

JAYSHREE NIRMAN LIMITED

**25TH ANNUAL REPORT
2017**

JAYSHREE NIRMAN LIMITED

BOARD OF DIRECTORS

Mr. Ranjeet Kumar Bihani, (DIN: 00129487)

Mr. Pradeep Agarwal (DIN: 00166984)

Mr. Dwarka Nath Mishra (DIN: 00450447)

CHIEF FINANCIAL OFFICER

Mr. Dwarka Nath Mishra

COMPANY SECRETARY

Mr. Sourav Banerjee

STATUTORY AUDITORS

MUKESH CHOUDHARY & ASSOCIATES

Chartered Accountants

Commerce House, 2A, G. C. Avenue

6th Floor, Room No. 5, Kolkata - 700 013

REGISTERED OFFICE

1, British India Street,

5th Floor, Room No. 503,

PS Hare Street, Kolkata - 700 069

CIN: L45202WB1992PLC054157

Email: jayshreenirmanlimited@gmail.com

Website: www.jayshreenirman.com

Ph. No. (033) 2248-8149 / 3022-8150

REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Pvt Ltd.

CIN: U74140WB1994PTC062636

Address: D-511, Bagree Market,

71 BRBB Road, Kolkata - 700 001

Ph. No. (033) 2235-7270/

Email: nichetechpl@nichetechpl.com

BANKER

HDFC Bank Ltd

AGM on 25th September, 2017

1, British India Street,
5th Floor, Room No. 503,
PS Hare Street, Kolkata - 700 069
at 10:30 A.M.

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JAYSHREE NIRMAN LIMITED

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Jayshree Nirman Limited will be held on Monday, 25th September, 2017 at 10:30 A.M. at 1, British India Street, 5th Floor, Room no. 503, Kolkata - 700 069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Board's Report and the Auditors Report.
2. To re-appoint Shri Dwarika Nath Mishra (DIN: 00450447), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT, the appointment of M/s. Mukesh Choudhary & Associates, Chartered Accountants, (Registration No. 325258E) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company subject to ratification of the shareholders every year."

Registered Office
1, British India Street, 5th Floor,
Room No. # 503, Kolkata - 700 069
CIN: L45202WB1992PLC054157
Email: jayshreenirmanlimited@gmail.com
Website: www.jayshreenirman.com
Ph. No. (033) 3022-8150
Dated: 8th August, 2017
Place: Kolkata

By Order of the Board
Jayshree Nirman Limited

Sourav Banerjee
Company Secretary

JAYSHREE NIRMAN LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY
2. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
4. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
5. The register and share transfer books will remain closed from 19th September, 2017 to 25th September, 2017 (both days inclusive) for the year ended 31 March, 2017 and the AGM.
6. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
7. Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, **M/s. Niche Technologies Pvt. Ltd., D - 511, Bagree Market, 71, B.R. B Basu Road, Kolkata - 700 001.**
8. The company is concerned about the environment and utilizes natural resources in a sustainable way. We therefore request you to register your e - mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e - mail and hard copies will only be sent to the members who are not available on the e - mail. **Members can also refer their folio number / Client ID and send their contact information along with the e-mail ID to the Company / Registrar & Share Transfer Agent at jayshreenirmanlimited@gmail.com / nichetechpl@nichetechpl.com**
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company or the Registrar and Share Transfer Agents of the Company.
10. A route map along with the prominent landmark for easy location to reach the venue of the Annual General Meeting is annexed to this notice.
11. **VOTING THROUGH ELECTRONIC MEANS:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and

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the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 22nd September, 2017 (9:00 am) and ends on 24th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Jayshree Nirman Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the

JAYSHREE NIRMAN LIMITED

Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- IV. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at kritichoraria@gmail.com with a copy marked to jayshreenirmanlimited@gmail.com and helpdesk.evoting@cdslindia.com on or before 24th September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017.
13. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 11th August, 2017.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
15. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
17. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2017, are requested to send the written / email communication to the Company at jayshreenirmanlimited@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
18. Kriti Daga (ACS - 26425) Practicing Company Secretary holding Certificate of Practice No. 14023, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website by 27th September, 2017 and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange.

Registered Office
1, British India Street, 5th Floor,
Room No. # 503, Kolkata - 700 069
CIN: L45202WB1992PLC054157
Email: jayshreenirmanlimited@gmail.com
Website: www.jayshreenirman.com
Ph. No. (033) 3022-8150
Dated: 8th August, 2017
Place: Kolkata

By Order of the Board
Jayshree Nirman Limited

Sourav Banerjee
Company Secretary

JAYSHREE NIRMAN LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors present before you the Twenty Fifth Annual Report of your Company together with Audited Financial Statements and Auditor's Report for the year ending 31st March 2017.

FINANCIAL HIGHLIGHTS

The financial performance of the Company, for the year ended 31st March 2017 is summarized below:

Particulars	Year Ended	Year Ended
	31st March 2017	31st March 2016
	Rs.	Rs.
Gross Income	46,66,065.77	(2,41,608.36)
Profit Before Interest & Depreciation	34,34,032.58	(11,76,856.58)
Finance Charge	-	-
Gross Profit	34,34,032.58	(11,76,856.58)
Provision for Depreciation	822.00	-
Net Profit Before Tax	34,33,210.58	(11,76,856.58)
Provision for Tax	1,47,472.00	-
Net Profit After Tax	32,85,738.58	(11,76,856.58)
Balance of Profit Brought Forward	11,457,532.96	12,634,389.54
Balance available for appropriation	14,743,271.54	11,457,532.96
Adjustments Earlier Years	-	-
Transfer to Reserve	-	-
Surplus carried to Balance Sheet	14,743,271.54	11,457,532.96

DIVIDEND

The Board of Directors do not recommend any dividend for the financial year ended on 31st March 2017.

NUMBER OF BOARD MEETINGS HELD

The Board of Directors met 4 (Four) times i.e., 28.05.2016, 23.07.2016, 27.10.2016 & 28.01.2017 during this financial year.

FIXED DEPOSITS

The Company has not raised any Fixed Deposits during the year.

MERGER AND AMALGAMATIONS

Jayshree Nirman Limited & Asian Securities Exchange Private Limited (Transferor Company) is getting merged into BNK Securities Private Limited (Transferee Company). In its meeting held on 27th October, 2016, Jayshree Nirman Limited approved the scheme of merger between the Company along with BNK Securities Private Limited & Asian Securities Exchange Private Limited. The petition of the same has been submitted to National Company Law Tribunal (NCLT) which is pending.

DIRECTORS & KMP's

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Shri Dwarika Nath Mishra, (DIN: 00450447), Director of the Company retire by rotation at the conclusion of the forthcoming Annual General Meeting, and being eligible offer himself for re-appointment.

The brief resume of the Directors seeking re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is mentioned in the Report on Corporate Governance.

All Independent Directors have provided declarations that they meet the criteria of independence as laid down u/s 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

His appointment has to be made at AGM. The Board recommends passing of the resolutions regarding his re-appointment.

