|---------------------------|--------------------------------------|----|-------|---|---|---|---|
| Sh. Sunil Jindal | Managing Director | 19 | Yes | - | - | - | - |
| Sh. Raju Bansal | Whole-Time Director | 19 | Yes | 1 | - | - | - |
| Sh. Vinod Kumar | Whole-Time Director | 19 | Yes | - | 2 | - | - |
| Sh. Praveen Kumar Kapoor# | Non-Executive Director | 17 | Yes | - | - | - | - |
| Sh. Jitender Kumar Garg | Non-Executive Director | 19 | Yes | 2 | 2 | 1 | - |
| Sh. Ankit Garg \$ | Non-Executive Director | 1 | N.A. | - | 1 | - | - |
| Sh. Praveen Gupta | Non-Executive & Independent Director | 18 | Yes | 1 | - | - | - |
| Sh. Shiv Mohan Gupta | Non-Executive & Independent Director | 17 | No | 1 | 1 | 1 | - |
| Sh. Nishant Goel | Non-Executive & Independent Director | 15 | Yes | - | - | - | - |
| Sh. Jogindar Lal Chhabra | Non-Executive & Independent Director | 13 | Yes | 2 | - | - | - |
| Sh. Kailash Tayal## | Non-Executive & Independent Director | 15 | Yes | 1 | 2 | 1 | - |
| Sh. Lalit Kumar | Non-Executive & Independent Director | 16 | Yes | 2 | - | - | 1 |
| Mrs. Anjali Trehan@ | Non-Executive & Independent Director | - | N. A. | - | - | - | - |

#Resigned on 18th February, 2014.

\$Appointed on 1st March, 2014.

Resigned on 17th June, 2014.

@ Appointed on 17th June, 2014.

* This includes Directorships held in Public Limited Companies, subsidiaries of Public Limited Companies & Private Limited Companies and excludes Foreign Companies, Companies incorporated for charitable purposes and Alternate Directorships.

**For the purpose of Committees of Board of Directors, Audit Committee and Shareholder's/Investor's Grievance Committee/Stakeholders Relationship Committee in other Public Limited companies and subsidiaries of Public Limited companies are considered.

✓ None of the Directors is disqualified u/s 274(1)(g) of the Companies Act, 1956.

✓ None of the Directors are related inter-se except Dr. Anil Jindal and Sh. Sunil Jindal, being brothers and Sh. Ankit Garg is son of Sh. Jitender Kumar Garg.

✓ None of the Directors hold the office of Director or Chairman/Member of a Committee in more than the permissible number of Companies under the Companies Act, 2013.

Board Procedures:

The Board Meetings are governed by structured Agenda. The Agendas along with comprehensive notes, draft resolutions and background material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board members may bring up any matter for consideration of the Board, in consultation with the Chairman

The information as specified in annexure IA to Clause 49 of the Listing Agreement is available to the Board. Presentations are made by the CFO and Business Heads on the Company's operations and other matters on a periodic basis. The proceedings of the meetings of the Board and its Committees are recorded in the form of minutes and the draft minutes are circulated to the Board for its perusal. The minutes of the Committee meetings are confirmed by the respective Committees and noted by the Board. The important decisions taken at the Board/Committee meetings are communicated to the concerned departments/

divisions promptly.

3. Committees of the Board

Presently, there are (4) Four Committees of the Board-Audit Committee; Nomination & Remuneration Committee; Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

AUDIT COMMITTEE

As on 31st March, 2014, the Audit Committee comprised of:-

Sh. Shiv Mohan Gupta (Chairman)
Sh. Jitender Kumar Garg
Sh. Kailash Tayal

During the year under review, Five (5) Audit Committee Meetings were held on 28th May, 2013; 29th July, 2013; 14th August, 2013; 13th November, 2013 and 13th February, 2014

Attendance at the meetings was as follows:-

| Name | Designation | Category of Director | No. of meetings attended |
|-------------------------|-------------|------------------------|--------------------------|
| Sh. Shiv Mohan Gupta | Chairman | Independent Director | 4 |
| Sh. Jitender Kumar Garg | Member | Non-Executive Director | 5 |
| Sh. Kailash Tayal | Member | Independent Director | 5 |

In addition to the members of the Audit Committee, Deputy Company Secretary, Chief Financial Officer, Internal Auditors, Statutory Auditors, heads of accounts & finance etc. are invited for providing inputs to the Committee.

Dr. (Ms.) Navneet Kwatra, COO & Company Secretary acts as Secretary of the Committee.

With the enactment of the Companies Act, 2013 and due to resignation of Sh. Kailash Tayal, the Audit Committee has been reconstituted in the Board Meeting held on 17th June, 2014 comprising of the following members:-

Sh. Shiv Mohan Gupta (Chairman)
Sh. Jogindar Lal Chhabra
Ms. Anjali Trehan

The role & powers of the Audit Committee pursuant to the provisions of The Companies Act, 2013 and the amended Clause 49 of the Listing Agreement, have been redefined on 17th June, 2014 as follows:-

Role of the Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment, re-appointment, replacement, removal, remuneration and terms of appointment of statutory auditors, fixation of audit fees and approval of payment to statutory auditors for any other services rendered by them.
3. Review and monitor the auditor's independence & performance, and effectiveness of audit process;
4. Reviewing with the management the annual financial statements and auditor's report thereon before submission to the Board for approval, focusing primarily on the following:
 - Matters required to be included in the Director's

- Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
- Any changes in the accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Qualifications in the draft audit report
 - Significant adjustments made in the financial statements arising out of audit findings
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with listing agreement and provisions of all applicable laws relating to financial statements
 - Adequacy & effectiveness of internal financial controls systems
 - Any related party transactions i.e. transactions of the Company of material nature with promoters/management/KMP or their relatives, holding/ subsidiaries/associates/Joint Venture Company etc. that may have potential conflict with the interest of the Company at large.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 6. Approval or any subsequent modification of transactions of the company with related parties;
 7. Examination of the periodic financial statements and the auditor's report thereon
 8. Scrutiny of inter-corporate loans and investments;
 9. Valuation of undertakings or assets of the company, wherever it is necessary;
 10. Evaluation of internal financial controls and risk management systems;
 11. Monitoring & reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 18. To review the functioning of the Whistle Blower & Vigil mechanism adopted by the Company.
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 20. Reviewing the Company's financial and risk management policies.

Powers of Audit Committee

The audit committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.

2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of Chief Internal Auditor.

Stakeholders Relationship Committee

Pursuant to Section 178 of the Companies Act, 2013 it is

incumbent upon every Company which consists of more than One Thousand shareholders, debenture holders, deposit holders or any other security holders at any time during the financial year to constitute a Stakeholders Relationship Committee.

Hence, the Investor's Service Committee of the Company has been renamed as 'Stakeholders Relationship Committee' in the Board Meeting held on 17th June, 2014. The Committee was also reconstituted in the same meeting in compliance with the provisions of the Act and amended Clause 49 of the Listing Agreement, comprising of the following Directors:-

Sh. Jitender Kumar Garg (Chairman)
Dr. Anil Jindal
Sh. Raju Bansal

During the year under review, the Committee was also reconstituted due to resignation of Sh. Praveen Kumar Kapoor on 18th February, 2014

Dr. (Ms.) Navneet Kwatra, COO & Company Secretary acts as Secretary of the Committee.

Ms. Mamta Rastogi, Deputy Company Secretary has been designated as Compliance Officer.

During the financial year ending on 31st March, 2014, Five (5) Investors' Service Committee meetings were held on 15th April, 2013; 30th April, 2013; 8th July, 2013; 15th July, 2013 and 29th July, 2013.

Attendance at the meetings was as follows:-

| Name | Designation | Category of Director | No. of meetings attended |
|---------------------------|-----------------|------------------------|--------------------------|
| Sh. Praveen Kumar Kapoor# | Chairman | Non-Executive Director | 5 |
| Sh. Jitender Kumar Garg* | Member/Chairman | Non-Executive Director | 5 |
| Sh. Raju Bansal | Member | Whole-Time Director | 5 |

Resigned on 18th February, 2014.

* Designated as Chairman on 18th February, 2014.

The Committee has been formed with a view to undertake the following:-

- a. To consider and approve requests for transfers, transmissions, dematerialization/rematerialisation and issue of fresh share certificates on replacement/sub-division/consolidation, issue of duplicate share certificates on loss whether by theft, misplacement or otherwise;

- b. To review the status of dematerialization of Company's shares and matters incidental thereto;
- c. To review and monitor the approval to the transfers and transmission made by any Director under executive authority delegated to him from time to time;
- d. To monitor the matters of litigation related to

- shareholders and take decisions relating thereto;
- e. To consider, review and monitor the matters related to the shareholders grievances, and to look into the redressing of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, etc;

- f. To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the company;
- g. To deal with any other matters related and/or incidental to the shareholders.

During the financial year 2013-14, the status of shareholders/investors complaints are as follows-

| S. No. | Period | Opening | Received during quarter | Closing |
|--------|--|---------|-------------------------|---------|
| 1. | 1 st April, 2013 to 30 th June, 2013 | Nil | Nil | Nil |
| 2. | 1 st July, 2013 to 30 th September, 2013 | Nil | Nil | Nil |
| 3. | 1 st October, 2013 to 31 st December, 2013 | Nil | Nil | Nil |
| 4. | 1 st January, 2014 to 31 st March, 2014 | Nil | Nil | Nil |

Nomination & Remuneration Committee

The Company has changed the name of Remuneration Committee to Nomination & Remuneration Committee and reconstituted its Charter in the Board Meeting of the Company held on 17th June, 2014 in order to comply with the provisions of Section 178 of the Companies Act, 2013.

The Nomination & Remuneration Committee comprises of following Independent Directors:

Sh. Lalit Kumar (Chairman)
Sh. Jogindar Lal Chhabra
Sh. Praveen Gupta

During the financial year, One (1) Remuneration Committee Meeting was held on 1st June, 2013 and was attended by all the members.

Dr. (Ms.) Navneet Kwatra, COO & Company Secretary acts as Secretary of the Committee.

The role of Nomination and Remuneration Committee is as follows:

- To formulate the criteria for determining qualifications, 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 other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board;
- Devise a policy of Board diversity;
- To identify persons who are qualified to become

Directors, and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and carry out evaluation of every Director's performance;

- To approve in the event of loss or inadequate profits in any year the minimum remuneration payable to the Managing Director/Whole Time Directors within limits and subject to the parameters as prescribed in Schedule V of the Companies Act, 2013.

The Nomination and Remuneration Committee shall, while formulating the policy will ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management 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.

Details of Remuneration

The Company pays remuneration to Executive Directors by way of Salary, Perquisites & Retirement Benefits, based on recommendation of the Committee and requisite approvals, including approvals from the Board, Shareholders and the

Central Government, if necessary.

The Company pays Rs.6000/- to Non-Executive and Independent Directors by way of sitting fees for attending each meeting of the Board of Directors of the Company and Rs.2500/- for attending each committee meeting. The said fees is inclusive of all expenses of traveling/conveyance etc.

for the meetings held/to be held in NCR Delhi and excluding the Boarding/lodging charges etc. for the meetings held/to be held outside NCR Delhi.

The details of remuneration paid/payable to Directors for the F.Y. 2013-14 are as follows:

Executive Directors

Details of remuneration paid to Executive Directors is as follows:-

(In Rs.)

| Name of Director | Designation | Salary | Contribution to PF | Total Remuneration |
|------------------|---------------------|------------|--------------------|--------------------|
| Dr. Anil Jindal | Chairman | 17,485,704 | 503,142 | 1,79,88,846 |
| Sh. Sunil Jindal | Managing Director | 2,160,000 | - | 2,160,000 |
| Sh. Raju Bansal | Whole-Time Director | 1,785,600 | - | 1,785,600 |
| Sh. Vinod Kumar | Whole-Time Director | 2,985,600 | - | 2,985,600 |

Non-Executive Directors

Details of remuneration paid to Non-Executive Directors is as follows:-

(In Rs.)

| Name of Director | Sitting Fees for attending Board Meetings | Sitting Fees for attending Committee Meetings | Total Sitting Fees |
|--------------------------|---|---|--------------------|
| Sh. Jitender Kumar Garg | 1,14,000 | 25,000 | 1,39,000 |
| Sh. Praveen Kumar Kapoor | 1,02,000 | 12,500 | 1,14,500 |
| Sh. Praveen Gupta | 1,08,000 | 2,500 | 1,10,500 |
| Sh. Shiv Mohan Gupta | 1,02,000 | 10,000 | 1,12,000 |
| Sh. Nishant Goel | 90,000 | - | 90,000 |
| Sh. Jogindar Lal Chhabra | 78,000 | 2,500 | 80,500 |
| Sh. Kailash Tayal | 90,000 | 12,500 | 1,02,500 |
| Sh. Lalit Kumar | 96,000 | 2,500 | 98,500 |
| Sh. Ankit Garg | 6,000 | - | 6,000 |
| Total | 7,86,000 | 67,500 | 8,53,500 |

No compensation/remuneration is payable to the directors on severance of their directorship with the Company.

Number of Shares held by Non-Executive & Independent Directors as on 31st March, 2014 are as follows:-

During the financial year, there was no pecuniary relationship or transaction between the Company and its Non-Executive Directors.

| Name | No. of Shares | % |
|---|---------------|--------|
| Sh. Praveen Kumar Kapoor# | 46,000 | 0.0330 |
| Sh. Jitender Kumar Garg | 45,000 | 0.0323 |
| Sh. Shiv Mohan Gupta | 13,625 | 0.0098 |
| Sh. Shiv Mohan Gupta (As Karta of HUF) | 8,605 | 0.0062 |

#Resigned on 18th February, 2014.

