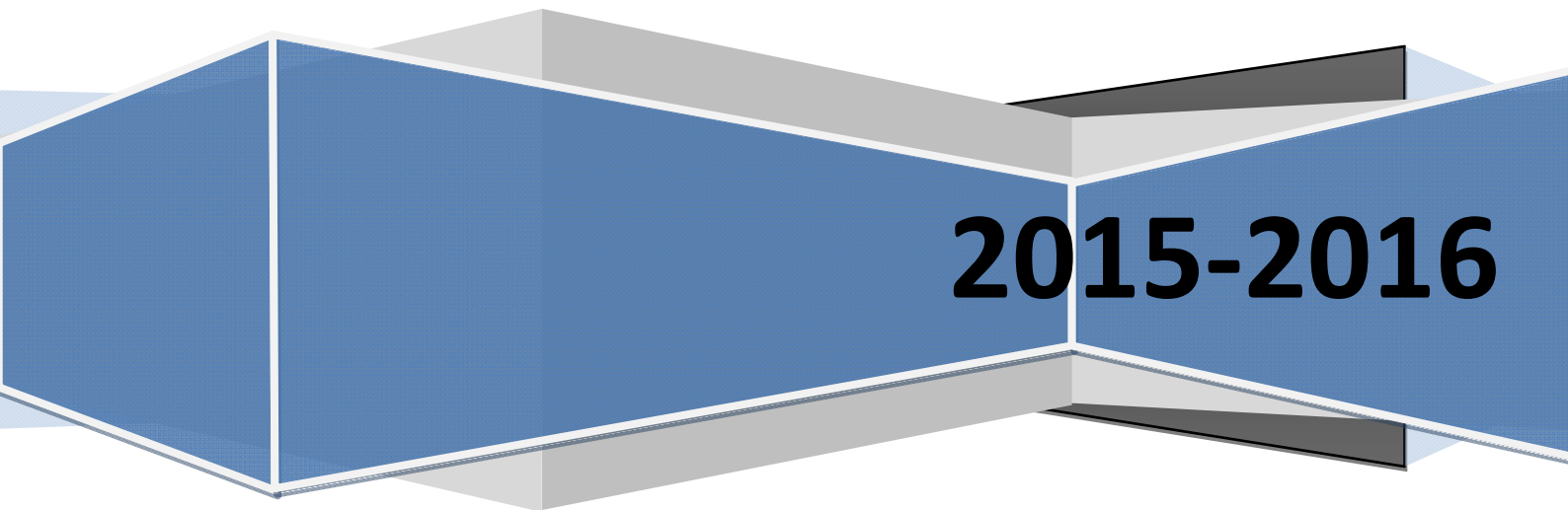


SIROHIA & SONS LIMITED  
ANNUAL REPORT



**2015-2016**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS (As on 31<sup>st</sup> March, 2016)

Mr. Rajat Sirohia	DIN No. 00244597	Whole Time Director
Mr. Rakesh Sirohia	DIN No. 00228967	Managing Director
Mr. Jitendra Sirohia	DIN No. 00244740	Non-Executive Director
Mr. Rajesh Sirohia	DIN No. 00356431	Non-Executive Director
Mr. Debjit Banerjee	DIN No. 06636323	Independent Director
Ms. Richa Choudhary	DIN No. 06648795	Independent Director
Md. Akhtar Khan	DIN No. 06710464	Independent Director
Mr. Ajay Kumar Shaw	DIN No. 06785397	Independent Director

### KEY MANAGERIAL PERSONNEL

Mr. Rajat Sirohia	Whole Time Director
Mr. Rakesh Sirohia	Managing Director
Mr. Jitendra Sirohia	Chief Financial Officer
Mr. Rahul Gupta	Company Secretary & Compliance Officer

<b>STATUTORY AUDITORS</b>	<b>M/s S. Poddar &amp; Co, Chartered Accounts</b>
<b>REGISTERED OFFICE</b>	<b>Sirohia &amp; Sons Ltd.</b> 16, Bonfield Lane, Kolkata- 700 001, West Bengal (India) Phone : 033 4017 0700 Fax : 033 4017 0701 E-mail : <a href="mailto:info@sirohia.com">info@sirohia.com</a> Website : <a href="http://www.sirohia.com">www.sirohia.com</a>
<b>REGISTRAR &amp; TRANSFER AGENT</b>	Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Industrial Estate. 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai – 400 059 Tel No. 022 – 2859 0942, 2859 4060, 4227 0400 Fax No. 022 – 2850 3748 Email Id- <a href="mailto:sshetty@adroitcorporate.com">sshetty@adroitcorporate.com</a> <a href="mailto:pratapp@adroitcorporate.com">pratapp@adroitcorporate.com</a> <a href="mailto:valsas@adroitcorporate.com">valsas@adroitcorporate.com</a>
<b>CIN NO.</b>	L51109WB1990PLC049105
<b>LISTING INFORMATION</b>	BSE Limited (BSE) Scrip Code: 538667
<b>CONNECTIVITY</b>	National Depository Services Limited (NSDL) Central Depository Services (India) Limited (CDSL) ISIN: - INE785001019

## **COMMITTEES OF BOARD**

(As on 31<sup>st</sup> March, 2016)

### **Audit Committee**

Ms. Richa Choudhary

Md. Akhtar Khan

Mr. Ajay Kumar Shaw

### **Nomination & Remuneration Committee**

Ms. Richa Choudhary

Mr. Ajay Kumar Shaw

Mr. Debjit Banerjee

### **Stakeholders Relationship Committee**

Ms. Richa Choudhary

Mr. Ajay Kumar Shaw

Mr. Debjit Banerjee

### **Internal Auditors**

**M/s RSV & Co., Chartered Accountants**

209, AJC Bose Road, Karnani Estate, 4<sup>th</sup> Floor, Room No. – 148, Kolkata - 700 017

### **Secretarial Auditors**

**M/s Agarwal A & Associates, Company Secretaries**

16, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata- 700 001

### **Bankers**

**The Federal Bank**

4/1, Elgin road, Kolkata – 700 020

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 26<sup>th</sup> Annual General Meeting of the members Sirohia & Sons Limited will be held at:

**Venue:** Paul Mansion, 6, Bishop Lefroy Road, Suite No. 19, 4<sup>th</sup> Floor, Kolkata – 700 020, West Bengal

**Day and Date:** 24<sup>th</sup> September, 2016; Saturday at 1: 30 pm

### **AGENDA**

#### **Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, the Cash Flow Statement, along with the Reports of the Directors and Auditors thereon.
2. The Company does not propose to declare any dividend.
3. To re-appoint a Director in place of Mr. Rajat Sirohia (DIN No: 00244597), who retires by rotation and is eligible, offers himself for re-appointment.
4. To appoint M/s RSVA & Co., Chartered Accounts, as statutory Auditors,

To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a Special 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 RSVA & Co., Chartered Accountants, having registration No. 110504W, 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 S. Poddar & Co, Chartered Accountants, having registration No. 320294E allotted by ICAI, who shall hold office from the conclusion of this 26th Annual General Meeting till conclusion of the 27th Annual General Meeting and that the Board be and is hereby authorised to fix such remuneration as may be determined 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.”

#### **Special Business**

##### **5. ALTERATION OF ARTICLES OF ASSOCIATION**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **SPECIAL RESOLUTIONS**.

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **6. APPOINTMENT OF MS. DIPIKA SIROHIA (DIN: 01591415) AS A DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT Ms. Dipika Sirohia (DIN: 01591415) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

**By Order of the Board**  
For, **SIROHIA & SONS LIMITED**  
**Sd/-**  
**RAKESH SIROHIA**  
**Managing Director**  
(DIN No. 00228967)

#### **NOTES**

- A Statement pursuant to Section 102(1) of Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed thereto.
- The relevant details of Directors seeking appointments/ re-appointments under item no. 3 & 6 above, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (“**Listing Regulations**”) are also annexed;
- A Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The Proxy, in order to be effective, must be deposited at the registered office of the company, duly completed in all respect, at least 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate of not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder;
- The Register of the Members & Share Transfer Books of the Company will remain closed from Saturday, 17<sup>th</sup> September, 2016 to Saturday, 24<sup>th</sup> September, 2016 (both days inclusive)
- Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting;
- As per provisions of the Act, facility for making nominations is available to the Members in respect of shares held by them. Nomination forms can be obtained from the Company’s Registrar and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants (“DP”);

- In accordance with the Act read with the relevant Rules, the Annual Reports are sent by electronic mode to those Members whose shareholdings are in dematerialized form and whose email IDs are registered with the DP for communication purposes. To support the “Green Initiative”, the Members who have not yet registered their e-mail IDs are requested to register their respective email IDs with Adroit Corporate Services Pvt. Ltd., 1st Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri East, Mumbai- 400 059, the Registrar and Share Transfer Agents of the Company
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Members are requested to bring their Admission Slip along with the Copy of the Report and Accounts of the Annual General Meeting.
- Relevant Documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
- Members are also requested to notify the change in address, if any, immediately to the Company’s Registrar & Share Transfer Agent M/s Adroit Corporate Services Private Limited, having their registered office at 19/20 Jaferbhoy Industrial. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400 059, India by quoting their Folio Number(s).
- The Company has implemented the “Green Initiative” as per Circular Nos. 17/2011 dated April 21,2011 and 18/2011 dated April 29,2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the E-mail address indicated in your respective depository participant accounts which will periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to RTA of the Company quoting their Folio Number(s).
- The annual report of the Company circulated to the members of the Company will be made available on the Company’s website at [www.sirohia.com](http://www.sirohia.com). The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during the normal business hours on working days.
- 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 our Registrar & Share Transfer Agent.
- Please note that as per the notification of SEBI, the Company’s shares are under compulsory Demat Trading, for all the Investors. You are therefore requested to demat your shareholding to avoid any inconvenience in future.
- Voting on resolutions to be discussed in the Meeting will be done through ballot paper. The facility for voting through ballot paper shall be made available at Annual General Meeting after the discussion.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 17<sup>th</sup> September, 2016.

- The Company has appointed Mr. Ajay Kumar Agarwal (C.P No. : 13493 & FCS : 7604), Practicing Company Secretary, as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
- The Chairman shall, at the Annual General Meeting , at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all the members who are present at the Annual General Meeting.
- The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (two) days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.sirohia.com](http://www.sirohia.com) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

Registered Office:  
 16 Bonfield Lane  
**2<sup>nd</sup> Floor**  
 Kolkata - 700 001  
 Dated 08/08/2016

By Order of the Board of Directors  
 Sd/-  
**Rakesh Sirohia**  
 Managing Director  
 (DIN No. 00228967)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("the Act")**

**ITEM NOs 4**

The statutory Auditors, M/s S. Poddar & Co, has 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(s) proposing appointment of M/s RSVA & Co, Chartered Accountants, as the statutory auditors.