JAYSHREE NIRMAN LIMITED

AUDITORS:

i) Statutory Auditors

With profound grief we inform you about the sad and sudden demise of Shri Radharaman Bhattacharya on 25th March, 2017. He was the Statutory Auditor of the Company had played a important role in the growth of the Company by his active participation & guidance. The Board of Directors pays its homage to the departed soul and record deep appreciation for the services rendered to the Company.

M/s. Mukesh Choudhary & Associates, Chartered Accountants, (Registration No. 325258E), had given their consent & were appointed as the Statutory Auditors of the Company to hold office till the forthcoming Annual General Meeting due to casual vacancy.

M/s. Mukesh Choudhary & Associates, Chartered Accountants, (Registration No. 325258E), have given their consent and are proposed to be appointed as the Statutory Auditors of the Company at the forthcoming Annual General Meeting for a term of 5 years subject to ratification every year.

ii) Secretarial Auditor

According to the provisions of Section 204 of the Companies Act, 2013 read with Section 179(3)(k) read with Rule 8(4) of the Companies (Meeting of Board and its Powers) Rules, 2014, the Secretarial Audit Report submitted by the Company Secretary in Practice is enclosed as a part of this report in Annexure A.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors re-affirm their commitment to the Corporate Governance standards prescribed by Securities and Exchange Board of India codified as per the applicable regulations read with Schedule V of Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulation, 2015 with Stock Exchanges. Corporate Governance and Management Discussion and Analysis Report as well as Corporate Governance compliance certificate by Auditor are set out in separate Annexure B to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed;
- ii) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That they have prepared the Annual Accounts on a 'Going Concern' basis.
- v) That they have laid down internal financial controls in the Company that are adequate and were operating effectively.
- vi) That they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

INTERNAL FINANCIAL CONTROL

The Board of Directors (Board) has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are

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identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

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

The provisions of conservation of energy and technology absorption as specified under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 has no significance for the Company.

There is no earning/expense in foreign exchange during the period. None of the employees are covered by the provisions contained in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in terms of Listing Regulations and Section 177 of the Companies Act, 2013. The constitution and other details of the Audit Committee are given in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of corporate social responsibility as specified under section 135 of the Companies Act, 2013 has no significance for the Company.

BOARD EVALUATION

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board has carried out the annual evaluation of its own performance, and of each of the Directors individually, including the independent directors, as well as the working of its committees.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the financial year.

LOANS, GUARANTEES AND INVESTMENTS

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

SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS OR COURTS TRIBUNAL IMPACTING THE COMPANY'S GOING CONCERN STATUS & OPERATIONS IN FUTURE

During the period under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

DISCLOSURE ON SPECIFIED NOTES

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016. The denomination wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs	Other Denominations	Total (in Rs.)
Closing Cash in hand as on 8th November, 2016	10,000	4,439	14,439
Add: Permitted Receipts (including bank withdrawals)	-	10,000	10,000
Less: Permitted Payments	-	7,530	7,530
Less: Amount deposited in Banks	10,000	-	10,000
Closing Cash in hand as on 30th December, 2016	-	6,909	6,909

JAYSHREE NIRMAN LIMITED

POLICIES

The Company has formulated various policies as required under the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulation, 2015 & Listing Agreement and are uploaded on our Company's website as mentioned below:

NAME OF THE POLICY	BRIEF DESCRIPTION	LINK
Whistle Blower/Vigil Mechanism Policy	The Company has adopted the policy as required under Section 177(9) & (10) of the Companies Act, 2013 & as per Clause 49 of the Listing Agreement.	www.jayshreenirman.com
Nomination & Remuneration Policy	The Company has adopted the policy as required under Section 178(3) of the Companies Act, 2013 & SEBI Listing Regulations.	www.jayshreenirman.com
Familiarization Programme for Independent Directors	The Company has adopted the policy pursuant to Part III of Schedule IV of the Companies Act, 2013 & Clause 49 (II) (B) (7) of the Listing Agreement.	www.jayshreenirman.com

RELATED PARTY TRANSACTIONS

There are no contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 for the financial year 2016-17.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is enclosed as a part of the Report in Annexure C.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their grateful appreciation for the co-operation and guidance received from the Regulators, Central & State Govts., Bankers as well as the Shareholders during the year. Your Directors also wish to place on record their appreciation for the devoted and dedicated service rendered by all the employees of the Company.

Place: Kolkata

Dwarika Nath Mishra

Dated: 8th August, 2017

Director

JAYSHREE NIRMAN LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 2016-2017

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

To,

The Members,

Jayshree Nirman Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jayshree Nirman Limited (CIN: L45202WB1992PLC054157) (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 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 were not applicable during the year;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable to Overseas Direct Investment (ODI), Foreign Direct Investment and External Commercial Borrowings (ECB) were not applicable during the year;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- Not Applicable to the Company during the Audit Period;
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the Audit Period;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable to the Company during the Audit Period;
 - 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;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the Company during the Audit Period; and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable to the Company during the Audit Period;

JAYSHREE NIRMAN LIMITED

(vi) No other laws applicable specifically to the company.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited
- iii) Applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

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 except a women Director. No changes were made during the period under review.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances except for proposed Amalgamation of the Company along with Asian Securities Exchange Private limited with BNK Securities Private Limited which was approved by the Board of Directors on 27th October, 2016 & the same is pending with NCLT:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Reconstruction, etc.
- (v) Foreign technical collaborations

I further report that based on the information received and records maintained based on review of compliance mechanism established by the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc referred to above.

Place: Kolkata
Date: 4th August, 2017

Signature:
Kriti Daga
ACS No. A26425
C P No.: 14023

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

JAYSHREE NIRMAN LIMITED

Annexure- A

To,
The Members
Jayshree Nirman Limited

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 from the papers and information received from the management of the Company, if any information and papers were forged, concealed, or misinformed then the Practicing Company Secretary will not be liable.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to insure that correct facts are reflected in secretarial records. I believe that the processes and the practices, I followed provide a reasonable basis of our opinion.
3. I have not verified the correctness and appropriateness of financial records, tax audits and books of accounts of the Company. I, am therefore relying on the reports given by the other professionals.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of the 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.