Corporate Social Responsibility Committee

As per Section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility

Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

Accordingly, the Board in its meeting held on 17th June, 2014 constituted Corporate Social Responsibility Committee consisting of the following members:-

Sh. Ankit Garg (Chairman)
Dr. Anil Jindal
Mrs. Anjali Trehan

The Committee has been formed with a view to undertake the following:

- a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall include the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013;

- b) recommend the amount of expenditure to be incurred on the activities referred in clause (a); and
- c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

4. General Body Meetings

The last three Annual General Meetings were held as under:-

| Year | Venue | Day/Date | Time |
|---------|---|----------------------|------------|
| 2012-13 | "SRS Banquet" Near SRS Multiplex, City Centre, Sector – 12, Faridabad - 121007 | Wednesday/14.08.2013 | 11.30 A.M. |
| 2011-12 | "SRS Banquet" Near SRS Multiplex, City Centre, Sector – 12, Faridabad - 121007 | Wednesday/25.07.2012 | 10.00 A.M. |
| 2010-11 | "SRS Banquet" Near SRS Multiplex, City Centre, Sector – 12, Faridabad - 121007 | Thursday/26.05.2011 | 10.30 A.M. |

All resolutions moved at the Last Annual General Meetings were passed unanimously by show of hands. No special resolution was passed at the Annual General Meetings held in past 3 years.

No Extra Ordinary General Meeting was held during the last three financial years.

Resolution passed through Postal Ballot

No resolution was passed through Postal Ballot during the financial year 2013-14.

5. Disclosures

- a) There have been no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors or their relatives for the year ended 31st March, 2014 that may have a potential conflict with the interest of the Company at large. Disclosures to this effect have also been received from the Directors of the Company. The Register of Contracts containing transactions, in which Directors are interested, is placed before the Board regularly.

Related Parties and transactions with them as required under Accounting Standard (AS-18) are furnished in Note No. 42 of the Notes on Accounts attached with the Financial Statements for the year ended 31st March, 2014.

- b) There has been no instance of non-compliance with any legal requirement nor have there been any strictures imposed by any Stock Exchange, SEBI or any Statutory Authority on any matters related to the capital market during the last three years.
- c) For the year under review, all Directors & Senior Management Personnel of the Company have confirmed their adherence to the provisions of the Code of Conduct applicable to them.
- d) The Company follows the mandatory Accounting Standards prescribed by the Institute of Chartered Accountants of India and, to the best of its knowledge; there are no deviations in the accounting treatments which require specific disclosure.
- e) As on date, there is no formal Whistle Blower

Policy, however, the same is under consideration and no personnel has been denied access to the Audit Committee or the Board.

- f) The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.
- g) The Company has so far not implemented other non-mandatory requirements of Clause 49 of the listing agreement.

6. Means of Communication

The primary source of information regarding the operations of the Company is its website- www.srsparivar.com and specifically for SRS Cinemas is www.srscinemas.net.

The quarterly/half yearly and annual financial results are generally published in *The Financial Express*, *Economic Times* in English and *Jansatta, Hamara Mahanagar* in Hindi. The advertisements for all verticals of the Company are generally given in English in *Hindustan Times*, *Times of India* and the local daily such as *Dainik Jagran*.

7. General Shareholder Information

a) 14th Annual General Meeting

Day Monday
Date 28th July, 2014
Time 11:30 A.M.
Venue "SRS Banquet"
Near SRS Multiplex,
City Centre,
Sector-12,
Faridabad (NCR
Delhi)- 121007

b) Financial Year 1st April to 31st March

c) Financial Calendar

1st Quarter Results 14th August, 2013
2nd Quarter Results 14th November, 2013

3rd Quarter Results 14th February, 2014
4th Quarter & Annual Results 28th May, 2014

d) ISIN for NSDL & CDSL INE219H01039

e) Book Closure

23rd July, 2014 to 28th July, 2014 (both days inclusive)

f) Unclaimed Refund, Interest & Dividend as on 31st March, 2014

Amount unclaimed - Rs.3,44,900/-
in Refund Account

Amount unclaimed
in Interest on Refund Account - Rs.29,277/-

Amount unclaimed in
Dividend Account (F.Y. 2011-12) - Rs.75,378/-

Amount unclaimed in
Dividend Account (F.Y. 2012-13) - Rs.67,801/-

Amount unclaimed in Fixed
Deposit Interest Account - Rs.38,54,596/-

g) Listing on Stock Exchanges

Bombay Stock Exchange Limited (BSE)
14th Floor, P J Jeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

National Stock Exchange of India Limited
(NSE) Exchange Plaza, Bandra Kurla
Complex, Bandra (E), Mumbai - 400051

h) Listing fees to Stock Exchanges

The Company has paid the Annual Listing Fees to the above Stock Exchanges for the Financial Year 2014-15.

i) Stock Code

BSE - 533569
NSE - SRSLTD

j) Share Price Data

Bombay Stock Exchange Limited (BSE)

| Month | High (Rs.) | Low (Rs.) | No. of Shares |
|-----------------|------------|-----------|---------------|
| April, 2013 | 46.00 | 42.20 | 37,28,935 |
| May, 2013 | 43.95 | 33.10 | 37,32,441 |
| June, 2013 | 38.00 | 28.75 | 22,90,308 |
| July, 2013 | 35.95 | 29.10 | 18,84,692 |
| August, 2013 | 33.85 | 27.10 | 11,84,617 |
| September, 2013 | 34.90 | 25.30 | 14,44,884 |
| October, 2013 | 40.55 | 30.75 | 15,30,735 |
| November, 2013 | 39.25 | 35.05 | 17,61,332 |
| December, 2013 | 39.00 | 33.00 | 26,22,508 |
| January, 2014 | 36.40 | 32.00 | 18,65,973 |
| February, 2014 | 36.55 | 28.70 | 18,02,479 |
| March, 2014 | 36.10 | 33.15 | 19,06,706 |

National Stock Exchange of India Limited (NSE)

| Month | High (Rs.) | Low (Rs.) | No. of Shares |
|-----------------|------------|-----------|---------------|
| April, 2013 | 45.95 | 40.75 | 33,30,060 |
| May, 2013 | 43.90 | 33.00 | 35,61,267 |
| June, 2013 | 36.85 | 28.30 | 22,61,998 |
| July, 2013 | 35.90 | 29.00 | 19,23,278 |
| August, 2013 | 34.50 | 27.10 | 12,14,219 |
| September, 2013 | 34.85 | 23.50 | 22,99,529 |
| October, 2013 | 43.80 | 30.75 | 26,46,899 |
| November, 2013 | 39.45 | 34.90 | 23,44,978 |
| December, 2013 | 39.80 | 33.75 | 22,65,344 |
| January, 2014 | 36.10 | 32.10 | 36,34,464 |
| February, 2014 | 36.80 | 33.00 | 36,78,627 |
| March, 2014 | 36.35 | 32.40 | 41,48,723 |

k) Registrar and Transfer Agents

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
New Delhi – 110062
Ph.#011-29961281-283
Fax#011-29961284

to approve all the transfers, transmission, remat of shares etc. and all shares transfer/transmission/transposition/dematerialization is handled by our Registrar and Transfer Agent's. All the work of transfer/transmission etc. is done within the minimum stipulated time.

l) Share Transfer System

Investors' Service Committee is constituted

m) Distribution of shareholding

| Shareholding of Nominal Value (Rs.) | No. of Shareholders | % to Total | No. of Shares | Amount In Rs. | % to Total |
|-------------------------------------|---------------------|---------------|---------------------|-----------------------|-----------------|
| Up to 5000 | 3,852 | 82.13 | 5,16,447 | 51,64,470 | 0.3708 |
| 5001 to 10000 | 288 | 6.14 | 2,49,776 | 24,97,760 | 0.1793 |
| 10001 to 20000 | 176 | 3.75 | 2,79,974 | 27,99,740 | 0.2010 |
| 20001 to 30000 | 138 | 2.94 | 3,96,685 | 39,66,850 | 0.2848 |
| 30001 to 40000 | 13 | 0.28 | 46,320 | 4,63,200 | 0.0333 |
| 40001 to 50000 | 19 | 0.41 | 90,109 | 9,01,090 | 0.0647 |
| 50001 to 100000 | 40 | 0.85 | 2,65,515 | 26,55,150 | 0.1906 |
| 100001 and above | 164 | 3.50 | 13,74,46,187 | 1,37,44,61,870 | 98.6756 |
| TOTAL | 4690 | 100.00 | 13,92,91,013 | 1,39,29,10,130 | 100.0000 |

Shareholding pattern as on 31st March, 2014

| Category | No. of Shareholders | No. of Shares | % to Total |
|--|---------------------|---------------------|---------------|
| Promoter & Promoter Group | 20 | 10,31,36,130 | 74.04 |
| Public | | | |
| Directors & Their Relatives (other than Promoters) | 8 | 1,27,013 | 0.09 |
| Financial Institutions/Banks | 12 | 1,22,52,292 | 8.80 |
| Corporate Bodies | 206 | 1,94,97,771 | 14.00 |
| Individuals & Others | 4,444 | 42,77,807 | 3.07 |
| TOTAL | 4690 | 13,92,91,013 | 100.00 |

- n) **Dematerialization of Shares**
As on 31st March, 2014 - 13, 92, 72,036 shares equivalent to 99.986% were held in demat form.
- o) There has been no outstanding GDRs/ ADRs/warrants or any convertible instruments.
- p) **Custodial Fees to Depositories**
The Company has paid the annual custodial fees for the financial year 2014-15 to Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).
- q) **Secretarial Audit**
As stipulated by SEBI, a Company Secretary in Practice conducts the Secretarial Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories i.e. NSDL and CDSL, and the total issued and listed capital of the Company.
- r) **Request to Investors**
- Investors holding shares in electronic form are requested to deal only with their respective depository participant for change of address, nomination facility, bank account number etc.
 - All requests and other communications/correspondence should be sent at the Company's Registered Office at: -

Ms. Mamta Rastogi
Deputy Company Secretary &
Compliance Officer
SRS Limited
SRS Tower, 305 & 307, 3rd Floor,
Near Metro Station Mewla Maharajpur,
G. T. Road, Faridabad
(NCR Delhi) – 121003
Ph. # 0129-4323119
Fax # 0129-4323105
Email: mamtarastogi@srsparivar.com

Place: Faridabad
Date: 17th June, 2014

8. Code of Conducts

a. Code of Conduct for Prevention of Insider Trading & Corporate Disclosure Practice

The Company has implemented Code of Conduct for Prevention of Insider Trading & Corporate Disclosure Practices to prohibit the purchase/sale of shares of the Company by employees in possession of unpublished price sensitive information pertaining to the Company. The Policy and the procedures are periodically communicated to the employees who are considered as insiders. Further, they have been well intimated in advance about the closure of trading window, whenever required.

b. Code of Business Conduct & Ethics

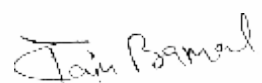
The Code of Business Conduct & Ethics is applicable to all the Directors and Senior Management Personnel of the Company.

The Company has obtained declarations from all its Directors and Senior Management Personnel affirming their compliance with the applicable code of conduct for the financial year ended 31st March, 2014. The declaration to this effect signed by the Chairman (Executive) and Managing Director of the Company forms part of this report as Annexure - A.

For and on behalf of the Board



(Sunil Jindal)
Managing Director
DIN: 00013791
R/o H. No. 538, Sector-14
Faridabad – 121007



(Raju Bansal)
Whole-Time Director
DIN: 00007344
R/o H. No. 122, Sector-9
Faridabad - 121006

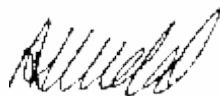
Declaration Affirming Compliance of provisions of the Code of Conduct

'Annexure-A'

This is to certify that pursuant to Clause 49(l) (D) of the Listing Agreement, the Board of Directors has adopted a Code of Conduct for its members and Senior Management

personnel and that they have affirmed having complied with the said Code of Conduct for the financial year ended 31st March, 2014.

Place: Faridabad
Date: 17th June, 2014



(Anil Jindal)
Chairman



(Sunil Jindal)
Managing Director

Certificate from Practicing Company Secretary regarding Compliance of Conditions of Corporate Governance

To
The Members
SRS Limited

I have examined the Compliance of conditions of Corporate Governance by 'SRS Limited' (the Company) for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. My examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause.

In my opinion and to best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the Listing Agreement.

Place: Faridabad
Date: 17th June, 2014



(Savita Trehan)
Company Secretary
C.P. No. 2569

Certifications by Chairman, MD & CFO of the Company

We, Anil Jindal, Chairman, Sunil Jindal, Managing Director and Bhagwan Dass, CFO, of 'SRS Limited', to the best of our Knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement along with all the Notes for the year and to the best of the our knowledge and information:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
3. We are responsible for establishing and


maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, wherever applicable:

- a) Deficiencies in the design or operation of internal controls, if any, which come to our notice and steps have been taken/proposed to be taken to rectify these deficiencies;
- b) Significant changes in internal control over financial reporting during the year;
- c) Significant changes in accounting policy during the year and that the same have been disclosed in the notes to the financial statements.
- d) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

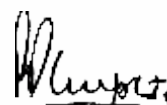
Place: Faridabad
Date: 28th May, 2014



(Anil Jindal)
Chairman



(Sunil Jindal)
Managing Director



(Bhagwan Dass)
Chief Financial Officer

Independent Auditors' Report

To,

The Members of
SRS LIMITED,
Faridabad (Haryana)

Report on the Financial Statements

We have audited the accompanying financial statements of **SRS Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act'2013. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the

financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- (2) As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c) the Balance Sheet, Statement of Profit and Loss and, Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss and, Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of

Corporate Affairs in respect of section 133 of the Companies Act'2013;

- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For S.S. Kothari Mehta & Co.

