

# *Shri Kalyan Holdings Limited*

CIN: L67120RJ1993PLC61489



*27<sup>th</sup>  
Annual Report  
2018-19*

<p><b>BOARD OF DIRECTORS</b></p> <ul style="list-style-type: none"> <li><b>MR. RAJENDRA KUMAR JAIN</b> DIN: 00168151 Chairman and Whole-Time Director</li> <li><b>MR. BHUPENDRA KUMAR JAIN</b> DIN: 00168215 Managing Director</li> <li><b>MR. JINENDRA KUMAR JAIN</b> DIN: 00168251 Whole-Time Director</li> <li><b>MR. DEVENDRA KUMAR PATNI</b> DIN: 01647627 Independent Director</li> <li><b>MRS. PRIYANKA PATNI</b> DIN: 00556339 Independent Director</li> <li><b>MR. GAURAV SRIVASTAVA</b> DIN: 07637558 Independent Director</li> </ul>	<p><b>BOARD COMMITTEES</b></p> <ul style="list-style-type: none"> <li><b>Audit Committee:</b> Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mr. Rajendra Kumar Jain (Member)</li> <li><b>Nomination &amp; Remuneration Committee:</b> Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mrs. Priyanka Patni (Member)</li> <li><b>Stakeholders Relationship Committee:</b> Mr. Gaurav Srivastava (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)</li> </ul>
<p><b>Company Secretary &amp; Compliance Officer:</b> CS Nandani Patidar</p>	<p><b>Chief Financial Officer:</b> Mr. Ashok Kumar Jain</p>
<p><b>Statutory Auditors:</b> M/s Jigna Sheth &amp; Associates, Chartered Accountants, Mumbai (Maharashtra)</p>	<p><b>Secretarial Auditors:</b> M/s V.M. &amp; Associates, Company Secretaries, Jaipur (Rajasthan)</p>
<p><b>Principal Banker:</b> Allahabad Bank, Jaipur</p>	<p><b>Registrar and Share Transfer Agent :</b> M/s Beetal Financial and Computer Services (P) Limited "Beetal House" 3<sup>rd</sup> Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062 Phone No: 91-11-2991281-83</p>
<p align="center"><b>Registered Office:</b> B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur- 302 017 (Rajasthan) Phone No. : 0141-4034062, Email: shrikalyan25@hotmail.com Website: www.shrikalyan.com</p>	

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## NOTICE

Notice is hereby given that the **27<sup>th</sup> (Twenty Seventh) Annual General Meeting ("AGM")** of the Members of **Shri Kalyan Holdings Limited ("SKHL")** will be held on Friday, August 30, 2019 at 03:00 P.M. (IST) at its Registered Office situated at B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017 (Rajasthan) to transact the following business:

### Ordinary Business:

#### Item No. 1: Adoption of audited Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditor's thereon.

#### Item No. 2: Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251), a director liable to retire by rotation

To appoint a director in place of Mr. Jinendra Kumar Jain (DIN: 00168251), who retires by rotation and being eligible, seeks re-appointment.

#### Item No. 3: Appointment of M/s S. Rakhecha & Co., Chartered Accountants as Statutory Auditors of the Company

To consider and approve the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, 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 on the recommendations of the Audit Committee, consent of the members of the Company be and is hereby accorded to appoint M/s S. Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W) as Statutory Auditor's of the Company, in place of M/s Jigna Sheth & Associates, Chartered Accountants, Mumbai (FRN: 134922W), who have expressed their unwillingness to continue as Statutory Auditor's of the Company, to hold office for a period of 5 years commencing from the conclusion of this 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### Special Business:

#### Item No. 4: Re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director

To approve re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director of the Company for a further period of 3 (three) years with effect from September 1, 2019 to August 31, 2022, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

- a) **Basic Salary:** Upto a maximum of Rs. 1,00,000/- (Rupees One Lakhs Only) per month
- b) **Perquisites and benefits:** Mr. Bhupendra Kumar Jain, Managing Director shall be entitled to all the perquisites and benefits listed herein below in addition to the salary mentioned above;
  - i. **Housing:** The Company shall provide Rent Free furnished residential accommodation with free gas, electricity, water, furnishing and maintenance charges. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance as may be decided by the Board from time to time and expenses on electricity, furnishing and maintenance charges will be borne by the Company.
  - ii. **Club Fees:** Fees payable subject to a maximum of Rs. 5,000/- per month.
  - iii. **Leave Travel Concession:** For self and family including dependents, once in a year, in accordance with the rules prescribed by the Company
  - iv. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Managing Director for business and personal use.
  - v. **Telephone Facility at residence:** Telephone facility shall be provided at the residence. Expenses towards mobile, expenses towards telephone/Telefax, Internet and all personal long distance calls shall be billed by the Company to the Managing Director.
  - vi. **Credit Card Facility:** The Company shall provide free of cost credit card facility to the Managing Director.
  - vii. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Bhupendra Kumar Jain, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**Other terms and conditions:**

- c) If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified in this resolution and under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013
- d) Mr. Bhupendra Kumar Jain shall not be liable to retire by rotation.
- e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.
- g) Mr. Bhupendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Bhupendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any of Directors or Director(s) to give effect to the aforesaid resolution."