The Audit Committee has considered the qualification 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 the Special Resolution appointing M/s RSVA & Co, Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s S. Poddar & 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. 4 of the Notice.

#### **ITEM NOs 5**

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made there under. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. up to the conclusion of the Annual General Meeting.

The Board of Directors recommends the Resolutions at Item No. 5 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

#### **ITEM NOs 6**

The Board of Directors of the Company had appointed Ms. Dipika Sirohia as an Additional Director with effect from August 8, 2016 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Ms. Dipika Sirohia, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Ms. Dipika Sirohia is a MBA in finance. Her expertise lies in administration. The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Ms. Dipika Sirohia for the office of Director, to be appointed as such under the provisions of Section 149, 152 of the Act. Considering her vast experience, her presence on the Board will be of immense value to the Company. A copy of the draft letter of appointment of Ms. Dipika Sirohia as Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours. Further, as the roles and responsibilities of Directors have undergone significant changes demanding greater involvement in the supervision of the Company.



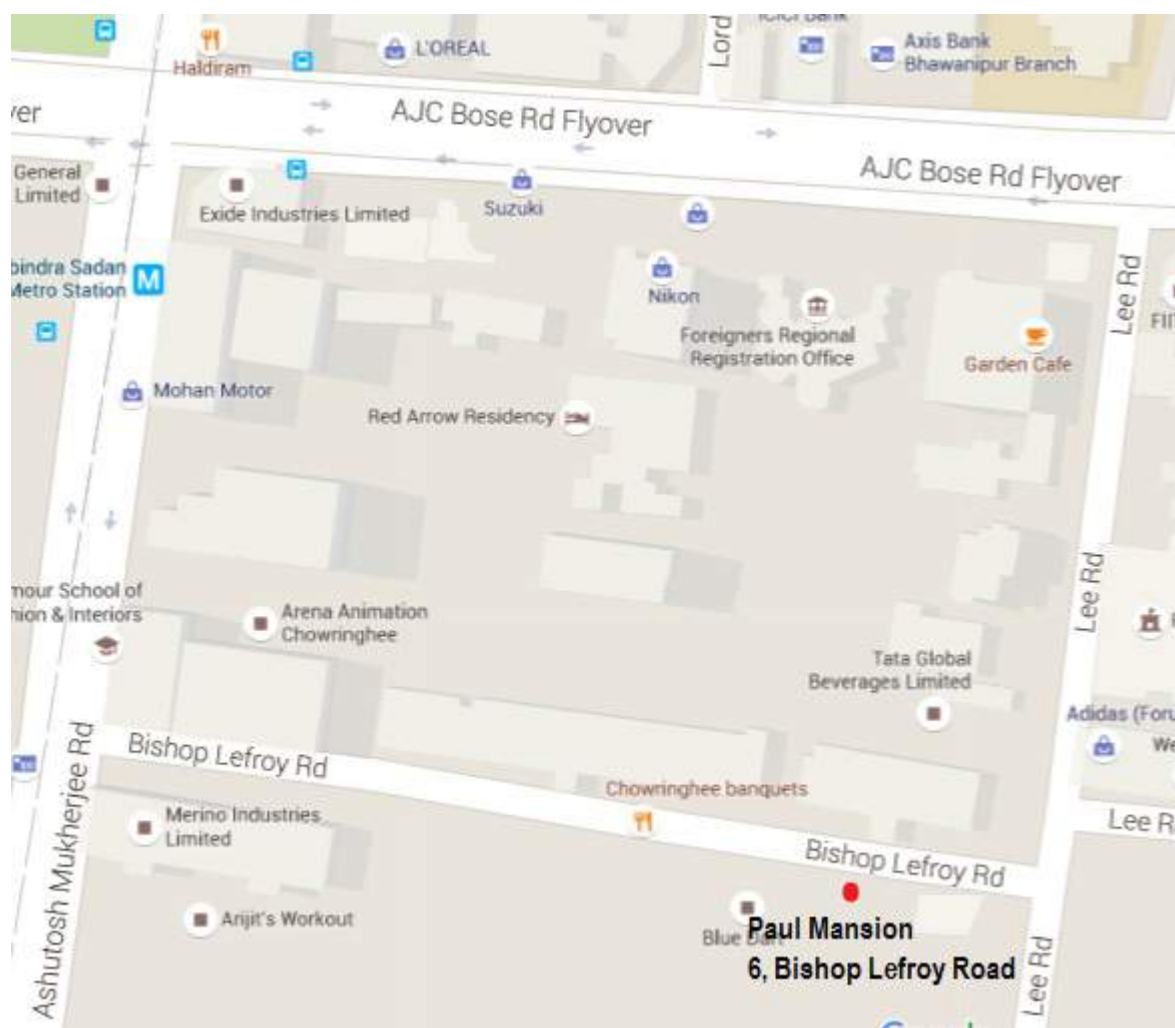
Except Ms Dipika Sirohia, Mr Rajat Sirohia, Mr Jitendra Sirohia, Mr Rajesh Sirohia and Mr Rakesh Sirohia none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the aforesaid Resolution.

The resolutions as set out in Item no. 6 of this Notice are accordingly recommended for your approval.

By Order of the Board of Directors  
Sd/-

Registered Office:  
16 Bonfield Lane  
Kolkata - 700 001

**Rakesh Sirohia**  
Managing Director  
(DIN No. 00228967)



**Details of Directors seeking appointment/re-appointment at the AGM**

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015

<b>NAME OF THE DIRECTOR</b>	<b>MR. RAJAT SIROHIA</b>	<b>MS DIPIKA SIROHIA</b>
DIN No.	00244597	01591415
Date of Appointment	01/07/2013	08/08/2016
Expertise in specific functional areas	Expertise in Identification of core area of investments.	Knows a lot about handling Finances.
Qualifications	B.Com(Hons)	MBA
Directorships held in other companies (excluding private & foreign cos.)	Anita Trading Co Limited	Anita Trading Co Limited
No. of shares held by Non-Executive Directors	100000 Equity Shares	8 Equity Shares

## DIRECTORS REPORT

**Dear Shareholders,**

The Directors of Sirohia & Sons Limited are pleased to present to you the 26<sup>th</sup> Annual Report, along with the audited accounts, for the financial year ended March 31, 2016.

### **Financial Performance**

The summarized results of your Company are given IN the table below:

Particulars	Financial Year ended	
	Standalone	
	31/03/2016	31/03/2015*
Total Income	4,94,76,868.15	5,01,10,148.36
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	15,86,105.28	8,80,137.86
Finance Charges	1,86,581.00	1,87,155.00
Depreciation	41,543.00	88,341.00
Prior Period Items	2,002.00	79,164.00
Profit after prior period items	13,55,979.28	5,25,477.86
Provision for MAT (Net of Deferred Tax)	4,19,617.00	1,87,144.00
Net Profit/(Loss)	9,36,362.28	3,38,333.86

\*previous year figures have been regrouped/rearranged wherever necessary.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 In terms of Rule 7 of The Companies (Accounts) Rules, 2014) and the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

### **Summary of Operations**

During the year, the total Income of your Company decreased by 1.26%, from Rs 50,110,148.36 to Rs. 49,476,868.15 for FY 2015-16, your Company's profit after tax stood at Rs. 9,36,362.28 vis-à-vis Rs.3,38,333.86 in the previous year.

### **Dividend**

The Board of Directors of the Company has not recommended any dividend on equity share for FY 2015-16.

### **Deposits**

During the year, the Company has not accepted any deposits under the Companies Act, 2013. ("**Act**")

### **Change in nature of business, if any**

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

### **Meetings**

Six Board Meetings were held during the year under review.

Details of the Board Meetings held during the year are as under:

<b>Date of Board Meeting</b>	<b>Board Strength</b>	<b>Number of Directors Present</b>
28 <sup>th</sup> April, 2015	8	8
28 <sup>th</sup> May, 2015	8	8
4 <sup>th</sup> August, 2015	8	8
14 <sup>th</sup> November, 2015	8	8
6 <sup>th</sup> January, 2016	8	8
15 <sup>th</sup> March, 2016	8	8

### **Directors**

Mr. Rajat Sirohia retires by rotation and is eligible for re-appointment.

Ms. Richa Choudhary joined the Board as an Additional Director w.e.f. 29<sup>th</sup> April, 2014. She resigned from the Board w.e.f. 23<sup>rd</sup> May, 2016. Your Board places on record its appreciation of the invaluable contributions and guidance provided by each of them during their respective tenure of association with the company. During the year under review, the non-executive directors had no pecuniary relationships or transaction with the company.

### **Declaration by Independent Directors**

In compliance with section 149(7) of the Act, all Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and erstwhile Clause 49 of the listing agreement & Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Directors' Responsibility Statement**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

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

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis;

e) The Directors had laid down proper Internal Financial Controls (“**IFC**”) and such internal financial controls are adequate and were operating effectively;

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Directors’ appointment & remuneration policy**

The Company has the policy on Directors’ appointment and remuneration and other matters provided in Section 178(3) of the Act. The Board of Directors of the Company has in accordance with the requirements of Section 178 of the Companies Act, 2013, constituted a Nomination and Remuneration Committee. The role of committee is to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommends to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

### **Board Evaluation**

In Line with the requirements of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a meeting of the Independent Directors of the Company was held on 15<sup>th</sup> March, 2016, wherein the performance of the non - independent directors including chairman was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”) evaluated the effectiveness of its functioning and that of the Committees and the individual directors by seeking their inputs on various aspects of Board/ Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long term strategic planning and fulfillment of Director’s obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings.

### **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the following persons were formally appointed as the Key Managerial Personnel (“**KMP**”) of the Company

Mr Rajat Sirohia,	Whole-time Director
Mr Rakesh Sirohia,	Managing Director
Mr Jitendra Sirohia,	Chief Financial Officer
Mr Rahul Gupta,	Company Secretary

Remuneration and other details of the KMP for the year ended 31 March, 2016 are mentioned in the extract of the Annual Return which forms part of this report.

### **Internal Financial Control**

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of Audit Committee. The Statutory Auditor has also commented on the internal control on financial reporting in their report.

### **Audit Committee**

The Audit Committee comprises of 3 (Three) and all Members independent including Chairman. All recommendations made by the Audit Committee were accepted by the Board during FY 2015-16.

### **Corporate Social Responsibility**

Provisions of Section 135 of the Companies Act, 2013, read with applicable Rules, not applicable during the year under review.