Chartered Accountants
Firm Reg. No. 000756N


Yogesh K. Gupta
Partner
M. No. 093214




Place: Faridabad
Date: 28th May, 2014

For Rakesh Raj & Associates

Chartered Accountants
Firm Reg. No. 005145N





Ruchi Jain
Partner
M. No. 099920

Place: Faridabad
Date: 28th May, 2014

Annexure To Independent Auditors' Report

(As referred in paragraph (1) 'Report on other Legal & Regulatory Requirements' of our report to the members of **SRS LIMITED** on the accounts for the year ended 31st March 2014)

- I.
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, the Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the program, fixed assets were verified during the year and no material discrepancies were noticed on such verification.
 - (c) Fixed assets disposed off during the year were not substantial and therefore, do not affect the going concern assumption.
- ii.
 - (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. As far as we could ascertain and according to the information and explanations given to us, no material discrepancies were noticed between the physical stock and the book records.
- iii.
 - (a) As per information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956. Accordingly sub-clauses (a), (b), (c) and (d) of the

Order are not applicable to the Company.

- (b) As informed the Company has not taken any loan, secured or unsecured from companies, firms or any other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, clause 4 (iii) (f) to (g) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanation given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system of the Company.
- v.
 - (a) According to information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 58 A and 58 AA or any other relevant provisions of the Act and the rules framed there under with regard to deposits accepted from the public. We have been informed that no order has been passed by Company Law Board or National Company Law

- Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard.
- vii. In our opinion, the Company has an internal audit system which is commensurate with the size and nature of its business and activities.
- viii. We have broadly reviewed the cost records maintained by the Company, pursuant to the Companies (Cost Accounting Records) Rule 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost Records have been maintained. However, we have not carried out a detailed examination of such records with a view to determine whether they are accurate or complete.
- ix. (a) The Company has been *generally* regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty and Cess and any other material statutory dues applicable to it *though there has been a slight delay in few cases*.
- (b) According to the information and explanations given to us no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess were in arrear as at 31st March 2014 for a period of more than six months from the date they become payable.
- (c) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.
- x. The Company has no accumulated losses as at 31st March 2014 and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its Bankers. The Company did not have any outstanding debentures and loans from any financial institution during the year.
- xii. In our opinion and according to the information & explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- xv. As per the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi. To the best of our information and knowledge and as per records verified by us, the Company has applied its term loans for the purpose for which the loans were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- xviii. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties, firms and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, the Company has not issued any debentures. Therefore, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by means of public issue during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable to the Company.

xxi. According to the information and explanations given to us, no fraud on or by the Company has

been noticed or reported during the course of our audit.

For S.S. Kothari Mehta & Co.
Chartered Accountants
Firm Reg. No. 000756N

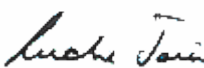

Yogesh K. Gupta
Partner
M. No. 093214



Place: Faridabad
Date: 28th May, 2014

For Rakesh Raj & Associates
Chartered Accountants
Firm Reg. No. 005145N




Ruchi Jain
Partner
M. No. 099920

Place: Faridabad
Date: 28th May, 2014

Balance Sheet As At 31st March, 2014

₹ In Lacs

| Particulars | Note No. | As at 31/Mar/2014 | As at 31/Mar/2013 |
|------------------------------------|----------|-------------------|-------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| Share Capital | 2 | 13,929.10 | 13,929.10 |
| Reserves and Surplus | 3 | 45,375.70 | 41,100.69 |
| | | 59,304.80 | 55,029.79 |
| (2) Non-Current Liabilities | | | |
| Long-Term Borrowings | 4 | 1,925.69 | 2,815.72 |
| Deferred Tax Liabilities (net) | 5 | 1,799.81 | 1,578.95 |
| Other Long-term Liabilities | 6 | 35.50 | 115.53 |
| Long-Term Provisions | 7 | 147.42 | 90.36 |
| | | 3,908.42 | 4,600.56 |
| (3) Current Liabilities | | | |
| Short-Term Borrowings | 8 | 47,070.50 | 58,388.38 |
| Trade Payables | 9 | 43,954.83 | 1,472.49 |
| Other Current Liabilities | 10 | 2,144.56 | 6,450.75 |
| Short-Term Provisions | 11 | 522.45 | 2,049.14 |
| | | 93,692.34 | 68,360.76 |
| Total | | 156,905.56 | 127,991.11 |
| II. ASSETS | | | |
| (1) Non-Current Assets | | | |
| Fixed Assets | | | |
| -Tangible Assets | 12 | 24,678.38 | 21,904.04 |
| -Intangible Assets | 12.1 | 118.89 | 83.41 |
| -Capital Work in Progress | 12.2 | 345.54 | 2,219.14 |
| | 12.3 | 25,142.81 | 24,206.59 |
| Non-Current Investments | 13 | - | 0.20 |
| Long-Term Loans & Advances | 14 | 1,218.38 | 1,728.95 |
| Other Non-Current Assets | 15 | 70.50 | 542.98 |
| | | 26,431.69 | 26,478.72 |
| (2) Current Assets | | | |
| Current Investments | 16 | 155.00 | 150.00 |
| Inventories | 17 | 26,758.18 | 29,736.53 |
| Trade Receivables | 18 | 86,127.89 | 58,401.35 |
| Cash & Bank Balances | 19 | 13,743.68 | 10,549.77 |
| Short-Term Loans & Advances | 20 | 2,754.55 | 2,389.04 |
| Other Current Assets | 21 | 934.57 | 285.70 |
| | | 130,473.87 | 101,512.39 |
| Total | | 156,905.56 | 127,991.11 |

Significant Accounting Policies

1

Accompanying Notes from 1 to 46 are integral part of the financial statements

As per our report of even date attached.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Regn. No. 000756N

(Yogesh K. Gupta)
Partner
M. No. 093214



For **Rakesh Raj & Associates**
(Chartered Accountants)
Firm Regn. No. 005145N

(Ruchi Jain)
Partner
M. No. 099920



For and on behalf of the Board

(Sunil Jindal)
Managing Director
DIN-00013791

(Navneet Kwatra)
COO & Company Secretary
M. No. 16672

(Raju Bansal)
Whole-Time Director
DIN-00007344

(Bhagwan Dass)
Chief Financial Officer

Place: Faridabad
Date: 28th May, 2014

Statement of Profit and Loss for the year ended 31st March 2014

₹ In Lacs

| Particulars | Note No. | For the year ended 31/Mar/2014 | For the year ended 31/Mar/2013 |
|---------------------------------------|----------|--------------------------------|--------------------------------|
| Income | | | |
| Revenue from Operations | 25 | 343,937.85 | 288,879.39 |
| Other Income | 26 | 845.03 | 1,152.89 |
| Total Revenue | | 344,782.88 | 290,032.28 |
| Expenses | | | |
| Cost of materials consumed | 27 | 103,196.84 | 165,218.25 |
| Purchase of Stock-in-Trade | 28 | 210,584.39 | 113,665.69 |
| Change in Inventories | 29 | 5,946.39 | (11,811.03) |
| Employee benefits expense | 30 | 2,930.92 | 2,650.02 |
| Finance Cost | 31 | 5,313.46 | 4,964.58 |
| Depreciation and amortisation expense | 12 | 1,420.30 | 1,304.08 |
| Other Expenses | 32 | 10,331.66 | 9,808.47 |
| Total | | 339,723.96 | 285,800.06 |
| Profit before Tax | | 5,058.92 | 4,232.22 |
| Less: Provision for Taxation: | | | |
| -Current | | 1,073.80 | 853.96 |
| -Deferred | | 220.86 | 158.78 |
| -MAT Credit | | (510.75) | (75.15) |
| -Earlier year (s) | | - | 27.65 |
| Total Tax Expenses | | 783.91 | 965.24 |
| Profit for the year | | 4,275.01 | 3,266.98 |
| Earning per share : | | | |
| (Refer Note No 34) | | | |
| Face Value per Equity Share (in ₹) | | 10.00 | 10.00 |
| -Basic & Diluted (in ₹) | | 3.07 | 2.35 |

Significant Accounting Policies 1

Accompanying Notes from 1 to 46 are integral part of the financial statements

As per our report of even date attached.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Regn. No. 000756N

(Yogesh K. Gupta)
Partner
M. No. 093214



For **Rakesh Raj & Associates**
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M. No. 16672

(Raju Bansal)
Whole-Time Director
DIN-00007344

(Bhagwan Dass)
Chief Financial Officer

Place: Faridabad
Date: 28th May, 2014

Cash Flow Statement for the year ended 31st March 2014

₹ In Lacs

| Particulars | For the year ended 31/Mar/2014 | For the year ended 31/Mar/2013 |
|--|-----------------------------------|-----------------------------------|
| A Cash Flow from Operating Activities | | |
| Net Profit before Tax (as per Statement of Profit & Loss) | 5,058.92 | 4,232.22 |
| Adjustment for: | | |
| Depreciation / Amortisation | 1,420.30 | 1,304.08 |
| Amount w/off (net) | 3.58 | (8.99) |
| Interest Expenses | 5,313.46 | 4,964.58 |
| Loss/(Profit) on Capital Assets | 126.12 | (50.59) |
| Effect of exchange rate change | (95.73) | (257.38) |
| Fixed Assets & CWIP written off | 14.77 | 0.25 |
| Interest Income | (695.44) | (426.20) |
| Operating profit before working capital changes | 11,145.98 | 9,757.97 |
| Adjustment for: | | |
| Increase / (decrease) in Other Long-Term Liabilities | (80.03) | 20.85 |
| Increase / (decrease) in Long-Term Provisions | 57.06 | 11.95 |
| Increase / (decrease) in Trade Payable | 43,197.34 | 708.79 |
| Increase / (decrease) in Other Current Liabilities | (75.45) | 101.58 |
| Increase / (decrease) in Short-Term Provisions | 3.86 | 4.99 |
| (Increase) / decrease in Long-Term Loans & Advances | 381.13 | 135.30 |
| (Increase) / decrease in Other Non-Current Assets | 472.47 | (514.93) |
| (Increase) / decrease in Trade Receivable | (28,349.39) | (12,107.89) |
| (Increase) / decrease in Short-Term Loans & Advances | 145.24 | (725.18) |
| (Increase) / decrease in Other Current Assets | (585.15) | (59.89) |
| (Increase) / decrease in Inventories | 2,978.35 | (12,739.21) |
| Cash Generated from Operations | 29,291.41 | (15,405.67) |
| Direct Taxes Paid | (1,012.38) | (1,819.87) |
| Net Cash Flow from Operating Activities (A) | 28,279.03 | (17,225.54) |
| B Cash Flow from Investing Activities | | |
| Purchases of Fixed Assets [including Advances for projects] | (3,003.31) | (2,472.47) |
| Proceeds from Sale of Fixed Assets & CWIP | 635.55 | 1,497.03 |
| Investment in Mutual Funds | (5.00) | (150.00) |
| Investment in National Saving Scheme (NSC) | - | (0.20) |
| Interest Received | 631.72 | 253.09 |
| Net Cash Flow from Investing Activities (B) | (1,741.04) | (872.55) |
| C Cash Flow from Financing Activities | | |
| Proceeds from Long Term Borrowings | 1,166.83 | 1,054.33 |
| Repayments of Long Term Borrowings | (6,321.97) | (7,541.65) |
| Net Proceed from Short Term Borrowing | 32,084.16 | 34,627.99 |
| Repayments of Short Term Borrowings | (43,402.04) | - |
| Share Issue Expenses | - | 1,171.40 |
| Dividend Paid | (1,628.98) | (1,618.10) |
| Interest Paid | (5,242.08) | (4,852.11) |
| Net Cash Flow from Financing Activities (C) | (23,344.08) | 22,841.86 |
| Net Increase in Cash and Cash Equivalents (A+B+C) | 3,193.91 | 4,743.77 |
| Cash and Cash Equivalent at the beginning of the year | 10,549.77 | 5,806.00 |
| Cash and Cash Equivalent at the end of the year | 13,743.68 | 10,549.77 |
| Net Increase in Cash and Cash Equivalents | 3,193.91 | 4,743.77 |

As per our report of even date attached.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Regn. No. 000756N

(Yogesh K. Gupta)
Partner
M. No. 093214



For **Rakesh Raj & Associates**
(Chartered Accountants)
Firm Regn. No. 005145N

(Ruchi Jain)
Partner
M. No. 099920



For and on behalf of the Board

(Sunil Jindal)
Managing Director
DIN-00013791

(Navneet Kwatra)
COO & Company Secretary
M. No. 16672

(Raju Bansal)
Whole-Time Director
DIN-00007344

(Bhagwan Dass)
Chief Financial Officer

Place: Faridabad
Date: 28th May, 2014

Significant Accounting Policies and Notes to Accounts for the year ended 31st March 2014

1 Significant Accounting Policies

1.1 Basis of Accounting

The financial statements are prepared under historical cost convention on accrual basis and in accordance with the requirements of the Companies Act, 1956 and in compliance with the applicable Accounting Standards (AS) referred to in sub-section (3C) of Section 211 (read with section 133 of Companies Act 2013) of the said Act. The accounting policies, except otherwise stated, have been consistently applied by the Company.

