



SRK S R K Industries Limited

COIMBATORE

**21st ANNUAL REPORT
2011 - 2012**

S R K INDUSTRIES LIMITED

Chairman cum Managing Director Sri T. Narayanan Kutty
Executive Director Sri Rakeshchand M. Jain
Directors Smt Geetha Narayanan
 Sri T. Achuthan
 Sri T. Sandeep
 Smt Bharathamani
 Sri Kamal Shantilal Jain

AUDITORS Sri S. Ganesh
 Chartered Accountant
 55, Rangai Gowder Street
 Coimbatore-641 001

BANKERS Yes Bank
 Horniman Circle, Fort
 Mumbai-400 001

 The Catholic Syrian Bank Ltd
 Raja Street Branch
 Coimbatore-641 005

REGISTERED OFFICE 3/42, Palaniappa Nagar
 Ramanathapuram
 Coimbatore - 641 045

REGISTRAR &
TRANSFER AGENT Cameo Corporate Services
 Subramanian Building No.1
 Club House Road,
 Chennai - 600 002

NOTICE

All share holders

Notice is hereby given that the 21st Annual General Body meeting of the shareholders of the Company will be held on the July 10 2012 at 11/5D1, Pappampatti Road, Kannampalayam Post, Coimbatore - 641 402, Tamil Nadu, 11 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2012, the Profit and Loss account for the year ended on that date, together Director's report and the Auditor's Report and Secretarial compliance Report thereon.
2. To elect a Director in place of Sri T. Achuthan who retires by rotation at this meeting and being eligible offers himself for re-election.
3. To elect a Director in place of Smt.Geetha Narayanan who retires by rotation at this meeting and being eligible offers herself for re-election.
4. To elect a Director in place of Smt.Bharathamani who retires by rotation at this meeting and being eligible offers herself for re-election.
5. To appoint Auditor & fix their remuneration and pass the following resolution.
"RESOLVED THAT S.Ganesh, Chartered Accountant, Coimbatore is hereby reappointed as the Auditor of the Company from the conclusion of this AGM to the conclusion of the next AGM on a remuneration that may be decided by the Managing Director in consultation with the Auditor".

SPECIAL BUSINESS;

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

"RESOLVED THAT pursuant to the provisions of the sections 198,269, 302,309,310 read with Schedule XIII and other applicable provisions, if any, of the Company's Act, 1956 (including any statutory modifications and/or re-enactments of the Company's Act and/or any notification which the Central government may issue from time to time) approval of the members of the Company be and is hereby accorded for the payment of a remuneration of Rs15000/- (Rupees fifteen thousand only) per month to Sri. Rakeshchand M. Jain, Executive Director of the company for the remaining duration of office, as Executive Director.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the aforesaid remuneration payable to Sri. Rakeshchand M. Jain shall be minimum remuneration payable to him in terms of provisions of Schedule XIII to the Company's Act, 1956.

RESOLVED FURTHER THAT he shall be entitled to perquisites as are allowed under the Company's Act, 1956 subject to the ceiling under sections 198 and 309. He shall not be entitled for any sitting fee for attending any Meetings of the Board of Directors or committees thereof. The Executive Director shall be entitled to reimbursement of travelling expenses and entertainment expenses actually incurred in the course of the Company's business.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules framed there under, Listing Agreement with Stock Exchanges, Securities and Exchange Board of India (Delisting of Equity Shares) Guidelines, 2009, as amended from time to time, (hereinafter referred to as the "Delisting Guidelines") and all other applicable laws, rules, regulations and guidelines and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, consent, permission or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include Managing Director or any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company, be and is hereby accorded to the Board for voluntary de-listing of the equity shares of the Company from Madras Stock Exchange Limited".

Note:-

1. A member entitled to attend and vote at the meeting is also entitled to appoint proxy(ies) to attend and vote at the AGM and such proxies need not be member(s). A proxy form is also enclosed.
2. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, CAMEO Corporate Services Limited.
3. Members are requested to notify promptly change of address, if any, to the Registrars, M/S Cameo Corporate Services Ltd, Chennai.
4. The Register of Members and the Transfer Books of the Company shall remain closed on 9th July and 10th July 2012 (both days Inclusive)

By order of the Board

For S R K Industries Limited

Sd/

T. Narayanan Kutty
Chairman cum Managing Director

Place: Coimbatore

Date: 30.05.2012

**Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956
Item No.6**

Mr. Rakeshchand M. Jain was initially appointed as a non executive director. However, soon after his appointment he has started taking active participation in the business of the Company. Therefore the Board has decided to appoint him as an Executive Director at a remuneration w.e.f. February 13, 2012 in its meeting held on 13th February, 2012. Appointment of executive director and his remuneration needs approval from the shareholders.

None of the directors except the appointee himself may be considered to be in any way concerned or interested in this resolution.

Item No. 7

Regulation 6 of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2009 permits voluntary de-listing of securities from one or more Stock Exchanges without giving any exit opportunity, if the company's shares continue to be listed at the Stock Exchanges having nationwide terminals i.e. NSE and BSE.

The approval of the members is sought to be obtained for de-listing of shares of the Company from Madras Stock Exchange Limited, Madras as a lot of changes have taken place in the pattern of trading. All the exchanges except BSE and NSE are virtually not contributing to the trading of stocks. However, the Company's equity shares shall continue to be listed on the Bombay Stock Exchange (BSE), Mumbai since the trading of equity shares of the company take place at BSE and also to maintain the liquidity. The proposed de-listing would provide less paper work, administrative convenience, and savings in cost. As a part of its cost reduction measures, the Company has proposed this resolution.

The Company is issuing Special Notice of the proposed enabling resolution in one English Newspaper on nationwide circulation and one in Regional Language nationwide circulation mentioning that the proposed de-listing of the Company's Securities from the Stock Exchange, as and when the same takes place, will not adversely affect the investors and that the Company's Securities will continue to be listed on BSE. The delisting will take effect after all approvals, permissions and sanctions received. The exact date on which delisting will take effect will be suitably notified at that time. The Board recommends the resolution for approval of members.

None of the Directors of the Company is in any way, concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

By order of the Board

For S R K Industries Limited

Sd/
T. Narayanan Kutty
Chairman cum Managing Director

Place: Coimbatore

Date: 30.05.2012

DIRECTOR'S REPORT

Dear Shareholders,

Your directors have pleasure in presenting the 21st Annual report of your company for the year 2011-2012

OPERATIONAL RESULTS:	2011-2012 (Rs in lakhs)	2010-2011 (Rs.In lakhs)
Profit before Depreciation	0.72	1.70
Depreciation	0.10	0.05
Net Profit	0.82	1.65

PRESENT SCENARIO: During the year we had concentrated on stabilizing the company's finances. We have taken to trading of textile as was in the previous year and could achieve a turnover of Rs.10.40 Crore and made a small profit of Rs.0.72 lacs. We have paid almost the entire dues to various Govt. agencies and other creditors.

TRANSFER TO RESERVES: No amount was transferred to Reserves. However, credit balance of Profit & Loss Account has been transferred to Reserves & Surplus.

Dividend: In absence of sufficient profits, your directors do not recommend dividend for the year.