### **SUBSIDIARY COMPANY**

The Company does not have any subsidiary Company. (Annexure - A)

### **Extract of Annual Return**

The details forming part of the extract of the Annual Return in Form MGT -9 (Annexure - B) as per provisions of the Companies Act, 2013 and rules framed there under are annexed to this Report.

### **Particulars of loans, guarantees or investments**

The particulars of loans, guarantees and investments have been disclosed in the financial statements

### **Related Party Transactions**

All related party transactions entered into during FY 2015-16 were on arm's length basis and also in the ordinary course of business. No related party transactions were made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons during FY 2015-16, except those reported.

All Related Party Transactions were placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee was obtained on a yearly / quarterly basis for the transactions which were of foreseen and repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted were audited and a statement giving details of all related party transactions was placed before the Audit Committee for its approval on a quarterly basis. The statement was supported by a Certificate duly signed by the Managing Director and the Chief Financial Officer. The policy on Related Party Transactions as approved by the Board.

In view of the above, the disclosures required under the Act in in Form AOC-2 is not applicable for the year 2015-16.

None of the Directors or KMP has any pecuniary relationships or transactions vis-à-vis the Company during FY 2015-16.

**Significant material orders passed by Regulators / Courts etc.**

There were no significant and material orders passed by the Regulators / Courts / Tribunals impacting the going concern status and company’s operations in future.

There were also no material changes and commitments occurred after the closure of the year till the date of this report, which affect the financial position of the company.

**Details of conservation of energy, technology absorption, foreign exchange earnings and outgo**

**(a) Conservation of energy**

The particulars regarding foreign exchange earnings and outgo appear as separate items IN the notes to the Accounts. Since the Company does not own any manufacturing facility, the other particulars relating to conservation of energy and technology absorption stipulated IN the Companies (Accounts) Rules, 2014 are not applicable.

(i)	the steps taken or impact on conservation of energy	<b>Not Applicable</b>
(ii)	the steps taken by the Company for utilizing alternate sources of energy	<b>Not Applicable</b>
(iii)	the capital Investment on energy conservation equipments	<b>Not Applicable</b>

**(b) Technology absorption**

(i)	the efforts made towards technology absorption	Not Applicable
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Not Applicable
(iii)	IN case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not Applicable
	(a) the details of technology imported	Not Applicable
	(b) the year of import;	Not Applicable
	(c) whether the technology been fully absorbed	Not Applicable
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
(iv)	the expenditure INcurred on Research and Development	Not Applicable

**(c) Foreign exchange earnings and Outgo**

During the year, no foreign exchange transaction has been made.

**Particulars of Employees**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report (Annexure - C). In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Report.

However, having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the details are excluded in the report sent to members. The required information is available for inspection at the registered office and the same shall be furnished on request.

#### **Statutory Auditors, their Report and Notes to Financial Statements**

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, in the last AGM held on 30th September, 2015, M/s. S. Poddar & Co, Chartered Accountants have been appointed Statutory Auditors of the Company till the commencement of next Annual General Meeting, Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments. There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. S.Poddar & Co. Statutory Auditors, in their audit report.

#### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Agarwal A & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31 March, 2016. The Secretarial Audit Report is annexed (Annexure- D) herewith as to this report.

#### **Prevention of Sexual Harassment at Workplace**

The Company has in place a Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Following is a summary of sexual harassment complaints received and disposed of during the year 2015-16:-

– No. of complaints received – NIL

– No. of complaints disposed of – NIL

#### **Acknowledgement**

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board

**Sirohia & Sons Limited**

**Sd/-**

**(Managing Director)**

**Rakesh Sirohia**

For and on behalf of the Board

**Sirohia & Sons Limited**

**Sd/-**

**(Whole Time Director)**

**Rajat Sirohia**

Date : 30/05/2016

Place : Kolkata



## **MANAGEMENT DISCUSSION & ANALYSIS**

### **REVIEW OF INDIAN ECONOMY**

Considering the global economic slowdown, Indian economy appears to be the bright spot growing at 7.5% in 2015-16 as against 7.3% in 2014-15. Services sector in India remained the most vibrant sector in terms of contribution to national and state incomes, trade flows, FDI inflows, and employment. Industrial sector also performed satisfactorily although commodity prices remained low due to weakness in economic activity and global trade especially in China's economy. Manufacturing and construction sectors, the key consuming sectors, had a mixed performance with lot of planned investments, but suffered from lack of implementation on the ground.

### **OVERVIEW OF AGRICULTURAL SECTOR**

Agriculture remains a dominant sector of the Indian Economy both in terms of Gross Domestic Product (GDP) as well as a source of employment to millions across the country. Over 50 % of rural household depends on agriculture for their livelihood. The total share of Agriculture & Allied sectors (including Agriculture, livestock, forestry & fishery sub sectors) in terms of percentage of GDP is 14%.

### **INDUSTRY OUTLOOK**

With rainfall predicted to remain more than average, irrigation and comprehensive waste water management in tea plantations are becoming increasingly important. The Tea Gardens will not be able to spray the fertilizers if the rainfall is in excess, which is not a good sign for the industry. The Tea Gardens economy is in a bad shape currently. There is lack of export, added with labour problems, which results in low revenue, resulting in lack of purchasing power of the industry.

### **RISKS & CONCERNS**

In any business, risks and opportunities are Inseparable components. The Company's Directors and management keep this in mind while taking decisions to ensure that stakeholders are not adversely affected. The Company's Management, comprising various departmental heads, meets regularly to identify processes which are exposed to risks, determines mitigation strategies to counter these risks and closely monitor their implementation.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company implemented internal control systems to ensure that all assets are safeguarded and protected against losses and all transactions are recorded and reported correctly. The Internal control system is commensurate with the size and nature of the Company's business. The systems are regularly reviewed for effectiveness.

### **INDUSTRIAL RELATIONS AND HUMAN RESOURCES MANAGEMENT**

Employees are the most valuable assets and the strength of an organization in its growth, prosperity and development. Your Company has a team of qualified and dedicated personnel who have contributed to the growth and progress of the Company. Necessary training is being imparted to the employees and various seminars and workshops are being conducted to continuously hone their skills.

Your Company is continuously striving to create appropriate environment, opportunities and systems to facilitate identification, development, and utilization of their full potential and Inculcating a sense of belongingness.

Your Company's Industrial relations continued to be harmonious during the year under review.

**CAUTIONERY STATEMENT**

Statements in this management discussion analysis describing the Company's objectives, projections, Estimates, expectations may be forward looking within the meaning of applicable securities-laws and Regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make difference to Company's operations Include economic conditions affecting the domestic market and the overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other Incidental factors.

On Behalf of the Board of Directors  
**SIROHIA & SONS LIMITED**

SD/-

**Rakesh Sirohia**

Managing Director

DIN No. 00228967

Date: 30/05/2016

Place: Kolkata

## **GENERAL BODY MEETINGS**

Locations, date and time, where last AGMs held:

<b>General Meeting</b>	<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Ordinary Resolution passed</b>	<b>Venue</b>
21 <sup>st</sup> AGM	2010-11	30/09/2011	1:30 p.m	<ul style="list-style-type: none"><li>• To receive, consider &amp; adopt the audited balance sheet</li><li>• To appoint auditor and fix their remuneration</li></ul>	16, Bonfield Lane, Kolkata-700001, West Bengal
22 <sup>nd</sup> AGM	2011-12	29/09/2012	1:30 p.m	<ul style="list-style-type: none"><li>• To receive, consider &amp; adopt the audited balance sheet</li><li>• To appoint auditor and fix their remuneration</li></ul>	16, Bonfield Lane, Kolkata-700001, West Bengal
23 <sup>rd</sup> AGM	2012-13	28/09/2013	1:30 p.m	<ul style="list-style-type: none"><li>• To receive, consider &amp; adopt the audited balance sheet</li><li>• To appoint auditor and fix their remuneration</li></ul>	16, Bonfield Lane, Kolkata-700001, West Bengal
24 <sup>th</sup> AGM	2013-14	29/09/2014	1:30 p.m	<ul style="list-style-type: none"><li>• To receive, consider &amp; adopt the audited balance sheet</li><li>• To appoint auditor and fix their remuneration</li></ul>	16, Bonfield Lane, Kolkata-700001, West Bengal
25 <sup>th</sup> AGM	2014-15	30/09/2015	4:30 p.m	<ul style="list-style-type: none"><li>• To receive, consider &amp; adopt the audited balance sheet</li><li>• To appoint auditor and fix their remuneration</li></ul>	Middleton Chambers & Middleton Inn, 10 Middleton Street, Kolkata-700071, West Bengal

**ANNEXURE TO THE DIRECTORS' REPORT**

ANNEXURE – A

**AOC-1**

[Pursuant to first proviso to sub-section (3) of Section 129  
read with Rule 5 of Companies (Accounts) Rules, 2014]  
Statement containing salient features of the financial statement of  
Subsidiaries / Associate Companies / Joint Ventures

**Part "A" – Subsidiaries**

The Company has no Subsidiary company

**Part "B" – Associates and Joint Ventures**

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

The Company has no associate and joint venture companies

Form No. MGT-9  
**EXTRACT OF ANNUAL RETURN**  
for the Financial year ended on 31<sup>st</sup> March, 2016 of  
**SIROHIA & SONS LIMITED**  
[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

<b>I. REGISTRATION AND OTHER DETAILS:</b>	
i) CIN	L51109WB1990PLC049105
ii) Registration Date	28 <sup>th</sup> May, 1990
iii) Name of the Company	Sirohia & Sons Limited
iv) Category / Sub-Category of the Company	Limited Company/ Company limited by shares
v) Address of the Registered Office and contact details	16, Bonfields Lane Kolkata-700001, West Bengal E-mail: info@sirohia.com
vi) Whether listed company	Yes
vii) Name, Address and contact details of Registrar & Transfer Agent, if any	Adroit Corporate Services Pvt Ltd 19/20 Jaferbhoy Industrial Estate, 1 <sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri East, Mumbai – 400059, Maharashtra Contact No: 022-2859 0942,2859 4060, E- mail ID: <a href="mailto:sshetty@adroitcorporate.com">sshetty@adroitcorporate.com</a>
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
All the business activities contributing 10% or more of the total turnover of the company	As per Attachment A
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	
As per Attachment B	
<b>IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
i) Category-wise Share Holding	As per Attachment C
ii) Shareholding of Promoters	As per Attachment D
iii) Change in Promoters' Shareholding	As per Attachment E
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v) Shareholding of Directors and Key Managerial Personnel	As per Attachment G
<b>V. INDEBTEDNESS</b>	
Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment H
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
A. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment I
B. Remuneration to other directors	As per Attachment J
C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	As per Attachment K
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	
As per Attachment L	