1.2 Use of Estimates

The preparation of financial statements is in conformity with the generally accepted accounting principles, which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which the results are known / materialized.

1.3 Revenue Recognition

- i Revenue from sale is recognized when the significant risk and rewards in respect of ownership of the goods are transferred to customer.
- ii Revenue from theatre business is recognized on the basis of tickets sold for the period under accounting.
- iii Entertainment tax collection in respect of its multiplex set up in Uttar Pradesh (U.P.) has been recognised as revenue on the sale of tickets, considering the exemption from payment of entertainment tax upto a specified period in terms of the scheme of UP state government. Since the collection is dependent on sale of tickets being uncertain and collection of aforesaid tax is normal trading transaction, it has not been recognised as grant in terms of Accounting Standard-12 "Accounting for Government Grants".
- iv Revenue from Lease Rent, Common Area Maintenance (CAM) Charges and Interest is recognized on a time proportion basis.

- v Advertisement revenue is recognized as and when advertisement is displayed.

- vi Sale of land, plots and other properties is recognised in the financial year in which the transfer is made by agreement to sell / registration of sale deed or otherwise in favour of parties.

- vii Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

1.4 Tangible Assets

Fixed Assets are stated at Cost less Accumulated Depreciation and Impairment Losses, if any. Cost comprises the cost of acquisition / purchase price inclusive of duties, taxes, incidental expenses, erection / commissioning expenses, interest etc. up to the date the asset is ready for its intended use. Credit of duty, if availed, is adjusted in the acquisition cost of the respective fixed assets.

1.5 Intangible Assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS)-26 "Intangible Assets" and recorded at the consideration paid for acquisition.

Software which is not an integral part of the related hardware is capitalized as an intangible asset.

1.6 Capital Works-in-Progress

Capital Works-in-Progress is carried at cost, comprising direct cost, related incidental expenses and interest on borrowings to the extent attributed to them.

1.7 Depreciation on Fixed Assets and Amortization

Depreciation on fixed assets is applied on straight-line basis as per the rates and manner specified in the Schedule XIV of the Companies Act, 1956 on pro rata basis.

Depreciation on fixed assets costing upto ₹ 5,000/- is provided @100% over a period of one(1) year.

Intangible Assets are amortized over the useful life

of the assets or ten (10) years, whichever is earlier.

Depreciation on leasehold improvements is charged over the period of lease.

1.8 Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of Assets. Qualifying Asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are treated as period cost and charged to the profit and loss account in the year in which it was incurred.

1.9 Impairment of Assets

An asset is impaired if there is sufficient indication that the carrying cost would exceed the recoverable amount of cash generating asset. In that event an impairment loss so computed would be recognized in the accounts in the relevant year.

1.10 Investments

Current investments are stated at lower of cost and fair market value. Long-term investments are valued at their acquisition cost. The provision for any diminution in the value of long-term investments is made only if such a decline is other than temporary.

1.11 Inventories

Raw materials are valued at lower of Cost and Net Realizable Value.

Finished goods are valued at lower of Cost (raw material and appropriate proportion of overheads) and Net Realizable Value.

Goods held for Resale are valued at lower of cost and net realizable value.

Costs of inventories are determined on First in First out ('FIFO') basis in the ordinary course of business.

Net Realizable Value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.12 Foreign Exchange Transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on

the date of the transactions.

Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract. Any profit or loss arising on cancellation or renewal of forward exchange contracts are recognized as income or as expenses for the year.

Non-monetary items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on translation is recognized and is reflected separately in the Profit & Loss Account.

1.13 Taxations

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961.

Minimum Alternate Tax (MAT) Credit:

Minimum Alternate Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit Entitlement under Loans & Advances. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

Deferred Tax:

Deferred Tax is recognized, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income & accounting income computed for the current accounting year and reversal of earlier years' timing difference.

Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses, which are recognized to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

1.14 Employee benefits

Defined Benefit Plan

Gratuity and long-term compensated absences are provided for based on actuarial valuation carried out at the close of each year. The actuarial valuation is done by an Independent Actuary as per projected unit credit method.

Defined Contribution Plan

The Company's contribution to Employees Provident Fund and Family Pension Fund are deposited with the Regional Provident Fund Commissioner and is charged to Profit & Loss Account every year on due basis.

1.15 Segment reporting

Identification of segments

The Company's operating businesses are organized and managed separately according to the nature of products manufactured and services provided, with each segment representing a strategic business unit that offers different products. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Allocation of common costs

Common allocable costs are allocated to each segment on reasonable basis.

Unallocated items

Include general corporate income and expense items which are not allocable to any business segment.

Segment policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

1.16 Leases

Assets taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Operating lease payments are recognized as expenses in the profit and loss account on a straight-line basis over the lease term.

1.17 Cash Flow Statement

Cash flows are reported using the indirect method, whereby a profit before tax 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 flows from operating, financing and investing activities of the Company are segregated.

1.18 Earning Per Share

Earning Per Share (EPS) is calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the Weighted Average Number of equity shares outstanding during the period.

For the purpose of calculating Diluted Earning Per share, the Net Profit or Loss for the period attributable to equity shareholders is divided by the Weighted Average Number of shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares.

1.19 Miscellaneous Expenditure

Share issue expenses are adjusted from Securities Premium Account at the time of issue of respective Shares.

1.20 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent, and disclosed by way of notes to the accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to the Financial Statements as at 31st March 2014

2 Share Capital

₹ In Lacs

| Particulars | As at 31/Mar/2014 | | As at 31/Mar/2013 | |
|---|-------------------|-----------------------|-------------------|-----------------------|
| | Number | Amount (₹ In lacs) | Number | Amount (₹ In lacs) |
| Authorised | | | | |
| Equity Share of Rs. 10/- each | 150,000,000 | 15,000.00 | 150,000,000 | 15,000.00 |
| Total | 150,000,000 | 15,000.00 | 150,000,000 | 15,000.00 |
| Issued, Subscribed & Fully Paid up | | | | |
| Equity Share of Rs. 10/- each | | | | |
| Opening | 139,291,013 | 13,929.10 | 139,291,013 | 13,929.10 |
| Additions | - | - | - | - |
| Deductions | - | - | - | - |
| Closing | 139,291,013 | 13,929.10 | 139,291,013 | 13,929.10 |
| Total | 139,291,013 | 13,929.10 | 139,291,013 | 13,929.10 |

- 2.1 The rights, preference and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital are as under:

Equity Shares

The equity shares have a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2014, the

amount of dividend per share recognised as distribution to equity holders was ₹ Nil (PY ₹ 1.00). The total dividend appropriation for the year ended 31st March 2014 amounts to ₹ Nil (PY ₹ 1,392.91 lacs) excluding Dividend Distribution Tax of ₹ Nil (PY ₹ 236.73 lacs)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.2 The following holds more than 5% in equity shares of the company

₹ In Lacs

| Name of Shareholder | As at 31/Mar/2014 | | As at 31/Mar/2013 | |
|--|--------------------|--------------|-------------------|-----------------------|
| | No. of Shares held | % of Holding | Number | Amount (₹ In lacs) |
| BTL HOLDING COMPANY LTD (Formerly Known as BTL Investments & Securities Ltd) (SRS Holdings India Ltd. merged with BTL Holding Company Limited w.e.f. 18.07.2013) | 76,485,905 | 54.91 | 76,485,905 | 54.91 |

3 Reserves and Surplus

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| (A) Security Premium Account | | |
| Opening Balance | 26,607.13 | 26,607.13 |
| Add: Addition during the year | - | - |
| Closing Balance | 26,607.13 | 26,607.13 |
| (B) General Reserve | | |
| Opening Balance | 192.96 | 111.28 |
| Add: Transfer during the year | - | 81.68 |
| Closing Balance | 192.96 | 192.96 |
| (C) Surplus in Statement of Profit & Loss | | |
| Opening Balance | 14,300.60 | 12,744.94 |
| Add: Net Profit for the current year | 4,275.01 | 3,266.98 |
| Amount available for Appropriation | 18,575.61 | 16,011.92 |
| (-) Proposed Dividend | - | 1,392.91 |
| (-) Dividend Distribution Tax | - | 236.73 |
| (-) Transferred to General Reserve | - | 81.68 |
| Closing Balance | 18,575.61 | 14,300.60 |
| Total | 45,375.70 | 41,100.69 |

4 Long-Term Borrowings

₹ in Lacs

| Particulars | As at 31 st March 2014 | As at 31 st March 2013 |
|--------------------------|--------------------------------------|--------------------------------------|
| Secured | | |
| Term Loan | | |
| -From Bank | 840.37 | 2,329.60 |
| -From Other Parties | 4.76 | 11.29 |
| | 845.13 | 2,340.89 |
| Unsecured | | |
| -Deferred Credit Payment | 13.82 | 474.83 |
| -Public Deposits | 1,066.74 | - |
| | 1,080.56 | 474.83 |
| Total | 1,925.69 | 2,815.72 |

4.1 The requisite particulars in respect of secured borrowings as under:

₹ in Lacs

| Particulars | As at 31 st March 2014 | As at 31 st March 2013 | Particulars of security / guarantees / default | Terms of Repayment |
|---|--------------------------------------|--------------------------------------|--|---|
| Term Loan from Bank | | | | |
| ICICI Bank | | | | |
| Balance Outstanding | - | 115.44 | Secured against Equitable mortgage on Jasola Property of the Company and Personal guarantee of relative of Directors and corporate guarantee of SRS Finance Ltd. | 120 equal monthly installments of (revised to 162 due to change in rate of interest) commencing from January, 2008. |
| Current Maturity | - | 7.33 | | |
| Non-Current Maturity | - | 108.11 | Applicable rate of interest is 13.5% P.A. subject to change from time to time. | |
| State Bank of India - Corporate Loan | | | | |
| Balance Outstanding | 1,000.00 | 1,000.00 | On consortium with State Bank of India, State Bank of Patiala, State Bank of Bikaner & Jaipur, Bank of India, Oriental Bank of Commerce, Union Bank of India, State Bank of Travancore and Syndicate Bank is Secured against first pari pasu charge on all the fixed assets of the Company, including Equitable Mortgage of land and building at site no 4, City Center, Sector-12 Faridabad with plot area measuring 2,136.86 sq. mtr. and Multiplex-cum Shopping Mall constructed thereon in the name of the Company and further secured by first pari pasu charge on (a) 8 acres of land at Prithla in the name of SPS Buildcon Ltd. (merged with SRS Retreat Services Ltd.) (b) 6.84 acres of land at Prithla in the name of SRS Retreat Services Ltd. (c) Extension of charge on current assets. The Facility is further secured by personal guarantee of Directors and corporate guarantee of SRS Retreat Services Ltd, BTL Holding Company Limited (formerly known as BTL Investments & Securities Limited) (SRS Holdings India Ltd merged with BTL Holding Company Limited w.e.f 18.07.2013), SRS Professional Services Ltd., and SRS IT Solutions Pvt. Ltd. | 40 equal installments of ₹ 25.00 Lacs commencing from July 31, 2014. |
| Current Maturity | 225.00 | - | | |
| Non-Current Maturity | 775.00 | 1,000.00 | Applicable rate of interest is base rate + 3.25 % subject to change from time to time. | |

| Particulars | As at 31 st March 2014 | As at 31 st March 2013 | Particulars of security / guarantees / default | Terms of Repayment |
|-------------------------------------|--------------------------------------|--------------------------------------|--|---|
| <u>Indian Overseas Bank</u> | | | | |
| Balance Outstanding | - | 2,244.77 | Secured against pledge of shares of SRS Real Infrastructure Limited listed in BSE to the extent of Market Value of 1.5 times of loan amount and further secured against personal guarantee of Directors Dr. Anil Jindal, Mr. Sunil Jindal, Mr. Raju Bansal and Mr. Vinod Kumar and corporate guarantee of group company M/s SRS Real Infrastructure Limited. | 10 quarterly installments commencing from January 2012 as under: |
| Current Maturity | - | 1,744.77 | | No. Amount (Per Installment) |
| Non-Current Maturity | - | 500.00 | Applicable rate of interest is base rate + 3% subject to change from time to time | 6 250.00 4 500.00 |
| <u>Central Bank of India</u> | | | | |
| Balance Outstanding | - | 1,564.18 | Secured against subservient charge on fixed assets and extension of charge over current assets and further secured by charge over equitable mortgage of following securities already charged in Account SRS Real Infrastructure Limited : | 10 quarterly installments commencing from quarter ending January 31, 2012 as under: |
| Current Maturity | - | 1,214.18 | (a) land and building on IT Park at Khasra no. 44/22/2, 23, 24/1 Village Mewla Maharajpur, 14/5 Delhi Mathura Road Faridabad in the name of M/s SRS I-Tech Private Limited, hypothecation of plant & machineries and other fixed assets of the project, (b) residential property at E-18, Nehru Ground, New Township Faridabad measuring 66 sq. yd in the name of S B S Finance Ltd. (Now merged with SRS Finance Limited), (c) residential property at E-18, Nehru Ground, New Township Faridabad measuring 66 sq. yd in the name of Smt. Ritu Jindal, (d) residential property at 535, sec.14 Faridabad in the name of Shri Vinod Jindal and Mrs. Ritu Jindal measuring 500 sq yd. The facility is further secured by personal guarantee of Dr. Anil Jindal (Promoter Director/Chairman), Mr. Vinod Jindal (Relative of Promoter), Smt Ritu Jindal (Relative of Promoter) and corporate guarantee of M/s SRS Real Infrastructure Limited, M/s SRS I - Tech Private Limited, M/s SRS Finance Limited. | No. Amount (Per Installment) |
| Non-Current Maturity | - | 350.00 | Applicable rate of interest is base rate + 4% subject to change from time to time | 2 150.00 4 200.00 4 350.00 |
| <u>Corporation Bank</u> | | | | |
| Balance Outstanding | - | 1,595.74 | Secured against pledge of shares of SRS Real Infrastructure Limited listed in BSE to the extent of Market Value of Rs.50.00 Crore and further secured against personal guarantee of Directors. | 10 quarterly installments commencing from 4 th quarter of FY 11-12 as under: |
| Current Maturity | - | 1,245.74 | Applicable rate of interest is base rate + 4% subject to change from time to time | No. Amount (Per Installment) |
| Non-Current Maturity | - | 350.00 | | 2 150.00 4 200.00 4 350.00 |