Signature:
(Kriti Daga)
Practicing Company Secretary
Membership No. A26425
Certificate of Practice No. 14023
Date: 4th August, 2017
Place: Kolkata

JAYSHREE NIRMAN LIMITED

FORM NO. MGT.9

Annexure - C

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: 145202WB1992PLC054157
- ii) Registration Date: 20.01.1992
- iii) Name of the Company: JAYSHREE NIRMAN LIMITED
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the Registered office and contact details: 1, British India Street, Room No. 503,
5th Floor Kolkata – 700 069
Telephone No. (033) 2248-8149 / 3022-8150
E mail ID jayshreenirmanlimited@gmail.com
Website: www.jayshreenirman.com
- vi) Whether listed company Yes / No: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Niche Technologies (P) Limited
D 511, Bagree Market, 5th Floor,
71, B.R.B. Basu Road, Kolkata – 700 001
Ph. No.: (033) 2235-7270/2235-7271
E-mail ID: nichetechpl@nichetechpl.com
CIN: U74140WB1994PTC062636

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Interest Income	64300	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – Not Applicable

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	1800	1800	0.04	-	1800	1800	0.04	-
b) Central Govt or State Govt (s)	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other..	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	1800	1800	0.04	-	1800	1800	0.04	
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	1800	1800	0.04	-	1800	1800	0.04	-

JAYSHREE NIRMAN LIMITED

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt or State Govt(s)	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,061,300	1,30,875	1,192,175	23.56	1,061,300	1,30,875	1,192,175	23.56	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4,42,435	-	4,42,435	8.74	4,42,435	-	4,42,435	8.74	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3,294,890	1,29,900	34,24,790	67.67	3,294,890	1,29,900	34,24,790	67.67	
c) Others (specify)									
i) NRI / OCB	-	-	-	-	-	-	-	-	-
ii) Trust	-	-	-	-	-	-	-	-	-
iii) Clearing Members	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4,798,625	2,60,775	5,059,400	99.96	4,798,625	2,60,775	5,059,400	99.96	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	4,798,625	2,60,775	5,059,400	99.96	4,798,625	2,60,775	5,059,400	99.96	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GrandTotal (A+B+C)	4,798,625	2,62,575	5,061,200	100	4,798,625	2,62,575	5,061,200	100	

(ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year		
		No. Of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. Of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares
1.	Anandlal Sharma						
	a) At the Beginning of the year	100	0.002		100	0.002	
	b) Change during the year				No Change		
	c) At the End of the year				100	0.002	

JAYSHREE NIRMAN LIMITED

2.	Anita Dugar					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
3.	Arvind Rai					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
4.	Ashok Kumar Das					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
5.	Brahmadeb Tewari					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
6.	Jagat Singh Dugar					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
7.	Karunakar Nayak					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
8.	Kripa Shankar Pandey					
	a)At the Beginning of the year	100	0.002		100	0.002
	b)Change during the year				No Change	
	c)At the End of the year				100	0.002
9.	Madhu Baid					
	a)At the Beginning of the year	500	0.010		500	0.010
	b)Change during the year				No Change	
	c)At the End of the year				500	0.010
10.	Pappu Agarwal					
	a)At the Beginning of the year	500	0.010		500	0.010
	b)Change during the year				No Change	
	c)At the End of the year				500	0.010

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

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

SL. No.	Name of the Shareholder*	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Hari Prasad Tiwari	6,59,105	13.023	6,59,105	13.023
2	Manik Chand Pugalia	2,67,600	5.287	2,67,600	5.287
3	Om Prakash Sharma	2,63,000	5.196	2,63,000	5.196
4	Sanjib Roy	1,95,055	3.854	1,95,055	3.854
5	Puspendu Banerjee	1,71,055	3.380	1,71,055	3.380
6	Surajit Saha	1,51,950	3.002	1,51,950	3.002
7	Tapas Roy	1,25,595	2.482	1,25,595	2.482
8	Dhruv Khandelwal	1,01,000	1.996	1,01,000	1.996

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9	Ankit Khandelwal	1,00,000	1.976	1,00,000	1.976
10	Anusha Khandelwal	1,00,000	1.976	1,00,000	1.976
11	Kalpana Khandelwal	1,00,000	1.976	1,00,000	1.976
12	Neha Khandelwal	1,00,000	1.976	1,00,000	1.976
13	Prachi Khandelwal	1,00,000	1.976	1,00,000	1.976
14	Sambhav Khandelwal	1,00,000	1.976	1,00,000	1.976
15	Sangita Khandelwal	1,00,000	1.976	1,00,000	1.976

*this does not include body corporate

(v) Shareholding of Directors and Key Managerial Personnel: *There is no shareholding*

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	32,000,000.00	-	-
ii) Interest due but not paid	-	25,785,194.00	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	57,785,194.00	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	32,000,000.00	-	-
ii) Interest due but not paid	-	25,785,194.00	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	57,785,194.00	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Whole-Time Director	Total Amount
		Dwarika Nath Mishra	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90,000	90,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	90,000	90,000
	Ceiling as per the Act		

B. Remuneration to other directors: Nil

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	Total
		Shri Sourav Banerjee Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	96,000 - -	96,000 - -
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total	96,000	96,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: None

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REPORT ON CORPORATE GOVERNANCE

The Company has put in place the SEBI guidelines pertaining to Corporate Governance effective from financial year 2002-2003. The report on Corporate Governance for the financial year ended on 31st March, 2017 as per the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under:

CORPORATE GOVERNANCE - PHILOSOPHY

The basic objective of the Corporate Governance policies adopted by your Company is to focus on good Corporate Governance -which is the pivotal driver of sustainable corporate growth and long term value creation for the shareholders, other stakeholders and society at large.

1. BOARD OF DIRECTORS

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Director who have an in-depth knowledge and experience of business, finance, law and corporate management, in addition to the expertise in their areas of specialization. The Board of the Company comprises of three Directors. The composition of the Board during the year is tabulated below:

Director	Executive/Non-Executive/Independent	Other Directorships held
Shri Dwarika Nath Mishra	Whole - Time Director	0
Shri Ranjeet Kumar Bihani	Non-Executive & Independent	14
Shri Pradeep Agarwal	Non-Executive & Independent	4

2. AUDIT COMMITTEE

The Company has an Audit Committee at the Board level functioning since May 30, 2002. The Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control system. It also oversees financial disclosures compliance with all relevant statutes, safeguarding of assets and adequacy of provisions for all liabilities and generally accepted accounting principles by the Company. The Committee is in compliance with the provisions of Companies Act, 2013 & Listing Regulations as amended from time to time. The Audit Committee also takes care of Whistle Blower Mechanism.

The Audit Committee is comprised of two members, all members including the Committee are non-executive and independent. The Statutory Auditor and Whole-Time Director & Chief Financial Officer of the Company are permanent invitees to all Audit Committee meetings. The Company Secretary is also the Secretary to the Committee.

The Composition of the Audit Committee and the details of meeting held by it are as follows:

Director	Position	Meeting held	Meeting Attended
Shri Ranjeet Kumar Bihani	Chairman (Independent)	04	04
Shri Pradeep Agarwal	Member (Independent)	04	04

3. NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the Company at their meeting held on 30th May 2002 constituted a Remuneration Committee, which was renamed as the Nomination & Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on Remuneration Package for Managing/ Whole Time Directors, reviewing the structure, design and implementation of remuneration policy in respect

JAYSHREE NIRMAN LIMITED

of key management personnel and approving, reviewing and evaluating Employees' Stock Option Plan.

The Committee is in compliance with the provisions of Companies Act, 2013 & Listing Regulations as amended from time to time. The Committee is comprised of two members, all members including the Chairman of the Committee are non-executive. The Company Secretary is also the Secretary to the Committee.

