



29TH ANNUAL REPORT- 2015-16

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CIN: L60200GJ1986PLC083845 (Old CIN: L60200MH1986PLC041487 & L99999MH1986PLC041487)

Board of Directors:

Mr. Ashok Kumar Dudi	Managing Director (w.e.f.30/09/2015)
Mr. Maulin B. Acharya	Director (Managing Director till 30/09/2015)
Mr. Narendrasinh D. Rana	Director
Mr. Amar N. Pal	Independent Director
Mr. Dharmesh K. Barot	Independent Director
Mrs. Nidhi S. Gomber	Independent Director

Key Managerial Personnel:

Mr. Narendrasinh D. Rana	CFO (w.e.f. 05/11/2015)
Mr. Yagnavalkya M. Joshi	Company Secretary & compliance officer (w.e.f. 28/03/2016)
Mr. Aditya Patel	Company Secretary & compliance officer (From 5/11/15 to 9/2/16)

REGISTERED OFFICE

EXISTING (w.e.f. 16/7/2015)

Plot No.267, Ward 12/B,
Gandhidham - 370201,
Gujarat, INDIA.

(Till 15/7/2015)

8A, Kapoor Building,
J P Road, Behind Canara Bank,
Andheri (W), Mumbai – 400056.

Email: investorsuryakrupa@gmail.com :

STATUTORY AUDITORS

M/s. Mukesh M. Shah & Co.
Chartered Accounts
Ahmedabad.

Website: www.suryakrupafinance.in

BANKERS

HDFC Bank

SECRETARIAL AUDITOR

M/s. Jogi Dipak & Co.,
Practicing Company Secretaries, Gandhidham

SHARES LISTED AT

BSE Ltd.

Security Code: 511185 : ISIN: INE381N1019

REGISTRAR AND SHARE TRANSFER AGENT

System Support Services

209, Shivai Ind. Estate, 89,
Andheri Kurla Road, Saki Naka, Andheri - (E), Mumbai – 400072. Ph No. 022-2850 0835.

IMPORTANT INFORMATION:

Date of 29th AGM: 30th September, 2016.

Book Closer: 23rd September to 30th September, 2016.

Cutoff date/ Record date: 23rd September, 2016.



The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of Suryakrupa Finance Limited. (CIN L60200GJ1986PLC083845) will be held on Friday the 30th day of September, 2016 at 10.00 a.m., at Conference Hall of Rajvi Resorts, Airport Road, Galpadar, Gandhidham, Kutch, Gujarat- 370201, to transact the following Business:

ORDINARY BUSINESS:

- 1) To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, together with the report of the Board of Directors and Auditors' thereon.
- 2) To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next 30th Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification (s) the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, M/s. D. A Rupawala & Associates, Chartered Accountants, having registration No. 108902W, allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. Mukesh M. Shah & Co., Chartered Accountants, having registration No. 106625W allotted by ICAI who shall hold office from the conclusion of this 29th Annual General Meeting to till conclusion of the 30th Annual General Meeting and that the Board be and is hereby authorised to fix such remuneration as recommended by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

- 3) To appoint a Director in place of Mr. Narendrasinh D. Rana (DIN: 02543871), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Narendrasinh D. Rana (DIN: 02543871) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 4) To approve material related party transition

To consider and if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), (including any modification and re-enactment thereof for the time being in force), read with the applicable rules there under, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 governing the Related Party contracts or arrangements or Transactions and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Shareholders, be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company) for entering into related party contracts or arrangements or transactions by the Company by way of entering appropriate rent agreement, up to an amount of Rs. 2 lacs (Rupees two lakhs Only) per annum, in F.Y. 2016-17 and approve the transaction of Rs. 75 (Rupees Seventy Five thousand Only) in F.Y. 2015-16 with Dr. Neemaben B. Acharya relative of Mr. Maulin B. Acharya, Director, till the termination of the said agreement or any modification in the terms thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby authorized to sign and execute necessary deeds, documents and writings that may be required, on behalf of the Company for the purpose of giving effect to this Resolution”.

By Order Of the Board
SURYAKRUPA FINANCE LIMITED

Date: 8th August, 2016
Place: Gandhidham

Ashok Kumar Dudi
Managing Director
DIN: 02579317
CIN: L60200GJ1986PLC083845

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 10.00 a.m. on Wednesday, 28th September, 2016.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.

5. The Register of Members and Share Transfer Registers of the Company will remain closed from Friday 23rd September, 2016 to Friday 30th September, 2016 (both days inclusive).
6. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Business to be transacted at the meeting under Item No.2 & 4 are Annexed hereto.
7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
8. 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.
9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s. System Support Services, 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Andheri (E), Mumbai- 400 072, Phone : (022) 2850 0835, Fax : (022) 2850 1438, E-mail : sysss72@yahoo.com.
11. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
12. The details of directors who are proposed to be reappointed/newly appointed are given in Annexure-I after explanatory Statement. There are no inter-se relationships between the Board Members.
13. The cutoff date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be Friday 23rd September, 2016.
14. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.
15. The results of voting shall be declared at the Registered Office of the Company within 3 days of the conclusion of the Annual General Meeting i.e. on or before Saturday 3rd October, 2016, by the Chairman, of the meeting and shall also be displayed at the website of the company www.suryakrupafinance.in.
16. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
17. Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact the Company or R&T Agent of the Company.
18. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
19. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.
20. The Board of Directors of the Company has appointed CS. Dipak Jogi, Practicing Company Secretary, Gandhidham as a Scrutinizer. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and result of voting by ballot, including voting through electronic means will be declared by placing it along with the Scrutinizer's Report on the Company's website and communicated to the Stock Exchange (BSE).
21. The Register of director & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available for inspection at the venue of the meeting by the members attending the meeting.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- (i) The voting period begins on 10 A.M. on Monday, 26th September, 2016 and ends on at 5.00 PM on Thursday on 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd September, 2016 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Suryakrupa Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Company	SURYAKRUPA FINANCE LIMITED
Registrar and Transfer Agent	System Support Services 209, Shivai Industrial Estate, Near Logitech Park, 89, Andheri- Kurla Road, Sakinaka, Andheri (East) Mumbai – 400 072, Ph. 022-28500835/ Fax: 022-28500438 Email:syss72@yahoo.com/zoebsss@hotmail.com Website:www.syss.com Contact Person: Mr. Mahendra Mehta / Zoeb Sutarwala
e-Voting Agency	Central Depository Services (India) Limited [CDSL] E-mail : helpdesk.evoting@cdslindia.com
Scrutinizer	CS. Dipak Jogi, Practicing Company Secretary, Gandhidham, Gujarat.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO. 2

The statutory Auditors, M/s. Mukesh M. Shah & Co., Chartered Accountants have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. D . A. Rupawala & Associates, Chartered Accountants, as the statutory auditors. The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of an Ordinary

Resolution appointing M/s. D . A. Rupawala & Associates, Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s. Mukesh M. Shah & Co., Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the Notice.

