



SRS LIMITED
19TH ANNUAL REPORT
2018-19

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CORPORATE INFORMATION

CIN: L74999HR2000PLC040183

BOARD OF DIRECTORS*

Dr. Anil Jindal - Chairman
Sh. Raju Bansal - Whole-Time Director
Sh. Ashok Kumar Gulla - Resolution Professional
(IBBI Registration No IBBI/IPA-003/IP-N00024/2017-2018/101)

* The powers of the board of directors were suspended vide NCLT, Chandigarh order dated 21st August, 2018.
For Director details refer Directors Report

COMPANY SECRETARY

Ms. Jyotsna Nanda

CFO

Mr. Vikash Sharma

STATUTORY AUDITORS

M/s. SVP & Associates
M/s. Oswal Sunil & Company

BANKERS

State Bank of India
Bank of India
Oriental Bank of Commerce
Union Bank of India
Syndicate Bank

REGD. OFFICE

SRS Multiplex, 2nd Floor, City Centre,
Sector-12, Faridabad
Faridabad, NCR Delhi – 121007
Ph. 8448995132
Email id: compliances@srsparivar.com

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir,
New Delhi – 110062
Ph. # 011-29961281 Fax#011-29961284

Management Discussion Analysis

Management Discussion Analysis

India remained the fastest growing economy in the world with a GDP of 6.8% for FY19. The sustained investments and positive reforms by the government have helped improve India's ranking by 23 places to reach 77th in the World Bank's Ease of Doing Business Report 2018. The Interim Budget 2019-20 gave a significant push to consumption in the form of direct transfers to farmers, tax relief and greater investment opportunities. Further, the government's focus on the liberalisation of FDI regime for both Telecom and Media and Entertainment sectors have resulted in increased investments. Going forward, the strengthening investments and robust private consumption are expected to drive the country's economy to ~7% in FY20.

Indian Media and Entertainment Sector scenario

During the year gone by, the Indian Media and Entertainment (M&E) sector continued to embrace newer technologies as growth was witnessed across conventional platforms, broadcast TV and films, at the backdrop of growing subscription base and ticket prices respectively. The Indian M&E sector witnessed a robust growth of 13.4% YoY, reaching H1.67 Tn. in CY2018. Further, the advertising sector grew at 12.7% in 2018 led by digital advertising which grew by 34% YoY, while television advertising grew 14% YoY. Moreover, during the year under review, the domestic theatrical revenue reached H102 Bn. registering a growth of 6% over previous year.

Large talent pool, increasing employment opportunities, intriguing storytelling, post-production, and regulatory benefits are finding the right audience among the Indian diaspora, driving the sectoral growth. The sector is expected to cross H2.35 Tn. by CY 2021, growing at a CAGR of 12% between 2018 to 2021.

Indian Film Exhibition Industry- Overview

The Indian film industry demonstrated growth of 12.2% in 2018, reaching a market size of H174.5 Bn. in 2018. Although the sector witnessed a decline in a number of the movie released (from 1,807 films in 2017 to 1,776 films in 2018), the year proved to be blockbuster in terms of the box office collection with films entering the H1 Bn. club almost every month. Despite the fact that only 13.4% of films were released, Hindi films segment contributed about 42.1% to the annual Net Box Office Collection (NBOC) with other regional language movies contributing about 46%. Further, the domestic theatrical revenue registered a growth of 6% YoY basis to reached H102 Bn. in FY 2019.

As a result of urbanization and favourable demographics, the demand for modern cinema screens featuring quality infrastructure, latest audio-visual systems, and multiple F&B offerings is on the rise. The new-age multiplexes have redefined the 'entertainment' quotient with enhanced facilities and services complementing the cinema experience. The single-screen cinemas are also investing in their infrastructure up gradation to stay relevant to the changing technologies and consumer experiences. In India, the total number of screens grew to 9,601 in 2018 as against 9,530 in 2017. Of the 9,601 screens, 2,950 were multiplex screens while 6,651 were single-screen theatres. Further, cable and satellite rights have also witnessed healthy growth in revenue from H19 Bn. in 2017 to H21.2 Bn. in 2018.

Recent development/Investments

- The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) in the period April 2000 – June 2018 stood at US\$ 7.17 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).
- As of September 2018, Twitter announced video content collaboration with 12 Indian partners for video highlights and live streaming of sports, entertainment and news.
- As of August 2018, PVR Ltd acquired SPI Cinema for worth US\$ 94.42 million.
- In H12018, 5 private equity investments deals were recorded of worth US\$ 115 million.
- The Indian digital advertising industry is expected to grow at a Compound Annual Growth Rate (CAGR) of 32 per cent to reach Rs 18,986 crore (US\$ 2.93 billion) by 2020, backed by affordable data and rising smartphone penetration.
- India is one of the top five markets for the media, content and technology agency Wavemaker where it services clients like Hero MotoCorp, Paytm, IPL and Myntra among others
- After bagging media rights of Indian Premier League (IPL), Star India has also won broadcast and digital rights for New Zealand Cricket upto April 2020.

Government Initiatives

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up the National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

Management Discussion Analysis

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitizing the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Road Ahead

The Indian Media and Entertainment industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate.

Growth is expected in retail advertisement, on the back of factors such as several players entering the food and beverages segment, e-commerce gaining more popularity in the country, and domestic companies testing out the waters. The rural region is also a potentially profitable target.

BUSINESS OF SRS LIMITED

During the F.Y. 2017-2018, SRS Limited was a diversified Company deals in Cinema, Jewellery, Retail. SRS worked on the motto of 'Enduring quality and Trust' which denotes its belief in superior customer relationship, integrity and innovation on every step of the business process to deliver products and services that are second to none.

By the end of March, 2018, SRS Limited has closed its Jewellery & Retail divisions and during the F.Y. 2018-2019, the Company has only One operational vertical i.e. Cinema Exhibition.

SRS Cinemas

SRS Group launched its cinema exhibition division, SRS Cinemas, on 12th November 2004 in Faridabad and since then has grown from strength to strength with its presence in 17 cities with 14 multiplexes under its SRS Limited and 4 multiplexes under SRS Entertainment India Limited, Wholly Owned Subsidiary of SRS Limited to provide an exemplary and worthy movie experience to its customers is of paramount importance to SRS.

Keeping this in mind, the multiplexes are fitted with latest sound and projection system and offers easy booking options like online, mobile booking and even tele-booking.

At present, SRS Cinemas has 38 screens under SRS Limited and 12 screens under SRS Entertainment India Limited, Wholly Owned Subsidiary of SRS Limited. The brand's primary objective for every cinema viewer entering its multiplexes is to provide them with a comfortable cinematic experience. For this, the seats are ultra-luxurious with ample of arm to arm distance.

Also, keeping safety aspects in mind, the seats are fabricated with fire retardant fabric. All this and more, is what puts SRS cinemas ahead of its competitors and has created a strong foothold in tier 2 cities as well, such as Patiala, Ludhiana, Bijnor etc.

SRS multiplexes are not just about movies but way more. With attention to every little detail, SRS Cinemas has all the facilities required to make its customer's movie viewing experience unforgettable.

Jewellery

The Company was dealing in Jewellery Division both Wholesale and Retail which contributed major part of revenue. The Company's jewellery division was operated under the brand 'SRS Jewells'.

Pursuant to board resolution dated 15th December, 2017, the Company has decided to discontinue the operations of its Gold & Jewellery Division. The intention of discontinuing the Jewellery division was intimated to the Stock exchanges and hence, the Jewellery Division was permanently closed.

Retail

The company had various retail stores spread across different locations, However, Vide it's Board resolution dated 13th February, 2018, the Company intended to sell its retail division to Spencer Retail Limited and sought for shareholder's approval through postal ballot vide notice dated 21st February, 2018 and got the shareholders' approval subsequently and applied for the lender's approval which could not be obtained. Hence, the sale to Spencer Retail Limited did not materialise due to failure to obtain NOC from lenders. Due to liquidity crunch the payment of most of the lessors of retail stores were also outstanding for several months.

Since the selling of retail division was already in the process, in consequence of this the employees of the retail stores had resigned in majority in February, 2018 itself and the top executives were not available for the decision making as the statutory authorities had raided the premises of SRS group on 8th March, 2018 which created a panic in SRS group as a whole and among the lessors of retail stores. Consequently, the management was compelled to close down the retail division during last week of March 2018 as and where basis leading to a significant loss of inventory and property, plant & equipment.

Human Resource

During the F.Y. 2017-2018, the Company has terminated some of the employees while some resigned from the Company. The staff pertaining to jewellery and retail business left the Company, pursuant to the discontinuance of their operations.

The Cinema division was the only operational division by the end of FY 2017-18.

Management Discussion Analysis

SRS IT Infrastructure Upgrade

The Company believes in constant upgrade of Technology and invests wisely to utilize the true potential of technology to provide stability, speed and transparency to business. We have below mentioned IT Applications in our company.

- Vista Screen schedule at box office.
- GST Implementation done.
- Create new reports as per requirement of account.
- Vista Version upgrade 4.5.6.29
- Vista H.O version upgrade 4.3.506.8
- Bulk booking bill generate from candy with customer GST Number
- BMS Cancellation active all sites.
- Paytm off line done at all sites
- Consolidate ticket done at all sites.

CORPORATE INSOLVENCY RESOLUTION PROCESS

The Company is under Corporate Insolvency Resolution Process ("CIRP") under Insolvency and Bankruptcy Code, 2016 vide order dated 21.08.2018 of Hon'ble National Company Law Tribunal, Chandigarh Bench. Mr. Ashok Kumar Gulla has been appointed as Resolution Professional. In accordance with the Code, Resolution Professional has invited Expression of Interests from eligible Resolution Applicants for the resolution of the Company.

As per the Insolvency and Bankruptcy Code, 2016 public announcement were made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest ("EOI") were invited for submitting the Resolution Plan for SRS Limited. The Resolution Plans received from the applicants were placed before the Committee of Creditors for approval. The plan submitted did not get through and an application under Section 33 of the Insolvency and Bankruptcy Code, 2016 were filed for the suitable orders.

Cautionary Statement

Some information in this report may contain forward-looking statements. We have based these forward looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as "believe", "plan", "anticipate", "continue", "estimate", "expect", "may", "will" or other similar words.

NOTICE

Notice is hereby given that the 19th Annual General Meeting (AGM) of the Members of SRS Limited will be held as under:

Day : Monday
Date : 30th September, 2019
Time : 11:30 A.M.
Venue : Basement-1, SRS Multiplex,
City Centre, Sector-12,
Faridabad-121007

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March, 2019, including the Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Directors' and Auditors' thereon.

For SRS Limited
(Under CIRP)

Place: Faridabad
Date: 30.08.2019

Sd/-
(Jyotsna Nanda)
Company Secretary
M.No.29399

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Company.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules made thereunder, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The enclosed proxy form, duly completed, stamped and signed, must reach at the Registered Office not later than 48 hours before the scheduled time of the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members entitled to vote would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing is given to the Company.
5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.

6. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting has been done away with by the Ministry of Corporate Affairs, New Delhi vide its notification dated 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the 16th Annual General Meeting held on 30th September, 2016 to hold office till the conclusion of 21st Annual General Meeting.
7. Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (RTA's) of the Company. All investor related communication may be sent to RTA's at the following address:
Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi-110062
Ph. #011-29961281-283, Fax#011-29961284
Email id: beetalrta@gmail.com
8. Members are requested to notify all the changes, if any, in their addresses/particulars to their depository participants in respect of their holding in electronic form and to RTA's at the above address in respect of their holding in physical form.
9. The Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
10. In terms of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), the Company has uploaded the information in respect of the unclaimed dividend, pending share application money, interest on refund account in IPO of the Company after the AGM of the company which was held on 27.09.2017 on the website of the IEPF viz. www.iepf.gov.in and under "Investors" section on the website of the Company viz. www.srsparivar.com. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company/RTAs before the same is due for transfer to the Investor Education and Protection Fund. The pending amounts of share application money & interest on refund account in IPO is due for transfer to the Investor Education and Protection Fund after AGM held on 14th May, 2019 for F.Y.2017-2018 and the process is pending.
11. The Company is concerned about the environment and utilizes all natural resources in an optimum way. Therefore, you are requested to update your email ids with your Depository Participants in case of shares held in demat and in case of physical shares, register/update your email id with the Company's RTAs to enable us to send you the reports and other communications via email.
12. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, Copies of the Annual Report containing Notice of 19th Annual General Meeting and the instructions for e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode to all the Members whose email addresses are registered with Depository Participant(s) or Company or Registrar & Share Transfer Agents unless any member has requested a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of Annual Report along with attendance slip and proxy form are being sent by permitted mode. In case you wish to get the physical copy of Annual Report, you may send your request to compliances@srsparivar.com
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 the Company is pleased to provide the members facility to exercise their right to vote at the 19th Annual General Meeting of the Company by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

14. The Shareholders can vote on all the businesses to be transacted at the Annual General Meeting by way of any one of the following methods:
 - Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the Annual General Meeting;
 - Voting at the venue of the Annual General Meeting by poll through ballot paper, as will be provided by the Company.
15. A Shareholder can opt for only one mode of voting. In case a shareholder votes through remote e-voting as well as casts vote through ballot form, the votes cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.
16. The Shareholders who have voted through remote e-voting shall be entitled to attend the meeting, however, they shall not be allowed to cast their vote again at the venue of the Annual General Meeting.
17. The Shareholders attending the meeting, who have not already cast their votes through remote e-voting, shall be able to exercise their right at the meeting.
18. The Shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio/client id, irrespective of the number of joint holders.
19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names would be entitled to vote.
20. The Shareholders as on the cut-off date i.e. Monday, 23rd September, 2019 shall only be eligible to vote on the resolutions mentioned in the notice of annual general meeting.
21. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website www.srsparivar.com for their download.
22. The Company has appointed M/s. Jatin Singal & Associates, Company Secretaries, as the Scrutinizer for conducting the voting process in a fair and transparent manner.
23. The scrutinizer will submit his final and consolidated report to the company within 2 working days after the conclusion of the Annual General Meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
24. The results of Annual General Meeting shall be declared after the Annual General Meeting within the prescribed time limits.
25. The results of voting will also be placed at the website of the company viz. www.srsparivar.com and on the website of CDSL viz. www.cdslindia.com.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27th September, 2019 at 10:00 A.M. and ends on Sunday, 29th September, 2019 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> · If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
26. Members desiring any information/clarification on the accounts are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready at the Annual General Meeting.
27. Should any assistance be desired or clarification be sought, you may write at compliances@srsparivar.com.

For SRS Limited
(Under CIRP)

Place: Faridabad
Date: 30.08.2019

Sd/-
(Jyotsna Nanda)
Company Secretary
M.No.29399

Director's Report

To,

The Members,

INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)

Pursuant to the orders of Hon'ble National Company Law Tribunal (NCLT), Chandigarh, Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of SRS Limited ("the Company") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") with effect from 21st August, 2018.

In this connection, Sh. Ashok Kumar Gulla has been appointed as Resolution Professional (RP) to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code.

Since the Company is under Corporate Insolvency Resolution Process (CIRP), as per Section 17 of the Insolvency & Bankruptcy Code, from the date of appointment of the Resolution Professional -

- the management of the affairs of the company shall vest in the Resolution Professional.
- the powers of the Board of Directors of the company shall stand suspended and be exercised by the Resolution Professional.
- the officers and managers of the company shall report to the resolution professional and provide access to such documents and records of the company as may be required by the Resolution Professional.
- the financial institutions maintaining accounts of the company shall act on the instructions of the Resolution Professional in relating to such accounts furnish all information relating to the company available with them to the Resolution Professional.

FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March, 2019 is summarized below: -

(₹ in lacs)

Particulars	2018-19	2017-18
Continuing Operations		
Revenue from Operations	8,869.68	11,372.05
Other Income	311.11	98.08
Total Revenue	9,180.79	11,470.13
Profit/(Loss) before Finance Cost, Depreciation & Amortization Expense and Tax	(620.74)	(1,033.57)
Finance Cost	5,313.18	1,106.58
Profit/(Loss) before Depreciation & Tax	(4,692.44)	(2,140.15)
Depreciation	959.64	1,152.07
Profit/(Loss) before Tax from continuing operations	(5,652.08)	(3,292.22)
Provision for Tax		
- Current	-	-
- Deferred Tax	(250.85)	(4,132.55)
- MAT Credit	-	-
- Earlier Years	-	(10.03)
Profit / (Loss) for the year from continuing operations	(5,401.23)	(7,414.74)
Discontinued Operations		
Profit / (Loss) from discontinued operations before Tax	-	(1,38,690.37)
Less: Tax Expenses	-	-
Profit/(Loss) after Tax from discontinued operation	-	(1,38,690.37)
Profit/(Loss) before Tax	(5,401.23)	(1,46,105.11)
Other Comprehensive Income	(25.47)	17.70
Total Comprehensive Income	(5,426.70)	(1,46,087.41)
Face Value per Equity Share (in Rs.)	10.00	10.00
Earnings Per Share (in Rs.)		
Basic & Diluted (in ₹)		
From Continuing Operations	(1.94)	(2.66)
From Discontinued Operations	-	(49.78)
Total Basic & Diluted ₹from continuing & discontinued operations (in ₹)	(1.94)	(52.44)

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company has suffered losses during the financial year under review.

Continuing Operations

The Company reported total revenue of Rs.88.69 Crore in FY 2018-19 from Continuing Operations as compared to Rs.113.72 Crore reported in FY 2017-18. The Company has suffered Total Loss from Continuing Operations of Rs. (5401.23) Crore in F.Y. 2018-2019 as compared to Total Loss of Rs. (7414.74) Crore in F.Y.2017-2018.

Discontinued Operations

There was no discontinued operations during the F.Y.2018-2019 but in F.Y.2017-2018 the Company has suffered Total Loss from Discontinued Operations of Rs.1386.90 Crore.

Total Comprehensive Loss from Continuing & Discontinued Operations

The Company has suffered Total Comprehensive Loss from Continuing & Discontinued Operations of Rs. 54.27 Crore in F.Y. 2018-2019 as compared to Total Comprehensive loss of Rs. 1460.87 Crore in F.Y.2017-2018.

Material Changes affecting the financial position of the Company which have occurred between the F.Y.2018-2019 and the date of this report:

During the financial year under review, the major events which have affected the Company are as follows:

- Dr. Anil Jindal, Chairman (Whole-Time Director)-Promoter and Sh. Bishan Bansal, Promoter of the Company were arrested on 5th April, 2018 and are in judicial custody under FIR No.111-130/2018 and FIR No.483/2017 since 11th April, 2018 for committing fraud for the estimated amount involved 10-11 Crores (approx.).
- Due to this reason, there were frequent resignations of Directors as well as Company Secretary & Chief Financial Officer since April, 2018.
- There was no proper composition of the Board. Most of the senior employees and other staff had also resigned.
- The State Bank of India filed an application before Hon'ble NCLT, Chandigarh under Section 7 of Insolvency and Bankruptcy Code, 2016 ("IBC, 2016") for initiating Corporate Insolvency Resolution Process ("CIRP") of SRS Limited. The application was admitted vide Hon'ble NCLT, Chandigarh Order dated 21.08.2018 and Mr. Ashok Kumar Gulla, Insolvency Professional, having IBBI Regn. No. IBBI/IPA-003/IP-N00024/2017-2018/10174, was appointed as Interim Resolution Professional ("IRP").
Further, pursuant to the order of NCLT, a public announcement of CIRP was made on August 24, 2018 and a Committee of Creditors (COC) was formed pursuant to the provisions of the code and COC held their first meeting on September 20, 2018 (E-voting results declared on September 26, 2018) and inter alia confirmed Interim Resolution Professional as Resolution professional (RP) for the Company.
- As per the Insolvency and Bankruptcy Code, 2016 public announcement were made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest ("EOI") were invited for submitting the Resolution Plan for SRS Limited. The Resolution Plans received from the applicants were placed before the Committee of Creditors for approval. The plan submitted did not get through and an application under Section 33 of the Insolvency and Bankruptcy Code, 2016 were filed for the suitable orders.
- The Company has not complied with the various provisions of the Companies Act, 2013 and SEBI (LODR), 2015. Due to this reason the authorities has imposed penalties on the Company. The overall working of the Company has been affected since April, 2018.

DIVIDEND

Your Company is incurring losses, hence, unable to recommend any dividend for the Financial year 2018-19. The details of amount lying as unclaimed in the Unpaid Dividend Account of the Company for the Dividend declared for the financial year 2011-12 & 2012-13 are given in the Corporate Governance Report.

SHARE CAPITAL

The paid up Equity Share Capital as at 31st March, 2019 was Rs.278, 58, 20,260/- During the year under review, your Company did not issue any further Capital.

Equity Shares of your Company are listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Since, April, 2018, due to frequent resignations of Directors, the Company is not complying with the provisions of the Companies Act, 2013 and SEBI (LODR), 2015 in respect of Board of Directors and Composition of Committees.

The tenure of Dr. Anil Jindal, as a Whole-Time Director has been expired on 31st May, 2018. He has not reappointed as Whole-Time Director as he is under judicial custody since 11th April, 2018. He is disqualified u/s 164(2) of the Companies Act, 2013.

The tenure of Sh. Raju Bansal, Whole-Time Director has been expired on 30th June, 2019. He was not reappointed as he was disqualified u/s 164(2) of the Companies Act, 2013.

Dr. Anil Jindal and Sh. Raju Bansal have been declared disqualified u/s 164(2) of the Companies Act, 2013 from 30/09/2017 to 30/09/2022 by the Registrar of Companies, NCT of Delhi & Haryana along with other ex-directors.

Sh. Vaibhav Gupta, Independent Director, has resigned from directorship of the Company on 1st April, 2018, due to personal and unavoidable circumstances.

Sh. Lalit Kumar, Independent Director, has resigned from directorship of the Company on 9th April, 2018, due to other preoccupations.

Sh. Jogindar Lal Chhabra, Independent Director, has resigned from directorship of the Company on 7th May, 2018, due to some unavoidable reasons & circumstances.

Sh. Sachin Goyal, Chief Financial Officer, has resigned from the Company on 28th April, 2018.

Ms. Navneet Kwatra, C.O.O. & Company Secretary, has resigned from the Company on 9th May, 2018.

Sh. Vinod Kumar has resigned from the Directorship on 1st May, 2018 and has filed his resignation with MCA in Form-DIR-11.

Sh. Rajesh Yadav was appointed as an Additional (Independent) Director of the Company on 9th May, 2018. He has given his resignation to Resolution Professional but it was not tabled before the CoC. He has filed his form DIR 11 on 12.09.2018 on MCA.

Sh. Yogesh Kumar was appointed as an Additional (Independent) Director of the Company on 9th May, 2018. He has given his resignation to Resolution Professional. but not tabled before the CoC.

Sh. Sandeep was appointed as an Additional (Non-Executive) Director of the Company on 14th August, 2017. He has resigned from the Directorship on 04.07.2018 and has filed his resignation with MCA in Form-DIR-11.

Mr. Vikash Sharma, Chartered Accountant was appointed as Chief Financial Officer of the Company w.e.f. 1st March, 2019.

Ms. Jyotsna Nanda, was appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 2nd April, 2019.

Due to technical error on the MCA portal, the Company could not file the Form-DIR-12 for appointment of CFO & Company Secretary but the same was intimated to the BSE & NSE .

BOARD MEETINGS

As per the submissions given to BSE & NSE there was three (3) meetings of the Board of Directors were held during the year under review.

Details in respect of frauds reported by auditors u/s 143(12) other than those which are reportable to the Central Government.

The Chairman of the Company, Dr. Anil Jindal is under Judicial Custody under FIR No.111 –130/2018 and FIR No.483/2017 since 11th April, 2018.

REMUNERATION POLICY

Information regarding Remuneration Policy is given in the Corporate Governance Report.

COMPOSITION OF COMMITTEES

Since April, 2018, there was frequent resignations of Directors in the Company. There was no sufficient number of Directors available on the Board and no committees was there.

Hence, the Company is not complying with the provisions of the Companies Act, 2013 and SEBI (LODR), 2015 in respect of Composition of Committees.

Further, since 21st August, 2018 the Company is under Corporate Insolvency Resolution Process. The powers of Board of Directors and Committees are suspended under Insolvency & Bankruptcy Code, 2016.

KEY MANAGERIAL PERSONS (KMPS)

Following are the whole time key managerial personnel of your Company, who held such offices as are mentioned against their respective names:

1. Executive Chairman:- Dr. Anil Jindal (tenure expired on 31st May, 2018)
2. Whole Time Director:- Mr. Raju Bansal (tenure expired on 30th June, 2019)
3. Chief Financial Officer:- Mr. Vikash Sharma (Appointed on 1st March, 2019)
4. Company Secretary:- Ms. Jyotsna Nanda (Appointed on 2nd April, 2019)

LOANS, GUARANTEES AND INVESTMENTS

Your Company has not given guarantee in favour of any person/company during the financial year 2018-19.

The Company has not given any loans and has not made investments u/s 186 of the Companies Act, 2013 during the F.Y.2018-2019.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There being no 'material' related party transactions as defined under the Companies Act, 2013 read with Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which may have potential conflict with the interest of your Company at large.

Hence, there are no details to be disclosed in Form AOC-2 in that regard.

STATUS OF BANK LOANS

Due to liquidity problems, the Company has been irregular and classified as NPA mainly due to non-servicing of interest and other related charges for the fund based borrowings availed from consortium of Banks for the aggregate outstanding amounting to Rs. 105670 Lacs as on 31st March, 2019.

The State Bank of India filed an application before Hon'ble NCLT, Chandigarh under Section 7 of Insolvency and Bankruptcy Code, 2016 ("IBC, 2016") for initiating Corporate Insolvency Resolution Process ("CIRP") of SRS Limited. The application was admitted vide Hon'ble NCLT, Chandigarh Order dated 21.08.2018 and Mr. Ashok Kumar Gulla, Insolvency Professional, having IBBI Regn. No. IBBI/IPA-003/IP-N00024/2017-2018/10174, was appointed as Interim Resolution Professional ("IRP").

Further, pursuant to the order of NCLT, a public announcement of CIRP was made on August 24, 2018 and a Committee of Creditors (COC) was formed pursuant to the provisions of the code and COC held their first meeting on September 20, 2018 (E-voting results declared on September 26, 2018) and inter alia confirmed Interim Resolution Professional as Resolution professional (RP) for the Company.

As per the Insolvency and Bankruptcy Code, 2016 public announcement were made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest ("EOI") were invited for submitting the Resolution Plan for SRS Limited. The Resolution Plans received from the applicants were placed before the Committee of Creditors for approval. The plan submitted did not get through and an application under Section 33 of the Insolvency and Bankruptcy Code, 2016 were filed for the suitable orders

FIXED DEPOSITS

Due to liquidity crunch in the Company, the Company was not able to maintain liquid assets for the year ended 31st March, 2017, 31st March, 2018 & 31st March, 2019 as required under Section 73(2) (c) of the Companies Act, 2013 read with Rule 13 of the Companies (Acceptance of Deposits) Rules, 2014.

The Company had filed an application with National Company Law Tribunal (NCLT) for getting extension of time for repayment of Deposits and NCLT has passed the order on 20th October, 2016 granting extension of time to the Company for repayment of Deposits.

The NCLT has granted further extension vide its order dated 2nd February, 2017 for interest payments by 31st March, 2017 and Principal payments by 30th June, 2017 in accordance with its earlier Order dated 20th October, 2016. But the Company has not complied these Orders. The NCLT has issued final Order on 21st December, 2017.

The Company had filed an appeal with the National Company Law Appellant Tribunal (NCLAT), New Delhi on 18th January, 2018 against the NCLT order dated 21st December, 2017 and the said appeal has been withdrawn by the Company on 8th March, 2018.

Subsequently, Hon'ble NCLT Chandigarh vide its order dated August 21, 2018 initiated the Corporate Insolvency Resolution Process of SRS Limited.

UNCLAIMED REFUND & INTEREST ON REFUND ACCOUNT

The Company was required to transfer the amount of Rs.1,49,900/- stands in the Share Application Account for Refund and Rs.29,277/- as unclaimed in the Interest on Refund Account maintained with the State Bank of India, for IPO of the Company within 90 days of the AGM held on 14th May, 2019 for the F.Y. 2017-2018 in the Investor Education & Protection Fund Account and the same is under process.

AUDITORS

Statutory Auditors

M/s. SVP & Associates, Chartered Accountants and M/s. Oswal Sunil & Company, Chartered Accountants, Joint Statutory Auditors of the Company, vide AGM held on 30th September, 2016 to conduct Statutory Audit for Five Consecutive AGMs i.e. for F.Y. 2016-2017 to F.Y. 2020-2021.

Now, the requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting has been done away with by the Ministry of Corporate Affairs, New Delhi vide its notification dated 7th May, 2018.

Accordingly, the appointment of Statutory Auditors, who were appointed in the 16th Annual General Meeting held on 30th September, 2016 continue to hold office till the conclusion of 21st Annual General Meeting.

Internal Auditors

No Internal Audit was conducting during the year.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Jatin Singal & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the year 2018-19 given by M/s. Jatin Singal & Associates, in the prescribed form MR-3 is annexed to this Report as Annexure-I.

Pursuant to Regulation 24 of SEBI (LODR), 2015 the Secretarial Audit Report of Material Subsidiary i.e. SRS Entertainment India Ltd. has also been annexed to this report as Annexure - I (A).

Cost Auditor

The provisions of Section 148 of the Companies Act, 2013 are not applicable to the Company, during the year under review.

AUDITORS' REPORT

The Joint Statutory Auditors' M/s. SVP & Associates, Chartered Accountants and M/s. Oswal Sunil & Company, Chartered Accountants have given the following Qualifications in their Joint Statutory Audit Report:

(a) Auditors' Qualification:

Refer Note 1 to the standalone financial statements, in respect of preparation of financial statements of the Company on going concern basis for the reasons stated therein. As on 31st March, 2019, the Company has negative net worth of Rs. 103167 lakhs and the Current Liabilities exceed Current Assets by Rs. 118838 lakhs. The Company

has obligations towards fund-based borrowings aggregating Rs.105670 lakhs, that are due/overdue and are payable to the bankers. Further, there are liabilities towards public deposits amounting to Rs.9225 lakhs, operational creditors and statutory dues. Above stated liabilities are showing differences as stated in Note 36. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. As a result of ongoing matters, we are unable to determine as to whether any adjustment that would have been necessary and required to be made in respect of trade receivable, trade payables, borrowings, current liabilities, loans and advances and contingent liabilities, as at 31st March, 2019; and in respect of the corresponding possible impact of such items and associated elements on the statement for the year ended on that date, should the Company be unable to continue as a going concern. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.

Management Reply

During the CIRP the Resolution Professional invited Expression of Interest for Submission of Resolution Plan for SRS Limited. Potential Resolution Applicants had submitted their Resolution Plan with the Resolution Professional which were placed for approval before the Committee of Creditors, the Resolution Plan received was not approved by Committee of Creditors and hence the Resolution Professional has filed application under Section 33(1) of the Insolvency and Bankruptcy Code, 2016 on May 17, 2019 praying for the appropriate order including Liquidation. As per Regulation 32 (e) and 32 (f) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 the "The Liquidator may Sell the Corporate Debtor as the Going Concern" and "The Liquidator may sell the business of the Corporate Debtor as the going concern" i.e. Cinema division, Since the order of Liquidation has not been pronounced till the date of approval of these Results and, further, the Corporate Debtor can be sold as the Going Concern in the Liquidation process as well, Hence the results for the year ended March 31, 2019 has been prepared on the Going Concern Basis.

(b) Auditors' Qualification:

Refer Note 36 to the statement, in respect of various claims, submitted by the operational creditors, employees and other creditors of the Company to Resolution Professional (RP) pursuant to the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulation, 2016, that are showing differences with book balances.

Auditors are unable to comment upon the adjustments required and consequential impact on the accompanying statements.

Auditors further refer Note 37 in respect of non-availability of confirmations of trade receivables, loans & advances and trade payables. Balance confirmations, wherever received in case of trade receivables, loans & advances and trade payables, are under reconciliation and impact is pending to be given in books of account.

Management Reply

During the CIRP process claims from the operational creditors, employee and other creditors were invited, The amount of claims received from the certain parties varies from the books balance, The effect of the same has not been recorded in the books. The difference is immaterial considering the size of the financial statements of the company and same has been considered as contingent liability.

(c) Auditors' Qualification:

Refer Note 38 to the standalone financial statements, in respect of balances available with statutory authorities and input credits aggregating Rs.9.93 lakhs that are subject to reconciliation, filing of return and admission by the respective statutory authorities and no provision has been made. Thus, Auditors are unable to comment whether any provision for impairment in the value of these balances is required.