The composition of the Nomination & Remuneration Committee and the details of meeting held by it are as follows:

Director	Position	Meeting held	Meeting Attended
Shri Pradeep Agarwal	Chairman (Independent)	Nil	Nil
Shri Ranjeet Kumar Bihani	Member (Independent)	Nil	Nil

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has Stakeholders Relationship Committee under the Chairmanship of a Non- Executive and Independent Director to specifically look into shareholder issue including share transfer, transmission, issue of duplicate certificates and redressing of shareholder complaints like non receipt of balance sheet, declared dividend etc. The Committee is in compliance with the provisions of Companies Act, 2013 & Listing Regulations as amended from time to time. The Company Secretary is also the Secretary to the Committee.

Mr. Sourav Banerjee is the Company Secretary & Compliance Officer of the Company. Their was no complaint during the year.

The composition of the Stakeholders Relationship Committee and the details of meeting held by it are as follows:

Director	Position	Meeting held	Meeting Attended
Shri Ranjeet Kumar Bihani	Chairman (Independent)	04	04
Shri Pradeep Agarwal	Member (Independent)	04	04

M/S. Niche Technologies (P) Ltd., the Company's Registrar and Share Transfer Agent among others, expedites the process of transfer of shares under supervision of Company's Executive. Thereafter, the proposals are placed before the Shareholders / Investors Grievances & Transfer Committee for approval. To expedite the process of transfer sometimes the members of the committee approve cases of routine nature of transfers of shares by circulation, which are subsequently ratified.

Details of complaints received, number of shares transferred as well as average time taken for transfers are highlighted in the "Shareholder Information" section of the Annual Report separately.

5. REMUNERATION TO DIRECTORS

Director	Designation	Remuneration paid during 2016-17 (All figures in Rupees)		
		Sitting fees	Salary & Perks	Total
Shri Dwarka Nath Mishra	Whole-Time Director	Nil	90,000	90,000
Shri Ranjeet Kumar Bihani	Director (Independent)	Nil	Nil	Nil
Shri Pradeep Agarwal	Director (Independent)	Nil	Nil	Nil

JAYSHREE NIRMAN LIMITED

6. NUMBER OF BOARD MEETINGS AND BOARD PROCEDURES.

Your Company's Board met 4 (Four) times during the year and details of the meeting are highlighted below. Agenda papers along with explanatory statements were circulated to the Directors well in advance of the meeting. The senior management of your Company was invited to participate in matters of interest, importance and relevance. The Board has access to any information within your Company and every effort is made to ensure that the information is adequate and appropriate to enable the Board to take considered decisions on issues.

Your Company has placed all relevant information before the Board as per Annexure I of Clause 49 of the Listing Agreement.

Sr.	Date of Board Meeting	City		
1	28th May, 2016	Kolkata		
2	23rd July, 2016	Kolkata		
3	27th October, 2016	Kolkata		
4	28th January, 2017	Kolkata		
Directors	No. of Meetings		Attended Last AGM	
	Held	Attended		
Shri Dwarika Nath Mishra	4	4	Yes	
Shri Ranjeet Kumar Bihani	4	4	Yes	
Mr.Pradeep Agarwal	4	4	Yes	

7. INDEPENDENT DIRECTORS

The Company has complied with the definition of Independence as per section 149 read with the provisions of Schedule IV of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. They also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

Whenever new Non-Executive and Independent Directors are included in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy. The Company has adopted a Familiarization Programme for Independent Directors which is uploaded on the Company's website.

The Independent Directors held a Meeting on 28th January, 2017 wherein they discussed the following in details:

- Relevant provisions w.r.t. Companies Act, 2013 and Listing Agreement.
- Performance of the Non-Independent Directors and Board as a whole.
- Flow of information between Company Management and Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board also evaluated the performance of the Independent Directors, Non-Executive Directors including the performance of the Chairman & Managing Director as required by the Companies Act, 2013.

8. INTERNAL CONTROL & RISK MANAGEMENT

As a part of the disclosure related to Management, in addition to the Director's Report, Management Discussion and Analysis Report forms part of the Annual Report to the shareholders as per specification of SEBI.

JAYSHREE NIRMAN LIMITED

9. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

As a part of the disclosure related to Management, in addition to the Director's Report, Management Discussion and Analysis Report forms part of the Annual Report to the shareholders as per specification of SEBI.

10. DIRECTORS' MEMBERSHIP / CHAIRMANSHIP IN COMMITTEES

No Director is a member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director. The details are as under:

Director	No. of Committees in which Member	Chairman
Shri Dwarika Nath Mishra	-	-
Shri Ranjeet Kumar Bihani	1	1
Shri Pradeep Agarwal	-	-

(The above includes committee positions in Jayshree Nirman Limited)

11. DISCLOSURE REGARDING DIRECTORS' RE- APPOINTMENT

A brief resume, expertise in specific functional areas, directorships / membership of committees held in other companies in respect of Directors retiring by rotation / being appointed at the ensuing Annual General Meeting is as under:

Name of Director	Shri Dwarika Nath Mishra
DIN	00450447
Date of Birth	05.11.1939
Date of Appointment	01.10.1998
Experience in specific functional areas	Business - Experience in Administration & Finance for around 41 years
List of other Directorships held Excluding Alternate Directorship and of Private Companies	Nil

12. MATERIAL CONTRACTS / TRANSACTIONS CONCERNING DIRECTOR'S INTEREST

The Company had not entered into on arrangement with anybody where the Promoter Directors are interested. The disclosure/approval to this effect was made at the relevant meeting of the Board of Directors. There was no arrangement of material nature that may have a potential conflict with interest of your Company.

13. CODES FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 the Board of Director of the Company have formulated and adopted a Code of Practices And Procedure For Fair Disclosures Of Unpublished Price Sensitive Information & Code of Conduct To Regulate, Monitor And Report Trading By Insiders for its employees and other connected persons towards the compliance of the Regulations.

14. OTHER DISCLOSURES

i. DETAILS OF ANNUAL GENERAL MEETNGS

A. Location and time of last 3 (three) AGMs

Year	Location	Date	Time
2015-2016	1, British Indian Street Room No.503, 5th Floor Kolkata- 700 069	30th Sep, 2016	10.30 AM

JAYSHREE NIRMAN LIMITED

2014-2015 1, British Indian Street
Room No.503, 5th Floor
Kolkata- 700 069 30th Sep, 2015 11.00 AM

2013-2014 1, British Indian Street
Room No.503, 5th Floor
Kolkata- 700 069 30th Sep, 2014 11.00 AM

- B. Whether special resolution was put through postal ballot last year? NO
- C. Are votes proposed to be conducted through poll this year? Yes as per SEBI Guidelines & Companies Act, 2013, e-voting facility shall be provided to all share holders along with arrangements for poll at the AGM for those present who have not voted through e-voting.

ii. MEANS OF COMMUNICATION

Half year report / highlights sent to Household of each shareholders No

Quarterly results, published in Published in specified newspapers Business Standard (English), Duronto Bharta (Bengali)

Corporate website www.jayshreenirman.com

Any Official new release published in newspapers No

Whether MD&A is a part of Annual Report Yes

Whether shareholder information section forms part of Annual Report Yes

iii. SHAREHOLDER INFORMATION

1. Annual General Meeting

* Date and Time : 25th September, 2017 at 10:30 A.M

* Venue : 1, British Indian Street
Room No.503, 5th Floor
Kolkata- 700 069

2. Financial Calender

For the Financial Year ended 31st March 2017.