FUTURE PROSPECTS: As a sequel to the steps taken during the last year, Viz: altering the main objects, changing of name, and increasing of the authorized Capital we have made efforts to find new prospective investors in our company. As a prelude to this, we worked hard to get the suspension of trading of our shares in BSE lifted and were successful also. We are happy to announce that the suspension was revoked and trading of shares commenced in BSE from 13.02.2012. Company's web site was also hosted during the year. In order to facilitate the electronic connectivity we applied to NSDL and CDSL. Both the agencies have granted their approval and ISIN number has been allotted to the company. As you are aware our company has made huge accumulated losses which have wiped off the entire Paid up capital. In order to wipe off the losses and to have positive paid up capital structure, we have entered into negotiation with TRANSCEND COMMERCE LIMITED. This company is having a paid up capital of Rs.17.5 crores without any accumulated losses. An agreement to merge this company with ours is negotiated and a share swapping is agreed to after details study of valuation of respective companies. This merger process has to undergo many stages and we are hopeful to complete the task within this financial year itself.

SCHEME OF ARRANGEMENT : The Board of Directors of the Company in its meeting held on 13.02.2012 has approved the Scheme of Arrangement which includes reduction of paid up capital of the Company from Rs.3,76,69,000/- divided into 37,66,900 equity shares of Rs.10/- each to Rs.37,66,900/- divided into 3,76,690 equity shares of Rs.10/- each without any payment of the cancelled value of said shares to the shareholders of the Company subject to the approval from Hon'ble High Court of Chennai and Mumbai. The capital so reduced shall be set off against accumulated losses. The appointed date is 1st April, 2011, subject to the requisite approval from shareholders, creditors, Stock Exchanges, the Hon'ble High Court of Chennai and Mumbai and other Authorities, as may be required for the purpose. The company has already obtained in-principal approval from BSE and the applications will be filed before the Hon'ble High Court of Mumbai and Chennai in due course of time.

DELISTING FROM MADRAS STOCK EXCHANGE(MSE) : Since the time we had listed our shares from various exchanges including Madras Stock Exchange a lot changes have taken place in the pattern of trading. All the exchanges except BSE and NSE are virtually not contributing to the trading of stocks. Considering this, we have decided to delist our shares from MSE after fulfilling the conditions laid down for the purpose.

AUDITORS : S.Ganesh Chartered Accountants, Coimbatore who is retiring by this AGM as Auditor has indicated his willingness to continue and the availability for appointment as Auditor for the next financial year and the necessary proposals for his re-appointment is also made.

AUDITORS' OBSERVATION : Auditors have not put any adverse remarks/ observation/ qualification which are required to be commented in this report.

MANAGEMENT DISCUSSION AND ANALYSIS : A detailed report on management discussion and analysis is enclosed to this report.

SECRETARIAL COMPLIANCE CERTIFICATE : Pursuant to the provisions of Section 383A of the Companies Act, 1956 the necessary Secretarial Compliance certificate is forming part of this Report.

DEPOSITS : The Company has not accepted any deposit from Public during the financial year.

EMPLOYEES : There is no employee in the Company drawing remuneration that requires declaration under Section 217(2A) of the Company's Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO: The Company did not have any activity related to conservation of energy, technology absorption. There was neither Foreign Exchange Earning nor Foreign Exchange outgoing during the year under review.

DIRECTOR'S RESPONSIBILITY STATEMENT :

Your Directors in terms of Section 217(2AA) of the Company's Act, 1956 confirm that

1. All applicable accounting standards have been followed in the preparations of the annual accounts.
2. Your Directors have selected such accounting policies and applied them consistently, made judgments at estimates that are reasonable and prudent so as to give a true and fair view of the statement of affairs of the Company as of 31.03.2012 and of the profit of the Company for the year ended on 31.03.2012.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Annual Accounts have been prepared on a going concern basis as stated in the notes on accounts.

CORPORATE GOVERNANCE: Pursuant to clause 49 of the listing agreement with the Stock Exchange, a detailed Corporate Governance Report is given in this Annual Report and forms part of it.

CODE OF CONDUCT: All the Directors and Senior Management Personnel have affirmed Compliance with the Code of Conduct.

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding adherence to Code of Conduct.

In accordance with Clause 49 (1) (D) of the listing agreement all the Directors and Senior Management personnel have affirmed compliance with the code of conduct for the year ended on 31st March 2012.

We use this opportunity to express our gratitude towards our staff.

By order of the Board
For S R K Industries Limited

Sd/
T. Narayanan Kutty
Chairman cum Managing Director

Place: Coimbatore
Date: 30.05.2012

ADDENDUM TO DIRECTOR'S REPORT

The Company had suffered huge financial losses for the last so many years for various reasons mentioned in earlier Annual reports. Now the Company has made certain changes in its operations as has been mentioned in the earlier pages to overcome the financial crises. The company has to pay the small portion of ESI dues are to be settled for which the Company is taking steps.

By order of the Board
For S R K Industries Limited

Sd/
T. Narayanan Kutty
Chairman cum Managing Director

Date: 30.05.2012
Place: Coimbatore

MANAGEMENT DISCUSSIONS AND ANALYSIS:

Disclaimer:

Readers are cautioned that the Management Discussions and Analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words 'anticipate', 'believe', 'estimate', 'intend', 'will', and 'expected' and other similar expressions as they relate to the company or its business are intended to identify such forward looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward looking statements. The important factors that would make a difference to the company's operations include economic conditions affecting demand supply and price conditions in the domestic and overseas markets, raw material prices, changes in the govt. regulations, labour negotiations, tax laws and other statutes, economic development within India and the countries within which the company conducts business and incidental factors. The company undertakes no obligation to publicly amend, modify, or revise any forward looking statements on the basis of any subsequent developments, information or events. The following discussion and analysis should be read in conjunction with the company's financial statements included herein and the notes thereto.

Management discussions and analysis:

1. Suspension revoked

Trading of Company's shares was suspended in BSE from 7.02.2002. After strenuous efforts we complied with all the BSE requirements and we could successfully persuade BSE to lift the suspension of the trading. The trading has resumed from 13-02-2012.

2. Electronic connectivity granted

Company has been registered with NSDL and CDSL for facilitating the de-mating and electronic connectivity with effect from 06-01-2012 and 17-02-2012 respectively.

3. Scheme of arrangement

As you are aware our company has made a huge accumulated loss which has wiped off the entire Paid up capital. In order to wipe off the losses and to have positive paid up capital structure, we have entered into negotiation with TRANSCEND COMMERCE LIMITED. This company is having a paid up capital of Rs.17.5 crores without any accumulated losses. An agreement to merge this company with ours is negotiated and a share swapping is agreed to after details study of valuation of respective companies. This merger process has to undergo many stages and we are hopeful to complete the task with in this financial year itself.

4. Performance during the year

During the year 2011-12, the company was able to make a turnover of Rs 10.40 Crores from its trading activities and made a nominal profit of Rs. 0.72 lacs. The dues to Govt. agencies have been paid excepting a small amount of ESI dues to be settled for which Company is taking steps. With new activities planned from the next financial year, we expect to make better performance and post good profits.

5. Internal controls

Our company has adequate and proper system of internal controls commensurate with the size and business operations to ensure its assets from unauthorized transactions, unauthorized uses or dispositions. We have an audit committee of the Board of Directors. The committee meet periodically and supervise the activities to plug the weakness in the system.

**Compliance Certificate - Annexure 2 to the Director's report
FORM**

[See Rule 3 of the Companies (Compliance Certificate) Rules, 2001]

COMPLIANCE CERTIFICATE.

To
The Members
M/s. S R K Industries Limited
3/42, Palaniappa Nagar
Ramanathapuram,
Coimbatore - 641 045.