<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>4628492</b>	<b>0</b>	<b>4628492</b>	<b>45.13</b>	<b>4628492</b>	<b>0</b>	<b>4628492</b>	<b>45.13</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	-	-	-	-	-	-	-	-	-
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	260000	2626600	2886600	28.15	520000	2626600	3146600	30.68	2.53
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1490000	0	1490000	14.53	1590000	0	1590000	15.50	0.97
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1250000	0	1250000	12.19	890000	0	890000	8.69	(3.50)
(c) Others (HUF)									
<b>Sub-total (B)(2):-</b>									
Total Public Shareholding (B)=(B)(1)+(B)(2)	3000000	2626600	5626600	54.87	3000000	2626600	5626600	54.87	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Grand Total (A+B+C)</b>	<b>7628492</b>	<b>2626600</b>	<b>10255092</b>	<b>100.00</b>	<b>7628492</b>	<b>2626600</b>	<b>10255092</b>	<b>100.00</b>	<b>-</b>

## ATTACHMENT D

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2015)			Share holding at the end of the Year (As on 31-03-2016)			% change In share holding during the year
		No. of Shares	% of total Shares of the	%of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the	% of Shares Pledged / encumbered to total	
1.	Dipika Sirohia	8	0	0	8	0	0	0
2.	J L Sirohia & Sons (HUF)	100	0	0	100	0	0	0
3.	Jitendra Sirohia	10	0	0	10	0	0	0
4.	Jitendra Sirohia(HUF)	10	0	0	10	0	0	0
5.	Kamala Devi Sirohia	27020	0.26	0	27020	0.26	0	0
6.	Kanak Devi Sirohia	10	0	0	10	0	0	0
7.	Neena Sirohia	37500	0.37	0	37500	0.37	0	0
8.	Nirmala Devi Sirohia	10	0	0	10	0	0	0
9.	Raj Karan Sirohia	24010	0.23	0	24010	0.23	0	0
10.	Rajat Sirohia	100000	0.98	0	100000	0.98	0	0
11.	Rajat Sirohia (HUF)	10	0	0	10	0	0	0
12.	Rajesh Sirohia	10	0	0	10	0	0	0
13.	Rajesh Sirohia (HUF)	50020	0.49	0	50020	0.49	0	0
14.	Rakesh Sirohia	50040	0.49	0	50040	0.49	0	0
15.	Rakesh Sirohia (HUF)	20	0	0	20	0	0	0
16.	Ratan Lal Sirohia (HUF)	1000	0.01	0	1000	0.01	0	0
17.	Ratan Lal Sirohia	50000	0.49	0	50000	0.49	0	0
18.	Raveena Sirohia	10	0	0	10	0	0	0
19.	Ricky Credit Company Private Limited	68470	0.67	0	68470	0.67	0	0
20.	Rohan Sirohia	8	0	0	8	0	0	0
21.	Ruchi Trades and Holdings Private Limited	43578	0.43	0	43578	0.43	0	0
22.	Ruttonpore Tea Company Private Limited	3848200	37.53	0	3848200	37.53	0	0
23.	Sangita Fiscal Services Private Limited	71018	0.69	0	71018	0.69	0	0
24.	Sirohia Finvest Company Private Limited	70000	0.68	0	70000	0.68	0	0
25.	Sirohia Properties & Trading Company Pvt Ltd	62400	0.61	0	62400	0.61	0	0
26.	Vandana Sirohia	20	0	0	20	0	0	0
27.	Vijay Sirohia	125010	1.22	0	125010	1.22	0	0



**ATTACHMENT E**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

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

Sr. No.		Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative Shareholding during the year (01-04-2015 to 31.03.2016)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	4628492	45.13	<b>4628492</b>	<b>45.13</b>
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	<b>0</b>	<b>0</b>
	At the end of the year	4628492	45.13	<b>4628492</b>	<b>45.13</b>

# there is no change in the total shareholding of promoters between 01-04-2015 and 31-03-2016.

**ATTACHMENT F**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

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

Sr. No.		Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares at the beginning / end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Gatik Realcon Private Limited	200000	1.95	01-Apr-2015	NIL			
		200000	1.95	31-Mar-2016		200000	1.95	
2.	Manish Kakrania	130000	1.27	01-Apr-2015	NIL			
		130000	1.27	31-Mar-2016		130000	1.27	
3.	Mhagujkar Agrocoon Private Limited	1310000	12.77	01-Apr-2015	NIL			
		1310000	12.77	31-Mar-2016		1310000	12.77	
4.	Nextgen Health Solutions Private Limited	200000	1.95	01-Apr-2015	NIL			
		200000	1.95	31-Mar-2016		200000	1.95	

5.	Mountview Merchandise Private Limited	200000	1.95	01-Apr-2015	NIL			
		200000	1.95	31-Mar-2016			200000	1.95
6.	Parsmani Planning & Development Private Limited	300000	2.93	01-Apr-2015	NIL			
		300000	2.93	31-Mar-2016			300000	2.93
7.	Sahil Gupta	130000	1.27	01-Apr-2015	NIL			
		130000	1.27	31-Mar-2016			130000	1.27
8.	VRC Infotech Private Limited	200000	1.95	01-Apr-2015	NIL			
		200000	1.95	31-Mar-2016			200000	1.95
9.	Rinam Dealmark Private Limited	70000	0.68	01-Apr-2015	30000	Purchase of Shares		
		100000	0.98	31-Mar-2016			100000	0.98
10.	Rinam Suppliers Pvt. Ltd.	80000	0.78	01-Apr-2015	NIL			
		80000	0.78	31-Mar-2016			80000	0.78

## ATTACHMENT G

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (v). Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-2015 to 31.03.2016)	
		No. of shares at the beginning (01-04-2015) / end of the year (31.03.2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
<b>A.</b>	<b>DIRECTORS</b>							
1	Rakesh Sirohia	50040	0.69	01-Apr-2015	NIL			
		50040	0.69	31-Mar-2016			50040	0.49
2	Rajat Sirohia	100000	1.38	01-Apr-2015	NIL			
		100000	1.38	31-Mar-2016			100000	0.98
3.	Rajesh Sirohia	10	0	01-Apr-2015	NIL			
		10	0	31-Mar-2016			10	0
4.	Jitendra Sirohia	10	0	01-Apr-2015	NIL			
		10	0	31-Mar-2016			10	0
5.	Debjit Banerjee	0	0	01-Apr-2015	NIL			
		0	0	31-Mar-2016			0	0
6.	Richa Choudhary	0	0	01-Apr-2015	NIL			
		0	0	31-Mar-2016			0	0
7.	Akhtar Khan	0	0	01-Apr-2015	NIL			
		0	0	31-Mar-2016			0	0
8.	Ajay Kumar Shaw	0	0	01-Apr-2015	NIL			
		0	0	31-Mar-2016			0	0

B	KEY MANAGERIAL PERSON (KMP)							
1	Jitendra Sirohia	10	0	01-Apr-2015	NIL			
		10	0	31-Mar-2016			10	0
2.	Rahul Gupta	0	0	01-Apr-2015	NIL			
		0	0	31-Mar-2016			0	0

## ATTACHMENT H

### 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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	4,83,498	NIL	4,83,498
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>4,83,498</b>	<b>NIL</b>	<b>4,83,498</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	20,36,695.77	25	NIL	20,36,720.77
• Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	<b>20,36,695.77</b>	<b>25</b>	<b>NIL</b>	<b>20,36,720.77</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	20,36,695.77	4,83,523	NIL	25,20,218.77
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>20,36,695.77</b>	<b>4,83,523</b>	<b>NIL</b>	<b>25,20,218.77</b>

## ATTACHMENT I

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD	Name of WTD	Total Amount
		Rakesh Sirohia	Rajat Sirohia	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under	-	-	-

2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify			
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>6,00,000</b>	<b>6,00,000</b>	<b>12,00,000</b>
	Ceiling as per the Act	Rs 30 Lakhs as per the provisions of Schedule V of Companies Act, 2013.		

Note: The ceiling limit as per the provisions of Schedule V of Companies Act, 2013, as the company has earned inadequate profit, is higher of the two given below:

- Where the effective capital is negative or less than 5 Crore - 30 Lakhs
- 2.5% of the current relevant profit

## ATTACHMENT J

### B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Rajesh Sirohia	Jitendra Sirohia	Debjit Banerjee	Richa Choudhary	Akhtar Khan	Ajay Kumar Shaw	
1.	Independent Directors							
	• Fee for attending board /committee meetings	-	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-
2.	Other Non-Executive Directors							
	• Fee for attending board /committee meetings	-	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-	-
	Overall Ceiling as per the Act	(Being 1% of the net profits of the Company as per section 197 of the Companies Act, 2013)						

**ATTACHMETNT K**

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary (Neha Gupta) (up to 30.10.2015)	Company Secretary (Rahul Gupta) (from 14.11.2015)	CFO (Jitendra Sirohia)	Total
1.	Gross salary	Not Applicable				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		57,000	1,74,500		2,31,500
	(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	-		-	-	
	<b>TOTAL</b>		<b>57,000</b>	<b>1,74,500</b>		<b>2,31,500</b>

**ATTACHMETNT L**

**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)
<b>A. COMPANY</b>					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				
<b>B. DIRECTORS</b>					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**1) Ratio of the remuneration of each Director/KMP to the median remuneration of all employees of the Company for the financial year:**

Median remuneration of all employees of the Company for financial year 2015-16	<b>Rs 52,800</b>
The percentage increase / (decrease) in median remuneration of employees in the Financial Year	<b>(10.20%)</b>
The number of permanent employees on rolls of Company as on 31 March, 2016	<b>53</b>

<b>Name of Directors</b>	<b>Ratio of remuneration to median remuneration of all employees</b>	<b>% increase in remuneration in the Financial Year 2015-16</b>
<b>Non- Executive Directors</b>		
Mr. Rajesh Sirohia	-	-
Mr. Jitendra Sirohia	-	-
<b>Independent Directors</b>		
Mr. Ajay Kumar Shaw	-	-
Mr. Debjit Banerjee	-	-
Mr. Md. Akhtar Khan	-	-
Ms. Richa Choudhary	-	-
<b>Executive Director</b>		
Mr. Rakesh Sirohia	11.36	-
Mr. Rajat Sirohia	11.36	-

Notes:.

a) The ratio of remuneration to median remuneration is based on remuneration paid during the period from 1 April, 2015 to 31 March, 2016.

