



22nd

Annual Report
2013-14

Shri Kalyan Holdings Limited



Shri Kalyan Holdings Limited

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<p><u>Board of Directors</u></p> <ul style="list-style-type: none"> • RAJENDRA KUMAR JAIN DIN: 00168151 Chairman • BHUPENDRA KUMAR JAIN DIN: 00168215 Managing Director • JINENDRA KUMAR JAIN DIN: 00168251 Executive Director • VIRAT DEWAN DIN: 00155356 Independent and Non Executive Director • DEVENDRA KUMAR PATNI DIN: 01647627 Independent and Non Executive Director • ALKESH PATNI upto 28.05.2014 DIN: 02970650 Independent and Non Executive Director • PRIYANKA PATNI w.e.f. 28.05.2014 DIN: 00556339 Independent and Non Executive Director 	<p><u>Board Committees</u></p> <ul style="list-style-type: none"> • Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mr. Rajendra Kumar Jain (Member) • Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Virat Dewan (Member) Mrs. Priyanka Patni (Member) • Stakeholders Relationship Committee: Mr. Virat Dewan (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member) <p>Compliance Officer: Ashok Kumar Jain</p> <p><u>Whole-Time Company Secretary</u> CS Komal Gandhi</p> <p><u>Corporate Identification No.</u> CIN: L67120MH1993PLC070526</p>
<p>Statutory Auditors : M/s Banshi Jain & Associates, Chartered Accountants, Mumbai-400050</p>	<p>Corporate Advisors: M/s V.M. & Associates, Company Secretaries Jaipur-302 001</p>
<p>Principal Bankers : Allahabad Bank, Jaipur</p>	<p>Corporate and Correspondence Office: D-25, Lal Bahadur Nagar East, J.L.N. Marg, Jaipur 302 017 (Rajasthan).</p>
<p>Registrar and Share Transfer Agent : M/s Beetal Financial and Computer Services (P) Limited "Beetal House" 3rd Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi. Phone No: 91-11-2991281, 29961282, Fax:-91-11-29961284. Website: www.beetalfinancial.com, Email: investor@beetalfinancial.com</p>	
<p>Registered Office : Saptashrungi Apartment, Flat No-1, Ground Floor, Plot No - 282A & 285, Sarsole (G.E.S.) Sector-6, Nerul (west) Navi Mumbai, Maharashtra-400706, INDIA. Phone No.: 141-2554270, Fax: 0141-2546420. Email: shrikalyan25@hotmail.com Website: www.shrikalyan.com</p>	



NOTICE

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Shri Kalyan Holdings Limited (SKHL) will be held at its Registered Office situated at Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul west, Navi Mumbai, Maharashtra-400 706, India on Thursday, the 31st Day of July, 2014 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Rajendra Kumar Jain (DIN: 00168151), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To re-appoint the Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass following resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Banshi Jain & Associates, Chartered Accountants, Mumbai, be and are hereby re-appointed as the auditor of the Company, to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM (subject to ratification of the appointment by members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with the auditors"

SPECIAL BUSINESS:

4. To appoint Mrs. Priyanka Patni (DIN: 00556339) as an Independent Director and in this regard 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Priyanka Patni (DIN: 00556339), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2019, not liable to retire by rotation."

5. To appoint Mr. Virat Dewan (DIN: 00155356) as an Independent Director and in this regard 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Virat Dewan (DIN: 00155356), Director of the Company, who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March 2019, not liable to retire by rotation.”

6. To appoint Mr. Devendra Kumar Patni (DIN: 01647627) as an Independent Director and in this regard 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Devendra Kumar Patni (DIN: 01647627), Director of the Company who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March 2019, not liable to retire by rotation.”

PLACE: JAIPUR

DATE: 28TH MAY, 2014

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

RAJENDRA KUMAR JAIN

DIN: 00168151

CHAIRMAN



NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Corporate members are requested to send a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 3) Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- 4) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 5) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Rajendra Kumar Jain, Director of the company, retire by rotation at the ensuing Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company recommends this re-appointment.
- 6) Members and Proxies attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
- 7) Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28th day of July, 2014 to Thursday, 31st day of July, 2014, (both days inclusive).
- 9) Members are requested to address all correspondence to Beetal Financial & Computer Services (P) Ltd., BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110 062, India, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
- 10) 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.



- 11) For convenience of members, an attendance slip is annexed to the proxy form. 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'.
- 12) 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 Company.
- 13) In order to exercise strict control over the transfer documents, members are requested to end the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.
- 14) Members desirous of getting any information about the accounts and/or operation of the company are requested to write to the company at least seven days before the date of meeting to enable the company to keep the information ready at the meeting.
- 15) Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
- 16) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 17) Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
- 18) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, 30th May, 2014 (Cut off date).
- 19) CS Manoj Maheshwari, Practising Company Secretary, Jaipur has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.
- 20) The final results including the e-voting results shall be declared at the AGM of the Company. The final results along with the scrutinizers report shall be placed on the Company's website www.shrikalyan.com within two days of passing of the resolution at the AGM of the Company.
- 21) In compliance with the provisions of Section 108, and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. The business may be transacted through e-voting services provided by Central Depository Services (India) Ltd.
- 22) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

**In case of members receiving e-mail:**

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now, select the "SHRI KALYAN HOLDINGS LIMITED" from the drop down menu and click on "SUBMIT"
- IV. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

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



- 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 i.e. 140621002 for the relevant Shri Kalyan Holdings Limited 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 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



Members receiving Notice by Post/Courier:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (A) The voting period starts at 10.00 A.M. on Thursday, July 24th, 2014 and ends at 06.00 P.M. on Saturday, July 26th, 2014. The e-voting module will be disabled by CDSL for voting thereafter.
- (B) 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.voting@cdslindia.com.

Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

PLACE: JAIPUR

DATE: 28TH MAY, 2014

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

RAJENDRA KUMAR JAIN

DIN: 00168151

CHAIRMAN



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors at its meeting held on 28.05.2014 appointed Mrs. Priyanka Patni as an Additional Director of the Company with immediate effect, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Priyanka Patni will hold office up to the date of ensuing AGM. Company has received a notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Act proposing the candidature of Mrs. Priyanka Patni for the office of Independent Director of the Company.

Mrs. Priyanka Patni is not disqualified from being appointed as an Director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

As per the said Section 149, an independent director can hold office for a term upto 5 (Five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

In the opinion of the Board, Mrs. Priyanka Patni possesses appropriate skills, experience and knowledge; inter alia, in the field of finance and fulfills the conditions for appointment as an Independent Director as specified in the Act, Listing Agreement and she is independent of the management.

Brief resume of Mrs. Priyanka Patni, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Priyanka Patni be appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Priyanka Patni, as an Independent Director setting out the terms and conditions is available for inspection by members at the corporate office of the Company during normal business hours on working days up to the date of AGM.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Save and except Mrs. Priyanka Patni, being appointee, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.