Management Reply

The balance recoverable pertains to the period prior to initiation of Corporate Insolvency and Resolution Process and the amount recoverable is from Statutory authorities hence no provision for impairment is required.

(d) Auditors' Qualification:

Refer Note 31 to the statement. As mentioned in the said Note, no interest expense has been booked on borrowings for the period after initiation of Corporate Insolvency Resolution Process (CIRP) i.e. 21st August, 2018 to the reporting period. Syndicate Bank and Oriental Bank of Commerce have charged interest aggregating Rs. 657 lacs after initiation of CIRP i.e. 21st August, 2018 to the reporting period, however, the effect of such interest charged in the bank statements has not been given in the books of account. In absence of necessary information, Auditors are unable to comment upon the shortfall in provision for interest and consequential impact on the accompanying standalone financial statements.

Management Reply

The Company is under Corporate Insolvency Resolution Process vide order of Hon'ble NCLT Chandigarh Vide order dated August 21, 2018. As the Financial Creditors including the deposit holders has to submit their claims amount upto the date of initiation of CIRP under IBC, 2016 i.e. August 21, 2018, Hence they have submitted their claims before Resolution Professional till August 21, 2018, and the company has recorded the liability in the books of accounts as per claims submitted by financial creditors. Under CIRP the amount to be paid will be based on the claims as accepted on the date of commencement of CIRP, Hence, No interest has been booked in the books of accounts for the period after commencement of CIRP i.e. August 21, 2018 to the reporting period.

(e) Auditors' Qualification:

Refer Note 31 to the statement. As mentioned in the said Note, no interest expense has been booked on public deposits for the period after 21st August, 2018. Auditors also observed that on matured public deposits, interest was being provided @11.75% p.a. As per Rule 17 of Acceptance of Deposits Rules, 2015, a company shall pay a penal rate of interest of eighteen per cent p.a. for the overdue period of deposits, whether secured or unsecured, matured and claimed but remaining unpaid. In absence of necessary information, Auditors are unable to comment upon the shortfall in provision for interest and consequential impact on the accompanying standalone financial statements.

Management Reply

The Company had filed for granting the extension of time for the repayment of matured Public Deposits and the Hon'ble NCLT vide its order dated October 20, 2016, had allowed the company to pay the delayed repayment at the rate of 11.75% Hence the Interest has been provided at the rate of 11.75%.

As the public deposit holders has to submit their claims amount till the date of initiation of CIRP under IBC, 2016 i.e. August 21, 2018. The amount to be paid to the deposit holders will be based on the claim received from the creditors as on the commencement of the CIRP

(f) Auditors' Qualification:

The Company has investment of Rs. 2,676 lakhs in wholly owned subsidiary companies – Rs. 2,666 lakhs in SRS Entertainment India Ltd and Rs. 10 lakhs in SRS Smart Retail Ltd. Additionally, the Company has to recover Rs. 22 lakhs from SRS Smart Retail Ltd, on account of sales/advance given. As per information and explanation given to Auditors, net worth of wholly owned subsidiary companies is below the Company's exposure to them. No provision for diminution/doubtful amount has been made in investments made and/or other amounts recoverable. Auditors are unable to comment on the appropriateness of the carrying value of such investments and other amounts recoverable and their consequential impact on the financial results for the year and the financial position of the Company as at 31st March, 2019.

Management Reply

SRS Entertainment India Limited is a wholly owned subsidiary, The Equity of the company shall be sold during the liquidation process and the subsidiary is a going concern and shall regain its value in the Long term and the Investment in the SRS Smart Retail Limited is immaterial.

(g) Auditors' Qualification:

Refer Note 3 to the standalone financial statements. Property, Plant and Equipment (PPE) amounting to Rs. 217 lakhs (WDV) were written off and Loss amounting to Rs. 738 lakhs was incurred on sale of PPE (Prior to CIRP). Further Provision for doubtful Trade Receivables and Loans & Advances was made and Receivables/Loans &

Advances were written off aggregating Rs. 127.62 lakhs during the year ended 31st March, 2019. In this respect management's representation was received that the write offs/provisions were made and losses were incurred since the assets were found short or were discarded or were doubtful of recovery due to lack of proper controls and follow-up. Also, Provision for doubtful Trade Receivables and Loans & Advances no longer required was written back aggregating Rs. 86.15 lakhs during the year ended 31st March, 2019.

Foreign Trade Receivables aggregating Rs.14653 lakhs* as on 31st March, 2019 (including Rs.14191 lakhs out of sale to parties from inventories sent by NSEZ unit of the Company located in India to UAE Branch through Branch transfer) on account of sale during the FY 2015-16 and FY 2016-17 in UAE were not backed by any security. Furthermore, in terms of RBI regulations, in case of delay in export realisations beyond the stipulated period, application though required, was not made to the Bank. In absence of alternative corroborative evidence, Auditors are unable to comment on the recoverability of foreign outstanding.

*provided for in books of account.

Management Reply

The transaction of sale and writing off of property, plant and equipment pertains to period prior to commencement of CIRP i.e. August 21, 2018 due to lack of proper control existent then, and the same were taken care by erstwhile directors were not available for comments. However, the matter of recovery of these property, plant and equipment is pending with Hon'ble NCLT Chandigarh currently.

(h) Auditors' Qualification:

Certain debtors have claimed 'no dues' in their balance confirmations to the Company for the year ended 31 March 2019 since as per them, they had actually made sales to the Company or they were entitled to certain discounts. Based on such differences in balance confirmations and/or balance confirmations not received over a longer period of time and/or action taken for recovery but no results materializing, in our opinion, Trade Receivables (other than Foreign Trade Receivables) and Advances aggregating Rs.64282 lakhs, though provided for, are yet to be written off.

Management Reply

The Legal process has been initiated against most of the parties. The matter for recovery from the Trade Receivable is pending with the Hon'ble NCLT Chandigarh.

The Foreign Trade Receivables were supervised by the erstwhile management of the company which is not available for comments.

(i) Auditors' Qualification:

Rs. 7.86 lakhs (31.03.18: Rs. Nil) are recoverable on account of advance given/expenses from Ex-Directors, pertaining to period before CIRP.

Management Reply

As the aforesaid amount pertains to the directors who are not available / traceable and pertains to the period prior to commencement of CIRP. Hence, the company has made 100% provision books of accounts

(j) Auditors' Qualification:

As per settlement agreement dated 28th May, 2018, the Company sold its multiplex property in Gorakhpur for Rs. 110 lakhs (including GST of Rs. 17 lakhs). The book value of such property was Rs.865 lakhs and the sale resulted in loss of Rs. 772 lakhs. Also, the Company was to recover Rs. 60 lakhs (Net) towards security deposit, which was also w/off in Statement of Profit and Loss. For the said transaction, no valuation report was available.

The Company sold its multiplex property in Bareilly for Rs. 450 lakhs (including GST of Rs. 71 lakhs) as per settlement agreement dated 07th Aug, 2018. The book value of such property was Rs.338 lakhs and the sale resulted in profit of Rs. 41 lakhs. Amount received against the sale was Rs. 250 Lakhs and balance of Rs. 200 Lakhs is still outstanding. For the said transaction, no valuation report was available

Management Reply

The transaction pertains to period prior to commencement of CIRP i.e. August 21, 2018 due to lack of proper control existent then, and the same were taken care by erstwhile directors were not available for comments. However, the matter of recovery is pending with Hon'ble NCLT Chandigarh.

(k) Auditors' Qualification:

The Company has been facing issues such as investigation by SFIO, SEBI, ED and other Authorities. Also, as per filings made by the Company from time to time with stock exchanges, there have been certain regulatory non-compliances w.r.t. the Companies Act, 2013 and the Listing Obligation and Disclosure Requirements (LODR) of Stock Exchanges. Various issues being involved and the matters having not been concluded yet, the Company is in the course of evaluating the impact to the extent ascertainable. Eventually, in respect of such matters, no liability has been booked as on 31st March, 2019.

Management Reply

The various authorities has started investigations against the directors / promoters as well as SRS group on the basis of complaints filed for fraud committed by the directors / promoters.

The company is under CIRP, since August 21, 2018. There were various pending compliances of Companies act 2013 as well as SEBI (LODR), 2015. The Company is in the process of completing these compliances. The Resolution Professional has requested the authorities to waive off these penalties.

(l) Auditors' Qualification:

Refer Note 20 regarding the required disclosures and liability for interest, if any, to Suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. In this respect, sufficient information is not available with the Company.

Management Reply

The company had decided to shut its jewellery division and retail division of the company and hence all the employees of the company had resigned/left and currently there are no employees in both the divisions. Since there were no employees in jewellery division and retail division hence the confirmation from the vendors for disclosure under MSMED Act could not be done. the affairs of retail division and jewellery division were managed by Mr. Sunil Jindal and is not available for comment.

(m) Auditors' Qualification:

Deposit Repayment Reserve Account for the Fixed deposits at the close of the year, required under Section 73(2)© of the Companies Act, 2013 equal to 15% of the deposits maturing in the year and in the year following were found short by Rs. 1082 lakhs as on 31st March, 2019 (net of Fixed Deposit amounting to Rs.37 lakhs with bank). Auditors are unable to comment on the financial implications in respect of the same.

Management Reply

The Non Compliance has been existent from the period prior to commencement of Corporate Insolvency and Resolution Process. The Public Deposit Repayment and interest related provision were looked after by Mr. Anil Jindal, Director of the Company and he is not available for comments as he is under judicial custody.

Secretarial Audit Qualifications

M/s. Jatin Singal & Associates, Company Secretaries has given the Qualifications in their Secretarial Audit Report mainly related to the Board Compositions, Board Procedures, Non-Compliances of various provisions of the Companies Act, 2013 & SEBI (LODR), 2015.

Management Reply

There was no proper Board, Company Secretary & CFO in the Company since April, 2018. The Company is under CIRP since 21st August, 2018. From February, 2019, the Company has started doing the pending Compliances.

HOLDING AND SUBSIDIARIES

SRS Entertainment India Limited is the Wholly Owned Subsidiary of the Company.

SRS Smart Retail Limited becomes the Wholly Owned Subsidiary of the Company w.e.f. 30th June, 2017 as the Company has acquired its 100% Shareholding.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with Section 129(3) of the Companies Act, 2013 and Accounting Standard – 21 on Consolidated Financial Statements, this Annual Report also includes Consolidated Financial Statements for the year 2018-19.

A report on the performance and financial position of SRS Entertainment India Limited, subsidiary only for F.Y.2018-2019 included in the consolidated financial statement is set out herein as Annexure-II in the Form-AOC-1.

The Company has taken the necessary steps for getting the Audited Financial Statements of SRS Smart Retail Limited, but could not get the Financial Statements for F.Y.2018-2019.

In the F.Y.2017-2018, the SRS Smart Retail Limited has provided the unaudited financial statements and the Company has attached the same in its Consolidation of Accounts.

EXTRACT OF ANNUAL RETURN

The extract of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 is annexed to this report as Annexure - III.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with sub-rules (2) and (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees drawing remuneration in excess of the limits set out in the said Rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided herein below:-

- i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2018-19:

S.No.	Name of Directors	Nature of Directorship	Ratio
1.	Dr. Anil Jindal*	Chairman (Executive)	-
2.	Sh. Raju Bansal	Whole-Time Director	24:1

* Dr. Anil Jindal is under Judicial Custody since 11th April, 2018. He was given remuneration of Rs.1,81,280/- for the Month of April, 2018. His tenure as Whole-Time Director was expired on 31.05.2018.

- (ii) the percentage increase in remuneration of Managing Director, Whole-Time Director, CFO and Company Secretary in the financial year 2018-2019:

S. No.	Name of Directors/KMPs	Designation	% increase
1.	Dr. Anil Jindal	Chairman (Executive)	0
2.	Sh. Raju Bansal	Whole-Time Director	300%
3.	Dr. (Ms.) Navneet Kwatra*	C.O.O. & Company Secretary	0
4.	Sh. Sachin Goyal**	Chief Financial Officer	0

* Ms. Navneet Kwatra has resigned on 9th May, 2018

** Sh. Sachin Goyal has resigned on 28th April, 2018.

Further, there was no increase in the remuneration of Non-Executive Directors by way of sitting fee for attending Board/Committee meetings for the financial year 2018-19. No profit linked commission is paid to Non-Executive Independent Directors of the Company.

(iii) the percentage increase in the median remuneration of employees during the financial year was 0%.

(iv) the number of permanent employees on the rolls of Company as on 31st March, 2019 is 334

(v) Mr. Tinku Singh, SRS Group President and Chief Strategy Officer is receiving remuneration in excess of the highest paid Director during the year:

(vi) yes, the remuneration is as per the Remuneration Policy of the Company:

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has a Vigilance Mechanism/Whistle Blower Policy to deal with fraud and mismanagement, if any. The details of Vigil mechanism/Whistle Blower Policy are explained in the Corporate Governance Report and have also been posted on the website of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has Corporate Social Responsibility (CSR) Policy for your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, on the recommendations of the CSR Committee.

The Company has losses in the past periods and has no amount attributable to Corporate Social Responsibility as per the Companies Act and the company is currently undergoing Corporate Insolvency and Resolution Process, Hence no expenses towards the Corporate Social Responsibility is required.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**i) Energy Conservation**

With the ideology of adhering to preservation and conservation of natural resources, we continue being environmentally responsible and energy efficient. We are committed to do its bit towards protection of environment and after taking positive steps in this area, the Company is keeping up its efforts to enhance its sustainable footprint. The following initiatives have been taken in this area:

- CFLs and CDMTs were replaced with low consuming LED lights at SRS Mall.
- Installed Air Cooled Fluid Cooler for 1010 KVA DG set for lower fuel consumption

ii) Technology Absorption : Nil

iii) Foreign Exchange Earning & Outgo : Nil

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, it is hereby confirmed that: -

- (a) In the preparation of the annual accounts for the year ended 31st March 2019, the applicable Indian accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The directors had laid down internal financial controls to be followed by the Company for cinema division and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)

The Company is under CIRP and information pertaining to the process are available at the Company website www.srsparivar.com.

DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are inline with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable.

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

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

The major events:

- a) The Company had filed an application with National Company Law Tribunal (NCLT) for extension of time for repayment of Deposits and NCLT has passed the order on 20th October, 2016 granting extension of time to the Company for repayment of Deposits.

The NCLT has granted further extension vide its order dated 2nd February, 2017 for interest payments by 31st March, 2017 and Principal payments by 30th June, 2017 in accordance with its earlier Order dated 20th October, 2016. NCLT has issued final Order on 20th December, 2017.

The Company has filed an appeal with the National Company Law Appellant Tribunal (NCLAT), New Delhi on 18th January, 2018 against the NCLT order dated 20th December, 2017 and it has been withdrawn by the Company on 8th March, 2018.

- b) The application filed by State Bank of India under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code") for initiation of Corporate Insolvency Resolution Process ("CIRP") of SRS Limited ("Corporate Debtor") under the provisions of Insolvency and Bankruptcy Code, 2016. The application was admitted by Hon'ble NCLT, Chandigarh Bench vide Order dated 21.08.2018 ("Insolvency Commencement Date").

The Hon'ble NCLT vide its order dated 21.08.2018, has appointed Mr. Ashok Kumar Gulla, Insolvency Professional having IBBI Registration No IBBI/IPA-003/IP-N00024/2017-2018/10174, as the Interim Resolution Professional ("IRP"). Subsequently, the IRP was appointed as Resolution Professional under the provisions of Insolvency and Bankruptcy Code, 2016.

As per the Insolvency and Bankruptcy Code, 2016 public announcement were made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest ("EOI") were invited for submitting the Resolution Plan for SRS Limited. The Resolution Plans received from the applicants were placed before the Committee of Creditors for approval. The plan submitted did not get through and an application under Section 33 of the Insolvency and Bankruptcy Code, 2016 were filed for the suitable orders.

- c) Dr. Anil Jindal and Sh. Raju Bansal along with other ex-directors have been disqualified u/s 164(2) of the Companies Act, 2013 from 30/09/2017 to 30/09/2022 by the Registrar of Companies, NCT of Delhi & Haryana.
- d) The various authorities has started investigations against the directors/promoters as well as SRS Group on the basis of complaints filed for fraud committed by the directors/promoters.
- e) The Company has not complied with the various provisions of the Companies Act, 2013 and SEBI (LODR), 2015 since, April, 2018. Due to this reason, the Stock Exchanges has imposed penalties on the Company which are still pending.

The Company has started doing pending compliances from February, 2019 and has completed the same.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance is annexed to this report for information of the Members.

MANAGEMENT'S DISCUSSION & ANALYSIS

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

ACKNOWLEDGEMENT

The Company wish to express appreciation of the support and co-operation of the various stakeholders.

Note:

The Company is undergoing CIRP and the Executive Chairman is currently under Judicial custody and all other Directors has been disqualified vide order dated February 15, 2019 under Section 164 (2) hence no Director is on board of the company therefore no director is available for signing this Report, Hence this report has been initialed by CFO, CS and RP in order to meet the compliance.

For **SRS Limited**
(Under CIRP)

Place: Faridabad
Date: 30.08.2019

Sd/-
(Vikash Sharma)
Chief Financial Officer

Sd/-
(Jyotsna Nanda)
Company Secretary
M.No.: A-29399

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record
IBBI Reg. No.: IBBI/IPA-003/IP-N00024/2017-2018/10174

ANNEXURE - I
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
SRS Limited
SRS Multiplex,
2nd Floor, City Centre,
Sector – 12,
Faridabad – 121 007

We have Conducted the Secretarial Audit of the Compliances of applicable Statutory provisions and adherence to corporate practices by M/s **SRS Limited** having (CIN: L74999HR2000PLC040183)(hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

We report that:

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
- 3) We have not verified the correctness and appropriateness of financial records, books of accounts and direct and indirect Taxes of the Company.
- 4) Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures followed by the company on test basis.
- 5) While forming an opinion on compliance and issuing the secretarial audit report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2019 but before issue of the report.
- 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.

Based on our verification of the SRS Limited’s books, papers, forms and returns filed and other records maintained by the Company **digitally and/ or in soft copies which were not duly authenticated for the purpose of token of acknowledgement** and also the information provided by the Company, its officers and designated authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, during audit period covering the financial year ended on 31st March, 2019, the Company has not complied with the statutory provisions listed hereunder and also that the Company has not proper Board-Processes till the commencement of Corporate Insolvency Resolution Process (CIRP) w.e.f. 21st August, 2018 and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company in soft copies for the financial year ended on 31st March 2019 according to the applicable provisions of:
 - (i) The Companies Act, 2013 (the Act) and the Rules made thereunder.

Here we would like to state that during the financial year 2018-19, the Company has been passing through the Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016 vide orders dated 21.08.2018 of the National Company Law Tribunal (NCLT), Chandigarh Bench the application was admitted and as such the Board of Directors of the Company has been under suspension since 21.08.2018 and no meetings of the Board or Committees thereof were convened/ held after that date. NCLT has appointed the Insolvency Professional as Resolution Professional.

In addition to the above, the company has failed to comply with the Provisions listed herein below:

- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (‘SEBI Act’) viz:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015;

- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- e. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

The Company had been non compliant in the regulations mentioned above prior to the commencement of CIRP. However, as on date of this report, the Company has complied the above said SEBI Regulations beyond the due dates prescribed under the respective regulations.

However, as on date of this report, the Company has complied the above said SEBI Regulations beyond the due dates prescribed under the respective regulations.

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as applicable to the Company; and
- (v) Other Laws which are specifically applicable to the Company to some extent.

The Company had been non compliant in the regulations mentioned at point no. iv and v above prior to the commencement of CIRP.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India which are also not complied with;
- (ii) Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (NSE) read with SEBI (LODR) Regulations, 2015 were not complied within due dates. The Company had been non compliant in the regulations mentioned above prior to the commencement of CIRP. However, as on date of this report, the Company has complied the above said SEBI Regulations beyond the due dates prescribed under the respective regulations

During the period under review, the Company has not complied with provisions of the Act, rules, Regulations, Guidelines, Standards etc. mentioned with the following observations:

1. There are no physical records such as statutory registers of Register of Directors & KMP and their Shareholding, Register of Attendance of Board/ Committee Meetings, Register of Charges, Register of Members etc. made available for the conduct of audit for the financial year 2018-19.
2. During the period under review, the Board was not duly constituted and also there was no women independent director at the end of the financial year on 31.03.2019.
3. There were three directors who have filed their Resignations in Form DIR-11 but the same could not be filed by the Company.
4. The Company has appointed CFO w.e.f. 01.03.2019 after the resignation of the earlier appointed CFO.
5. At the end of period under review, the Company has not appointed full time Company Secretary. However, as on date of this report, the Company has appointed a Company Secretary w.e.f. 02.04.2019.

The company had no proper composition of Board for the period prior to commencement of CIRP, after the initiation of CIRP, powers of Board of Directors were suspended and No Board Meeting was required to be held. During the CIRP, an advertisement was published in the Newspaper inviting the interested persons to be directors of the company, However, only one person has shown interest to be the Additional Director of the company and no expressions from Women were received to be the director of the company.

We are unable to comment that Notices were given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance as no such register was made available till the commencement of CIRP and furthermore, no system is there for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. We further report that minutes book were not shown and made available for verification.

We further report that there are no adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines till the commencement of CIRP to look after the operations of the Company. However, the whole control has been taken over by the Resolution Professional w.e.f. 21.08.2018.

There were no Internal Auditors but Vigil Mechanism Policy was framed and placed on company's website that was not adopted by and within the Company during the period under review.

We further report that during the audit period following events/ actions have a major bearing on the Company's affairs in pursuance of the act, rules, regulations, guidelines, standards etc. referred herein below:

- (i) Subsequent to the arrest of Mr. Anil Jindal, Executive Chairman of the Company during the period under review has affected the Business of the Company and his tenure was expired on 31.05.2018 and he could not be re-appointed due to his Judicial Custody. It has also seen various senior employees resigning from the Company and several directors have also filed their Form DIR-11 for their respective resignations.

- (ii) Due to the several un-favourable circumstances occurred at the beginning of the Financial Year 2018-19, the Company could not call to convene the AGM for the period ended on 31.03.2018 within the stipulated time on or before 30.09.2018. However, the Insolvency Resolution Professional after taking charge of the Company got the AGM convened on 14.05.2019 for the financial year ended on 31.03.2018.
- (iii) The Directors of the Company namely Mr. Anil Jindal and Mr. Raju Bansal along with several other Directors were disqualified u/s 164(2) of the Companies Act, 2013 w.e.f. 15.02.2019 by Registrar of Companies, NCT of Delhi & Haryana.
- (iv) During the year under review, investigations were initiated by several Authorities such as Enforcement Directorate (ED), Serious Fraud Instigation Office (SFIO), Economic Offence Wing (EOW), SEBI etc.
- (v) Further, as on date of this report, the tenure of Mr. Raju Bansal has also got expired on 30.06.2019.
- (vi) The Financial Statements for the F/Y 2017-18 was signed by only Director.
- (vii) The company has received several Invoices for Penalties against the violations of SEBI Act, Rules, Regulations and Guidelines etc. from both the Stock Exchanges i.e. BSE and NSE.
- (viii) The Share Application money and Interest bearing on refund of Share Application money at the time of IPO is still pending to be transferred to Investor Education and Protection Fund (IEPF) after the AGM held for F/Y 2017-18 on 14.05.2019.
- (ix) As on date of this Report, on seeking Expression of Interest during CIRP, no Resolution Plan got the approval of CoC and hence, application under section 33 of the Insolvency & Bankruptcy Code, 2016 has been filed before the Hon'ble NCLT, Chandigarh bench.

We further report that the above secretarial audit report has been given on the records and information made available by the Company. As on date of this report the company has started making the compliance which were pending during the period under review.

For **JATIN SINGAL & ASSOCIATES**
Company Secretaries

Place: Faridabad
Date: 30.08.2019

Sd/-
(CS JATIN SINGAL)
Prop.
M. No.: F9716
CP No.: 11976

ANNEXURE - IA
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
SRS Entertainment India Limited
SRS Multiplex,
2nd Floor, City Centre,
Sector – 12,
Faridabad – 121 007

We have conducted a secretarial audit of the compliance of applicable statutory provisions and adherence to corporate practices by **SRS ENTERTAINMENT INDIA LIMITED** (CIN: U92490HR2014PLC053358)(hereinafter called “the Company”). The secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

We report that:

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
- 3) We have not verified the correctness and appropriateness of financial records, books of accounts and direct and indirect taxes of the Company.
- 4) Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures followed by the company on test basis.
- 5) While forming an opinion on compliance and issuing the secretarial audit report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2019 but before issue of the report.
- 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.

Based on our verification of the **SRS ENTERTAINMENT INDIA LIMITED**'s books, papers, forms and returns filed and other records maintained by the company **digitally and/ or in soft copies which were not duly authenticated for the purpose of token of acknowledgement** and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2019 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:

1. We have examined the books, papers, forms and returns filed and whatever other records maintained by SRS Entertainment India Limited in soft copies for the financial year ended on 31st March 2019 according to the provisions, to the extent applicable on the company, of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
Here we would like to state that during the financial year 2018-19, Mr. Anil Jindal was arrested on 05.04.2018 and sent to the Judicial Custody. There after, many senior managerial personnel have placed their resignation.
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under were not applicable;
 - (iii) The shares of the Company are in physical mode and hence, the Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder were not applicable;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not applicable during the period under review;
 - (v) **The Company being an unlisted public Company**, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), were not applicable on the company:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (vi) Other Laws as may be applicable to the Company to some extent.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India and these are not complied with.

During the period under review, the Company has not complied with provisions of the Act, rules, Regulations, Guidelines, Standards etc. mentioned with the following observations:

1. There are no physical records such as statutory registers of Register of Directors & KMP and their Shareholding, Register of Attendance of Board/ Committee Meetings, Register of Members etc. made available for the conduct of audit for the financial year 2018-19.
2. During the period under review, the Company had minimum three directors as per Act but Company being a wholly owned subsidiary of Indian Listed Company i.e. SRS Limited, the Board/ Committees were not duly constituted and also at the end of the financial year on 31.03.2019 as per provisions of the Act and SEBI.
3. There was one director who has filed his Resignation in Form DIR-11 but the same could not be filed by the Company.
4. The Company did not convene its Annual General Meeting within the prescribed time i.e. on or before 30.09.2018. However, the Company has convened the Annual General Meeting for the F/Y 2017-18 on 06.05.2019.
5. The Company has not appointed CFO and CS during the period under review and at the end of the financial year.
6. There were no constitution of committees of the Board during the period under review.

We are unable to comment that Notices were given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance as no such register was made available and furthermore, no system is there for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. We further report that minutes book were not shown and made available for verification.

We further report that there are no adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that as per the explanations and clarifications given to us and the representations made by the management, there are not adequate systems and processes in the company commensurate such as internal control with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

There were no Internal Auditors and also no Vigil Mechanism Policy was framed and placed on company's website during the period under review.

I further report that during the audit period following events/ actions have a major bearing on the Company's affairs in pursuance of the act, rules, regulations, guidelines, standards etc. referred herein below:

- (i) Subsequent to the arrest of Mr. Anil Jindal, Executive Director of the Company during the period under review has affected the Business of the Company. It has also seen various senior managerial personnel resigning from the Company and a director has also filed his Form DIR-11 for his resignation.
- (ii) The Directors of the Company namely Mr. Anil Jindal, Mr. Raju Bansal and Mr. Jogindar Lal Chhabra were disqualified u/s 164(2) of the Companies Act, 2013 on 15.02.2019 for a period starting from 30.09.2017 to 30.09.2022 by Registrar of Companies, NCT of Delhi & Haryana.
- (iii) The Directors' Report for the F/Y 2017-18 was signed by only one director.
- (iv) The Company did not maintain all the Statutory Registers/ Records under the Act.

We further report that the above secretarial audit report has been given on the records and information made available by the Company. As on date of this report the company has started making the compliance which were pending during the period under review.

For JATIN SINGAL & ASSOCIATES
Company Secretaries

Sd/-
(CS JATIN SINGAL)

Prop.

M. No.: F9716

CP No.: 11976

Place: Faridabad
Date: 29.08.2019

Annexure III to Board's Report EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[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 | - L74999HR2000PLC040183 |
| ii) Registration Date | - 29 th August, 2000 |
| iii) Name of the Company | - SRS Limited |
| iv) Category/Sub-Category of the Company | - Company limited by Shares/
Indian Non-Government Company |
| v) Address of the Regd. Office
And contact details | - SRS Multiplex, 2 nd Floor,
City Centre, Sector-12,
Faridabad-121007
Ph# 8448995132
Email Id: compliances@srsparivar.com |
| vi) Whether Listed Company | - Yes |
| vii) Name, Address and Contact | - Mr. Punit Mittal – General Manager
Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3 rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir,
New Delhi-110062
Ph#011-29961281
Fax#011-29961284 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are:-

Sl. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Cinemas	90002	98.77%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	SRS Entertainment India Limited SRS Multiplex, 2 nd Floor, City Centre, Sector-12, Faridabad-121007	U92490HR2014PLC053358	Subsidiary	100	2(87)(ii)
2.	SRS Smart Retail Limited (formerly known as SRS Bright Retail Limited) SRS Multiplex, 2 nd Floor, City Centre, Sector-12, Faridabad-121007	U52590HR2014PLC053448	Subsidiary	100	2(87)(ii)

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up 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	400	0	400	0.0001	400	0	400	0.0001	0
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0
c) State Govt.	0	0	0	0.00	0	0	0	0.00	0
d) Body Corporate	21035144	0	21035144	7.5508	21035144	0	21035144	7.5508	0
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
f) Any Other Directors & their Relatives	13537674	0	13537674	4.8595	13537674	0	13537674	4.8595	0
Sub-Total (A) (1)	34573218	0	34573218	12.4104	34573218	0	34573218	12.4104	0
2. Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = A(1) + A (2)	34573218	0	34573218	12.4104	34573218	0	34573218	12.4104	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	11775787	0	11775787	4.2270	11704131	0	11704131	4.2013	(0.0257)
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	1538400	0	1538400	0.5522	1538400	0	1538400	0.5522	0
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

I) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	13314187	0	13314187	4.7793	13242531	0	13242531	4.7535	(0.0258)
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	43421742	0	43421742	15.5867	31617454	0	31617454	11.3494	(4.2373)
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 Lakh	51919959	19398	51939357	18.6442	51878297	20578	51898875	18.6297	(0.0145)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 Lakh	124949778	20900	124970678	44.8596	138266669	19600	138286269	49.6396	4.78
c) Others									
Directors & their relatives	0	0	0	0.00	0	0	0	0.00	0.00
NRIs	5570601	0	5570601	1.9997	4268174	0	4268174	1.532	(0.465)
Clearing Members	438468	0	438468	0.1574	452366	0	452366	0.1624	0.00
HUF	4353775	0	4353775	1.5628	4243139	0	4243139	1.5231	0.00
Sub-Total (B) (2)	230654323	40298	230694621	82.8103	230726099	40178	230766277	82.8362	40.3637
Total Public Shareholding (B) = B(1) + B(2)	243968510	40298	244008808	87.5896	243968630	40178	244008808	87.5897	0.001
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	278541728	40298	278582026	100.00	278541848	40178	278582026	100	0

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of shares pledged/encumbered to total shares	
1.	Raju Gupta	400	0.00	0.00	400	0.00	0.00	0.00
2.	Vinod Kumar	200	0.00	0.00	200	0.00	0.00	0.00
3.	Vinod Jindal	0	0	0.00	0	0	0.00	(0.01)
4.	Naresh Kumar Goyal	0	0	0.00	0	0	0.00	(0.03)
5.	Jitender Kumar Garg	0	0	0.00	0	0	0.00	(0.03)
6.	Sunil Jindal	0	0	0.00	0	0	0.00	(0.15)
7.	Bishan Bansal	57000	0.02	0.00	57000	0.02	0.00	0.00
8.	Raju Bansal	58874	0.02	0.00	58874	0.02	0.00	0.00
9.	Anil Jindal	13421600	4.82	0.00	13421600	4.82	0.00	0.00
10.	Neelabh Engineers Pvt. Ltd.	1788381	0.64	0.00	1788381	0.64	0.00	0.00
11.	Madhav Tech India Pvt. Ltd.	5772	0.002	0.00	5772	0.002	0.00	0.00
12.	BTL Holding Company Ltd.	19240991	6.91	5.42	19240991	6.91	5.42	0.00
	TOTAL	34573218	12.41	5.42	34573218	12.41	5.42	0.00

iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Raju Gupta				
	At the beginning of the year	400	0.00	400	0.00
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	400	0.00	400	0.00

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2.	Vinod Kumar				
	At the beginning of the year	200	0.00	200	0.00
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	200	0.00	200	0.00

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3.	Vinod Jindal				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4.	Naresh Kumar Goyal				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5.	Jitender Kumar Garg				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6.	Sunil Jindal				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7.	Bishan Bansal				
	At the beginning of the year	57000	0.02	57000	0.02
	Change during the year	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	57000	0.02	57000	0.02

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8.	Raju Bansal				
	At the beginning of the year	58874	0.02	58874	0.02
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	58874	0.02	58874	0.02

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9.	Anil Jindal				
	At the beginning of the year	13421600	4.82	13421600	4.82
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	13421600	4.82	13421600	4.82

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10.	Neelabh Engineers Private Limited				
	At the beginning of the year	1788381	0.642	1788381	0.642
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	1788381	0.642	1788381	0.642

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
11.	Madhav Tech India Pvt. Ltd.				
	At the beginning of the year	5772	0.0021	5772	0.0021
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	5772	0.0021	5772	0.0021

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
12.	BTL Holding Company Ltd.				
	At the beginning of the year	19240991	6.91	19240991	6.91
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	19240991	6.91	19240991	6.91

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters, and holders of GDRs & ADRs)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Union Bank of India				
	At the beginning of the year	4345000	1.56	4345000	1.56
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	4345000	1.56	4345000	1.56

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2.	Live Star Marketing Pvt. Ltd.				
	At the beginning of the year	2693002	0.97	2693002	0.97
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	2693002	0.97	2693002	0.97

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3.	Kushagra Sales Agencies Pvt. Ltd.				
	At the beginning of the year	2676000	0.96	2676000	0.96
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	2676000	0.96	2676000	0.96

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4.	Central Bank of India				
	At the beginning of the year	2656360	0.95	2656360	0.95
	Change during the year	0	0	-	-
	At the end of the year (or on the date of separation, if separated during the year)	2656360	0.95	2656360	0.95

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5.	Roseview Finance & Investment Pvt. Ltd.				
	At the beginning of the year	2205838	0.79	2205838	0.79
	Change during the year	0	0	-	-
	At the end of the year (or on the date of separation, if separated during the year)	2205838	0.79	2205838	0.79

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6.	Parami Investments Private Limited				
	At the beginning of the year	6850631	2.4591	6850631	2.4591
	Sale of Shares-July,2018	(3700)	(0.0013)		(2.4578)
	At the end of the year (or on the date of separation, if separated during the year)	6846931	2.4578	6846931	2.4578

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7.	Dinesh Lodha				
	At the beginning of the year	4257500	1.5283	4257500	1.5283
	Purchase of Shares-November,2018	55	1.5282	4257555	1.5282
	Purchase of Shares-December, 2018	110	1.5283	4257665	1.5283
	At the end of the year (or on the date of separation, if separated during the year)	4257665	1.5283	4257665	1.5283

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8.	3A Capital Services Limited				
	At the beginning of the year	3034618	1.0893	3034618	1.0893
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	3034618	1.0893	3034618	1.0893

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9.	Hemant Kumar Motihar				
	At the beginning of the year	1706000	0.6124	1706000	0.6124
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	1706000	0.6124	1706000	0.6124

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10.	Shabnam Motihar				
	At the beginning of the year	1657525	0.595	1657525	0.595
	Change during the year	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	1657525	0.595	1657525	0.595

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Dr. Anil Jindal* (Chairman)				
	At the beginning of the year	13421600	4.82	13421600	4.82
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	13421600	4.82	13421600	4.82

*The tenure of Dr. Anil Jindal as WTD has expired on 31st May, 2018.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2.	Raju Bansal (Whole-Time Director)				
	At the beginning of the year	58874	0.02	58874	0.02
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	58874	0.02	58874	0.02

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3.	Sh. Vinod Kumar** (Non-Executive Director)				
	At the beginning of the year	200	0.00	200	0.00
	Change during the year	0	0.00	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	200	0.00	200	0.00

**Sh. Vinod Kumar has filed his resignation in Form-DIR-11 with MCA w.e.f.1st May, 2018.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4.	Dr. (Ms.) Navneet Kwatra@ (C.O.O. & Company Secretary)				
	At the beginning of the year	25500	0.009	25500	0.09
	Sale of Shares During the Year	(25500)	(0.009)	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

@Ms. Navneet Kwatra has resigned on 09.05.2018.