ITEM NO. 4

The provisions of Section 188(1) of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI [Listing Obligations and Disclosure Requirements (LODR)] Regulations 2015 that govern the related party transactions/material related party transactions require a company to obtain prior approval of the Audit Committee/Board of Directors and in case the transactions exceeds specified limits, the prior approval of shareholders by way of ordinary resolution. Since the proposed related party contracts or arrangements or transactions which fall under the ambit of related party as per Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The transaction related to take premises on rent basis, from Dr. Neemaben Acharya. The rented premise will use as registered office of the Company. The Company shall pay maximum rupees two lacs as rent, security deposits and other ancillary expenses. In financial year 2015-16 the Company was carry out transaction of Rs. 75000/- as rent with Dr . Neemaben Acharya. The transaction of Rs. 75000/- in F.Y. 2015-16 was fall under thresh hold limit of material related party transaction as the turnover of the company was noted achieve its expectation as well as net worth was noted in minus.

Name of the director or key managerial personnel who is related, if any: Except Mr. Maulin B. Acharya, none of the Directors or Key managerial personnel is related.

Nature, material terms, monetary value and particulars of the contract or arrangement: Necessary rent agreement will be executed between the parties. The Company will pay up to Rupees Two lacs per annum as rent, security deposit and all other ancillary expenses related to the property. The Board has power to implement the agreement from the date of expiry of existing/ earlier agreement. The transaction shall be considered effective till the termination of the said agreement or any modification in the terms thereof, renewal of agreement at same terms and condition shall not considered modification in the terms and considered as continue agreement.

Any other information relevant or important for the members to take a decision on the proposed resolution: As the net worth of the company is negative and rent amount is more than 10% of the turnover noted in the financial year 2015-16 the Company is considering this transaction as material related party transaction. The member shall approve Rs. 75000/ paid as rent in F.Y. 2015-16 to Dr. Neemaben Acharya.

Name of the related party and nature of relationship: Dr. Neemaben Acharya, Mother of Mr. Maulin B. Acharya, Director of the Company

In view of the compliance with Statutory requirements required under Section 188 of the Companies Act, 2013 and SEBI (LODR),Regulations,2015 prior approval of the

members for entering into material related party transactions by the Company as described above, is being sought by way of ordinary resolution pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, (subject to any modification and re-enactment thereof), read with the applicable rules there under, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 governing Related Party Transactions. The above material related party contracts or arrangements or transaction(s) were approved by the Audit Committee and the Board of Directors of the Company in their meetings held

on 8th August, 2016 respectively. The Board recommends passing the resolution as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and/or their relatives, except Mr. Maulin B. Acharya, Director, is deemed to be concerned or interested in the resolution.

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the related parties shall abstain from voting on the proposed resolution.

DETAILS OF DIRECTORS RETIRING BY ROTATION, AS REQUIRED TO BE PROVIDED PURSUANT TO THE PROVISIONS OF (I) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING(“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT ARE PROVIDED HEREIN BELOW:

Name of the Director & DIN	Mr. Narendrasinh D. Rana (DIN 02543871)
Date of Birth & Age	18-10-1974, 42 years
Date of Appointment	13-10-2014
Qualification	Graduate
Expertise in specific functional areas	Vast experience in the fields of logistic, warehousing, shipping and other ancillary business.
List of Companies in which outside Directorship held as on 31.03.2016	Regal Shipping Pvt. Ltd.
Chairman/Member of the *Committees of other Companies on which he/she is a Member as on 31.03.2016	Nil
Number of equity shares held in the Company	1,36,200
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Relationship with other Directors/ KMP	No
No of meetings of the Board attended during the financial year	All Board meetings were attended

DIRECTOR'S REPORT

To,
The Members,
SURYAKRUPA FINANCE LIMITED

Your Directors have great pleasure in presenting **29TH ANNUAL REPORT** along with the Audited Balance Sheet and Statement of Profit And Loss, for the year ended 31st March, 2016.

SUMMARISED FINANCIAL HIGHLIGHTS:

The financial Results of the Company are briefly summarized as under:

PARTICULARS	YEAR ENDED (in Rs.)	
	2015-16	2014-15
Total Income	1,04,817	25,13,075
Total Expenditure	8,61,409	29,08,245
Profit/(Loss) before Taxation	(7,56,592)	(3,95,512)
Profit/(Loss) after Taxation	(7,56,592)	(3,95,512)
Profit/(Loss) brought forward	(11432399)	(11,034,033)
Allocations & Appropriations	0	0
Balance carried to Balance Sheet	(12188991)	(11,432,399)

REVIEW OF OPERATIONS & OTHERS:

The Company has made Loss of Rs. 7,56,592/- during the current year as against Loss of Rs. 3,95,512/- during the previous year. Your Directors expects to achieve better performance in the future and taking maximum efforts to control the costs and optimize the results in the coming years.

DIVIDEND:

During the year under review, owing to the accumulated losses, the Directors do not recommend any dividend.

SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2016 was Rs.1.00 Crore. During the year under review the company has not issued any shares or any convertible instruments.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As Compliance of Schedule V(B) of SEBI (LODR) Regulations, 2015 a separate report on Management Discussion and Analysis is given.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The paid up equity share capital of the Company is not exceeding rupees ten crores and net worth is not exceeding rupees twenty five crores, as on the last day of the previous financial year, the Company has decided not to follow with the corporate governance

provisions of SEBI (LODR) Regulations, 2015, hence the report prescribed under Schedule V (C) is not part of this report. However The Company has voluntarily followed corporate governance during the previous financial year.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to Bombay Stock Exchange (BSE) where the Company's securities are listed.

DEMATERIALIZATION OF SHARES:

54.74% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2016 and balance 45.26% is in physical form. The Company's Registrars is M/s. System Support Services, having their registered office at 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri - (E), Mumbai – 400072.

NUMBER OF BOARD MEETINGS HELD:

The Board of Directors duly meets 6 times during the financial year from 1st April, 2015 to 31st March, 2016. The Meetings of Board of Directors were held on 18/4/2015, 30/05/2015, 14/08/2015, 5/11/2015, 9/02/2016 and 28/03/2016.

AUDIT COMMITTEE

Audit committee constituted by the Board of Directors consists of three directors majority of them are independent directors. The composition of audit committee is:

Mr. Dharmesh K. Barot	Chairman
Mr. Amar N. Pal	Member
Mr. Ashok Kumar Dudi	Member

NOMINATION & REMUNERATION COMMITTEE

The Composition of nomination & remuneration committee is:

Mr. Amar N. Pal	Chairman
Mr. Dharmesh K. Barot	Member
Mr. Narendrasinh D. Rana	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of stakeholders' relationship committee is:

Mr. Narendrasinh D. Rana	Chairman
Mr. Amar N. Pal	Member
Mr. Maulin B. Acharya	Member

DIRECTORS:

As per provisions of the Companies Act, 2013 Mr. Mr. Narendrasinh D. Rana, retires by rotation in the forthcoming AGM and being eligible offer himself for

re-appointment. The Board of Directors recommended their re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5)(c) of the Companies Act, 2013, Directors hereby confirm the following:

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

DECLARATION BY AN INDEPENDENT DIRECTOR(S):

The Company has received declarations from all the independent directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section(6) of the Section 149 of the Companies Act, 2013.

STATUTORY AUDITORS:

M/s. Mukesh M. Shah & Co., Chartered Accountants was appointed as Statutory Auditor of the Company in the 28th Annual General Meeting for the Financial Year 2015-16. They have showed their unwillingness for re appointment hence on the recommendation of audit committee your Directors propose M/s. D . A. Rupawala & Associates, Chartered Accountants, to be appointed as Statutory Auditor of the Company for the Financial Year 2016-17.