CIN : L17121TZ1991PLC003381
Authorized share capital : Rs. 14,00,00,000
Paid up share capital : Rs. 3,76,69,000
Financial Year : 31.03.2012

I have examined the registers, records, books and papers of **M/s.S R K Industries Limited**, (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31.03.2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained registers as stated in Annexure 'A' to this certificate as per the provisions of the Act and the rules made there under and all entries thereon have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies.
3. The company is a public limited company and has the minimum prescribed paid – up capital as required under the Act.
4. The Board of Directors duly met 8 (Eight) times respectively on 14.04.2011, 15.05.2011, 14.07.2011, 30.07.2011, 14.10.2011, 10.11.2011, 06.02.2012 and 13.02.2012 (dates) in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.
5. The company closed its Register of Members from 29.08.2011 to 30.08.2011 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended 31.03.2011 was held on 30.08.2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in minutes book maintained for the purpose
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced loans to persons/companies referred in the section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act during the year under report.
10. The company has made necessary entries in the register maintained under Section 301 of the Act.

11. As there were no instances during the financial year, falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The company :
 - (i) has delivered all the certificates on transfer of equity shares. The Company has not allotted any shares/transmitted any securities during the financial year.
 - (ii) was not required to deposit any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) has no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years, hence the question of transfer of the same to Investor Education and Protection Fund does not arise.
 - (v) has generally complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and there was an appointment of director during the financial year.
15. An appointment of Whole Time Director has been made during the year under report. The company has not appointed any Managing Director/Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares/debentures/other securities during the financial year.
20. The company has not bought back any shares during the financial year ending 31.03.2012.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The amount borrowed by the company from directors, members, public, financial institutions, banks and others during the financial year ending 31st March 2012 is/are within the borrowing limits of the company.
25. The Company has not made loans and or given guarantees or provided securities to other bodies corporate. The investments made in other bodies corporate are entered in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny. However, the company has shifted it's registered office with the city.
27. The company has not altered the provisions of the Memorandum with respect to objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.
31. According to the information provided to me there was /were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The company has not received any amount as security from its employees during the financial year.
33. The Company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated under section 418 of the Act.

R .DHANASEKARAN
Company Secretary in practice

R. Dhanasekhran
Proprietor

Membership No.: ACS 21145 /CP No.: 7745

Place: Coimbatore
Date : 21.05.2012

ANNEXURE-A

Name of the Company : **S R K Industries Limited**
 CIN : L17121TZ1991PLC003381
 Financial Year ended : 31.03.2012

Registers as maintained by the Company

Sl. No.	Sections under the Companies Act, 1956	Name of the Register
1.	143	Register of Charges
2.	150	Register of Members
3.	163	Files with copies of Registers and Annual Returns
4.	193	Minutes Books for Board/General Meetings
5.	301	Register of Contracts, companies and firm in which directors are interested.
6.	303	Register of Directors
7.	307	Register of Directors' Shareholding
8.	372 A	Register of Investments

ANNEXURE 'B'

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2012.

(a) Forms and Returns filed with Registrar of Companies.

Sl. No.	E Form No / Return	Filed Under Section	Description of the Form	Date Filing & SRN	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes / No.
1	32	303	Registration of appointment of Director	B13672704 07.06.2011	Yes	No
2	18	146 (2)	Change in Registered office within local limit of the city	B22986236 17.10.2011	Yes	No
3	32	303	Registration of resignation of Director	B25812769 28.11.2011	No	Yes
4	20B	159	Annual Return made upto 30.08.2011	P85869105 17.02.2012	No	Yes

(b) Forms and Returns filed with Regional Director : Nil

(c) Forms and Returns filed with Central Government or other authorities : Nil

R .DHANASEKARAN
 Company Secretary in practice

R. Dhanasekhran
 Proprietor

Place: Coimbatore
 Date : 21.05.2012

Membership No.: ACS 21145 /CP No.: 7745

CORPORATE GOVERNANCE REPORT -

(As required under Clause 49 of the Listing Agreements entered with the Stock Exchanges)

Company's Philosophy on Corporate Governance:

Corporate Governance is maximizing the shareholder value in a corporation while ensuring fairness to all stakeholders, customers, employees, investors and other stakeholders of the Company. The statutory requirement of Corporate Governance envisages transparency, full disclosure and independent monitoring of the state of affairs and being fair to the Share Holders. Our Philosophy is to protect the interest of Investors.

Your Company fully implements the Corporate Governance Code of Conduct. The Board of Directors fully support and endorse Corporate Governance practices.

BOARD OF DIRECTORS

Sr. No.	Name of the Directors	Designation/ Category	No. of Directorships in other companies	No. of Other Committee memberships
1	Mr. T. Narayanan Kutty	Managing Director - Promoter	Nil	Nil
2	Mr. Rakeshchand M. Jain	Executive Director - Promoter	5	Nil
3	Mrs. Geetha Narayanan	Director - Promoter	Nil	Nil
4	Mr. T. Sandeep	Independent - Non-Executive	Nil	2
5	Mr. T. Achuthan	Independent - Non-Executive	Nil	2
6	Mrs. M. Bharathamani	Independent - Non-Executive	Nil	Nil
7	Mr. Kamal S. Jain	Independent - Non-Executive	1	Nil

BOARD MEETINGS

As a process of good Corporate Governance, all corporate affairs and matters requiring discussion/decisions by the Board, the Company has a policy for the meetings of Board of Directors and committee thereof. The Board meetings are held at least once in every quarter. Eight Board meetings were held on 14.04.2011, 15.5.2011, 14.07.2011, 30.07.2011, 30.08.2011, 14-10-2011, 10.11.2011 and 13.02.2012.

Details of attendance of each Director at the meeting of the Board and General Meeting during the financial year ended March 31, 2012.

Name of director	No. of Meetings held	No. of meeting attended	Last Annual General Meeting attended
T. Narayanan Kutty	8	8	Yes
Rakeshchand M. Jain	8	8	Yes
Geetha Narayanan	8	2	No
T. Achutan	8	8	Yes
M. Bharathamani	8	8	No
T. Sandeep	8	4	Yes
Kamal S. Jain	8	Nil	No

Details of attendance of each Director at the meeting of various Committees of the Board held during the financial year ended March 31, 2012.

AUDIT COMMITTEE:

The Audit Committee was constituted in terms of Section 292A of the Companies Act, 1956 and the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process and to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting to the Board of Directors.

The scope of the Audit Committee includes:

- Review of financial statements before they are submitted to the Board for adoption.
- Recommending the appointment or removal of statutory auditors, fixation of audit fees and
- Approval for payment for other services provided by the auditors.
- Review of quarterly, half yearly and yearly financial statements before they are presented to the Board, focusing inter alia upon –
 - Accounting Policies and any changes thereto.
 - Ensuring compliance with the Accounting Standards.
 - Compliance with the laws, rules, regulations and notification issued by the Stock Exchange and other regulatory authorities relating to the preparation and disclosure of financial statements.
 - Significant issues arising out of audit.
 - The going concern assumption.
 - Major accounting entries based upon exercise of judgment by the management.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.

The Audit Committee has met 5 times during the financial year ended March 31, 2012. The dates of the Meetings are 14.04.2011, 14.07.2011, 10.11.2011, 11.11.2011 and 13.02.2012.