**Item No. 5: Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director**

To approve re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director of the Company for a further period of 3 (three) years with effect from September 1, 2019 to August 31, 2022, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

- a) **Basic Salary:** Upto a maximum of Rs. 1,00,000/- (Rupees One Lakhs Only) per month
- b) **Perquisites and benefits:** Mr. Rajendra Kumar Jain, Chairman and Whole-time Director shall be entitled to all the perquisites and benefits listed herein below in addition to the salary mentioned above;
  - i. **Housing:** The Company shall provide Rent Free furnished residential accommodation with free gas, electricity, water, furnishing and maintenance charges. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance as may be decide by the Board from time to time and expenses on electricity, furnishing and maintenance charges will be borne by the Company
  - ii. **Club Fees:** Fees payable subject to a maximum of Rs. 5,000/- per month.
  - viii. **Leave Travel Concession:** For self and family including dependents, once in a year, in accordance with the rules prescribed by the Company
  - iii. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Chairman and Whole-time Director for business and personal use.
  - iv. **Telephone Facility at residence:** Telephone facility shall be provided at the residence. Expenses towards mobile, expenses towards telephone/Telefax, Internet and all personal long distance calls shall be billed by the Company to the Chairman and Whole-time Director.
  - v. **Credit Card Facility:** The Company shall provide free of cost credit card facility to the Chairman and Whole-time Director.
  - vi. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Rajendra Kumar Jain, Chairman and Whole-time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**Other terms and conditions:**

- c) If in any financial year during the currency of tenure of the Chairman and Whole-time Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified in this resolution and under under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013

- d) Mr. Rajendra Kumar Jain shall be liable to retire by rotation.
- e) No sitting fees shall be paid to the Chairman and Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.
- g) Mr. Rajendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Rajendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman and Whole-time Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any of Directors or Director(s) to give effect to the aforesaid resolution."

**Item No. 6: Re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director**

To approve re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director of the Company for a further period of 3 (three) years with effect from September 1, 2019 to August 31, 2022, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

- a) **Basic Salary:** Upto a maximum of Rs. 1,00,000/- (Rupees One Lakhs Only) per month
- b) **Perquisites and benefits:** Mr. Jinendra Kumar Jain, Whole-time Director shall be entitled to all the perquisites and benefits listed herein below in addition to the salary mentioned above;
  - i. **Housing:** The Company shall provide Rent Free furnished residential accommodation with free gas, electricity, water, furnishing and maintenance charges. In case no accommodation is provided by the Company, he shall be entitled to house rent allowance as may be decided by the Board from time to time and expenses on electricity, furnishing and maintenance charges will be borne by the Company.
  - ii. **Club Fees:** Fees payable subject to a maximum of Rs. 5,000/- per month.
  - iii. **Leave Travel Concession** For self and family including dependents, once in a year, in accordance with the rules prescribed by the Company
  - iv. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to the Whole-time Director for business and personal use.
  - v. **Telephone Facility at residence:** Telephone facility shall be provided at the residence. Expenses towards mobile, expenses towards telephone/Telefax, Internet and all personal long distance calls shall be billed by the Company to the Whole-time Director.
  - vi. **Credit Card Facility:** The Company shall provide free of cost credit card facility to the Whole-time Director.
  - vii. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Jinendra Kumar Jain, Whole-Time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**Other terms and conditions:**

- c) If in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified in this resolution and under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013
- d) Mr. Jinendra Kumar Jain shall be liable to retire by rotation.
- e) No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f) Leave with full pay and allowances shall be allowed as per the Company's rules.



- g) Mr. Jinendra Kumar Jain will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- h) If at any time Mr. Jinendra Kumar Jain ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-Time Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any of Directors or Director(s) to give effect to the aforesaid resolution."

By order of the Board of Directors  
For Shri Kalyan Holdings Limited

Sd/-

**Nandani Patidar**

(Company Secretary & Compliance Officer)  
(Membership No.: A41314)

Place: Jaipur  
Date: July 26, 2019

Registered Office: B-19, Lal Bahadur Nagar,  
Malviya Nagar Jaipur-302017 (Rajasthan)

#### NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**Pursuant to Section 105 of the Companies, Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.**

- 2) The instrument appointing a proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company duly completed and signed, not later than 48 (forty eight) hours before commencement of the AGM. A Proxy Form is annexed to this Report.
- 3) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 4) An Explanatory Statement pursuant to Regulation 36(5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') relating to disclosure of the Statutory Auditor proposed to be appointed, is also annexed hereto.
- 5) 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.
- 6) Corporate members/Institutional shareholders (that is, other than Individuals, HUF, Trust, NRI, etc.) intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution / Power of Attorney / Authority Letter, etc. together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 24, 2019 to Friday, August 30, 2019 (both days inclusive).
- 8) Members/Proxies/authorized representatives attending the AGM are requested to bring duly filled in Attendance Slip enclosed herewith along with their copy of Annual Report. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the AGM.
- 9) As required under Regulation 36(3) of the Listing Regulations, and as per the relevant provisions of the Secretarial Standard on General Meetings, the details of Directors seeking appointment/re-appointment at this AGM are furnished as annexure A to the Notice of AGM.
- 10) The Annual Report 2018-19, the Notice of 27<sup>th</sup> AGM and instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the same are being sent by the permitted mode.
- 11) Members may also note that the Notice of 27<sup>th</sup> AGM and The Annual Report 2018-19 will be available on the website of the Company at [www.shrikalyan.com](http://www.shrikalyan.com) and on the website of Central Depository Services (India) Ltd ('CDSL'). i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 12) The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and 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.