SECRETARIAL AUDITORS:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as a part of this report **Annexure- A.**

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company your directors have appointed M/s. Jogi Dipak & Co., Company Secretary, Gandhidham as Secretarial Auditor of the Company.

There is no qualification and adverse remarks except the name of the Company is suggestive of financial activities, but the Company is not NBFC and has not carried any finance activities. The Company had not changed its main object clause however the Company had added logistics and transportation business in main object clause of the Company. Due to liquidity crunch the Company is not in position to carry on NBFC activities. The Company have no intention to close NBFC business at present.

AUDIT OBSERVATIONS:

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit provisions of Section 134 (3)(m) of the Companies Act, 2013, read with rules 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange Earnings: NIL
Foreign Exchange Outgo: NIL

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Corporate Social Responsibility is not applicable to your Company, hence the Company has not developed and implemented any Corporate Social Responsibility policy and committee.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://suryakrupafinance.in/whitl.pdf>.

RELATED PARTY TRANSACTIONS:

There were a contract or arrangements entered into by the Company in accordance with the provisions of Section 188 of the Companies Act, 2013 during the year under review. The details of related party transactions and material related party transactions were disclosed in schedule of financials.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The

Company has taken loan from Directors; the details of same are mentioned in financials of the Company.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <http://suryakrupafinance.in/policy.pdf>. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-B.**

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF EMPLOYEES:

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as set out in terms of the provisions of section 197 of the Companies Act, 2013, read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended from time to time.

COMPANY SECRETARY AND COMPLIANCE OFFICER:

The Company had Mr. Aditya Patel, qualified Company secretary since last 12 months but as he had not completed formalities for availing membership from the Institute hence he was not designated as Company Secretary, but he was performing duty as a Company Secretary. Mr. Maulin Acharya, was appointed as Compliance office. After availing membership No from the Institute Mr. Aditya Patel, was appointed as Company Secretary and Compliance Officer of the Company.

REMUNERATION OF DIRECTORS/KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:

None of Directors, Except Key Managerial Personnel (KMP) / Employees has been paid any remuneration during the last financial year. The Details of remuneration paid to KMP is mentioned in Schedules of financials.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

THE CHANGE IN NATURE OF BUSINESS:

No change in the nature of the business of the Company done during the year.

DETAILS OF DIRECTORS OR KMP WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

Sr no.	Name of the KMP or Director	Designation	Date of appointment	Date of Resignation
1	Mr. Maulin B. Acharya DIN: 00010405	Managing Director (Additional Director) Change in Designation to Director	13.10.2014, on 14.11.2014 appointed as M.D. 30.09.2015	Resigned as Managing Director on 30/09/2015. He remain as a Director w.e.f. 30/09/2015.
2	Mr. Ashok Kumar Dudi DIN: 02579317	Additional Director Director & Managing Director	13.10.2014 30.09.2015	
3	Mr. Narendrasinh D. Rana DIN: 02543871	Additional Director Director CFO	13.10.2014 30.09.2015 05.11.2015	
4	Mr. Amar N. Pal DIN: 02671759	Independent Additional Director Independent Director	14.02.2015 30.09.2015	
5	Mr. Dharmesh K. Barot DIN: 07088808	Independent Additional Director Independent Director	14.02.2015 30.09.2015	
6	Mrs. Nidhi S. Gomber DIN: 07060404	Independent Additional Director Independent Director	14.02.2015 30.09.2015	
7	Mr. Aditya Patel	Company Secretary, Compliance Officer and KMP	05.11.2015	9.02.2016
8	Mr. Y. M. Joshi	Company Secretary, Compliance Officer and KMP	28.03.2016	-

NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARY, JOINT VENTURES OR ASSOCIATE COMPANIES:

Sr no.	Name of the entity	Whether subsidiary, Joint ventures or associate companies	Date on which become	Date on which ceased
NIL				

THE NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR, SEXUAL HARASSMENT IN THE LAST FINANCIAL YEAR AND THOSE PENDING AS ON THE END OF THE FINANCIAL YEAR.

Category	No. of Complaints filed during the financial year	No. of Complainants pending as on end of the financial year
Child labour/forced labour/ Involuntary labour	Nil	Nil
Sexual harassment of women a workplace (Prevention, Prohibition and Redressal) Act, 2013.	Nil	Nil

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The Company's policy relating to appointment of Directors, payment of Managerial Remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is available at web site at <http://suryakrupafinance.in/nomination.pdf>.

ANNUAL PERFORMANCE EVALUATION:

In compliance with the provisions of the Act and Regulation 17 (10) of the Listing Agreement, the performance evaluation was carried out as under:

The Board:

The Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings held on 9th February, 2016, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was good.

Committees of the Board:

The performance of the Audit Committee, and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement.

Individual Directors:

a) Independent Directors:

The performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the

unanimous view that each independent director was brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.

b) Non-Independent Directors:

The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report. There was no significant and material order passed by Regulators or Courts or Tribunals which would impact the going concern status of the Company.

ACKNOWLEDGEMENTS

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the Company and also sincerely thanks the shareholders for the confidence reposed by them in the Company and for the continued support and co-operation extended by them.

By Order Of the Board
SURYAKRUPA FINANCE LIMITED.

(Ashok Kumar Dudi) (Narendrasinh D. Rana)
Chairman & M. D. DIRECTOR & CFO
DIN. 02579317 DIN. 02543871
Date: 8th August, 2016 Place: Gandhidham.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2016.

INDUSTRY STRUCTURE AND DEVELOPMENT:

India has emerged amongst the economies with favorable economic outlook in year 2016. Better prediction in the Country are largely due to economy being relieved from the vulnerabilities associated with economic slowdown, continuous inflation, increased fiscal deficit, slowdown in domestic demand. Indian economy is strengthening through higher infrastructure spending and continued reforms through financial and monetary policies.

The key contributor of economic growth is service sector of the Company, which has contributed around 64% to the gross domestic product (GDP), with a growth rate of approximate the 8% per annum has made rapid tread in the last few years and emerged as the largest and fastest-growing sector of the economy. The services sector in India comprises a wide range of activities such as transportation, logistics, financial, business process outsourcing services, healthcare, trading, and consultancies, among many others. Your company is engaged in the transportation, logistics and financial service activities. The Company cannot perform up to the mark due to various internal, disadvantages, financial crises and other unavoidable business circumstances.

OPPORTUNITIES AND THREATS:

The Company is passing from huge liquidity crunches. The management of the Company had flubbing own funds and recourses to capitalize business opportunities and growth but all steps are looking very over the shadow of massive challenges. The service sector noted reliable growth record since last couple of years and it is expected that same high potential of development will remain continues. Easy availability of skilled, semi skilled people at competitive rate has reduced competition in domestic as well as in international market.

The logistic sector is generally needs highly capital investment and deployments of huge manpower to manage and maintain business activities. Development of yard, warehouses, office premises and body building of trucks need high capital investment and take two to three years to make effective project. This industry is highly dependent on external agencies, economic growth and trade policies are major threats.