**2) Relationship between average increase remuneration and company performance :**

Net revenues of the Company during the financial year of Rs. 450.49 Lacs were lower to that of the previous year at Rs. 474.24 Lacs. The total employee cost for the Financial Year ended 31 March, 2016 was Rs. 73.69 Lacs against Rs. 46.87 lacs for the Financial Year ended 31 March, 2015, indicating an overall increase of 57.22 %. The total employee cost as a percentage of net revenues was 16.36 % (last year 9.88 %). Average increase in remuneration is guided by factors like economic growth, inflation, normal salary revisions, external competitiveness and talent retention. The company has also employed professional and experienced people, which have led to an increase in cost. Whilst the Company has a strong focus on cost, employee cost being one of the key areas for cost monitoring and control, the results of any structural initiatives needs to be measured over a long-term horizon and cannot be strictly compared with annual performance indicators.

**3) Comparison of the remuneration of the KMP against the performance of the Company :**

<b>Particulars</b>	<b>Rs. (Lacs)</b>
Aggregate remuneration of KMP in Financial Year 2015-16	14.32
Revenue	450.49
Remuneration of KMPs ( as % of revenue)	3.18 %

- 4) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

Average percentage increase in Salary of the Company's employees was 2 %. The total managerial remuneration for the Financial Year 2015-16 was Rs. 12 lacs, same as the previous year. There was no increase in remuneration to Managing Director & Whole Time Director. The Employee Benefit Expenses has increased due to employment of professionals.

- 5) **Comparison of each remuneration of the KMP against the performance of the Company :**

SN	Particulars of Remuneration	Key Managerial Personnel			
		Rakesh Sirohia	Rajat Sirohia	Neha Gupta	Rahul Gupta
1	Remuneration in FY 16 (Rs Lakhs)	6.00	6.00	0.57	1.75
2	Revenue (` lakhs)	450.49	450.49	450.49	450.49
3	Remuneration as % of Revenue	1.33 %	1.33 %	0.12 %	0.39 %

- 6) **The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year:**

Two employees – Mr. Samarash Mondal & Mr. Sujit Lahiri have each been paid Rs 9,60,000/- per annum, which is in excess of the highest paid Director, i.e. MD & WTD (Rs 6,00,000/- per annum). These employees are professionals of their respective fields. Their salary is in line with the expansion objective of the company.

- 7) Remuneration is as per the remuneration policy of the Company.

**FORM No. MR3**

**SECRETARIAL AUDIT REPORT**

*(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

For The Financial Year Ended On 31st March, 2016

To,  
The Members,  
**M/s Sirohia & Sons Limited**  
16 Bonfield Lane  
Kolkata - 700 001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Sirohia & Sons Limited (hereinafter called the Company). Secretarial Audit was conducted 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, minute books, forms and returns filed and other records maintained by the Company and also 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 extent, 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 M/s Sirohia & Sons Limited ("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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- (Not applicable to the Company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) 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;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

(e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

Following Regulations and Guidelines prescribed under the Provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") were not applicable to the Company during the financial year under report:-

(a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)

(b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)

(d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)

(e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

(vi) Other laws applicable to the Company as per the representations made by the Company.

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

- (i) Secretarial Standards with respect to the board and general meetings issued by The Institute of Company Secretaries of India; &
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc subject to the following observations:

Transactions made U/s 186 of the Companies Act, 2013, with the approval of the Board, exceeding the prescribed limit. Similarly related party transactions made under the Provisions of Section 188 of

the Companies Act, 2013 with the approval of Board only. Further Loans and advances given to Body Corporates etc. U/s 185 of the Companies Act, 2013 were not in conformity of the provisions of the Act.

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 for a meaningful participation of Directors, they have a system to provide further information clarification and details on the agenda as and when required before the meeting.

Decisions at the Board Meetings, as represented by the management were taken unanimously.

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, to the best of my understanding, the Company, during the year under report, had not undertaken any event / action having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.

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

**Place: Kolkata**  
**Date: 24<sup>th</sup> May, 2016**

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

**CS Ajay Kumar Agarwal**  
Proprietor  
C.P No.:**13493**  
M. No. : **F7604**

## ‘ANNEXURE A’

**To,  
The Members,  
M/s Sirohia & Sons Limited**  
16 Bonfield Lane  
Kolkata - 700 001

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

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

**Place: Kolkata**  
**Date: 24<sup>th</sup> May, 2016**

**For AGARWAL A & ASSOCIATES**  
Company Secretaries

**CS Ajay Kumar Agarwal**  
Proprietor  
C.P No.:13493  
M. No. : F7604

## **INDEPENDENT AUDITOR'S REPORT**

### **To The Members of Sirohia & Sons Ltd.**

#### **Report on the Financial Statements:**

We have audited the accompanying financial statements of **Sirohia & Sons Ltd.**, ("the Company"), which comprise the Balance Sheet as at March 31st, 2016, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. The audited figures of Silchar branch is incorporated in the financial statements. However, it has not been audited by us.

#### **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 of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting 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 provisions of the act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit.

We 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 rules made there under.

We conducted our audit 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 financial statements are free from material misstatement.

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

### **Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the said 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:

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;
- ii. in the case of the Statement of Profit and Loss, of the "Profit" for the year ended on that date, and;
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Emphasis of Matter:**

The Company had advanced a sum of Rs 15 Crore in earlier years to a Tea Estate Company for acquiring stake in Tea Estate. The stake will be transferred to the company in due course.

Service Tax compliances are not made under reverse charge mechanism for the Car Hire Service received by the company during the financial year.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement with by this Report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with Accounting Standards referred to in section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31st March, 2016, 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 sub-section (2) of section 164 of the Companies Act, 2013.
  - 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 on Annexure B and,
  - g) *The Company has given unsecured loan during the financial year to related parties namely, M/s Jai Trading & Co, M/s Sangita Fiscal Services Private Limited and M/s Ricky Credit Company Private Limited which is not in compliance with section 185 of the Companies Act, 2013.*

- h) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
- i. The Company has no pending litigations, thus no disclosure is required in the financial statements of the company.
  - 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 and the company has no derivative contracts.
  - iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company;

**For S. PODDAR & CO.**  
**Chartered Accountants**  
**FRN 320294E**

**(Khusboo Tayel)**  
**Partner**  
**Membership No.:- 069828**

**Date: 30<sup>th</sup> May, 2016**  
**Place: Kolkata**

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**ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITOR'S REPORT**

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- I. a) The Company *is in process of updating the Fixed Asset Register of current year of audit*, showing full particulars, including quantitative details and situation of fixed assets.
- b) We have been informed that the Fixed Assets, whose records have been updated, have been physically verified by the management during the year and no material discrepancies were noticed on such verification between the available records & physical verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- II. a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- III. The Company has granted unsecured loan to 2 companies & 1 firm covered in the register maintained under Section 189 of the Companies Act, 2013.
- a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the bodies corporate mentioned in register maintained in section 189 of the Act, where, not prima facie, prejudicial to the interest of the company.
- b) In case of loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, borrowers have been regular in the payment of the principal and interest as stipulated.
- c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- IV. In our opinion and according to the information and explanations given to us, the company has complied with the provisions 186 of the Act, with respect to the loans and investments made. Further, the Company has advanced money to parties in which the Director/Directors are interested in and hence not complied with the provisions of section 185 of the Companies Act 2013. The details are provided as follows:

<b>Name Of the Party</b>	<b>Amount outstanding as at the balance sheet date</b>
M/s Jai Trading & Co.	Rs. 12,84,169/-
M/s Sangita Fiscal Services Pvt. Ltd.	Rs. 2,01,98,732/-
M/s Ricky Credit Co. Pvt. Ltd.	Rs. 3,19,07,313/-

- V.** In our Opinion and according to information and explanations given to us, the company has not accepted any deposits from the public within the purview of the directives issued by the Reserve Bank of India and the Provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Therefore, the provision of Clause (V) of Paragraph 4 of the order is not applicable to the company.
- VI.** In our opinion and according to information and explanations given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company during the year under audit.
- VII.** In respect of statutory dues:
- a)** According to the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, Sales Tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues as applicable to the company with appropriate authorities.
  - b)** According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2016 for a period of more than six months from the date of becoming payable.
  - c)** According to the records of the Company examined by us and the information and explanation given to us, there are no disputed dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or cess which have been deposited on account of any dispute.
- VIII.** Based on the audit procedures and as per information and explanations given by the management, there are no dues to debenture holders. Further the company has not defaulted in repayment of dues to any financial institution or banks.
- IX.** 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.
- X.** During the course of our examination of the books and records of company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have been informed of such case by the management.
- XI.** According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with the Schedule V to the Act.
- XII.** In our opinion and according to the explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XIII.** 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 sections 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.



- XIV.** According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV.** In our opinion and according to the information and explanations given to us, 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.
- XVI.** In our opinion and according to the explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

**For S. PODDAR & CO.**  
**Chartered Accountants**  
**FRN 320294E**

**(Khusboo Tayel)**  
**Partner**  
**Membership No.:- 069828**

**Date: 30<sup>th</sup> May, 2016**  
**Place: Kolkata**

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## ANNEXURE B TO THE AUDITORS' REPORT

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### **Report on the Internal Financial Controls under Clause(i) of sub section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2016, we have audited the internal financial controls over financial reporting of Sirohia & Sons Ltd. ('the Company'), as of that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- 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 of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 ICAI.

**For S. PODDAR & CO.**  
**Chartered Accountants**  
**FRN 320294E**

**(Khusboo Tayel)**  
**Partner**  
**Membership No.:- 069828**

**Date: 30<sup>th</sup> May, 2016**  
**Place: Kolkata**

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**BALANCE SHEET as at 31st March 2016**

Particulars	Note No.	As at 31.03.2016 (₹)	As at 31.03.2015 (₹)
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDER'S FUNDS</b>			
Share Capital	2	10,25,50,920.00	10,25,50,920.00
Reserves & Surplus	3	15,64,92,483.60	15,55,56,121.32
		<b>25,90,43,403.60</b>	<b>25,81,07,041.32</b>
<b>(2) NON-CURRENT LIABILITIES</b>			
Other Long Term Liabilities	4	6,00,000.00	3,60,000.00
		<b>6,00,000.00</b>	<b>3,60,000.00</b>
<b>(3) CURRENT LIABILITIES</b>			
Short Term Borrowings	5	25,20,218.77	4,83,498.00
Trade Payables	6	10,05,023.00	35,67,564.39
Other Current Liabilities	7	5,84,904.88	5,94,362.08
Short Term Provisions	8	6,08,434.00	1,93,975.00
		<b>47,18,580.65</b>	<b>48,39,399.47</b>
<b>TOTAL</b>		<b>26,43,61,984.25</b>	<b>26,33,06,440.79</b>
<b>II ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
Fixed Assets	9		
Tangible Assets		18,54,898.00	18,82,843.00
Non-Current Investments	10	4,11,90,830.00	2,87,640.00
Deferred Tax Assets (Net)	11	70,588.00	75,746.00
Long Term Loans & Advances	12	15,00,00,000.00	19,00,00,000.00
Other Non-Current Assets	13	19,16,869.71	29,44,865.71
		<b>19,50,33,185.71</b>	<b>19,51,91,094.71</b>
<b>(2) CURRENT ASSETS</b>			
Inventories	14	40,81,834.43	54,68,603.93
Trade Receivables	15	45,61,468.01	1,14,39,010.21
Cash and Cash Equivalents	16	48,81,519.71	1,20,03,749.94
Short Term Loans & Advances	17	5,36,41,310.39	3,75,00,000.00
Other Current Assets	18	21,62,666.00	17,03,982.00
		<b>6,93,28,798.54</b>	<b>6,81,15,346.08</b>
<b>TOTAL</b>		<b>26,43,61,984.25</b>	<b>26,33,06,440.79</b>
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date.