V. INDEBTEDNESS

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

(₹ in lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	83,293.43	-	7,433.59	90,727.02
ii. Interest due but not paid	17,509.02	-	-	17,509.02
iii) Interest accrued but not due	0.38	-	1,469.58	1,469.96
Total (i + ii + iii)	1,00,802.83	-	8,903.17	1,09,706.00
Change in indebtedness during the financial year				
· Addition	4,937.97	-	311.46	5,449.43
· Reduction	(12.51)	-	0	(12.51)
Net Change	4,925.46	-	311.46	5,236.96
Indebtedness at the end of the financial year				
i. Principal Amount	84,081.90	-	7,433.66	91,515.56
ii. Interest due but not paid	21,646.39	-	-	21,646.39
iii. Interest accrued but not due	-	-	1,780.97	1,780.97
Total (i + ii + iii)	1,05,728.29	-	9,214.63	1,14,942.92

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Dr. Anil Jindal *(Executive Chairman)	Sh. Raju Bansal (Whole-Time Director)	Total Amount
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) of the Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission As % of Profit Others, specify	NIL	NIL	NIL
5.	Others	NIL	NIL	NIL
	Total (A)			
	Ceiling as per the Act			

*The tenure of Dr. Anil Jindal as WTD as expired on 31-05-2018.

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Sh. Jogindar Lal Chhabra (Resigned on 7.05.2018)	Sh. Vaibhav Gupta (Resigned on 01.04.2018)	Sh. Lalit Kumar (Resigned on 09.04.2018)	Total Amount
1.	Independent Directors · Fees for attending Board Meetings · Fees for attending committee meetings · Commission · Others	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
Sl. No.	Particulars of Remuneration	Vinod Kumar (Filed his resignation in Form DIR-11) W.e.f.01-05-2018	Sh. Sandeep (Filed his resignation in Form DIR-11) W.e.f.04-07-2018		Total Amount
2.	Independent Directors · Fees for attending Board Meetings · Fees for attending committee meetings · Commission · Others				
	Total (2)				
	Total Managerial Remuneration (A+B)	Rs.			
	Overall ceiling as per the Act	For Executive Directors-Rs.60,00,000/- p.a. per managerial personnel For Non-Executive/Independent Directors - Rs.1,00,000 for attending each meeting of Board of Directors or Committee Meetings			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		*Company Secretary	Chief Financial Officer		
		Ms. Navneet Kwatra Resigned on 09.05.2018	Mr. Sachin Goyal Resigned on 28.04.2018	Mr. Vikash Sharma Appointed on 01.03.2019	
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) of the Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			2,10,000/-	2,10,000/-
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - As % of Profit - Others, specify	NIL	NIL		NIL
5.	Others	NIL	NIL	NIL	NIL
	Total			2,10,000/-	2,10,000/-

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made (if any)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			NIL		
Punishment					
Compounding					

Form AOC -I

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1	Sl. No.	(1)	(2)
2	Name of the subsidiary	SRS Entertainment India Ltd (Audited)	SRS Smart Retail Ltd
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period		Audited/Uaudited Financial Statements are not provided by the Management of SRS Smart Retail Limited
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N/A	
5	Share Capital	266,600,000	
6	Reserves & surplus	(87,675,329)	
7	Total Assets	261,950,598	
8	Total Liabilities	83,025,927	
9	Investments	25,000	
10	Turnover	198,942,247	
11	Profit before taxation	(46,382,470)	
12	Provision for taxation	8,074,001	
13	Profit after taxation	(54,456,471)	
14	Proposed Dividend		
15	% of Shareholding	100.00%	100.00%

CORPORATE GOVERNANCE REPORT

1. Initiation of Corporate Insolvency Resolution Process (CIRP)

The Company was admitted into Corporate Insolvency Resolution Process (CIRP) by National Company Law Tribunal (NCLT) vide order dated 21st August, 2018 under Section 7 of the Insolvency and Bankruptcy Code, 2016 and the powers of the existing Board of Directors of the Company are suspended from the date of the order as per Section 17 of the IBC and vested with Mr. Ashok Kumar Gulla, Resolution Professional. Since the Powers of the Board of Directors are vested with the Resolution Professional, the management of the affairs of the Company will be under the overall control, supervision and guidance of the Resolution professional from the date of the order till the completion of Corporate Insolvency Resolution Process.

As per the Insolvency and Bankruptcy Code, 2016 public announcement were made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest ("EOI") were invited for submitting the Resolution Plan for SRS Limited. The Resolution Plans received from the applicants were placed before the Committee of Creditors for approval. The plan submitted did not get through and an application under Section 33 of the Insolvency and Bankruptcy Code, 2016 were filed for the suitable orders.

2. BOARD OF DIRECTORS

The details of the Directors during the financial year 2018-19:

Name of Director	DIN	Category	Dates of Changes among directors Appointment/Cessation
Dr. Anil Jindal	00005585	Chairman (Whole-Time Director)	His tenure as WTD has expired on 31.05.2018
Sh. Raju Bansal	00007344	Whole-Time Director	-
Sh. Vinod Kumar	00013729	Non-Executive Director	He has filed his Form-DIR-11 for resignation on MCA portal w.e.f.1 st May, 2018
Sh. Sandeep	07904913	Non-Executive Director	He has filed his Form-DIR-11 for resignation on MCA portal w.e.f.4 th July, 2018
Sh. Jogindar Lal Chhabra	02956330	Non-Executive & Independent Director	Resigned on 7 th May, 2018
Sh. Lalit Kumar	02956291	Non-Executive & Independent Director	Resigned on 9 th April, 2018
Sh. Vaibhav Gupta	07429261	Non-Executive & Independent Director	Resigned on 1 st April, 2018
Sh. Yogesh Kumar	08121697	Non-Executive & Independent Director	Appointed on 9 th May, 2018
			Resignation given to Resolution Professional but not tabled before the CoC
Sh. Rajesh Yadav	08124130	Non-Executive & Independent Director	Appointed on 9 th May, 2018
			He has filed his Form-DIR-11 for resignation on MCA portal w.e.f.12 th September, 2018

CORPORATE GOVERNANCE REPORT

Dr. Anil Jindal, Sh. Raju Bansal, Sh. Vinod Kumar, Sh. Lalit Kumar, Sh. Jogindar Lal Chhabra, and Sh. Vaibhav Gupta have been disqualified u/s 164(2) of the Companies Act, 2013 from 30/09/2017 to 30/09/2022 by the Registrar of Companies, NCT of Delhi & Haryana.

Since, April, 2018, due to frequent resignations of Directors, the Company is not complying with the provisions of the Companies Act, 2013 as well as SEBI (LODR), 2015 in respect of Board of Directors and Composition of Committees.

Due to initiation of Corporate Insolvency Resolution Process, the powers of the Board of Directors & Committees are suspended pursuant to the provisions of the IBC, 2016.

3. AUDIT COMMITTEE

Due to resignations of Directors, there was no Audit Committee constituted during the year.

The role & powers of the Audit Committee pursuant to the provisions of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows: -

Role of the Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment, re-appointment, replacement, removal, remuneration and terms of appointment of statutory auditors, fixation of audit fees and approval of payment to statutory auditors for any other services rendered by them.
3. Review and monitor the auditor's independence & performance and effectiveness of audit process;
4. Reviewing with the management the annual financial statements and auditor's report thereon before submission to the Board for approval, focusing primarily on the following:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
 - Any changes in the accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Qualifications in the draft audit report
 - Significant adjustments made in the financial statements arising out of audit findings
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with listing agreement and provisions of all applicable laws relating to financial statements
 - Adequacy & effectiveness of internal financial control systems
 - Any related party transactions i.e. transactions of the Company of material nature with promoters/management/KMP or their relatives, holding/subsidiaries/associates/Joint Venture Company etc. that may have potential conflict with the interest of the Company at large.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Approval or any subsequent modification of transactions of the company with related parties;
7. Examination of the periodic financial statements and the auditor's report thereon
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Monitoring & reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

CORPORATE GOVERNANCE REPORT

12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower & Vigil mechanism adopted by the Company.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Reviewing the Company's financial and risk management policies.

Powers of Audit Committee

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

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

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

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

4. NOMINATION & REMUNERATION COMMITTEE

Due to resignations of Directors, there was no Nomination & Remuneration Committee constituted during the year.

The role of Nomination and Remuneration Committee is as follows:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
2. To formulate the criteria for evaluation of Independent Directors and the Board;
3. Devise a policy of Board diversity;
4. To identify persons who are qualified to become Directors, and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and carry out evaluation of every Director's performance;
5. To approve in the event of loss or inadequate profits in any year the minimum remuneration payable to the Managing Director/Whole Time Directors within limits and subject to the parameters as prescribed in Schedule V of the Companies Act, 2013.

CORPORATE GOVERNANCE REPORT

The Nomination and Remuneration Committee ensures that:

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors of the quality required to run the Company successfully;
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The Remuneration Policy of the Company:

A. For Executive Directors

The Details of remuneration paid to Executive Directors for F.Y.2018-19 is as follows: -

(In Rs.)

Name of Director	Designation	Salary	Other Emoluments	Total Remuneration
Dr. Anil Jindal*	Chairman (Executive)	33,306	-	33,306
Sh. Raju Bansal	Whole-Time Director	12,60,000	-	12,60,000

*The tenure of Dr. Anil Jindal as WTD has expired on 31st May, 2018.

B. For Non-Executive/Independent Directors

The Details of remuneration paid to Non-Executive/Independent Directors for F.Y.2018-2019 is as follows: -

(In Rs.)

Name of Director	Sitting Fees for attending Board Meetings	Sitting Fees for attending Committee Meetings	Total Sitting Fees	Remarks
Sh. Jogindar Lal Chhabra	-	-	-	Resigned on 7 th May, 2018
Sh. Lalit Kumar	-	-	-	Resigned on 9 th April, 2018
Sh. Vaibhav Gupta	-	-	-	Resigned on 1 st April, 2018
Sh. Vinod Kumar	-	-	-	He has filed his Form-DIR-11 for resignation on MCA portal w.e.f. 1 st May, 2018
Sh. Sandeep	-	-	-	He has filed his form-DIR-11 for resignation on MCA portal w.e.f. 4 th July, 2018
Total	-	-	-	

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Due to resignations of Directors, there was no Nomination & Remuneration Committee constituted during the year.

The role of the Committee is as follows: -

- To consider and approve requests for transfers, transmissions, dematerialization/ rematerialization and issue of fresh share certificates on replacement/sub-division/ consolidation, issue of duplicate share certificates on loss whether by theft, misplacement or otherwise;
- To review the status of dematerialization of Company's shares and matters incidental thereto;
- To review and monitor the approval to the transfers and transmission made by any Director under executive authority delegated to him from time to time;
- To monitor the matters of litigation related to shareholders/deposit holders and take decisions relating thereto;

CORPORATE GOVERNANCE REPORT

- e. To consider, review and monitor the matters related to the shareholders/deposit holders grievances, and to look into the redressing of shareholders/deposit holders and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, non-receipt of interest & principal amount etc.;
- f. To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the company;
- g. To deal with any other matters related and/or incidental to the shareholders/deposit holders.
- h. Perform such other functions as may be necessary or appropriate for the performance of its duties.

During the financial year 2018-19, the status of shareholders/investors complaints are as follows=

S. No.	Period	Opening	Received during quarter	Resolved during quarter	Closing
1.	1 st April, 2018 to 30 th June, 2018	Nil	Nil	Nil	Nil
2.	1 st July, 2018 to 30 th September, 2018	Nil	Nil	Nil	Nil
3.	1 st October, 2018 to 31 st December, 2018	Nil	Nil	Nil	Nil
4.	1 st January, 2019 to 31 st March, 2019	Nil	Nil	Nil	Nil

*Note: The Company has received some complaints related to delay/non-payment of interest or principal amount to the Public/Fixed Deposits Holders from Ministry of Corporate Affairs (MCA) during the year under review.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As on 31st March, 2019, the Corporate Social Responsibility Committee comprises of the following members: -

- | | | |
|-----------------|---|--|
| Dr. Anil Jindal | - | Member (Under Judicial Custody since 11th April, 2018) |
| Sh. Raju Bansal | - | Member |

7. GENERAL BODY MEETINGS

A. Annual General Meetings

During the preceding three years, the Company's three Annual General Meetings were held as under:

Year	Venue	Day/Date	Time
2017-18	Basement-1, SRS Multiplex, City Centre, Sector-12, Faridabad-121007	Tuesday/14.05.2019	11:30 A.M.
2016-17	"Eternity" Auditorium SRS Tower, 8th Floor, Near Metro Station Mewla Maharajpur, G.T. Road, Faridabad-121003	Wednesday/27.09.2017	1:00 P.M.
2015-16	"SRS Banquet" Near SRS Multiplex, City Centre, Sector – 12, Faridabad – 121007	Friday/30.09.2016	03.00 P.M.

In the previous AGMs for the financial year 2015-16, 2016-17 & 2017-18 all resolutions were passed with requisite majority by mode of e-voting and ballot paper.

One special resolution was passed at the Annual General Meeting for financial year 2015-16 held on 30th September, 2016:-

- Re-classification of Status of Promoter(s) as Non-Promoter(s).

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B. Extra Ordinary General Meetings

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

C. Resolutions passed through Postal Ballot

During the year, in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated 21st February, 2018 was sent to all the Shareholders as on the cut-off date i.e. 23rd February, 2018.

The notice was sent through electronic mode to all the Members whose email addresses were registered with Company/Depository Participant(s) and physical copies to all the members by Registered Post for conducting the Postal Ballot for the following matters: -

1. Selling/Disposing off Cinemas & Retail Business
2. Sale of "SRS Value Bazaar" Business to Spencer's Retail Limited

In compliance with Section 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014 the Company has offered e-voting facility to all the Shareholders of the Company through e-voting services provided by Central Depository Services (India) Limited (CDSL) facilitating Shareholders to cast their votes electronically.

The Company has completed the dispatch of the Postal Ballot Notice dated 21st February, 2018 in respect to the Special Resolutions proposed to be passed by Postal Ballot, along with the Postal Ballot Form and pre-paid Business Reply Envelope to its members on 28th February, 2018.

The voting commenced on Thursday, 1st March, 2018 (1000 hours) and ended at 1700 hours, on Friday, 30th March, 2018.

The Board had appointed Mrs. Savita Trehan, Company Secretary in Practice as Scrutinizer to conduct the postal ballot process in a fair and transparent manner. The Scrutinizer had submitted her report to Sh. Raju Bansal, Whole-Time Director on 31st March, 2018.

On the basis of the Scrutinizer's Report, the result of Postal Ballot was announced by Sh. Raju Bansal, Whole-Time Director on 31st March, 2018.

Details of voting patterns for Item No.1 of the Selling/Disposing off Cinemas & Retail Business

Resolution Required					Special Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100				
Promoter and Promoter Group	E-Voting	34573218	32778465	94.81	32778465	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		32778465	94.81	32778465	Nil	100	Nil
Public-Institutions	E-Voting	13314187	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	230694621	1470595	0.64	1404279	66316	95.49	4.51
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0	Nil
	Total		1470595	0.64	1404279	66316	95.49	4.51
Total		278582026	34249060	12.29	34182744	66316	99.81	0.19

Details of voting patterns for Item No.2 of the Sale of "SRS Value Bazaar" Business to Spencer's Retail Limited

CORPORATE GOVERNANCE REPORT

Resolution Required					Special Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34573218	32778465	94.81	32778465	Nil	100	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		32778465	94.81	32778465	Nil	100	Nil
Public-Institutions	E-Voting	13314187	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	230694621	1460805	0.63	1421357	39448	97.30	2.70
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0	Nil
	Total		1460805	0.63	1421357	39448	97.30	2.70
Total		278582026	34239270	12.29	34199822	39448	99.88	0.12

None of the resolution is proposed is to be conducted through Postal Ballot in the ensuing Annual General Meeting.

8. MEANS OF COMMUNICATION

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

The quarterly/half yearly and annual financial results are generally published in The Financial Express, in English and Jansatta, in Hindi.

9. GENERAL SHAREHOLDER INFORMATION

a) 19th Annual General Meeting

Day Monday
Date 30th September, 2019
Time 11:30 A.M.
Venue Basement-1, SRS Multiplex,
City Centre, Sector-12,
Faridabad-121007

b) **Financial Year**
1st April to 31st March

c) **Financial Calendar**
1st Quarter Results 5th June, 2019
2nd Quarter Results 11th June, 2019
3rd Quarter Results 15th June, 2019
4th Quarter & Annual Results 11th August, 2019

CORPORATE GOVERNANCE REPORT

d) ISIN for NSDL & CDSL
INE219H01039

e) **Book Closure**

Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

f) **Unclaimed Refund, Interest & Dividend as on 31st March, 2019**

*Amount unclaimed in Refund Account - Rs.1,49,900/-

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

Amount unclaimed in Dividend Account (F.Y. 2011-12) - Rs.73,378/-

Amount unclaimed in Dividend Account (F.Y.2012-13) - Rs.64,801/-

Note-* & ** These amounts are required to be transferred to Investor Education & Protection Fund but the process is still pending.

g). **Listing on Stock Exchanges**

BSE Limited
14th Floor, P J Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

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

h) **Listing fees to Stock Exchanges**

The Company has paid the Annual Listing Fees to the BSE Limited for the financial year 2019-2020. But the payment of NSE is still pending.

i) **Stock Code**

BSE - 533569

NSE - SRSLTD

j) **Share Price Data**

BSE Ltd.

Month	High (Rs.)	Low (Rs.)	No. of Shares
April, 2018	1.02	0.53	10955738
May, 2018	0.73	0.47	2926493
June, 2018	0.63	0.46	2026263
July, 2018	0.54	0.40	1573440
August, 2018	0.51	0.38	1747497
September, 2018	0.45	0.36	1158954
October, 2018	0.36	0.31	1287850
November, 2018	0.43	0.31	1361888
December, 2018	0.38	0.30	1309259
January, 2019	0.33	0.27	1011381
February, 2019	0.29	0.25	901632
March, 2019	0.32	0.25	1259683

National Stock Exchange of India Limited (NSE)

CORPORATE GOVERNANCE REPORT

Month	High (Rs.)	Low (Rs.)	No. of Shares
April, 2018	1.00	0.45	36181938
May, 2018	0.85	0.35	25910407
June, 2018	0.60	0.45	7776083
July, 2018	0.55	0.35	7504246
August, 2018	0.50	0.40	8112644
September, 2018	0.45	0.30	4654622
October, 2018	0.40	0.30	3076558
November, 2018	0.45	0.30	3374160
December, 2018	0.40	0.30	2817657
January, 2019	0.35	0.25	2900617
February, 2019	0.30	0.20	3492673
March, 2019	0.35	0.25	3363963

k) **Registrar and Transfer Agents**

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

l) **Share Transfer System**

Stakeholders Relationship Committee has been constituted, in terms of the Companies Act, 2013, to approve all the transfers, transmission, remat of shares etc. and all shares transfer/ transmission/ transposition/dematerialization is handled by our Registrar and Transfer Agents, M/s. Beetal Financial & Computer Services Pvt. Ltd. All the work of transfer/transmission etc. is done within the minimum stipulated time.

m) **Distribution of shareholding**

Shareholding of Normal Value (Rs.) 10	No. of Shareholder	% to Total	No. of Shares	Amt. in (Rs.)	% to Total
UP TO 5000	13627	39.28	2939434	29394340.00	1.0551
5001 TO 10000	5696	16.42	5126848	51268480.00	1.8403
10001 TO 20000	4346	12.52	7247528	72475280.00	2.6016
20001 TO 30000	2209	6.36	5892691	58926910.00	2.1152
30001 TO 40000	1246	3.59	4585289	45852890.00	1.6459
40001 TO 50000	1475	4.25	7158843	71588430.00	2.5697
50001 TO 100000	2724	7.85	21402762	214027620.00	7.6828
100001 And Above	3365	9.70	224228631	2242286310.00	80.4893
TOTAL--->>>	34688	100.00	278582026	2785820260.00	100.0000

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Shareholding pattern as on 31st March, 2019

Category	No. of Shareholders	No. of Shares	% to Total
Promoters			
Individuals	5	13538074	4.86
Bodies Corporate	3	21035144	7.55
Total (Promoters)	8	34573218	12.41
Public			
Financial Institutions/Banks	6	11704131	4.20
Insurance Company	1	1538400	0.55
Bodies Corporate	232	31617454	11.35
NRIs - Repatriable	211	3253734	1.17
NRIs – Non-Repatriable	69	1014440	0.36
Individuals & Others	34161	194880649	69.95
Total (Public)	34680	244008808	87.59
TOTAL	34688	278582026	100

n) **Dematerialization of Shares**

As on 31st March, 2019–27,85,41,848 shares equivalent to 99.99% were held in demat form.

o) There has been no outstanding GDRs/ADRs/warrants or any convertible instruments.

p) **Custodial Fees to Depositories**

The Company has not paid the annual custodial fees for the financial year 2019-20 to Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

q) **Secretarial Audit**

As stipulated by SEBI, a Company Secretary in Practice conducts the Secretarial Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories i.e. NSDL and CDSL, and the total issued and listed capital of the Company for the F.Y.2018-2019.

r) **Request to Investors**

i) Investors holding shares in electronic form are requested to deal only with their respective depository participant for change of address, nomination facility, bank account number etc.

ii) All requests and other communications/correspondence should be sent at the Company's Registered Office at: -

SRS Limited

SRS Multiplex, 2nd Floor,

City Centre, Sector-12,

Faridabad, NCR Delhi – 121003

Ph. # 8448995132

Email: compliances@srsparivar.com.

10. **Annual Secretarial Compliance Report**

Pursuant to SEBI circular no. CIR/CFD/CMD/1/27/2019 dated 8th Feb., 2019 the Annual Secretarial Compliance Report for the year ended 31st March, 2019 is annexed as Annexure - A

11. **DISCLOSURES**

a) The Company has not appointed Woman Director after 21st February, 2018 as required by the Companies Act, 2013 and SEBI (LODR), 2015.

b) The Chairman of the Company, Dr. Anil Jindal is under Judicial Custody under FIR No.111–130/2018 and FIR No.483/2017 since 11th April, 2018.

c) There were frequent resignations of Directors as well as Company Secretary & Chief Financial Officer since April, 2018. There is no proper composition of the Board. Most of the senior employees and other staff has also resigned.

CORPORATE GOVERNANCE REPORT

- d) The application filed by State Bank of India under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code") for initiation of Corporate Insolvency Resolution Process ("CIRP") of SRS Limited ("Corporate Debtor") under the provisions of Insolvency and Bankruptcy Code, 2016. The application was admitted by Hon'ble NCLT, Chandigarh Bench vide Order dated 21.08.2018 ("Insolvency Commencement Date").

The Hon'ble NCLT vide its order dated 21.08.2018, has appointed Mr. Ashok Kumar Gulla, Insolvency Professional having IBBI Registration No IBBI/IPA-003/IP-N00024/ 2017-2018/ 10174, as the Interim Resolution Professional ("IRP"). Subsequently, the IRP was appointed as Resolution Professional under the provisions of Insolvency and Bankruptcy Code, 2016.

As per the Insolvency and Bankruptcy Code, 2016 public announcement were made inviting the claims from the creditors and during the Corporate Insolvency Resolution Process ("CIRP") Expression of Interest ("EOI") were invited for submitting the Resolution Plan for SRS Limited. The Resolution Plans received from the applicants were placed before the Committee of Creditors for approval. The plan submitted did not get through and an application under Section 33 of the Insolvency and Bankruptcy Code, 2016 were filed for the suitable orders.

- e) Due to initiation of Corporate Insolvency Resolution Process since 21st August, 2019, the powers of the Board of Directors & committees thereof has been suspended.
- f) During the F.Y. 2018-2019 the Company is not complying with the various Regulations of the SEBI (LODR), 2015 and BSE & NSE has imposed penalties under various Regulations which are still pending for payment. After the commencement of CIRP, the Company has made efforts to comply with the pending compliances.
- g) Dr. Anil Jindal and Sh. Raju Bansal who along with other ex-directors of the Company has been declared disqualified for a period of 30/09/2017 to 30/09/2022 by the Registrar of Companies, NCT of Delhi & Haryana.
- h) The Company has appointed Chief Financial Officer on 1st March, 2019 and Company Secretary on 2nd April, 2019.
- i) The Company has applied for extension of time for conducting of AGM for the F.Y.2017-2018 but it was rejected and it was conducted on 14th May, 2019 after a delay of 7.5 months.
- j) The Company along with Directors/Ex-Directors, Employees/Ex-Employees has been facing issues such as investigation by SFIO, SEBI, ED and other Authorities.
- k) The Company has not complied with the various provisions of the Companies Act, 2013 and SEBI (LODR), 2015 since, April, 2018. Due to this reason, the Stock Exchanges has imposed penalties on the Company which are still pending.

The Company has started doing pending compliances from February, 2019 and has completed the same.

Note:

The Company is undergoing CIRP and the Executive Chairman is currently under Judicial custody and all other Directors has been disqualified vide order dated February 15, 2019 under Section 164 (2) hence no Director is on board of the company therefore no director is available for signing this Report, Hence this report has been initialed by CFO, CS and RP in order to meet the compliance.

For SRS Limited
(Under CIRP)

Place: Faridabad
Date: 30.08.2019

Sd/-
(Vikash Sharma)
Chief Financial Officer

Sd/-
(Jyotsna Nanda)
Company Secretary
M.No.: A-29399

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record
IBBI Reg. No.: IBBI/IPA-003/IP-N00024/2017-2018/10174

Annexure-A
SECRETARIAL COMPLIANCE REPORT OF
M/s SRS LIMITED FOR THE YEAR ENDED 31.03.2019
(Pursuant to SEBI Circular No. CIR/CFD/CMD/1/27/2019 dated February 08, 2019)

I, CS Jatin Singal, Prop. Jatin Singal & Associates, Company Secretaries (FCS No. 9716 and CP No. 11976) have examined:

- (a) all the documents and records made available to us and explanation provided by M/s SRS Limited (CIN: L74999HR2000PLC040183)
- (b) the filings/ submissions made by the M/s SRS Limited, to the stock exchanges,
- (c) website of the M/s SRS Limited,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) **the Securities Contracts (Regulation) Act, 1956 ("SCRA")**, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
Not applicable during the period under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits Regulations, 2014);
Not applicable during the period under review
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
Not applicable during the period under review
- (g) Securities and Exchange Board of India (Issue and Listing of Non – Convertible and Redeemable Preference Shares) Regulations, 2013;
Not applicable during the period under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has not complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder wherever applicable , and also in respect of the matters specified below:-

Sr. No.	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Appointment of Company Secretary as per Regulation 6(1) of SEBI (LODR) Regulations, 2015	During the financial year 2018-19, the company did not appoint Company Secretary after resignation of earlier Company Secretary w.e.f. 09.05.2018.	As on date of this report it was observed that the Company Secretary and Compliance Officer was appointed w.e.f. 2 nd April 2019.

2	Appointment of Compliance Officer as per Regulation 6(2) of SEBI (LODR) Regulations, 2015	During the financial year 2018-19, the company did not appoint Compliance Officer after resignation of earlier Compliance Officer w.e.f. 16.04.2018.	As on date of this report it was observed that the Company Secretary and Compliance Officer was appointed w.e.f. 2 nd April 2019.
3	Regulation 7(3) of SEBI (LODR) Regulations, 2015	Non filing of Compliance Certificate w.r.t. Share Transfer Facility for the half year ended on 30.09.2019	It was observed while going through portal of Stock Exchange that the same has been filed on 27.02.2019.
4	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Non filing of quarterly statements regarding investor complaints for the quarters ended on 30.06.2018, 30.09.2018 and 31.12.2018.	It was observed while going through portal of Stock Exchange that statements have been filed on 26.02.2019.
5	Regulation 17 of SEBI (LODR) Regulations, 2015	Board was not constituted properly.	The Company had informed regarding the same to Stock Exchanges vide its letter dated 07.05.2018.
6	Regulation 18, 19, 20, 21 of SEBI (LODR) Regulations, 2015	Non constitution of Committees	Due to non constitution of Board, the Committees were also not formed and hence no such meeting was held till date of commencement of Corporate Insolvency Resolution Process.
7	Regulation 22 of SEBI (LODR) Regulations, 2015	No such policy was found in place	The Company has reported a fraud to Stock Exchanges vide its letter dated 07.05.2018.
8	Regulation 24 of SEBI (LODR) Regulations, 2015	No appointment of Independent Director on Board of unlisted subsidiary company.	The Company had informed regarding the non constitution of Board and hence, no such appointment in subsidiary company.
9	Regulation 24A of SEBI (LODR) Regulations, 2015	Non conducting of Secretarial Audit in unlisted subsidiary company	As informed by the Company, there was no Secretarial Audit conducted for unlisted subsidiary company.
10	Regulation 31 of SEBI (LODR) Regulations, 2015	Non filing of Shareholding Pattern quarters ended on 30.06.2018, 30.09.2018 and 31.12.2018	It was observed while going through portal of Stock Exchange that the same were reported on 18.02.2019.