RISKS MANAGEMENT AND CONCERNS:

Your Company is taking adequate measures to safeguard against Risks & Concerns. SFL's focus is on those risks that threaten the achievement of business objectives of the Group over the short to medium term. An overview of these risks is provided

hereafter, including the actions taken to mitigate these risks and any related opportunities.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guidelines and policies adhere to the management instructions and policies to ensure improvements in the system. The Company has proper and adequate internal control system commensurate with the size of the business operations. Efforts for continued improvement of internal control system are being consistently made in this regard.

OUTLOOKS

With increasing consumer demand and the resulting growth in global trade, the role of infrastructure carry in terms of rails, roads, ports & warehouses hold the key to the success of the economy. Goods are transported mainly by road and rail in India. Road is favorite because of its cost effectiveness and flexibility. The Indian logistics business is valued at US\$ 22bn and has been growing at a CAGR of 12 to – 15 per cent. The liberalizing Indian economy is experiencing entry of large domestic and global firms in new businesses as well as improvement of distribution network of many regional Indian firms.

Government policies have been another driver of change in the logistics industry. The trend towards higher road cargo traffic as compared to rail is going to require better logistics control and coordination. The Indian logistics zone has normally been driven by the objective of reducing transportation costs that were extremely high due to regional concentration of manufacturing and geographically diversified distribution activities as well as inefficiencies in infrastructure and accompanying technology.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

FINANCIAL AND OPERATIONAL PERFORMANCE

Particulars	2015-16	2014-15
Turnover	1,04,817	25,13,075
Profit/(loss)	(7,56,592)	(3,95,512)

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives,

projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

By Order Of the Board
SURYAKRUPA FINANCE LIMITED

(Narendrasinh D. Rana) **(Ashok Kumar Dudi)**
DIRECTOR & CFO **Chairman & M.D.**
DIN No. 02543871 **DIN No. 02579317**

DATE: 8th August, 2016
PLACE: Gandhidham.
CIN: L60200GJ1986PLC083845

Form MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the
Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members of
Suryakrupa Finance Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suryakrupa Finance Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 2015.
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**(Not Applicable to the Company during the Audit Period);**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period);**
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**
- (vi) As informed and explained to as there are no specifically applicable laws to the Company during the period under review, the clause is not applicable;

We have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Listing Agreement entered into by the Company with "The Bombay Stock Exchange Limited (BSE)."

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

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

We further report that during the audit period the Company has passed a resolution through Postal Ballot, to adopt new set of Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013.

Note: The name of the company is suggestive of Finance Activities, but the Company is not NBFC and has not carried on any finance activities.

**For Jogi Dipak & Co.,
Company Secretary**

Place: Gandhidham
Date: 08/08/2016.

**Dipak Jogi
Proprietor
M.No.F7147 C.P. No. 4749**

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

Annexure 1

To,
The Members,
Suryakrupa Finance Limited
Gandhidham.

My report of even date shall be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

Date: 08/08/2016
Place: Gandhidham

**Jogi Dipak & Co.
Company Secretary**

**Dipak Jogi
Proprietor
M. No. F7147, C.P. No. 4749**

Annexure-B
EXTRACT OF ANNUAL RETURN
FORM MGT 9

[Pursuant to Section 92 (3) of the Companies Act, 2013 and
Rule 12(1) of the Company (Management & Administration) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

I. Registration and other details:

CIN	L60200GJ1986PLC083845 (w.e.f. 16/07/2015) Old CIN: L60200MH1986PLC041487 L99999MH1986PLC041487 {As the company has added logistic business in the object clause of MoA & registered office of the Company has changed from Maharashtra to Gujarat hence, the CIN had changed twice accordingly}
Registration date	06-11-1986
Name of the Company	SURYAKRUPA FINANCE LIMITED
Category / Sub-Category of the Company	Public Company Limited by Shares.
Address of the registered office and contact details	EXISTING (w.e.f. 16/7/2015) Plot No.267, Ward 12/B, Gandhidham - 370201, Gujarat, INDIA Before 16/7/2015 8A, Kapoor Building, J.P. Road, Behind Canara Bank, Andheri (W), Mumbai-400 056, Maharashtra Telephone No.: 079-40063485 Fax No.: 079-40063485
Whether listed company (Yes/No)	Yes (Listed in BSE)
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. System Support Services 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri - (E), Mumbai – 400072. Telephone No. 022-2850 0835

II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Cargo Handling, Warehousing, Stevedoring, Logistics, Clearing, Forwarding, Supply Chain Management, Chartering, Brokering & Exim Advice	5224- Cargo Handling 52241- Cargo Handling Incidental to Land Transport.	100%
2	Financial consultancy & trading activities.	NA	0%

III. Particulars of holding, subsidiary and Associate Companies:

Sl. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. Shareholding pattern (Equity share capital break up as % of total equity):

(i) **Category-wise Shareholding:**

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									

a) Individual/ HUF	544800	0	544800	54.48	544800	0	544800	54.48	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporates	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
SUB TOTAL A(1)	544800	0	544800	54.48	544800	0	544800	54.48	0
(2) Foreign									
a) NRI-individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	544800	0	544800	54.48	544800	0	544800	54.48	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL B(1)	0	0	0	0	0	0	0	0	0
(2) Non- Institutions									
a) Bodies Corp.									
i) Indian	0	13300	13300	1.33	0	13300	13300	1.33	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal shares capital									
Upto Rs. 1 Lac	2600	359870	362470	36.25	2700	349270	351970	35.20	(1.05)
ii) Individuals shareholders holding nominal shares capital in excess of Rs. 1 lac	0	79430	79430	7.94	0	89930	89930	8.99	1.05
c) Any others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL B(2)	2600	452600	455200	45.52	2700	452500	455200	45.52	0
Total Public Share-Holding (B)= (B)(1)+(B)(2)	2600	452600	455200	45.52	2700	452500	455200	45.52	0
C. Shares held by Custodian For ADRs/GDRs	0	0	0	0	0	0	0	0	0
Grand Total (A + B + C)	547400	452600	1000000	100	547500	452500	1000000	100	0

(ii) **Shareholding of Promoters:**

o.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Ashok Kumar Dudi	135350	13.54	0	135350	13.54	0	0
2	Maulin B. Acharya	273250	27.33	0	273250	27.33	0	0
3	Narendrasinh D. Rana	136200	13.62	0	136200	13.62	0	0
	Total	544800	54.48	0	544800	54.48	0	0

(iii) **Change in Promoter's Shareholding:**

There is no change in promoter's Share Holding

Sl. No.	Particulars	Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1.	Ashok Kumar Dudi				
	At the beginning of the year	135350	13.54	135350	13.54
	At the End of the Year	135350	13.54	135350	13.54
2	Maulin B. Acharya				
	At the beginning of the year	273250	27.33	273250	27.33
	At the End of the Year	273250	27.33	273250	27.33
3.	Narendrasinh D. Rana				
	At the beginning of the year	136200	13.62	136200	13.62
	At the End of the Year	136200	13.62	136200	13.62