| Particulars | As at 31 st March 2014 | As at 31 st March 2013 | Particulars of security / guarantees / default | Terms of Repayment |
|---------------------------------------|--------------------------------------|--------------------------------------|---|---|
| <u>Vehicle Loan from Banks</u> | | | | |
| Balance Outstanding | 113.10 | 48.57 | Secured against hypothecation of specified vehicles of the Company. | Total 17 number of vehicle loan repayable within 36 equal monthly installments. |
| Current Maturity | 47.73 | 27.08 | | |
| Non-Current Maturity | 65.37 | 21.49 | Applicable rate of interest is 10.10% to 12.50%. | |
| Summary | | | | |
| Balance Outstanding | 1,113.10 | 6,568.69 | | |
| Current Maturity | 272.73 | 4,239.09 | | |
| Non-Current Maturity | 840.37 | 2,329.60 | | |
| Term Loan From Other Parties | | | | |
| <u>Vehicle Loan</u> | | | Secured against hypothecation of specified vehicles of the Company. | Total 1 number of vehicle loan repayable within 36 equal monthly installments. |
| Balance Outstanding | 11.29 | 17.17 | Applicable rate of interest is 10.60%. | |
| Current Maturity | 6.53 | 5.88 | | |
| Non-Current Maturity | 4.76 | 11.29 | | |

4.2 The requisite particulars in respect of unsecured borrowings are as under:

₹ in Lacs

| Particulars | As at 31 st March 2014 | As at 31 st March 2013 | Terms of Repayment |
|---|--------------------------------------|--------------------------------------|---|
| <u>Haryana Urban Development Authority</u> | | | |
| Balance Outstanding | - | 747.31 | Repayable within 8 to 10 half yearly installments for different properties. |
| Current Maturity | - | 299.41 | |
| Non-Current Maturity | - | 447.90 | |
| <u>Others</u> | | | |
| Balance Outstanding | 26.93 | 40.04 | Repayable within 48 monthly installments. |
| Current Maturity | 13.11 | 13.11 | |
| Non-Current Maturity | 13.82 | 26.93 | |
| <u>Public Deposits</u> | | | |
| Balance Outstanding | 3,797.32 | - | Repayable in 2014-15, 2015-16 and 2016-17. |
| Current Maturity | 2,730.58 | - | |
| Non-Current Maturity | 1,066.74 | - | |
| Summary | | | |
| Balance Outstanding | 3,824.25 | 787.35 | |
| Current Maturity | 2,743.69 | 312.52 | |
| Non-Current Maturity | 1,080.56 | 474.83 | |

4.3 Thus the aggregate amount of loan guaranteed by directors is ₹ 1,000.00 lacs (PY ₹ 6,404.69 lacs)

5 Deferred Tax Liabilities (Net)

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|---|----------------------|----------------------|
| Deferred Tax Liabilities | | |
| Fixed Assets | 1,873.91 | 1,610.81 |
| Total Deferred Tax Liabilities (A) | 1,873.91 | 1,610.81 |
| Deferred Tax Assets | | |
| Provision for Retirement Benefits | 54.08 | 31.86 |
| Others | 20.02 | - |
| Total Deferred Tax Assets (B) | 74.10 | 31.86 |
| Deferred Tax Liabilities (Net) (A-B) | 1,799.81 | 1,578.95 |

6 Other Long-Term Liabilities

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Security Deposits Received (interest free) | 32.09 | 35.06 |
| Retention Money | 3.41 | 80.47 |
| Total | 35.50 | 115.53 |

7 Long-Term Provisions

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Provision for Employee Benefits * | | |
| -Gratuity | 110.63 | 59.88 |
| -Leave Encashment | 36.79 | 30.48 |
| Total | 147.42 | 90.36 |

* Also refer note no. 40.

8 Short-Term Borrowings

₹ In Lacs

| Particulars | As at 31/Mar/2014 | | As at 31/Mar/2013 | |
|---|-------------------|-----------------|-------------------|-----------|
| | Secured | Unsecured | Secured | Unsecured |
| Loan Repayable on Demand from Bank | | | | |
| -Cash Credit * | 42,839.92 | - | 15,008.49 | - |
| -Demand Loan * | 1,500.00 | - | - | - |
| -Gold Loan # | - | - | 43,379.89 | - |
| | 44,339.92 | - | 58,388.38 | - |
| Fixed Deposit Scheme | | | | |
| -Public Deposit | - | 2,725.58 | - | - |
| -Inter Corporate Deposit | - | 5.00 | - | - |
| | - | 2,730.58 | - | - |
| Total | 44,339.92 | 2,730.58 | 58,388.38 | - |

*On consortium with State Bank of India, State Bank of Patiala, State Bank of Bikaner & Jaipur, Bank of India, Oriental Bank of Commerce, Union Bank of India, State Bank of Travancore and Syndicate Bank is Secured against hypothecation of stocks & book debts and equitable mortgage of specific properties and Personal guarantee of Directors and Corporate guarantee of SRS Retreat Services Ltd., BTL Holding Company Limited {(formerly known as BTL Investments and

Securities Limited)(SRS Holdings India Ltd merged with BTL Holding Company Limited w.e.f 18.07.2013)}, SRS Professional Services Ltd., and SRSIT Solutions Pvt. Ltd.

#Gold Loan (Metal) from Bank is secured against Letter of Credit and FDR.

8.1

Thus the aggregate amount of loan guaranteed by directors is ₹ 44,339.92 lacs (PY ₹ 15,008.49 lacs)

9 Trade Payables

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--------------------------|----------------------|----------------------|
| Dues of MSMEs * | - | - |
| Dues of other than MSMEs | 43,954.83 | 1,472.49 |
| Total | 43,954.83 | 1,472.49 |

*The above information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been

identified on the basis of information available with the Company Further no interest has been paid during the year and payable as on 31st March 2014 as well as 31st March 2013 to such parties.

10 Other Current Liabilities

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Current Maturities of Long Term Debts (Refer note no. 10.1) | 292.37 | 4,557.49 |
| Interest Accrued but not due | 167.92 | 134.19 |
| Share Application Money received for Allotment of Securities due for refund and interest accrued thereon | 3.74 | 3.52 |
| Unclaimed Dividend * | 1.43 | 0.78 |
| Creditors for Capital Expenditures | 45.75 | 173.77 |
| Non Trade Payables | 665.74 | 482.15 |
| Other Payable | | |
| -Advances Received from Customers | 385.44 | 144.11 |
| -Security Deposits Received (interest free) | 7.98 | 10.10 |
| -Retention Money | 161.51 | 54.86 |
| -Book Overdraft | - | 508.29 |
| -Employees | 298.40 | 273.99 |
| -Statutory Dues | 114.28 | 107.50 |
| Total | 2,144.56 | 6,450.75 |

* Investor Education and Protection Fund will be credited as and when due.

10.1 Current Maturity of Long Term Debts (Refer note no. 4)

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|-------------------------|----------------------|----------------------|
| Secured | | |
| Term Loan | | |
| -From Bank | 272.73 | 4,239.09 |
| -From Other Parties | 6.53 | 5.88 |
| | 279.26 | 4,244.97 |
| Unsecured | | |
| Deferred Credit Payment | 13.11 | 312.52 |
| | 13.11 | 312.52 |
| Total | 292.37 | 4,557.49 |

11 Short-Term Provisions

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Provision for Employee Benefits * | | |
| -Gratuity | 9.63 | 5.77 |
| -Leave Encashment | 2.06 | 2.05 |
| Others : | | |
| -Provision for Income Tax | 510.76 | 411.68 |
| -Proposed Dividend | - | 1,392.91 |
| -Dividend Distribution Tax | - | 236.73 |
| Total | 522.45 | 2,049.14 |

* Also refer note no. 40.

12 Fixed Assets

12.1 Tangible Assets

| Description | Gross Carrying Value | | | Depreciation | | | Net Carrying Value | |
|------------------------|----------------------|-----------------|------------------|------------------|-----------------|-----------------|----------------------|-----------------|
| | As At 01.04.13 | Additions | Sale /Adjustment | As At 31.03.14 | Upto 01.04.13 | for the year | on Sale / Adjustment | Upto 31.03.14 |
| Land | 2,198.00 | 263.26 | - | 2,461.26 | - | - | - | 2,461.26 |
| Buildings | 5,184.40 | 1,824.76 | - | 7,009.16 | 435.32 | 109.41 | - | 6,464.43 |
| Leasehold Improvements | 10,893.12 | 588.22 | 646.84 | 10,834.50 | 2,232.71 | 609.07 | 182.22 | 8,174.94 |
| Temporary Structure | 2.79 | - | - | 2.79 | 2.79 | - | - | - |
| Plant & Machinery | 6,149.76 | 1,174.53 | 268.04 | 7,056.25 | 1,572.98 | 352.84 | 55.07 | 5,185.50 |
| Office Equipment | 114.99 | 106.51 | 3.76 | 217.74 | 11.13 | 8.02 | 0.22 | 198.81 |
| Furniture & Fittings | 1,731.43 | 709.88 | 96.67 | 2,344.64 | 526.89 | 180.48 | 21.78 | 1,659.05 |
| Computers | 482.66 | 133.85 | 100.89 | 515.62 | 319.12 | 82.58 | 94.93 | 208.85 |
| Vehicles | 364.58 | 128.28 | 33.12 | 459.74 | 116.75 | 37.12 | 19.67 | 325.54 |
| TOTAL | 27,121.73 | 4,929.29 | 1,149.32 | 30,901.70 | 5,217.69 | 1,379.52 | 373.89 | 6,223.32 |
| Previous Year | 26,896.25 | 1,893.23 | 1,667.75 | 27,121.73 | 4,172.91 | 1,265.84 | 221.06 | 21,904.04 |

12.2 Intangible Assets

| Description | Gross Carrying Value | | | Depreciation | | | Net Carrying Value | |
|--------------------------------|----------------------|--------------|------------------|----------------|---------------|--------------|----------------------|---------------|
| | As At 01.04.13 | Additions | Sale /Adjustment | As At 31.03.14 | Upto 01.04.13 | for the year | on Sale / Adjustment | Upto 31.03.14 |
| Computer Software (Bought Out) | 237.71 | 77.27 | 19.27 | 295.71 | 154.30 | 40.78 | 18.26 | 176.82 |
| TOTAL | 237.71 | 77.27 | 19.27 | 295.71 | 154.30 | 40.78 | 18.26 | 176.82 |
| Previous Year | 235.55 | 2.96 | 0.80 | 237.71 | 116.86 | 38.24 | 0.80 | 154.30 |

12.3 Capital Work in Progress

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Opening Balance | 2,219.14 | 849.60 |
| Add : Addition During the Year (Includes preoperative expenses (Refer note no. 12.4)) | 1,891.30 | 1,764.45 |
| Less : Transferred to Fixed Assets | 3,764.90 | 394.91 |
| Closing Balance | 345.54 | 2,219.14 |

12.4 CWIP includes Preoperative Expenses which are as follows :

₹ In Lacs

| Particulars | 2013-14 | 2012-13 |
|---|---------------|---------------|
| Traveling and Conveyance | 15.14 | 6.39 |
| Salary and Related Expenses | 29.44 | 10.24 |
| Security and House Keeping | 5.24 | - |
| Legal and Professional | 25.82 | 27.66 |
| Electricity and Water Expenses | 5.63 | 0.70 |
| Interest | - | 57.10 |
| Lease Rent including CAM | 6.70 | 16.20 |
| Other Expenses | 3.49 | 4.67 |
| Total for the Year | 91.46 | 122.96 |
| Add: Brought forward from Previous Year | 198.09 | 92.19 |
| Grand Total | 289.55 | 215.15 |
| Less: Allocated to Fixed Assets | 270.95 | 17.06 |
| Balance Carried Forward | 18.60 | 198.09 |

13 Non-Current Investments

₹ In Lacs

| Particulars | As at 31/Mar/2014 | | As at 31/Mar/2013 | |
|---|--------------------------|--------|--------------------------|-------------|
| | No. of Shares / Units | Amount | No. of Shares / Units | Amount |
| Trade Investments (Unquoted , at cost) | | | | |
| Investment in National Saving Scheme - NSC (Pledged with Sales Tax Authority) | - | - | - | 0.20 |
| Total | - | - | - | 0.20 |
| Aggregate Value of Unquoted Investments | | - | | 0.20 |

14 Long-Term Loans & Advances (Unsecured, considered good)

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Capital Advances | 64.34 | 193.98 |
| Security Deposits | | |
| - To Related Parties (Refer note no. 42) (in which certain Directors of the company are also interested as Director) | - | 690.00 |
| - To Others | 1,148.03 | 842.73 |
| Advances to Employee | 0.86 | - |
| Prepaid Expenses | 5.15 | 2.24 |
| Total | 1,218.38 | 1,728.95 |

15 Other Non-Current Assets

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|---|----------------------|----------------------|
| Other Bank Balances-Restricted Cash -Fixed Deposits pledged with bank for bank guarantees given to authorities (Refer note no. 19.1) | 70.50 | 542.98 |
| Total | 70.50 | 542.98 |

16 Current Investments

₹ In Lacs

| Particulars | Face Value | As at 31/Mar/2014 | | As at 31/Mar/2013 | |
|--|------------|-----------------------|---------------|-----------------------|---------------|
| | | No. of Shares / Units | Amount | No. of Shares / Units | Amount |
| Investment in Mutual Funds (Quoted, valued at lower of cost and fair value) | | | | | |
| UNION KBC Capital Protection Oriented Fund - Regular Growth | 10 | 1,550,000 | 155.00 | 1,500,000 | 150.00 |
| (Kept as margin money against LC) | | | | | |
| Total | | 1,550,000 | 155.00 | 1,500,000 | 150.00 |
| Aggregate Value of Quoted Investments | | | 155.00 | | 150.00 |

17 Inventories

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|---|-------------------|-------------------|
| (As Verified, Valued and Certified by the Management) | | |
| Raw Material * | 3,955.66 | 987.63 |
| Finished Goods# | 9,259.44 | 20,848.64 |
| Stock in Trade@ | 13,543.08 | 7,900.26 |
| Total | 26,758.18 | 29,736.53 |

 * Raw Material of ₹ 2,163.48 lacs (PY ₹ 754.62 lacs) as on 31st March 2014 is lying with third parties.