For **S. PODDAR & CO.**

Chartered Accountants  
Firm Regn. No: 320294E

**JITENDRA SIROHIA**  
CHIEF FINANCIAL OFFICER

**CA. KHUSBOO TAYEL**  
Partner  
Membership No: 69828

**AJAY KUMAR SHAW**  
INDEPENDENT DIRECTOR

**RAKESH SIROHIA**  
MANAGING DIRECTOR

Place: Kolkata  
Date: 30th May 2016

**RAHUL GUPTA**  
SECRETARY

**RAJAT SIROHIA**  
WHOLE TIME DIRECTOR

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Pvt. Ltd.)

**STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2016**

Particulars	Note No.	As at 31.03.2016 (₹)	As at 31.03.2015 (₹)
<b>I. Revenue from Operations</b>	19	4,50,49,148.58	4,74,24,138.13
<b>II. Other Income</b>	20	44,27,719.57	26,86,010.23
<b>III. Total Revenue (I + II)</b>		<b>4,94,76,868.15</b>	<b>5,01,10,148.36</b>
<b>IV. EXPENSES :</b>			
Purchase of Stock in Trade	21	3,28,95,335.44	4,18,50,437.00
Change in Inventories of Stock in Trade	22	13,86,769.50	43,816.07
Employee Benefit Expenses	23	73,69,184.33	46,86,921.00
Finance Cost	24	1,86,581.00	1,87,155.00
Depreciation & Amortization Expenses	9	41,543.00	88,341.00
Other Expenses	25	62,39,473.60	26,48,836.43
<b>Total Expenses</b>		<b>4,81,18,886.87</b>	<b>4,95,05,506.50</b>
V. Profit Before exceptional and extra-ordinary items and tax		13,57,981.28	6,04,641.86
VI. Exceptional / Prior Period items		2,002.00	79,164.00
VII. Profit Before extra-ordinary items and tax		13,55,979.28	5,25,477.86
VIII. Extra-ordinary Items		-	-
<b>IX. Profit / (Loss) Before Tax (V-VI)</b>		<b>13,55,979.28</b>	<b>5,25,477.86</b>
X. Tax Expense			
(a) Current Tax Liability		4,14,459.00	1,93,975.00
(b) Deferred Tax Liability / (Asset)		5,158.00	(6,831.00)
<b>XI. Profit / (Loss) for the year (VII - XIV)</b>		<b>9,36,362.28</b>	<b>3,38,333.86</b>
XII. Earnings Per Share (Basic and Diluted) (Face Value if Rs.10/- per share)		0.09	0.03
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date.

For S. PODDAR & CO.  
Chartered Accountants  
Firm Regn. No: 320294E

JITENDRA SIROHIA  
CHIEF FINANCIAL OFFICER

CA. KHUSBOO TAYEL  
Partner  
Membership No: 69828  
Place: Kolkata  
Date: 30th May 2016

AJAY KUMAR SHAW  
INDEPENDENT DIRECTOR

RAKESH SIROHIA  
MANAGING DIRECTOR

RAHUL GUPTA  
SECRETARY

RAJAT SIROHIA  
WHOLE TIME DIRECTOR

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**CASH FLOW STATEMENT for the year ended 31st March 2016**

Particulars	As at 31.03.2016 (₹)	As at 31.03.2015 (₹)
<b>A Cash Flow from Operating Activities</b>		
Net Profit Before Tax and Prior Period Items & Exceptional Items	13,57,981.28	6,04,641.86
Adjustment for :		
Depreciation	41,543.00	88,341.00
Share Issue Expenses w/off	8,02,996.00	8,02,996.00
Dividend Income	(12,900.00)	-
Exceptional / Prior Period Adjustments	(2,002.00)	(79,164.00)
<b>Operating Profit before Working Capital Changes:</b>	<b>21,87,618.28</b>	<b>14,16,814.86</b>
Adjustment for :		
(Increase) / Decrease in Trade Receivables	68,77,542.20	1,38,07,960.45
(Increase) / Decrease in Loans & Advances	2,36,25,005.61	(3,93,62,587.76)
(Increase) / Decrease in Inventories	13,86,769.50	43,816.07
Increase / (Decrease) in Trade Payables	(25,62,541.39)	(53,40,472.78)
Increase / (Decrease) in Other Payables	2,30,542.80	7,96,268.08
<b>Cash Generated from Operations</b>	<b>3,17,44,937.00</b>	<b>(2,86,38,201.08)</b>
Direct Taxes Paid	-	6,18,198.00
<b>Net Cash from Operating Activities</b>	<b>3,17,44,937.00</b>	<b>(2,92,56,399.08)</b>
<b>B Cash Flow from Investing Activities</b>		
(Purchase) / Sales of Fixed Assets	(13,598.00)	(16,08,426.00)
(Purchase) / Sales of Investments	(4,09,03,190.00)	(2,87,640.00)
Dividend Income	12,900.00	-
<b>Net Cash generated from Investing Activities</b>	<b>(4,09,03,888.00)</b>	<b>(18,96,066.00)</b>
<b>C Cash Flow from Financing Activities</b>		
Issue of Share Capital	-	3,00,00,000.00
Securities Premium	-	60,00,000.00
Secured Loans Taken / (Repaid)	20,36,695.77	(10,80,641.05)
Unsecured Loans Taken / (Repaid)	25.00	(2,78,946.00)
<b>Net Cash Flow from / (used in) Financing Activities</b>	<b>20,36,720.77</b>	<b>3,46,40,412.95</b>
<b>D Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(71,22,230.23)</b>	<b>34,87,947.87</b>
Opening Cash and Cash Equivalents		
Cash on Hand	3,44,108.00	4,98,925.00
Cash at Bank	1,16,59,641.94	80,16,877.07
	<b>1,20,03,749.94</b>	<b>85,15,802.07</b>
Closing Cash and Cash Equivalents		
Cash on Hand	8,48,849.00	3,44,108.00
Cash at Bank	40,32,670.71	1,16,59,641.94
	<b>48,81,519.71</b>	<b>1,20,03,749.94</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(71,22,230.23)</b>	<b>34,87,947.87</b>

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date.

For **S. PODDAR & CO.**

Chartered Accountants  
Firm Regn. No: 320294E

**JITENDRA SIROHIA**  
CHIEF FINANCIAL OFFICER

**CA. KHUSBOO TAYEL**  
Partner  
Membership No: 69828

**AJAY KUMAR SHAW**  
INDEPENDENT DIRECTOR

**RAKESH SIROHIA**  
MANAGING DIRECTOR

Place: Kolkata  
Date: 30th May 2016

**RAHUL GUPTA**  
SECRETARY

**RAJAT SIROHIA**  
WHOLE TIME DIRECTOR

## **NOTE No. 1: SIGNIFICANT ACCOUNTING POLICIES**

### **CORPORATE INFORMATION**

Sirohia & Sons Ltd. is a public limited company, listed in SME segment of Bombay Stock Exchange, with Registered Office being situated 16 Bonfields Lane, Kolkata, West Bengal-700001. The Company is engaged in general order supply of tea garden items.

#### **1.1 BASIS OF ACCOUNTING:**

The accounts are prepared under the historical cost convention on accrual basis and are in accordance with the generally accepted accounting principles in India and provisions of the Companies Act, 2013.

Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use.

All Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies' Act, 2013. Based on the nature of operations and time between the procurement of raw material and realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### **1.2 USE OF ESTIMATES:**

The preparation of the Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenditure during the period. Actual results might differ from the estimates.

Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### **1.3 FIXED ASSETS:**

Tangible Assets are stated at their original cost less accumulated depreciation and impairment, if any. Cost, net of cenvat, includes acquisition price, other non-refundable taxes and levies, attributable expenses and pre operational expenses including finance charges, wherever applicable.

Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortization and impairment, if any.

Depreciation/amortisation on tangible assets and intangible assets (computer software) are provided based on life assigned to each assets at Written down value method in accordance with Schedule II to the Companies Act, 2013.

Lease hold land is amortized over the period of the lease.

Capital work in progress: Expenditure (including financing cost relating to borrowed funds for construction or acquisition of fixed assets) incurred on projects under implementation are treated as Pre-operative expenses pending allocation to the assets and are shown under "Capital work-in-progress". Capital work-in-progress is stated at the amount expended upto the date of Balance Sheet for the cost of fixed assets that are not yet ready for their intended use. Expenses incurred during the year have been apportioned over Capital Work-in-Progress on a reasonable basis.

#### **1.4 INVENTORIES:**

Inventories are computed at lower of cost and net realizable value. The cost of raw materials and stores and spares is computed on FIFO basis and the cost of work in progress and finished goods are computed on weighted average basis. The cost of finished goods includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Assets identified and technically evaluated as obsolete and held for disposal are valued at their estimated net realizable value.

#### **1.5 REVENUE RECOGNITION:**

Sale of goods is recognized at the time of transfer of substantial risk and rewards of ownership to the buyer for a consideration.

Gross turnover excludes Value Added Tax/CST.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

All other incomes are accounted for on accrual basis.

#### **1.6 EXPENSES:**

All expenses are accounted for on accrual basis.

#### **1.7 EMPLOYEE BENEFITS:**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

Post-employment and other long-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered service. The expense is recognized at the present value of the amount payable determined using actuarial valuations. No Post employment and other long-term employee benefits were provided by the Company.

#### **1.8 BORROWING COST:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets till such time assets are ready for its intended use. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to revenue in the period in which it is incurred.

#### **1.9 FOREIGN CURRENCY TRANSACTIONS:**

No Foreign Currency Transaction was entered by the Company



#### **1.10 TAXES ON INCOME:**

Current Tax is determined as the amount of tax payable in respect of taxable income for the year, computed in accordance with the relevant tax rates and tax laws.