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	Kuldeep Singh Ratnoo	25800	2.58	25800	2.58
2	Hatish Prabhudas Chaudhari	20100	2.01	20100	2.01
3	Samir Sukenbhai Patel	20000	2.00	20000	2.00
4	Urmila Ratnoo	13530	1.35	13530	1.35
5	Jagdish Gangadasbhai Dodia	10000	1.00	10500	1.05
6	Balbhadrasingh Lakhdirsinh Jadeja	10000	1.00	10000	1.00
7	Bharatkumar R. Dodia	10000	1.00	10000	1.00
8	Dakshaben Kishorebhai Patel	10000	1.00	10000	1.00
9	Hitesh Gunvantray Zinzuvadia	10000	1.00	10000	1.00
10	Jitendrakumar D. Rokad	10000	1.00	10000	1.00

(v) Shareholding of Directors and Key managerial Personnel:

Sl. No.	Shareholding of each directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1.	Shri Maulin B. Acharya				
	At the beginning of the year	273250	27.33	273250	27.33
	At the End of the Year	273250	27.33	273250	27.33
2.	Shri Ashok Kumar Dudi				
	At the beginning of the year	135350	13.54	135350	13.54
	At the End of the Year	135350	13.54	135350	13.54
3.	Shri Narendrasinh D. Rana				
	At the beginning of the year	136200	13.62	136200	13.62
	At the End of the Year	136200	13.62	136200	13.62

Note: Mr. Amar N. Pal, Mr. Dharmesh K. Barot and Mrs. Nidhi S. Gomber (DIRECTORS) and Mr. Aditya Patel and Mr. Y M Joshi, Company Secretary (KMP) did not hold any shares of the Company during the financial year 2015-16.

V. Indebtedness:

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1960263	-	1960263
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1960263	-	1960263
Change in indebtedness during the financial year				
i) Addition	-	75000	-	75000
ii) Reduction	-	975000	-	975000
Net Change	-	900000	-	900000
Indebtedness at the end of the financial year				
i) Principal Amount	-	2035263	-	2035263
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2035263	-	2035263

VI. Remuneration of directors and key managerial personnel-

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1.		Shri Maulin B. Acharya/ Managing Director Till 30/09/2015	Ashok Kumar Dudi. Managing Director From 30/9/2015	
	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act			

B. Remuneration to other directors: NIL

Particulars of Remuneration	Name of other Directors							
	Chairman		Non Executive Directors non independent directors			Independent Directors		
	Mr. Ashok Kumar Dudi (from 30/9/2015)	Mr. Maulin B. Acharya (Till 30/9/15)	Mr. Ashok Kumar Dudi (till 30/9/15)	Mr. Narendrasinh D. Rana	Mr. Maulin B. Acharya (from 30/9/15)	Mr. Amar N. Pal	Mr. Dharmesh K. Barot	Mrs. Nidhi S. Gomber
Fee for attending board committee meetings	-	-	-	-	-	-	-	-
Commission	-	-	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-	-	-	-

C. Remuneration to key managerial personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				(in Rs.)
		CEO	Mr. Aditya Patel	Mr. Y M Joshi	Mr. Narendrasinh D. Rana (CFO)	
						Total
1	Gross salary	-	20000	3548	-	23548
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	20000	3548	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit	-	-	-	-	-
	Total	-	20000	3548	-	23548

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

For and on behalf of the Board of Directors

(Ashok Kumar Dudi)
CHAIRMAN & MANAGING DIRECTOR
 DIN. 02579317

(Narendrasinh D. Rana)
DIRECTOR & CFO
 DIN. 02543871

Place: Gandhidham
 Date: 8th August, 2016

DIRECTOR'S CERTIFICATION

In relation to the Audited Financial Accounts of the Company as at March 31, 2016, we hereby certify that:

a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief.

- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee

- i) Significant changes in internal control over financial reporting during the year;
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

(Ashok Kumar Dudi)
CHAIRMAN & MANAGING DIRECTOR
DIN. 02579317

(Narendrasinh D. Rana)
DIRECTOR & CFO
DIN. 02543871

Place: Gandhidham
Date: 8th August, 2016

Form AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rules 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

Sr No.	Particulars	
1	Name of the subsidiary	-- N.A.--
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4	Share Capital	
5	Reserve & surplus	
6	Total assets	
7	Total Liabilities	
8	Investments	
9	Turnover	
10	Profit before taxation	
11	Provision for taxation	
12	Profit after taxation	
13	Proposed Dividend	
14	% of Shareholding	

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr No.	Name of Associates/ Joint Ventures	--N.A.--
1	Latest audited Balance Sheet Date	
2	Shares of Associate/ Joint Ventures held by the company on the year ended	
	No.	
	Amount of Investment in Associates/ Joint Venture	
	Extend of Holding %	
3	Description of how there is significant influence	
4	Reason why the associate/ joint venture is not consolidated	
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	
6	Profit/ Loss for the year	
	(i) Considered in Consolidation	
	(ii) Not Considered in Consolidation	

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013:

1. Details of contracts or arrangements or transactions not at arm's length basis: **None**
2. Details of material contracts or arrangement or transactions at arm's length basis:

a)	Name(s) of the Related Party	Mr. Maulin B. Acharya	Mr. Ashokkumar Dudi	Mr. Narendrasinh Rana	Dr. Neemaben Acharya
b)	Nature of Relationship	Director	Chairman & Managing Director	Director & CFO	Relative of Mr. Maulin B. Acharya, Director
c)	Nature of Contracts/ Arrangements/ Transaction	Loan given	Loan given	Loan given	Rent given (Registered office of the Company)
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 9,25,000/- Closing Balance as on 31/3/2016. (loan given time to time as and when require)	Rs. 6,35,263/- Closing Balance as on 31/3/2016. loan given time to time as and when require)	Rs. 4,75,000/- Closing Balance as on 31/3/2016. loan given time to time as and when require)	Rs. 75000/- (Rent+ Security Deposit)
e)	Date of Approval of Board	30 th May, 2015	30 th May, 2015	30 th May, 2015	30 th May, 2015
f)	Amount paid as advances, if any	-	-	-	-

As per our report of even date

Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number: 106625W

For and On behalf of Board of Directors
Suryakrupa Finance Ltd.

Karnik K. Shah
Partner

Membership Number: 129675

Y.M. Joshi
Company Secretary

Ashok Kumar Dudi
Chairman & Managing Director
DIN: 02579317

Place :Gandhidham
Dated: 8th August, 2016

Narendrasinh D. Rana
Director & CFO
DIN: 02543871

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SURYAKRUPA FINANCE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SURYAKRUPA FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidences 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 material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 on the standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss; and its 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.;
 - (e) On the basis of the written representations received from the directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 15 to the standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **MUKESH M. SHAH & CO.**,
Chartered Accountants
Firm Registration No.: 106625W

Karnik K. Shah
Partner
Membership No.: 129675

Place: Ahmedabad
Date: 28th May, 2016

“Annexure A” referred to in the Independent Auditors’ Report of even date to the members of SURYAKRUPA FINANCE LIMITED on the Standalone Financial Statements for the year ended 31st March, 2016.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