- 13) In compliance with provisions of Section 108 of the Companies Act, 2013 and read with corresponding rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulation, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the CDSL. Please note that remote e-voting is optional and not mandatory.
- 14) The remote e-voting facility will commence on Monday, August 26, 2019 (10:00 A.M.) and ends on Thursday, August 29, 2019 (up to 5.00 PM). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Friday, August 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 23, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.  
The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again. The instructions for e-voting are annexed to the Notice.
- 15) CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- 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 their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.
- 17) The members who have not registered their email addresses so far with the company, are requested to register their e-mail address with Beetal Financial And Computer Services Private Limited at investor@beetalfinancial.com, the Registrars & Share Transfer Agents of the Company and Members holding shares in De-mat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- 18) All the relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on working days during business hours up to the date of the AGM.
- 19) The voting results including e-voting and poll at the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the website of Company [www.shrikalyan.com](http://www.shrikalyan.com), on the website of BSE Ltd. and on the website of CDSL immediately after declaration of results by the Chairman.
- 20) Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, August 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
- 21) Members are requested to address all correspondence to Beetal Financial and Computer Services Private Limited, BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110 062, India, Phone No: 011-29961281-83, E-Mail: beetalrta@gmail.com, Website: [www.beetalfinancial.com](http://www.beetalfinancial.com), who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Shri Kalyan Holdings Limited" in all your future correspondences.
- 22) Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.
- 23) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services (P) Ltd for assistance in this regard.
- 24) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
- 25) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.
- 26) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.



**The instructions for shareholders voting electronically are as under:**

- (i) The members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, August 23, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Shri Kalyan Holdings Limited** which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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](http://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, 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.

**Members receiving Notice by Post/Courier:**

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

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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to submit the requests to the Company.

By order of the Board of Directors  
**For Shri Kalyan Holdings Limited**

Sd/-

**Nandani Patidar**

(Company Secretary & Compliance Officer)

(Membership No.: A41314)

Place: Jaipur  
 Date: July 26, 2019

Registered Office: B-19, Lal Bahadur Nagar,  
 Malviya Nagar Jaipur-302017 (Rajasthan)

**Explanatory Statement pursuant to Regulation 36(5) of the Listing Regulations**

The disclosure relating to appointment of Statutory Auditors of the Company pursuant to Regulation 36(5) of the Listing Regulations:

Name of the Statutory Auditors proposed to be appointed	M/S S.Rakhecha & Co., Chartered Accountants, Mumbai
Proposed Fees Payable	Statutory Audit: Rs. 150000/- Tax Audit: Rs. 50000/- Limited Review Report: Rs. 50000/- In addition to the above, re-imbursement of applicable taxes and out of pocket and travelling and other expenses incurred in connection with the work of audit to be carried out by them.
Terms of Appointment	For a period of 5 years commencing from the conclusion of this 27th Annual General Meeting until the conclusion of the 32th Annual General Meeting
Material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change	-
Basis of recommendation for appointment	Audit Committee
Credentials of the Statutory Auditors proposed to be appointed	Type of Firm: Proprietorship Name of Auditor: Mr. Suresh B. Rakhecha Qualification: B.com, FCA Firm Registration No.: 108490W Address: 141/145, Princess Street, 4, Sai Bhuvan, 3rd Floor, Mumbai -400002

**Explanatory 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 Businesses mentioned in the accompanying Notice.

**Item No. 4, 5 & 6:**

The members at 24<sup>th</sup> Annual General Meeting of the Company which was held on 21st September, 2016 approved the re-appointment of Mr. Bhupendra Kumar Jain (DIN: 00168215) as Managing Director, Mr. Rajendra Kumar Jain (DIN: 00168151) as Chairman and Whole-Time Director and Mr. Jinendra Kumar Jain (DIN: 00168251) as Whole-time Director of the Company with effect from September 1, 2016 to August 31, 2019. The term of office of Mr. Bhupendra Kumar Jain as Managing Director and that of Mr. Rajendra Kumar Jain as Chairman and Whole-Time Director and Mr. Jinendra Kumar Jain as Whole-time Director would complete on August 31, 2019.

The Nomination and Remuneration Committee has recommended their re-appointment. In accordance with the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on July 26, 2019 re-appointed Mr. Bhupendra Kumar Jain as Managing Director and Mr. Rajendra Kumar Jain as Chairman and Whole-Time Director and Mr. Jinendra