Sri.T.Sandeep was the Chairman of the Committee and other members of the committee are Smt. Bharathamani and Sri T.Achuthan. Every Member attended the meetings as follows:

Name of Director	No. of meeting held	No. of meetings attended
T. Sandeep	5	2
T.Achuthan	5	5
Mani Bharathamani	5	5

INVESTMENT COMMITTEE:

Sri Rakeshchand M Jain was the chairman of the committee and other members of the committee were T.Sandeep, Smt.Bharathamani. During the year the committee has met 5 times on 14.04.2011, 30.07.2011, 30.09.2011 and 14.10.2011 and 13.02.2012. Members attended each of the meetings as follows:

Name of Director	No. of meeting held	No. of meetings attended
Rakeshchand M Jain	5	5
T. Sandeep	5	2
Mani Bharathamani	5	5

SHARE TRANSFER AND INVESTORS' GRIEVANCE REDRESSAL COMMITTEE:

The Shareholders/Investor Grievances Committee has been delegated authority by the Board to approve transfers/transmission of shares, issue of share certificates etc. The committee meets as and when there are requests for transfers/transmission of shares etc. The committee meetings were held on 30.04.2011, 14.07.2011, 14.10.2011, 14.02.2012. The members attended the meetings as follows:

Name of Director	No. of meeting held	No. of meetings attended
Rakeshchand M. Jain	4	3
T. Sandeep	4	2
Mani Bharathamani	4	4
T. Achuthan	4	2

Mr. Rakeshchand. M. Jain, Executive Director is the Compliance Officer of the Company.

APPOINTMENT OF DIRECTORS:

Disclosure required under Clause 49 of the Listing agreement in respect of Directors who retired by rotation and seeking re-appointment at the Twentieth Annual General Meeting.

Name of Director	T. Achuthan	Geetha Narayanan	Mani Bharathamani
Date of Birth	31.03.1951	10.10.1963	25.05.1972
Age	61 years	49 years	40 years
Date of Appointment	30.06.2008	26.03.1994	30.06.2008
Expertise in	Administration	Marketing	Office Admin
Category	Independent	Promoter	Independent
Qualification	B.A.	BSC	BSC
Directorships in other companies	Nil	Nil	Nil

a) T. Actuthan

Mr. Thoyakat Achuthan is an Independent Director of the Company. He is Bachelor of Arts. He is expert in Administration work. He has worked in govt. transport services and had worked in various capacities of administration.

b) Geetha Narayanan

Mrs. Geetha Narayanan is a science graduate. She is promoter of the Company. Her main area of functioning is marketing. She has closely worked with the functions of the company and was in charge for the quality department.

c) Mani Bharathamani

Mani Bharathamani is a science graduate. She is an Independent Director of the Company. She has vast knowledge of office management and accounts.

SHARE TRANSFER SYSTEM

Suspension of the trading of our shares in BSE is revoked and trading has commenced from 13.02.2012. Company has registered with both NSDL and CDSL for facilitating the electronic connectivity for the shareholders. Applications for share transfer held in physical form are received both at the Registered Office of the Company and at the Registrar & Share Transfer Agents M/s Cameo Corporate Services Limited and if the documents are found to be in order the transfer work is completed and the transfer endorsed share certificates or defective documents as the case may be, are returned within a period of 30 days from the date of receipt.

Share transfer committee meets regularly depending on the transfer requests received so that the same can be duly transferred and dispatched as per listing agreement.

GENERAL BODY MEETINGS**Annual General Meetings**

a) Location, time and date where last three Annual General Meetings were held are given below:

Financial Year	Date	Time	Venue
2008-2009	30 th September, 2009	11.00 A.M.	11/5D1, Pappampatti Road, Kannampalayam Post, Coimbatore – 641402
2009-2010	12 th August, 2010	11.00 A.M.	11/5D1, Pappampatti Road, Kannampalayam Post, Coimbatore – 641402
2010-2011	30 th August, 2011	11.00 A. M.	11/5D1, Pappampatti Road, Kannampalayam Post, Coimbatore – 641402

b) The following Special Resolutions were passed at the previous three Annual General Meetings:

1. AGM held on 30th September, 2009 - There were no Special Resolutions were passed during the Annual General Meeting.
2. AGM held on 12th August, 2010 - There were no Special Resolutions were passed during the Annual General Meeting.
3. AGM held on 30th August, 2011 - Approval by special resolution for remuneration paid to Mr. T. Narayanan Kutty, Chairman and Managing Director of the Company at Rs. 15000/- per month for remaining duration of office up to 29th July, 2014.

DISTRIBUTION OF HOLDINGS AS ON : 31-Mar-2012

Range		No. of Share holders	% of share holders	In Rs.	% of shares holding
From	To				
1	100	20	1.7605	1925	0.0511
101	500	392	34.5070	151600	4.0245
501	1000	326	28.6971	254200	6.7482
1001	2000	103	9.0669	155200	4.1200
2001	3000	86	7.5704	222300	5.9014
3001	4000	45	3.9612	158400	4.2050
4001	5000	36	3.1690	175700	4.6643
5001	10000	59	5.1936	479600	12.7319
10001	And Above	69	6.0739	2167975	57.5532
Total		1136	100.0000	3766900	100.000

CASH FLOW STATEMENT FOR THE PERIOD FROM 01.04.2011 TO 31.03.2012

A. Cash flow from Operating Activities: - Enclosed

B. Cash flow from investing Activities: - Nil

RELATED PARTY TRANSACTION

Remuneration paid to Managing Director	Rs. 1, 80,000/-
Remuneration paid to Executive Director	Rs.22500/-
Transcend Commerce Limited Received as an advance	Rs.12,10,300/-
Sri.Rakeshchand M. Jain- Received as an advance (Net)	Rs. 60,000/-

DEMATERIALISATION OF SHARES

The Equity Shares of the Company are to be traded compulsorily in Dematerialized form. The Company has entered in to agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for the purpose.

ISIN number for NSDL & CDSL: INE951M01011

Stock Code:-

The Stock (Scrip) codes of the company are in:
BSE – 531307

SHAREHOLDING PATTERN AS ON 31.03.2012

Category	% of shareholding
Directors and Associates	19.4131
Other Body Corporate	0.0238
Nationalized Banks / Mutual Funds	NIL
Public	78.8722
Hindu undivided Family	0.0026
NRI	1.6883
Total	100.00

MEANS OF COMMUNICATION

The quarterly/half-yearly/annual financial results of the company are announced within the stipulated period and are normally published in English and Tamil Newspapers.

STATUTORY COMPLIANCE, PENALTIES AND STRUCTURES

There was no instance of non-compliance of any matter related to the capital markets during the last 5 years.

SHAREHOLDER'S INFORMATION ANNUAL GENERAL MEETING

Day and Date : Tuesday July 10, 2012
Time : 11.00 a.m.
Venue : 11/5D1, Pappampatti Road, Kannampalayam Post, Coimbatore – 641402
Book Closures : July 9 and July 10, 2012 (Both Days Inclusive)

FINANCIAL CALENDAR

Results announced : 30.05.2012
Posting of Annual Report : On or before 15.06.2012
Last date for receipt of proxy forms : On or before 11-00A.M. on 30.06.2012
Announcement of Quarterly results :
: First Quarter- On or before 14th August, 2012
: Second Quarter: On or before 14th November, 2012
: Third Quarter: on or before 14th February 2012
: Fourth Quarter: on or before 14th April, 2013.
Book Closures : July 9 and July 10, 2012 (Both Days Inclusive)

SHARE PRICE MOVEMENT (BSE SENSEX)

Month	High	Low	Month	High	Low
April	Nil	Nil	October, 2011	Nil	Nil
May	Nil	Nil	November, 2011	Nil	Nil
June, 2011	Nil	Nil	December, 2011	Nil	Nil
July, 2011	Nil	Nil	January, 2012	Nil	Nil
August, 2011	Nil	Nil	February, 2012	3.00	3.00
September, 2011	Nil	Nil	March, 2012	3.15	3.15

SHARE DETAILS

The Company's Equity Shares are listed on the following Stock Exchanges:

- Bombay Stock Exchange Ltd.**, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
- The Madras Stock Exchange Limited**, 1st Line Beech, Chennai - 600002

REGISTRAR AND TRANSFER AGENTS

The Company's transfer agents are M/s **Cameo Corporate Services Limited**, Subramanian Building, Mount Road, Chennai 600 002.