1. The company does not hold any fixed assets, hence clause (i) (a), (i) (b) and (i) (c) are not applicable to the company for the current period.
2. The company does not deal in any kind of inventories, hence clause (ii) (a) and (ii) (b) of the order are not applicable to the company for the current period.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii)(a) and (iii)(b) of paragraph of the Order are not applicable to the company for the current year.
4. In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees or security or made any investments to which provisions of section 185 and 186 of the Act is applicable, and accordingly paragraph 3 (iv) of the Order is not applicable to the Company.
5. The Company has not accepted any deposits from the Public within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Further, according to the information and explanations given to us, no order has been passed by the Company Law Board of National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal, in this regard.
6. In absence of any manufacturing activities carried out by the company, the requirement of maintenance of cost records under sub section 1 of section 148 of the Companies Act, 2013 are not applicable to the Company during the year under audit.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been delayed in depositing statutory dues in respect of Income Tax during the year. Further, as informed to us, other statutory dues such as Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service tax, Custom duty, Excise duty, Value added Tax, Cess are not applicable to the company. Moreover, as at 31st March, 2016, there are no such undisputed dues payable for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues under dispute for Income tax, Sales tax, Excise duty and Service tax and other material statutory dues as at 31st March, 2016.
8. The Company has not taken any loans from any banks or financial institutions or debenture holders during the year, hence, the question of reporting under clause 3(ix) of the order does not arise. The company did not have any outstanding debentures or dues payable to financial institutions at any time during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and on the basis of our examination of the books of account, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 (with schedule V) of the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **MUKESH M. SHAH & CO.**
Chartered Accountants
Firm Registration No.: 106625W

Karnik K. Shah
Partner

Membership No.: 129675
Place: Ahmedabad
Date: 28th May, 2016

“Annexure B” to the Auditors’ Report – 31 March 2016
Report on the Internal Financial Control over financial reporting under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013(“the Act”)

We have audited the internal financial controls over financial reporting of Suryakrupa Finance Limited (“the company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures payments of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MUKESH M. SHAH & CO.**
Chartered Accountants
Firm Registration No.: 106625W

Karnik K Shah
Partner
Membership No.: 129675
Place: Ahmedabad
Date: 28th May, 2016

SURYAKRUPA FINANCE LIMITED			
Balance Sheet as at March 31, 2016			
Particulars	Note No.	Amount in INR	
		As at	
		March 31, 2016	March 31, 2015
EQUITY AND LIABILITIES:			
Shareholders' Funds:			
Share Capital	1	100,00,000	100,00,000
Reserves and Surplus	2	(121,88,991)	(114,32,399)
		(21,88,991)	(14,32,399)
Non-Current Liabilities:			
Long Term Borrowings	3	20,35,263	19,60,263
		20,35,263	19,60,263
Current Liabilities:			
Trade Payables	4	-	-
Dues of micro and small enterprises		-	-
Dues of creditors other than micro and small enterprises		1,53,828	18,03,493
Other Current Liabilities	5	85,835	87,130
		2,39,663	18,90,623
Total		85,935	24,18,487
ASSETS:			
Non-Current Assets:			
Long Term Loans and Advances	6	-	50,000
		-	50,000
Current Assets:			
Trade Receivables	7	-	22,52,075
Cash and Bank Balances	8	85,935	1,16,412
		85,935	23,68,487
Total		85,935	24,18,487
Significant Accounting Policies ,	1 to 18		
Notes to the Financial Statements			
As per our report of even date			
Mukesh M. Shah & Co.,		For and On behalf of Board of Directors	
Chartered Accountants		Suryakrupa Finance Ltd.	
Firm Registration Number: 106625W			
Karnik K. Shah	Y. M. Joshi	Ashok Kumar Dudi	Narendrasinh Rana
Partner	Company Secretary	Chairman & M. D.	Director & CFO
Membership Number: 129675		DIN: 02579317	DIN: 02543871
Place: Ahmedabad		Place: Gandhidham	
Dated: 28th May, 2016		Dated: 28th May, 2016	

SURYAKRUPA FINANCE LIMITED			
Statement of Profit and Loss for the year ended March 31, 2016			
Particulars	Note No.	Amount in INR	
		Year ended	
		March 31, 2016	March 31, 2015
REVENUE:			
Revenue from Operations:	9	1,04,817	25,13,075
Net Revenue from Operations		1,04,817	25,13,075
Total Revenue		1,04,817	25,13,075
EXPENSES:			
Cost of Service	10	94,985	17,97,874
Employee Benefits Expense	11	69,548	36,500
Finance Costs	12	720	580
Other Expenses	13	6,96,156	10,73,291
Total Expenses		8,61,409	29,08,245
Loss before Tax		(7,56,592)	(3,95,170)
Less/[Add]: Tax Expense:			
Current Tax		-	-
Deferred Tax		-	(342)
		-	(342)
Loss for the year		(7,56,592)	(3,95,512)
Basic & Diluted Earning per Equity Share [EPS] [in Rupees]	14		
Before Exceptional items		(0.76)	(0.39)
After Exceptional items		(0.76)	(0.39)
Significant Accounting Policies			
Notes to the Financial Statements	1 to 18		
<u>As per our report of even date</u>			
Mukesh M. Shah & Co.,		For and On behalf of Board of Directors	
Chartered Accountants		Suryakrupa Finance Ltd.	
Firm Registration Number: 106625W			
Karnik K. Shah	Y. M. Joshi	Ashok Kumar Dudi	Narendrasinh Rana
Partner	Company Secretary	Chairman & M. D.	Director & CFO
Membership Number: 129675		DIN: 02579317	DIN:02543871
Place: Ahmedabad		Place: Gandhidham	
Dated: 28th May, 2016		Dated:28th May, 2016	

Suryakrupa Finance Limited			
Cash Flow Statement for the year ended March 31, 2016			
Particulars	Amount in INR		
	Year ended March 31		
	2016	2015	
A Cash flows from operating activities:			
Net profit before taxation and extraordinary items	(7,56,592)	(3,95,170)	
Adjustments for:			
Depreciation, Impairment and Amortisation	-	-	
Loss on sale of assets [Net]	-	7,492	
Interest expenses	720	580	
Total	720	8,072	
Operating profit before working capital changes	(7,55,872)	(3,87,098)	
Adjustments for:			
[Increase] in trade receivables	22,52,075	(22,52,075)	
Decrease/ [Increase] in long term advances	50,000	(50,000)	
[Decrease]/ Increase in trade payables	(16,49,665)	18,03,493	
Increase/ [Decrease] in other current liabilities	(1,295)	72,130	
Total	6,51,115	(4,26,452)	
Cash generated from operations	(1,04,757)	(8,13,550)	
Direct taxes paid [Net of refunds]	-	-	
Net cash from operating activities	(1,04,757)	(8,13,550)	
B Cash flows from investing activities:			
Net cash from investing activities	-	-	
C Cash flows from financing activities:			
Proceeds from Long Term Borrowings	20,35,263	19,60,263	
Repayment of Long Term Borrowings	(19,60,263)	(11,00,000)	
Interest paid	(720)	(580)	
Net cash used in financing activities	74,280	8,59,683	
Net increase/ [decrease] in cash and cash equivalents	(30,477)	46,133	
Cash and cash equivalents at the beginning of the year	1,16,412	70,279	
Cash and cash equivalents at the end of the year	85,935	1,16,412	
Notes to the Cash Flow Statement			
1	All figures in brackets are outflows.		
2	Previous year's figures have been regrouped wherever necessary.		
3	Cash and cash equivalents comprise of: <u>As at March 31</u>		
		2016	2015
a	Cash on Hand	56,807	2,040
b	Balances with Banks	29,128	1,14,372
c	Total	85,935	70,279
-	<u>As per our report of even date</u>		
	For Mukesh M. Shah & Co., Chartered Accountants Firm Registration Number: 106625W	For and On behalf of Board of Directors Suryakrupa Finance Ltd.	
	Karnik K Shah	Y. M. Joshi	Ashok Kumar Dudi Narendrasinh Rana
	Partner	Company Secretary	Chairman & M. D. Director & CFO
	Membership Number: 129675	DIN:02579317	DIN: 02543871
	Date : 28th May, 2016	Date :28th May, 2016	
	Place: Ahmedabad	Place: Gandhidham	

