

SOUTH INDIA PROJECTS LIMITED

CIN L72100WB1981PLC034342

Corp. Off.: #164, Survey No: 48, 4th Floor, Kavuri Hills, Madhapur, Hyderabad, Telangana - 500081, India.
Ph.: 040-43366058, E-mail: southindiaprojectslimited@gmail.com, Website: www.southindiaprojectslimited.in

November 04, 2016

To,
Bombay Stock Exchange Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai - 400 001

SUB: Annual Report for the Financial Year 2015-2016.
Ref: Scrip Code : 538891
Scrip ID : SIPROJECTS

Dear Sir/Madam,

In Compliance with Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we hereby forward you the Annual Report for the Financial Year 2015-2016, for your reference.

You are requested to kindly take a note of the same.

Thanking you,
Yours faithfully,

For South India Projects Limited

Sd/-
Jagan Mohan Reddy Thumma
Director
DIN: 06554945



**SOUTH INDIA PROJECTS LTD
[CIN: L72100WB1981PLC034342]**

Registered office: 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India.
Corp. office: #164, Survey No. 48, 4th Floor, Kavuri Hills, Madhapur, Hyderabad,
Telangana - 500081, India.

Phone: 040-43366058 |

email: southindiaprojectslimited@gmail.com | Website: www.southindiaprojectslimited.in

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of South India Projects Ltd will be held Friday, September 30, 2016 at 04.00 PM (IST) at 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Jagan Mohan Reddy Thumma [DIN: 06554945], who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appointment of M/s. Vora & Pabari Associates, Chartered Accountants, [Firm Regd. No. 117752W, as Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, *if any*, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s. Vora & Pabari Associates, Chartered Accountants [Firm Regd. No. 117752W, be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2010.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to fix such remuneration plus applicable taxes and out of pocket expenses as may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors.”

By Order of the Board of Directors

**Joseph Sudheer Reddy Thumma
Director
[DIN: 00035853]**

Registered Office:

5 & 6, Fancy Lane, Kolkata - 700001,
West Bengal, India.

Dated: 08th September, 2016.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty 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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, **24th September, 2016** to Friday, **30 September, 2016** (*both days inclusive*).
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
5. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
7. The Annual Report 2015-16, the Notice of the 35th Annual General Meeting and instructions for e-voting, along with the Attendance slip and Proxy form are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.
8. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report 2015-16 will also made be available on the Company's website www.southindiaprojectslimited.in for their download. The physical copies of the documents will also be available at the Company's Registered Office in Kolkata, west

Bengal for inspection during normal business hours on any working day. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for it, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: southindiaprojectslimited@gmail.com.

9. IF THE MEMBERS HAVE ANY QUERIES ON THE AUDITED ACCOUNTS, BOARD'S REPORT & AUDITOR'S REPORT, THE SAME SHOULD BE FORWARDED TO THE COMPANY IN WRITING AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE MEETING SO THAT THE SAME CAN BE REPLIED AT THE TIME OF ANNUAL GENERAL MEETING TO THE MEMBERS' SATISFACTION.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the AGM.
11. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
13. Members are requested to bring their copies of the reports to Annual General Meeting.
14. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Registrar & Share Transfer Agent.
15. Members are requested to promptly notify any changes in their addresses to the Registrar & Share Transfer Agent.
16. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
17. The Statement as required under Section 102 of the Companies Act 2013 setting out the material facts in respect of Special Business under item No. 3 is annexed.
18. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.

19. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

NICHE TECHNOLOGIES PVT. LTD.

(Registrar & Share Transfer Agent)

(Unit: South India Project Ltd.)

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

Phone - 033 - 22357270 / 7271 / 22343576 | Fax No. 033 - 22156823

Instructions for Voting through electronics means:

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means ("*e-Voting*") and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The Members may cast their votes through E-voting from a place other than the venue of the AGM ("**Remote E-voting**").

The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Remote E-voting facility will commence from 10.00 AM (IST) on Tuesday, September 27, 2016 and will end at 5.00 PM (IST) on Thursday, September 29, 2016. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the **cut-off date i.e. Friday, September 23, 2016.**

The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Friday, September 23, 2016, only shall be entitled to vote on the Resolutions set out in this Notice.

The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on Cut-Off Date of **Friday, September 23, 2016.**

The Board of Directors at their meeting held on September 08, 2016 has appointed Mr. Deep Shukla, Practicing Company Secretary (*Membership No. FCS 5652*) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper, if any, at the AGM in a fair and transparent manner.

The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (*three*) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman of the meeting.

The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company www.southindiaprojectslimited.in and on the website of CDSL and shall also be communicated to BSE Limited and The Calcutta Stock Exchange Limited.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, September 30, 2016.

The instructions for e-voting are as under:

- i. The voting period begins on from **10.00 AM (IST) on Tuesday, September 27, 2016 and will end at 5.00 PM (IST) on Thursday, September 29, 2016**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 23, 2016**, may cast their vote electronically.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

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

(DBD)	then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).
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- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company Name i.e. “South India Project Ltd” on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

By Order of the Board of Directors

Joseph Sudheer Reddy Thumma
Director
[DIN: 00035853]

Registered Office:

5 & 6, Fancy Lane, Kolkata - 700001,
West Bengal, India.

Dated: 08th September, 2016.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 3

The Members of the Company at the 33rd Annual General Meeting held on September 29, 2014 had appointed M/s. S. K. Soni & Co., Chartered Accountants, [Firm Registration No: 117752W as the Statutory Auditor of the Company to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2017 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 33rd Annual General Meeting of the Company.

M/s. S. K. Soni & Co., Chartered Accountants, agreed to step down and resigned from the position as Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

The Board of Directors at its meeting held on August 13, 2016, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, recommended the appointment of M/s. Vora & Pabari Associates, Chartered Accountants, [Firm Registration No. 117752W as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 35th Annual General Meeting, till the conclusion of the 41th Annual General Meeting of the Company to be held in the year 2021, subject to ratification of the appointment by the Members at every Annual General Meeting held after the 35th Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent and eligibility certificate from M/s. Vora & Pabari Associates, Chartered Accountants, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 3.

The Board recommends the ordinary resolution at Item No. 3 for approval of the Members.

By Order of the Board of Directors

Joseph Sudheer Reddy Thumma
Director
[DIN: 00035853]

Registered Office:

5 & 6, Fancy Lane, Kolkata - 700001,
West Bengal, India.

Dated: 08th September, 2016.

35th Annual General Meeting
SOUTH INDIA PROJECTS LTD
[CIN: L72100WB1981PLC034342]

Registered office: 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India.
Corp. office: #164, Survey No. 48, 4th Floor, Kavuri Hills, Madhapur, Hyderabad,
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Phone: 040-43366058 |

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Form No. MGT-11
FORM OF PROXY

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

Name of Member(s) :	Email Id :
Registered Address :	Folio No. :
	*DP Id. :
No. of Shares held :	*Client Id. :

* Applicable for investors holding shares in electronic form.

I/We, being a member(s) of _____ shares of **SOUTH INDIA PROJECTS LTD** hereby appoint:

1. Mr./Mrs. _____ Email Id: _____
Address : _____

Signature: _____

2. Mr./Mrs. _____ Email Id: _____
Address : _____

Signature: _____

3. Mr./Mrs. _____ Email Id: _____
Address : _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 04.00 PM (IST) at 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

*** I wish my above Proxy to vote in the manner as indicated in the box below:*

SI. No.	Resolutions	Number of Shares held	For	Against
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditor's thereon.			
2.	To appoint a Director in place of Mr. Jagan Mohan Reddy Thumma [DIN: 06554945], who retires by rotation, and being eligible, offers himself for re-appointment.			
Special Business				
3.	To appointment of M/s. Vora & Pabari Associates, Chartered Accountants, [Firm Regd. No. <u>117752W</u> , as Statutory Auditors of the Company and to fix their remuneration.			

*** This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*

Signature(s) of the Member(s)

1. _____

2. _____

3. _____

Affix One rupee Revenue Stamp
--

Signed this _____ day of _____ 2016

Notes:

1. The Proxy to be effective should be deposited at the registered office of the company at least 48 hours before the commencement of the Meeting at 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

Attendance Slip

35th Annual General Meeting
SOUTH INDIA PROJECTS LTD
[CIN: L72100WB1981PLC034342]

Registered office: 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India.
Corp. office: #164, Survey No. 48, 4th Floor, Kavuri Hills, Madhapur, Hyderabad,
Telangana - 500081, India.

Phone: 040-43366058 |

email: southindiaprojectslimited@gmail.com | Website: www.southindiaprojectslimited.in

Date	Venue	Time
September 30, 2016	5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India	04.00 PM (IST)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxyholder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company held on Friday, September 30, 2016 at 04.00 PM(IST) at 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India.

Signature of the Member/ Proxy

Note: Electronic copy of the Notice of the 35th Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra-ordinary General Meeting can print copy of this Attendance Slip.