ADDRESS FOR CORRESPONDENCE

Registration of POA, Status Change, Transmission, Consolidation, Split and other queries may directly be sent to the following address:

T.Narayanan Kutty

Managing Director
3/42, Palaniappa Nagar, Ramanathapuram, Coimbatore -641045
Phone: 0422-2316881 • Fax: 0422 -2316881
E-mail: info.investors@srkindltd.co.in

By order of the Board
For S R K Industries Limited

Sd/

T. Narayanan Kutty
Chairman cum Managing Director

Place: Coimbatore
Date: 30.05.2012

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT AS PROVIDED IN CLAUSE 49 OF THE LISTING AGREEMENT WITH THE EXCHANGE.

The Company has obtained from all the members of the Board and Senior Management affirmation that they have complied with the Code of Business conduct and Ethics for Director and Senior Management in respect of the financial year 2011-2012.

By order of the Board
For S R K Industries Limited

Sd/

T. Narayanan Kutty
Chairman cum Managing Director

Place: Coimbatore
Date: 30.05.2012

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION**

To the Board of Directors S R K industries limited

Dear Sirs,

Sub: CEO/CFO Certificate

(Issue in accordance with provisions of Clause 49 of the Listing Agreement)

- a. The company has reviewed financial statements and the cash flow statement for the year and to the best of my knowledge and belief, we state that:
 - 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. There are, to the best of my knowledge and belief, no transactions entered into the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. There are no instances of significant fraud of which I have become aware and the involvement therein,

For S R K INDUSTRIES LIMITED

Sd/

T. Narayanan Kutty
Chief Executive Officer cum Managing director

Place: Coimbatore
Date:30.05.2012

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of
S R K Industries Limited

I have examined the compliance of condition of Corporate Governance procedure implemented by S R K Industries Limited, for the year ended on 31st March, 2012 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock Exchange in India.

The compliance condition 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 (as stipulated in clause 49 of the Listing Agreement) issue by the I.C.A.I. & was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance, it is neither an audit an expression of opinion on the financial statement of the Company.

In my opinion and to the best of our information and according to the explanation given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement during the year 2011-2012.

On the basis of records maintained by the company I state that as at 31st March 2012, there were no investor grievances pending with the company.

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

Sd/-

S. Ganesh
Chartered Accountant
Membership No. 210367

Place: Coimbatore
Date: 30.05.2012

AUDITOR'S REPORT**TO THE MEMBERS OF S R K INDUSTRIES LIMITED**

I have audited the attached Balance sheet of S.R.K.INDUSTRIES LIMITED as on 31.03.2012 and the Profit and Loss account for the year ended on that date annexed there to and Cash Flow Statement for the year ended on that date. These Financial Statements are the responsibility of the Company's Management. My responsibility is to express opinions on these financial statements based on my audit.

1. I conducted my audit in accordance with Auditing Standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and Disclosure in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.
2. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956. I enclose in the annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to my comments in the Annexure referred to in paragraph 2 above, I report that:
 - a) I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
 - b) In my opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from my examination of those books.
 - c) The Balance sheet, Profit and Loss account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In my opinion the Balance Sheet, Profit and Loss account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred in sub-section (3C) of section 211 of the Companies Act, 1956.

- e) In my opinion, and based on information and explanations given to me, none of the directors are disqualified as on 31st March 2012 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956.
- f) In my opinion and to the best of my information and according to the explanations given to me, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required, and present a true and fair view, in conformity with the accounting principles generally accepted in India.
 - i) in so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March 2012
 - ii) in so far as it relates to the Profit and Loss Account, of the 'Profit' of the Company for the year ended on that date, and
 - iii) in so far as it relates to the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

sd/-

S.GANESH,

B.COM,GRAD.C.W.A. F.C.A

CHARTERED ACCOUNTANT

M.No. 210367

Place: Coimbatore

Date:30.05.2012

ANNEXURE TO AUDITOR'S REPORT**Referred to in Paragraph 2 of my report of even date**

- 1 In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to me, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in my opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In my opinion, the Company has disposed of its fixed assets during the year, The Company's going concern concept was not affected after such disposal.
- 2 In respect of its inventories:
 - a. As explained to us, inventories have been physically verified by the management at regular intervals during the year.
 - b. In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories followed by the management at reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to me, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 3 In respect of loans, secured or unsecured, granted or taken by the Company to / from Companies, or other parties covered in the register maintained under Section 301 of the Companies Act, 1956
 - a. The Company has not granted any loans to other companies during the year.
 - b. Since the Company has not granted loans to other Companies, the question of Prima facie prejudicial rate of interest, repayment of Principal and interest, and overdue of loan does not arise.
 - c. The Company has not taken any loans from other Companies during the year.
- 4 In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of my audit, I have not observed any major weaknesses in internal controls.
- 5 In respect of transactions covered under section 301 of the Companies Act, 1956.
 - a. In my opinion and according to the information and explanations given to me, there are no transactions made in pursuance of contracts or arrangements that needed to be entered into in the register maintained under section 301 of the Companies Act, 1956.
 - b. In my opinion and according to the information and explanations given to me, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 aggregating during the year to Rs 5,00,000 (Rupees Five lakhs Only) or more.

- 6 The Company has not accepted any deposits from the public.
- 7 The Company does not have a separate internal audit system. However, in my opinion, the existing internal Control procedures are adequate having regard to the size and nature of the business of the Company.
- 8 The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
- 9 In respect of statutory dues, undisputed statutory dues with regard to Employees' State Insurance, the Company has not deposited regularly with the appropriate authorities due to the severe financial crisis faced by the Company.
- 10 The Company has accumulated losses and has not incurred cash loss during the financial year covered by my audit and has not incurred cash loss in the immediately preceding financial year.
- 11 Since the Company has not availed any loans during the year, the question of repayment does not arise.
- 12 In my opinion and according to the information and explanation given to me, no loans and advances have been granted by the company on the basis of security by way of pledge of Shares and Securities.
- 13 In my opinion, the Company is not a chit fund or a nidhi /mutual benefit fund / society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
- 14 In my opinion and according to the information and explanation given to me, the Company is not dealing or trading in shares, securities, debentures and other investments.
- 15 In my opinion and according to the information and explanation given to me, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- 16 The Company has not raised any new term loans during the year.
- 17 The Company has not used the short term loans for long term investments and vice versa.
- 18 During the year, the company has not made any preferential allotment of shares to parties and Companies.
- 19 The Company has not issued debentures; therefore the question of creation of securities does not arise.
- 20 The Company has not raised any money by way of public issue during the year.
- 21 In my opinion and according to the information and explanations given to me, no fraud on or by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