SURYAKRUPA FINANCE LIMITED**I-Significant Accounting Policies:****1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements are prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with the accounting principles generally accepted in India and they comply with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies [Accounts] Rules, 2014 and other pronouncement issued by the Institute of Chartered Accountants of India [ICAI], to the extent applicable, and with the applicable provisions of the Companies Act, 2013.

2 USE OF ESTIMATES

The preparation of financial statements in conformity with the accounting standards generally accepted in India requires, management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and reported amount of revenue and expenses for the year while actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

3 Recognition of Income and Expenditure:

- Revenue from Service is recognized on accrual basis when there is no uncertainty of amount of consideration derived or deemed to be derived from such services.
- Freight Income is accounted when goods are delivered by the Company to customers.
- Freight expenses are accounted when hired vehicles deliver goods to the Company at destination.
- In respect of other heads of Income, the Company follows the practice of recognizing income on an accrual and prudent basis, except in respect of income, which is not certain to realize.

4 Taxes on Income:

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

5 Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognised when the Company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. Contingent assets are not recognised in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

SURYAKRUPA FINANCE LIMITED					
Notes to the Financial Statements					
Particulars				Amount in INR	
				As at	
				March 31, 2016	March 31, 2015
Note: 1-Share Capital:					
Authorised:					
25,00,000 [as at 31-03-2015: 25,00,000] Equity Shares of Rs.10/- each				250,00,000	250,00,000
				250,00,000	250,00,000
Issued, Subscribed and Paid-up:					
10,00,000 [as at 31-03-2015: 10,00,000] Equity Shares of Rs.10/- each fully paid up				100,00,000	100,00,000
				100,00,000	100,00,000
A The reconciliation of the number of Shares outstanding is as under:					
Particulars					
i) Equity Shares:					
Number of shares at the beginning				10,00,000	10,00,000
Add: Issued during the year				-	-
Less: Buy back during the year				-	-
Number of shares at the end				10,00,000	10,00,000
B Details of Share Holders holding more than 5% of Shares:					
Category of shares	Name of the Shareholder	Year - 2015-16		Year - 2014-15	
		Number of Shares	% to total shareholding	Number of Shares	% to total shareholding
Equity Shares	Maulin B. Acharya	2,73,250	27.33%	2,73,250	27.33%
	Ashok kumar Dudi	1,35,350	13.54%	1,35,350	13.54%
	Narendrasinh Rana	1,36,200	13.62%	1,36,200	13.62%
C Terms and rights attached to Equity Shares:					
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.					
Note: 2-Reserves and Surplus:					
Surplus in statement of Profit and Loss:					
Balance as per last Balance Sheet				(114,32,399)	(110,24,653)
Add: Profit / (Loss) for the reporting period				(7,56,592)	(3,95,512)
Add: MAT credit entitlement Adjustments				-	(12,234)
Net Balance as at the end of the reporting period				(121,88,991)	(114,32,399)
Total				(121,88,991)	(114,32,399)

Note: 3-Long Term Borrowings:

Particulars	Amount in INR			
	Current Maturities			
	As at		As at	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
From Others [Unsecured] :				
From Directors [*]	20,35,263	19,60,263	-	-
Total	2035263	19,60,263	-	-
<p>[*] It is interest free unsecured loans granted to the company without any specified repayment terms. However, the same is repayable after 12 months.</p>				

Note: 4 -Trade Payables:

Micro, Small and Medium Enterprises [*]	-	
Others	1,53,828	18,03,493
Total	1,53,828	18,03,493
<p>[*] Disclosure in respect of Micro, Small and Medium Enterprises: In the absence of information available with the company concerning the status of suppliers under Micro, Small and Medium Enterprises Development Act, 2006, particulars regarding unpaid amount to such suppliers, interest due</p>		

Note: 5 -Other Current Liabilities:

Others:		
Provision for expenses	81,923	77,865
Payable to Statutory Authorities	3,912	9,265
Total	85,835	87,130

SURYAKRUPA FINANCE LIMITED		
Notes to the Financial Statements		
Particulars	Amount in INR	
	As at	
	March 31, 2016	March 31, 2015
Note : 6 - Long Term Loans and Advances :		
INR		
[Unsecured, Considered Good]		
Security Deposits	-	50,000
Total	-	50,000
Note: 7 -Trade Receivables:		
[Unsecured]		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Others - Considered good	-	22,52,075
Total	-	22,52,075
Note: 8 -Cash and Bank Balances :		
Balances with Banks	29,128	1,14,372
Cash on Hand	56,807	2,040
Total	85,935	1,16,412
Note: 9 - Revenue from Operations [Net]:		
Revenue from Financial Consultancy services	-	2,61,000
Revenue from Transportation services	1,04,817	22,52,075
Total	1,04,817	25,13,075
Note: 10 -Cost of Service:		
Transportation expenses - Freight	94,985	17,97,874
Total	94,985	17,97,874
Note: 11 - Employee Benefit Expense:		
Salaries and wages	69,548	36,500
Total	69,548	36,500
Note: 12 -Finance Cost:		
Interest expense [*]	605	292
Bank commission & charges	115	288
Total	720	580
[*] The break up of interest expense in to major heads is given below:		
Late payment of tax	605	292
	605	292

Note: 13 - Other Expenses:		
SEBI fees [*]	-	6,30,261
Printing and stationery	-	2,262
Listing fees	2,24,720	1,12,360
Payment to Statutory Auditors [Including Service Tax]:	-	
As auditor	85,875	84,270
For other services	22,800	2,247
Legal and Professional expenses	1,94,531	85,583
Loss on discard of fixed assets	-	7,492
ROC filing fees	16,000	20,000
Rent [**]	63,107	56,000
Advertisement Expenses	65,060	47,695
Miscellaneous Expenses	24,063	25,121
Total	6,96,156	10,73,291
<p>[*] This amount paid by the company pursuant to the consent order of SEBI.</p> <p>[**] The Company has taken office premise under operating lease or leave and license agreement with no restrictions and are renewable/ cancellable at the option of either of the parties. There are no sub-leases. The lease payments recognised under “Rent Expenses” are:</p>		
Note: 14 - Calculation of Earnings per Equity Share [EPS]:		
The numerators and denominators used to calculate the basic and diluted EPS are as follows:		
Profit after tax attributable to Shareholders:		
A	Profit attributable to Shareholders	
a	Before and after Exceptional items	INR
		(7,56,592)
B	Basic and weighted average number of Equity shares outstanding during the year	Nos
		10,00,000
C	Nominal value of equity share	INR
		10
D	Basic & Diluted EPS :	
	Before and after Exceptional items	INR
		(0.76)
		-0.39

SURYAKRUPA FINANCE LIMITED

Notes to the Financial Statements

Note: 15 -Contingent Liabilities and commitment [to the extent not provided for]:

There are no contingent liabilities which require to be provided for or disclosed in accordance with the Accounting Standard - 29 on "Provisions, Contingent Liabilities and Contingent Assets" issued by ICAI.