Physical copy of the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting
[In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Mr. Jagan Mohan Reddy Thumma
Date of Birth	16-11-1977
Actual date of Appointment	29/12/2015
A brief resume of the director	Qualification: Masters of Information Technology, Sydney, Australia
Expertise in Specific Functional Area	He has an overall experience of around 15 years in Information Technology sector. He is working as a correspondent since 2001 and presently he is correspondent at St. Francis Institute of Management, Gagillapur, Telangana.
Directorships held in other listed companies (As on March 31, 2016)	No
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2016)	No
Shareholding of Directors (As on March 31, 2016)	1,50,000
Relationship between Directors inter-se	Brother of Joseph Mohan Reddy Thumma

SOUTH INDIA PROJECTS LTD
[CIN: L72100WB1981PLC034342]

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Corp. office: #164, Survey No. 48, 4th Floor, Kavuri Hills, Madhapur, Hyderabad,
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Phone: 040-43366058 |

email: southindiaprojectslimited@gmail.com | Website: www.southindiaprojectslimited.in

- 1 Name & Registered address of the Sole/ First Named Shareholder :
- 2 Name of the Joint Holder(s) if any :
- 3 Registered Folio No. / DP ID & Client ID :
- 4 No. of equity shares held :

Dear Member,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Friday, September 30, 2016 at 04.00 PM (IST) at 5 & 6, Fancy Lane, Kolkata - 700001, West Bengal, India and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
160907109		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
27 th September, 2016 (10:00 am)	29 th September, 2016 (5:00 pm)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

By order of the Board
For South India Projects Limited
Sd/-
Joseph Sudheer Reddy Thumma
Director
[DIN: 00035853]

Date: 07.09.2016

Place: Kolkata

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report.

BOARD'S REPORT

To,
The Members,
SOUTH INDIA PROJECTS LTD
CIN: L72100WB1981PLC034342
Kolkata

Your Directors have pleasure in presenting their 35th Annual Report on the Audited Financial Statement of South India Projects Ltd (*"the Company"*) for the Financial Year ended March 31, 2016.

FINANCIAL RESULTS

The summarized Standalone financial performance of the Company for the FY 2015-16 and FY 2014-15 is given below:
[Amount in Rs.]

Particulars	F.Y. 2015-2016	F.Y.2014-15
Gross Income	7,741,417	18,773,538
Profit/(Loss) before depreciation, interest and tax		
Financial costs	3,000,209	11,037
Depreciation & Amortisation	Nil	Nil
Profit before exceptional and extraordinary items and tax	4,741,208	18,762,501
- Exceptional Items / Extraordinary Items	0.00	0.007
Profit Before Tax	3,483,949	16,421,242
- Current Tax - Income Tax	750,000	3,465,000
- Earlier Year Tax - Short/(Excess) Provision of Tax	149,082	941,621
- Deferred Tax	0.00	0.00
- MAT Credit entitlement	0.00	0.00
Net Profit After Tax	2,733,949	12,956,242
Balance of Profit brought forward	10,977,168	6,811,417
Balance available for appropriation	Nil	Nil
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet		

REVIEW OF OPERATIONS

During the year under review, the Company has posted total Income of Rs. 7,741,417/- (Rupees seventy seven lakhs forty one thousand and four hundred seventeen only) as against total Income of Rs. 18,773,538/- (Rupees one crore eighty seven lakhs seventy three thousand five hundred and thirty eight only) in the corresponding previous year.

Further, net profit after tax for the year under review was Rs. 2,733,949/- (Rupees twenty seven lakhs thirty three thousand nine hundred and forty nine only) as against net profit after tax of Rs. 12,956,242/- (Rupees one crore twenty nine lakhs fifty six thousand two hundred and forty two only) in the corresponding previous year.

TRANSFER TO STATUTORY RESERVES

During the financial year under review, your Company transferred of Rs. 546,800 to Special reserve as as provided in Section 45IC of the Reserve Bank of India Act, 1934, for the financial year ended March 31, 2016.

DIVIDEND

In order to conserve the resources for the further growth of the Company, your Directors think fit not to recommend any dividend for the year under review.

STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company is solely concentrating in the Non- Banking Financial Company segment and there has been no change in the business of the Company during the financial year ended 31st March, 2016.

INDUSTRY SCENARIO

NBFCs play a vital role in the financial sector of our economy along with other financial institutions. Over the years, due to their strategic management practices and refined operational techniques coupled with lower costs of delivery, lower restrictions on customers etc., have led to it being an alternate choice and at times the first choice for several customers, who need financing. While the RBI has made regulations stringent for the NBFCs, it has also recognized the utility of the NBFCs and thereby made them eligible to set up Banks and also act as an extension of Banks, where the Banks cannot reach. Due to the increase in finance space by NBFCs, the RBI's surveillance has increased. Through its various regulatory measures NBFCs are brought under stricter supervisory regime of RBI. While several steps are being taken to increase the role that the NBFCs play, norms are being strengthened to ensure that there is a strong, transparent and robust non banking financial sector.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the financial year under review, in order to diversify the business of the company the new object clause was inserted in Main object clause of the Company, to commence the Information Technology and software related businesses.

The company is engaged in the business of development and designing of software application, packages, system, modules either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufacturers, banking, insurance owners and users of computers systems and digital / electronic equipment and other domains in India or elsewhere in the world and to provide technical, management and project consultancy service for development of systems, packages etc. and also to undertake programs for training of personnel at various location for development of Software application, packages systems, modules and engage in marketing and distribution, reselling of software, system, modules computer hardware and peripherals. Also providing cloud based services such as Infrastructure as a Service (IaaS), Platform as a Service (PaaS) and Software as a Service (SaaS) for its clients in India and outside of India.

SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on March 31, 2016 is Rs. 30,333,880, comprising of 3,033,380 equity shares of Rs. 10/- each. During the year under review, the Company has not issued any equity shares.

ACQUISITION OF EQUITY SHARES OF THE COMPANY THROUGH OPEN OFFER

During the financial year under review, Mr. Joseph Sudheer Reddy Thumma and Mr. Jagan Mohan Reddy Thumma had entered into Share Purchase Agreement dated April 08, 2015 with the earlier Promoters/ Promoter Group of the Company to acquire in aggregate 1,229,346 equity shares of Rs. 10/- each representing 40.53% of the total equity and voting share capital of the Company at a price of Rs. 25/- per fully paid-up equity share.

The Open Offer was made for acquisition of more than 26 % of the equity and voting share capital of the Company in compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

At the 34th Annual General Meeting held on September 30, 2015, Mr. Sanjay Mohta and Mrs. Nita Agarwal was appointed as an Independent Director to hold office for a period of 5 (five) consecutive years. The said Independent Director fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under and they are independent of the management and have submitted the Declarations as prescribed under Section 149(6) of the Companies Act, 2013.

Further, the Board of Directors of the Company at their meeting held on December 29, 2015, appointed Mr. Jagan Mohan Reddy Thumma and Mr. Joseph Sudheer Reddy Thumma as an Additional Directors on the Board of the

Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company and subsequently, they were regularized as Directors (Promoter) through postal ballot.

Further, Mr. Jai Prakash Tantia and Mr. Akash Tantia, Directors of the Company, tendered their resignation on December 29, 2015 from the Directorship of the Company.

Further, during the financial year under review, Mr. Subhash samala babu, Mrs. Tiparnapally Nikitha and Mr. Surya Narayan Tripathy, appointed as an Independent Directors of the Company w.e.f. February 26, 2016 and necessary approval was obtained from the Members of the Company through Postal ballot. The said Independent Director fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under and they are independent of the management and have submitted the Declarations as prescribed under Section 149(6) of the Companies Act, 2013.

Further, existing Independent Directors, namely, Mr. Pradeep Chhotaria, Mr. Amitabh Kejriwal, Mr. Premjeet Singh and Mrs. Nita Agarwal tendered their resignation from the Directorship of the Company w.e.f. February 26, 2016.

Mr. Himanshu Maheshwari, Company Secretary of the Company, resigned from the post of Company Secretary w.e.f. February 26, 2016.

However, Mr. Sanjay Mohta, Independent Director of the Company has tendered their resignation from the directorship of the Company and Mr. Pawan Kumar Sureka, Chief Financial Officer of the Company, also resigned from his office w.e.f. August 13, 2016.

In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mr. Jagan Mohan Reddy Thumma, Director of the Company, retires by rotation and being eligible; offers himself for re-appointment at the forthcoming 35th Annual General Meeting. The Board recommends the said reappointment for shareholders' approval.

DECLARATION BY INDEPENDENT DIRECTORS

As on March 31, 2016 Mr. Sanjay Mohta, Mr. Subhash samala babu, Mrs. Tiparnapally Nikitha and Mr. Surya Narayan Tripathy are Independent Directors on the Board of your Company. These Non-Executive Independent Directors fulfill the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with the requirement of Clause 49 of the Listing Agreement entered into with the Stock Exchanges / Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. A format letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Agreement has been issued and disclosed on the website of the Company viz. www.southindiaprojectslimited.in.

Further, the Independent Directors of your Company, comprising of Mr. Sanjay Mohta, Mr. Subhash samala babu, Mrs. Tiparnapally Nikitha and Mr. Surya Narayan Tripathy in the meeting held on 26th February, 2016 has reviewed performance evaluation of Non-Independent Directors of the Company and other agendas in line with the requirement of the Listing Agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of Schedule IV of the Companies Act, 2013 were transacted thereat.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Directors expressed satisfaction with the evaluation process.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

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

NUMBER OF BOARD MEETINGS

A calendar of meetings is prepared and circulated in advance to the Directors. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, 07 (Seven) Board Meetings were held during the year ended March, 2016, the dates which are April 27, 2015, May 28, 2015, August 12, 2015, November 14, 2015, December 29, 2015, February 14, 2016 and February 26, 2016.