sd/-

S.GANESH,
B.COM, GRAD.C.W.A. F.C.A
CHARTERED ACCOUNTANT
M. No. 210367

Place: Coimbatore
Date: 30.05.2012

BALANCE SHEET AS AT 31.03.2012 (Amt. in Rs.)			
DESCRIPTION	NOTE No.	As at 31.03.2012	As at 31.03.2011
I. EQUITY AND LIABILITIES			
1. Share holders' Funds			
a. Share Capital	1	37,669,000	37,669,000
b. Reserves and Surplus	2	(35,805,841)	(35,863,184)
c. Money Recd. against share warrants		-	-
2. Share Application Money Pending Allotment			
		-	-
3. Non-Current Liabilities			
a. Long Term Borrowings	3	153,803	226,070
b. Deferred Tax Liabilities [Net]		-	-
c. Other Long Term Liabilities		-	-
d. Long Term Provisions		-	-
4. Current Liabilities			
a. Short Term Borrowings		-	-
b. Trade Payables	4	29,764,400	-
c. Other Current Liabilities	5	1,827,205	1,954,009
d. Short Term Provisions	6	14,454	25,930
Total		33,623,021	4,011,825
II. ASSETS			
1. Non-Current Assets			
a. Fixed Assets			
1. Tangible Assets	7	18,171	32,041
2. Intangible Assets		-	-
3. Capital Work in Progress		-	-
b. Non Current Investments		-	-
c. Deferred Tax Assets [Net]		-	-
d. Long Term Loans and Advances	8	8,000	8,000
e. Other Non Current Assets	9	2,105,144	2,368,287
2. Current Assets			
a. Current Investments		-	-
b. Inventories	10	581,000	659,000
c. Trade Receivables	11	30,365,740	504,568
d. Cash and Cash equivalents	12	530,555	424,641
e. Short Term Loans and Advances	13	14,411	15,288
f. Other Current Assets		-	-
Total		33,623,021	4,011,825
Significant Accounting Policies and Notes on the accounts 22 & 23			
Notes referred to above form and integral part of the Balance Sheet As per my Report of even date For S R K Industries Limited			
sd/- S. Ganesh Chartered Accountant Membership No. 210367 Place: Coimbatore Date: 30.05.2012	sd/- T. Narayanan Kutty Managing Director	sd/- Rakeshchand M. Jain Executive Director	

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2012			
DESCRIPTION	NOTE NO	(Amt. in Rs.)	
		Current Year	Previous year
1 REVENUE FROM OPERATIONS			
Sale of Products	14	104,039,622	74,496,121
2 Other Income	15	42,750	632,934
3 Total Revenue [1+2]		104,082,372	75,129,055
4 EXPENSES			
Cost of Materials Consumed		-	-
Purchases of Trade Goods	16	101,737,285	73,518,935
Change in Inventories of FG & WIP	17	78,000	29,500
Employee Benefits Expenses	18	475,860	337,400
Finance Cost		-	-
Depreciation & Amortization Expn.	19	273,150	288,029
Other Expenses	20	1,497,417	814,825
Total Expenses [4]		104,036,712	74,963,689
5 Profit Before exceptional & extra. item & tax (3-4)		45,660	165,366
6 Exceptional Items - profit on sale of assets		26,137	
7 Profit before extraordinary items & tax [5 - 6]		71,797	165,366
8 Extraordinary Items - Prior Period items - Income tax relating to Previous year			- 23,321 3,137
9 Profit Before Tax [7 - 8]		71,797	138,908
10 Tax Expenses			
Current Tax		14,454	25,930
Deferred Tax			
11 Profit for the period from continuing operations [9-10]		57,343	112,978
12 Profit from discontinuing Operations		-	-
13 Tax Expenses of discontinuing Operations		-	-
14 Profit from Discontinuing Operations [after Tax] [12-13]	-	-	-
15 Profit for the Year [11+14]		57,343	112,978
16 Earnings per Equity Share:	21		
1. Basic		0.02	0.04
2. Diluted		0.02	0.03
Nominal Value of Share [Rs.]		10.00	10.00
Significant Accounting Policies and Notes on the accounts 22 & 23			
Notes referred to above form and integral part of the Profit & Loss Account As per my Report of even date For S R K Industries Limited			
sd/- S. Ganesh Chartered Accountant Membership No. 210367 Place: Coimbatore Date: 30.05.2012	sd/- T. Narayanan Kutty Managing Director	sd/- Rakeshchand M. Jain Executive Director	

CASH FLOW STATEMENT AS ON 31.03.2012 AS PER CLAUSE 32 OF THE LISTING AGREEMENT			
(Amount in Rupees)			
I. Cash flow from Operating Activities:			
Net profit before tax and extra-ordinary items			45,660
Adjustments for:			
Depreciation		10,007	
Miscellaneous Expenditure		2,63,143	2,73,150
Operating Profit before Working Capital Changes			3,18,810
Adjustments for:	31.03.2012	31.03.2011	
Trade and other receivable	3,03,65,740	5,04,568	
Inventories	5,81,000	6,59,000	
Loans and Advances	14,411	15,288	
Less: Trade Payable & Current Liabilities	(3,15,91,605)	(1,954,009)	
	6,30,454	7,75,153	1,44,699
Cash generated from operations before Extra-Ordinary Items			1,74,111
Interest Paid			-
Direct Taxes			
Prior year Income			
Income tax at earlier years			25,930
Net Cash from operating activities	(A)		1,48,181
Net Cash Flow from Investing Activities:			
Purchase of Fixed Assets			—
Interest Received			—
Expenses Capitalised			—
Net Cash used in Investing activities	(B)		—
Cash Flow from Finance Activities:			
Decrease in Loan Funds			72,267
Sale of fixed Assets			30,000
Net Cash from Financing Activities	(C)		(42,267)
Net Cash increase in cash equivalents	(A + B + C)		1,05,914
II. Cash and Cash Equivalents:			
Cash and Cash Equivalents [Opening balance]		4,24,641	
Cash and Cash Equivalents [Closing Balance]		5,30,555	
Net Cash increase/decrease in cash and cash equivalents			1,05,914
For and on behalf of the board For S.R.K.Industries Limited			
sd/- S. Ganesh Chartered Accountant Membership No. 210367 Place: Coimbatore Date: 30.05.2012	sd/- T. Narayanan Kutty Managing Director	sd/- Rakeshchand M. Jain Executive Director	

NOTES TO ACCOUNTS FORMING PART OF BALANCE SHEET FOR THE YEAR ENDED ON 31.03.2012			
(Amount in Rupees)			
Note No.	PARTICULARS	As At 31.03.2012	As At 31.03.2011
1	SHARE CAPITAL		
	A. AUTHORISED:		
	1,40,00,000 Equity Shares of Rs.10/- each	140,000,000	140,000,000
		140,000,000	140,000,000
	B. ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	37,66,900 Equity Shares of Rs.10/- each fully paid up	37,669,000	37,669,000
		37,669,000	37,669,000
	C. RECONCILIATION		
	Number of Shares at the Beginning of the year	3,766,900	3,766,900
	Share issued during the year	-	-
	Less: Share brought back during the year	-	-
	Number of Shares at the End of the year	3,766,900	37,669,000
		3,766,900	37,669,000
	D. DETAIL OF SHAREHOLDER HOLDING MORE THAN 5%		
	Rakeshchand M. Jain - [No. of Shares]	314,000	314,000
	- [% of Holdings]	8.34	8.34
	E. SHARE ALLOTMENT DETAILS FOR LAST 5 YEARS		
	Equity Shares:		
	Fully Paid up Pursuant to contract[s] without payment being received in Cash	-	-
	Fully Paid up by way of bonus shares	-	-
	Shares brought Back	-	-
2	RESERVES & SURPLUS		
	A. SECURITIES PREMIUM		
	Opening Balance	-	-
	Add: Receipts during the year on allotment	-	-
		-	-
	B. SURPLUS		
	Opening Balance	(41,468,844)	(41,581,822)
	Add: Net Profit after tax for the Current Year	57,343	112,978
	Add: Transfer from Reserves	-	-
	Less: Proposed Dividends	-	-
	Less: Interim Dividend	-	-
	Less: Transfer to Reserves	-	-
		(41,411,501)	(41,468,844)
	C. Capital Reserves	-	-
	D. Capital Redemption Reserve	-	-
	E. Debeture Redemption Reserve	-	-
	F. Revaluation Reserve	-	-
	G. Share Option Outstanding Account	-	-
	H. Other Reserve - Share Forfeiture A/c	4,268,000	4,268,000
	Subsidy Received from Govt	1,337,660	1,337,660
		5,605,660	5,605,660
	TOTAL [a+b+c]	(35,805,841)	(35,863,184)