Deferred Tax is recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

#### **1.11 IMPAIRMENT OF ASSETS:**

Impairment loss, if any, is recognized to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment losses recognized in prior years are reversed when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized as an increase in carrying amount of assets to the extent that it does not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in previous years.

After impairment, depreciation or amortization on assets is provided on the revised carrying amount of the respective asset over its remaining useful life.

#### **1.12 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

Provisions are recognized in respect of obligation where, based on the evidence available, their existence at the Balance Sheet date is considered probable.

Contingent liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

Re-imbusement expected in respect of expenditure to settle a provision is recognized only when it is virtually certain that the re-imbusement will be received.

Contingent Assets are not recognized in Accounts.

#### **1.13 EARNINGS PER SHARE:**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of any extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

#### **1.14 CASH FLOW STATEMENT:**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash

receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

- 1.15** As per section 135 of Companies Act 2013, the Company does not fall under the purview of CSR, as the company doesn't have a net worth of ` 500 crores or more, or turnover of ` 1000 crores or more or a net profit of ` 5 crores or more.
- 1.16** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosures.

**IN TERMS OF OUR ATTACHED REPORT OF EVEN DATE.**

**For S. PODDAR & CO.**  
**Chartered Accountants**  
**Firm Regn. No: 320294E**

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

**CA. KHUSBOO TAYAL**  
**Partner**  
**Membership No.:- 069828**

**(RAJAT SIROHIA)**  
**WHOLE TIME DIRECTOR**

**(RAKESH SIROHIA)**  
**MANAGING DIRECTOR**

**Place: Kolkata**  
**Date: 30<sup>th</sup> May, 2016**

**(JITENDRA SIROHIA)**  
**CHIEF FINANCIAL OFFICER**

**(AJAY KUMAR SHAW)**  
**INDEPENDENT DIRECTOR**

**(RAHUL GUPTA)**  
**SECRETARY**

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

Amount (₹)

Particulars	31.03.2016	31.03.2015
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**2 SHARE CAPITAL**

**AUTHORISED SHARE CAPITAL**

1,08,00,000 Equity Shares of ₹ 10/- each

	10,80,00,000.00	10,80,00,000.00
--	-----------------	-----------------

(Previous Year 1,08,00,000 Equity Shares of ₹ 10/- each)

**ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL**

1,02,55,092 Equity Shares of ₹ 10/- each fully paid-up in cash

	10,25,50,920.00	10,25,50,920.00
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(Previous Year 1,02,55,092 Equity Shares of ₹ 10/- each)

	10,25,50,920.00	10,25,50,920.00
--	-----------------	-----------------

**a. List of Shareholders holding more than 5% shares in the company**

Name of the shareholder	31.03.2016		31.03.2015	
	No. of shares	% of Shares	No. of shares	% of Shares
Mhagujkar Agrocon Pvt Ltd	13,10,000	12.77	13,10,000	12.77
Ruttonpore Tea Co Pvt Ltd	38,48,200	37.52	38,48,200	37.52

- b.** The Company has only one class of equity shares having a par value of Rs.10/- per share and each shareholder is entitled to one vote per share. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in the proportion of their shareholding.

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

Amount (₹)

Particulars	31.03.2016	31.03.2015
<b>3 RESERVE AND SURPLUS</b>		
<b>a SECURITIES PREMIUM RESERVE</b>	14,60,38,560.00	14,60,38,560.00
<b>b SURPLUS FROM STATEMENT OF PROFIT AND LOSS</b>		
At the beginning of the year	95,17,561.32	91,79,227.46
Add: Profit / (Loss) during the year	9,36,362.28	3,38,333.86
	1,04,53,923.60	95,17,561.32
	15,64,92,483.60	15,55,56,121.32
<b>4 OTHER LONG TERM LIABILITIES</b>		
Security Deposit	6,00,000.00	3,60,000.00
	6,00,000.00	3,60,000.00
	6,00,000.00	3,60,000.00
<b>5 SHORT TERM BORROWINGS</b>		
<b>SECURED</b>		
Working Capital Facilities from Banks		
- Federal Bank Overdraft	20,36,695.77	-
<b>UNSECURED</b>		
From Bodies Corporate		
- Related Parties	2,523.00	2,498.00
- Others	4,81,000.00	4,81,000.00
	25,20,218.77	4,83,498.00
	25,20,218.77	4,83,498.00
5.1 Overdraft Facility from Federal Bank Ltd is secured by way of Fixed Deposit of Rs.25,00,000/- with the Bank. The said loan has a interest rate of 8.60 % p.a.		
<b>6 TRADE PAYABLES</b>		
Sundry Creditors	10,05,023.00	35,67,564.39
	10,05,023.00	35,67,564.39
	10,05,023.00	35,67,564.39
There are no dues to Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006. The information has been determined on the basis of information available with the Company.		
<b>7 OTHER CURRENT LIABILITIES</b>		
Liabilities for Expenses	4,17,905.53	5,45,011.08
C.S.T. / V.A.T. Payable	1,086.35	1,196.00
Other Payables	1,65,913.00	48,155.00
	5,84,904.88	5,94,362.08
	5,84,904.88	5,94,362.08
<b>8 SHORT TERM PROVISIONS</b>		
Provision for Income Tax	6,08,434.00	1,93,975.00
	6,08,434.00	1,93,975.00
	6,08,434.00	1,93,975.00

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

**9 FIXED ASSETS**

Amount (₹)

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2015	Additions / Adjustment	Deductions / Adjustment	As at 31.03.2016	As at 01.04.2015	For the year	Deductions / Adjustment	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
	<b>TANGIBLE ASSETS</b>										
1	Land at Siliguri	1,38,000.00	-	-	1,38,000.00	-	-	-	-	1,38,000.00	1,38,000.00
2	Land at Nagaon, Assam	16,13,389.00	-	-	16,13,389.00	-	-	-	-	16,13,389.00	16,13,389.00
3	Air Conditioner	33,057.00	-	-	33,057.00	31,404.00	-	-	31,404.00	1,653.00	1,653.00
4	Car - Swift Dzire	5,49,927.00	-	-	5,49,927.00	4,70,867.00	32,436.00	-	5,03,303.00	46,624.00	79,060.00
5	Car - Swift VXI	4,80,796.00	-	-	4,80,796.00	4,56,756.00	-	-	4,56,756.00	24,040.00	24,040.00
6	Computer	3,01,132.00	-	-	3,01,132.00	2,86,074.00	-	-	2,86,074.00	15,058.00	15,058.00
7	Fax Machine	12,000.00	-	-	12,000.00	11,400.00	-	-	11,400.00	600.00	600.00
8	Furniture	20,436.00	-	-	20,436.00	19,413.00	-	-	19,413.00	1,023.00	1,023.00
9	Generator Set	34,200.00	-	-	34,200.00	29,940.00	2,554.00	-	32,494.00	1,706.00	4,260.00
10	Inverter	58,050.00	-	-	58,050.00	54,154.00	995.00	-	55,149.00	2,901.00	3,896.00
11	Packing Machine	-	13,598.00	-	13,598.00	-	5,558.00	-	5,558.00	8,040.00	-
12	Scooter	37,187.00	-	-	37,187.00	35,323.00	-	-	35,323.00	1,864.00	1,864.00
	<b>TOTAL</b>	<b>32,78,174.00</b>	<b>13,598.00</b>	<b>-</b>	<b>32,91,772.00</b>	<b>13,95,331.00</b>	<b>41,543.00</b>	<b>-</b>	<b>14,36,874.00</b>	<b>18,54,898.00</b>	<b>18,82,843.00</b>
	Previous Year	17,28,023.00	16,13,389.00	63,238.00	32,78,174.00	13,65,265.00	88,341.00	58,275.00	13,95,331.00	18,82,843.00	3,62,758.00

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

Amount (₹)

Particulars	31.03.2016	31.03.2015
<b>10 <u>NON CURRENT INVESTMENTS</u></b>		
<b>Investment in Equity Instruments</b>		
UNQUOTED - OTHER THAN TRADE (At Cost)		
1,938 (1,224) shares of The Kalyani Tea Co Ltd (F.V. Rs.10/-)	4,90,830.00	2,87,640.00
1,100 shares of Sonajuli Plantations Pvt Ltd (F.V. Rs.10/-)	4,07,00,000.00	-
	<u>4,11,90,830.00</u>	<u>2,87,640.00</u>
Aggregate book value of Unquoted Investments	4,11,90,830.00	2,87,640.00
<b>11 <u>DEFERRED TAX ASSETS (NET)</u></b>		
<b>Deferred Tax Assets</b>		
Depreciation and Amortisation	70,588.00	75,746.00
	<u>70,588.00</u>	<u>75,746.00</u>
<b>12 <u>LONG TERM LOANS AND ADVANCES</u></b>		
- Unsecured, considered good		
- Advance to Related Parties (Refer Note 12.1)	15,00,00,000.00	15,00,00,000.00
- Advance to Related Parties (Refer Note 12.2)	-	4,00,00,000.00
	<u>15,00,00,000.00</u>	<u>19,00,00,000.00</u>
12.1 The Company had entered into an agreement with Tinkharia Tea Pvt Ltd to buy stake in its Tea Estate, namely Tinkharia Tea Estate, which is the property of Assambrook Ltd. The acquisition of Tinkharia Tea Estate has been taken place on 31.03.2015. The Company has paid an Advance of ₹ 15,00,00,000 (₹ 15,00,00,000) against purchase consideration for buying stake of the said Tea Estate. Tinkharia Tea Pvt Ltd is in the process of obtaining a valuation of the Tea Estate and the Company is expecting to get the shares allotted in the financial year 2016-17, post receipt of the valuation report.		
12.2 The Company had entered into an agreement with Sonajuli Plantations Pvt Ltd to buy stake in its Tea Estate, namely Sonajuli Tea Estate, which is the property of Hanuman Tea Co Ltd. The Company has paid an Advance of ₹ 4,07,00,000 (₹ 4,00,00,000) against purchase consideration for buying stake of the said Tea Estate. Sonajuli Plantations Pvt Ltd has obtained valuation of its Tea Estate from a Certified Valuer, and henceforth 1,100 shares have been allotted to Sirohia & Sons Limited as per such Valuation.		
<b>13 <u>OTHER NON CURRENT ASSETS</u></b>		
Security Deposits	5,74,985.95	7,99,985.95
<b>Unamortised Expenditure</b>		
Share Issue Expenses	13,41,883.76	21,44,879.76
	<u>19,16,869.71</u>	<u>29,44,865.71</u>
<b>14 <u>INVENTORIES</u></b>		
Stock in Trade (At Cost or Net Relisable Value, whichever is lower)	40,81,834.43	54,68,603.93
	<u>40,81,834.43</u>	<u>54,68,603.93</u>

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

Amount (₹)