Details of attendance are as under -

Name of the Directors	Date of Board meeting						
	27/04/2015	28/05/2015	12/08/2015	14/11/2015	29/12/2015	14/02/2016	26/02/2016
*Mr. Jai Prakash Tantia	√	X	√	√	X	X	X
*Mr. Akash Tantia	X	√	√	X	√	X	X
***Mr. Pradeep Chhotaria						√	√
***Mr. Amitabh Kejriwal	√	√	X	√	X	√	X
***Mr. Premjeet Singh	X	X	√	√	√	√	X
Mr. Sanjay Mohta	√	√		√	X	X	√
***Mrs. Nita Agarwal	√	X	X	X	√	√	
**Mr. Jagan mohan reddy Thumma	X	X	X	X	√	√	√
**Mr. Joseph Sudheer Reddy	X	X	X	X	√	√	√

Thumma							
****Mrs. Tiparnapally Nikitha	X	X	X	X	X	√	√
****Mr. Surya Narayan Tripathy	X	X	X	X	X	√	√
****Mr. Subhash samala babu	X	X	X	X	X	√	√

* Resigned from Directorship of the Company w.e.f. December 29, 2015.

** Appointed as an Additional Directors on the Board of the Company w.e.f. December 29, 2015.

*** Resigned from Directorship of the Company w.e.f. February 26, 2016.

**** Appointed as an Additional Directors on the Board of the Company w.e.f. February 26, 2016.

The provisions of Companies Act, 2013, rules made thereunder and the Secretarial Standards were adhered to while considering the time gap between two meetings and holding the meetings.

AUDIT COMMITTEE

Your Company has formed an Audit Committee as per the Companies Act, 2013 and the listing agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee possess strong knowledge of accounting and financial management.

During the Financial Year 2015-16, Four (4) meetings of the Committee were held on, May 28, 2015, August 12, 2015, November 14, 2015 and February 14, 2016.

Further, during the financial year under review, you Board has reconstituted twice the said committee due to changes in Directorships of the Company. Details of the composition of the Committee and attendance during the year are as under:

S. N.	Name of Directors	Designation	No. of Meetings Attended
1	***Mr. Amitabh Kejriwal	Chairman, Independent Director	4
2.	***Mr. Premjeet Singh	Member, Independent Director	4
3.	*Mr. Jai Prakash Tantia	Member, Executive Director	3
4.	**Mr. Jagan Mohan Reddy Thumma	Member, Executive Director	1
5.	****Mr. Subhash Samala Babu	Member, Executive Director	0
6.	****Mr. Surya Narayan Tripathy	Chairman, Executive Director	0

* Mr. Jai Prakash Tantia resigned from the Directorship of the Company w.e.f. December 29, 2015.

** Mr. Jagan mohan reddy thumma appointed as Member of said committed w.e.f. December 29, 2015.

*** Mr. Amitabh Kejriwal and Mr. Premjeet Singh resigned from the Directorship of the Company w.e.f. February 26, 2016.

**** Mr. Subhash samala babu and Mr. Surya Narayan Tripathy appointed as Member of the Company w.e.f. February 26, 2016.

Further, the Audit Committee is functional as per the provision of Section 177 of Companies Act, 2013 and Rules made thereunder and as per listing agreement / Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration committee of the Company shall perform such role and duties as mentioned in Section 178 of the Companies Act, 2013 and listing agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

During the Financial Year 2015-16, Five (5) meetings of the Committee were held on, May 28, 2015, August 12, 2015, November 14, 2015, December 29, 2015 and on February 26, 2016.

Further, during the financial year under review, you Board has reconstituted twice the said committee due to changes in Directorships of the Company. Details of the composition of the Committee and attendance during the year are as under:

S. N.	Name of Directors	Designation	No. of Meetings Attended
1	***Mr. Amitabh Kejriwal	Chairman, Independent Director	5
2.	***Mr. Premjeet Singh	Member, Independent Director	5
3.	*Mr. Akash Tantia	Member, Non-Executive Director	4
4.	**Mr. Sanjay Mohta	Member, Independent Director	1
5.	****Mr. Subhash Samala Babu	Chairman, Independent Director	0
6.	****Mrs. Tiparnapally Nikitha	Member, Independent Director	0
7.	****Mr. Surya Narayan Tripathy	Member, Independent Director	0

* Mr. Akash Tantia resigned from the Directorship of the Company w.e.f. December 29, 2015.

** Mr. Sanjay Mohta appointed as Member of said committed w.e.f. December 29, 2015 and removes the same w.e.f. February 26, 2016.

*** Mr. Amitabh Kejriwal and Mr. Premjeet Singh resigned from the Directorship of the Company w.e.f. February 26, 2016.

**** Mr. Subhash samala babu, Mrs. Tiparnapally Nikitha and Mr. Surya Narayan Tripathy appointed as Member of the Company w.e.f. February 26, 2016.

NOMINATION AND REMUNERATION POLICY

In accordance with Section 178 of the Companies Act, 2015, the Board of Directors has adopted a Policy on Board Diversity, Director Attributes and the Remuneration. The Policy of Nomination and Remuneration Committee has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board. The Remuneration Policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Remuneration Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonably sufficient to attract, retain and motivate them to successfully run the Company.

The policy on remuneration is enclosed as *Annexure V* and forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return is enclosed at *Annexure II* in the prescribed form MGT-9 and forms part of this Report.

STAKEHOLDER RELATIONSHIP COMMITTEE:

During the Financial Year 2015-16, Four (4) meetings of the Committee were held on, May 28, 2015, August 12, 2015, November 14, 2015 and on February 26, 2016.

Further, during the financial year under review, you Board has reconstituted the said committee due to changes in Directorships of the Company. Details of the composition of the Committee and attendance during the year are as under:

S. N.	Name of Directors	Designation	No. of Meetings Attended
1	***Mr. Amitabh Kejriwal	Chairman, Independent Director	4
2.	***Mr. Premjeet Singh	Member, Independent Director	4
3.	*Mr. Akash Tantia	Member, Non-Executive Director	3
4.	**Mr. Sanjay Mohta	Member, Independent Director	1
5.	****Mr. Subhash Samala Babu	Chairman, Independent Director	0
6.	****Mrs. Tiparnapally Nikitha	Member, Independent Director	0
7.	****Mr. Surya Narayan Tripathy	Member, Independent Director	0

* Mr. Akash Tantia resigned from the Directorship of the Company w.e.f. December 29, 2015.

** Mr. Sanjay Mohta appointed as Member of said committed w.e.f. December 29, 2015 and removes the same w.e.f. February 26, 2016.

*** Mr. Amitabh Kejriwal and Mr. Premjeet Singh resigned from the Directorship of the Company w.e.f. February 26, 2016.

**** Mr. Subhash samala babu, Mrs. Tiparnapally Nikitha and Mr. Surya Narayan Tripathy appointed as Member of the Company w.e.f. February 26, 2016.

The terms of reference were enlarged by the Board to be in line with Section 178 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement / Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews Shareholder's / Investor's complaints like non-receipt of Annual Report, physical transfer/ transmission/transposition, split/ consolidation of share certificates, issue of duplicate share certificates etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

The total numbers of complaints received during the year were zero and there was no pending complaint as on March 31, 2016.

PARTICULARS OF EMPLOYEE

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company, is enclosed as *Annexure I* and forms part of this Report.

Further, no employee of the Company is earning more than the limits as prescribed pursuant to Section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company.

INTER SE RELATIONSHIP BETWEEN DIRECTORS

Except Mr. Joseph Sudheer Reddy Thumma and Mr. Jagan Mohan Reddy Thumma, Director who are related to each other, none of the other Directors is related to each other within the meaning of the term "relative" as per Section 2(77) of the Companies Act 2013 read the Listing Agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXTRACT OF ANNUAL RETURN:

The Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as *Annexure II* and forms part of this Report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary company and has not entered into joint venture with any other company.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, which gives a detailed state of affairs of the Company's operations form a part of this Annual Report as *Annexure III*.

STATUTORY AUDITORS' AND AUDITORS' REPORT

At the 35th Annual General Meeting held on September 30, 2016, M/s. S. K. Soni & Co, Chartered Accountant [*Firm Regd. No: 307168E*] were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 36th Annual General Meeting to be held in Calendar year 2017. In the terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting.

SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, Mr. Kiransingh Rajpurohit, Company Secretaries, have been appointed Secretarial Auditors of the Company. The Secretarial Audit Report is enclosed as *Annexure IV* to this report.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls system. The Audit Committee of the Board periodically reviews the internal control systems with the management and Statutory Auditors. Significant findings are discussed and follow-ups are taken thereon.

Further, the Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

EXPLANATION(S)/ COMMENT(S) PURSUANT TO SECTION 134(3)(f)(i)& (ii), IF ANY, OF THE COMPANIES ACT, 2013:

Explanation pursuant to Section 134(3)(f)(i):

There are no adverse remarks/Qualifications made in Statutory Report issued by Statutory Auditor of the Company.

Explanation pursuant to Section 134(3)(f)(ii):

1. The Company has already started the process for appointment of Internal Auditor considering the nature and size of the business of the Company.
2. The Company has faced technical difficulties in filing eforms on MCA portal and hence the same were pending.
3. Due to some technical reasons, the website of the Company faced some difficulties in proper functioning; however the said issues were sorted out and the website is working effectively.

EMPLOYEES' STOCK OPTION PLAN

The Company has not provided stock options to any employee.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM SYSTEM

The Company as per the section 177 of the Companies Act, 2013 and applicable clause of the Listing Agreement formulated the Vigil (Whistle Blower) Mechanism which aims to provide a channel to the Directors and employees to report to the management instances of unethical behavior, actual or unsuspected fraud or violation of the Company's code of conduct. The policy provides adequate safeguard against victimization of employees and Directors who avail of Whistle Blower/Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee etc.