Financial Results for Quarter ended June 30, 2016.	23rd July, 2016
Financial Results for Quarter ended September 30, 2016.	27th October, 2016
Financial Results for Quarter ended December 31, 2016.	28th January, 2017
Audited Financial Results for Year ended March 31, 2017.	30th May, 2017

3. Date of Book Closure

19th September, 2017 to 25th September, 2017 (Both days inclusive)

4. Dividend Payment Date

Not Applicable as no dividend has been recommended.

5. Registered Office

1, British Indian Street, Room No.503, 5th Floor, Kolkata- 700 069
Tel: (033) 2248-8149 / 3022-8150, E-mail Id: jayshreenirmanlimited@gmail.com

JAYSHREE NIRMAN LIMITED

6. Listing Details (Equity Share)

The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata-700 001.

7. Registrar & Transfer Agent

M/s Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 5th Floor, 71, B.R.B.Basu Road, Kolkata - 700 001.

Phones: (033) 2235-7270 / 7271; Fax : (033) 2215-6823

Email : nichetechpl@nichetechpl.com

8. Share Transfer System

Stakeholders Relationship Committee has been constituted to approve the transfer and transmission of shares, issue of duplicate share certificates and allied matters. To ensure transfer of shares in physical form within 15 days of receipt, a sub-committee has been constituted comprising of 2 members, all members including Chairman of the Committee are Non-Executive and Independent Director. In case of routine matters a process of circular resolutions to be adopted. Share Certificates in physical form are dispatched within prescribed time after complying with the requirement of SEBI guidelines on transfer cum dematerialization of shares.

9. Investor Services

Complaints received during the year

Nature of Complaints	2016-2017		2015-2016	
	Received	Cleared	Received	Cleared
Relating to Transfer, Transmission etc., Dividend, Interest, Redemption etc., Change of Address, Demat - Remat and Others	NIL	NIL	NIL	NIL
Received from SEBI, Stock Exchanges and Other Statutory Authorities	NIL	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL	NIL

The Company endeavours to settle all shareholder complaints in the minimum possible time.

10. Details on use of public fund obtained in the last three years : N.A.

11. Investors Correspondence (Address for correspondence)

Registered Office

1, British Indian Street, Room No. 503,

5th Floor, Kolkata - 700 069

Tel: (033) 2248-8149 / 3022-8150

E-mail: jayshreenirmanlimited@gmail.com

Registrar & Transfer Agent

Niche Technologies (P) Ltd.

D-511, Bagree Market, 5th Floor,

71, B.R.B.Basu Road, Kolkata: 700 001

Tel No.: (033) 2235-7270 / 7271,

Fax No.: (033) 2215-6823

E-mail :nichetechpl@nichetechpl.com

JAYSHREE NIRMAN LIMITED

iv. OTHERS

- (a) The Board of Directors of the Company has adopted a policy to regulate transactions between the Company and its related parties in compliance with the applicable provisions of Companies Act, 2013, SEBI (LODR) Regulation, 2015 read with Clause 49 of the Listing Agreement. The disclosure of related party transactions is made as per AS-18 in the Notes to Financial Statements. However in terms of Section 188(1) of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Board feels that the transactions made are not material in nature.
- (b) The Company has no penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.
- (c) The Company has adopted the Whistle Blower/Vigil Mechanism Policy as required under Section 177(9) & (10) of the Companies Act, 2013 & as per Clause 49 of the Listing Agreement.
- (d) The Company has complied with mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (e) The Company has no commodity price risks and commodity hedging activities.

Jayshree Nirman Limited

Dwarika Nath Mishra

JAYSHREE NIRMAN LIMITED

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Overview

India has maintained a growth in GDP. Our GDP grew @ 7.10 % p.a. in F.Y.2016-17. India is the fastest growing among major economies of the world. The Government under Prime Ministership of Mr. Narendra Modi is moving forward with Growth and Governance as its main agenda. Demonetization of currency was a bold step taken by the Prime Minister. Though it had its operational problems and has affected the economy in short term, it is expected to give positive results in a long term.

Outlook:

G S T is another major tax reform which is likely to be implemented from 1st July 2017. Like in any major reform, G S T may also have its initial pains more so because of large number of traders are in unorganized sector and it requires lot of understanding of the complex system and preparedness for the same.

Risk and concerns:

The key threats include, the change/slowdown in implementation of the policies of the Government, delay & short term fall out in implementation of major tax reform like GST, failure to contain actual inflation within a reasonable range, high NPA's of the banks, defaults, governing rules of SEBI and RBI etc. Effect of BRIXIT from Eurozone, new political conditions in US may effect the global economy which may reflect in capital, currency, commodities and debt market substantially.

Business Segment Analysis

As there is only one activity during the year business segment analysis is not applicable.

Financial Results

The financial performance of the Company, for the year ended 31st March 2017 is summarized below:

	Year Ended 31st March 2017 (Rs.)	Year Ended 31st March 2016 (Rs.)
Gross Profit	34,34,032.58	(11,76,856.58)
Net Profit After Tax	32,85,738.58	(11,76,856.58)
Surplus carried to Balance Sheet	14,743,271.54	11,457,532.96

Comment on current year's performance:

Revenue	:	Revenue from principal business of interest income has been increased in the current year in comparison to previous year.
Operating Expenses	:	The operating expense has been increased to Rs. 6,10,193.19 from Rs. 2,83,938.22
Operating Profit	:	Operating profit has been increased in comparison to last year.
Interest Expense	:	No interest expense has been incurred during the year.
Depreciation	:	Depreciation of Rs. 822 is charged during the year.
Net Profit	:	Net Profit is Rs. 32,85,738.58 for the year ended 31.03.2017 in comparison to Net Loss of Rs. 11,76,856.58 for the year ended 31.03.2016 mainly due to higher operating expenses.

Human Resources

The Company's human resource strategy, which is in line with the group strategy, revolves around the development of the individual.

Internal Controls

The Company has a proper and adequate system of internal controls befitting its size to ensure that all its assets are safeguarded and protected against loss from unauthorized use and disposal and that all transactions are authorized and reported correctly.

The internal controls are supplemented by internal audits, reviewed by Management and Audit Committee of Board of Directors. The internal control ensures that appropriate financial records are available for preparing financial statements and other data for showing a true and fair picture of the state of affairs of the Company.