11	Regulation 33 of SEBI (LODR) Regulations, 2015	Non filing of Financial Results for the year ended on 31.03.2018 and quarters ended on 30.06.2018, 30.09.2018, 31.12.2018	It was observed while going through portal of Stock Exchange that Annual Audited Financial Results for the F/Y 2017-18 both Standalone and Consolidated were filed on 29.03.2019 as on date of this report.
12	Regulation 40(9) of SEBI (LODR) Regulations, 2015	Non filing of Certificate for Transfer/ Transmission of Securities for the half year ended on 30.09.2018	It was observed while going through portal of Stock Exchange that certificate was filed on 29.04.2019.
13	Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996	Non filing of Share Reconciliation Report for the quarter ended on 30.06.2018, 30.09.2018 and 31.12.2018	It was observed while going through portal of Stock Exchange that reports were filed on 22.04.2019

- (b) The listed entity has not maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of the records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

The Stock Exchange(s) had sought a clarification from the Company regarding the media news related to fraud and arrest of Dr. Anil Jindal, Chairman & WTD (Promoter) and Mr. Bishan Bansal (Promoter) which was suitably replied.

It is hereby reported that the Company has been facing several issues which includes Corporate Insolvency Resolution Process (CIRP), Investigation by SFIO, SEBI, ED and other Authorities also. Due to all these issues and non availability of letters/ mails as might have been received from SEBI/ Stock Exchange(s) regarding any show cause/ penalty or for any prosecution by the concerned authorities could not be located and it cannot be denied that the SEBI or Stock Exchange(s) have not taken any action or imposed any fine/ penalty as the case may be.

The Chairman, Dr. Anil Jindal along with other promoter Mr. Bishan Bansal were arrested in matter of fraud last year on 11.04.2018 and after that there were several resignations from many Top level management including Directors and other Key Managerial Personnel (KMPs). And during that Period, the Company has changed its Registered Office also.

Company were also ordered to go under the Corporate Insolvency Resolution Process (CIRP) w.e.f. 21.08.2018 and since then, the Company has been trying to fulfill all the pending compliance to the extent possible. After commencement of CIRP the Board has been suspended and no such meeting of Board or Committee was held till end of the financial year on 31.03.2019.

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g Fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
EXPLAINED AS ABOVE				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the Previous reports	Observation made in the secretarial compliance report for the year ended--(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

This being the first year of reporting since the date of notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.

For **JATIN SINGAL & ASSOCIATES**
Company Secretaries

Place: Ludhiana
Date: 29.05.2019

Sd/-
(CS JATIN SINGAL)
Prop.
M. No.: FCS 9716
C.P. No. 11976

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SRS LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

1. Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 (IBC)

The Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") admitted an insolvency and bankruptcy petition filed by a lender against SRS Limited ("the Company") and appointed Mr. Ashok Kumar Gulla to act as Interim Resolution Professional (IRP) with direction to initiate appropriate action contemplated under extant provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules. In their meeting held on 20th September, 2018, Committee of Creditors (CoC) approved appointment of IRP as Resolution Professional (RP).

2. Qualified Opinion

We have audited the accompanying standalone Ind AS financial statements of SRS Limited ("the Company"), which comprise the Balance sheet as at 31st March, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

3. Basis for Qualified Opinion

We draw attention to the following:

- (a) **Material Uncertainty relating to Going Concern:** We refer Note 1 to the standalone financial statements, in respect of preparation of financial statements of the Company on going concern basis for the reasons stated therein. As on 31st March, 2019, the Company has negative net worth of Rs. 103167 lakhs and the Current Liabilities exceed Current Assets by Rs. 118838 lakhs. The Company has obligations towards fund-based borrowings aggregating Rs. 105670 lakhs, that are due/overdue and are payable to the bankers. Further, there are liabilities towards public deposits amounting to Rs. 9225 lakhs, operational creditors and statutory dues. Above stated liabilities are showing differences as stated in Note 36. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. As a result of ongoing matters, we are unable to determine as to whether any adjustment that would have been necessary and required to be made in respect of trade receivable, trade payables, borrowings, current liabilities, loans and advances and contingent liabilities, as at 31st March, 2019; and in respect of the corresponding possible impact of such items and associated elements on the statement for the year ended on that date, should the Company be unable to continue as a going concern. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying standalone financial statements.

- (b) Note 36 to the statement, in respect of various claims, submitted by the operational creditors, employees and other creditors of the Company to Resolution Professional (RP) pursuant to the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulation, 2016, that are showing differences with book balances. We are unable to comment upon the adjustments required and consequential impact on the accompanying statements.

We further refer Note 37 in respect of non-availability of confirmations of trade receivables, loans & advances and trade payables. Balance confirmations, wherever received in case of trade receivables, loans & advances and trade payables, are under reconciliation and impact is pending to be given in books of account.

- (c) We refer Note 38 to the standalone financial statements, in respect of balances available with statutory authorities and input credits aggregating Rs.9.93 lakhs that are subject to reconciliation, filing of return and admission by the respective statutory authorities and no provision has been made. Thus, we are unable to comment whether any provision for impairment in the value of these balances is required.
- (d) We refer Note 31 to the statement. As mentioned in the said Note, no interest expense has been booked on borrowings for the period after initiation of Corporate Insolvency Resolution Process (CIRP) i.e. 21st August, 2018 to the reporting period. Syndicate Bank and Oriental Bank of Commerce have charged interest aggregating Rs. 657 lacs after initiation of CIRP i.e. 21st August, 2018 to the reporting period, however, the effect of such interest charged in the bank statements has not been given in the books of account. In absence of necessary information, we are unable to comment upon the shortfall in provision for interest and consequential impact on the accompanying standalone financial statements.
- (e) We refer Note 31 to the statement. As mentioned in the said Note, no interest expense has been booked on public deposits for the period after 21st August, 2018. We also observed that on matured public deposits, interest was being provided @11.75% p.a. As per Rule 17 of Acceptance of Deposits Rules, 2015, a company shall pay a penal rate of interest of eighteen per cent p.a. for the overdue period of deposits, whether secured or unsecured, matured and claimed but remaining unpaid. In absence of necessary information, we are unable to comment upon the shortfall in provision for interest and consequential impact on the accompanying standalone financial statements.
- (f) The Company has investment of Rs. 2,676 lakhs in wholly owned subsidiary companies – Rs. 2,666 lakhs in SRS Entertainment India Ltd and Rs. 10 lakhs in SRS Smart Retail Ltd. Additionally, the Company has to recover Rs. 22 lakhs from SRS Smart Retail Ltd, on account of sales/ advance given. As per information and explanation given to us, net worth of wholly owned subsidiary companies is below the Company's exposure to them. No provision for diminution/ doubtful amount has been made in investments made and/or other amounts recoverable. We are unable to comment on the appropriateness of the carrying value of such investments and other amounts recoverable and their consequential impact on the financial results for the year and the financial position of the Company as at 31st March, 2019.
- (g) We refer Note 3 to the standalone financial statements. Property, Plant and Equipment (PPE) amounting to Rs. 217 lakhs (WDV) were written off and Loss amounting to Rs. 738 lakhs was incurred on sale of PPE (Prior to CIRP). Further Provision for doubtful Trade Receivables and Loans & Advances was made and Receivables/ Loans & Advances were written off aggregating Rs. 127.62 lakhs during the year ended 31st March, 2019. In this respect management's representation was received that the write offs/ provisions were made and losses were incurred since the assets were found short or were discarded or were doubtful of recovery due to lack of proper controls and follow-up. Also, Provision for doubtful Trade Receivables and Loans & Advances no longer required was written back aggregating Rs. 86.15 lakhs during the year ended 31st March, 2019.

Foreign Trade Receivables aggregating Rs. 14653 lakhs* as on 31st March, 2019 (including Rs.14191 lakhs out of sale to parties from inventories sent by NSEZ unit of the Company located in India to UAE Branch through Branch transfer) on account of sale during the FY 2015-16 and FY 2016-17 in UAE were not backed by any security. Furthermore, in terms of RBI regulations, in case of delay in export realisations beyond the stipulated period, application though required, was not made to the Bank. In absence of alternative corroborative evidence, we are unable to comment on the recoverability of foreign outstanding.

*provided for in books of account.

- (h) Certain debtors have claimed 'no dues' in their balance confirmations to the Company for the year ended 31 March 2019 since as per them, they had actually made sales to the Company or they were entitled to certain discounts. Based on such differences in balance confirmations and/or balance confirmations not received over a longer period of time and/or action taken for recovery but no results materializing, in our opinion, Trade Receivables (other than Foreign Trade Receivables) and Advances aggregating Rs.64282 lakhs, though provided for, are yet to be written off.
- (i) Rs. 7.86 lakhs (31.03.18: Rs. Nil) are recoverable on account of advance given/ expenses from Ex-Directors, pertaining to period before CIRP.
- (j) As per settlement agreement dated 28th May, 2018, the Company sold its multiplex property in Gorakhpur for Rs. 110 lakhs (including GST of Rs. 17 lakhs). The book value of such property was Rs.865 lakhs and the sale resulted in loss of Rs. 772 lakhs. Also, the Company was to recover Rs. 60 lakhs (Net) towards security deposit, which was also w/off in Statement of Profit and Loss. For the said transaction, no valuation report was available.
- The Company sold its multiplex property in Bareilly for Rs. 450 lakhs (including GST of Rs. 71 lakhs) as per settlement agreement dated 07th Aug, 2018. The book value of such property was Rs.338 lakhs and the sale resulted in profit of Rs. 41 lakhs. Amount received against the sale was Rs. 250 Lakhs and balance of Rs. 200 Lakhs is still outstanding. For the said transaction, no valuation report was available
- (k) The Company has been facing issues such as investigation by SFIO, SEBI, ED and other Authorities. Also, as per filings made by the Company from time to time with stock exchanges, there have been certain regulatory non-compliances w.r.t. the Companies Act, 2013 and the Listing Obligation and Disclosure Requirements (LODR) of Stock Exchanges. Various issues being involved and the matters having not been concluded yet, the Company is in the course of evaluating the impact to the extent ascertainable. Eventually, in respect of such matters, no liability has been booked as on 31st March, 2019.
- (l) We refer Note 20 regarding the required disclosures and liability for interest, if any, to Suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. In this respect, sufficient information is not available with the Company.
- (m) Deposit Repayment Reserve Account for the Fixed deposits at the close of the year, required under Section 73(2)(c) of the Companies Act, 2013 equal to 15% of the deposits maturing in the year and in the year following were found short by Rs. 1082lakhs as on 31st March, 2019 (net of Fixed Deposit amounting to Rs. 37 lakhs with bank). We are unable to comment on the financial implications in respect of the same.

We conducted our audit of the standalone Ind AS financial statements in accordance with the standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of

the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone Ind AS financial statements.

4. Emphasis of matter

As mentioned in Annual Report of the Company for the FY ended 31st March, 2018, certain divisions were closed down in that year and majority of employees left the Company. Certain Whole-Time Directors also left or their term of appointment expired. Full & final settlement has not been made in all the cases and as explained to us, was still in process. In this respect, we have relied upon management's representation that the difference between liability provided towards retirement benefits & other dues and additional liability that may arise, shall not be material.

Our opinion is not qualified in respect of above matter.

5. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters described below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	<p>Revenue Recognition</p> <p>The Company mainly derives its revenue from sale of movie tickets (Box office revenue), sale of food items, advertisement income and convenience fees.</p>	<p>Principal Audit Procedure</p> <p>In view of the significance of the matter we applied following audit procedures in this area, among others to obtain sufficient appropriate audit evidence</p> <p>We assessed and tested the effectiveness of relevant controls, including automated controls, over revenue within each of the revenue streams.</p> <p>We inspected the terms of significant revenue contracts and assessed whether they were consistent with the basis of revenue recognized by the Company.</p> <p>We matched the data underlying the calculation of admission revenue to sales records and other systems having assessed the relevant controls relating to the recording of that revenue.</p>

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	<p>Litigations – Contingencies</p> <p>The Company has ongoing litigations with various authorities and third parties which could have a significant impact on the results, if the potential exposures were to materialise.</p> <p>The amounts involved are significant, and the application of accounting standards to determine the amount, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective.</p> <p>Claims against the Company not acknowledged as debts are disclosed in the Financial Statements by the Company after a careful evaluation of the facts and legal aspects of the matters involved. The outcome of such litigation is uncertain and the position taken by management involves significant judgment and estimation to determine the likelihood and/or timing of cash outflows and the interpretation of preliminary and pending court rulings.</p> <p>Refer Note 25 to the Standalone Financial Statements</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <p>Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. Supporting documentation are tested for the positions taken by the management, meetings are conducted with legal team, to confirm the operating effectiveness of these controls.</p> <p>Additionally, considering the effect of new information in respect of contingencies as at 1st April, 2018 to evaluate whether any change was required in the management's position on these contingencies as at 31st March, 2019.</p>

6. Information Other than the standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a

material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

7. Responsibilities of the Management and those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

We refer Note 5 to the standalone financial statements. As mentioned in the said Note, pursuant to ongoing Corporate Insolvency Resolution Process (CIRP), powers of the Board of Directors stand suspended and such powers are exercisable by Resolution Professional (RP).

8. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

9. Other Matter

In terms of the Joint Responsibility Statement (as per Standards on Auditing-299) forming part of the Engagement Letter:

- Audit of Cinema Business, Retail Business (discontinued operations) and part of un-allocable Business whose financial statements reflect total assets of Rs. 7199 lakhs as at 31st March, 2019 and total revenue of Rs. 9090 lakhs for the year ended on that date has been carried out by M/s SVP & Associates; and
- Audit of Corporate & Other Business, Gold & Jewellery Business (discontinued operations) and part of un-allocable Business whose financial statements reflect total assets of Rs. 12033 lakhs as at 31st March, 2019 and total revenue of Rs. 91 lakhs for the year ended on that date has been carried out by M/s Oswal Sunil & Co.

Our opinion is not modified in respect of above matter.

10. Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
- Subject to matters stated in 'Basis for Qualified Opinion', 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 (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- (e) The matters described under “Basis for Qualified Opinion” and “Emphasis of Matter” paragraph, in our opinion, may have an adverse effect on the functioning of the Company;
- (f) In terms of section 17 (1) (b) of the Insolvency and Bankruptcy Code, 2016 (“the Code”), the powers of the Board of Directors have been suspended and are exercised by the Resolution Professional. Hence, written representation from directors have not been taken on record by the Board of Directors. Accordingly, we are unable to comment whether none of the directors is disqualified as on March 31, 2019 from being appointed as a director in the terms of Section 164 (2) of the Act;
- (g) 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. Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company’s internal financial control over financial reporting;
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (i) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. We have relied on management’s representation that the Company has disclosed the impact of pending litigations as at 31st March, 2019 on its financial position in its standalone financial statements (refer Note 25).
 - ii. Except for the effects/possible effects of matters described under basis of qualified opinion paragraph, the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company did not have any derivative contracts
 - iii. There were delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SVP & Associates**
Chartered Accountants
Firm Registration No. 003838N

For **OSWAL SUNIL & COMPANY**
Chartered Accountants
Firm Registration No. 016520N

Sd/-

(CA Pankaj Kumar)
Partner
Membership No. 091822
UDIN: 19091822AAAAAT4807

Sd/-

(CA Naresh Kumar)
Partner
Membership No. 085238
UDIN: 19085238AAAABH4051

Place: Faridabad
Date: 11th August, 2019

Place: Faridabad
Date: 11th August, 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(As referred to in paragraph (i) under the heading 'Report on Other Legal and Regulatory Requirements' of our report to the members of SRS Limited on the accounts for the year ended 31st March, 2019)

- (I) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Excepting fixed assets aggregating Rs. 28.62 lakhs (WDV), the fixed assets were physically verified by the Management and discrepancies noticed on verification between the physical assets and the book records were dealt with in books of account. As on 31st March, 2019, Fixed assets have been written off amounting to Rs. 217 lakhs (WDV)- refer para 3(g) of 'Basis for Qualified Opinion' forming part of this Report and Note 3 to the standalone financial statements. Other than Leasehold Improvements, Electrical Fittings, Furniture & Fittings, etc., Fixed Assets written off consisted of Plant & Machinery, Office Equipment, Computers and Vehicles.
- (c) According to the information and explanations given to us, title deeds of the immovable properties have been mortgaged with lenders i.e. bankers towards security of the borrowings raised by the Company. On the basis of our examination of the records of the Company and the copies of the title deeds available with the Company, the title deeds of immovable properties are held in the name of the Company.
- The Company sent a mail to bankers seeking confirmation of the original title deeds of immovable properties held by them. However, confirmation from the bankers was not received as on the date of our Report.
- (ii) The inventory has been physically verified by the management at reasonable intervals during the year. According to the information and explanations given to us, for inventory physically verified during the year, the discrepancies between the physical stocks and the books were not material and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), 3(iii) (b) and 3(iii) (c) of the Order are not applicable to the Company.
- (iv) As mentioned in para 3(i) of 'Basis for Qualified Opinion' forming part of this report, Rs. 7.86 lakhs are recoverable on account of advance given/ expenses from Ex-Directors. Except for the amount recoverable from Ex-Directors, in our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not complied with the directives (to the extent applicable) issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under with regard to deposits accepted from the public, in respect of maintenance of liquid assets (refer para 3(m)) of 'Basis for Qualified Opinion' forming part of this report) and in respect of provisions regarding acceptance, repayment of deposits and payment of interest.

No order has been passed by Company Law Board or Reserve Bank of India or any Court or any other Tribunal. However, the Order/s (including Final Order dated 21st December, 2017) for extension in repayment of deposits and payment of interest issued by National Company Law Tribunal were not complied with fully. The amount involved thereof is not ascertainable as the Order/s provided for staggered payments over a period of time.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

- (vi) According to information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, provisions of Clause 3 (vi) of the order are not applicable to the company.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax (GST), cess and other material statutory dues, as applicable, have not been regularly deposited to the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Nature of the dues	Amount (Rs. in lakhs)	Period to which it relates	Date of Payment
Income Tax Act, 1961	TDS	390	March 2017 to June 2018	-
Income Tax Act, 1961	TDS as per Traces Website	9.40	Up to FY 2018-19	-
CGST Act, 2017 & IGST Act, 2017	GST (HP)	27.94	July 2017 to September 2018	-
CGST Act, 2017 & IGST Act, 2017	GST (HR)	533.39	July 2017 to September 2018	Payment of Rs.19.21 Lakhs pertaining to Aug'18 and Sept'18 made on 6 th July, 2019
CGST Act, 2017 & IGST Act, 2017	GST (UP)	608.34	July 2017 to August 2018	-
CGST Act, 2017 & IGST Act, 2017	GST (PB)	273.91	July 2017 to September 2018	Payment of Rs.59.55 Lakhs pertaining to Aug'18 and Sept'18 made on 28 th June,2019
CGST Act, 2017 & IGST Act, 2017	GST (DL)	49.62	July 2017 to March 2018	-
Finance Act, 1994	Service Tax	125.90	April 2016 to June 2017	-
The Delhi Value Added Tax Act, 2004	VAT (Delhi)	133.28	April 2017 to June 2017	-
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	EPF	101.09	August 2017 to September 2018	-
The Employees' State Insurance Act, 1948	ESI	64.78	August 2017 to September 2018	Payment of Rs.2.56 Lakhs pertaining to Aug'18 and Sep'18 made on 09 th , 12 th & 25 th of April 2019
UP Vat Act, 2008	VAT and Interest	801.94	FY 2014-15	-
UP Vat Act, 2008	VAT and Interest	682.47	FY 2015-16	-
Companies Act, 2013	Investor Education & Protection Fund	1.79	FY 2011-12	-

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(b) According to the information and explanations given to us and records of the Company examined by us, particulars of statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax (GST), cess and other material statutory dues, as applicable, which have not been deposited on account of any dispute are as under:

Name of the Statute	Nature of the dues*	Amount* (Rs. in lacs)	Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax and Interest	4,189.76	AY 2010-11	CIT Appeals, Gurugram
-do-	-do-	7,555.68	AY 2011-12	-do-
-do-	-do-	733.19	AY 2012-13	-do-
-do-	-do-	795.41	AY 2013-14	-do-

*net of tax paid under protest/ refund adjusted

(viii) As stated in Note 19 to the standalone financial statements, the amounts of borrowings from banks including interest are overdue and there is continuing default as on 31st March, 2019. While referring to repayment schedule stipulated in the sanction letter and subsequent developments, we are unable to provide periods of default. Details of defaults in repayment of borrowing and interest are given below:

Particulars	Principal (Rs. in lakhs)	Interest (Rs. in lakhs)
Cash Credit	73,555	17,825
Demand Loan	10,000	3,654
Corporate Loan	475	161
Total	84,030	21,640

The Company does not have any debentures issued, loans or borrowings from the government.

- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. The term loans were applied for the purposes for which they were raised.
- (x) Based upon the audit procedure performed for the purpose of reporting the true and fair view and on the basis of the information and explanations given by the management, we are unable to comment whether or not there was any fraud by the Company or on the Company by its officers or employees.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) As per our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards, except disclosure of corporate guarantee given by M/s SRS Knowledge & Technologies Pvt. Ltd., in which Ex-Executive Chairman of the Company is a director (also Refer footnote to Note 19 of Financial Statements). In this respect, working and information is as provided by the management, for which we have relied on the management representation.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

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

For **SVP & Associates**
Chartered Accountants
Firm Registration No. 003838N

For **OSWAL SUNIL & COMPANY**
Chartered Accountants
Firm Registration No. 016520N

Sd/-

(CA Pankaj Kumar)
Partner
Membership No. 091822
UDIN: 19091822AAAAAT4807

Sd/-

(CA Naresh Kumar)
Partner
Membership No. 085238
UDIN: 19085238AAAABH405

Place: Faridabad
Date: 11th August, 2019

Place: Faridabad
Date: 11th August, 2019

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SRS 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 controls over financial reporting of SRS Limited ("the Company") as of 31st March, 2019 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the 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 qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Basis for Qualified Opinion

In our opinion and according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2019:

The Company did not have appropriate internal financial controls over:

- (a) The Company did not have appropriate internal financial controls as mentioned in para 3(g) of 'Basis for Qualified Opinion' forming part of this Report.
- (b) Possible Impairment Losses - The Company's internal financial controls over use of assumptions for analysis of asset impairments were not operating effectively which could potentially result in the Company not recognizing possible impairment losses.
- (c) We refer para 3(j) of 'Basis for Qualified Opinion' forming part of this Report. Internal financial controls were lacking for sale of Property, Plant and Equipment (PPE).

Further the company did not have any internal audit system during the year.

The inadequate supervisory and review control over Company's process in respect of aforesaid assessment in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in preparation and presentation of financial statement including the profit/loss after tax.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, except for the possible effects of material weaknesses described in "basis of qualified opinion" paragraph above, 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, 2019, 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. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended on 31st March, 2019,

and these material weaknesses have affected our opinion on the standalone financial statements of the Company and we have issued a qualified opinion on the standalone financial statements.

For **SVP & Associates**
Chartered Accountants
Firm Registration No. 003838N
UDIN: 19091822AAAAAT4807

For **OSWAL SUNIL & COMPANY**
Chartered Accountants
Firm Registration No. 016520N
UDIN: 19085238AAAABH4051

Sd/-

(CA Pankaj Kumar)
Partner
Membership No. 091822

Sd/-

(CA Naresh Kumar)
Partner
Membership No. 085238

Place: Faridabad
Date: 11th August, 2019

Place: Faridabad
Date: 11th August, 2019

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	12,445.95	14,829.95
Intangible assets	3	22.31	42.00
Financial Assets			
Investments	4	2,676.82	2,676.82
Other financial assets	5	532.63	588.62
Other non-current assets	6	262.48	317.99
Total Non-Current Assets		15,940.19	18,455.38
Current Assets			
Inventories	7	50.31	48.25
Financial Assets			
Trade receivables	8	457.08	286.87
Cash and cash equivalents	9	1,025.73	283.31
Bank Balance other than above	10	48.92	58.50
Other financial assets	11	1,464.47	1,278.62
Other current assets	12	245.23	203.56
Total Current Assets		3,291.74	2,159.11
Total Assets		19,231.93	20,614.49
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	13	27,858.20	27,858.20
Other Equity	14	(131,025.44)	(125,598.73)
Total Equity		(103,167.24)	(97,740.53)
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	15	-	22.45
Other financial liabilities	16	81.78	31.78
Provisions	17	87.59	94.92
Deferred Tax Liabilities	18	100.17	351.02
Total Non-Current Liabilities		269.54	500.17
Current Liabilities			
Financial Liabilities			
Short-Term Borrowings	19	90,999.34	90,188.68
Trade Payables	20	2,368.45	2,494.64
Other financial liabilities	21	25,813.17	21,421.78
Provisions	22	98.29	118.69
Current Tax Liabilities (Net)	23	137.06	137.06
Other Current Liabilities	24	2,713.32	3,494.00
Total Current Liabilities		122,129.63	117,854.85
Total Liabilities		122,399.17	118,355.02
Total Equity and Liabilities		19,231.93	20,614.49

Significant Accounting Policies

1-2

Accompanying Notes from 1 to 54 are integral part of the financial statements

As per our report of even date attached

For **SVP & Associates**
(Chartered Accountants)
Firm Regn. No. 003838N

For **Oswal Sunil & Company**
(Chartered Accountants)
Firm Regn. No. 016520N

For **SRS Limited**

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug.-2019

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238
(70)

Sd/-
(Vikash Sharma) Chief Financial Officer
Sd/-
(Jyotsna Nanda) Company Secretary

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

₹ in Lacs

Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
Continuing Operations			
Income			
Revenue from Operations	26	8,869.68	11,372.05
Other Income	27	311.11	98.08
Total Income		9,180.79	11,470.13
Expenses			
Cost of materials consumed	28	487.02	740.14
Exhibition Cost	29	2,689.76	3,128.16
Employee benefits expense	30	1,082.46	1,491.20
Finance Costs	31	5,313.18	1,106.58
Depreciation and amortisation expense	32	959.64	1,152.07
Other Expenses	33	4,300.81	7,144.20
Total		14,832.87	14,762.35
Loss from continuing operations before Tax		(5,652.08)	(3,292.22)
Less: Tax Expense			
-Earlier Year Tax		-	(10.03)
-Deferred Tax		(250.85)	4,132.55
		(250.85)	4,122.52
Loss for the year from continuing operations		(5,401.23)	(7,414.74)
Discontinued Operations			
Loss from discontinued operations before Tax		-	(138,690.37)
Less: Tax Expenses		-	-
Loss from discontinued operation after tax		-	(138,690.37)
Loss for the year after tax		(5,401.23)	(146,105.11)
Other Comprehensive Income/(Expense)			
Remeasurement of net defined benefit plans		(25.47)	17.70
Total Comprehensive Income for the year		(5,426.70)	(146,087.41)
Earning per share :			
(Refer Note No 40)			
Face Value per Equity Share (in ₹)		10.00	10.00
From Continuing Operations			
-Basic & Diluted (in ₹)			
From Continuing Operations		(1.94)	(2.66)
From Discontinued Operations		-	(49.78)
Total Basic & Diluted from continuing & discontinued operations (in ₹)		(1.94)	(52.44)

Significant Accounting Policies

1-2

Accompanying Notes from 1 to 54 are integral part of the financial statements

As per our report of even date attached

For **SVP & Associates**
(Chartered Accountants)
Firm Regn. No. 003838N

For **Oswal Sunil & Company**
(Chartered Accountants)
Firm Regn. No. 016520N

For **SRS Limited**

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug.-2019

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238

Sd/-
(Vikash Sharma) Chief Financial Officer
Sd/-
(Jyotsna Nanda) Company Secretary

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital

	Number	₹ in Lacs
As at 1st April, 2017	278,582,026	27,858.20
Changes in equity share capital during the year	-	-
As at 31st March, 2018	278,582,026	27,858.20
Changes in equity share capital during the year	-	-
As at 31st March, 2019	278,582,026	27,858.20

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income (OCI)	₹ in Lacs
	Security Premium Account	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans	Total
As at 1st April, 2017	12678.03	192.96	7606.22	11.47	20488.68
Profits for the year	-	-	(146,105.11)	-	(146,105.11)
Other comprehensive income for the year	-	-	-	17.70	17.70
Total comprehensive income for the year	-	-	(146,105.11)	17.70	(146,087.41)
As at 31st March, 2018	12,678.03	192.96	(138,498.89)	29.17	(125,598.73)
Profits for the year	-	-	(5,401.23)	-	(5,401.23)
Other comprehensive income for the year	-	-	-	(25.47)	(25.47)
Total comprehensive income for the year	-	-	(5,401.23)	(25.47)	(5,426.70)
As at 31st March, 2019	12,678.03	192.96	(143,900.12)	3.70	(131,025.43)

Accompanying Notes from 1 to 54 are integral part of the standalone financial statements

As per our report of even date attached

For SVP & Associates
(Chartered Accountants)
Firm Regn. No. 003838N

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug.-2019

For Oswal Sunil & Company
(Chartered Accountants)
Firm Regn. No. 016520N

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238

For SRS Limited

Sd/- Sd/-
(Vikash Sharma) (Jyotsna Nanda)
Chief Financial Officer Company Secretary
Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

₹ in Lacs

Sr. No.	Particulars	For the year ended	
		31 st Mar, 2019	31 st Mar, 2018
I	Cash flow from continuing operations		
A	Cash Flow from Operating Activities		
	Net Profit before tax (as per Statement of Profit and Loss)	(5,652.08)	(3,292.22)
	Adjustments to reconcile net profit to net cash provided by operating activities		
	Depreciation and amortisation expense	959.64	1,152.07
	Bad debts & balance w/off	114.79	98.53
	Provision for doubtful debts	8.83	234.30
	Provision for doubtful loans & advances	4.00	475.96
	Finance Cost	5,313.18	1,106.58
	Interest Income	(4.70)	(8.91)
	Loss / (Profit) on sale of property, plant & equipments	737.70	273.14
	Foreign Exchange Fluctuation	0.02	-
	Property, Plant and Equipment & CWIP written off	216.80	1,570.14
	Changes in assets and liabilities		
	Increase/(Decrease) in Trade Payables	(126.20)	(17.29)
	Increase/(Decrease) in Other financial liabilities, other liabilities and provisions	(851.19)	(31,990.19)
	(Increase)/Decrease in Inventories	(2.06)	6.69
	(Increase)/Decrease in Trade Receivables	(179.06)	(213.63)
	(Increase)/Decrease in Loans, other financial assets and other assets	(90.26)	(550.57)
	Cash Flow from Operating Activities before Tax	449.41	(31,155.40)
	Direct Taxes Paid		
	Net Cash Flow from Operating Activities before Tax (A)	449.41	(31,155.40)
B	Cash Flow from Investing Activities		
	Purchases of Property, Plant and Equipment	(1.20)	(30.22)
	Proceeds from Sale of Property, Plant and Equipment & CWIP	290.75	51.29
	Interest Income	11.23	16.59
	Loans (Given)/Refund to/(from) Subsidiary Company	-	54.37
	Investment in Subsidiary	-	(10.00)
	Net Cash Flow from Investing Activities (B)	300.78	82.03
C	Cash Flow from Financing Activities		
	Repayments of Long Term Borrowings	(12.13)	(31.28)
	Net Proceed from Short Term Borrowing	10.07	-
	Repayments of Short Term Borrowings	-	(195.80)
	Interest Paid	(64.21)	(630.97)
	Net Cash Flow from Financing Activities (C)	(66.27)	(858.05)
	Net Increase in Cash and Cash Equivalents (A+B+C)	683.92	(31,931.42)
II	Cash flow from discontinued operations		
A	Cash Flow from Operating Activities	-	31,796.94
B	Cash Flow from Investing Activities	-	20.92
C	Cash Flow from Financing Activities	-	(371.34)
	Net Increase in Cash and Cash Equivalents (A+B+C)	-	31,446.52
	Net Increase in Cash and Cash Equivalents (I + II)	683.92	(484.90)
	Cash and Cash Equivalent at the beginning of the year	341.81	826.71
	Cash and Cash Equivalent at the end of the year	1025.73	341.81
	Net Increase in Cash and Cash Equivalents	683.92	(484.90)

Accompanying Notes from 1 to 54 are integral part of the financial statements

As per our report of even date attached

For **SVP & Associates**
(Chartered Accountants)
Firm Regn. No. 003838N

For **Oswal Sunil & Company**
(Chartered Accountants)
Firm Regn. No. 016520N

For **SRS Limited**

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug.-2019

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238

Sd/-
(Vikash Sharma)
Chief Financial Officer

Sd/-
(Jyotsna Nanda)
Company Secretary

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

1 Corporate Information

- 1.1 During the CIRP the Resolution Professional invited Expression of Interest for Submission of Resolution Plan for SRS Limited. Potential Resolution Applicants had submitted their Resolution Plan with the Resolution Professional which were put up for approval before the Committee of Creditors, the Resolution Plan received was not approved by Committee of Creditors and hence the Resolution Professional has filed application under Section 33(1) of the Insolvency and Bankruptcy Code, 2016 on May 17, 2019 praying for the appropriate order including Liquidation. As per Regulation 32 (e) and 32 (f) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 the "The Liquidator may Sell the Corporate Debtor as the Going Concern" and "The Liquidator may sell the business of the Corporate Debtor as the going concern" i.e. Cinema division, Since the order of Liquidation has not been pronounced till the date of filling of these Results and, further, the Corporate Debtor can be sold as the Going Concern in the Liquidation process as well, Hence the results for the year ended March 31, 2019 has been prepared on the Going Concern Basis. The company as on date of signing of Balance sheet has only 2 Directors, Mr. Raju Bansal and Mr. Anil Jindal and apart from above mentioned directors all the directors have resigned, Mr Anil Jindal is under the Judicial Custody since April 5, 2018 and the company does not have a Chief Financial officer and a Company Secretary, Hence the Financial Statements has been signed by the only available Director Mr. Raju Bansal confirming the accuracy and completeness of Financial Statements.