RISK MANAGEMENT POLICY

The Company has laid down the procedure to inform the Board about the risk assessment and minimization procedures. These procedures are reviewed by the Board periodically to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

The Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

DEPOSITS

The Company has neither accepted nor renewed any fixed deposits during the year under review. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2016.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has granted loan of Rs 83,208,979 and has complied with the provisions of section 186 of the companies Act, 2013. The details of the same has been provided in standalone financial statement under Note 11 of the Notes forming part of financial statement.

INSURANCE

The properties/assets of the Company are adequately insured.

RELATED PARTY TRANSACTIONS

As no related party transaction was entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons pursuant the provisions of Section 188(1) of the Companies Act, 2013 during the financial year 2015-16 the particulars as required in form AOC-2 have not been furnished.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON- EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since your Company does not fall under the threshold laid down in section 135 of the Companies Act, 2013, the provision of section 134(3)(o) of the Companies Act, 2013 is not applicable and no disclosure is required by the Board.

CORPORATE GOVERNANCE

Good corporate practices ensure that a Company meets its obligations to optimize shareholders' value and fulfills its responsibilities to the community, customers, employees, Government and other segments of the Society. It will, therefore, be its constant endeavour to achieve long term corporate goals. Even though the Company is not presently covered by the Regulation governing Corporate Governance compliance, the Company has taken various steps to initiate good Corporate Governance practices.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(a) Conservation of Energy -

We continue to strengthen our energy conservation efforts. We are always in lookout for energy efficient measures for operation, and value conservation of energy through usage of latest technologies for quality of services. Although the equipments used by the Company are not energy sensitive by their very nature, still the Company is making best possible efforts for conservation of energy, which assures that the computers and all other equipments to be purchased by the Company strictly adhere to environmental standards, and they make optimum utilization of energy.

(b) Absorption of Technology -

In this era of competition, in order to maintain and increase the clients and customers, we need to provide best quality services to our clients and customers at minimum cost, which is not possible without innovation, and adapting to the latest technology available in the market for providing the services.

(c) Research and Development (R&D) -

The Company believes that in order to improve the quality and standards of services, the Company has progressive Research and Development Process, which should keep on increasing along with the scale of operations of the Company.

(d) Foreign Exchange Earnings and Outgo -

During the year, there were no foreign earnings and outgo.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

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

In order to prevent sexual harassment of women at work place a new act 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013' has been notified on December 09, 2013. Under the said Act every entity(ies) is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report except for the below-mentioned information therein:

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, Officers and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors, Officers and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

LISTING WITH STOCK EXCHANGE

The Company received the listing approval from the BSE Limited vide their Notice No. 20150119-19 dated 19th January, 2015 for the enlistment of entire equity and paid-up share capital of 30,33,388 equity shares of the face value of Rs. 10/- each of the Company on the BSE Limited. Thus, the equity shares of the Company are presently listed on both The Calcutta Stock Exchange Ltd. ["CSE"] and BSE Limited ["BSE"] and the listing fees for the Financial Year 2016-17 have already been paid to the CSE and BSE .

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

ACKNOWLEDGEMENT

The Directors would like to thank all shareholders, customers, bankers, suppliers and everybody else with whose help, cooperation and hard work the Company is able to achieve the results. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

For and on behalf of the Board of Directors

**Jagan Mohan Reddy
Thumma
Director
DIN: 06554945**

**Joseph Sudheer
Reddy Thumma
Director
DIN: 07033919**

Date: September 08, 2016

Place: Kolkata

Registered Office:

*5 & 6, Fancy Lane, Kolkata - 700001,
West Bengal, India.*

Annexure I

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and
- ii. The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2015-16 -

Name & Designation	Remuneration of each Director & KMP for Financial Year 2015-16 (Rs.)	% increase/ decrease in remuneration in the Financial Year 2015-16	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors			
*Mr. Jai Prakash Tantia	Nil	Nil	Nil
*Mr. Akash Tantia	Nil	Nil	Nil
**Mr. Jagan Mohan Reddy Thumma	Nil	Nil	Nil
**Mr. Joseph Sudheer Reddy Thumma	Nil	Nil	Nil
***Mr. Pradeep Chhotaria	Nil	Nil	Nil
***Mr. Amitabh Kejriwal	Nil	Nil	Nil
***Mr. Premjeet Singh	Nil	Nil	Nil
Mr. Sanjay Mohta	Nil	Nil	Nil
***Mrs. Nita Agarwal	Nil	Nil	Nil
****Mr. Subhash Samala Babu	Nil	Nil	Nil
****Mrs. Tiparnapally Nikitha	Nil	Nil	Nil
****Mr. Surya Narayan Tripathy	Nil	Nil	Nil
B. Key Managerial Personnel			
Mr. Pawan Kumar Sureka	Nil	Nil	Nil
****Mr. Himanshu Maheshwari	120000	Nil	Nil

MD & CEO - Managing Director & Chief Executive Officer; VC - Vice Chairman, NI-NED - Non Independent, Non-Executive Director; I-NED - Independent, Non-Executive Director, CFO - Chief Financial Officer; SVP - Senior Vice President; CS - Company Secretary.

Notes:

* Mr. Jai Prakash Tantia and Mr. Akash Tantia resigned from the Directorship of the Company w.e.f. December 29, 2015, and accordingly, the remuneration shown above is for part of the financial year 2015-16.

** Mr. Mr. Joseph Sudheer Reddy Thumma and Mr. Jagan mohan reddy thumma appointed as Directors of the Company w.e.f. December 29, 2015, and accordingly, the remuneration shown above is for part of the financial year 2015-16.

*** Mr. Pradeep Chhotaria, Mr. Amitabh Kejriwal, Mr. Premjeet Singh and Mrs. Nita Agarwal, Independent Directors, resigned from the Directorship of the Company w.e.f. February 26, 2016.

**** Mr. Subhash Samala Babu, Mrs. Tiparnapally Nikitha and Mr. Surya Narayan Tripathy appointed as an Independent Directors of the Company w.e.f. February 26, 2016.

***** Mr. Himanshu Maheshwari resigned on February 26, 2016. Hence, the said salary was paid for the respective period.

3. Median remuneration of all the employees of the Company for the financial year 2015-16 is Rs. 300000/-.

- iii. The percentage increase in the median remuneration of employees in the financial year 2015-16

	Financial Year 2015 - 16 (Rs.)	Financial Year 2014 - 15 (Rs.)	Increase (%)
Median remuneration of all employees	300000	Nil	-

Note: The calculation of % increase in the median remuneration has been done based on comparable employees.

iv. The number of permanent employees on the rolls of Company.

There were two permanent employees on the rolls of Company as on March 31, 2016.

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

There is no percentile increase in the salaries of employee in the Financial Year 2015-16 of the Company.

The average increase of 0% in the salaries of employees was in line with the market projection, the performance of the Company in the financial year 2015-16, the individual performance of the employees, the criticality of the roles they play and skills set they possess.

vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

**Jagan Mohan Reddy
Thumma
Director
[DIN: 06554945]**

**Joseph Sudheer
Reddy Thumma
Director
[DIN: 07033919]**

**Date: 08/09/2016
Place: Kolkota**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2016
SOUTH INDIA PROJECTS LTD

[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	L72100WB1981PLC034342
ii.	Registration Date	04/12/1981
iii.	Name of the Company	SOUTH INDIA PROJECTS LTD
iv.	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non Government Company
v.	Address of the Registered office and contact details	5 & 6, Fancy Lane, 8th Floor, Kolkata- 700 001, West Bengal, India. Tel. No. : 033-4006-9762/9740 Fax. No. : 033-4006-9762 Email : southindiaprojectslimited@gmail.com Website : www.southindiaprojectslimited.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Private Limited, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001, West Bengal, India. Tel No.: (033) 2235 7271/7270, Fax No.: (033) 2215 6823, E-mail-Id: Email : nichetechpl@nichetechpl.com Website : www.nichetechpl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Securities Trading and Investment	64	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/ Subsid-iary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual/HUF	905358	0	905358	29.85	150000	0	150000	4.94	-24.90
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	323988	0	323988	10.68	0	0	0	0.00	-10.68
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any	0	0	0	0.00	0	0	0	0.00	0.00
Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	1229346	0	1229346	40.53	150000	0	150000	4.94	-35.58
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	1079346	0	1079346	35.58	35.58
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	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	1079346	0	1079346	35.58	35.58
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1229346	0	1229346	40.53	1229346	0	1229346	40.53	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	0	0	0	0.00	0	0	0	0.00	0.00
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	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	139355	228	139583	4.60	111166	228	111394	3.67	-0.93
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	80671	8403	89074	2.94	345425	8403	353828	11.66	8.73
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1411891	0	1411891	46.55	1261777	0	1261777	41.60	-4.95
c) Others									
Non Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	917	0	917	0.03	0.03
Clearing Members	163494	0	163494	5.39	76126	0	76126	2.51	-2.88
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Boodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	1795411	8631	1804042	59.47	1795411	8631	1804042	59.47	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1795411	8631	1804042	59.47	1795411	8631	1804042	59.47	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	3024757	8631	3033388	100.00	3024757	8631	3033388	100.00	0.00

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Share	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Share	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1			0.00%	-		0.00%	-	0.00%
2			0.00%	-		0.00%	-	0.00%
3			0.00%	-		0.00%	-	0.00%
4			0.00%	-		0.00%	-	0.00%
5			0.00%	-		0.00%	-	0.00%

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

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	0				
	At the beginning of the year	0	0.00%	0	0.00%