 # Finished Goods of ₹ 81.71 lacs (PY ₹ 19.12 lacs) as on 31st March 2014 is lying with third parties.

 @ Stock in Trade of ₹ 112.79 lacs (PY ₹ 169.12 lacs) as on 31st March 2014 is lying with third parties.

18 Trade Receivables

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|---|-------------------|-------------------|
| Trade receivables outstanding for a period exceeding six months from the date they are due for payment : | | |
| - Secured, Considered Good | 0.18 | 0.10 |
| - Unsecured, Considered Good | 1,558.23 | 957.12 |
| Other Trade Receivables | | |
| - Secured, Considered Good | 7.85 | 10.86 |
| - Unsecured, Considered Good | 84,561.63 | 57,433.27 |
| Total | 86,127.89 | 58,401.35 |

19 Cash & Bank Balances

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|---|-------------------|-------------------|
| (A) Cash & Cash Equivalents | | |
| Cash in Hand | 810.95 | 797.64 |
| Balances with banks | | |
| -in Current Accounts | 1,647.16 | 2,908.61 |
| -in Deposit Accounts (See note 19.1) | 2,540.43 | 378.05 |
| -in EEFC Account | 0.03 | - |
| (B) Other Bank Balances | | |
| -in Deposit Accounts (See note 19.1) | 8,739.94 | 6,461.17 |
| -in Earmarked Accounts | | |
| Share Application Money received for Allotment of Securities due for refund | 3.74 | 3.52 |
| Unclaimed Dividend Account | 1.43 | 0.78 |
| Total | 13,743.68 | 10,549.77 |

| Particulars | As at 31/Mar/2014 | | | As at 31/Mar/2013 | | |
|---|-------------------|---|--------------------|-------------------|---|--------------------|
| | Total | Kept as margin Money against guarantees / LC / Pledged with Sales Tax Authorities | Free from any lien | Total | Kept as margin Money against guarantees / LC / Pledged with Sales Tax Authorities | Free from any lien |
| FDR Balances with Bank | | | | | | |
| Deposit Account with Bank | | | | | | |
| -Upto 3 months maturity from date of acquisition | 2,540.43 | 2,540.43 | - | 378.05 | 378.05 | - |
| -Upto 12 months maturity from date of acquisition | 8,206.97 | 8,206.97 | - | 5,784.38 | 5,784.38 | - |
| -Maturity more than 12 months but within one year from the reporting date | 532.97 | 532.97 | - | 676.79 | 676.79 | - |
| Shown as Current Assets | 11,280.37 | 11,280.37 | - | 6,839.22 | 6,839.22 | - |
| -Maturity more than 12 months but after one year from the reporting date | 70.50 | 70.50 | - | 542.98 | 542.98 | - |
| Shown as Non-Current Assets | 70.50 | 70.50 | - | 542.98 | 542.98 | - |
| Total | 11,350.87 | 11,350.87 | - | 7,382.20 | 7,382.20 | - |

20 Short-Term Loans & Advances (Unsecured, considered good)

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|---|-------------------|-------------------|
| (a) Loans & Advances to Related parties | | |
| -Advances for Margin Money (in which relatives of directors are interested) (Refer note no. 42) | - | 79.92 |
| -Advances recoverable in cash or in kind or for which value to be received (in which certain Directors of the company are also interested as Director) (Refer note no. 42) | - | 15.12 |
| (b) Others Loans & Advances | | |
| Advances to Suppliers | 1,018.94 | 1,091.57 |
| Advances to Employees | 24.93 | 9.19 |
| Advances recoverable in cash or in kind or for which value to be received | 488.95 | 700.15 |
| Security Deposits | 182.29 | 113.75 |
| Prepaid Expenses | 304.26 | 236.36 |
| MAT Credit Entitlement | 585.90 | 75.15 |
| Cenvat & VAT Recoverable | 149.28 | 67.83 |
| Total | 2,754.55 | 2,389.04 |

21 Other Current Assets

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|------------------------------|-------------------|-------------------|
| Interest Accrued but not Due | 280.18 | 216.46 |
| Other Receivables | 654.39 | 69.24 |
| Total | 934.57 | 285.70 |

22 Contingent Liabilities & Commitments

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--|----------------------|----------------------|
| Contingent Liabilities | | |
| - Contingent Liabilities not provided for in respect of Legal Matters' | 10.05 | 8.07 |
| - Pending Export Obligations (duty forgone) | 134.75 | - |
| Commitments | | |
| - Capital Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for | 179.76 | 745.40 |

23 Dividend

₹ In Lacs

| Particulars | As at 31/Mar/2014 | As at 31/Mar/2013 |
|--------------------------|----------------------|----------------------|
| Proposed Equity Dividend | - | 1,392.91 |
| Dividend per share | Nil | Re. 1/- |

24 Foreign Currency Exposure that are not hedged by derivative transactions or otherwise

| Particulars | Currency | As at 31/Mar/2014 | | As at 31/Mar/2013 | |
|------------------------------|----------|-------------------|-----------|-------------------|-----------|
| | | USD in Lacs | ₹ in Lacs | USD in Lacs | ₹ in Lacs |
| Foreign Currency Receivables | USD | 414.68 | 24,855.08 | 42.68 | 2,321.44 |
| Foreign Currency Payables | USD | 414.09 | 24,819.50 | - | - |

25 Revenue from Operations

₹ in Lacs

| Particulars | For the year ended | |
|---|--------------------|-------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Sale of Goods | | |
| -Gold & Jewellery | 315,871.66 | 262,281.89 |
| -Food & Beverages | 3,048.55 | 3,513.51 |
| -Retail | 18,110.89 | 16,408.55 |
| -Income from sale of tickets of films * | 6,101.31 | 5,920.23 |
| {(net of entertainment and show tax of ₹ 1,405.54 Lacs (PY ₹ 707.61 Lacs))} | | |
| | 343,132.41 | 288,124.18 |
| Sale of Services | | |
| -Lease Rent Income | 195.62 | 236.80 |
| -Common Area Maintenance Charges | 33.00 | 26.40 |
| -Advertisement Income | 366.29 | 336.80 |
| -Income From Film Distribution | 126.86 | 93.57 |
| -Banquet Facility Income | 0.68 | 14.68 |
| | 722.45 | 708.25 |
| Other Operating Revenue | | |
| -Commission Income | 19.29 | - |
| -Trademark / Franchise Fee | 15.02 | 5.34 |
| -Management Fees | 48.68 | 41.62 |
| | 82.99 | 46.96 |
| Total | 343,937.85 | 288,879.39 |

* Income from sale of tickets of films includes Entertainment Tax of ₹ 469.93 lacs (PY ₹ 792.67 lacs) for which the company is exempted for deposition in terms of the scheme of U.P. State Government.

26 Other Income

₹ in Lacs

| Particulars | For the year ended | |
|--|--------------------|-----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Interest Income | 695.44 | 426.20 |
| Other Non-Operating Income | | |
| -Bad Debts & balance w/off (net) (Refer note no. 32) | - | 8.99 |
| -Foreign Exchange Fluctuation (net) | 98.03 | 621.43 |
| -Sale of Scrap | 34.17 | 29.53 |
| -Insurance Claim Received | 9.05 | - |
| -Miscellaneous Income | 8.34 | 8.53 |
| -Profit on Capital Assets | - | 50.59 |
| -Prior Period Income (Refer note no. 32) | - | 7.62 |
| Total | 845.03 | 1,152.89 |

27 Cost of materials consumed

₹ in Lacs

| Particulars | For the year ended | |
|---------------------|--------------------|-------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Gold Bar | 101,969.92 | 163,770.82 |
| Silver | - | - |
| Semi Precious Stone | 18.38 | 3.02 |
| Food & Beverages | 1,208.54 | 1,444.41 |
| Total | 103,196.84 | 165,218.25 |

28 Purchase of Stock-in-Trade

₹ in Lacs

| Particulars | For the year ended | |
|------------------|--------------------|-------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Gold & Jewellery | 194,671.62 | 99,900.19 |
| Food & Beverages | 14.75 | 13.48 |
| Retail | 15,898.02 | 13,752.02 |
| Total | 210,584.39 | 113,665.69 |

29 Change in Inventories

₹ in Lacs

| Particulars | For the year ended | |
|---|--------------------|--------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Closing Stock | | |
| Finished Goods | 9,259.44 | 20,848.64 |
| Stock in Trade | 13,543.08 | 7,900.26 |
| Opening Stock | | |
| Finished Goods | 20,848.64 | 9,985.80 |
| Stock in Trade | 7,900.27 | 6,952.07 |
| Decrease / (Increase) in Inventories | 5,946.39 | (11,811.03) |

29.1 Details of Closing Stock

₹ in Lacs

| Particulars | For the year ended | |
|-----------------------|--------------------|------------------|
| | as at 31-Mar-14 | as at 31-Mar-13 |
| Finished Goods | | |
| Gold & Jewellery | 9,259.44 | 20,848.64 |
| | 9,259.44 | 20,848.64 |
| Stock in Trade | | |
| Gold & Jewellery | 11,142.59 | 6,099.46 |
| Retail | 2,400.49 | 1,800.80 |
| | 13,543.08 | 7,900.26 |
| Total | 22,802.52 | 28,748.90 |

30 Employee benefits expense

₹ in Lacs

| Particulars | For the year ended | |
|--|--------------------|-----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Salaries, Wages and Bonus | 2,523.03 | 2,310.85 |
| Contribution to Provident Fund & Other Fund | 241.54 | 215.14 |
| Staff Welfare Expenses | 101.81 | 105.97 |
| Provision for Employees Benefits (Refer note no. 40) | 64.54 | 18.06 |
| Total | 2,930.92 | 2,650.02 |

31 Finance Cost

₹ in Lacs

| Particulars | For the year ended | |
|---|--------------------|-----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Interest on: | | |
| -Term Loans | 779.85 | 1,284.76 |
| -Cash Credit/Overdraft | 2,093.77 | 1,831.04 |
| -Gold Loans | 927.50 | 1,020.19 |
| -Fixed Deposits | 271.05 | - |
| -Unsecured Loans and Others | 127.30 | 150.64 |
| Bank Charges and Other Financial Expenses | 1,113.99 | 677.95 |
| Total | 5,313.46 | 4,964.58 |

32 Other Expenses

₹ in Lacs

| Particulars | For the year ended | |
|---|--------------------|-----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Jobwork Charges | 137.40 | 97.48 |
| Security & House Keeping | 1,092.18 | 947.32 |
| Loss on Future/Forward-Commodity & Currency | 152.97 | 310.74 |
| Packaging Expenses | 60.12 | 51.67 |
| Distributor Share & Commission Charges | 2,473.73 | 2,445.61 |
| Fuel Charges | 89.10 | 131.14 |
| Bad Debts & balance w/off (net) (Refer note no. 26) | 3.58 | - |
| Consumable Expenses | 21.12 | 41.40 |
| Freight & Cartage | 23.62 | 13.03 |
| Other Operational Expenses | 22.49 | 18.76 |
| Lease Rent Paid | 3,001.32 | 2,914.86 |
| Banquet Facility Expenses | - | 3.37 |
| Electricity & Water Expenses | 993.43 | 898.83 |
| Insurance Expenses | 93.55 | 77.65 |
| Repair and Maintenance: | | |
| -Plant & Machinery | 266.08 | 209.99 |
| -Building | 65.78 | 31.14 |
| -Others | 195.40 | 96.41 |
| Rates & Taxes | 175.78 | 345.35 |
| Payment to Auditors (Refer note no. 32.1) | 28.74 | 29.21 |
| Legal & Professional Expenses | 71.48 | 72.99 |
| Directors' Sitting Fee | 9.59 | 6.83 |
| Miscellaneous Expenses | 216.60 | 203.12 |
| Fixed Assets & CWIP written off | 14.77 | 0.25 |
| Loss on Capital Assets | 126.12 | - |
| Donation | 1.51 | 14.97 |
| Corporate Social Responsibility Expenses | 5.78 | - |
| Travelling & Conveyance Expenses | 116.30 | 176.67 |
| Selling & Distribution Expenses | 239.80 | 178.12 |
| Commission & Service Charges | 110.52 | 57.91 |
| Advertisement | 522.11 | 433.65 |
| Prior Period Expenses (Refer note no. 26) | 0.69 | - |
| Total | 10,331.66 | 9,808.47 |

32.1 Payment to Auditors

₹ in Lacs

| Particulars | For the year ended | |
|--------------------------------|--------------------|--------------|
| | 31-Mar-14 | 31-Mar-13 |
| Payment to Auditors | | |
| -As Auditors | 19.10 | 19.10 |
| -For Certification | 5.06 | 5.05 |
| -For Taxation Matters | 3.93 | 4.00 |
| -For Reimbursement of Expenses | 0.65 | 1.06 |
| Total# | 28.74 | 29.21 |

#Figures are inclusive of service tax.