Note: 16 - Related Party Transactions :

A Name of the Related Party and Nature of the Related Party Relationship:

a Directors and their relatives:

Ashokkumar Dudi	Dr. Neemaben B. Acharya
Maulin Acharya	
Narendrasinh Rana	

b Enterprises significantly influenced by Directors and/ or their relatives:

Kesar Interlink Private Limited	Regal Shipping Private Limited
Alpha Vinimay Private Limited	Ras Infraport Private Limited
Shaan Infra Private Limited	Rajvi Estate LLP
Riviera Infra Private Limited	

B Transactions with Related Parties:

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

<u>Nature of Transactions</u>	<u>Value of the Transactions [INR]</u>	
	<u>Directors and their relatives</u>	
	<u>Reporting period ended at</u>	
	<u>March 31, 2016</u>	<u>March 31, 2015</u>
<u>Expense payment</u>		
Nimaben B Acharya	45,000	-
<u>Finance</u>		
<u>Loans taken during the year</u>		
Ashokkumar dudi	3,50,000	6,10,263
Maulin Acharya	3,50,000	9,00,000
Narendrasinh Rana	3,50,000	4,50,000
<u>Loans repaid during the year</u>		
Ashokkumar dudi	3,25,000	-
Maulin Acharya	3,25,000	-
Narendrasinh Rana	3,25,000	-
<u>Outstanding</u>		
<u>Payables</u>		
Nimaben B. Acharya	30,000	-
<u>Loans outstanding:</u>		
Ashokkumar dudi	6,35,263	6,10,263
Maulin Acharya	9,25,000	9,00,000
Narendrasinh Rana	4,75,000	4,50,000
	20,35,263	19,60,263

SURYAKRUPA FINANCE LIMITED
Notes to the Financial Statements

Note: 17 - Segment Information :

The segment information is as under-

The Company is dealing into two different segments : Financial Services and transportation Services

Financial services segment includes the services provided by the company in respect of financial consultancy services.

Transportation services segment includes the income in respect of logistic business operations.

No.	Particulars	Amount in INR	
		Year ended on	
		March 31, 2016	March 31, 2015
1	Segment Revenue		
	Finance Services	-	2,61,000
	Transportation Services	1,04,817	22,52,075
	Eliminated Revenue	-	-
	Unallocable Revenue	-	-
	Total Revenue	1,04,817	25,13,075
2	Segment Results		
	Finance Services	-	2,61,000
	Transportation Services	9,832	4,54,201
	Eliminated Result	-	-
	Other Unallocable Income (Net of expenditure)	-	-
	Unallocated Cost	7,66,424	11,10,079
	Finance cost	-	292
	Net Result	(7,56,592)	(3,95,170)
3	Segment Assets:		
	Finance Services	-	-
	Transportation Services	-	22,52,075
	Unallocated	85,935	1,16,412
	Total Segment Assets	85,935	23,68,487
4	Segment Liabilities:		
	Finance Services	-	-
	Transportation Services	-	17,97,875
	Unallocated	2,39,663	83,483
	Total Segment Liabilities	2,39,663	18,81,358
5	Depreciation and Amortisation expenses		
	Finance Services	-	-
	Transportation Services	-	-
	Unallocated	-	-
	Total Depreciation and amortisation expense	-	-
6	Non cash expenditure other than depreciation and amortisation		
	Finance Services	-	-
	Transportation Services	-	-
	Unallocated	-	7,492
	Total Depreciation and amortisation expense	-	7,492

Note: 18 - Other Notes :

1 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classifications/ disclosure.

2 The accumulated losses of the company has exceeded the paid-up capital of the company. However, the directors of the company are exploring the new opportunities and the continuous financial support from the management of the company In view of the same, the accounts of the company are prepared on going concern basis.

Signatures to Significant Accounting Policies and Notes 1 to 18 to the Financial Statements

As per our report of even date

Mukesh M. Shah & Co.,

Chartered Accountants

Firm Registration Number: 106625W

Karnik K. Shah

Partner

Membership Number: 129675

Place: Ahmedabad

Dated: 28th May, 2016

Y. M. Joshi
Company Secretary

For and On behalf of Board of Directors
Suryakrupa Finance Ltd.

Ashok Kumar Dudi

Chairman & M. D.

DIN:02579317

Place: Gandhidham

Dated: 28th May, 2016

Narendrasinh Rana

Director & CFO

DIN: 02543871

SURYAKRUPA FINANCE LIMITED

(CIN L60200GJ1986PLC083845)

Registered Office: Plot No.267, Ward 12/B, Gandhidham – 370201, Gujarat

ATTENDANCE SHEET

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

DP Id: _____ Folio No. _____

Client ID _____ No of Shares _____

Name & Address of shareholder: _____

I hereby record my presence at the 29th ANNUAL GENERAL MEETING of the Company at Conference Hall of Rajvi Resorts, Airport Road, Galpadar, Gandhidham, Gujarat- 370201 held on Friday the 30th day of September,2016 at 10.00 a.m.

Sign of shareholder/ Proxy

SURYAKRUPA FINANCE LIMITED

(CIN L60200GJ1986PLC083845)

Registered Office: Plot No.267, Ward 12/B, Gandhidham – 370201, Gujarat

Form No. MGT-11

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

Name of the shareholder
Registered address
E-mail ID
Folio No. / Client ID
DP ID

I / we, being the shareholder(s) of _____ shares of the above named company, hereby appoint:

1) Name _____ Address _____

E-mail ID _____, Signature _____ of failing him/her

2) Name _____ Address _____

E-mail ID _____ Signature _____ of failing him/her

3) Name _____ Address _____

E-mail ID _____ Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf the 29th AGM of the Company at Conference Hall of Rajvi Resorts, Airport Road, Galpadar, Gandhidham, Gujarat- 370201 to be held on Friday the 30th day of September, 2016 at 10.00 a.m, and at any adjournment thereof in respect of such resolutions as are indicated below:

#	ORDINARY BUSINESS	For	Against
1.	Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2016 and Auditors' Report thereon		
2.	Appointment of Auditor M/s. D. A Rupawala & Associates, Chartered Accountants, as Statutory Auditor of the Company		
	SPECIAL BUSINESS		
3.	Re-Appointment of Mr. Narendrasinh D. Rana, as Director liable to retire by rotation.		
4.	Approve material related party transition.		

Signed this _____ day of September, 2016.

Signature of the Shareholder

Signature of Proxy holder(s)

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

Affix Revenue stamp Rs. 1/-

To

If undelivered, please return TO,

SURYAKRUPA FINANCE LIMITED

Registered office:
Plot No. 267, Ward 12/B,
Gandhidham- 370 201
Kutch, GUJARAT, INDIA