	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00%	0	0.00%
2	0				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00%	0	0.00%
3	0				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00%	0	0.00%
4	0				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00%	0	0.00%
5	0				
	At the beginning of the year	0	0.00%	0	0.00%

	<i>Transfer on -</i>		0.000	0	0.000
			0.000	0	0.000
	At the End of the year	0	0.000	0	0.000
5					
	At the beginning of the year	-	-	-	-
	<i>Transfer on -</i>		0.000	0	0.000
	At the End of the year	0	0.000	0	0.000
6					
	At the beginning of the year	250000	8.242	250000	8.242
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	250000	8.242	250000	8.242
7					
	At the beginning of the year	250000	8.242	250000	8.242
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	250000	8.242	250000	8.242
8					
	At the beginning of the year	250000	8.242	250000	8.242
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	250000	8.242	250000	8.242
9					
	At the beginning of the year	250000	8.242	250000	8.242
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	250000	8.242	250000	8.242
10					
	At the beginning of the year	250000	8.242	250000	8.242
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	250000	8.242	250000	8.242

v. Shareholding of Directors and Key Managerial Personnel: -

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
1	Mr. Kailashchandra Subhakaran Kedia				
	At the beginning of the year	10	0.000	10	0.000
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	10	0.000	10	0.000
2	Mr. Deepak Prahladrai Modi				
	At the beginning of the year	-	-	-	-
	<i>Transfer on -</i>				
		-	-	-	-
	At the End of the year	-	-	-	-
3	Mr. Kamlesh Ramraj Tiwari				
	At the beginning of the year	-	-	-	-
	<i>Transfer on -</i>				
		-	-	-	-

At the End of the year	-	-	-	-
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V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
<input type="checkbox"/> Addition	0	0	0	0
<input type="checkbox"/> Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			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) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Independent Directors				
	- Fee for attending board /committee meetings				-
	- Commission				-
	- Others, please specify				-
	Total (1)				-
2	Other Non-Executive Directors				
	- Fee for attending board /committee meetings				-
	- Commission				-
	- Others, please specify				-
	Total (2)				-
	Total (B)=(1+2)				-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
5	Others, please specify				
	Total				

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

XIII. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. CERTIFICATION OF COMPLIANCES

Details of events / matters in respect of which the company was liable to file returns or comply with requisite provisions of the Companies Act and rules made thereunder:-

Description of the Event / Matter	Date of The event	Section & Descriptions	Due date for filing/ compliance	Date of Filing with SRN/ SRN/ complianc	Concer-ned Authority (ROC/ NCLT /Court)	Reasons for delay, if any

B. DISCLOSURES

1	Closure of Register of Members / Debenture Holders / other security holders	Date of Closure of Register / Record Date	Purpose	Date of Public Notice	No. of Days for which Register of Members was closed

2	Declaration of Dividend	Date of Declaration	Percentage	Dividend Per Share
	- Interim Dividend			
	- Final Dividend			

3	Delisting of Shares / Securities, if any	Name of Stock Exchange from where it is delisted	Date of Delisting	Remarks

4	Change in Nominal Value of Shares /	Nominal Value per share before Change	Nominal Value per share after Change	Date of Change
	<input type="checkbox"/> Sub-division			
	<input type="checkbox"/> Consolidation			

5	Particulars of Inter corporate loans, investments, etc	Name of the body corporate	Aggregate amount of loans, investments During the year (for each body corporate)	Relation with such body corporate (whether it is holding, subsidiary or associate)	Remarks

6	Contracts or arrangements in which directors are interested / related party transactions	Name of the director / related party	Date of disclosure of interest	Date of contract / arrangement	Brief particulars of the contract / arrangement

7	Details of resolutions passed by postal ballot	Brief Particulars of resolution	Number of votes cast	
			For	Against

XIV. Details in respect of shares held by or on behalf of the FII's.

Name of FII	Address	Country of Incorporation	Regn. No. with SEBI/ RBI	% of share holding

XV. OTHER DISCLOSURES

(1) Corporate Social Responsibility

(a) Amount spent by the company during the financial year in pursuance of its Corporate Social Responsibility policy -	
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ANNEXURE III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

In 2015-16, the Indian economy emerged as one of the few large economies with an encouraging outlook. The factors contributing to this positive outlook were controlled inflation, rise in domestic demand, and increase in investments, decline in oil prices and the boost to reforms, among others. According to the IMF, India is set to become the world's fastest-growing major economy by 2016, ahead of China.

The economic fundamentals are showing healthy trends, which corroborates the expected growth in the economy. Inflation has been largely tamed. The investment cycle in India is showing positive growth and expenditure on consumption is increasing, although in a fluctuating trend. This growth is likely to be sustainable considering government's focus on industrial activities, infrastructure development and ease of doing business.

Budget 2016 is a good indicator of the government's intentions and plans. With the global economy fraught with uncertainties, it is commendable that the Indian Government is sticking to its fiscal deficit target while pursuing the growth agenda. Government targets to narrow the central fiscal deficit to 3.5% in 2016-17, after straight year even as an uncertain recovery continued in developed countries. The Eurozone's economic recovery continued although overall growth remained subdued. Solid domestic data continued to drive the recovery while the external sector dragged on the economy's performance. The Japanese economy is struggling for growth against structural headwinds including a declining and aging population, weakening productivity, low return on capital, and high debt levels.

INDIAN FINANCIAL SERVICES INDUSTRY:

According to India Brand Equity Foundation, gross national savings in India are expected to reach \$ 1,272 billion by the end of 2019. This in turn will trigger further savings and investments in Indian households, leading to their greater engagement.

Technology in financial services industry is getting dramatically transformed with several drivers responsible for the change. The willingness of consumers to use the technology for availing financial services is also a major facilitator of technological change.

In August 2015, the RBI granted licenses to 11 new payment banks. This marked a new revolution in the country's financial services sector. The move was to boost financial inclusion and up the ante of mobile revolution in the industry. The payment banking model will transform the way conventional banks approach customers. The risk to traditional banks right now is that the payment banks will track the entire transaction and customer engagement in parallel. Small and Medium Enterprises (SMEs) will have advantage going forward.

SMEs play a major role in the development of economy and providing employment in developing countries. They contribute 33% of the Gross Domestic Product (GDP) in developing economies. As the barriers are being cleared, SME sector could experience substantial growth and offer expanded markets for financial services firms.

COMPANY OVERVIEW

At South India Projects Limited ('SIPL' or 'the Company'), we strongly believe in building a strong financial community. Our ethos and promise of true financial inclusion in the country makes us one of India's prime NBFCs. We not only provide 'credit' to people but also 'confidence' who do not have access to organized financial services. We believe in providing loans not for consumption, but primarily for income generation. The economic slowdown had a significant bearing on the functioning and profitability of NBFCs in the medium term. But it has been estimated that in the long run there are vast opportunities for NBFCs. Hence, the Company is expecting to improve its performance and profitability in years to come.

BUSINESS OUTLOOK:

During Financial Year 2015- 2016, your Company intends to grow its loan book, income and profits through the following initiatives:

1. Deepening reach in existing regions;
2. Continuing its key focus on under-penetrated markets and segments Strong asset growth supported by sound risk management framework;
3. Accessing low cost and diversified fund sources;
4. Optimizing operating costs and efficiency through process changes;
5. Mobilizing debt at attractive rates;
6. Transmitting cost efficiency and remaining competitive in pricing of products Improving recovery ratio and containing NPAs;
7. Leveraging technology to positively impact the working and customer experience.

STRENGTHS:

At SIPL we provide financial services through simple processes and simple procedures in sanction and disbursement of credit as well as timely, friendly and flexible terms of repayment aligned to the unique features of its clientele. Easy and fast appraisal and disbursements make the Company the preferred choice for many of its customers Customer Insight.

CHALLENGES:

Newer regulatory updates pose a constant challenge for smooth operations of the Company. With constant updates governing the functional aspects of financial institutions, there lie unseen challenges in the coming years. Focus on a particular market segment might affect the Company's portfolio & sustainability.

OPPORTUNITIES:

Business opportunities for finance companies are enormous as the new areas and segments are being explored. A larger segment of customers remain un-served by Banks and large sized Finance Companies. Your Company on its part is also well poised to seize new opportunities as they come. A rural middle income boom has led to rise in rural incomes. This has been fueled by increased support prices and welfare schemes initiated by the government. Per capita Gross Domestic Product has grown faster in India's rural areas than in its urban centers. New opportunities like home equity, personal finance, and a foray into factoring and bill payment for the rural hard-to-reach customer may take the Company to new scales of success.

DEMOGRAPHIC PATTERN AND RISING RURAL PROSPERITY:

India has one of the youngest populations in the world, and this means that there will be a large number of people seeking employment and livelihood. The aspirations in rural India are rising, and opportunities for those wanting to be entrepreneurs are increasing. Rural prosperity is also on the rise, fueled by increased support prices and welfare schemes initiated by the government. Per capita Gross Domestic Product has grown faster in India's rural areas than in its urban centers.

MAKE IN INDIA INITIATIVE:

The Government's "Make in India" initiative, which seeks to make India a manufacturing hub, will have a rub-off effect on the key sectors. It seeks to invite the world's top companies to explore investment possibilities in India. The central objective of the initiative is to take the economy to a sustainable high growth path and follow a new model of urbanization by the creation of various industrial corridors.

RISING PER CAPITA INCOME:

Increase in per capita income leads to creation of increasing wealth and positively impacts disposable incomes. This results in a significant investment multiplier effect on the Indian economy, further leading to increasing consumerism and wealth creation and positively impacting savings. Rising per capita income and stability in economic growth have played a role in increasing the pace of urbanization in the country. One of the notable factors behind the growth in the housing industry has been easy availability of finance. Availability of low interest rate finance has increased disbursement of loans among several financial players.