2 Significant Accounting Policies

2.1 Basis of Preparation

"The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value."

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Current and non-current classification

The financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

2.2 Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

2.3 Revenue Recognition

The Company has aligned its policy of revenue recognition with Ind AS 115 "Revenue from Contracts with Customers" which is effective from April 1, 2018. However, in view of the nature of the revenue stream of the Company, the adoption of Ind AS 115 did not have any impact on the revenue recognition and measurement in respect of its revenue from operations.

- i Revenue from sale is recognized when the significant risk and rewards in respect of ownership of the goods are transferred to customer.
- ii Revenue from theatre business is recognized on the basis of tickets sold for the period under accounting.
- iii Entertainment tax collection in respect of its multiplex set up in Uttar Pradesh (U.P.) has been recognised as revenue on sale of tickets, considering the exemption from payment of entertainment tax upto a specified period in terms of the scheme of U.P. state government.
- iv Revenue from Lease Rent, Common Area Maintenance (CAM) Charges and Interest is recognized on a time proportion basis.
- v Advertisement revenue is recognized as and when advertisement is displayed.
- vi Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

2.4 Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

"Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- Depreciation on leasehold improvements is charged over the period of lease.
- Depreciation on assets costing ₹5,000 or less is provided @100% over a period of one year."

"Freehold land is not depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate."

2.5 Intangible Assets

"Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful life by major class of finite-life intangible asset is as follows: Computer software - 5 years.

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. "

2.6 Borrowing Costs

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

2.7 Impairment of non-financial assets

"The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets."

2.8 Inventories

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

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

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

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

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

2.9 Foreign Exchange Transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.

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

Non-monetary items are carried at cost.

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

"In respect of foreign branch, the company has adopted integral foreign operation approach as per Ind AS 21 and accordingly revenue items have been converted at date of transaction date. Monetary Assets and Liabilities are converted at the year-end exchange rate. Exchange gain or loss arising out of above is charged to Statement of Profit & Loss."

2.10 Tax expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current Tax:

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

Minimum Alternate Tax (MAT) Credit:

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

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

2.11 Employee benefits

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and the undiscounted amount of such employee benefits are recognised in Statement of Profit and Loss in the period in which the employee renders the related services. These benefits include salaries, wages, bonus, performance incentives etc.

Defined Benefit Plan

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

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged to 'Employee benefits expense' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Defined Contribution Plan

Contributions to defined contribution schemes such as employee provident fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

2.12 Segment reporting

Identification of segments

As defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segment and are as set out in the significant accounting policies.

Allocation of common costs

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

Unallocated items

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

Segment policies

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

2.13 Leases**Operating lease****As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.14 Cash Flow Statement

Cash flows are reported using the indirect method in accordance with Ind AS 7, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

2.15 Earning Per Share

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

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

2.16 Miscellaneous Expenditure

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

2.17 Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.18 Financial Instruments**a). Financial Assets**

"Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified and measured at:-• amortised cost• fair value through profit and loss (FVTPL)."

Investments in subsidiaries, joint ventures and associates

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

Investments in quoted equity instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Investments in unquoted equity instruments

Unquoted equity investments are stated at cost.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

b). Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.19 Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

3. Property, Plant and Equipment

Description	Gross Carrying Value				Depreciation				Net Carrying Value	
	As At 01.04.18	Additions	Sale /Adjustment*	As At 31.03.19	As At 01.04.18	for the year	on Sale / Adjustment*	As At 31.03.19	As At 31.03.19	As At 31.03.18
Land	2,461.26	-	-	2,461.26	-	-	-	-	2,461.26	2,461.26
Buildings	5,878.03	-	26.87	5,851.16	885.08	95.81	2.74	978.15	4,873.01	4,992.95
Leasehold Improvements	8,703.96	-	1,833.99	6,869.97	4,034.39	401.58	946.92	3,489.05	3,380.92	4,669.57
Plant & Machinery	4,621.20	1.20	959.29	3,663.11	2,683.41	285.76	572.93	2,396.24	1,266.87	1,937.79
Office Equipment	335.93	-	111.43	224.50	290.14	15.61	97.60	208.15	16.35	45.79
Furniture & Fittings	1,688.11	-	304.87	1,383.24	1,122.35	106.84	228.13	1,001.06	382.18	565.76
Computers	210.92	-	64.34	146.58	187.92	5.48	58.50	134.90	11.68	23.00
Vehicles	320.14	-	203.05	117.09	186.31	30.22	153.12	63.41	53.68	133.83
TOTAL	24,219.55	1.20	3,503.84	20,716.91	9,389.60	941.30	2,059.94	8,270.96	12,445.95	14,829.95
Previous Year	32,519.87	107.38	1,647.81	30,979.44	10,548.20	1,749.18	1,269.16	11,028.22	19,951.22	

Intangible Assets

Description	Gross Carrying Value				Amortisation				Net Carrying Value	
	As At 01.04.18	Additions	Sale /Adjustment*	As At 31.03.19	As At 01.04.18	for the year	on Sale / Adjustment*	As At 31.03.19	As At 31.03.19	As At 31.03.18
Computer Software (Bought Out)	146.55	-	7.42	139.13	104.55	18.34	6.07	116.82	22.31	42.00
TOTAL	146.55	-	7.42	139.13	104.55	18.34	6.07	116.82	22.31	42.00
Previous Year	354.11	4.57	215.05	143.63	281.74	22.99	215.05	89.68	53.95	

* Property, Plant & Equipment having written down value of Rs. 216.80 lacs (Gross block of Rs. 753.96 lacs & Accumulated Depreciation of Rs. 537.15 lacs) has been written off on the basis of shortfall in the physical verification conducted by the management.

Note No.	Particulars	31-Mar-19	31-Mar-18
4	Investments		
	Investments in Subsidiary		
	SRS Entertainment India Limited (Formerly known as SRS Entertainment Limited) {26660000 Equity Shares of Rs. 10 Each}	2,666.00	2,666.00
	SRS Smart Retail Limited (Formerly known as SRS Bright Retail Limited) {1,00,00,000 Equity Shares of Rs. 10 Each at 10 paisa}	10.00	10.00
	Other Investment		
	Investment in National Savings Certificates (NSC)*	0.82	0.82
	Total	2,676.82	2,676.82
	* Investment in government securities are unquoted and at amortised cost.		
5	Other financial assets		
	Security Deposits		
	Gross Value		
	Considered Good	595.19	727.80
	Considered Doubtful	257.67	257.67
		852.86	985.47
	Less : Discounting to present value as per IndAS 109	111.40	180.73
	Present Value of Security Deposit	741.46	804.74
	Other Bank Balances-Restricted Cash		
	-Fixed Deposits pledged with bank for bank guarantees given to authorities	48.84	41.55
	Total	790.30	846.29
	Less : Provision for doubtful recoveries	257.67	257.67
	Net Amount	532.63	588.62
6	Other non-current assets		
	Income Tax Recoverable (Refer note no. 25)	174.48	174.48
	Deferred Portion of Security Deposits	88.00	143.51
	Total	262.48	317.99
7	Inventories		
	Raw Material	50.31	48.25
	Total	50.31	48.25
8	Trade Receivables		
	Unsecured, Considered Good *	457.08	286.87
	Considered Doubtful	130,326.98	129,501.42
		130,784.06	129,788.29
	Less: Provision for Doubtful Debts	130,326.98	129,501.42
	Total	457.08	286.87
	* Include Rs. 30.11 lacs (PY Rs. 26.23 Lacs) receivable from related parties (refer note no. 44)		
9	Cash and cash equivalents		
	Cash on Hand	47.01	180.57
	Balances with banks		
	-in Current Accounts	528.30	102.74
	-in Deposits Accounts with maturity period of less than 3 months	450.42	-
	Total	1,025.73	283.31

Note No.	Particulars	31-Mar-19	31-Mar-18
10	Bank balances other than above		
	-in Deposit Accounts	45.75	55.33
	'Fixed Deposits pledged / earmarked with bank for bank guarantees given to authorities / Deposit Repayment		
	-in Earmarked Accounts		
	'Share Application Money received for Allotment of Securities due for refund	1.79	1.79
	Unclaimed Dividend Account	1.38	1.38
		48.92	58.50
10.1	FDR Balances with Bank		
	(Kept as margin Money against guarantees / Pledged with Sales Tax Authorities)		
	Deposit Account with Bank		
	-Upto 3 months maturity from date of deposit	450.42	-
	-Upto 12 months maturity from date of deposit	1.12	-
	-Maturity more than 12 months but within one year from the reporting date	44.63	74.11
	Shown as Current Assets	496.17	74.11
	-Maturity more than 12 months but after one year from the reporting date	48.84	9.49
	Shown as Non-Current Assets	48.84	9.49
	Total	545.01	83.60
11	Other financial assets		
	Advances to Employees	69.64	66.37
	Interest Accrued but not Due	0.26	9.58
	Other Receivables		
	From Related Parties (refer note no. 44)	465.31	498.30
	From Others	998.63	772.08
	Total	1,533.84	1,346.33
	Less : Provision for doubtful recoveries *	69.37	67.71
	Net Amount	1,464.47	1,278.62
	* Details for provision for doubtful recoveries		
	Other Receivables	2.27	2.27
	Advance to Employees	67.10	65.44
	Total	69.37	67.71
12	Other current assets		
	GST / VAT Recoverable	9.93	10.58
	TDS Receivable	97.72	79.83
	Prepaid Expenses	23.59	15.88
	Advances to Suppliers & Creditors	429.59	452.50
	Total	560.83	558.79
	Less : Provision for doubtful recoveries *	315.60	355.23
		245.23	203.56
	* Details for provision for doubtful recoveries		
	Advance to Suppliers & Creditors	315.60	355.23
	Total	315.60	355.23

Note No.	Particulars	31-Mar-19	31-Mar-18
13	Equity Share Capital		
	<u>Authorised</u>		
	28,00,00,000 (PY 28,00,00,000) Equity Share of Rs. 10/- each	28,000.00	28,000.00
	Total	28,000.00	28,000.00
	<u>Issued, Subscribed & Fully Paid up</u>		
	Opening {27,85,82,026 (PY 27,85,82,026) Equity Share of Rs. 10/- each}	27,858.20	27,858.20
	Additions	-	-
	Deductions	-	-
	Closing {27,85,82,026 (PY 27,85,82,026) Equity Share of Rs. 10/- each}	27,858.20	27,858.20
	Total	27,858.20	27,858.20
13.1	The rights, preference and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital are as under :		
	Equity Shares		
	The equity shares have a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval shareholders ensuing Annual General Meeting.		
	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.		
13.2	Shareholders holding more than 5% equity shares in the Company		
	BTL Holding Company Ltd		
	No. of Shares held	19,240,991.00	19,240,991.00
	% of Holding	6.91	6.91
14	Other Equity		
	(A) Security Premium Account		
	Opening Balance	12,678.03	12,678.03
	Add: Addition during the year	-	-
	Less: Amount utilised for issuance of bonus shares	-	-
	Closing Balance	12,678.03	12,678.03
	(B) General Reserve		
	Opening Balance	192.96	192.96
	Add: Transfer during the year	-	-
	Closing Balance	192.96	192.96
	(C) Surplus in Statement of Profit & Loss		
	Opening Balance	(138,469.72)	7,617.69
	Add : Net Profit for the current year	(5,426.71)	(146,087.41)
	Closing Balance	(143,896.43)	(138,469.72)
	Total	(131,025.44)	(125,598.73)
15	Borrowings		
	Secured		
	Term Loan (refer note no. 15.1)		
	From Bank		
	Corporate Loan	474.99	474.99
	Less : Current maturities	474.99	474.99
	Non current maturities (A)	-	-

Note No.	Particulars	31-Mar-19	31-Mar-18
	Vehicle Loan	48.06	60.20
	Less : Current maturities	48.06	37.99
	Non current maturities (B)	-	22.21
	From Other Parties		
	Vehicle Loan	3.17	3.17
	Less : Current maturities	3.17	2.93
	Non current maturities (C)	-	0.24
	Unsecured		
	Public Deposits	7,433.59	7,433.59
	Less : Current maturities	7,433.59	7,433.59
	Non current maturities (D)	-	-
	Total (A+B+C+D)	-	22.45

15.1 The requisite particulars in respect of secured borrowings are as under:

- a) State Bank of India - Corporate Loan of Rs. 474.99 lacs (PY Rs. 474.99 lacs) is Secured against first pari pasu charge on all the fixed assets of the Company, including Equitable Mortgage of land and building at site no 4, City Centre, Sector-12 Faridabad with plot area measuring 2,136.86 sq. mtr. and Multiplex-cum Shopping Mall constructed thereon in the name of the Company and further secured by first pari passu charge on (a) 8 acres of land at Prithla in the name of SPS Buildcon Ltd. (merged with SRS Retreat Services Ltd.) (b) 6.84 acres of land at Prithla in the name of SRS Retreat Services Ltd. (c) Extension of charge on current assets. The Facility is further secured by personal guarantee of Shri Anil Jindal (executive chairman), Shri Sunil Jindal (Managing director, upto 14.08.2017 redesignated as Whole time director w.e.f. 14.08.2017 to 31-08-2017 and resigned effective from 01.09.17), Shri Raju Bansal (Whole time director) and Shri Vinod Kumar Gupta (Whole time director, upto 23.06.2017, redesignated as non-executive director w.e.f. 23.6.17) and corporate guarantee of SRS Retreat Services Ltd, BTL Holding Company Limited {(formerly known as BTL Investments & Securities Limited)(SRS Holdings India Ltd merged with BTL Investments & Securities Limited w.e.f 18.07.2013)}, SRS Knowledge & Technologies Pvt. Ltd. (Formerly known as SRS Professional Services Ltd.), and Latest IT Solutions Ltd. (Formerly known as SRS IT Solutions Ltd.). Applicable rate of interest is base rate + 3.25 % subject to change from time to time.
- b) Vehicle Loan from Banks of Rs. 48.06 lacs (PY Rs. 60.20 Lacs) is Secured against hypothecation of specified vehicles of the Company. Applicable rate of interest is 10.10 % to 14 % .
- c) Term Loan From Other Parties of Rs. 3.17 lacs (PY Rs. 3.17 lacs) Secured against hypothecation of specified vehicles of the Company.
Applicable rate of interest is 10.60 %
Total 1 (PY 1) number of vehicle loan repayable within 36 equal monthly instalments.
- d) Term loan including Working Capital Term Loan, Public Deposit etc. has been classified as current borrowings as repayable on demand due to ongoing Corporate Insolvency Resolution Process ("CIRP").

16 Other Financial Liabilities

Security Deposits Payable	81.78	31.78
Total	81.78	31.78

17 Provisions

Provision for Employee Benefits *		
-Gratuity (un-funded)	71.63	79.41
-Leave Encashment (un-funded)	15.96	15.51
Total	87.59	94.92

* Also refer note no. 42

18 Deferred Tax Liabilities (Net)

Deferred Tax Liabilities		
Property, Plant and Equipment	100.17	351.02
Total Deferred Tax Liabilities	100.17	351.02

Note No.	Particulars	31-Mar-19	31-Mar-18
19	Short-Term Borrowings		
	Loan Repayable on Demand from Bank		
	-Cash Credit *	73,555.19	72,754.60
	-Demand Loan *	10,000.00	10,000.00
		83,555.19	82,754.60
	Fixed Deposit Scheme		
	-Public Deposit	7,443.66	7,433.59
		7,443.66	7,433.59
	Loans from Corporate bodies		
	-From Related Party	-	-
	-From Others	0.49	0.49
		0.49	0.49
	Total	90,999.34	90,188.68
* In consortium with State Bank of India, Oriental Bank of Commerce, Union Bank of India, Bank of India and Syndicate Bank is Secured against hypothecation of stocks & book debts and equitable mortgage of specific properties and Personal guarantee of Directors and Corporate guarantee of SRS Retreat Services Ltd., BTL Holding Company Limited ((formerly known as BTL Investments and Securities Limited)(SRS Holdings India Ltd merged with BTL Holding Company Limited w.e.f 18.07.2013)), SRS Knowledge & Technologies Pvt. Ltd. (Formerly known as SRS Professional Services Ltd.), and Latest IT Solutions Ltd. (Formerly known as SRS IT Solutions Pvt. Ltd.)			
The aggregate amount of loan guaranteed by, Shri Anil Jindal (executive chairman), Shri Sunil Jindal (Managing director, upto 14.08.2017 redesignated as Whole time director w.e.f. 14.08.2017 to 31-08-2017 and resigned effective from 01.09.17), Shri Raju Bansal (Whole time director) and Shri Vinod Kumar Gupta (Whole time director, upto 23.06.2017, redesignated as non-executive director w.e.f. 23.6.17), is ₹83555.19 lacs (PY ₹82754.60 lacs).			
19.1	Repayment delay in Short-Term Borrowings from Banks		
	Principal Default		
	State Bank of India - Cash Credit	36,405.48	36,420.98
	State Bank of India - Demand Loan	10,000.00	10,000.00
	Bank of India - Cash Credit	17,028.13	17,028.13
	Union Bank of India - Cash Credit	12,080.02	11,658.12
	Oriental Bank of Commerce - Cash Credit	6,628.20	6,325.98
	Syndicate Bank - Cash Credit	1,413.36	1,321.39
	Total	83,555.19	82,754.60
	Interest Default		
	State Bank of India - Cash Credit	11,663.80	9,635.05
	State Bank of India - Demand Loan	3,653.46	3,080.05
	Bank of India - Cash Credit	5,351.46	4,293.61
	Union Bank of India - Cash Credit	810.10	365.58
	Total	21,478.82	17,374.29
20	Trade Payables		
	Dues of MSMEs*	-	-
	Dues of other than MSMEs	2,368.45	2,494.64
	Total	2,368.45	2,494.64

* The above information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Further, no interest has been paid during the year and payable as on 31st March 2019 and 31st March 2018 to such parties.

Note No.	Particulars	31-Mar-19	31-Mar-18
21	Other Financial Liabilities		
	Current Maturities of Long Term Debts (Refer note no. 15)	526.22	515.90
	Interest Accrued and due on Public Deposits	1,780.97	1,469.58
	Interest Accrued but not due	-	0.38
	Interest Accrued and due on secured loans	21,646.39	17,509.02
	Creditors for Capital Expenditure	-	34.77
	Creditors for Other Expenditure		
	To Related Party (refer note no. 44)	519.71	191.25
	To Others	1,110.46	1,332.50
	Share Application Money received for Allotment of Securities due for refund and interest accrued thereon	1.79	1.79
	Unclaimed Dividend	1.38	1.38
	Other Payable		
	-Retention Money	14.14	14.29
	-Employees	212.11	350.92
	Total	25,813.17	21,421.78
22	Provisions		
	Provision for Employee Benefits *		
	-Gratuity (un-funded)	85.18	90.30
	-Leave Encashment (un-funded)	13.11	28.39
	Total	98.29	118.69
	* Also refer note no. 42.		
23	Current Tax Liabilities (Net)		
	-Provision for Income Tax (net of advance tax)	137.06	137.06
	Total	137.06	137.06
24	Other Current Liabilities		
	-Advances received from customers	39.48	1,661.21
	-Other Advances (Refundable)	200.00	200.00
	-Statutory dues	2,473.84	1,632.79
	Total	2,713.32	3,494.00
25	Contingent Liabilities & Commitments		
	Contingent Liabilities		
	Appeal filed in respect of disputed demand including interest of Income Tax for Assessment Year 2010-11, 2011-12, 2012-13 and 2013-14*	13,274.03	13,274.03
	Demand Order U/s 33(11)/33(12) of UP VAT ACT 2008 for the Financial Year 2014-15 and 2015-16	1,484.41	1,482.41
	Excess Claims of operational creditors accepted by Resolution Professional	89.13	-
	Outstanding Liability of Tax Deducted at Source as per Traces Website	9.40	7.13
	Pending Export Obligations (duty forgone)	0.17	0.17
	Total	14,857.14	14,763.74

* An amount of Rs.174.48 Lacs (PY Rs. 174.48 Lacs) deposited by the Company under protest has been shown as Income Tax Recoverable under Long Term Loans & Advances (refer Note No. 6) and has not been adjusted above.

Corporate Loan of SRS Limited is secured by first pari passu charge on (a) 8 acres of land at Prithla in the name of SPS Buildcon Ltd. (merged with SRS Retreat Services Ltd.) and 6.84 acres of land at Prithla in the name of SRS Retreat Services Ltd, The said Land has been possessed by the Lenders of SRS Limited under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, which might bring the liability for SRS Limited in future and it is difficult to value the outcome pending the procedure of SRS Retreat Services Ltd.

Note No.	Particulars	31-Mar-19	31-Mar-18
26	Revenue from Operations		
	Sale of Products		
	-Food & Beverages	2,232.39	3,203.43
	-Income from sale of tickets of films {(net of GST, Entertainment Tax and Show Tax)}	6,006.48	7,256.04
		8,238.87	10,459.47
	Sale of Services		
	-Lease Rent Income	128.38	175.42
	-Advertisement Income	200.24	436.65
	-Convenience fees	180.74	200.56
	-Commission Income	1.99	2.66
	-Common Area Maintenance Charges	39.97	37.71
	-Management Fees	79.49	59.58
		630.81	912.58
	Total	8,869.68	11,372.05
	Note :		
	The Ministry of Corporate Affairs (MCA) has notified Ind AS 115: Revenue from Contracts with Customers, which is effective for accounting periods beginning on or after 1 April 2018. The Company had to change its accounting policies following the adoption of Ind AS 115. However, in view of the nature of the revenue stream of the Company, the adoption of Ind AS 115 did not have any impact on the revenue recognition and measurement in respect of its revenue from operations.		
27	Other Income		
	Interest Income	4.70	8.91
	Other Non-Operating Income		
	Liability & Provision no longer required, written back	218.11	67.67
	Sale of Scrap	2.05	2.43
	Gain / (Loss) on fair valuation of security deposits receivable	13.77	12.21
	Miscellaneous Income	72.48	6.86
	Total	311.11	98.08
28	Cost of materials consumed		
	Opening Stock	48.25	53.24
	Purchases	489.08	733.45
	Less : Closing Stock	(50.31)	(46.55)
	Total	487.02	740.14
29	Exhibition Cost		
	Distributor Share & Commission Charges	2,689.76	3,128.16
	Total	2,689.76	3,128.16
30	Employee benefits expense		
	Salaries, Wages and Bonus	943.93	1,298.85
	Contribution to Provident Fund & Other Fund {Refer note no. 42(a)}	94.17	128.38
	Staff Welfare Expenses	12.61	30.84
	Provision for Employees Benefits (Refer note no. 42)	31.75	33.13
	Total	1,082.46	1,491.20
31	Finance Costs		
	Interest on:		
	-Term Loans	32.80	84.69
	- Cash Credit/Overdraft	4,920.61	-
	- Fixed Deposits	345.98	982.81
	- Unsecured Loans	-	0.19
	- Others	-	2.98
	Bank Charges and Other Financial Expenses	13.79	35.91
	Total	5,313.18	1,106.58
	Note :		
	The Company is under Corporate Insolvency Resolution Process vide order of Hon'ble NCLT Chandigarh Vide order dated August 21, 2018, Hence, No interest has been booked in the books of accounts for the period after initiation of CIRP i.e. August 21, 2018 to the reporting period. Syndicate Bank and Oriental Bank of Commerce have charged interest to the tune of Rs. 656.71 lacs lacs after initiation of CIRP i.e. August 21, 2018 to the reporting period. However, the effect of such interest charged in the bank statement has not been taken in the books of accounts.		
	No Interest expenses has been booked on the Public Deposit for the period after initiation of CIRP to reporting date.		
	Finance cost for year ended March 31, 2019 includes Rs. 4,920.81 lacs which pertain to discontinued operations.		

Note No.	Particulars	31-Mar-19	31-Mar-18
32	Depreciation and amortisation expense		
	Depreciation	939.05	1,131.66
	Amortisation	20.59	20.41
	Total	959.64	1,152.07
33	Other Expenses		
	Security & House Keeping	807.12	1,104.44
	Packaging Expenses	-	0.28
	Fuel Charges	0.23	20.07
	Bad Debts & balance w/off	114.79	98.53
	Consumable Expenses	0.61	4.49
	Freight & Cartage	0.64	2.10
	Foreign Exchange Fluctuation	0.02	-
	Lease Rent Paid	1,336.39	1,982.91
	Electricity & Water Expenses	552.90	683.67
	Insurance Expenses	9.50	24.41
	Repair and Maintenance:		
	-Plant & Machinery	85.64	100.87
	-Building	9.00	47.72
	-Others	21.62	56.22
	Rates & Taxes	30.33	39.89
	Payment to Auditors (Refer note no. 33.1)	13.51	14.88
	Legal & Professional Expenses	211.40	156.65
	Miscellaneous Expenses	5.78	22.35
	Other Operational Expenses	0.01	1.19
	Property, plant & equipments and CWIP written off	216.80	1,570.14
	Printing & Stationery	13.95	35.10
	Loss on sale of property, plant & equipments	737.70	273.14
	Corporate Social Responsibility Expenses (Refer note no. 52)	-	8.20
	Provision for Doubtful Debts	8.83	234.30
	Provision for Doubtful Loans & Advances	4.00	475.96
	Telephone & Communication Expenses	9.80	18.12
	Travelling & Conveyance Expenses	23.17	43.51
	Expense of amortisation of Deferred Security Deposit	-	6.96
	Selling & Distribution Expenses	28.55	37.75
	Commission & Service Charges	33.83	6.84
	Advertisement	18.52	58.03
	Directors' Sitting Fee	-	4.29
	Prior Period Items	2.90	-
	Interest & Penalty on Statutory Dues	3.27	-
	GST / Service Tax Paid on Recipient Basis	-	11.19
	Total	4,300.81	7,144.20
33.1	Payment to Auditors		
	Payment to Auditors		
	-As Auditors	6.50	8.15
	-For Certification	4.50	4.73
	-For Taxation Matters	2.00	2.00
	-For Reimbursement of Expenses	0.51	-
	Total	13.51	14.88

Note No.	Particulars	31-Mar-19	31-Mar-18
34	<p>State Bank of India filed an application before Hon'ble NCLT, Chandigarh under Section 7 of Insolvency and Bankruptcy Code, 2016 ("IBC, 2016") for initiating Corporate Insolvency Resolution Process ("CIRP") of SRS Limited. The application was admitted vide Hon'ble NCLT, Chandigarh Order dated 21.08.2018 and Mr Ashok Kumar Gulla, Insolvency Professional, having IBBI Regn No IBBI/IPA-003/IP-N00024/2017-2018/10174, was appointed as Interim Resolution Professional ("IRP").</p> <p>Further, pursuant to the order of NCLT, a public announcement of CIRP was made on August 24, 2018 and a Committee of Creditors (COC) was formed pursuant to the provisions of the code and COC held their first meeting on September 20, 2018 (E-voting results declared on September 26, 2018) and inter alia confirmed Interim Resolution Professional as Resolution professional (RP) for the Company.</p>		
35	<p>During the CIRP the Resolution Professional invited Expression of Interest for Submission of Resolution Plan for SRS Limited. Potential Resolution Applicants had submitted their Resolution Plan with the Resolution Professional which were put up for approval before the Committee of Creditors, the Resolution Plan received was not approved by Committee of Creditors and hence the Resolution Professional has filed application under Section 33(1) of the Insolvency and Bankruptcy Code, 2016 on May 17, 2019 praying for the appropriate order including Liquidation. As per Regulation 32 (e) and 32 (f) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 the "The Liquidator may Sell the Corporate Debtor as the Going Concern" and "The Liquidator may sell the business of the Corporate Debtor as the going concern" i.e. Cinema division, Since the order of Liquidation has not been pronounced till the date of filing of these Results and, further, the Corporate Debtor can be sold as the Going Concern in the Liquidation process as well, Hence the results for the year ended March 31, 2019 has been prepared on the Going Concern Basis.</p>		
36	<p>During the CIRP process claims from the operational creditors, employee and other creditors were invited, The amount of claims received from the certain parties varies from the books balance, The effect of the same has not been recorded in the books. However, the same have been shown under contingent liability (refer note no. 25).</p>		
37	<p>Confirmation of balances could not be obtained as at March 31, 2019 for some of the trade receivables (including foreign trade receivables amounting to Rs. 14653 lacs), trade payables, loans & advances including related parties though, the management has requested for the confirmation of balances.</p>		
38	<p>The company has various input credits and balances with various statutory authorities pertaining to VAT, GST etc aggregating to 9.93 lacs. The recovery of these amounts is subject to reconciliation, filing of returns and admission by respective statutory authorities. No adjustments has been made in the books of accounts in respect of such amounts.</p>		
39	<p><u>Discontinued Operations :</u></p> <p><u>Discontinuation of Gold & Jewellery Division</u></p> <p>Pursuant to board resolution dated 15th December, 2017, the Company discontinued the operations of its Gold & Jewellery Division w.e.f. 01st February, 2018.</p> <p><u>Discontinuation of Retail Division</u></p> <p>Further, pursuant to board resolution dated 13th February, 2018, the company intended to sell its retail division. Since the selling of retail division was already in the process, in consequence of this the employees of the retails stores had resigned in majority in February, 2018 itself and the top executives were not available for the decision making as the statutory authorities had raided the premises of SRS group on 8th March, 2018 which created a panic in SRS group as a whole and among the lessors of retail stores. Consequently, the management was compelled to close down the retail division during last week of March 2018 as and where basis leading to a significant loss of inventory and property, plant & equipment.</p>		
40.	<p>"Earning per Share" computed in accordance with Indian Accounting Standard (Ind AS)-33 "Earnings Per Share"</p>		

Particulars	Continuing operations		Discontinued operations		Total	
	For the year ended		For the year ended		For the year ended	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
a) Numerator: Net Profit after taxation as per Statement of Profit & Loss (₹ in Lacs)	(5,401.23)	(7,414.74)	-	(138,690.37)	(5,401.23)	(146,105.11)
b) Denominator :						
No. of Shares at the beginning of the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
Total Equity Share outstanding at the end of the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
Weighted average no. of equity shares for the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
Weighted average no. of diluted equity shares for the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
c) Face Value per share (in ₹)	10.00	10.00	10.00	10.00	10.00	10.00
d) Earning per Share (EPS):						
-Basic (in ₹)	(1.94)	(2.66)	-	(49.78)	(1.94)	(52.44)
-Diluted (in ₹)	(1.94)	(2.66)	-	(49.78)	(1.94)	(52.44)

41. Value of Imported and Indigenous Material Consumed (for continuing operations only)

₹ in Lacs

Particulars	For the year ended			
	31-Mar-19		31-Mar-18	
	₹ in Lacs	%	₹ in Lacs	%
Imported	-	-	-	-
Indigenous	487.02	100.00	740.14	100.00
Total	487.02	100.00	740.14	100.00

42. Employee Benefits

a) Defined Contribution Plans

₹ in Lacs

Particulars	For the year ended			
	31-Mar-19		31-Mar-18	
	Continued Operations	Discontinued Operations	Continued Operations	Discontinued Operations
Provident & other funds (Refer note no. 30)	94.17	-	128.38	126.26

b) Defined Benefit Plans

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

The following tables summarize the components of net benefit expense recognized in the Statement of Profit & Loss, the funded status and amounts recognized in the balance sheet for the respective plans (as per Actuarial Valuation as on 31st March 2019).