JAYSHREE NIRMAN LIMITED

CFO CERTIFICATION

I, Dwarika Nath Mishra, Chief Financial Officer responsible for the finance function hereby certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2017 and to the best of my knowledge and belief:
 - I) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - II) These Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 are fraudulent, illegal or violate the Company's code of conduct.
- c) I, accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - I) There has not been any significant change in internal control over financial reporting during the year under reference.
 - II) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - III) I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date: 30th May, 2017

Dwarika Nath Mishra
Chief Financial Officer

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO
THE MEMBERS OF JAYSHREE NIRMAN LIMITED

We have examined the compliance of conditions of corporate governance by Jayshree Nirman Limited ("the Company"), for the year ended 31st March, 2017, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchanges in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement and Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR MUKSEH CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM'S REGISTRATION NO - 325258E
CA MUKESH KUMAR CHOUDHARY
PARTNER
MEMBERSHIP NO. 062099

Place: Kolkata
Date: 30th May, 2017

JAYSHREE NIRMAN LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JAYSHREE NIRMAN LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Jayshree Nirman Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matter in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 adequate internal financial controls, that were operating effectively by 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 standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and 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 assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

JAYSHREE NIRMAN LIMITED

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, (hereinafter referred to as the "order"), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanations given to us, we give in the Annexure-A a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. In our opinion and as per the information and explanations provided to us, the Company did not have any long term contracts including derivative contracts for which there were any materials foreseeable losses.
 - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its financial statements as to holding as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note 1 Point (i) to the financial statements.

For MUKESH CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. - 325258E

(CA MUKESH KUMAR CHOUDHARY)
Partner
Membership No. - 062099

Place: Kolkata
Date: 30.05.2017

JAYSHREE NIRMAN LIMITED

Annexure - A to the Independent Auditor's Report

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date, we report that:

1. The Company has no Fixed Assets. Accordingly the provisions of paragraph 3(i) of the companies (Auditors Report) 2017 are not applicable to the companies.
2. (a) The inventories have been physically verified at reasonable intervals by the management.
(b) In our opinion, no material discrepancies were noticed on such physical verification.
(c) In our opinion and according to the information and explanations given to us, the company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification.
3. As per the information given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, Accordingly, sub-clauses (a),(b) and (c) of this clause are not applicable.
4. According to the information and explanations given to us, the company has not accepted any deposits in terms of directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under are not applicable to the Company.
5. The maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.
6. The Company is regular in depositing undisputed statutory dues including Investor Education and Protection Fund, Income Tax, Service Tax, Cess and other statutory dues as applicable to the appropriate authorities and no undisputed amounts payable in respect of the aforesaid dues were outstanding as on 31st March, 2017 for a period of more than six months from the date they became payable.
7. The Company has not defaulted in repayment of dues to its financial institution(s) and its bank during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
8. 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.
9. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
10. According to the information and explanations given to us, the remuneration of the Managing Director of the Company has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
11. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the requirements as per clause 3(xii) of the Order is not applicable to the Company.
12. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 & 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
13. 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.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
15. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For MUKESH CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. - 325258E
(CA MUKESH KUMAR COUDHARY)
Partner
Membership No. - 062099

Place: Kolkata
Date: 30.05.2017

JAYSHREE NIRMAN LIMITED

Annexure - B to the Independent Auditor's Report of even date, on the Standalone Financial Statements of Jayshree Nirman Limited.

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

We have audited the internal financial reporting of Jayshree Nirman Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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

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

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

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 may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MUKESH CHOUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. - 325258E
(CA MUKESH KUMAR COUDHARY)

Partner

Membership No. - 062099

Place: Kolkata
Date: 30.05.2017

JAYSHREE NIRMAN LIMITED

BALANCE SHEET AS AT 31st MARCH, 2017

Particulars	Note No	As at				As at			
		31.03.2017		31.03.2016		31.03.2017		31.03.2016	
		Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.
I. EQUITY AND LIABILITIES									
(1) Shareholder's Funds									
(a) Share Capital	2	50,612,000.00				50,612,000.00			
(b) Reserves and Surplus	3	14,845,871.54		65,457,871.54		11,560,132.96		62,172,132.96	
(2) Current Liabilities									
(a) Short Term Borrowings	4(a)	57,785,194.00				57,785,194.00			
(b) Other Current Liabilities	4(b)	26,720.00				10,000.00			
(c) Short-term Provisions	4(c)	-		57,811,914.00		-		57,795,194.00	
Total				123,269,785.54				119,967,326.96	
II. Assets									
(1) Non-Current Assets									
(a) Fixed Assets									
(i) Tangible Assets	5(a)			-				822.00	
(b) Non-Current Investments	5(b)	97,656,561.44		97,656,561.44		97,730,231.54		97,730,231.54	
(2) Current assets									
(a) Cash and Cash Equivalents	6(a)	2,554,294.08				2,664,779.40			
(b) Short-term Loans and Advances	6(b)	22,560,185.02				19,285,378.02			
(c) Other Current Assets	6(c)	498,745.00		25,613,224.10		286,116.00		22,236,273.42	
Total				123,269,785.54				119,967,326.96	

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For MUKESH CHOUDHARY & ASSOCIATES
ICAI Firm Registration No.325258E
Chartered Accountants

ON BEHALF OF THE BOARD

D. N. Mishra

R. K. Bihani

Director &
Chief Financial Officer

Director

CA. Mukesh Choudhary
Partner
Membership No. 062099

Sourav Banerjee

Company Secretary

Kolkata, 30th May, 2017

JAYSHREE NIRMAN LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2017

Particulars	Note No.	Year Ended 31.03.2017		Year Ended 31.03.2016	
		Rs.	P.	Rs.	P.
I. Revenue from Operations	7	1,851,018.00		789,614.00	
II. Other Income	8	2,815,047.77		(1,031,222.36)	
III. Total Revenue (I +II)		4,666,065.77		(241,608.36)	
IV. Expenses:					
Employee Benefit Expenses	9	621,840.00		651,310.00	
Depreciation	5	822.00		-	
Other Expenses	10	610,193.19		283,938.22	
Total Expenses		1,232,855.19		935,248.22	
V. Profit Before Tax (III-IV)	(III-IV)	3,433,210.58		(1,176,856.58)	
VI. Tax Expense:					
(1) (a) Current Tax		-	147,472.00	-	-
(b) Provision made for earlier year			-		-
VII. Profit/(Loss) for the period (V-VI)		3,285,738.58		(1,176,856.58)	
VIII. Earning per equity share:					
(1) Basic		0.65		(0.23)	
(2) Diluted		0.64		(0.23)	

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For MUKESH CHOUDHARY & ASSOCIATES
ICAI Firm Registration No.325258E
Chartered Accountants

