



KRISHNA

V E N T U R E S

CREATING FOUNDATIONS

KRISHNA VENTURES LIMITED
37TH ANNUAL REPORT
2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS	Mr. Ratish Tagde (Chairman Non-Executive & Non-Independent Director) Mr. Arunkumar Verma (Whole Time Director w.e.f. 01.08.2019) Mr. Kishore Vussonji (Independent Director) Mrs. Komal Deshmukh Samant (Independent Director)
AUDIT COMMITTEE	Mrs. Komal Deshmukh Samant (Chairperson) Mr. Ratish Tagde Mr. Arunkumar Verma
NOMINATION & REMUNERATION COMMITTEE	Mr. Kishore Vussonji (Chairman) Mr. Arunkumar Verma Mrs. Komal Deshmukh Samant
STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Kishore Vussonji (Chairman) Mr. Ratish Tagde Mr. Arunkumar Verma Mrs. Komal Deshmukh Samant
STATUTORY AUDITOR	M/s. Shashikant J. Shah & Co. 1056, Hubtown Solaris, N.S. Phadke Marg, Andheri (East), Mumbai-400069
CIN	L45400MH1981PLC025151
REGISTERED OFFICE	7 th Floor, Corporate Centre, Opp. Hotel VITS, Andheri - Kurla Road, Andheri (East), Mumbai - 400059 Website: www.krishnaventures.com Email Id: corporate@krishnaventures.com Contact No.: +91 022 61898000
REGISTRAR AND SHARE TRANSFER AGENT	Universal Capital Securities Pvt. Ltd. 21 / 25, Shakti Nivas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400059 Website: www.unisec.in Email Id: info@unisec.in Contact No.: +91 022 28207203-05 / 28257641
BANKERS	Kotak Mahindra Bank Limited IDBI Bank Limited

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NOTICE

NOTICE is hereby given that the **Thirty Seventh Annual General Meeting** of **Krishna Ventures Limited** will be held at 7th Floor, Corporate Centre, Opp. Hotel VITS, Andheri - Kurla Road, Andheri (East), Mumbai-400 059 on **Saturday, September 28th, 2019** at **10.30 a.m.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2019, including the Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended on that date including any explanatory note annexed to or forming part of, the aforementioned documents together with the Board's Report and Statutory Auditor's Report thereon.
2. **RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:**

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

"RESOLVED THAT pursuant to the provisions of Section 139,141,142 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-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 35th AGM, appointment of M/s. Shashikant J. Shah & Co., Chartered Accountants (Firm Registration No. 109996W), Mumbai, as the Statutory Auditors of the Company to hold the office till the conclusion of 40th Annual General Meeting of the Company, be and is hereby ratified for the Financial Year 2019-20."

SPECIAL BUSINESS:

3. **AUTHORITY TO ENTER INTO RELATED PARTY TRANSACTION:**

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

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its powers) Rule, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company hereby provide authority to the Board of Directors of the Company to enter into Related Party Transaction as per the details provided hereunder:

Sr. No.	Name of the Related Party	Nature of transactions	Amount of Transaction
1.	Krishna Developers Private Limited	Receipt of Professional fees for Providing Consultancy Services	No limit

“RESOLVED FURTHER THAT the previous authority provided to the Company to enter into Related Party Transactions shall be replaced and overruled by this resolution.”

4. REAPPOINTMENT OF MR. KISHORE MADHAVSINH VUSSONJI AS INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. KISHORE MADHAVSINH VUSSONJI (DIN: 00444408), whose period of office is liable to expire on 31st March, 2019 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for the period of 5 years w.e.f. 1st April, 2019 up to 31st March, 2024 and that his terms of appointment shall not be liable to retirement by rotation.”

5. APPOINTMENT OF MR. ARUNKUMAR VERMA AS WHOLE TIME DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of Members of the Company be and is hereby accorded for the appointment of Mr. Arunkumar Verma (DIN: 02546086) as Whole Time Director of the Company, whose office will not be liable to determination by retirement by rotation, for a period of three years from 1st August, 2019 to 31st July, 2022 without any remuneration for the aforesaid period, as approved by the Nomination & Remuneration Committee in its Meeting held on 2nd August, 2019.

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Registered Office:

702, Corporate Centre,
Opp. Hotel VITS, Andheri – Kurla Road,
Andheri (East),
Mumbai – 400 059

Place: Mumbai**Date: August 11, 2019**

**By the order of the Board
For Krishna Ventures Limited**

**Sd/-
Ratish Tagde
Chairman
DIN: 00024465**

Notes:

- a. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a Member of the Company.
- b. The instrument appointing a Proxy, in order to be effective, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.
- c. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 proxy for any other person or shareholder.
- d. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- e. Members / Proxies / Authorized Representatives are requested to bring enclosed attendance slip, duly completed and signed for attending the Meeting. Copies of Annual Report or Attendance Slip shall not be provided at the meeting.
- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- g. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Annual General Meeting.

- h. The Register of Members and Share Transfer Books of the Company shall remain closed from **Sunday, September 22, 2019 to Saturday, September 28, 2019** (both days inclusive) for the purpose of Annual General Meeting.
- i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- j. Pursuant to section 72 of the Companies Act, 2013, Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company prescribed form SH-13 with the Companies Share Transfer Agent and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
- k. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to green environment. Members holding shares in physical mode are requested to register their email address with Universal Capital Securities Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their email address with their respective Depository Participants in case the same is still not registered. If there is any change in the email address already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to Depository Participants in respect of shares held in electronic form.
- l. Pursuant to the provisions of section 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, electronic copy of the Annual Report for the financial year 2018-19 including Notice of the Thirty Seventh Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form are being sent 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 copy of the Annual Report for the financial year 2018-19 is being sent in the permitted mode. All the above documents shall also be available on the website of the Company www.krishnaventures.com.
- m. To ensure that shareholders' queries are answered in full, shareholders are requested to write their queries to the Company at an early date at corporate@krishnaventures.com.

n. **VOTING OPTIONS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Seventh Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, September 25, 2019 at 9.00 a.m.** and ends on **Friday, September 27, 2019 at 5.00 p.m.** (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, September 21, 2019** may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository

	<p>Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <ul style="list-style-type: none"> 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 serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Krishna Ventures Limited to cast your 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- I. Persons who have acquired shares and became members of the Company after the dispatch of the Notice of the Annual General Meeting but before the cut-off date of **Saturday, September 21, 2019** may obtain their user Id and password for e-voting from Company's Registrar & Share Transfer Agent, Universal Capital Securities Pvt. Ltd. (Contact details: Tel No.: +91 022 28207203-05 / 28257641 or email at info@unisec.in) or from CDSL (Contact details: Tel No. +91 022 22723333 or email at helpdesk.evoting@cdslindia.com).