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

Particulars	Leave encashment		Gratuity	
	As at		As at	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Discount Rate (based on the market yields available on Government bonds at the accounting date with term that matches that of the liabilities)	7.66%	7.80%	7.66%	7.80%
Salary increase (taking into account inflation, seniority, promotion and other relevant factor)	5.25%	5.25%	5.25%	5.25%
Expected Rate of Return on Plan Assets	0.00%	0.00%	0.00%	0.00%
Average Outstanding Service of Employees upto retirement (years)	29.67	29.65	29.67	29.65

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

₹in lacs

Particulars	Leave encashment		Gratuity	
	As at		As at	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Present Value of Defined Benefit Obligation at the beginning of the year	43.90	65.62	169.71	230.52
Interest Cost	3.42	4.82	13.24	16.94
Past Service Cost	-	-	-	1.70
Current Service Cost	3.99	3.65	12.38	12.41
Benefits Paid	(20.08)	(23.85)	(63.99)	(74.17)
Actuarial (gain) / loss on obligation	(2.16)	(6.35)	25.47	(17.69)
Present Value of Defined Benefit Obligation at the end of the year	29.07	43.90	156.81	169.71

Changes in the fair value of Plan Assets are as follows

₹in lacs

Particulars	Gratuity	
	As at	
	31-Mar-19	31-Mar-18
Fair value of the plan assets at the beginning of the year	-	0.69
Expected return on Plan Assets	-	0.05
Contribution by employer	-	-
Benefits Paid	-	(0.74)
Actuarial (gain) / loss on Plan Assets	-	-
Fair value of the plan assets at the end of the year	-	-

Net Asset / (Liability) recognized in the Balance Sheet as on 31st March 2019

₹in lacs

Particulars	Leave encashment		Gratuity	
	As at		As at	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Present Value of Defined Benefit Obligation at the end of the year	29.07	43.90	156.81	169.71
Fair Value of Plan Assets	-	-	-	-
Net Asset / (Liability) recognized in the Balance Sheet	(29.07)	(43.90)	(156.81)	(169.71)

Net Employees Benefit Expense (recognized in the Statement of Profit & Loss for the year ended 31st March 2019)

₹ in lacs

Particulars	Leave encashment		Gratuity	
	For the year ended		For the year ended	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Current Service Cost	3.99	3.65	12.38	12.41
Past Service Cost	-	-	-	1.70
Interest Cost	3.42	4.82	13.24	16.94
Expected return on plan assets	-	-	-	(0.05)
Net actuarial (gain) / loss recognized in the year	(2.16)	(6.35)	-	-
Expenses recognized in the statement of Profit & Loss	5.25	2.12	25.62	31.00

Bifurcation of Obligation at the end 31st March 2019

Particulars	Leave encashment		Gratuity	
	As at			
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Current Liability (Short Term)	13.11	15.51	85.18	90.30
Non Current Liability (Long Term)	15.96	23.39	71.63	79.41
Total	29.07	38.90	156.81	169.71

43 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group President & Chief Strategic Officer of the Company has been identified as being the chief operating decision maker to assess the financial performance and position of the Company and make strategic decisions. The Company is engaged primarily in the business theatrical exhibition and allied activities under the brand "SRS Cinemas". Accordingly, In the context of Indian Accounting Standard 108 – Operating Segments, it is considered to constitute single reportable segment.

44 Related Party Disclosure

As per Indian Accounting Standard (Ind AS)-24 "Related Party Disclosures", the Company's related parties and transactions are disclosed below:

a. List of related parties & relationships, where control exists**Subsidiary Company**

SRS Entertainment India Ltd.

SRS Smart Retail Limited (Formerly known as SRS Bright Retail Ltd.) (w.e.f. 30.06.17)

b. Related parties & relationships with whom transactions have taken place during the year**i Key Management Personnel (KMP)**

Dr. Anil Jindal -Executive Chairman

Mr. Raju Bansal -Whole Time Director

Dr. (Ms.) Navneet Kwatra -COO & Company Secretary (resigned effective from 09.05.18)

Mr. Sachin Goyal -Chief Financial Officer (appointed on January 27, 2017) (resigned effective from 28.04.18)

Mr. Vikash Sharma -Chief Financial Officer (appointed on March 1, 2019)

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

SRS Finance Ltd.

BTL Holding Company Limited

SRS Real Infrastructure Ltd.

SRS Real Estate Ltd.

SRS Social Welfare Society

Sh. Bishan Bansal

c. Transactions with related Parties

S. No.	Name of the Party	Nature of Transaction	Nature	For the year ended	
				31-Mar-19	31-Mar-18
1	SRS Finance Ltd.	Rent Received	Income	-	7.58
		Credit / Debit note for Expenses Reimbursed (Net)	Liability	-	1.71
		Purchase of Shares in SRS Smart Retail Ltd	Assets	-	1.52
2	SRS Real Infrastructure Ltd	Reimbursement of Expenses	Income	-	17.46
		Debit / Credit for transactions on behalf of related party (net)	Liability	14.64	348.34
		Lease Rent Income	Income	1.94	-
		Sales of Capital Assets	Income	-	286.00
		CAM & Electricity Charges Paid	Expense	-	17.75
3	SRS Real Estate Ltd	Lease Rent Income	Income	0.52	-
4	BTL Holding Company Limited	Credit / Debit	Liability	-	276.45
		Rent Income	Income	1.41	7.58
5	SRS Entertainment India Ltd.	Amount paid by related party on behalf of company (net)	Liability	3,292.07	242.39
		Net Amount Paid to related party	Assets	2,978.11	-
		Purchase of Goods	Expense	-	3.49
		Sale of Goods	Income	0.12	0.61
6	SRS Smart Retail Limited (Formerly known as SRS Bright Retail Ltd.)	Advance Given (Net)	Assets	-	0.18
		Sale of goods	Income	-	0.19
7	SRS Social Welfare Society	Corporate Social Responsibility Expenses	Expense	-	8.20
8	Dr. Anil Jindal	Director's Remuneration	Expense	0.33	22.83
9	Mr. Sunil Jindal	Director's Remuneration	Expense	-	6.00
		Purchase of Shares in SRS Smart Retail Ltd	Assets	-	-
10	Mr. Raju Bansal	Director's Remuneration	Assets	12.60	6.60
		Purchase of Shares in SRS Smart Retail Ltd	Assets	-	0.03
11	Dr. (Ms.) Navneet Kwatra	Remuneration	Expense	1.90	11.11
12	Mr. Sachin Goyal	Remuneration	Expense	2.40	9.60
13	Sh. Bishan Bansal	Purchase of Shares in SRS Smart Retail Ltd	Assets	-	0.34
14	Mr. Vikash Sharma	Remuneration	Assets	2.10	-

d. Closing balance with related parties

S. No.	Name of the Party	Particulars	Nature	As at	
				31-Mar-19	31-Mar-18
1	SRS Finance Ltd.	Creditors for other expenditures	Liability	0.38	0.38
2	SRS Real Infrastructure Ltd.	Creditors for other expenditures	Liability	24.38	9.75
		Other Receivable	Assets	179.31	179.31
		Trade Receivables	Assets	1.94	-
		Debtor Against sale of Fixed Assets	Assets	286.00	286.00
3	SRS Real Estate Ltd.	Trade Receivables	Assets	2.37	1.85
4	BTL Holding Company Ltd.	Trade Receivables	Assets	9.86	8.45
5	SRS Entertainment India Ltd. (Formerly known as SRS Entertainment Ltd.)	Investments in Subsidiary	Assets	2,666.00	2,666.00
		Creditors for other expenditures	Liability	494.94	181.11

₹ in lacs

S. No.	Name of the Party	Particulars	Nature	As at	
				31-Mar-19	31-Mar-18
6	SRS Smart Retail Limited (Formerly known as SRS Bright Retail Ltd.)	Trade Receivables	Assets	21.69	21.69
		Investments in Subsidiary	Assets	-	10.00
7	Dr. Anil Jindal	Director's Remuneration payable	Liability	-	3.52
		Advance given	Assets	1.73	-
8	Mr. Sunil Jindal	Advance given	Assets	6.13	-
9	Mr. Raju Bansal	Director's Remuneration payable	Liability	-	0.92
10	Mr. Vinod Kumar Gupta	Director's Remuneration payable	Liability	-	4.17
11	Dr. (Ms.) Navneet Kwatra	Remuneration payable	Liability	-	1.71
12	Mr. Vikash Sharma	Remuneration payable	Liability	2.10	-
13	Mr. Sachin Goyal	Remuneration payable	Liability	-	1.20

e. Off balance sheet items with related parties

₹ in lacs

S. No.	Name of the Party	Nature of Transaction	Nature	As at	
				31-Mar-19	31-Mar-18
1	BTL Holding Company Limited	Corporate Guarantee taken	Off Balance	83,500.00	83,500.00
2	SRS Retreat Services Ltd.	Corporate Guarantee taken	Sheet items	83,500.00	83,500.00

45 In accordance with Indian Accounting Standard "Ind AS-17 on Leases" the following disclosures in respect of operating leases is made as under:

A. Assets taken on operating lease (Continued Operations)

- The Company has taken certain shops/offices/other Fixed Assets on non-cancellable operating lease. Minimum lease payments of continuing operations ₹1336.39 lacs (PY₹1578.23 lacs) are charged to Statement of Profit & Loss.
- Future commitments in respect of minimum lease payments payable in respect of aforesaid lease entered by the Company is based on revenue sharing basis as well as on fixed charges basis, hence the actual future minimum lease payments can not be ascertained.

46 Derivatives Instruments And Hedged/ Unhedged Foreign Currency Exposure

₹ in lacs

Particulars	As at (Continuing Operations)		As at (Discontinued Operations)	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Foreign Currency Exposure that are not hedged by derivative transactions or otherwise				
Foreign Currency Receivables - USD				
USD Value (In Lacs)	-	-	199.92	199.92
INR Value (In Lacs)	-	-	13,832.03	13,022.07
Foreign Currency Receivables - AED				
AED (In Lacs)	-	-	43.47	43.46
INR Value (In Lacs)	-	-	819.80	770.77

47 In the opinion of the management, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities have been made.

48 The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

49 Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework.

Management of liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

Due to slow recovery from debtors, the Company is facing liquidity crunch during the year and has not been able to repay of its public deposits and bank borrowings. State Bank of India has filed a application for initiation of CIRP that has been admitted by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") vide its order dated August 21, 2018.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date:

₹ in lacs				
Particulars	Carrying Amount	Payable within 1	Payable after 1	Total
As at 31st March 2019				
Borrowings	84,033.84	83,555.68	478.16	84,033.84
Trade Payables	2,368.45	2,368.45	-	2,368.45
Security Deposits	81.78	81.78	-	81.78
Other Financial Liabilities	25,813.17	25,813.17	-	25,813.17
As at 31st March 2018				
Borrowings	83,233.25	82,755.09	478.16	83,233.25
Trade Payables	2,494.64	2,494.64	-	2,494.64
Security Deposits	63.15	31.78	31.37	63.15
Other Financial	21,648.26	21,648.26	-	21,648.26

Management of market risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar and AED.

The Company is subject to the risk that changes in foreign currency values impacting the Company's exports revenue and imports of raw material. As at 31st March, 2019, the net unhedged exposure to the Company on holding financial assets (trade receivables) and liabilities (trade payables) other than in their functional currency amounted to Rs. 14651.83 lacs receivable (31st March, 2018: Rs. 13,792.83 lacs).

Management of credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

a). Trade receivables

The Company's maximum exposure to credit risk from the trade receivable as at 31st March, 2019 and 31st March, 2018 is the gross carrying value of trade receivable in the financial assets.

Domestic Exposure

The Company is exposed to risk of recovery from its trade receivables majorly in jewellery segment (discontinued segment). As at 31st March, 2019, Provision for doubtful debts on trade receivable amounts to Rs. 1,15,675.15 lacs (As at 31st March 2018, Rs. 1,06,391.63 lacs), due to non recovery.

Overseas Exposure

The Company is exposed to risk of recovery from its trade receivables in jewellery segment amounting to Rs. 14651.83 lacs. Full provision for doubtful debts been made pertaining to pertaining to overseas exposure of jewellery segment due to its non recovery.

b). Other financial assets

The Company's maximum exposure to credit risk as at 31st March, 2019 and 31st March, 2018 is the carrying value of each class of financial assets.

50. The management is of the view that as enunciated in IndAS-12 'Income Taxes', it is no longer probable that sufficient taxable profits will be available to allow the benefit of deferred tax asset on the business losses. Accordingly, the Company has not recognized the Deferred Tax Asset on Carry Forward Losses & Unabsorbed Depreciation and other items as at 31st March, 2019.

51. Detail of CSR Expenditure (Refer note no. 33)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. As per Schedule VII of Companies Act, 2013, the areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects, etc. A CSR committee has been formed by the company as per the Act.

Particulars	31-Mar-19	31-Mar-18
(a) Gross amount required to be spent by the company during the year	-	-
(b) Amount spent during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than above (i) above *	-	820,000
(b) Amount yet to be incurred during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than above (i) above *	-	-

* Expense incurred through SRS Social Welfare Association registered under section 80 G of Income Tax Act.

52. In absence of the Board of Directors, these statements has been signed by Chief Financial Officer and Company Secretary and taken on record by RP and affixing of signature on these statements by the RP should not be construed as endorsement or certification by the RP of any facts or figures provided herein.

53. All amounts in the financial statements are rounded off to the nearest Rupee in lacs, except as otherwise stated.

54. Note 1 to 53 are annexed to and form an integral part of the Balance Sheet as at 31st March 2019, Statement of Profit and Loss, statement of cash flows and statement of changes in equity for the year ended as on that date.

For SVP & Associates
(Chartered Accountants)
Firm Regn. No. 003838N

For Oswal Sunil & Company
(Chartered Accountants)
Firm Regn. No. 016520N

For SRS Limited

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug.-2019

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238

Sd/-
(Vikash Sharma) Chief Financial Officer

Sd/-
(Jyotsna Nanda) Company Secretary

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SRS LIMITED

Report on the Audit of the consolidated Ind AS Financial Statements

1. Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 (IBC)

The Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") admitted an insolvency and bankruptcy petition filed by a lender against SRS Limited ("hereinafter referred to as the Holding Company or the Company") and appointed Mr. Ashok Kumar Gulla to act as Interim Resolution Professional (IRP) with direction to initiate appropriate action contemplated under extant provisions of the Insolvency and Bankruptcy Code, 2016 and other related rules. In their meeting held on 20th September, 2018, Committee of Creditors (CoC) approved appointment of IRP as Resolution Professional (RP).

2. Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of SRS Limited ("the Holding Company or the Company") and its subsidiaries, viz., SRS Entertainment India Limited and SRS Smart Retail Limited (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at 31st March, 2019, the consolidated Statement of Profit and Loss, including the statement of Other Comprehensive Income, consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditors on separate financial statements and on the other financial information of the subsidiaries, except for the effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, its consolidated loss, its consolidated cash flows and the consolidated position of changes in equity for the year ended on that date.

3. Basis for Qualified Opinion

We draw attention to the following:

- (a) We refer Note 57 of the consolidated financial statements. As mentioned in the said Note, financial information of a subsidiary, viz., SRS Smart Retail Limited, have not been included in these consolidated financial statements, as at and for the year ended 31st March, 2019. For the year ended 31st March, 2018, financial information of the said subsidiary was included in the consolidated financial statements, based on its unaudited financial statements, as certified by the management and which reflected total assets of Rs. 306 lakhs as at 31st March, 2018, Property, Plant & Equipment (PPE) net Rs. 234 Lakhs as at 31st March, 2018, net liabilities of Rs. 236 lakhs as at 31st March, 2018, total revenues of Rs. 2.09 lakhs for the year ended 31st March, 2018 and net cash out flow of Rs. 2.43 lakhs for the year ended on that date. As per information and explanations given to us, SRS Smart Retail Limited is not a material subsidiary. Consequently, we are unable to determine the impact to these financial statements, including consequential adjustments to reserves & surplus, etc., had the financial statements of the subsidiary been included as at and for the year ended 31st March, 2019.
- (b) **Material Uncertainty relating to Going Concern:** We refer Note 1 to the consolidated financial statements, in respect of preparation of financial statements of the Holding Company on going concern basis for the reasons stated therein. As on 31st March, 2019, the Company has negative net worth of Rs. 103167 lakhs and the Current Liabilities exceed Current Assets by Rs. 118838 lakhs. The Company has obligations towards fund-based borrowings aggregating Rs. 105670 lakhs, that are due/overdue and are payable to the bankers. Further, there are liabilities towards public deposits amounting to Rs. 9225 lakhs, operational creditors and statutory dues. Above stated liabilities are showing differences as stated in Note 40. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. As a result of ongoing matters, we are unable to determine as to whether any adjustment that would have been necessary and required to be made in respect of trade receivable, trade payables, borrowings, current liabilities, loans and advances and contingent liabilities, as at 31st March, 2019; and in respect of the corresponding possible impact of such items and associated elements on the statement for the year ended on that date, should the Company be unable to continue as a going concern. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact, if any, on the accompanying consolidated financial statements.

- (c) Note 40 to the statement, in respect of various claims, submitted by the operational creditors, employees and other creditors of the Company to Resolution Professional (RP) pursuant to the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulation, 2016, that are showing differences with book balances. We are unable to comment upon the adjustments required and consequential impact on the accompanying statements.

We further refer Note 41 in respect of non-availability of confirmations of trade receivables, loans & advances and trade payables. Balance confirmations, wherever received in case of trade receivables, loans & advances and trade payables, are under reconciliation and impact is pending to be given in books of account.

- (d) We refer Note 42 to the consolidated financial statements, in respect of balances available with statutory authorities and input credits aggregating Rs. 10.82 lakhs that are subject to reconciliation, filing of return and admission by the respective statutory authorities and no provision has been made. Thus, we are unable to comment whether any provision for impairment in the value of these balances is required.
- (e) We refer Note 33 to the statement. As mentioned in the said Note, no interest expense has been booked on borrowings for the period after initiation of Corporate Insolvency Resolution Process (CIRP) i.e. 21st August, 2018 to the reporting period. Syndicate Bank and Oriental Bank of Commerce have charged interest aggregating Rs. 657 lacs after initiation of CIRP i.e. 21st August, 2018 to the reporting period, however, the effect of such interest charged in the bank statements has not been given in the books of account. In absence of necessary information, we are unable to comment upon the shortfall in provision for interest and consequential impact on the accompanying consolidated financial statements.
- (f) We refer Note 33 to the statement. As mentioned in the said Note, no interest expense has been booked on public deposits for the period after 21st August, 2018. We also observed that on matured public deposits, interest was being provided @11.75% p.a. As per Rule 17 of Acceptance of Deposits Rules, 2015, a company shall pay a penal rate of interest of eighteen per cent p.a. for the overdue period of deposits, whether secured or unsecured, matured and claimed but remaining unpaid. In absence of necessary information, we are unable to comment upon the shortfall in provision for interest and consequential impact on the accompanying consolidated financial statements.
- (g) We refer Note 3 to the consolidated financial statements. Property, Plant and Equipment (PPE)/ CWIP amounting to Rs. 217 lakhs (WDV) were written off or provided for and Loss amounting to Rs. 738 lakhs was incurred on sale of PPE (Prior to CIRP). Further Provision for doubtful Trade Receivables and Loans & Advances was made and Receivables/ Loans & Advances were written off aggregating Rs. 12.83 lakhs during year ended 31st March, 2019. In this respect management's representation was received that the write offs/ provisions were made and losses were incurred since the assets were found short or were discarded or were doubtful of recovery due to lack of proper controls and follow-up.

Foreign Trade Receivables aggregating Rs. 14653 lakhs* as on 31st March, 2019 (including Rs.14191 lakhs out of sale to parties from inventories sent by NSEZ unit of the Company located in India to UAE Branch through Branch transfer) on account of sale during the FY 2015-16 and FY 2016-17 in UAE were not backed by any security. Furthermore, in terms of RBI regulations, in case of delay in export realisations beyond the stipulated period, application though required, was not made to the Bank. In absence of alternative corroborative evidence, we are unable to comment on the recoverability of foreign outstanding.

*provided for in books of account.

- (h) Certain debtors have claimed 'no dues' in their balance confirmations to the Holding Company for the year ended 31 March 2019 since as per them, they had actually made sales to the Company or they were entitled to certain discounts. Based on such differences in balance confirmations and/or balance confirmations not received over a longer period of time and/or action taken for recovery but no results materializing, in our opinion, Trade Receivables (other than Foreign Trade Receivables) and Advances aggregating Rs. 64282 lakhs, though provided for, are yet to be written off.
- (i) Rs. 15.36 lakhs (31.03.18: Rs. Nil) are recoverable on account of advance given/ expenses from Ex-Directors, pertaining to period before CIRP.
- (j) As per settlement agreement dated 28th May, 2018, the Holding Company sold its multiplex property in Gorakhpur for Rs. 110 lakhs (including GST of Rs. 17 lakhs). The book value of such property was Rs.865 lakhs and the sale resulted in loss of Rs. 772 lakhs. Also, the Company was to recover Rs. 60 lakhs (Net) towards security deposit, which was also w/off in Statement of Profit and Loss. For the said transaction, no valuation report was available.

The Holding Company sold its multiplex property in Bareilly for Rs. 450 lakhs (including GST of Rs. 71 lakhs) as per settlement agreement dated 07th Aug, 2018. The book value of such property was Rs.338 lakhs and the sale resulted in profit of Rs. 41 lakhs. Amount received against the sale was Rs. 250 Lakhs and balance of Rs. 200 Lakhs is still outstanding. For the said transaction, no valuation report was available

- (k) The Holding Company has been facing issues such as investigation by SFIO, SEBI, ED and other Authorities. Also, as per filings made by the Company from time to time with stock exchanges, there have been certain regulatory non-compliances w.r.t. the Companies Act, 2013 and the Listing Obligation and Disclosure Requirements (LODR) of Stock Exchanges. Various issues being involved and the matters having not been concluded yet, the Company is in the course of evaluating the impact to the extent ascertainable. Eventually, in respect of such matters, no liability has been booked as on 31st March, 2019.
- (l) We refer Note 21 regarding the required disclosures and liability for interest, if any, to Suppliers under the Micro, Small and Medium Enterprises Development Act, 2006. In this respect, sufficient information is not available with the Group.
- (m) Deposit Repayment Reserve Account for the Fixed deposits at the close of the year, required under Section 73(2)(c) of the Companies Act, 2013 equal to 15% of the deposits maturing in the year and in the year following were found short by Rs. 1082 lakhs as on 31st March, 2019 (net of Fixed Deposit amounting to Rs. 37 lakhs with bank). We are unable to comment on the financial implications in respect of the same.

3.1 The consolidated financial statements include a subsidiary, viz., SRS Entertainment India Limited, which reflect total assets of Rs. 2620 lakhs as at 31st March, 2019, net assets of Rs. 1789 lakhs as at 31st March, 2019, total revenues of Rs. 1996 lakhs for the year ended 31st March, 2019 and net cash in flow of Rs. 134 lakhs for the year ended on that date, which have been audited by one of the joint auditors.

For SRS Entertainment India Limited (a subsidiary company), the auditors have additionally modified their report in respect of following matter:

In respect of Capital work-in-progress amounting to Rs. 535.97 lakhs as on 31st March, 2019 (31.03.18: Rs.1070.35 lakhs) pertaining to projects namely Atlantis Mall- Allahabad, Omaxe Novelty Mall-Amritsar and Metro Mall NIT- Faridabad, no business activity/ operation is being carried out by the company, over a longer period of time. Management is of view that these projects have realisable value and in its estimation 50 % provisioning will suffice towards impairment loss on such projects. Such estimation involves significant amount of judgement and we are not in a position to comment on adequacy of the same.

Furthermore, management has not provided us with documentary evidence, though for such impairment, Indian Accounting Standard (Ind AS) 36, "Impairment of Assets" requires valuation of assets.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (Sas), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated Ind AS financial statements.

4. Emphasis of matter

As mentioned in Annual Report of the Company for the FY ended 31st March, 2018, certain divisions of the Holding Company were closed down in that year and majority of employees left the Company. Certain Whole-Time Directors also left or their term of appointment expired. Full & final settlement has not been made in all the cases and as explained to us, was still in process. In this respect, we have relied upon management's representation that the difference between liability provided towards retirement benefits & other dues and additional liability that may arise, shall not be material.

Our opinion is not qualified in respect of above matter.

5. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters described below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	<p>Revenue Recognition</p> <p>The Group mainly derives its revenue from sale of movie tickets (Box office revenue), sale of food items, advertisement income and convenience fees.</p>	<p>Principal Audit Procedure</p> <p>In view of the significance of the matter we applied following audit procedures in this area, among others to obtain sufficient appropriate audit evidence</p> <p>We assessed and tested the effectiveness of relevant controls, including automated controls, over revenue within each of the revenue streams.</p> <p>We inspected the terms of significant revenue contracts and assessed whether they were consistent with the basis of revenue recognized by the Company.</p> <p>We matched the data underlying the calculation of admission revenue to sales records and other systems having assessed the relevant controls relating to the recording of that revenue.</p>
1.	<p><i>Litigations – Contingencies</i></p> <p>The Company has ongoing litigations with various authorities and third parties which could have a significant impact on the results, if the potential exposures were to materialise.</p> <p>The amounts involved are significant, and the application of accounting standards to determine the amount, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective.</p> <p>Claims against the Company not acknowledged as debts are disclosed in the Financial Statements by the Company after a careful evaluation of the facts and legal aspects of the matters involved. The outcome of such litigation is uncertain and the position taken by management involves significant judgment and estimation to determine the likelihood and/or timing of cash outflows and the interpretation of preliminary and pending court rulings.</p> <p>Refer Note 26 to the Consolidated Financial Statements</p>	<p><i>Principal Audit Procedures</i></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <p>Assessing the appropriateness of the design and implementation of the Company’s controls over the assessment of litigations and completeness of disclosures. Supporting documentation are tested for the positions taken by the management, meetings are conducted with legal team, to confirm the operating effectiveness of these controls.</p> <p>Additionally, considering the effect of new information in respect of contingencies as at 1st April, 2018 to evaluate whether any change was required in the management’s position on these contingencies as at 31st March, 2019.</p>

6. Information Other than the consolidated Ind AS Financial Statements and Auditor’s Report Thereon

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

7. Responsibilities of the Management and those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid. In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

We refer Note 55 to the consolidated financial statements. As mentioned in the said Note, pursuant to ongoing Corporate Insolvency Resolution Process (CIRP), powers of the Board of Directors of the Holding Company stand suspended and such powers are exercisable by Resolution Professional (RP).

8. Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Holding Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Holding Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended 31st March, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

9. Other Matters

- A. In terms of the Joint Responsibility Statement (as per Standards on Auditing-299) forming part of the Engagement Letter:
- i. Audit of Cinema Business of the Holding Company, Retail Business (discontinued operations) and part of un-allocable Business whose financial statements reflect total assets of Rs. 7199 lakhs as at 31st March, 2019 and total revenue of Rs. 9090 lakhs for the year ended on that date has been carried out by M/s SVP & Associates; and
 - ii. Audit of Corporate & Other Business, Gold & Jewellery Business (discontinued operations) and part of un-allocable Business whose financial statement reflect total assets of Rs. 12033 lakhs as at 31st March, 2019 and total revenue of Rs. 91 lakhs for the year ended on that date has been carried out by M/s Oswal Sunil & Co.
- B. Audit of SRS Entertainment India Limited (a subsidiary company) whose financial statements reflect total assets of Rs. 2620 lakhs as at 31st March, 2019 and total revenue of Rs. 1996 lakhs for the year ended on that date has been carried out by M/s SVP & Associates.

Our opinion is not modified in respect of above matters.

10. Report on Other Legal and Regulatory Requirements

Subject to matters stated in 'Basis for Qualified Opinion', as required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law have been maintained by the Holding Company & its subsidiary, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company & its subsidiary, the report of the other auditors adequate for the purpose of our audit have been received by us.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company & its subsidiary, including relevant records relating to the preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) The matters described under "Basis for Qualified Opinion" and "Emphasis of Matter" paragraph, in our opinion, may have an adverse effect on the functioning of the Group;
- (f) (i) In terms of section 17 (1) (b) of the Insolvency and Bankruptcy Code, 2016 ("the Code"), the powers of the Board of Directors of the Holding Company have been suspended and are exercised by the Resolution Professional. Hence, written representation from directors have not been taken on record by the Board of Directors of the Holding Company. Accordingly, we are unable to comment whether none of the directors is disqualified as on March 31, 2019 from being appointed as a director in the terms of Section 164 (2) of the Act;

- (ii) For SRS Entertainment India Limited (a subsidiary company), the auditors have mentioned in their report as under: 'Written representation from the existing director as on 31/03/2019 have not been taken on record as Mr. Anil Jindal (DIN: 00005585) who is in judicial custody since 05th April 2018 and other remaining directors namely Mr. Joginder Lal Chhabra (DIN: 02956330) and Mr. Vinay Goyal (DIN: 03488811), written representation from them have not been taken on record by the Board of Directors. Further written representation from Mr. Raju Bansal (DIN: 00007344) and Mr. Yogesh Kumar (DIN: 08121697) have also not been taken on record by the Board of Directors who were appointed on 01/04/2018 and 28/04/2018 respectively. Except Mr. Vinay Goyal (DIN: 03488811) and Mr. Yogesh Kumar (DIN: 08121697) all other aforesaid directors are Disqualified by RoC u/s 164(2).';
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company including its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in Annexure 1. Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's (including its subsidiary company) internal financial control over financial reporting;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.
For SRS Entertainment India Limited (a subsidiary company), the auditors have mentioned in their report that, In our opinion and to the best of our information and according to the explanations given to us, for the remuneration paid by the Company to Mr. Yogesh Kumar, director, amounting to Rs. 84,400/-, the Company has not complied with provisions of section 197 of the Companies Act.
- (I) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. We have relied on management's representation that the Group has disclosed the impact, if any, of pending litigations as at 31st March, 2019 on financial position of the Group in its consolidated financial statements (refer Note 26).
- ii. Except for the effects/possible effects of matters described under basis of qualified opinion paragraph, the Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Group did not have any derivative contracts..
- iii. There were delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, though there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiaries, during the year ended 31st March, 2019.

For **SVP & Associates**
Chartered Accountants
Firm Registration No. 003838N

For **OSWAL SUNIL & COMPANY**
Chartered Accountants
Firm Registration No. 016520N

Sd/-

(CA Pankaj Kumar)
Partner
Membership No. 091822
UDIN: 19091822AAAAAU7103

Sd/-

(CA Naresh Kumar)
Partner
Membership No. 085238
UDIN: 19085238AAAAB15792

Place: Faridabad
Date: 11th August, 2019

Place: Faridabad
Date: 11th August, 2019

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SRS LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of SRS Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which is incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Basis for Qualified Opinion

In our opinion and according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31st March, 2019:

- (a) As mentioned in Para 3(a) 'Basis for Qualified Opinion' of Our Report. As mentioned in the said Note, financial information of a subsidiary, viz., SRS Smart Retail Limited, have not been included in these consolidated financial statements, as at and for the year ended 31st March, 2019.
- (b) The Holding Company and its subsidiary/ Group did not have appropriate internal financial controls over:

The Company did not have appropriate internal financial controls as mentioned in para 3(g) of 'Basis for Qualified Opinion' forming part of this Report Possible Impairment Losses -

The Group's internal financial controls over use of assumptions for analysis of asset impairments were not operating effectively which could potentially result in the Group not recognizing possible impairment losses.

- (c) We refer para 3(j) of 'Basis for Qualified Opinion' forming part of this Report. Internal financial controls were lacking for sale of Property, Plant and Equipment (PPE).