Particulars	31.03.2016	31.03.2015
<b>15 <u>TRADE RECEIVABLES</u></b>		
Sundry Debtors (Unsecured, considered good)		
- Outstanding for a period exceeding six months	21,43,392.38	14,15,660.21
- Others	24,18,075.63	1,00,23,350.00
	45,61,468.01	1,14,39,010.21
<b>16 <u>CASH AND CASH EQUIVALENTS</u></b>		
Balances with Banks		
- In Current Accounts	8,63,747.71	8,35,694.17
- In Deposit Accounts	31,68,923.00	25,63,279.00
- In Overdraft Accounts	-	82,60,668.77
Cash on Hand	8,48,849.00	3,44,108.00
	48,81,519.71	1,20,03,749.94
<b>17 <u>SHORT TERM LOANS AND ADVANCES</u></b>		
<b>Loans &amp; Advances</b> (Unsecured, considered good)		
- To Related Parties	5,33,90,214.00	-
Other Advances recoverable in cash or in kind	2,51,096.39	3,75,00,000.00
	5,36,41,310.39	3,75,00,000.00
<b>18 <u>OTHER CURRENT ASSETS</u></b>		
Advance Tax & Income Tax	5,50,000.00	5,50,000.00
Income Tax Refundable	79,910.00	79,910.00
T.D.S. Receivable	7,08,570.00	2,67,815.00
Input Tax Receivable	11,945.00	-
Prepaid Insurance	9,245.00	3,261.00
<b>Unamortised Expenditure</b>		
Share Issue Expenses	8,02,996.00	8,02,996.00
	21,62,666.00	17,03,982.00

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

Amount (₹)

Particulars	31.03.2016	31.03.2015
<b>19 REVENUE FROM OPERATIONS</b>		
Sale of Goods	4,37,79,732.68	4,44,42,395.12
Discount, Claims, Frieght Charges	12,69,415.90	29,81,743.01
	<u>4,50,49,148.58</u>	<u>4,74,24,138.13</u>
<b>20 OTHER INCOME</b>		
Interest Income	40,61,349.00	9,35,813.00
Interest on Fixed Deposit	3,53,450.00	17,50,195.00
Dividend received	12,900.00	-
Round Off	20.57	2.23
	<u>44,27,719.57</u>	<u>26,86,010.23</u>
<b>21 PURCHASES</b>		
Purchase of Goods	3,28,95,335.44	4,18,50,437.00
	<u>3,28,95,335.44</u>	<u>4,18,50,437.00</u>
<b>22 CHANGE IN INVENTORIES OF STOCK IN TRADE</b>		
Opening Stock	54,68,603.93	55,12,420.00
Less: Closing Stock	40,81,834.43	54,68,603.93
Net Increase / Decrease	<u>13,86,769.50</u>	<u>43,816.07</u>
<b>23 EMPLOYEE BENEFIT EXPENSES</b>		
Director's Remuneration	12,00,000.00	12,00,000.00
Salaries & Bonus	60,13,784.33	33,26,961.00
Staff Mess Expenses	95,400.00	78,900.00
Tea & Tiffin Expenses	60,000.00	81,060.00
	<u>73,69,184.33</u>	<u>46,86,921.00</u>
<b>24 FINANCE COST</b>		
Interest on Unsecured Loans	1,563.00	-
Interest on Bank Overdraft	1,85,018.00	1,87,155.00
	<u>1,86,581.00</u>	<u>1,87,155.00</u>



**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

Amount (₹)

Particulars	31.03.2016	31.03.2015
<b>25 OTHER EXPENSES</b>		
Advertisement	40,348.00	-
Auditors Remuneration		
- For Statutory Audit	17,325.00	17,100.00
- For Tax Audit	4,300.00	5,700.00
- For Branch Audit	11,450.00	11,400.00
- For VAT Audit	2,290.00	-
- For Internal Audit	28,625.00	-
- For Certification	2,863.00	2,809.00
Annual BSE / CDSL / NSDL Listing Fees	1,31,140.00	1,38,271.45
ASBA Commission	-	25,871.16
Bad Debts	-	20,030.00
Bank Charges	1,176.00	1,506.98
Brokerage & Commission	-	60,000.00
Car Expenses	1,28,377.38	2,64,348.73
Car Hire Charges	5,23,380.00	-
Carriage Inward	17,440.00	-
Compliance Charges	22,500.00	-
Computer Expenses	13,463.00	6,067.50
Computerisation Charges	27,480.00	27,150.00
Conveyance	16,700.00	26,084.00
Discount Allowed	2,05,125.00	-
Donation	-	1,000.00
Electricity Charges	14,314.00	14,150.00
Entertainment Expenses	35,780.00	35,674.39
Entry Tax	23,740.00	-
Farmer Meet Expenses	2,210.00	-
Filing Fees	65,445.00	30,000.00
Fooding Expenses	4,22,502.00	-
Freight Charges	14,97,796.32	-
Fuel Expenses	6,81,569.00	-
General Expenses	1,47,320.28	64,747.55
General Meeting Expenses	18,177.00	-
Godown Rent	1,26,000.00	-
Insurance Premium	6,683.07	18,900.00
Invertor Maintenance	-	27,970.00
Labour Charges	61,521.00	20,875.00
Legal & Professional Fees	61,000.00	32,500.00
Loading, Unloading & Handling Charges	1,13,454.00	-
Office Repairing	44,000.00	950.00
Packing Charges	4,08,828.00	-
Postage & Courier Expenses	17,802.20	19,120.08
Printing & Stationery	56,371.50	2,62,638.50
Rate Difference	49,649.93	6,497.00
Rates & Taxes	7,290.00	12,966.00
Registrar & Transfer Agent Fees	5,700.00	11,236.00
Sales Promotion Expenses	1,21,042.00	56,000.00
Scooter Upkeep Expenses	60.00	2,880.00
Share Issue Expenses W/off	8,02,996.00	8,02,996.00
Telephone Charges	1,39,500.92	31,107.09
Travelling & Conveyance	1,14,739.00	5,90,290.00
	62,39,473.60	26,48,836.43

**SIROHIA & SONS LIMITED**  
(Formerly Sirohia & Sons Private Limited)

**NOTES TO THE FINANCIAL STATEMENTS**

**26 RELATED PARTY DISCLOSURES**

**26.1 Information in accordance with requirements of Accounting Standard 18 on Related Party Disclosures prescribed under the Act:-**

- A** Enterprises over which Key Management Personnel & Relatives of such Personnel are able to exercise significant influence

Jai Trading Co  
Ricky Credit Co Pvt Ltd  
Sangita Fiscal Services Pvt Ltd  
Sudhir Credit Pvt Ltd  
Sonajuli Plantations Pvt Ltd  
Tinkharia Tea Pvt Ltd

- B** Key Management Personnel of the Company

Rajat Sirohia, Whole-time Director  
Rakesh Sirohia, Managing Director  
Jitendra Sirohia, Chief Financial Officer  
Rajesh Sirohia, Director  
Debjit Banerjee, Independent Director  
Akhtar Khan, Independent Director  
Richa Choudhury, Independent Director  
Ajay Kumar Shaw, Independent Director  
CS Rahul Gupta, Secretary

26.2 List of transactions with related parties	Amount (₹)	
	31.03.2016	31.03.2015
Purchase	35,42,380.85	80,54,564.00
Sales	3,06,04,080.00	3,77,75,567.40
Unsecured Loans Given	5,33,90,214.00	-
Unsecured Loans Taken	2,523.00	2,498.00
Interest Received	40,61,349.00	9,35,813.00
Interest Paid	1,563.00	-
Remuneration to Key Management Personnel	12,00,000.00	12,00,000.00
Other Business Advances	15,00,00,000.00	22,75,00,000.00

**27 PREVIOUS YEAR'S FIGURES**

Previous year figures have been reclassified, regrouped, aggregated and segregated, wherever necessary, so as to conform to current year's groupings.

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The accompanying notes are an integral part of the Financial Statements.

As per our report of even date.

For **S. PODDAR & CO.**

Chartered Accountants  
Firm Regn. No: 320294E

**JITENDRA SIROHIA**  
CHIEF FINANCIAL OFFICER

**CA. KHUSBOO TAYEL**  
Partner  
Membership No: 69828

**AJAY KUMAR SHAW**  
INDEPENDENT DIRECTOR

**RAKESH SIROHIA**  
MANAGING DIRECTOR

Place: Kolkata  
Date: 30th May 2016

**RAHUL GUPTA**  
SECRETARY

**RAJAT SIROHIA**  
WHOLE TIME DIRECTOR

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**SIROHIA & SONS LIMITED**

CIN: L51109WB1990PLC049105

Registered Office: 16 Bonfield Lane, Kolkata 700 001  
Tel. 033- 4017 0700 E-mail:info@sirohia.com Website: www.sirohia.com

**ATTENDANCE SLIP for the 26th Annual General Meeting  
(to be handed over at the registration counter)**

**Serial No.**

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

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I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 26th Annual General Meeting of members of the Company, to be held on Saturday 24th September 2016, at 01:30 PM at Paul Mansion, Bishop Lefroy Road , Suit no 19, 4th Floor Kolkata 700 020.

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

Shareholder/ Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

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**Proxy form**

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

**CIN:** L51109WB1990PLC049105

**Name of the Company:** Sirohia & Sons Limited

**Registered office:** 16 Bonfield Lane, Kolkata 700 001

Name of the Member(s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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I/ We being the member of Sirohia & Sons Limited, holding.....shares, hereby appoint

1. Name: .....  
 Address:  
 E-mail Id:  
 Signature: ....., or failing him / her

2. Name: .....  
 Address:  
 E-mail Id:  
 Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 26th Annual General Meeting of members of the Company, to be held on 24<sup>th</sup> September 2016 Saturday at the Paul Mansion Bishop Lefroy Road, Suit no 19, 4<sup>th</sup> Floor Kolkata 700 020 at 01:30 PM, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item	Resolutions	For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, the Cash Flow Statement, along with the Reports of the Directors and Auditors thereon.		
2	The Company does not propose to declare any dividend.		
3	To re-appoint a Director in place of Mr. Rajat Sirohia (DIN No: 00244597), who retires by rotation and is eligible, offers himself for re-appointment.		
4	To appoint M/s RSVA & Co., Chartered Accounts, as statutory Auditors,		
5	Alteration of Articles Of Association by adoption of New set of Article		
6	Appointment of Ms. Dipika Sirohia (Din: 01591415) as a Director of the Company		

Signed this ..... day of September, 2016  
 Signature of Shareholder  
 Signature of Proxy holder(s)

Affix a Revenue Stamp
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- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
  2. A Proxy need not be a member of the Company.
  3. Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
  4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.