NOTE 7 TANGIBLE ASSETS:		(Amount in Rs.)								
		GROSS BLOCK			DEPRECIATION		NET BLOCK			
Particulars	Balance as on 01.04.11	Addn. during the year	Deduction During the year	AS AT 31.03.12	1.4.11	for the year	Deduction during the year	31.03.12	AS AT 31.03.12	AS AT 31.03.11
Vehicle - Car	554,535	-	554,535	-	550,672	-	550,672	-	-	3,863
Computer	26,000	-	-	26,000	2,667	9,333	-	12,000	14,000	23,333
Printer	5,375	-	-	5,375	530	674	-	1,204	4,171	4,845
TOTAL	585,910	-	554,535	31,375	553,869	10,007	550,672	13,204	18,171	32,041
Previous Year	554,535	31,375	-	585,910	553,869	4,546	550,672	553,869	32,041	

Note No.	PARTICULARS	As At 31.03.2012	As At 31.03.2011
3	Long Term Borrowings		
	A. SECURED LOANS		
	1. TERM LOANS		
	a. Interest Free Sales Tax Loan		
	Interest Free Sales Tax Loan (From the Government of Tamilnadu and personally guaranteed by Directors of the Company)	153,803	226,070
	b. From Others	-	-
	Total [a]	153,803	226,070
	2.UNSECURED LOANS:		
	1. From Directors, share holders and relatives	-	-
	2. From Others	-	-
	3. Deposits	-	-
	4. Bonds / Debentures	-	-
	Total [b]	-	-
	Total [a+b]	153,803	226,070
4	TRADE PAYABLES		
	Dues to Micro & Small Enterprises	-	-
	Dues for Goods, Services and Expenses	29,764,400	-
5	OTHER CURRENT LIABILITIES	29,764,400	-
	Liability for Expenses	556,905	554,009
	Other Liabilities	1,270,300	1,400,000
	Total	1,827,205	1,954,009
6	SHORT TERM PROVISIONS		
	Provision for Taxation	14,454	25,930
	Total	14,454	25,930
8	LONG TERM LOANS AND ADVANCES		
	Security Deposit		
	Security, Considered Good:		
	Deposit with The State Sales Tax Department	8,000	8,000
	Total	8,000	8,000
9	UNAMORTIZED EXPENSES		
	Others- Development of New Product Expenditure	2,105,144	2,368,287
	Total	2,105,144	2,368,287
10	INVENTORIES		
	a) Raw Materials [valued at lower of cost or net realisable value]	-	-
	b) Work in progress [valued at lower of cost or net realisable value]	-	-
	c) Finished Goods [valued at lower of cost or net realisable value]	581,000	659,000
	d) Stock-in-Trade [In respect of goods acquired for trading]{(Valued at cost)}	-	-
	Total	581,000	659,000
11	TRADE RECEIVABLES		
	Secured, considered good	-	-
	Unsecured, considered good (Less than six month)	30,365,740	504,568
	Unsecured, considered Doubtful	-	-
	Less: Provision for doubtful Debts	-	-
	Total	30,365,740	504,568

Note No.	PARTICULARS	As At 31.03.2012	As At 31.03.2011
12	CASH AND CASH EQUIVALENTS		
	a. Balance with Banks	60,163	410,301
	b. Cash on Hand	470,392	14,340
	Total	530,555	424,641
	The details of balances as on Balance sheet date are as follow: In Current Accounts	60,163	410,301
		60,163	410,301
13	SHORT TERM LOANS & ADVANCES		
	OTHERS	-	-
	Advance Recoverable in cash or in kind or for value to be considered good	14,411	15,288
		14,411	15,288

NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNTS AS AT**31ST MARCH 2012**

(Amount in Ruppees)

Note No.	PARTICULARS	As At 31.03.2012	As At 31.03.2011
14	SALE OF PRODUCTS		
	Sale of Textile - Fabric materials	103,961,622	74,464,921
	Sale of Finished goods	78,000	31,200
	Total	104,039,622	74,496,121
15	OTHER INCOME		
	Sun. Credit bal w/back	-	632,934
	Others - Consultancy charges received	42,750	-
	- Profit on Sale of assets	26,137	-
	Total	68,887	632,934
16	PURCHASES OF TRADED GOODS		
	Textile-Fabrics	101,737,285	73,518,935
	Total	101,737,285	73,518,935
17	CHANGE IN INVENTORIES OF FINISHED GOODS		
	Opening Stock	659,000	688,500
	Closing Stock	581,000	659,000
	Total	78,000	29,500
18	EMPLOYEE BENEFITS EXPENSES		
	a. Salaries and Benefits	249,397	130,000
	b. Staff Welfare Expenses	23,963	27,400
	c. Director Remuneration	202,500	180,000
	Total	475,860	337,400

Note No.	PARTICULARS	As At 31.03.2012	As At 31.03.2011
19	DEPRECIATION & AMORTISATION EXPENSES		
	Depreciation	10,007	4,546
	Amortisation Expenses:		
	Development of New Products- Written off	263,143	263,143
	Preliminary & Pre-operative Expenses Written off	-	20,340
	Total	273,150	288,029
20	OTHER EXPENSES		
	1. Power and Fuel - Office Electricity	13,605	-
	2. Rent	66,000	-
	3. Repairs & Maintenance:		
	a. Vehicle	13,700	33,800
	b. Others	2,500	1,605
	4. Insurance	3,315	2,650
	5. Payments to the auditor as:		
	i) For Audit fees	20,000	20,000
	ii) for taxation matters	5,000	5,000
	6. Miscellaneous Expenses:		
	Bank Charges	2,522	1,608
	Service Charges	60,665	-
	Consultancy Charges	130,300	10,000
	General Expenses	56,156	61,738
	Sundry Balance Written off	287	-
	Postage & Telephones	27,138	29,915
	Printing & Stationery	42,311	96,493
	Travelling Expenses	74,505	10,877
	ROC Filing charges	11,000	476,000
	Listing Fees & other payment to Stock Exch.	917,492	40,139
	Demat Connectivity Charges	25,921	-
	Total	1,497,417	814,825
21	EARNING PER SHARE		
	1. Profit attributable to Equity Shareholders(Rs.)	57,343	112,978
	2. No. of Equity Share outstanding during the year	3,766,900	3,766,900
	3. Face Value of each Equity Share (Rs.)	10	10
	4. Basic & Diluted earning per Share (Rs.)	0.02	0.03

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**22 SIGNIFICANT ACCOUNTING POLICIES****1 AS -1. DISCLOSURE AND BASIS OF ACCOUNTING**

1. Financial Statements have been prepared under the Historical convention which is in accordance with the Generally Accepted Accounting Principles and provisions of the Companies Act, 1956. The Company has complied with the Accounting Standards prescribed by the Institute of Chartered Accountants of India (ICAI) and as referred U/s 211(3C) of the Companies Act, 1956.
2. The accounts are prepared on the basis of going concern concept.
3. The company has been consistently following the accrual basis of accounting in respect of its income and expenditure.

2 AS-2. VALUATION OF INVENTORIES

The Finished goods are valued at Cost or market price whichever is lower.

3 AS-5. NETPROFIT/LOSS FOR THE PERIOD AND PRIOR ITEMS

1. All items of income and expenses pertaining to the year are included in arriving at the net profit for the year unless specially mentioned elsewhere in the financial statements or as required by accounting standards.
2. Prior period items are disclosed separately in the profit and loss accounts below the line.