ON BEHALF OF THE BOARD

D. N. Mishra

R. K. Bihani

Director &
Chief Financial Officer

Director

CA. Mukesh Choudhary
Partner
Membership No. 062099

Sourav Banerjee

Company Secretary

Kolkata, 30th May, 2017

JAYSHREE NIRMAN LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	For the year ended 31.03.2017 Rs.	For the year ended 31.03.2016 Rs.
A. CASH FLOW FROM THE OPERATING ACTIVITIES		
Net Profit before Tax from Continuing Operations	3,433,210.58	(1,176,856.58)
Net Profit before Tax & Extraordinary items	3,433,210.58	(1,176,856.58)
Non Cash Adjustments to reconcile net cash flow		
<u>Adjustments for :</u>		
Depreciation & Amortisation	822.00	-
Profit/(Loss) on Non Current Investment	(155,766.27)	(4,995,926.86)
Dividend Received	(2,659,281.50)	(3,964,704.50)
Interest Received	(1,851,018.00)	(789,614.00)
Operating Profit before Working Capital changes	(1,232,033.19)	(10,927,101.94)
<u>Adjustments for :</u>		
Trade & other Receivable	-	(14,432,254.00)
Other Current Assets	(185,101.00)	-
Current Liabilities	16,720.00	-
Trade payable	-	(206,497.00)
Cash generated from operations	(1,400,414.19)	(25,565,852.94)
Direct taxes Paid	(175,000.00)	-
Cash Flow before extraordinary items	(1,575,414.19)	(25,565,852.94)
Extra Ordinary Items	-	-
Net Cash Used in Operating Activities	(1,575,414.19)	(25,565,852.94)
B CASH FLOW FROM THE INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Purchase of Investment	-	(42,144.75)
Sale of Investment	229,436.37	23,289,844.96
Dividend Received	2,659,281.50	3,964,704.50
Net Cash Used in Investing Activities	2,888,717.87	27,212,404.71
C CASH FLOW FROM THE FINANCING ACTIVITIES		
Proceed from issue of Share Capital	-	-
Share Premium	-	-
Proceed from Long / Short Term Borrowings	-	-
Interest paid	-	-
Loan Given/Refund Received	(3,274,807.00)	-
Interest Received	1,851,018.00	789,614.00
Net Cash Flow from Financial Activities	(1,423,789.00)	789,614.00
D Net Increase/(Decrease) in Cash & Cash Equivalent	(110,485.32)	2,436,165.77
Cash & Cash Equivalent (Opening)	2,664,779.40	228,613.63
Cash & Cash Equivalent (Closing)	2,554,294.08	2,664,779.40

Note : a) Previous years figures have been regrouped/rearranged wherever considered necessary.

For MUKESH CHOUDHARY & ASSOCIATES
ICAI Firm Registration No.325258E
Chartered Accountants

ON BEHALF OF THE BOARD

D. N. Mishra

R. K. Bihani

Director &
Chief Financial Officer

Director

CA. Mukesh Choudhary
Partner
Membership No. 062099

Sourav Banerjee

Company Secretary

Kolkata, 30th May, 2017

JAYSHREE NIRMAN LIMITED

Notes Annexed to and forming part of Accounts

Notes on Accounts and Significant Accounting Policies forming to and part of Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended as on that date.

Note No.

1 SIGNIFICANT ACCOUNTING POLICIES

a) Presentation & Disclosure of Financial statements

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 specified under section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 as applicable. The Company follows the accrual method of accounting. However, the Company has reclassified the previous year's figures in accordance with the requirements.

b) Basis of Accounting :

The financial statements have been prepared to comply in all material aspects with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006, relevant provisions of the Companies Act, 2013. The accounts have been prepared on the historical cost basis and on the principles of going concern. The accounting policies adopted in the preparation of financial statement are consistent with those followed in the previous year. The financial statements are presented in Indian rupees.

c) Fixed Assets :

Fixed Asset are valued at cost less depreciation. An Asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to profit & loss account in the year in which an asset is identified as impaired.

d) Depreciation:

Depreciation is systematically allocated over the useful life of the tangible asset under Straight Line Method as specified in part C of Schedule II of the Companies Act, 2013.

e) Investments :

Investments, are readily realisable but intended to be held for more than one year from the date on which such investments are made, are classified as Non Current Investments. Investments are stated at cost. There is no current investments during the year under review.

f) Recognition of Income and Expenditure :

i) Revenue is recognised and reported to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

ii) Dividend Income is recognised when right to receive the same is established by the reporting date.

g) Employee Retirement & Other Benefits

Gratuity

Gratuity is recognised for only those employees, who are not under the contractual employment.

Short term employees benefits are recognised in the period in which employees's services are rendered.

Leave Encashment

Leave Encashment benefit is considered and provided for, based on actual as at the financial year.

h) Earning Per Share (EPS)

Basic & Diluted EPS are calculated by dividing the net profit or loss for the period attributable to the equity share holders (after deducting and attributable taxes) by the weighted average number of equity shares outstanding during the period.

i) Disclosure on Specified Bank Notes :

During the year, the company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated 31st March, 2017. The details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs*	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	10,000.00	4,439.00	14,439.00
(+) Permitted Receipts	-	10,000.00	10,000.00
(-) Permitted Payments	-	7,530.00	7,530.00
(-) Amount deposited in Bank	10,000.00	-	10,000.00
Closing Cash in Hand as on 30.12.2016	-	6,909.00	6,909.00

j) Contingent Liabilities :

Contingent Liabilities are not provided for in the accounts.

JAYSHREE NIRMAN LIMITED

Notes on Financial Statements for the Year ended 31st March 2017

2	<u>SHARE CAPITAL</u>	As At 31.03.2017		As At 31.03.2016	
		Rs.	P.	Rs.	P.
	<u>Authorised</u>				
	5,500,000 Equity Shares of Rs.10/- each	55,000,000.00		55,000,000.00	
	<u>Issued, Subscribed & Paid Up</u>				
	50,61,200 Equity Shares of Rs.10/- each, fully paid up in cash.	50,612,000.00		50,612,000.00	
		50,612,000.00		50,612,000.00	
	<u>Details of Shareholder holding more than 5% of paid up Equity Share Capital:</u>	% of holding	No. of Shares	% of holding	No. of Shares
	Hari Prasad Tiwari	13.02	659,105.00	13.02	659,105.00
	Manik Chand Pugalia	5.29	267,600.00	5.29	267,600.00
	Om Prakash Sharma	5.20	263,000.00	5.20	263,000.00
	Puspendu Banerjee	7.33	371,055.00	7.33	371,055.00
	Sanjib Roy	8.30	420,055.00	8.30	420,055.00
	Surajit Saha	6.95	351,950.00	6.95	351,950.00
3 <u>RESERVES & SURPLUS</u>		Rs.	P.	Rs.	P.
	<u>General Reserves</u>				
	Balance Brought Forward	2,600.00		2,600.00	
		2,600.00		2,600.00	
	<u>Capital Reserves</u>				
	Balance Brought Forward	100,000.00		100,000.00	
		100,000.00		100,000.00	
	<u>Surplus from Statement of Profit & Loss:</u>				
	Balance Brought Forward	11,457,532.96		12,634,389.54	
	Surplus/(Deficit) for the Year	3,285,738.58	14,743,271.54	(1,176,856.58)	11,457,532.96
		14,845,871.54		11,560,132.96	
4 <u>CURRENT LIABILITIES</u>					
	(a) Short term Borrowing	57,785,194.00	57,785,194.00	57,785,194.00	57,785,194.00
	(b) Other Current Liabilities				
	Liabilities for Expenses	26,720.00		10,000.00	
	less: due for more than one year	-		-	
		26,720.00		10,000.00	
	(c) Short Term Provisions				
	Provision for Taxation	-	-	-	-