THREATS:

The major threat being faced by finance companies are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition from banks / financial institutions due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. Higher cost of funds might lead to reduced bottom line for the Company. Also, a lesser interest spread, or higher cost of lending might lead to customers turning away to cheaper source of funds. Asset quality deterioration may not only wipe the profits out of the Company but eat into its net worth. The Company must ensure it maintains minimal delinquency levels.

WEAKNESS:

The Company does not have strong network & link at remote areas of villages. The Company has significant business presence in the state of West Bengal only. The Company does not have all India based network and establishments to reach out to large segment of people in the country in both semi-urban and rural areas whereas more than 90% of the unorganized sector has no link with banks and 60% of the rural consumers do not have bank accounts.

RISKS & CONCERNS:

As a NBFC, your Company's growth and profitability are dependent on the functioning of Capital Markets. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company. Risk is managed by using a set of credit norms and policies, as approved by the Board. SIPL has a structured and standardized process including customer selection criteria, comprehensive credit risk assessment, which encompasses analysis of relevant quantitative and qualitative information to ascertain the credit worthiness of the borrower.

INTERNAL CONTROL SYSTEM AND ADEQUACY:

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

HUMAN RESOURCES:

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

FINANCIAL PERFORMANCE:

During the year under review, your Company achieved revenue from operations of Rs. 73.57 Lakhs as against Rs. 186.92 Lakhs in the Previous Year and recorded Profit after Finance Cost, Depreciation and Taxation of Rs. 77.41 Lakhs as against Rs. 187.73 Lakhs in the Financial Year 2015-2016.

For and on behalf of the Board of Directors

**Jagan Mohan Reddy
Thumma
Director
[DIN: 06554945]**

**Joseph Sudheer
Reddy Thumma
Director
[DIN: 07033919]**

Date:

Place: Kolkata



SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2015

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

To

The Members

SOUTH INDIA PROJECTS LTD

Regd. Office: 5 & 6, Fancy Lane,
Kolkata - 700001, West Bengal,
India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **South India Projects Ltd** (*hereinafter called the Company*). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 (*'Audit Period'*) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, (*subject to the observations mentioned in this report*) in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): –
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (*Not Applicable to the Company during the Audit Period*);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not Applicable to the Company during the Audit Period*);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable to the Company during the Audit Period*);
 - (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; (*Not Applicable to the Company during the Audit Period*);and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (*Not Applicable to the Company during the Audit Period*);
 - (i) The Reserve Bank of India Act, 1934 and Guidelines, Directions and Instructions issued by Reserve Bank of India prescribed thereunder. The Company is registered as a Non-Banking Financial Company (Non-deposit accepting or holding) with Reserve Bank of India.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified, hence not applicable to the Company during the audit period).

(b) The Listing Agreements entered into by the Company with the Stock Exchange viz Bombay Stock Exchange of India Ltd (BSE) and Calcutta Stock exchange.

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

- *Certain relevant e-forms were pending for filing on MCA portal as on audit period which includes filing of Annual Return, financial statement, etc.*
- *Details of particulars of employee(s) under section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules, 2014 in Board's Report.*
- *Non transfer of fund to special reserve account pursuant to RBI norms.*
- *Compliance for appointment of Company Secretary and Internal Auditor for the aforesaid Audit period.*
- *Appointment of director in contravention of Section 196 & 197 of the Companies Act, 2013.*
- *Unable to comments on newspaper advertisement (Notice) w.r.t. Book Closure / eVoting for AGM.*
- *Unable to comments on compliance of Calcutta Stock exchange.*
- *Updation of website of the Company in compliance of applicable provisions.*

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, subject to observation as mentioned hereinabove. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the resolutions were passed with consent of majority Directors and minutes were prepared accordingly.

I further report that:

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

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

Place: Mumbai
Date: 08/09/2016

Kiransingh Rajpurohit
Company Secretaries
ACS: 33315
CoP: 12276



To
The Members
SOUTH INDIA PROJECTS LIMITED

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 08/09/2016

Kiransingh Rajpurohit
Company Secretaries
ACS: 33315
CoP: 12276

Annexure - V

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel”
means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- 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.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person

holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole Time Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL

1. Remuneration to Managing Director / Whole-time Directors:
 - a) The Remuneration/Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

S. K. Soni & Co.
Chartered Accountants

36, Strand Road,
3rd Fl., R. No. 11,
Kolkata – 700 001.

Independent Auditor's Report

To the Members of
SOUTH INDIA PROJECTS LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2016**, and its **Profit** and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e. On the basis of written representations received from the directors as on **March 31, 2016** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2016** from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Kolkata.
Date : May 30, 2016.



For S. K. SONI & Co.
Chartered Accountants
(Firm's Registration No. : 307168E)

(S.K. Soni)
Proprietor
Membership No. : 012800.

SOUTH INDIA PROJECT LIMITED

Annexure "A" to the Auditor's Report

The Annexure referred to in our Report to the members of **SOUTH INDIA PROJECT LIMITED**, the company, for the year ended **March 31, 2016**, we report that :

- i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) The Company has a program of verification of fixed asset to cover the item in a phased manner over a reasonable interval which, in our opinion, is reasonable having regard to the size of the company and the nature of assets. Pursuant to the program, the fixed asset was physically verified by the management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - c) The Company does have immoveable property but the title deeds could not be traced, hence we are unable to comment on ownership of the immoveable property and it's particulars in details.
- ii) The Company does not have any inventory, hence the Provision of clause 3(ii) of the order is not applicable to the Company.
- iii) The Company has not granted any loans, to companies, firms, limited liability partnerships.
- iv) 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 Companies Act, 2013 In respect of loans, investments, guarantees, and security, as applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore the provisions of sections 73 to 76 or any other relevant provisions of the companies Act and the rules framed there under, are not applicable. According to the information and explanations given to us, no order has been passed by the company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any court or any other Tribunal.
- vi) The maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act.
- vii) According to information and explanations given to us in respect of statutory dues :
 - a) The company has been regular in depositing undisputed statutory dues including Income Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.
 - b) As per the information given to us, provident Fund, Employees State Insurance, Sales tax, Wealth Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess are not applicable to the Company.
 - c) There was no undisputed amounts payable in respect of Income Tax, Service Tax and other material statutory dues in arrears as at **March 31, 2016** for a period of more than six months from the date they become payable.



- vii) Based on our audit procedures and on the basis of information and explanation given by the management, we are of the opinion that the Company has not taken any loan from any financial institution and bank.
- ix) Based on our audit procedures and on the basis of information and explanation given by the management, the company has not raised moneys by way of initial public offer or further public offer including debit instrument and term loans.
- x) According to the information and explanation given to us, no material fraud by the Company or on the company by its officer or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations give to us and based on our examination the records of the Company, the company has not paid/provided for managerial remuneration.
- xii) In our opinion and according to the information and explanation given to us the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination 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 records of the Company, the company has not entered into noncash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- xvi) The company is required to be registered under section 45-1(A) of the Reserve Bank of India Act, 1934 and it has obtained the registration from Reserve Bank of India.

Place : Kolkata.
Date : May 30, 2016.

For S. K. SONI & Co.
Chartered Accountants
(Firm's Registration No. : 307168E)



A handwritten signature in blue ink, appearing to read "S.K. Soni".

(S.K. Soni)
Proprietor
Membership No. : 012800.

Annexure - B to the Auditor's Report

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 **SOUTH INDIA PRIVATE LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place : Kolkata.
Date : May 30, 2016.

For S. K. SONI & Co.
Chartered Accountants
(Firm's Registration No. : 307168E)



(S.K. Soni)
Proprietor
Membership No. : 012800.

South India Projects Limited

Balance Sheet as at 31st March' 2016

	Note No.	As at 31.03.2016 (Rs.)		As at 31.03.2015 (Rs.)	
EQUITY AND LIABILITIES -					
Shareholders' Funds -					
Share Capital	3	30,333,880		30,333,880	
Reserves and Surplus	4	54,001,451	84,335,331	51,267,502	81,601,382
Non Current Liabilities -					
Deferred Tax Liability (Net)			30,406		30,406
Current Liabilities -					
Other Current Liabilities	5	868,199		347,301	
Short term Provisions	6	149,082	1,017,281	941,621	1,288,922
Total			85,383,018		82,920,710
ASSETS -					
Non Current Asset -					
Fixed Assets -					
Tangible Assets	7	52,604		52,604	
Non Current Investments	8	29,415	82,019	77,227,730	77,280,334
Current Assets -					
Other Current Assets	9	-		2,343,971	
Cash and Bank Balances	10	2,073,064		777,449	
Short Term Loans and Advances	11	83,227,935	85,300,999	2,518,956	5,640,376
Total			85,383,018		82,920,710
Summary of significant accounting policies	2.1				
The accompanying notes are an integral part of the Financial Statements					

As per our report of even date annexed
 FOR S.K. Soni & Co.
 Chartered Accountants
 (Firm Regn. No.- 307168E)

(Signature)

(S.K. Soni)
 Proprietor
 Membership No. : 012800
 Place: Kolkata.
 Date : 30th May, 2016.