Further the Group did not have any internal audit system during the year.

The inadequate supervisory and review control over Group's process in respect of aforesaid assessment in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in preparation and presentation of financial statement including the profit/loss after tax.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Group's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, except for the possible effects of material weaknesses described in “basis of qualified opinion” paragraph above, 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, 2019, 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. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Company for the year ended on 31st March, 2019, and these material weaknesses have affected our opinion on the consolidated financial statements of the Company and we have issued a qualified opinion on the consolidated financial statements.

Other Matters

Our aforesaid report under Section 143(3)(I) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to one subsidiary company, is based on the corresponding report of the auditors of such company, audited by one of the joint auditors.

Furthermore, as mentioned in Para 3(a) ‘Basis for Qualified Opinion’ of Our Report, financial information of a subsidiary, viz., SRS Smart Retail Limited, have not been included in these consolidated financial statements, as at and for the year ended 31st March, 2019.

Our opinion is qualified in respect of other matters.

For **SVP & Associates**
Chartered Accountants
Firm Registration No. 003838N

For **OSWAL SUNIL & COMPANY**
Chartered Accountants
Firm Registration No. 016520N

Sd/-

Sd/-

(CA Pankaj Kumar)
Partner
Membership No. 091822
UDIN: 19091822AAAAAU7103

(CA Naresh Kumar)
Partner
Membership No. 085238
UDIN: 19085238AAAAB15792

Place: Faridabad
Date: 11th August, 2019

Place: Faridabad
Date: 11th August, 2019

Consolidated Balance Sheet as at 31st Mar 2019

₹in lacs

Particulars	Note No.	As at 31st Mar, 2019	As at 31st March, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	13,128.02	15,825.88
Capital work-in-progress	3	535.97	1,070.40
Intangible assets	3	28.02	91.28
Goodwill		-	123.35
Financial Assets			
Investments	4	11.07	1.07
Other financial assets	5	803.51	864.41
Deferred Tax Assets	6	62.64	138.25
Other non-current assets	7	437.13	578.41
Total Non-Current Assets		15,006.36	18,693.05
Current Assets			
Inventories	8	59.86	55.91
Financial Assets			
Trade receivables	9	572.66	377.35
Cash and cash equivalents	10	1,217.83	341.75
Bank Balance other than above	11	48.92	58.50
Other financial assets	12	1,475.00	1,302.63
Other current assets	13	332.48	262.01
Total Current Assets		3,706.75	2,398.15
Total Assets		18,713.11	21,091.20
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	14	27,858.20	27,858.20
Other Equity	15	(131,902.21)	(126,054.50)
Total Equity		(104,044.01)	(98,196.30)
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16	-	27.83
Other financial liabilities	17	81.78	31.78
Provisions	18	101.15	105.11
Deferred Tax Liabilities	19	122.79	373.69
Total Non-Current Liabilities		305.72	538.41
Current Liabilities			
Financial Liabilities			
Short-Term Borrowings	20	91,094.11	90,255.69
Trade Payables	21	2,426.74	3,032.09
Other financial liabilities	22	25,662.36	21,734.75
Provisions	23	98.54	118.91
Current Tax Liabilities (Net)	24	140.83	137.06
Other Current Liabilities	25	3,028.82	3,470.59
Total Current Liabilities		122,451.40	118,749.09
Total Liabilities		122,757.12	119,287.50
Total Equity and Liabilities		18,713.11	21,091.20

Significant Accounting Policies 1-2
Accompanying Notes from 1 to 60 are integral part of the financial statements.
As per our report of even date attached

For **SVP & Associates**
(Chartered Accountants)
Firm Regn. No. 003838N

For **Oswal Sunil & Company**
(Chartered Accountants)
Firm Regn. No. 016520N

For **SRS Limited**

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug-2019

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238

Sd/-
(Vikash Sharma)
Chief Financial Officer

Sd/-
(Jyotsna Nanda)
Company Secretary

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

Statement of Consolidated Profit and Loss for the year ended 31st Mar 2019

₹ in lacs

Particulars	Note No.	Year ended 31st Mar, 2019	Year ended 31st March, 2018
Continuing Operations			
Income			
Revenue from Operations	27	10,858.98	13,151.32
Other Income	28	317.43	101.17
Total Income		11,176.41	13,252.49
Expenses			
Cost of materials consumed	29	609.09	840.78
Change in Inventories	30	-	8.94
Exhibition Cost	31	3,315.11	3,638.53
Employee benefits expense	32	1,322.76	1,734.51
Finance Costs	33	5,313.45	1,109.69
Depreciation and amortisation expense	34	1,042.68	1,285.28
Impairment of non-current assets	35	535.97	-
Other Expenses	36	5,153.25	7,965.90
Total		17,292.31	16,583.63
Loss from continuing operations before Exceptional items & Tax		(6,115.90)	(3,331.14)
Less: Exceptional items (net)	37	(123.35)	(190.92)
Loss from continuing operations before Tax		(6,239.25)	(3,522.06)
Less: Tax Expense			
-Current Tax		5.19	(10.03)
-Deferred Tax		(170.11)	4,153.34
-MAT Credit		(5.19)	-
		(170.11)	4,143.31
Loss for the year from continuing operations		(6,069.14)	(7,665.37)
Discontinued Operations			
Loss from discontinued operations before Tax		-	(138,690.37)
Less: Tax Expenses		-	-
Loss from discontinued operation after tax		-	(138,690.37)
Loss for the year after tax		(6,069.14)	(146,355.74)
Other Comprehensive Income/(Expense)			
Remeasurement of net defined benefit plans		(24.23)	19.20
Total Comprehensive Income for the year		(6,093.37)	(146,336.54)
Earning per share :			
(Refer Note No 44)			
Face Value per Equity Share (in ₹)		10.00	10.00
From Continuing Operations			
-Basic & Diluted (in ₹)			
From Continuing Operations		(2.18)	(2.75)
From Discontinued Operations		-	(49.78)
Total Basic & Diluted from continuing & discontinued operations (in ₹)		(2.18)	(52.53)

Significant Accounting Policies 1-2
 Accompanying Notes from 1 to 60 are integral part of the financial statements.
 As per our report of even date attached

For **SVP & Associates**
 (Chartered Accountants)
 Firm Regn. No. 003838N

For **Oswal Sunil & Company**
 (Chartered Accountants)
 Firm Regn. No. 016520N

For **SRS Limited**

Sd/-
(CA Pankaj Kumar)
 Partner
 M. No. 091822
 Place: Faridabad
 Date : 11-Aug-2019

Sd/-
(CA Naresh Kumar)
 Partner
 M. No. 085238

Sd/-
 (Vikash Sharma) Chief Financial Officer
 Sd/-
 (Jyotsna Nanda) Company Secretary

Sd/-
 (Ashok Kumar Gulla)
 Resolution Professional
 Taken on record

Consolidated Statement of changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital

	Number	₹ in Lacs
As at 1st April, 2017	278,582,026	27,858.20
Changes in equity share capital during the year	-	-
As at 31st March, 2018	278,582,026	27,858.20
Changes in equity share capital during the year	-	-
As at 31st March, 2019	278,582,026	27,858.20

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income (OCI)	₹ in Lacs
	Security Premium Account	General Reserve	Retained Earnings	Remeasurement of net defined benefit plans	Total
As at 1st April, 2017	12678.03	192.96	7397.76	13.29	20282.04
Profits for the year	-	-	(146,355.74)	-	(146,355.74)
Other comprehensive income for the year	-	-	-	19.20	19.20
Total comprehensive income for the year	-	-	(146,355.74)	19.20	(146,336.54)
As at 31st March, 2018	12,678.03	192.96	(138,957.98)	32.49	(126,054.50)
Profits for the year	-	-	(6,069.14)	-	(6,069.14)
Other comprehensive income for the year	-	-	-	(24.23)	(24.23)
Total comprehensive income for the year	-	-	(6,069.14)	(24.23)	(6,093.37)
Adjustment of subsidiary not consolidated			245.66		245.66
As at 31st March, 2019	12,678.03	192.96	(144,781.46)	8.26	(131,902.21)

Accompanying Notes from 1 to 60 are integral part of the financial statements

As per our report of even date attached

For SVP & Associates
(Chartered Accountants)
Firm Regn. No. 003838N

Sd/-
(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug-2019

For Oswal Sunil & Company
(Chartered Accountants)
Firm Regn. No. 016520N

Sd/-
(CA Naresh Kumar)
Partner
M. No. 085238

For SRS Limited

Sd/- Sd/-
(Vikash Sharma) (Jyotsna Nanda)
Chief Financial Officer Company Secretary
Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

Consolidated Statement of Cash Flows for the year ended 31st March 2019

₹ in lacs

S. No.	Particulars	For the year ended	
		31-Mar-19	31-Mar-18
I	Cash flow from continuing operations		
A	Cash Flow from Operating Activities		
	Net Profit before tax (as per Statement of Profit and Loss)	(6,239.25)	(3,522.06)
	Adjustments to reconcile net profit to net cash provided by operating activities		
	Depreciation and amortisation expense	1,042.68	1,285.28
	Bad debts & balance w/off	115.85	125.27
	Provision for doubtful debts	8.83	234.30
	Provision for doubtful loans & advances	64.61	475.96
	Finance Cost	5,313.45	1,109.69
	Impairment of Goodwill	123.35	-
	Impairment of non-current assets	535.97	-
	Interest Income	(5.21)	(9.49)
	Loss / (Profit) on sale of property, plant & equipments	737.70	273.14
	Adjustment for non consolidation of subsidiary company	507.03	-
	Foreign Exchange Fluctuation	0.02	-
	Property, Plant and Equipment & CWIP written off	216.80	1,621.80
	Changes in assets and liabilities		
	Increase/(Decrease) in Trade Payables	(605.35)	439.60
	Increase/(Decrease) in Other financial liabilities, other liabilities and provisions	(927.87)	(31,955.09)
	(Increase)/Decrease in Inventories	(3.95)	5.68
	(Increase)/Decrease in Trade Receivables	(204.16)	(272.99)
	(Increase)/Decrease in Loans, other financial assets and other assets	(123.48)	(550.38)
	Cash Flow from Operating Activities before Tax	557.02	(30,739.29)
	Direct Taxes Paid	-	-
	Net Cash Flow from Operating Activities before Tax (A)	557.02	(30,739.29)
B	Cash Flow from Investing Activities		
	Purchases of Property, Plant and Equipment	(1.20)	(517.65)
	Proceeds from Sale of Property, Plant and Equipment & CWIP	289.21	112.08
	Interest Income	11.33	16.62
	Net Cash Flow from Investing Activities (B)	299.34	(388.95)
C	Cash Flow from Financing Activities		
	Repayments of Long Term Borrowings	(12.13)	(25.90)
	Net Proceed from Short Term Borrowing	37.83	-
	Repayments of Short Term Borrowings	-	(128.79)
	Interest Paid	(64.48)	(634.08)
	Net Cash Flow from Financing Activities (C)	(38.78)	(788.77)
	Net Increase in Cash and Cash Equivalents (A+B+C)	817.58	(31,917.01)
II	Cash flow from discontinued operations		
A	Cash Flow from Operating Activities	-	31,796.94
B	Cash Flow from Investing Activities	-	20.92
C	Cash Flow from Financing Activities	-	(371.34)
	Net Increase in Cash and Cash Equivalents (A+B+C)	-	31,446.52
	Net Increase in Cash and Cash Equivalents (I + II)	817.58	(470.49)
	Cash and Cash Equivalent at the beginning of the year	400.25	870.74
	Cash and Cash Equivalent at the end of the year	1217.83	400.25
	Net Increase in Cash and Cash Equivalents	817.58	(470.49)

Accompanying Notes from 1 to 60 are integral part of the financial statements.
As per our report of even date attached

For SVP & Associates
(Chartered Accountants)
Firm Regn. No. 003838N

Sd/-

(CA Pankaj Kumar)
Partner
M. No. 091822
Place: Faridabad
Date : 11-Aug-2019

For Oswal Sunil & Company
(Chartered Accountants)
Firm Regn. No. 016520N

Sd/-

(CA Naresh Kumar)
Partner
M. No. 085238

For SRS Limited

Sd/- Sd/-
(Vikash Sharma) (Jyotsna Nanda)
Chief Financial Officer Company Secretary

Sd/-
(Ashok Kumar Gulla)
Resolution Professional
Taken on record

1 Corporate Information

- 1.1 During the CIRP the Resolution Professional invited Expression of Interest for Submission of Resolution Plan for SRS Limited ("the Company"). Potential Resolution Applicants had submitted their Resolution Plan with the Resolution Professional which were put up for approval before the Committee of Creditors, the Resolution Plan received was not approved by Committee of Creditors and hence the Resolution Professional has filed application under Section 33(1) of the Insolvency and Bankruptcy Code, 2016 on May 17, 2019 praying for the appropriate order including Liquidation. As per Regulation 32 (e) and 32 (f) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 the "The Liquidator may Sell the Corporate Debtor as the Going Concern" and "The Liquidator may sell the business of the Corporate Debtor as the going concern" i.e. Cinema division, Since the order of Liquidation has not been pronounced till the date of filling of these Results and, further, the Corporate Debtor can be sold as the Going Concern in the Liquidation process as well, Hence the results for the year ended March 31, 2019 has been prepared on the Going Concern Basis.

2. Significant Accounting Policies

2.1 Principles of Consolidation

The Consolidated financial statements consist of SRS Limited ("the Company") and its subsidiary companies (collectively referred to as "the Group"). The Consolidated consolidated financial statements have been prepared on the following basis:

- a) The consolidated financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income and expenses, after fully eliminating intra-group balances and intra-group transactions.
- b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c) In case of foreign subsidiaries, been non-integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets & liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised as "Foreign Currency Translation Reserve".
- d) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- e) The difference between the cost of investment in the subsidiaries, and the Group's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the Consolidated consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- f) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary, if any.
- g) Non-controlling interest in the net assets of Consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Group's shareholders.
- h) Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- i) The consolidated financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Group i.e. 31st March, 2019.
- j) Goodwill arising on consolidation is not amortised but tested for impairment.
- k) The Consolidated financial statements comprise of the consolidated financial statements of SRS Limited (Parent Company) and the following as on 31st March, 2019;

Name of the Company: SRS Entertainment India Limited

Nature of holding: Wholly Owned Subsidiary Company

Proportion of ownership interest: 100%

Country of incorporation: India

2.2 Basis of Preparation

"The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value."

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Current and non-current classification

The consolidated financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

2.3 Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

2.4 Revenue Recognition

The Company has aligned its policy of revenue recognition with Ind AS 115 "Revenue from Contracts with Customers" which is effective from April 1, 2018. However, in view of the nature of the revenue stream of the Company, the adoption of Ind AS 115 did not have any impact on the revenue recognition and measurement in respect of its revenue from operations.

- i Revenue from sale is recognized when the significant risk and rewards in respect of ownership of the goods are transferred to customer.
- ii Revenue from theatre business is recognized on the basis of tickets sold for the period under accounting.
- iii Entertainment tax collection in respect of its multiplex set up in Uttar Pradesh (U.P.) has been recognised as revenue on sale of tickets, considering the exemption from payment of entertainment tax upto a specified period in terms of the scheme of U.P. state government.
- iv Income from revenue sharing is recognized in accordance with the terms of agreement with parties to operate and manage Multiscreen / Single screen cinemas.
- v Revenue from Lease Rent, Common Area Maintenance (CAM) Charges and Interest is recognized on a time proportion basis.
- vi Advertisement revenue is recognized as and when advertisement is displayed.
- vii Revenue from services are recognized as they are rendered based on agreements/arrangements with the concerned parties and recognized net of service tax / GST (If applicable).
- viii Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

2.5 Property, Plant and Equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress". Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- Depreciation on leasehold improvements is charged over the period of lease.
- Depreciation on assets costing ₹5,000 or less is provided @100% over a period of one year."

Freehold land is not depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate."

2.6 Intangible Assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful life by major class of finite-life intangible asset is as follows:

Computer software - 5 years.

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

2.7 Goodwill

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold."

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

2.8 Borrowing Costs

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

2.9 Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets."

2.10 Inventories

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

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

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

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

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

2.11 Foreign Exchange Transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions.

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

Non-monetary items are carried at cost.

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

In respect of foreign branch, the company has adopted integral foreign operation approach as per Ind AS 21 and accordingly revenue items have been converted at date of transaction date. Monetary Assets and Liabilities are converted at the year-end exchange rate. Exchange gain or loss arising out of above is charged to Statement of Profit & Loss.

2.12 Tax expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current Tax:

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

Minimum Alternate Tax (MAT) Credit:

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

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

2.13 Employee benefits**Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and the undiscounted amount of such employee benefits are recognised in Consolidated Statement of Profit and Loss in the period in which the employee renders the related services. These benefits include salaries, wages, bonus, performance incentives etc.

Defined Benefit Plan

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

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Consolidated Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged to 'Employee benefits expense' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Defined Contribution Plan

Contributions to defined contribution schemes such as employee provident fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Group's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Consolidated Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Group has no further defined obligations beyond the monthly contributions.

2.14 Segment reporting**Identification of segments**

As defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segment and are as set out in the significant accounting policies.

Allocation of common costs

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

Unallocated items

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

Segment policies

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

2.15 Leases**Operating lease****As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Consolidated Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Group is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the consolidated financial statements based on their nature.

2.16 Cash Flow Statement

Cash flows are reported using the indirect method in accordance with Ind AS 7, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

2.17 Earning Per Share

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

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

2.18 Miscellaneous Expenditure

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

2.19 Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.20 Financial Instruments**a). Financial Assets**

"Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the consolidated statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified and measured at:- • amortised cost • fair value through profit and loss (FVTPL)."

Investments in subsidiaries, joint ventures and associates

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

Investments in quoted equity instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Consolidated Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Consolidated Statement of Profit and Loss.

Investments in unquoted equity instruments

Unquoted equity investments are stated at cost.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

b).Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Consolidated Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.21 Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

3 Property, Plant and Equipment

₹ in lacs

Description	Gross Carrying Value			Depreciation			Net Carrying Value		
	As At 01.04.18	Additions	Sale /Adjustment*	As At 31.03.19	As At 01.04.18	for the year	Sale /Adjustment*	As At 31.03.19	As At 31.03.18
Land	2,461.26	-	-	2,461.26	-	-	-	2,461.26	2,461.26
Buildings	5,878.04	-	26.87	5,851.17	885.09	95.81	2.74	4,873.01	4,992.95
Leasehold Improvements	9,125.58	-	1,833.99	7,291.59	4,083.74	425.02	946.92	3,561.84	5,041.84
Plant & Machinery	5,059.03	1.20	1,091.89	3,968.34	2,769.81	309.01	600.73	2,478.09	2,289.22
Office Equipment	477.03	-	172.73	304.30	356.09	30.77	126.31	260.55	120.94
Furniture & Fittings	1,900.21	-	396.49	1,503.72	1,177.16	121.15	250.87	1,047.44	723.05
Computers	312.65	-	127.62	185.03	260.06	9.21	104.28	164.99	52.59
Vehicles	336.29	-	219.19	117.10	192.26	30.22	159.06	63.42	144.03
TOTAL	25,550.09	1.20	3,868.78	21,682.51	9,724.21	1,021.19	2,190.91	8,554.49	13,128.02
Previous Year	31,943.92	395.08	6,788.91	25,550.09	11,146.88	1,465.92	2,888.59	9,724.21	15,825.88

* Property, Plant & Equipment having written down value of Rs. 216.80 lacs (Gross block of Rs. 753.96 lacs & Accumulated Depreciation of Rs. 537.15 lacs) has been written off on the basis of shortfall in the physical verification conducted by the management.

Capital work-in-progress

₹ in lacs

Description	Gross Carrying Value			Impairment			Net Carrying Value		
	As At 01.04.18	Additions	Sale /Adjustment	As At 31.03.19	As At 01.04.18	for the year	on Sale / Adjustment	As At 31.03.19	As At 31.03.18
Capital work-in-progress*	1,070.40	1.54	-	1,071.94	-	535.97	-	535.97	1,070.40
TOTAL	1,070.40	1.54	-	1,071.94	-	535.97	-	535.97	1,070.40
Previous Year	1,200.39	103.50	233.49	1,070.40	-	-	-	-	1,070.40

* The Company has made major Capital Investments of Rs. 1071.94 Lacs during the F.Y. 2014-2015 & 2015-2016 in three projects i.e. "Atlantis Mall" situated at Civil Lines, Allahabad, U.P. (Amount Rs. 515.96 Lacs); "Omaze Novelty Mall" situated at Lawrence Road, Amritsar, Punjab (Amount Rs. 455.03 Lacs) and "Piyush Mahendra (Metropolitan) Mall" situated opposite Dusshera Ground, NIT, Faizabad (Amount Rs. 100.94 Lacs) for construction/running of Shopping Mall/Multiplex in the name of the Company. There was no progress shown in these projects due to various reasons. As per the board resolution dated 29th June 2019, management has decided to create 50% provisioning in the Books of Accounts for impairment losses on the CWIP as at 31st March, 2019 and to take appropriate action for recovery of these amounts.

Intangible Assets

₹ in lacs

Description	Gross Carrying Value			Amortisation			Net Carrying Value		
	As At 01.04.18	Additions	Sale /Adjustment	As At 31.03.19	As At 01.04.18	for the year	on Sale / Adjustment	As At 31.03.19	As At 31.03.18
Computer Software (Bought Out)	229.46	-	74.56	154.90	138.18	21.49	32.79	126.88	91.28
TOTAL	229.46	-	74.56	154.90	138.18	21.49	32.79	126.88	91.28
Previous Year	157.01	78.69	6.24	229.46	93.58	31.59	(13.01)	138.18	91.28

Note No.	Particulars	31-Mar-19	31-Mar-18
4	Investments		
	Investments in Subsidiary		
	SRS Smart Retail Limited (Formerly known as SRS Bright Retail Limited) {1,00,00,000 Equity Shares of Rs. 10 Each at 10 paisa}	10.00	-
	Other Investment		
	Investment in National Savings Certificates (NSC)*	1.07	1.07
	Total	11.07	1.07
	* Investment in government securities are unquoted and at amortised cost.		
5	Other financial assets		
	Security Deposits		
	Gross Value		
	Considered Good	1,067.89	1,216.61
	Considered Doubtful	257.67	257.67
		1,325.56	1,474.28
	Less : Discounting to present value as per IndAS 109	318.97	399.75
	Present Value of Security Deposit	1,006.59	1,074.53
	Other Bank Balances-Restricted Cash		
	-Fixed Deposits pledged with bank for bank guarantees given to authorities	54.59	47.55
	Total	1,061.18	1,122.08
	Less : Provision for doubtful recoveries	257.67	257.67
	Net Amount	803.51	864.41
6	Deferred Tax Assets		
	Deferred Tax Assets		
	Business losses carried forward	-	56.74
	Unabsorbed Depreciation	52.91	76.64
	Provision for Retirement Benefits	3.59	2.68
	Others	0.86	2.10
	Total Deferred Tax Assets (A)	57.36	138.16
	MAT Credit Entitlement (B)*	5.28	0.09
	Deferred Tax Assets (A+B)	62.64	138.25
	* Minimum Alternate Tax credit amounting to Rs. 670.16 lacs has been derecognized as deferred tax asset as there is no convincing evidence that the Company will pay normal income tax during the specified period.		
7	Other non-current assets		
	Capital Advances	60.61	67.52
	Income Tax Recoverable (Refer note no. 26)	174.48	174.48
	Deferred Portion of Security Deposits	262.65	336.41
	Total	497.74	578.41
	Less : Provision for doubtful recoveries *	60.61	-
	Total	437.13	578.41
8	Inventories		
	Raw Material	59.86	55.91
	Total	59.86	55.91
9	Trade Receivables		
	Unsecured, Considered Good *	572.66	377.35
	Considered Doubtful	130,326.98	129,501.42
		130,899.64	129,878.77
	Less: Provision for Doubtful Debts	130,326.98	129,501.42
	Total	572.66	377.35
	* Include Rs. 30.10 lacs (PY Rs. 26.23 Lacs) receivable from related parties (refer note no. 48)		

₹ in Lacs (unless otherwise stated)

Note No.	Particulars	31-Mar-19	31-Mar-18
10	Cash and cash equivalents		
	Cash on Hand	76.28	195.82
	Balances with banks		
	-in Current Accounts	691.13	145.93
	-in Deposits Accounts with maturity period of less than 3 months	450.42	-
	Total	1,217.83	341.75
11	Bank balances other than above		
	-in Deposit Accounts	45.75	55.33
	'Fixed Deposits pledged / earmarked with bank for bank guarantees given to authorities / Deposit Repayment		
	-in Earmarked Accounts		
	'Share Application Money received for Allotment of Securities due for refund	1.79	1.79
	Unclaimed Dividend Account	1.38	1.38
	Total	48.92	58.50
11.1	FDR Balances with Bank		
	(Kept as margin Money against guarantees / Pledged with Sales Tax Authorities)		
	Deposit Account with Bank		
	-Upto 3 months maturity from date of deposit	450.42	-
	-Upto 12 months maturity from date of deposit	1.12	-
	-Maturity more than 12 months but within one year from the reporting date	44.63	74.11
	Shown as Current Assets	496.17	74.11
	-Maturity more than 12 months but after one year from the reporting date	48.84	9.49
	Shown as Non-Current Assets	48.84	9.49
	Total	545.01	83.60
12	Other financial assets		
	Advances to Employees	77.96	67.46
	Interest Accrued but not Due	2.03	10.94
	Other Receivables		
	From Related Parties (refer note no. 48)	465.75	492.97
	From Others	998.63	798.97
	Total	1,544.37	1,370.34
	Less : Provision for doubtful recoveries *	69.37	67.71
	Net Amount	1,475.00	1,302.63
	* Details for provision for doubtful recoveries		
	Other Receivables	2.27	2.27
	Advance to Employees	67.10	65.44
		69.37	67.71
13	Other current assets		
	GST / VAT Recoverable	10.82	11.35
	TDS Receivable	101.71	83.96
	Prepaid Expenses	27.14	18.98
	Advances to Suppliers & Creditors	508.41	502.95
	Total	648.08	617.24
	Less : Provision for doubtful recoveries *	315.60	355.23
		332.48	262.01
	* Details for provision for doubtful recoveries		
	Advance to Suppliers & Creditors	315.60	355.23
		315.60	355.23

Note No.	Particulars	31-Mar-19	31-Mar-18
14	Equity Share Capital		
	Authorised		
	28,00,00,000 (PY 28,00,00,000) Equity Share of Rs. 10/- each	28,000.00	28,000.00
	Total	28,000.00	28,000.00
	Issued, Subscribed & Fully Paid up		
	Opening {27,85,82,026 (PY 27,85,82,026) Equity Share of Rs. 10/- each}	27,858.20	27,858.20
	Additions	-	-
	Deductions	-	-
	Closing {27,85,82,026 (PY 27,85,82,026) Equity Share of Rs. 10/- each}	27,858.20	27,858.20
	Total	27,858.20	27,858.20
14.1	The rights, preference and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of capital are as under :		
	Equity Shares		
	The equity shares have a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval shareholders ensuing Annual General Meeting.		
	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.		
14.2	Shareholders holding more than 5% equity shares in the Company		
	BTL Holding Company Ltd		
	No. of Shares held	19,240,991.00	19,240,991.00
	% of Holding	6.91	6.91
15	Other Equity		
	(A) Security Premium Account		
	Opening Balance	12,678.03	12,678.03
	Add: Addition during the year	-	-
	Less: Amount utilised for issuance of bonus shares	-	-
	Closing Balance	12,678.03	12,678.03
	(B) General Reserve		
	Opening Balance	192.96	192.96
	Add: Transfer during the year	-	-
	Closing Balance	192.96	192.96
	(C) Surplus in Statement of Profit & Loss		
	Opening Balance	(138,925.49)	7,411.05
	Add : Net Profit for the current year	(6,093.37)	(146,336.54)
	Add / (Less) : Adjustment of subsidiary not consolidated	245.66	-
	Closing Balance	(144,773.20)	(138,925.49)
	Total	(131,902.21)	(126,054.50)
16	Borrowings		
	Secured		
	Term Loan (refer note no. 16.1)		
	From Bank		
	Corporate Loan	474.99	474.99
	Less : Current maturities	474.99	474.99
	Non current maturities (A)	-	-
	Vehicle Loan	48.06	65.58
	Less : Current maturities	48.06	37.99
	Non current maturities (B)	-	27.59

Note No.	Particulars	31-Mar-19	31-Mar-18
From Other Parties			
	Vehicle Loan	3.17	3.17
	Less : Current maturities	3.17	2.93
	Non current maturities (C)	-	0.24
Unsecured			
	Public Deposits	7,433.59	7,433.59
	Less : Current maturities	7,433.59	7,433.59
	Non current maturities (D)	-	-
	Total (A+B+C+D)	-	27.83
The requisite particulars in respect of secured borrowings are as under:			
a.	State Bank of India - Corporate Loan of Rs. 474.99 lacs (PY Rs. 474.99 lacs) is Secured against first pari passu charge on all the fixed assets of the Company, including Equitable Mortgage of land and building at site no 4, City Centre, Sector-12 Faridabad with plot area measuring 2,136.86 sq. mtr. and Multiplex-cum Shopping Mall constructed thereon in the name of the Company and further secured by first pari passu charge on ((a) 8 acres of land at Prithla in the name of SPS Buildcon Ltd. (merged with SRS Retreat Services Ltd.) (b) 6.84 acres of land at Prithla in the name of SRS Retreat Services Ltd. (c) Extension of charge on current assets. The Facility is further secured by personal guarantee of Shri Anil Jindal (executive chairman), Shri Sunil Jindal (Managing director, upto 14.08.2017 redesignated as Whole time director w.e.f. 14.08.2017 to 31-08-2017 and resigned effective from 01.09.17), Shri Raju Bansal (Whole time director) and Shri Vinod Kumar Gupta (Whole time director, upto 23.06.2017, redesignated as non-executive director w.e.f. 23.6.17) and corporate guarantee of SRS Retreat Services Ltd, BTL Holding Company Limited {(formerly known as BTL Investments & Securities Limited)(SRS Holdings India Ltd merged with BTL Investments & Securities Limited w.e.f 18.07.2013)}, SRS Knowledge & Technologies Pvt. Ltd. (Formerly known as SRS Professional Services Ltd.), and Latest IT Solutions Ltd. (Formerly known as SRS IT Solutions Ltd.). Applicable rate of interest is base rate + 3.25 % subject to change from time to time.		
	Repayable in 40 equal monthly instalments of ₹25.00 Lacs commencing from July 31, 2014.		
b.	Vehicle Loan from Banks of Rs. 48.06 lacs (PY ₹65.58 Lacs) is Secured against hypothecation of specified vehicles of the Company. Applicable rate of interest is 10.10 % to 14 % .		
c.	Term Loan From Other Parties of Rs. 3.17 lacs (PY Rs. 3.17 lacs) Secured against hypothecation of specified vehicles of the Company. Applicable rate of interest is 10.60 % Total 1 (PY 1) number of vehicle loan repayable within 36 equal monthly instalments.		
d.	Term loan including Working Capital Term Loan, Public Deposit etc. has been classified as current borrowings as repayable on demand due to ongoing Corporate Insolvency Resolution Process ("CIRP").		
Other Financial Liabilities			
	Security Deposits Payable	81.78	31.78
	Total	81.78	31.78
Provisions			
	Provision for Employee Benefits *		
	-Gratuity (un-funded)	81.08	86.60
	-Leave Encashment (un-funded)	20.07	18.51
	Total	101.15	105.11
	* Also refer note no. 46		
Deferred Tax Liabilities			
	Deferred Tax Liabilities		
	Property, Plant and Equipment	122.79	373.69
	Total Deferred Tax Liabilities	122.79	373.69
Short-Term Borrowings			
	Loan Repayable on Demand from Bank		
	-Cash Credit *	73,555.19	72,754.60
	-Demand Loan *	10,000.00	10,000.00
	Total	83,555.19	82,754.60
	Fixed Deposit Scheme		
	-Public Deposit	7,443.66	7,433.59
	Total	7,443.66	7,433.59

Note No.	Particulars	31-Mar-19	31-Mar-18
	Loans from Corporate bodies		
	-From Related Party	94.77	30.50
	-From Others	0.49	37.00
		<u>95.26</u>	<u>67.50</u>
	Total	91,094.11	90,255.69
	* In consortium with State Bank of India, Oriental Bank of Commerce, Union Bank of India, Bank of India and Syndicate Bank is Secured against hypothecation of stocks & book debts and equitable mortgage of specific properties and Personal guarantee of Directors and Corporate guarantee of SRS Retreat Services Ltd., BTL Holding Company Limited {(formerly known as BTL Investments and Securities Limited)(SRS Holdings India Ltd merged with BTL Holding Company Limited w.e.f 18.07.2013)}, SRS Knowledge & Technologies Pvt. Ltd. (Formerly known as SRS Professional Services Ltd.), and Latest IT Solutions Ltd. (Formerly known as SRS IT Solutions Pvt. Ltd.)		
	The aggregate amount of loan guaranteed by, Shri Anil Jindal (executive chairman), Shri Sunil Jindal (Managing director, upto 14.08.2017 redesignated as Whole time director w.e.f. 14.08.2017 to 31-08-2017 and resigned effective from 01.09.17), Shri Raju Bansal (Whole time director) and Shri Vinod Kumar Gupta (Whole time director, upto 23.06.2017, redesignated as non-executive director w.e.f. 23.6.17), is ₹83555.19 lacs (PY ₹82754.60 lacs).		
20.1	Repayment delay in Short-Term Borrowings from Banks		
	Principal Default		
	State Bank of India - Cash Credit	36,405.48	36,420.98
	State Bank of India - Demand Loan	10,000.00	10,000.00
	Bank of India - Cash Credit	17,028.13	17,028.13
	Union Bank of India - Cash Credit	12,080.02	11,658.12
	Oriental Bank of Commerce - Cash Credit	6,628.20	6,325.98
	Syndicate Bank - Cash Credit	1,413.36	1,321.39
	Total	83,555.19	82,754.60
	Interest Default		
	State Bank of India - Cash Credit	11,663.80	9,635.05
	State Bank of India - Demand Loan	3,653.46	3,080.05
	Bank of India - Cash Credit	5,351.46	4,293.61
	Union Bank of India - Cash Credit	810.10	365.58
	Total	21,478.82	17,374.29
21	Trade Payables		
	Dues of MSMEs*	-	-
	Dues of other than MSMEs	2,426.74	3,032.09
	Total	2,426.74	3,032.09
	* The above information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Further, no interest has been paid during the year and payable as on 31st March 2019 and 31st March 2018 to such parties.		
22	Other Financial Liabilities		
	Current Maturities of Long Term Debts (Refer note no. 16)	526.22	515.90
	Interest Accrued and due on Public Deposits	1,780.97	1,469.58
	Interest Accrued but not due	-	0.38
	Interest Accrued and due on secured loans	21,646.39	17,509.02
	Creditors for Capital Expenditure	42.58	86.13
	Creditors for Other Expenditure		
	To Related Party (refer note no. 48)	-	10.40
	To Others	1,373.63	1,455.01
	Share Application Money received for Allotment of Securities due for refund and interest accrued thereon	1.79	1.79
	Unclaimed Dividend	1.38	1.38
	Other Payable		
	-Retention Money	55.90	64.88
	-Employees	233.50	620.28
	Total	25,662.36	21,734.75

Note No.	Particulars	31-Mar-19	31-Mar-18
23	Provisions		
	Provision for Employee Benefits *		
	-Gratuity (un-funded)	85.29	90.41
	-Leave Encashment (un-funded)	13.25	28.50
		98.54	118.91
	* Also refer note no. 46.		
24	Current Tax Liabilities (Net)		
	-Provision for Income Tax (net of advance tax)	140.83	137.06
	Total	140.83	137.06
25	Other Current Liabilities		
	-Advances received from customers	39.74	1,722.01
	-Other Advances (Refundable)	200.00	200.00
	-Statutory dues	2,789.08	1,548.58
	Total	3,028.82	3,470.59
26	Contingent Liabilities & Commitments		
	Contingent Liabilities		
	Appeal filed in respect of disputed demand including interest of Income Tax for Assessment Year 2010-11, 2011-12, 2012-13 and 2013-14*	13,725.75	13,725.71
	Demand Order U/s 33(11)/33(12) of UP VAT ACT 2008 for the Financial Year 2014-15 and 2015-16	1,484.41	1,482.41
	Outstanding Liability of Tax Deducted at Source as per Traces Website	13.25	7.49
	Excess Claims of operational creditors accepted by Resolution Professional	89.13	-
	Estimated entertainment tax liability in the state of Punjab	72.09	72.09
	Disputed lease rent payable #	199.36	138.76
	Pending Export Obligations (duty forgone)	0.17	0.17
		15,584.16	15,426.63

* An amount of Rs.174.48 Lacs (PY Rs. 174.48 Lacs) deposited by the Company under protest has been shown as Income Tax Recoverable under Long Term Loans & Advances (refer Note No. 7) and has not been adjusted above.