33 Utilisation of IPO Proceeds

Pursuant to the approval of the shareholders of the Company granted in their Extra-Ordinary General Meeting held on 27th April 2010, the Company came out with an Initial Public Offer ("IPO") of 3,50,00,004 Equity shares of ₹ 10 each at a premium of ₹ 48 per share and made allotment of 3,50,00,004 equity shares on 13th September 2011. The issue has been made in accordance with the terms of the Company's prospectus dated 4th September, 2011 and the shares of the Company got listed on the Bombay Stock Exchange Limited and The National Stock Exchange of India Limited on 16th September 2011

₹ in Lacs

| Particulars | Amount | |
|---|-----------|-----------------|
| | 31-Mar-14 | 31-Mar-13 |
| IPO proceeds available for utilisation | - | 3,990.88 |
| Utilization of the net proceeds from IPO | | |
| Working Capital | - | 3,532.86 |
| Expansion | - | 458.02 |
| Others | - | - |
| Total | - | 3,990.88 |
| Balance unutilised | - | - |

34 "Earning per Share" computed in accordance with Accounting Standard (AS)-20 "Earning Per Share":

₹ in Lacs

| Particulars | Amount | |
|---|-------------|-------------|
| | 31-Mar-14 | 31-Mar-13 |
| a) Numerator: | | |
| Net Profit after taxation as per Statement of Profit & Loss | 4,275.01 | 3,266.98 |
| b) Denominator: | | |
| No. of Shares at the beginning of the year | 139,291,013 | 139,291,013 |
| Total Equity Shares outstanding at the end of the year | 139,291,013 | 139,291,013 |
| Weighted average no. of equity shares for the year | 139,291,013 | 139,291,013 |
| Weighted average no. of diluted equity shares for the year | 139,291,013 | 139,291,013 |
| c) Face Value per share (in ₹) | 10 | 10 |
| d) Earning per Share (EPS): | | |
| -Basic (in ₹) | 3.07 | 2.35 |
| -Diluted (in ₹) | 3.07 | 2.35 |

35 Value of Imported and Indigenous Material Consumed

| Particulars | For the year ended | | | |
|--------------|--------------------|--------|------------|--------|
| | 31-Mar-14 | | 31-Mar-13 | |
| | ₹ in lacs | % | ₹ in lacs | % |
| Imported | 30,871.66 | 29.92 | 21,131.36 | 12.79 |
| Indigenous | 72,325.19 | 70.08 | 144,086.89 | 87.21 |
| Total | 103,196.85 | 100.00 | 165,218.25 | 100.00 |

36 Value of Import on CIF Basis (On accrual basis)

₹ in Lacs

| Particulars | For the year ended | |
|--------------|--------------------|------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Materials | 32,097.91 | 21,124.19 |
| Total | 32,097.91 | 21,124.19 |

37 Earning in Foreign Exchange from (on accrual basis):

₹ in Lacs

| Particulars | For the year ended | |
|-----------------|--------------------|------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Export of goods | 39,258.94 | 22,391.46 |
| Total | 39,258.94 | 22,391.46 |

38 Expenditure in Foreign Currency (On accrual basis):

₹ in Lacs

| Particulars | For the year ended | |
|-----------------------------|--------------------|-------------|
| | 31-Mar-14 | 31-Mar-13 |
| Tour & Travelling | - | 2.18 |
| Currency Remittance Charges | 1.44 | - |
| Total | 1.44 | 2.18 |

39 The amount of Exchange Difference (Net):

The Foreign Exchange Income of ₹ 98.02 lacs {PY ₹ 621.43 lacs} resulting from settlement and realignment of foreign exchange transaction has been adjusted in the Statement of Profit & Loss.

40 Employee Benefits

a) Defined Contribution Plans :-

The Company has recognised ₹ 241.54 lacs (PY ₹ 215.14 lacs) as expense in Statement of Profit & Loss.

b) Defined Benefit Plans :-

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded. The Company has also provided for Leave Encashment which is unfunded.

The following tables summarize the components of net benefit expense recognized in the Statement of Profit & Loss, the funded status and amounts recognized in the balance sheet for the respective plans (as per Actuarial Valuation as on 31st March 2014).

The principal assumptions used in determining gratuity and leave liability for the Company's plans are shown below:

| Particulars | Earned Leave | | Gratuity | |
|--|--------------|---------|----------|---------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Discount Rate (based on the market yields available on Government bonds at the accounting date with term that matches that of the liabilities) | 9.00% | 8.00% | 9.00% | 8.00% |
| Salary increase (taking into account inflation, seniority, promotion and other relevant factor) | 6.50% | 5.50% | 6.50% | 5.50% |
| Expected Rate of Return on Plan Assets | 0.00% | 0.00% | 6.75% | 9.15% |
| Average Outstanding Service of Employees upto retirement (years) | 31.01 | 31.18 | 31.01 | 31.18 |

Changes in the present value of Defined Benefit Obligation are as follows:

₹ in Lacs

| Particulars | Earned Leave | | Gratuity | |
|--|--------------|---------|----------|---------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Present Value of Defined Benefit Obligation at the beginning of the year | 32.53 | 30.70 | 98.77 | 82.21 |
| Interest Cost | 2.93 | 2.46 | 8.89 | 6.58 |
| Past Service Cost | - | - | - | - |
| Current Service Cost | 10.76 | 10.36 | 35.83 | 27.74 |
| Benefits Paid | (3.90) | (1.36) | (5.77) | (1.41) |
| Actuarial (gain) / loss on obligation | (3.47) | (9.63) | 11.95 | (16.35) |
| Present Value of Defined Benefit Obligation at the end of the year | 38.85 | 32.53 | 149.67 | 98.77 |

Changes in the fair value of Plan Assets are as follows:

₹ in Lacs

| Particulars | Gratuity | |
|--|----------|---------|
| | 2013-14 | 2012-13 |
| Fair value of the plan assets at the beginning of the year | 33.12 | 31.67 |
| Expected return on Plan Assets | 2.24 | 2.90 |
| Contribution by employer | - | - |
| Benefits Paid | (5.77) | (1.41) |
| Actuarial (gain) / loss on Plan Assets | (0.17) | (0.03) |
| Fair value of the plan assets at the end of the year | 29.41 | 33.12 |

Net Asset / (Liability) recognized in the Balance Sheet as on 31st March 2014:

₹ in Lacs

| Particulars | Earned Leave | | Gratuity | |
|--|--------------|---------|----------|---------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Present Value of Defined Benefit Obligation at the beginning of the year | 38.85 | 32.53 | 149.67 | 98.77 |
| Fair Value of Plan Assets | Nil | Nil | 29.41 | 33.12 |
| Net Asset / (Liability) recognized in the Balance Sheet | (38.85) | (32.53) | (120.26) | (65.65) |

Net Employees Benefit Expense (recognized in the Statement of Profit & Loss for the year ended 31st March 2014:

₹ in Lacs

| Particulars | Earned Leave | | Gratuity | |
|---|--------------|---------|----------|---------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Current Service Cost | 10.76 | 10.36 | 35.83 | 27.74 |
| Past Service Cost | Nil | Nil | - | - |
| Interest Cost | 2.93 | 2.46 | 8.89 | 6.58 |
| Expected return on plan assets | Nil | Nil | (2.24) | (2.90) |
| Net actuarial (gain) / loss recognized in the year | (3.47) | (9.63) | 12.12 | (16.31) |
| Expenses recognized in the statement of Profit & Loss | 10.22 | 3.19 | 54.60 | 15.11 |

Bifurcation of Obligation at the end 31st March 2014 :

₹ in Lacs

| Particulars | Earned Leave | | Gratuity | |
|-----------------------------------|--------------|--------------|---------------|--------------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Current Liability (Short Term) | 2.06 | 2.05 | 9.63 | 5.77 |
| Non Current Liability (Long Term) | 36.79 | 30.48 | 110.63 | 59.88 |
| Total | 38.85 | 32.53 | 120.26 | 65.65 |

41 Segment Reporting

The Company has identified three reportable segments viz. Cinemas, Retail and Gold & Jewellery. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating

activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

- b) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable"

41.1 Primary Segment Information :

₹ in Lacs

| Particulars | Cinemas | Retail | Gold & Jewellery | Corporate & Others (Unallocable) | Total |
|--|-------------------------|--------------------------|----------------------------|----------------------------------|-----------------------------------|
| 1 Segment Revenue | | | | | |
| Net Sales/Income (There is no inter-segment revenue) | 8,333.87 (7,895.77) | 18,267.45 (16,576.60) | 315,871.66 (262,281.89) | 1,464.87 (2,125.13) | 343,937.85 (288,879.39) |
| 2 Segment Result | | | | | |
| Before interest, other income, depreciation, non-cash expenses and taxes | 1,503.37 (2,003.54) | 56.97 (535.05) | 11,483.01 (9,356.11) | (1,951.23) (-2,597.06) | 11,092.12 (9,297.64) |
| Add: Other Income | 7.01 (13.99) | 40.50 (3.81) | 98.84 (621.85) | 698.68 (504.25) | 845.03 (1,143.90) |
| Less: Depreciation | 726.04 (618.36) | 152.00 (151.71) | 35.50 (27.23) | 506.76 (506.78) | 1,420.30 (1,304.08) |
| Less: Non-cash Items | (4.21) (-1.08) | 21.90 (21.98) | (0.22) (-4.23) | 127.00 (-76.01) | 144.47 (-59.34) |
| Profit / (-) Loss before interest and taxes | 788.55 (1,400.25) | (76.43) (365.17) | 11,546.57 (9,954.96) | (1,886.31) (-2,523.58) | 10,372.38 (9,196.80) |
| Finance Cost | | | | 5,313.46 (4,964.58) | 5,313.46 (4,964.58) |
| Profit before taxes | | | | | 5,058.92 (4,232.22) |
| Taxes | | | | 783.91 (965.24) | 783.91 (965.24) |
| Net Profit | | | | | 4,275.01 (3,266.98) |
| 3 Other Informations: | | | | | |
| Segment Assets | 10,255.90 (9,292.47) | 4,950.53 (4,143.17) | 112,593.79 (88,762.85) | 29,105.34 (25,792.62) | 156,905.56 (127,991.11) |
| Segment Liabilities | 860.02 (747.71) | 1,233.64 (971.76) | 67,196.56 (47,635.78) | 28,310.54 (23,606.07) | 97,600.76 (72,961.32) |

Note: Figures in brackets are for previous year.

41.2 Secondary Segment Information :

Secondary segment for the company constitute domestic market and international market.

₹ in Lacs

| | Particulars | FY 2013-14 | FY 2012-13 |
|----------|-------------------------------------|-------------------|-------------------|
| 1 | Segment Revenue | | |
| | Net Sales/Income | | |
| | (There is no inter-segment revenue) | | |
| | - Within India | 304,678.91 | 266,487.93 |
| | - Outside India | 39,258.94 | 22,391.46 |
| | Total Revenue | 343,937.85 | 288,879.39 |
| 2 | Segment Assets | | |
| | - Within India | 132,050.51 | 125,669.67 |
| | - Outside India | 24,855.05 | 2,321.44 |
| | Total Assets | 156,905.56 | 127,991.11 |
| 3 | Segment Liability | | |
| | - Within India | 97,600.76 | 72,961.32 |
| | - Outside India | - | - |
| | Total Liability | 97,600.76 | 72,961.32 |

42 Related Party Disclosure

As per Accounting Standard (AS)-18 "Related Party Disclosures", the Company's related parties and transactions are disclosed below:

a List of related parties & relationships, where control exists:

Holding Company

BTL Holding Company Limited

(Formerly known as BTL Investments & Securities Ltd.) (SRS Holdings India Ltd. merged with BTL Holding Company Limited w.e.f. 18.07.2013)

Subsidiary Company

SRS Cinemas & Entertainment Limited (From 20.05.2013 to 25.01.2014)

SRS Modern Retail Limited (From 24.05.2013 to 25.01.2014)

Fellow Subsidiary Company

SRS Real Infrastructure Ltd. (From 18.07.2013)

Step Down Subsidiary Company

SRS Real Estate Ltd. (From 18.07.2013)

SRS Retreat Services Ltd. (From 18.07.2013)

b Related parties & relationships with whom transactions have taken place during the year:

i Key Management Personnel (KMP)

Dr. Anil Jindal -Chairman

Mr. Sunil Jindal -Managing Director

Mr. Raju Bansal -Whole Time Director

Mr. Vinod Kumar -Whole Time Director

ii Enterprises owned or significantly influenced by KMP and/or their Relatives

SRS Finance Ltd.