For SOUTH INDIA PROJECTS LIMITED

(Signature)

For SOUTH INDIA PROJECTS LIMITED
 T. Joseph Sudheer Reddy

(Signature)

Director
 T. Jagan Mohan Reddy

DIRECTORS

South India Projects Limited

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	For the Year ended 31.03.2016 (Rs.)	For the Year ended 31.03.2015 (Rs.)
INCOME -			
Revenue from Operations	12	7,356,716	18,692,425
Other Income	13	384,701	81,113
Total Revenue		7,741,417	18,773,538
EXPENSES -			
Employee benefit Expenses	14	420,000	414,459
Finance Cost	15	3,000,209	11,037
Other Expenses	16	837,259	1,926,800
Total Expenses		4,257,468	2,352,296
Profit before Tax		3,483,949	16,421,242
Tax expense:			
- Current Tax		750,000	3,465,000
Profit for the Year		2,733,949	12,956,242
Earnings per Equity Share (Basic & Diluted)		0.90	6.49
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the Financial Statements			

As per our report of even date annexed
 FOR S.K. Soni & Co.
 Chartered Accountants
 (Firm Regn. No.- 307168E)

S.K. Soni

(S.K. Soni)
 Proprietor
 Membership No. : 012800



Place: Kolkata.
 Date : 30th May, 2016.

For SOUTH INDIA PROJECTS LIMITED

Jeddy Reddy
 Director

For SOUTH INDIA PROJECTS LIMITED

Jeddy
 Director
DIRECTORS

SOUTH INDIA PROJECTS LIMITED

NOTE – 2.1 -

NOTES TO THE FINANCIAL STATEMENTS -

1. Significant Accounting Policies :

i) Basis of Preparation of Financial Statements -

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on the accrual basis under the historical cost convention. The accounting policies adopted in the preparation of then financial statements are consistent with those followed in the previous year.

ii) The Company is a Non Banking Financial Company (NBFC) and has thus complied with the Prudential norms relating to the Income recognition, Accounting standards, Assets classification and Provisioning of Bad & Doubtful Debts as applicable to it.

iii) Long-term Investment is stated at Cost less Provision for diminution in value other than temporary, if any.

iv) Provision for Current Income-tax is made in accordance with the Income-tax Act, 1961. Deferred Tax is recognized on timing differences, being the differences between taxable and accounting income and capable of reversal in subsequent periods. Deferred Tax Assets subject to prudence are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available for realisation of such deferred assets.

2. OTHER NOTES -

i) There is no contingent Liabilities as on 31.03.2016.

ii) Sundry Creditors, Debtors and Advances are subject to confirmation.

iii) Segment Reporting:

The Company is engaged primarily in the business of Financing / Investment in Shares and Securities accordingly there are no separate reportable segments.

iv) Related Party Discloser-

There is no transaction with the related Parties, hence no disclosure desired or applicable.

v) Foreign Exchange transactions –

There is no such transactions

vi) There is no amount due to Micro, Small and Medium Enterprise as on 31.03.2016.

vii) Previous year figures have been regrouped / reclassified to conform to this year's classification.

Place : Kolkata

Dated : 30th May, 2016.



For S.K. Soni & Co.

Chartered Accountants

(Firm's Registration No.: 307168E)

(S.K. Soni)

Proprietor

South India Projects Limited

NOTES TO THE FINANCIAL STATEMENTS -

	As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)		
NOTE - 3				
SHARE CAPITAL -				
a) AUTHORISED -				
40,00,000 (P.Y. 20,00,000) Equity Shares of Rs.10/- each	4,00,00,000	2,00,00,000		
b) ISSUED, SUBSCRIBED & FULLY PAID-UP -				
10,000 Equity Shares of Rs.10/- each fully paid-up issued in terms of the Memorandum of Association of the Company	1,00,000	1,00,000		
30,23,388 (P.Y. 30,23,388) Equity Shares of Rs.10/- each fully paid-up	3,02,33,880	3,02,33,880		
c) Reconciliation of number of Equity Shares				
At the Beginning of the Year	30,23,388	19,85,650		
Add : Issue of Bonus Shares	-	10,37,738		
At the close of the Year	30,23,388	30,23,388		
	3,03,33,880	3,03,33,880		
d) Equity shareholder holding more than 5% of equity shares along with the number of equity shares held is as given below :				
Name of the Shareholder	Number of Shares	%	Number of Shares	%
1) Sri Jay Prakash Tantia	-	-	3,74,619	12.35
2) Smt. Kailash Tantia	-	-	4,81,986	15.89
3) AKI Investments Pvt. Ltd.	-	-	3,23,988	10.68
4) Joseph Sudheer Reddy Thumma	10,79,346	35.58	-	-
e) Terms/Rights attached to Equity Shares:				
The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any is proposed by the Board of Directors and is subject to the approval of The shareholders in the ensuing Annual General Meeting. In the event of liquidation of Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				



South India Projects Limited

NOTE - 5

Other Current Liabilities -
Other Liabilities

868,199

347,301

868,199

347,301

NOTE - 6

Short term Provisions -
Provision for Tax (Net of Advance Tax)

149,082

941,621

149,082

941,621

NOTE - 7

FIXED ASSETS

AS PER SEPARATE SHEET ATTACHED

NOTE - 8

INVESTMENTS

No. of
Shares / Units

As at
31.03.2016
(Rs.)

No. of
Shares / Units

As at
31.03.2015
(Rs.)

Non Current Investments -
In Fully Paid-up Equity Shares/Units of
Rs.10/- each unless otherwise stated
QUOTED :

Nageshwar Investment Ltd.	-	-	-	-
Cipla Ltd.	-	-	50,400	333,984
Axis Bank Ltd.	-	-	300	210,180
Bayer Cropscience Ltd	-	-	400	218,988
Blue Star Ltd.	-	-	1,397	4,674,369
Capital First Ltd	-	-	3,000	925,938
Cummins India Ltd	-	-	3,217	1,381,852
Edelweiss Financial Services Ltd	-	-	2,201	1,979,384
Exide Industries Ltd	-	-	15,493	1,049,979
Greaves Cotton Ltd.	-	-	500	91,240
Gujarat Fluoro Ltd.	-	-	5,300	774,876
Haldyn Glass Ltd	60	29,415	-	-
HCC Ltd.	-	-	800	20,208
HDFC Ltd.	-	-	163,367	5,550,933
HDFC Bank Ltd	-	-	1,100	1,424,036
Honeywell Automation India Ltd	-	-	1,000	1,007,025
ICICI Bank Ltd.	-	-	115	1,055,633
IDFC Ltd.	-	-	12,000	3,856,720
ILFS Transportation Networks Ltd	-	-	3,500	577,040
Ingersoll-Rand (India) Ltd	-	-	15,000	3,280,133
Kennametal India Ltd	-	-	1,250	1,254,702
Larsen Toubro Ltd	-	-	199	175,805
Lumax Industries Ltd	-	-	1,195	1,954,476
Max India Ltd	-	-	5,850	2,032,599
Huhtamaki PPL Limited	-	-	1,800	836,483
Persistent Systems Ltd	-	-	2,700	628,241
SKF India Ltd	-	-	300	213,297
State Bank of India	-	-	100	145,232
Sundaram Finance Ltd	-	-	4,200	1,156,230
Taneja Aerospace Aviation Ltd	-	-	400	631,666
Tata Elxsi Ltd	-	-	16,400	906,804
Tatat Motors Ltd	-	-	2,521	2,772,950
Zydus Wellness Ltd.	-	-	4,000	1,447,870
	-	-	200	207,704
		29,415		42,776,577

For SOUTH INDIA PROJECTS LIMITED
For SOUTH INDIA PROJECTS LIMITED

Subbarao Reddy
Director



For SOUTH INDIA PROJECTS LIMITED

Subbarao Reddy
Director

South India Projects Limited

Schedule to Balance Sheet

NOTE - '7'

FIXED ASSETS -

CLASSIFICATION OF ASSETS	GROSS - BLOCK		DEPRECIATION		NET - BLOCK	
	As at 01.04.15	As at 31.03.16	Upto 31.03.15	For the Year Upto 31.03.16	As at 31.03.16	As at 31.03.15
TANGIBLE -						
Land	52,604	52,604	-	-	52,604	52,604
Previous - Year	52,604	52,604	-	-	52,604	-



For SOUTH INDIA PROJECTS LIMITED

Judhan Reddy
Director

For SOUTH INDIA PROJECTS LIMITED

S. Babu
Director

South India Projects Limited

UNQUOTED :			
	No. of Shares / Units	No. of Shares / Units	
AVS Stock Broking Pvt. Ltd.	-	10,000	3,000,000
	29,415		45,776,577
MUTUAL FUND -			
Kotak Secuties Ltd. -			
ICICI Prudential Real Estate	-	195,505.600	5,550,560
Kotak Bond Fund Plan	-	557,332.214	21,900,593
Zodius Technology Fund	-	400,000.000	4,000,000
	29,415		77,227,730
<i>Aggregate Market Value of Quoted Shares</i>	31,068		41,417,582

NOTE - 9

<u>Other Current Assets (Considered good, unless stated otherwise) -</u>			
Other Receivables	-		2,343,971
	-		2,343,971

NOTE - 10

<u>Cash and Bank Balances -</u>			
Cash - in - hand	26,396		144,161
<u>Balance with Banks - In Current Accounts</u>	2,046,668		633,288
	2,073,064		777,449

SCHEDULE - 11

<u>Short Term Loans and Advances -</u>			
<u>(Considered good, unless stated otherwise)</u>			
Loans to Others	83,208,979		2,500,000
Advances recoverable in Cash or in kinds or for value to be received	1,500		1,500
Security Deposits	17,456		17,456
	83,227,935		2,518,956