Corporate Loan of SRS Limited is secured by first pari passu charge on (a) 8 acres of land at Prithla in the name of SPS Buildcon Ltd. (merged with SRS Retreat Services Ltd.) and 6.84 acres of land at Prithla in the name of SRS Retreat Services Ltd, The said Land has been possessed by the Lenders of SRS Limited under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, which might bring the liability for SRS Limited in future and it is difficult to value the outcome pending the procedure of SRS Retreat Services Ltd.

Company is under negotiation with the property owner of Muktsar-Punjab Cinema to reduce lease rent due to regular losses at site and booked short Lease rent expense based on the ongoing negotiations. Remaining lease rent has been shown under the contingent liability. However as per Form 3 dated 31st October, 2018, the demand notice (in respect of Raj Pal Theatre) , demanding payment in respect of unpaid operational debt due from 'SRS Entertainment India Limited of Rs. 328.02 Lakhs including interest of Rs. 74.53 Lakhs.

Commitments

- Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for#	-	280.44
	-	280.44

The above amount is net of capital advances amounting to Rs. Nil (PY Rs. 39.24 lacs) (refer note no. 7).

₹ in Lacs (unless otherwise stated)

Note No.	Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
27	Revenue from Operations		
	Sale of Products		
	-Food & Beverages	2,732.33	3,618.45
	-Income from sale of tickets of films {(net of GST, Entertainment Tax and Show Tax)}	7,419.98	8,507.96
		10,152.31	12,126.41
	Sale of Services		
	-Lease Rent Income	134.15	180.75
	-Advertisement Income	236.11	503.12
	-Convenience fees	206.42	226.25
	-Royalty Fees	3.50	14.80
	-Technical Support Fees	5.00	-
	-Commission Income	2.02	2.70
	-Common Area Maintenance Charges	39.98	37.71
	-Management Fees	79.49	59.58
		706.67	1,024.91
	Total	10,858.98	13,151.32
	"Note :		
	The Ministry of Corporate Affairs (MCA) has notified Ind AS 115: Revenue from Contracts with Customers, which is effective for accounting periods beginning on or after 1 April 2018. The Company had to change its accounting policies following the adoption of Ind AS 115. However, in view of the nature of the revenue stream of the Company, the adoption of Ind AS 115 did not have any impact on the revenue recognition and measurement in respect of its revenue from operations."		
28	Other Income		
	Interest Income	5.21	9.49
	Other Non-Operating Income		
	Liability & Provision no longer required, written back	223.14	67.84
	Sale of Scrap	2.60	2.79
	Gain / (Loss) on fair valuation of security deposits receivable	13.77	12.68
	Miscellaneous Income	72.71	8.37
	Total	317.43	101.17
29	Cost of materials consumed		
	Opening Stock	55.91	59.89
	Purchases	613.04	835.1
	Less : Closing Stock	(59.86)	(54.21)
	Total	609.09	840.78
30	Change in Inventories of finished goods & stock-in-trade		
	Closing Stock		
	Finished Goods	-	-
	Stock in Trade	-	-
	Opening Stock		
	Finished Goods	-	-
	Stock in Trade	-	8.94
	Total	-	8.94
31	Exhibition Cost		
	Distributor Share & Commission Charges	3,315.11	3,638.53
	Total	3,315.11	3,638.53
32	Employee benefits expense		
	Salaries, Wages and Bonus	1,154.66	1,514.68
	Contribution to Provident Fund & Other Fund {Refer note no. 46(a)}	115.56	149.09
	Staff Welfare Expenses	15.65	35.23
	Provision for Employees Benefits (Refer note no. 46)	36.89	35.51
	Total	1,322.76	1,734.51

₹in Lacs (unless otherwise stated)

Note No.	Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
33	Finance Costs		
	Interest on:		
	-Term Loans	32.80	85.11
	- Cash Credit/Overdraft	4,920.61	-
	- Fixed Deposits	345.98	982.81
	- Unsecured Loans	-	0.48
	- Others	-	2.98
	Bank Charges and Other Financial Expenses	14.06	38.31
	Total	5,313.45	1,109.69
"Note :			
The Company is under Corporate Insolvency Resolution Process vide order of Hon'ble NCLT Chandigarh Vide order dated August 21, 2018, Hence, No interest has been booked in the books of accounts for the period after initiation of CIRP i.e. August 21, 2018 to the reporting period. Syndicate Bank and Oriental Bank of Commerce have charged interest to the tune of Rs. 656.71 lacs lacs after initiation of CIRP i.e. August 21, 2018 to the reporting period, However, the effect of such interest charged in the bank statement has not been taken in the books of accounts."			
No Interest expenses has been booked on the Public Deposit for the period after initiation of CIRP to reporting date.			
Finance cost for year ended March 31, 2019 includes Rs. 4,920.81 lacs which pertain to discontinued operations.			
34	Depreciation and amortisation expense		
	Depreciation	1,018.95	1,253.87
	Amortisation	23.73	31.41
	Total	1,042.68	1,285.28
35	Impairment of non-current assets		
	Impairment of Capital work-in-progress	535.97	-
	Total	535.97	-
36	Other Expenses		
	Security & House Keeping	949.17	1,240.50
	Packaging Expenses	-	0.28
	Fuel Charges	0.23	20.07
	Bad Debts & balance w/off	115.85	125.27
	Consumable Expenses	0.75	4.55
	Freight & Cartage	1.46	2.26
	Foreign Exchange Fluctuation	0.02	-
	Lease Rent Paid	1,770.80	2,393.16
	Electricity & Water Expenses	697.21	820.00
	Insurance Expenses	10.65	25.51
	Repair and Maintenance:		
	-Plant & Machinery	103.24	118.89
	-Building	9.10	47.73
	-Others	26.87	59.09
	Rates & Taxes	34.40	42.45
	Payment to Auditors (Refer note no. 36.1)	14.51	15.88
	Legal & Professional Expenses	214.43	159.55
	Miscellaneous Expenses	6.81	24.67
	Loss on fair valuation of security deposits receivable	6.79	-
	Other Operational Expenses	0.01	1.19
	Property, plant & equipments and CWIP written off	216.80	1,621.80
	Printing & Stationery	16.62	41.01
	Loss on sale of property, plant & equipments	737.70	273.14
	Corporate Social Responsibility Expenses (Refer note no. 55)	-	8.20
	Provision for Doubtful Debts	8.83	234.30

₹ in Lacs (unless otherwise stated)

Note No.	Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
	Provision for Doubtful Loans & Advances	64.61	475.96
	Telephone & Communication Expenses	12.94	21.60
	Travelling & Conveyance Expenses	26.99	45.49
	Expense of amortisation of Deferred Security Deposit	-	6.96
	Selling & Distribution Expenses	32.86	42.99
	Commission & Service Charges	36.03	6.84
	Advertisement	24.27	69.46
	Directors' Sitting Fee	-	4.29
	Prior Period Items	10.03	-
	Interest & Penalty on Statutory Dues	3.27	-
	GST / Service Tax Paid on Recipient Basis	-	12.81
	Total	5,153.25	7,965.90
36.1	Payment to Auditors		
	Payment to Auditors		
	-As Auditors	7.50	9.15
	-For Certification	4.50	4.73
	-For Taxation Matters	2.00	2.00
	-For Reimbursement of Expenses	0.51	-
	Total	14.51	15.88
37	Exceptional items (net)		
	Impairment of Goodwill	123.35	190.92
	Total	123.35	190.92

The Group tests whether goodwill has suffered any impairment on an annual basis. The Group has performed an assessment for impairment of goodwill on acquisition of subsidiaries owing to continuing losses and for SRS Entertainment India Ltd it was identified that in SRS Entertainment India Ltd due to decline in the value of underlying net assets held, based on which Group has recognised impairment charge on goodwill on acquisition pertaining to SRS Entertainment India Limited during the year ended March 31, 2019 (SRS Smart Retail Ltd it was identified that in SRS Smart Retail Ltd due to decline in the value of underlying net assets held, based on which Group has recognised impairment charge on goodwill on acquisition pertaining to SRS smart Retail Limited during the year ended March 31, 2018).

- 38 State Bank of India filed an application before Hon'ble NCLT, Chandigarh under Section 7 of Insolvency and Bankruptcy Code, 2016 ("IBC, 2016") for initiating Corporate Insolvency Resolution Process ("CIRP") of SRS Limited. The application was admitted vide Hon'ble NCLT, Chandigarh Order dated 21.08.2018 and Mr Ashok Kumar Gulla, Insolvency Professional, having IBBI Regn No IBBI/PA-003/IP-N00024/2017-2018/10174, was appointed as Interim Resolution Professional ("IRP").
- Further, pursuant to the order of NCLT, a public announcement of CIRP was made on August 24, 2018 and a Committee of Creditors (COC) was formed pursuant to the provisions of the code and COC held their first meeting on September 20, 2018 (E-voting results declared on September 26, 2018) and inter alia confirmed Interim Resolution Professional as Resolution professional (RP) for the Company.
- 39 During the CIRP the Resolution Professional invited Expression of Interest for Submission of Resolution Plan for SRS Limited. Potential Resolution Applicants had submitted their Resolution Plan with the Resolution Professional which were put up for approval before the Committee of Creditors, the Resolution Plan received was not approved by Committee of Creditors and hence the Resolution Professional has filed application under Section 33(1) of the Insolvency and Bankruptcy Code, 2016 on May 17, 2019 praying for the appropriate order including Liquidation. As per Regulation 32 (e) and 32 (f) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 the "The Liquidator may Sell the Corporate Debtor as the Going Concern" and "The Liquidator may sell the business of the Corporate Debtor as the going concern" i.e. Cinema division, Since the order of Liquidation has not been pronounced till the date of filing of these Results and, further, the Corporate Debtor can be sold as the Going Concern in the Liquidation process as well, Hence the results for the year ended March 31, 2019 has been prepared on the Going Concern Basis.
- 40 During the CIRP process claims from the operational creditors, employee and other creditors were invited, The amount of claims received from the certain parties varies from the books balance, The effect of the same has not been recorded in the books. The difference is immaterial. However, the same have been shown under contingent liability (refer note no. 26).
- 41 Confirmation of balances could not be obtained as at March 31, 2019 for some of the trade receivables (including foreign trade receivables amounting to Rs. 14653 lacs), trade payables, loans & advances including related parties though, the management has requested for the confirmation of balances.
- 42 The company has various input credits and balances with various statutory authorities pertaining to VAT, GST etc aggregating to 10.82 lacs. The recovery of these amounts is subject to reconciliation, filing of returns and admission by respective statutory authorities. No adjustments has been made in the books of accounts in respect of such amounts.
- 43 **Discontinued Operations :**
- Discontinuation of Gold & Jewellery Division**
- Pursuant to board resolution dated 15th December, 2017, the Company discontinued the operations of its Gold & Jewellery Division w.e.f. 01st February, 2018.
- Discontinuation of Retail Division**
- Further, pursuant to board resolution dated 13th February, 2018, the company intended to sell its retail division. Since the selling of retail division was already in the process, in consequence of this the employees of the retails stores had resigned in majority in February, 2018 itself and the top executives were not available for the decision making as the statutory authorities had raided the premises of SRS group on 8th March, 2018 which created a panic in SRS group as a whole and among the lessors of retail stores. Consequently, the management was compelled to close down the retail division during last week of March 2018 as and where basis leading to a significant loss of inventory and property, plant & equipment.
- 44 "Earning per Share" computed in accordance with Indian Accounting Standard (Ind AS)-33 "Earnings Per Share"

Particulars	Continuing operations		Discontinued operations		Total	
	For the year ended		For the year ended		For the year ended	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
a) Numerator: Net Profit after taxation as per Statement of Profit & Loss (₹ in Lacs)	(6,069.14)	(7,665.37)	-	(138690.37)	(6069.14)	(146355.74)
b) Denominator: No. of Shares at the beginning of the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
Total Equity Share outstanding at the end of the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
Weighted average no. of equity shares for the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
Weighted average no. of diluted equity shares for the year	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026	278,582,026
c) Face Value per share (in ₹)	10.00	10.00	10.00	10.00	10.00	10.00
d) Earning per Share (EPS):						
-Basic (in ₹)	(2.18)	(2.75)	-	(49.78)	(2.18)	(52.54)
-Diluted (in ₹)	(2.18)	(2.75)	-	(49.78)	(2.18)	(52.54)

45. Value of Imported and Indigenous Material Consumed (for continuing operations only)

Particulars	For the year ended			
	31-Mar-19		31-Mar-18	
	₹ in Lacs	%	₹ in Lacs	%
Imported	-	-	-	-
Indigenous	609.09	100.00	840.78	100.00
Total	609.09	100.00	840.78	100.00

46. Employee Benefits

a) Defined Contribution Plans

Particulars	For the year ended			
	31-Mar-19		31-Mar-18	
	Continued Operations	Discontinued Operations	Continued Operations	Discontinued Operations
Provident & other funds (Refer note no. 32)	115.56	-	149.09	126.26

b) Defined Benefit Plans

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

The following tables summarize the components of net benefit expense recognized in the Statement of Profit & Loss, the funded status and amounts recognized in the balance sheet for the respective plans (as per Actuarial Valuation as on 31st March 2019).

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

Particulars	Leave encashment		Gratuity	
	As at		As at	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Discount Rate (based on the market yields available on Government bonds at the accounting date with term that matches that of the liabilities)	7.66%	7.80%	7.66%	7.80%
Salary increase (taking into account inflation, seniority, promotion and other relevant factor)	5.25%	5.25%	5.25%	5.25%
Expected Rate of Return on Plan Assets	0.00%	0.00%	0.00%	0.00%
Average Outstanding Service of Employees upto retirement (years)	29.67	29.65	29.67	29.65

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

₹ in lacs

Particulars	Leave encashment		Gratuity	
	As at		As at	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Present Value of Defined Benefit Obligation at the beginning of the year	47.01	69.72	177.01	237.38
Interest Cost	3.66	5.12	13.80	17.45
Past Service Cost	-	-	-	1.70
Current Service Cost	5.58	4.86	15.32	14.75
Benefits Paid	(20.59)	(24.37)	(63.99)	(75.07)
Actuarial (gain) / loss on obligation	(2.35)	(8.32)	24.23	(19.19)
Present Value of Defined Benefit Obligation at the end of the year	33.31	47.01	166.37	177.01

Changes in the fair value of Plan Assets are as follows

₹ in lacs

Particulars	Gratuity	
	As at	
	31-Mar-19	31-Mar-18
Fair value of the plan assets at the beginning of the year	-	0.69
Expected return on Plan Assets	-	0.05
Contribution by employer	-	-
Benefits Paid	-	(0.74)
Actuarial (gain) / loss on Plan Assets	-	-
Fair value of the plan assets at the end of the year	-	-

Net Asset / (Liability) recognized in the Balance Sheet as on 31st March 2019

₹ in lacs

Particulars	Leave encashment		Gratuity	
	As at		As at	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Present Value of Defined Benefit Obligation at the end of the year	33.31	47.01	166.37	177.01
Fair Value of Plan Assets	-	-	-	-
Net Asset / (Liability) recognized in the Balance Sheet	33.31	47.01	166.37	177.01

Net Employees Benefit Expense (recognized in the Statement of Profit & Loss for the year ended 31st March 2019)

₹ in lacs

Particulars	Leave encashment		Gratuity	
	For the year ended		For the year ended	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Current Service Cost	5.58	4.86	15.32	14.75
Past Service Cost	0.24	0.30	0.56	2.20
Interest Cost	3.42	4.82	13.24	16.94
Expected return on plan assets	-	-	-	(0.05)
Net actuarial (gain) / loss recognized in the year	(2.35)	(8.32)	(1.23)	(1.50)
Expenses recognized in the statement of Profit & Loss	6.89	1.66	27.89	32.35

Bifurcation of Obligation at the end 31st March 2019

Particulars	Leave encashment		Gratuity	
	As at			
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Current Liability (Short Term)	13.25	15.62	85.29	90.41
Non Current Liability (Long Term)	20.07	26.39	81.08	86.60
Total	33.32	42.01	166.37	177.01

47 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group President & Chief Strategic Officer of the Company has been identified as being the chief operating decision maker to assess the financial performance and position of the Company and make strategic decisions. The Company is engaged primarily in the business theatrical exhibition and allied activities under the brand "SRS Cinemas". Accordingly, In the context of Indian Accounting Standard 108 – Operating Segments, it is considered to constitute single reportable segment.

48 Related Party Disclosure

As per Indian Accounting Standard (Ind AS)-24 "Related Party Disclosures", the Company's related parties and transactions are disclosed below:

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

Subsidiary Company

SRS Smart Retail Limited (Formerly known as SRS Bright Retail Ltd.) (w.e.f. 30.06.17)

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

i Key Management Personnel (KMP)

Dr. Anil Jindal -Executive Chairman

Mr. Sunil Jindal -Chairman and Managing Director (resigned effective December 1, 2017)

Mr. Raju Bansal-Whole Time Director

Dr. (Ms.) Navneet Kwatra -COO & Company Secretary (resigned effective from 09.05.18)

Ms. Kumud Aggarwal-Company Secretary (resigned effective April 4, 2018)

Mr. Sachin Goyal-Chief Financial Officer (appointed on January 27, 2017) (resigned effective from 28.04.18)

Mr. Vikash Sharma-Chief Financial Officer (appointed on March 1, 2019)

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

SRS Finance Ltd.

BTL Holding Company Limited

SRS Real Infrastructure Ltd.

SRS Real Estate Ltd.

SRS Social Welfare Society

Sh. Bishan Bansal

c. Transactions with related Parties

S. No.	Name of the Party	Nature of Transaction	Nature	₹ in lacs	
				For the year ended	
				31-Mar-19	31-Mar-18
1	SRS Finance Ltd.	Rent Received	Income	-	7.58
		Credit / Debit note for Expenses Reimbursed (Net)	Liability	-	1.71
		Purchase of Shares in SRS Smart Retail Ltd	Assets	-	1.52
2	SRS Real Infrastructure Ltd.	Reimbursement of Expenses	Income	-	17.46
		Unsecured Loan (Payable on demand) (Net)	Liability	44.00	30.50
		Debit / Credit for transactions on behalf of related party (net)	Income	14.64	348.34
		Lease Rent Income	Income	1.94	-
		Sales of Capital Assets	Income	-	286.00
		Rent, CAM & Electricity Charges Paid	Expense	-	18.02
3	SRS Real Estate Ltd	Sale of Goods	Income	0.52	-
4	BTL Holding Company Limited	Credit / Debit note for	Liability	-	276.45
		Rent Received	Income	1.41	7.58
5	SRS Smart Retail Limited (Formerly known as SRS Bright Retail Ltd.)	Advance Given (Net)	Assets	-	0.18
		Sale of goods	Income	-	0.19
6	SRS Social Welfare Society	Corporate Social Responsibility Expenses	Expense	-	8.20
7	Dr. Anil Jindal	Director's Remuneration	Expense	0.33	22.83
8	Mr. Sunil Jindal	Director's Remuneration	Expense	-	18.00
		Purchase of Shares in SRS Smart Retail Ltd	Assets	-	-
9	Mr. Raju Bansal	Director's Remuneration	Assets	12.60	6.60
		Purchase of Shares in SRS Smart Retail Ltd	Assets	-	0.03
10	Ms. Kumud Aggarwal	Remuneration	Expense	0.69	4.10
11	Dr. (Ms.) Navneet Kwatra	Remuneration	Expense	1.90	11.11
12	Mr. Sachin Goyal	Remuneration	Expense	2.40	9.60
13	Mr. Vikash Sharma	Remuneration	Expense	2.10	-
14	Sh. Bishan Bansal	Purchase of Shares in SRS Smart Retail Ltd	Assets	-	0.34

d. Closing balance with related parties

S. No.	Name of the Party	Particulars	Nature	As at	
				31-Mar-19	31-Mar-18
				1	SRS Finance Ltd.
2	SRS Real Infrastructure Ltd.	Creditors for other expenditures	Liability	24.38	9.75
		Other Receivable	Assets	179.31	-
		Trade Receivables	Assets	1.94	-
		Debtor Against sale of Fixed Assets	Assets	286.00	-
		Unsecured Loan (Payable on demand)	Liability	74.77	30.77
3	SRS Real Estate Ltd.	Trade Receivables	Assets	2.37	1.85
4	BTL Holding Company Ltd.	Trade Receivables	Assets	9.86	8.45
5	SRS Smart Retail Limited (Formerly known as SRS Bright Retail Ltd.)	Trade Receivables	Assets	15.93	15.93
		Investments in Subsidiary	Assets	10.00	10.00
		Other Receivable	Assets	5.76	5.76
6	SRS Social Welfare Society	Advance others	Assets	8.20	8.20
7	Dr. Anil Jindal	Director's Remuneration payable	Liability	-	3.52
		Advance given	Assets	1.73	-

₹ in lacs

S. No.	Name of the Party	Particulars	Nature	As at	
				31-Mar-19	31-Mar-18
8	Mr. Sunil Jindal	Director's Remuneration payable	Liability	-	0.12
		Advance given	Assets	13.63	-
9	Mr. Raju Bansal	Director's Remuneration payable	Liability	-	0.92
10	Mr. Vinod Kumar Gupta	Director's Remuneration payable	Liability	-	4.17
11	Dr. (Ms.) Navneet Kwatra	Remuneration payable	Liability	-	1.71
12	Mr. Sachin Goyal	Remuneration payable	Liability	-	1.20
13	Ms. Vikash Sharma	Remuneration payable	Liability	2.10	-
14	Ms. Kumud Aggarwal	Remuneration payable	Liability	-	0.31

e. Off balance sheet items with related parties

₹ in lacs

S. No.	Name of the Party	Nature of Transaction	Nature	As at	
				31-Mar-19	31-Mar-18
1	BTL Holding Company	Corporate Guarantee taken	Off	83,500.00	83,500.00
2	SRS Retreat Services Ltd.	Corporate Guarantee taken	Balance Sheet items	83,500.00	83,500.00

49 In accordance with Indian Accounting Standard "Ind AS-17 on Leases" the following disclosures in respect of operating leases is made as under:

A.Assets taken on operating lease (Continued Operations)

- The Company has taken certain shops/offices/other Fixed Assets on non-cancellable operating lease. Minimum lease payments of continuing operations ₹1771.80 lacs (PY ₹1876.68 lacs) are charged to Statement of Profit & Loss.
- Future commitments in respect of minimum lease payments payable in respect of aforesaid lease entered by the Company is based on revenue sharing basis as well as on fixed charges basis, hence the actual future minimum lease payments can not be ascertained.

50 Derivatives Instruments And Hedged/ Unhedged Foreign Currency Exposure

₹ in lacs

Particulars	As at (Continuing Operations)		As at (Discontinued Operations)	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Foreign Currency Exposure that are not hedged by derivative transactions or otherwise				
Foreign Currency Receivables - USD				
USD Value (In Lacs)	-	-	199.92	199.92
INR Value (In Lacs)	-	-	13,832.03	13,022.07
Foreign Currency Receivables - AED				
AED (In Lacs)	-	-	43.47	43.46
INR Value (In Lacs)	-	-	819.80	770.77

51 In the opinion of the management, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities have been made.

52 The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets approximate their carrying amounts largely due to short term maturities of these instruments.
- Financial instrument with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on the evaluation, allowances are taken to account for expected losses of these receivables. Accordingly fair value of such instruments is not materially different from their carrying amounts.

- 53 The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework.

Management of liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

Due to slow recovery from debtors, the Company is facing liquidity crunch during the year and has not been able to repay of its public deposits and bank borrowings. State Bank of India has filed a application for initiation of CIRP that has been admitted by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") vide its order dated August 21, 2018.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date:

₹ in lacs

Particulars	Carrying Amount	Payable within 1	Payable after 1	Total
As at 31st March 2019				
Borrowings	84,128.61	83,650.45	478.16	84,128.61
Trade Payables	2,426.74	2,426.74	-	2,426.74
Security Deposits	113.15	81.78	31.37	113.15
Other Financial Liabilities	25,662.36	25,662.36	-	25,662.36
As at 31st March 2018				
Borrowings	83,300.26	82,822.10	478.16	83,300.26
Trade Payables	3,032.09	3,032.09	-	3,032.09
Security Deposits	31.78	31.78	-	31.78
Other Financial	21,734.75	21,734.75	-	21,734.75

Management of market risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar and AED.

The Company is subject to the risk that changes in foreign currency values impacting the Company's exports revenue and imports of raw material. As at 31st March, 2019, the net unhedged exposure to the Company on holding financial assets (trade receivables) and liabilities (trade payables) other than in their functional currency amounted to Rs. 14651.83 lacs receivable (31st March, 2018: Rs. 13,792.83 lacs).

Management of credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

a). Trade receivables

The Company's maximum exposure to credit risk from the trade receivable as at 31st March, 2019 and 31st March, 2018 is the gross carrying value of trade receivable in the financial assets.

Domestic Exposure

The Company is exposed to risk of recovery from its trade receivables majorly in jewellery segment (discontinued segment). As at 31st March, 2019, Provision for doubtful debts on trade receivable amounts to Rs. 1,15,675.15 lacs (As at 31st March 2018, Rs. 1,06,391.63 lacs), due to non recovery.

Overseas Exposure

The Company is exposed to risk of recovery from its trade receivables in jewellery segment amounting to Rs. 14651.83 lacs. Full provision for doubtful debts been made pertaining to pertaining to overseas exposure of jewellery segment due to its non recovery.

b). Other financial assets

The Company's maximum exposure to credit risk as at 31st March, 2019 and 31st March, 2018 is the carrying value of each class of financial assets.

54. Salient features of the financial statements of subsidiaries :

(pursuant to first proviso of sub-section (3) of Section 129 of Companies Act, 2013, read with general instructions for the preparation of consolidated financial statements)



SRS LIMITED

Regd. Office: SRS Multiplex, 2nd Floor, City Centre,
Sector-12, Faridabad (Haryana) - 121007 **T:** 8448995132

Email: compliances@srsparivar.com Website: www.srsparivar.com CIN: L74999HR2000PLC040183

ATTENDANCE SLIP

Folio No. / DP ID/ Client ID:

Number of Shares held:

Name and Address of the Member:

I hereby record my presence at the 19th Annual General Meeting of the Company held on Monday, 30th September, 2019 at 11:30 A.M. at Basement-1, SRS Multiplex, City Centre, Sector-12, Faridabad-121007

Signature of Member/Proxy

NOTE:

1. Please fill the Attendance slip and hand it over at the entrance of the Meeting Hall. Joint member may obtain additional Attendance Slip at the venue of the meeting.
2. Soft copy of the Annual Report for the financial year ended 31st March, 2019 and Notice of the AGM along with Attendance Slip and proxy form is being sent to all members whose e-mail address is registered with the Company/Depository Participant. Members receiving soft copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the financial year ended 31st March, 2019 and Notice of the AGM along with Attendance Slip and proxy form is sent in the permitted mode to all members.



SRS LIMITED

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PROXY FORM

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

Name of the Member(s): _____	
Registered address: _____	
E-mail ID: _____	Folio No.(DP ID and Client ID): _____

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

1. Name _____ E-Mail ID: _____
Address: _____

Signature: _____, or failing him/ her
2. Name _____ E-Mail ID: _____
Address: _____

Signature: _____, or failing him/ her
3. Name _____ E-Mail ID: _____
Address: _____

Signature: _____, or failing him/ her

whose signature (s) are appended below as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 11:30 A.M at Basement-1, SRS Multiplex, City Centre, Sector-12, Faridabad-121007 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

S. No.	Resolutions	For	Against
1.	Adoption of Annual Audited Financial Statement, Reports of the Board of Directors and Auditors for the financial year ended 31 st March, 2019		

Signed thisday of.....2019

Affix here
One Rupee
Revenue
Stamp

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

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

Location Map

SRS Multiplex, Sector-12, Faridabad





if undeliverable please return to:

SRS Limited

SRS Multiplex, 2nd Floor, City Centre, Sector-12,
Faridabad, Haryana -121007

M.: 8448995132

W: www.srsparivar.com

E: compliances@srsparivar.com