JAYSHREE NIRMAN LIMITED

Notes on Financial Statements for the Year ended 31st March 2017

5 <u>NON CURRENT ASSETS</u>		As At 31.03.2017 Rs. P.		As At 31.03.2016 Rs. P.	
(a) Tangible Assets					
Gross Amount					
Opening Balance B/F	16,437.00			16,437.00	
Additions during the Year	-			-	
Sale/Adjustment during the Year	-	16,437.00		-	16,437.00
Less: Depreciation Reserve					
Opening Balance B/F	15,615.00			15,165.00	
Additions during the Year	822.00			-	
Reversal/Adjustment during the Year	-	(16,437.00)		-	(15,615.00)
Net Amount		-			822.00
b) Non Current Investments					
(b)(i) Investments (at cost, Long term, Other than trade)					
Shares & securities, Quoted	F.V.	Quantity	Amount	Quantity	Amount
			Rs. P.		Rs. P.
Adhunik Industries Ltd	10	6000	603045.75	6000	603045.75
ATFL	10	100	32169.00	100	32169.00
CESC Ltd	10	144361	9,708,924.56	144361	9,708,924.56
Eastern Silk Industries Ltd.	10	5,000	295,423.10	5,000	295,423.10
Easy Fincrop Ltd	10	12,200	791,802.35	12,200	791,802.35
Fairluck Commercial Ltd.	10	154,196	753,457.16	154,196	753,457.16
FDC Ltd.	10	-	-	1,000	73,670.10
Kothari Phyto Ltd.	10	176,000	8,676,495.78	176,000	8,676,495.78
Maple Circuits Ltd.	10	554,000	55,400.00	554,000	55,400.00
Nihar Infoway Ltd.	10	25,000	444,870.00	25,000	444,870.00
Saregama Ltd.	10	516,981	60,591,898.54	516,981	60,591,898.54
			<u>81,953,486.24</u>		<u>82,027,156.34</u>
In unquoted Equity Shares, at cost	F.V	Quantity	Amount	Quantity	Amount
Others			Rs. P.		Rs. P.
Abacus Fund Services Pvt.Ltd	10	25,825	516,500.00	25,825	516,500.00
BNK Securities Pvt. Ltd.	10,000	240	9,341,575.20	240,000	9,341,575.20
Bliss Stock Broking Ltd.	10	50,000	500,000.00	50,000	500,000.00
Multiple Infra Pvt.Ltd.	10	24,500	2,695,000.00	24,500	2,695,000.00
Patrex Vyapaar Ltd.	10	75,000	150,000.00	75,000	150,000.00
Pilot Consultants Ltd.	10	1,250,000	2,500,000.00	1,250,000	2,500,000.00
			<u>15,703,075.20</u>		<u>15,703,075.20</u>
			<u>97,656,561.44</u>		<u>97,730,231.54</u>
Market Value of Quoted Shares			252,112,852.10		220,661,242.00

JAYSHREE NIRMAN LIMITED

Notes on Financial Statements for the Year ended 31st March 2017

	As At 31.03.2017 Rs. P.	As At 31.03.2016 Rs. P.
6 CURRENT ASSETS		
(a) Cash & Cash Equivalents		
(i) Balances with banks in Current Accounts	2,531,825.08	2,654,830.40
(ii) Cash in hand	22,469.00	9,949.00
	<u>2,554,294.08</u>	<u>2,664,779.40</u>
(b) Short Term Loans & Advances (Unsecured, considered good)		
i) Loan given to corporates, other than associate companies to others	22,555,185.02	19,267,378.02
ii) Staff Advance	5,000.00	18,000.00
	<u>22,560,185.02</u>	<u>19,285,378.02</u>
(c) Other Current Assets		
Tax Deducted at Source (Net of provisions of tax)	318,745.00	106,116.00
Advances	180,000.00	180,000.00
	<u>498,745.00</u>	<u>286,116.00</u>
7 REVENUE FROM OPERATIONS		
Interest Income	1,851,018.00	789,614.00
	<u>1,851,018.00</u>	<u>789,614.00</u>
8 OTHER INCOME		
Profit on Sale of Non Current Investments	155,766.27	(4,995,926.86)
Dividend Received	2,659,281.50	3,964,704.50
	<u>2,815,047.77</u>	<u>(1,031,222.36)</u>
9 EMPLOYEES BENEFIT EXPENSES		
Salary & Allowances	621,840.00	651,310.00
	<u>621,840.00</u>	<u>651,310.00</u>
10 OTHER EXPENSES		
(a) Administrative & Other Expenses		
Advertisement	11,656.00	3,675.00
Bank Charges	57.39	-
Custodial Charges	51,526.00	51,577.22
Depository Charges	1,162.00	1,141.00
Filing & Listing Fees	114,659.80	39,084.00
General & Misc. Expenses	11,930.00	10,154.00
Legal & Professional Charges	290,041.00	99,959.00
Printing & Stationery	14,446.00	580.00
Postage & Stamp	10,110.00	4,958.00
Remuneration to Auditors (Audit & Tax Audit fee)	11,500.00	10,000.00
Rent, Rates & Taxes	55,750.00	55,750.00
Service Tax	22,500.00	-
Travelling Expenses	14,855.00	7,060.00
	<u>610,193.19</u>	<u>283,938.22</u>

11 The company has complied with the norms relating to income recognition, accounting standards and assets classification as applicable to it.

12 In the opinion of the board of directors, all current assets, loans & advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated.

13 Loan and advances given to parties are repayable on demand.

14 Based on information available with the company, there are no clients/creditors who are registered under Micro, Small and Medium Enterprises Development Act, 2006.

JAYSHREE NIRMAN LIMITED

Notes on Financial Statements for the Year ended 31st March 2017

15 There is no small scale industrial undertaking to whom the company owes amounts outstanding for more than 30 days as at 31st March, 2017.

16 In accordance with the revised Accounting Standard AS-15, i.e. Employee Benefits, the company has recognised the short term employee benefits accordingly paid for the services rendered by the employees for that period. Long term benefits are not payable to the employees of the company, as the company is not under any statutory obligation as well as contractual obligation.

17 Related party disclosures in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India:

List of related parties and description of relationship:

	As at 31.3.17	As at 31.3.16
	Rs. P.	Rs. P.
Mr.Dwarika Nath Mishra Remuneration Paid	90000	90000

18 Earning Per share

Particulars	As At	As At
	Rs. P.	Rs. P.
	31.03.2017	31.03.2016
Profit After Tax	3,285,738.58	(1,176,856.58)
Number of Share	5,061,200	5,061,200
Face Value of Share	10	10
Basic & Diluted Earning Per Share	0.64	(0.23)

19 Value of imports calculated on C.I.F basis by the company during the financial year NIL

20 Expenditure in foreign currency during the financial year NIL

21 The amount remitted during the year in foreign currencies on account of dividends NIL

22 Earning in foreign exchange during the financial year NIL

For MUKESH CHOUDHARY & ASSOCIATES
ICAI Firm Registration No.325258E
Chartered Accountants

ON BEHALF OF THE BOARD

D. N. Mishra

R. K. Bihani

Director &
Chief Financial Officer

Director

CA. Mukesh Choudhary
Partner
Membership No. 062099

Sourav Banerjee

Company Secretary

Kolkata, 30th May, 2017