For SOUTH INDIA PROJECTS LIMITED

[Signature]
Director



For SOUTH INDIA PROJECTS LIMITED

[Signature]
Director

South India Projects Limited

Note - 12	For the year ended 31-Mar-16 (Rs.)	For the year ended 31-Mar-15 (Rs.)
<u>Revenue from Operations -</u>		
Profit on sale of Investments (Net)	2,283,621	15,958,631
Interest Received (TDS- Rs.5,07,309/-)	5,073,095	2,733,794
	7,356,716	18,692,425

Note - 13		
<u>Other Income -</u>		
Interest on Income Tax Refund	21,630	29,292
Dividend	363,071	51,821
	384,701	81,113

Note - 14		
<u>Employee benefit Expenses -</u>		
Salary & Other Benefits to Staff	420,000	114,459
Director's Remuneration	-	300,000
	420,000	414,459

Note - 15		
<u>Finance Cost -</u>		
Interest	2,976,301	-
Finance Charges	23,908	11,037
	3,000,209	11,037

Note - 16		
<u>Other Expenses -</u>		
Advertisement	80,564	56,605
Printing & Stationery	33,307	15,708
Professional Tax	2,500	2,500
Professional & Service Charges	51,648	86,948
Demat Charges	674	18,043
General Expenses	86,550	6,376
Bank Charges	344	56
Listing Fees	227,453	787,919
Internet Charges	5,000	-
Postage & Telegram	32,570	12,778
Travelling & Conveyance	21,978	2,605
Business Promotion	15,150	8,450
Rates & Taxes	46,180	165,240
Depository Fees	19,635	34,832
Management Fees (PMS)	-	561,800
Insurance	-	7,986
Telephone Charges	23,218	48,703
Vehicle Maintenance	-	14,115
Share Related Charges	164,988	48,636
<u>Auditor's Remuneration and expenses -</u>		
As Audit Fees	9,000	9,000
As Tax Audit Fees	4,500	4,500
For Limited Review	5,500	4,000
For Other Services	6,500	12,000
For Reimbursement of Expenses	-	18,000
	25,500	47,500
	837,259	1,926,800



For SOUTH INDIA PROJECTS LIMITED

Judith Reddy

Director

For SOUTH INDIA PROJECTS LIMITED

Sudh

Director

S. K. Soni & Co.
Chartered Accountants

36, Strand Road,
3rd Fl., R. No. 11,
Kolkata - 700 001.

To,
The Asst. Manager
Deptt. of Non-Banking Supervision
Reserve Bank of India
15, Netaji Subhas Road,
5th Floor
Kolkata - 700 001

CERTIFICATE IN TERMS OF CIRCULAR CC 79

This is to certify that South India Projects Limited having its registered office at 5&6, Fancy Lane, 8th Floor, Kolkata - 700001 has been holding Certificate of Registration bearing No. B-05.04715 from Reserve Bank of India, Kolkata regional office, under the category of Non-Banking Financial Companies as non-deposit taking company, is primarily engaged in the business of money lending and Investment in shares and securities and the company therefore requires to hold certificate under section 45-IA of the Reserve Bank of India Act, 1934. The Assets and Income pattern for the year ended 31st March, 2016 are as under. We enclose herewith Annexure 'A' for Income & Asset Pattern of the company for the **Financial Year 2015-2016**.

	<u>Amount (Rs.)</u>	<u>Percentage</u>
Financial Assets	8,32,38,394	97.45
Other Assets	21,44,624	2.55
Total Assets	<u>8,53,83,018</u>	<u>100</u>
Financial Income	77,19,787	99.72
Other Income	21,630	0.28
Total Income	<u>77,41,417</u>	<u>100</u>

For S.K. Soni & Co.
Chartered Accountants
Firm Registration No.: 307168E



Proprietor
Membership No.: 012800
Place: Kolkata.

Date: 28.05.2016.

Annexure 'A'

INCOME AND ASSET PATTERN OF M/S. South India Projects Limited

Particulars	Description	Amount (Rs.)	% of Total
<u>Income</u>	Financial		
	Interest Income	50,73,095	
	Profit on sale of Shares/Mutual Funds	22,83,621	
	Dividend Income	3,63,071	
	Sub: Total (A)	77,19,787	99.72
	Non-Financial		
	Interest on Income Tax Refund	21,630	
	Sub: Total ((B)	21,630	0.28
	Total (A+B)	77,41,417	100
	<u>Assets</u>	Financial	
Investment in Shares/Mutual Funds		29,415	
Loans & Advances		8,32,08,979	
Sub: Total (A)		8,32,38,394	97.45
Non-Financial			
Cash & Bank Balances		20,73,064	
Fixed Assets		52,604	
Other Advances		18,956	
Sub: Total ((B)		21,44,624	2.55
Total (A+B)		8,53,83,018	100



S. K. Soni & Co.
Chartered Accountants

36, Strand Road,
3rd Fl., R. No. 11,
Kolkata - 700 001.

Auditors' Report in terms of 3A and 3C of NBFC Auditor's Report
(Reserve Bank) Directions, 2008

To
The Board of Directors
South India Projects Limited,
5&6, Fancy Lane,
8th Floor, Kolkata - 700001.

1. As required by the 'Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 1998' we further state that we have submitted a report to the Board of Directors of the Company containing a statement on the matters of supervisory concern to the Reserve Bank of India as specified in the said Directions, namely the following :-
- (i) The Company is engaged in the business of non-banking financial institution as provided in section 45IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has received its certificate of registration.
 - (ii) Pursuant to Circular No. DNBS(PD) C.C. No.79/03.05.002/ 2006-07 dated 21st September 2006, we confirm that the Company is carrying on the business of NBFIs as on 31st March, 2016. As required by RBI Circular No. DNBS (PD) C.C.No. 81/03.05.002/2006-07 dated 19th October 2006, the company's financial assets are more than 50% of its total assets (netted of by intangible assets) and its income from financial assets is more than 50% of the gross income for the financial year ended 31st March, 2016.
 - (iii) Pursuant to Circular No. DNBS.PD.CC No. 85/03.02.089/ 2006-07 dated 6th December, 2006, we are of the view that the Company can be classified as a Loan Company carrying on as its principal business of finance.
 - (iv) Pursuant to Notification viz. Non-Banking Financial Company - Micro Finance Institutions (Reserve Bank) Directions, 2011 dated 2nd December, 2011 we are of the view that the Company is not carrying on the Business of Micro Finance Institutions, hence classification as NBFC-MFI as defined in the said Directions with reference to the business carried on by it during the financial year under review is not applicable".
 - (v) The Board of Directors of the Company has passed a resolution for non-acceptance of any public deposit.
 - (vi) The Company has not accepted any public deposit during the year under review.
 - (vii) The company has complied with the prudential norms relating to income recognition, accounting standards, Assets Classification & provisioning of bad & doubtful debts as applicable to it.
 - (viii) The Company is not a systemically important Non- deposit taking NBFCs as defined in paragraph 2(1)(xix) of the Non- Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, hence, Capital adequacy ratio and furnishing of annual statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) does not apply to this Company.

For S.K. Soni & Co.
Chartered Accountants
Firm Registration No.: 307168E

Soni



Proprietor
Membership No.: 012800
Place: Kolkata.

Date: 28.05.2016.

S. K. Soni & Co.
Chartered Accountants

36, Strand Road,
3rd Fl., R. No. 11,
Kolkata - 700 001.

TO WHOM IT MAY CONCERN

We, do hereby certify that the Net Owned Fund (As define in section 45-IA of RBI Act, 1934) of **South India Projects Limited** having its registered office at 5&6, Fancy Lane, 8th Floor, Kolkata - 700001, is **Rs. 8,43,35,331/-** (Rupees Eight crores forty three lacs thirty five thousand three hundred and thirty-one only) as on **31st March, 2016**.

STATEMENT OF NET OWNED FUND AS ON 31/03/2015

Item No.	Particulars	Item Code	Amount (Rs.)
1.	Capital Funds:		
	(i) Paid-up Equity Capital	311	30,333,880
	(ii) Paid-up preference shares which are compulsorily convertible to Equity	312	-
	(iii) Free Reserves (Cr. Balance of Profit & Loss a/c)	313	5,40,01,451
2.	Total (311 +312 +313) = A	310	8,43,35,331
3.	(i) Accumulated balance of loss	321	-
	(ii) Balance of deferred revenue expenditure	322	-
	(iii) Other intangible assets (please specify) Deferred Tax Assets	323	-
4.	Total (321+322 +323) = B	320	-
5.	Owned Fund (A - B) i.e. (310-320) = C	330	8,43,35,331
6.	Book value of investments in shares of :		
	(i) Subsidiaries of the Company	341	-
	(ii) Companies in the same group	342	-
	(iii) All other Non-Banking Financial Companies (Details in Annexure No.....)	343	-
7.	Book value of investments in debentures and bonds of :		
	(i) Subsidiaries of the Company	344	-
	(ii) Companies in the same group	345	-
8.	Outstanding loans and advances including bills purchased/ discounted, inter-corporate deposits, hire purchase and lease finance, CPs with:		
	(i) Subsidiaries of the Company	346	-
	(ii) Companies in the same group (Details in Annexure No.....)	347	-
9.	Total (341 to 347) = D	340	-
10.	D in excess of 10% of C (340 in excess of 10% of 330) = E	351	-
11.	Net Owned Fund (330 - 351) = (C - E)	350	8,43,35,331

For S.K. Soni & Co.
Chartered Accountants
Firm Registration No.: 307168E

S. K. Soni



Proprietor
Membership No.: 012800
Place: Kolkata.

Date: 29.05.2016.