4 AS-6. DEPRECIATION

Depreciation on fixed assets has been provided on W.D.V. method at the rates specified in Schedule XIV of the Companies Act, 1956. Depreciation has been provided on the addition of assets on pro-rata basis.

5 AS-9. REVENUE/ INCOME RECOGNITION

The Company recognise its revenue and expenditure on accrual basis.

6 AS -10. FIXED ASSETS

Fixed Assets are shown at cost less accumulated depreciation.

7 AS-15. EMPLOYEES' BENEFITS

No Provision for gratuity is provided by the company since there is no employee who has been in continuous service of more than 5 years.

8 AS-18. RELATED PARTY DISCLOSURE

Key Management personnel

1. Mr.T.N.Kutty - Chairman cum Managing Director
2. Mr. Rakeshchand M. Jain - Executive Director
3. Transcend Commerce Limited

Related Party Transaction are as under:

Name of the Party	Nature of Transaction	Amount
1. Mr.T.Narayanan Kutty	Remuneration	Rs 1,80,000
2. Mr.Rakeshchand Jain	Remuneration	Rs. 22,500
3. Transcend Commerce Ltd.	Advance Received	Rs 12,10,300
4. Mr.Rakeshchand M. Jain	Advance Received	Rs. 60,000

9 AS- 20 EARNING PER SHARE :The Earning per share is Rs0.02**10 AS 22- TAXES ON INCOME**

Deferred tax as on 31.03.2012 has not been recognised since there is no certainty of sufficient taxable income being available against which such deferred tax assets can be realised.

11 AS - 28. IMPAIRMENT OF ASSETS

An asset is impaired when the carrying amount of the assets exceeds its recoverable amount. An impairment loss is charged to Profit and loss account in the year in which an asset is identified as impaired.

23 NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31stMARCH 2012

- 1 **Miscellaneous Expenditure** Development of New product expenditure is written off at 10% during this year, since the nature of business of the company is changed and no further expenditure will be incurred for the development of new products. Hence it is decided by the Company to write off this expenditure over a period of 10 years.
- 2 In accordance with the requirement for disclosure of amounts due to the SSI units, the company has no dues to the Sundry creditors during this year
- 3 Confirmation of Balances in respect of Creditors, Debtors, Loans and Advances as at Balance Sheet date are not entirely received.
- 4 Details of Remuneration of Director. (Amount in Rupees)

	31.03.2012	31.03.2011	
T.Narayanan Kutty	180,000		180,000
Rakeshchand M Jain	22,500		—
- 5 Number of Employees employed during the year or part of the year in receipt of not less than Rs.24,00,000 /- per annum or Rs.2,00,000- per month -Nil (Previous year Nil)
- 6 As per Sick Industrial Companies Act 1985, the accumulated losses of the Company at the end of financial year resulted erosion of fifty percent of peak net work.
- 7 Previous years figures have been regrouped and reclassified wherever found necessary to confirm this year's classification.

For and on behalf of the board
For S.R.K.Industries Limited

sd/-	sd/-	sd/-
S. Ganesh	T. Narayanan Kutty	Rakeshchand M. Jain
Chartered Accountant	Managing Director	Executive Director
Membership No. 210367		
Place: Coimbatore		
Date: 30.05.2012		

1. INSTALLED CAPACITY

(Capacity of produce at 100% level)

31-3-2012 31-3-2011

The regular products of production is discontinued

1. CAPACITY UTILISED

Nil Nil

In order to diversify activities, trading in Textile fabrics has been under taken

	31.03.2012 Rs. in Lacs	31.03.2012 Qty (Mtrs) in Lacs	31.03.2011 Rs. in Lacs	31.03.2011 Qty. (Mtrs) in Lacs
2. Purchase of Fabrics	1017.37	9.08	735.19	8.99
3. Sales-Aprons & Cots	2.83		0.32	
-Fabrics	1037.57	9.08	744.65	8.99
Total	1040.40		744.97	

No manufacture of Aprons and cots done in the financial year. Sales are made from stock of finished goods of Aprons and cots only

Name of Finished good	Opening Stock	SALES	CLOSING STOCK
(Rs. In Lacs)			
Apron and Cots	6.89	2.83	6.59
	31.03.2012	31.03.2011	

4. Value of Imports on CIF basis Nil Nil

5. Expenditure in Foreign Exchange Nil Nil

6. Amount remitted in foreign Exchange Nil Nil

7. Earnings in Foreign exchange Nil Nil

8. Advance received in Foreign Exchange Nil Nil

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As per amendment in schedule VII to the Companies Act vide Govt. Notification No.388 (E) dated 15.05.95) (Amount in Thousand)

I REGISTRATION DETAILS

REGISTRATION No. : 3381
Balance Sheet date : 31.03.2012
State Code : 18

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN THOUSAND)

Public Issue : NIL
Bonus Issue : NIL
Rights Issue : NIL
Private Issue : NIL

III POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS

(Amount in Thousand)

Total Liabilities : 33623
Total Assets : 33623

SOURCE OF FUNDS**APPLICATION OF FUNDS**

Paid up Capital	: 37669	Fixed Assets	: 18
Reserved and surplus	: (35.806)	current Assets	: 33605
Secured Loans	: 153		
Current Liabilities	: 31607		
	<u>33623</u>		<u>33623</u>

IV PREFORMANCE OF COMPANY

Turnover : 104040
Profit before Tax : 72
Earning per Share : Rs 0.02

V GENERAL NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF THE COMPANY

Textile Fabrics Material : 52081230

For S R K Industries Limited

sd/-

S. Ganesh
Chartered Accountant
Membership No. 210367

sd/-

T. Narayanan Kutty
Managing Director

sd/-

Rakeshchand M. Jain
Executive Director

Place: Coimbatore

Date:- 30.05.2012

S R K INDUSTRIES LIMITED
3 / 42, PALANIAPPA NAGAR RAMANATHAPURAM,
COIMBATORE-641 045, TAMILNADU
PROXY FORM

I/We _____ of _____
Being a member /members of S R K INDUSTRIES LIMITED hereby appoint

_____ as our proxy to attend and vote for me/us on my/our behalf at the 21ST Annual general meeting of the said company to be held on the 10th July 2012 at 11 am at 11/5D1, Pappampatti Road, Kannampalayam Post, Coimbatore - 641 402 and at my adjournment thereof. Signed this _____ day of _____ 2012.

Affix Re.1/- Revenue Stamp

Signature(s) of the Member(s) _____
Folio _____ No. _____

NB.

- 1) This proxy must be deposited at the Registered office of the company not later than 48 hours before the time of the meeting.
- 2) A proxy need not be a Member of the company.
- 3) Shareholder/proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and handover the same at the entrance duly signed.

TEAR HERE

S R K INDUSTRIES LIMITED
3 / 42, PALANIAPPA NAGAR RAMANATHAPURAM, COIMBATORE-641 045, TAMILNADU
ATTENDANCE SLIP TO BE HANDED OVER AT THE ENTRANCE HALL.

I/We hereby record my/our presence at the 21st Annual General Meeting at 11/5 D1, Pappampatti Road, Kannampalayam - post, Coimbatore-641 402 on 10th July 2012 at 11 am.

Name of the Member : _____
Folio Number : _____
Name of proxy/Representation (In block letters) : _____
(To be filled in if proxy attends instead of member)
Signature of Member or Proxy : _____

Members are requested to bring their copies of Annual report to the Meeting as the copies will not be distributed at the Meeting

TO

If undelivered please return to :

S R K INDUSTRIES LIMITED
3 / 42, PALANIAPPA NAGAR, RAMANATHAPURAM,
COIMBATORE-641 045, TAMILNADU