BTL Holding Company Limited

(Formerly known as BTL Investments & Securities Ltd.) (SRS Holdings India Ltd. merged with BTL Holding Company Limited w.e.f. 18.07.2013)

SRS Real Infrastructure Ltd.

SRS Real Estate Ltd.

SRS Global Securities Ltd.

SRS Portfolio Ltd (Upto 10.12.2013)

SRS Cinemas & Entertainment Limited (From 20.05.2013)

SRS Modern Retail Limited (From 24.05.2013)

SRS Royal Bites Limited (From 11.06.2013)

c Transactions with related Parties:

₹ in Lacs

| S. No. | Name of the Party | Nature of Transaction | Nature | 2013-14 | 2012-13 |
|--------|------------------------------|---|---|---|--|
| 1 | SRS Finance Ltd. | Banquet Rent Banquet Facility Income Rent Received Sale of Materials Reimbursement of Expenses Off Balance Sheet Items Corporate Guarantee Received | Income Income Income Income Expense | 0.08 0.04 12.00 1.86 - - | 0.04 0.01 - 0.07 0.40 2,649.00 |
| 2 | SRS Real Infrastructure Ltd. | Reimbursement of Expenses (net) Banquet Facility Income Banquet Rent CAM Charges Paid Electricity Charges Paid Rent Paid Purchase of Building Material (Repair & Maintenance Expenses) Advance Given and Received Back Purchase of Fixed Assets Sale of Goods Security Deposit Received back Closing Balance: Trade Receivable Advances recoverable Security Receivable Off Balance Sheet Items Corporate Guarantee Received | Expense Income Income Expense Expense Expense Expense Assets Assets Income Assets Assets Assets Assets | 0.36 0.06 0.08 39.93 31.03 - 2.82 - 674.88 6.83 690.00 - - - - - | 15.66 0.07 0.31 - - 43.82 0.07 5.12 537.87 21.62 - 0.28 6.84 690.00 6,000.00 |
| 3 | SRS Real Estate Ltd. | Office Rent and Other Income received Banquet Rent Banquet Facility Income Reimbursement of Expenses (Net) Sale of Goods Closing Balance Trade Receivable Advances recoverable | Income Income Income Expense Income Assets Assets | 4.68 0.31 0.07 5.71 26.64 - - | 17.00 - - 89.48 20.03 1.12 4.89 |
| 4 | SRS Portfolio Ltd. | Profit / (Loss) on Future/Forward Commodity Gold Sale of Fixed Assets Payment made for physical delivery of Gold Future Commodity Gold-Brokerage & Other Trading Charges Reimbursement of Expenses (Net) Advance given for Margin Money (Net) Closing Balance Advance for Margin Money | Income / (Expense) Assets Expense Expense Expense Assets Assets | (166.45) - 711.45 3.96 4.71 - - | (271.18) 284.01 1,467.35 52.00 - 79.92 79.92 |

| S. No. | Name of the Party | Nature of Transaction | Nature | 2013-14 | 2012-13 |
|--------|--|---|-----------|-----------|-----------|
| 5 | SRS Global Securities Ltd. | Reimbursement of expenses | Expense | - | 7.68 |
| | | Profit / (Loss) on Future/ Forward-Currency Trading | Income | 6.72 | - |
| | | Brokerage & Other Trading Charges | Expense | 0.38 | - |
| | | Sale of Fixed Assets & CWIP | Assets | 96.15 | 231.94 |
| | | Closing Balance | | | |
| | | Advances recoverable | Assets | - | 3.39 |
| 6 | BTL Holding Company Limited (Formerly known as BTL Investments & Securities Ltd.) (SRS Holdings India Ltd. merged with BTL Holding Company Limited) | Reimbursement of expenses | Expense | 13.05 | 14.44 |
| | | Off Balance Sheet Items Corporate Guarantee Received | | - | 64,778.00 |
| 7 | SRS Cinemas & Entertainment Ltd. | Investment in Subsidiary made and disposed off during the year | Assets | 5.00 | - |
| | | Closing Balance Investment in Subsidiary | Assets | - | - |
| 8 | SRS Modern Retail Limited | Investment in Subsidiary made and disposed off during the year | Assets | 5.00 | - |
| | | Closing Balance Investment in Subsidiary | Assets | - | - |
| 9 | SRS Royal Bites Limited | Investment in Equity Share made and disposed off during the year | Assets | 0.50 | - |
| | | Closing Balance Investment in Equity Share | Assets | - | - |
| 9 | SRS Retreat Services Ltd. | Off Balance Sheet Items Corporate Guarantee Received | | 83,500.00 | - |
| 10 | Dr. Anil Jindal | Director's Remuneration | Expense | 179.89 | 179.33 |
| | | Closing Balance Amount Payable | Liability | 7.88 | 10.03 |
| 11 | Mr. Sunil Jindal | Director's Remuneration | Expense | 21.60 | 21.60 |
| | | Closing Balance Amount Payable | Liability | 1.73 | 1.80 |
| 12 | Mr. Raju Bansal | Director's Remuneration | Expense | 17.86 | 17.86 |
| | | Closing Balance Amount Payable | Liability | 1.49 | 1.19 |
| 13 | Mr. Vinod Kumar Gupta | Director's Remuneration | Expense | 29.86 | 17.86 |
| | | Closing Balance Amount Payable | Liability | 1.87 | 1.18 |

43 In accordance with Accounting Standard "AS-19 on Leases" the following disclosures in respect of operating leases is made as under:

A. Assets taken on operating lease:

- a) The Company has taken certain shops/offices/other Fixed Assets on non-cancellable operating lease. Minimum lease payments of ₹ 2,741.51 lacs (PY ₹ 2,250.49 lacs) are charged to Statement of Profit & Loss during the year.
- b) Total contingent rents (Calculated on Revenue Sharing Basis) recognized as expense in the statement of profit and loss for the year is ₹ 259.81 lacs (PY ₹ 630.66 lacs).
- c) Future commitments in respect of minimum lease payments payable in respect of aforesaid lease entered by the Company are as follows:

| | | ₹ in Lacs | |
|----|---|------------------|-----------------|
| | Particulars | As at 31.03.2014 | As at 31-Mar-13 |
| a. | Not later than one year | 2,978.89 | 1,978.06 |
| b. | Later than one year and not later than five years | 10,443.13 | 7,113.10 |
| c. | Later than five years | 6,144.76 | 2,391.31 |

d) Sub-lease payments received (on accrual basis) of ₹ 135.78 lacs (PY ₹ 187.96 lacs) are recognized in the Statement of Profit & Loss.

e) The total of future minimum sub-lease payments expected to be received under non-cancellable sub-leases at the Balance Sheet date are ₹ 248.91 lacs (PY ₹ 160.03 lacs).

B. Assets given on operating lease:

- a) Future minimum lease payments receivable by the Company in respect of non-cancellable operating lease for shops / kiosks entered by the Company are as follows:

| | | ₹ in Lacs | |
|----|---|------------------|-----------------|
| | Particulars | As at 31.03.2014 | As at 31-Mar-13 |
| a. | Not later than one year | 121.73 | 111.40 |
| b. | Later than one year and not later than five years | 274.76 | 153.49 |
| c. | Later than five years | 119.77 | 6.27 |

b) Total contingent rents (Calculated on Revenue Sharing Basis) recognized as income in the statement of profit and loss for the year is ₹ 27.12 lacs (PY ₹ 42.68 lacs).

- 44 In the opinion of the management, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities has been made.
- 45 All amounts in the financial statements are rounded off to the nearest Rupee in lacs, except as otherwise stated.
- 46 Note 1 to 45 are annexed to and form an integral part of the Balance Sheet as at 31st March 2014 and Statement of Profit & Loss for the year ended as on that date.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Regn. No. 000756N

(Yogesh K. Gupta)
Partner
M. No. 093214



For **Rakesh Raj & Associates**
(Chartered Accountants)
Firm Regn. No. 005145N

(Ruchi Jain)
Partner
M. No. 099920



For and on behalf of the Board

(Sunil Jindal)
Managing Director
DIN-00013791

(Navneet Kwatra)
COO & Company Secretary
M. No. 16672

(Raju Bansal)
Whole-Time Director
DIN-00007344

(Bhagwan Dass)
Chief Financial Officer

Place: Faridabad
Date 28th May 2014

SRS LIMITED

Regd. Office: SRS Tower, 305 & 307, 3rd Floor, Near Metro Station Mewla Maharajpur,
G.T Road, Faridabad (NCR Delhi) - 121003 **T** 0129-4323100 **F** 0129-4323195
W www.srsparivar.com , **E** info@srsparivar.com
CIN: L74999HR2000PLC040183

ATTENDANCE SLIP

Folio No./ DP ID/ Client ID:

Number of Shares held:

Name and Address of the Member:

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

I hereby record my presence at the 14th Annual General Meeting of the Company held on Monday, 28th July, 2014 at 11.30 A.M at "SRS Banquet", Near SRS Multiplex, City Centre, Sector-12, Faridabad, Haryana- 121007

Signature of Member/Proxy

Note:

1. Please complete the Folio/DP ID-Client ID No., Name and address, sign the Attendance slip and hand it over at the entrance of the Meeting Hall. Joint member may obtain additional Attendance Slip at the venue of the meeting.
2. Electronic copy of the Annual Report for the financial year ended 31st March, 2014 and Notice of the AGM along with Attendance Slip and proxy form is being sent to all members whose e-mail address is registered with the Company/ Depository Participant. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the financial year ended 31st March, 2014 and Notice of the AGM along with Attendance Slip and proxy form is sent in the permitted mode(s) to all members.

SRS LIMITED

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W www.srsparivar.com , **E** info@srsparivar.com
CIN: L74999HR2000PLC040183

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)

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____ Folio No.(DP ID and Client ID): _____

I/We being the Member(s) of _____ shares of SRS LIMITED hereby appoint

1. Name _____ E-Mail ID: _____

Address: _____

_____, Signature: _____, or failing him/ her

2. Name _____ E-Mail ID: _____

Address: _____

_____, Signature: _____, or failing him/ her

3. Name _____ E-Mail ID: _____

Address: _____

_____, Signature: _____, or failing him/ her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company to be held on Monday 28th July, 2014 at 11.30 A.M at "SRS Banquet", Near SRS Multiplex, City Centre, Sector-12, Faridabad, Haryana- 121007 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| Resolutions | For | Against |
|---|-----|---------|
| 1. Adoption of Annual Audited Financial Statement, Reports of the Board of Directors and Auditors for the financial year ended 31 st March, 2014 | | |
| 2. Re-appointment of Sh. Jitender Kumar Garg, who retires by rotation | | |
| 3. Appointment of M/s S.S. Kothari Mehta & Co. and M/s Rakesh Raj & Associates as Joint Statutory Auditors of the Company and fixing their remuneration | | |
| 4. Appointment of Sh. Ankit Garg as Non –Executive Director | | |
| 5. Re-appointment of Sh. Sunil Jindal as Managing Director | | |
| 6. Re-appointment of Sh. Raju Bansal as Whole Time Director | | |
| 7. Appointment of Sh. Shiv Mohan Gupta as an Independent Director | | |

| | | |
|---|--|--|
| 8. Appointment of Sh. Praveen Gupta as an Independent Director | | |
| 9. Appointment of Sh. Jogindar Lal Chhabra as an Independent Director | | |
| 10. Appointment of Sh. Lalit Kumar as an Independent Director | | |
| 11. Appointment of Sh. Nishant Goel as an Independent Director | | |
| 12. Appointment of Mrs. Anjali Trehan as an Independent Director | | |
| 13. Reversal of Resolution passed for listing of securities at MCX-SX | | |
| 14. Authority to borrow in excess of the limits specified 180(1)(c) | | |
| 15. Invitation & Acceptance of Fixed/ Public Deposits | | |

Signed thisday of.....2014

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix here
One Rupee
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

if undelivered, please return at the Corp. & Regd. Office

SRS LIMITED

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Admin. Office: SRS Multiplex, Top Floor, City Centre, Sector-12, Faridabad (NCR Delhi) - 121007
T 0129-4282801-08 **F** 0129-4282809-810

Branch Office: 202, 27 New Delhi House, Barakhamba Road, Connaught Place, New Delhi - 110001
T 011-41571258-60 **F** 011-41571269

W www.srsparivar.com **E** info@srsparivar.com

FORM A

Annual Audit Report to be filed with the Stock Exchanges along with Audited Annual Accounts pursuant to Clause 31 (a) of the Listing Agreement


| | | |
|----|--|------------------------------|
| 1. | Name of the Company | SRS Limited |
| 2. | Annual Financial statements for the year ended | 31 st March, 2014 |
| 3. | Type of Audit observation | Un-qualified |
| 4. | Frequency of observation | N. A. |

For and on behalf of the Board

For SRS Limited


Director/Auth. Sign.
(Sunil Jindal)
Managing Director
DIN: 00013791

For SRS Limited


Director/Auth. Sign.
(Bhagwan Dass)
Chief Financial Officer

For SRS Limited


Director/Auth. Sign.
(Shiv Mohan Gupta)
Audit Committee Chairman
DIN: 00251104

For S. S. Kothari Mehta & Co.
(Chartered Accountants)
Firm Regn.No.000756N


(Yogesh K. Gupta)
Partner
M. No. 093214



For Rakesh Raj & Associates
(Chartered Accountants)
Firm Regn.No.005145N


(Ruchi Jain)
Partner
M. No. 099920



Place: Faridabad

Date: 28th May, 2014