

KRISHNA VENTURES LIMITED

41st ANNUAL REPORT 2022-23

REGISTERED OFFICE:

CORPORATE CENTRE, 7TH FLOOR, OPP. HOTEL VITS ANDHERI KURLA ROAD, ANDHERI
(EAST), MUMBAI-400059

CORPORATE OFFICE:

OFFICE NO. A 603 & A 604, LOGIX TECHNOVA PLOT NO. A4, SECTOR 132 NOIDA, UTTAR
PRADESH-201305

CONTENTS

PARTICULARS	PAGE NO.
CORPORATE INFORMATION	1
NOTICE OF AGM	3
BOARD'S REPORT	22
ANNEXURE A (MR-3)	33
ANNEXURE B (Related Party Transaction)	39
ANNEXURE C (Remuneration)	41
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	42
CORPORATE GOVERNANCE REPORT	76
INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS	78
STANDALONE FINANCIAL STATEMENTS	90

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ratish Tagde (Non-Executive-Non-Independent
Director)

Mr. Neeraj Gupta (Managing Director)

Mr. Gaurav Jindal (Whole Time Director)

Mr. Arunkumar Verma (Whole Time Director)

Ms. Saloni Mehra (Non-Executive - Independent
Director)

Ms. Monam Kapoor (Non-Executive Independent
Director)

KEY MANAGERIAL PERSONS

Mr. Neeraj Gupta (Managing Director)

Mr. Neeraj Gupta (Chief Executive Officer)

Mr. Gaurav Jindal (Whole Time Director)

Mr. Arunkumar Verma (Whole Time Director)

Mr. Shivam Garg (Chief Financial Officer)

Ms. Divya Gaur (Company Secretary & Compliance
Officer)

AUDIT COMMITTEE

Ms. Saloni Mehra (Chairperson)

Mr. Ratish Tagde

Ms. Monam Kapoor

NOMINATION & REMUNERATION COMMITTEE

Ms. Saloni Mehra (Chairperson)

Mr. Ratish Tagde

Ms. Monam Kapoor

**STAKEHOLDERS
RELATIONSHIP
COMMITTEE**

Ms. Saloni Mehra (Chairperson)

Mr. Ratish Tagde

Ms. Monam Kapoor

**STATUTORY
AUDITOR**

M/s. Rajiv Malhotra & Associates

B-4/389, Second Floor, Sector – 8

(Near HDFC Bank Sec - 8), Rohini, Delhi-110085

CIN

L45400MH1981PLC025151

REGISTERED OFFICE

7th Floor, Corporate Centre, Opp. Hotel VITS,

Andheri - Kurla Road, Andheri (East),

Mumbai – 400059

Website: www.krishnaventuresltd.com

Email Id: infokrishnaventuresltd@gmail.com

Contact No.: +91 022 61898000

**REGISTRAR AND
SHARE TRANSFER
AGENT**

Skyline Financial Services Pvt. Ltd,

D-153A, 1 st Floor, Okhla Industrial Area, Phase-1, New
Delhi, 110020

Website: www.skylinerta.com

Email Id: info@skylinerta.com

Contact No.: 011 - 30857557

BANKERS

AXIS Bank Limited

Kotak Mahindra Bank Limited

IDBI Bank Limited

NOTICE

NOTICE is hereby given that the **Forty First 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 30, 2023 at 03.00 P.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, 2023, 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. Reappointment of retiring Director

To appoint Mr. Neeraj Gupta (DIN: 07176093), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Neeraj Gupta (DIN: 07176093), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

SPECIAL BUSINESS:

- 1. Appointment of Ms. Vinod Bala (DIN: 09790881) as the Whole Time Director for a tenure of 5 (Five.) years w.e.f. September 30 , 2023.**

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

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the members/shareholders of the Company be and is hereby accorded to approve the terms of appointment and remuneration of Ms. Vinod Bala (DIN: 09790881)

as a Whole-Time Director of the Company for a period of five (5) years commencing from September 30, 2023 till September 29, 2028 on the terms and conditions including the remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty and authority to the Board of Directors/ and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted by Ms. Vinod Bala, subject to the same not exceeding the limited specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof .

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 shareholders.
2. The Register of Member and Transfer Books will remain closed from the September 24, 2023 to the September 30, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
5. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual general Meeting.
6. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days between 11.00 A.M to 2.00 P.M, except holidays the date of declaration of the results of e-voting.
7. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
8. Members are requested to intimate change in their address if any immediately to Skyline Financial Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi, 110020 Phone: +91011 - 30857557, Email Id: info@skylinerta.com.

9. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Skyline Financial Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
10. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.
12. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of evoting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual Report for 2022-2023 will be available on Company's website www.krishnaventuresltd.com for their download.
13. Members who have not registered their email addresses so far are requested to register their email address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
14. At present the Company's equity shares are listed on the BSE Limited. Members are informed that the scripts of the Company have been activated both in Central Depositories Services (India) Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE537L01010. The custodian fees for the current financial year 2022- 2023 have been paid to all the aforesaid Depositories.
15. For any assistance or information about shares etc. members may contact the Company.

16. VOTING THROUGH ELECTRONIC MEANS

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M. The remote e-voting module shall be

disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

	<p>Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.