

Shri Kalyan Holdings Limited

CIN: L67120RJ1993PLC061489



***28th
Annual Report
2019-20***

<p>BOARD OF DIRECTORS</p> <ul style="list-style-type: none"> MR. RAJENDRA KUMAR JAIN DIN: 00168151 Chairman and Whole-Time Director MR. BHUPENDRA KUMAR JAIN DIN: 00168215 Managing Director MR. JINENDRA KUMAR JAIN DIN: 00168251 Whole-Time Director MR. DEVENDRA KUMAR PATNI DIN: 01647627 Independent Director MRS. PRIYANKA PATNI DIN: 00556339 Independent Director MR. GAURAV SRIVASTAVA DIN: 07637558 Independent Director 	<p>BOARD COMMITTEES</p> <ul style="list-style-type: none"> Audit Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mr. Rajendra Kumar Jain (Member) Nomination & Remuneration Committee: Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mrs. Priyanka Patni (Member) Stakeholders Relationship Committee: Mr. Gaurav Srivastava (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)
<p>Company Secretary & Compliance Officer: CS Shikha Agarwal (w.e.f. 01.08.2019) CS Nandani Patidar (upto 31.07.2019)</p>	<p>Chief Financial Officer: Mr. Ashok Kumar Jain</p>
<p>Statutory Auditors: M/s S Rakhecha & Co. Chartered Accountants, Mumbai (Maharashtra)</p>	<p>Secretarial Auditors: M/s V.M. & Associates, Company Secretaries, Jaipur (Rajasthan)</p>
<p>Principal Banker: Allahabad Bank, Jaipur</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 - 110062, Phone No: 91-11-2991281-83 Email- beetalrta@gmail.com</p>
<p align="center">Registered Office: B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur- 302 017 (Rajasthan) Phone No. : 0141-4034062, Email: shrikalyan25@hotmail.com Website: www.shrikalyan.co.in</p>	

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NOTICE

Notice is hereby given that the **28th (Twenty Eight) Annual General Meeting ("AGM")** of the Members of **Shri Kalyan Holdings Limited ("SKHL")** will be held on Tuesday, September 29, 2020 at 03:00 P.M. (IST) **through video conferencing ("VC")**, to transact the following business:

Ordinary Business:

Item No. 1: Adoption of audited Financial Statements

To adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors ('the Board') and auditor's thereon.

Item No. 2: Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151), a director liable to retire by rotation

To appoint a director in place of Mr. Rajendra Kumar Jain (DIN: 00168151), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

Item No. 3: Appointment of Mrs. Arushi Jain (DIN: 08828057) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Arushi Jain (DIN: 08828057), in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 29th September, 2020 and whose office shall not be liable to retire by rotation."

"FURTHER RESOLVED 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."

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

Sd/-

Shikha Agarwal

(Company Secretary & Compliance Officer)
(Membership No.: A37304)

Place: Jaipur
Date: August 26, 2020

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

NOTES:

- 1) In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") collectively referred to as ("relevant circulars") other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 28th AGM of the Company shall be conducted through VC / OAVM. Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 9 below and is also available on the website of the Company at www.shrikalyan.co.in.
- 2) In compliance with the relevant circulars, the Notice of the AGM and the audited financial statements for the financial year 2019-20, along with the Board's Report, Auditor's Report and other documents required to be attached thereto, will be sent to all the members of the Company whose email addresses are registered with the Company/ Depository Participant(s). The aforesaid documents will also be available on the Company's website at www.shrikalyan.co.in, website of the Stock Exchange i.e. www.bseindia.com and on the website of Central Depository Services of India Limited (CDSL) at www.evotingindia.com. No physical copies will be dispatched to the members.
- 3) As the 28th AGM shall be conducted through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 4) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 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) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020(both days inclusive).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

- 7) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 8) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to register their e-mail address with Beetal Financial And Computer Services Private Limited at beetalrta@gmail.com, the Registrars & Share Transfer Agents of the Company or by writing to the Company at shrikalyan25@hotmail.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to shrikalyan25@hotmail.com

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- 9) Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
- 10) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 11) Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 12) As per the provisions under the MCA Circulars, Members attending the 28th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- 13) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at www.shrikalyan.co.in Questions / queries received by the Company till 5.00 p.m. on Monday, 28th September, 2020 shall only be considered and responded during the AGM.
- 14) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting the link [https:// www.evotingindia.com](https://www.evotingindia.com). between 10.00 a.m. on Friday, 25th September, 2020 and 5.00 p.m. on Monday, 28th September, 2020.
- 15) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

OTHERS:

- 16) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives to attend the AGM through VC or OAVM and to vote there at through remote e-Voting/e-Voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at cs.vmanda@gmail.com with a copy marked to shrikalyan25@hotmail.com.
- 17) Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM
- 18) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI. The Annual Report 2019-20, the Notice of 28th AGM and instructions for remote e-voting are being sent by electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s).
- 19) As required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and as per the relevant provisions of the Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, the details of Directors seeking appointment/re-appointment at this AGM are furnished as annexure A to the Notice of AGM.
- 20) 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 through electronic mode. Members are requested to write to the Company on shrikalyan25@hotmail.com for inspection of the said documents.
- 21) 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 Central Depository Services (India) Ltd ('CDSL'). Please note that remote e-voting is optional and not mandatory.

- 22) The remote e-voting facility will commence on Friday, September 25, 2020 (10:00 A.M.) and ends on Monday, September 28, 2020 (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. Tuesday, September 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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. Tuesday, September 22, 2020. Corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
- 23) CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary and Partner of M/s V. M. & Associates, Company Secretaries, Jaipur has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process to be carried at the AGM in a fair and transparent manner.
- 24) 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.
- 25) The relevant documents pertaining to the business to be transacted at the 28th AGM are available for inspection through electronic mode. Members are requested to write to the Company on shrikalyan25@hotmail.com for inspection of the said documents.
- 26) The e-voting voting of 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.co.in, on the website of BSE Ltd. and on the website of CDSL immediately after declaration of results by the Chairman.
- 27) Any person who has acquired shares of the Company and becomes member of the Company after the Notice is sent of AGM and holding shares as on the cut-off date i.e. Tuesday, September 22, 2020, 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.
- 28) 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-110062, India, Phone No: 011-29961281-83, E-Mail: beetalrta@gmail.com, Website: 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.
- 29) 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.
- 30) 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.
- 31) 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.
- 32) 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.

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. Tuesday, September 22, 2020 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 cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) The members should log on to the e-voting website 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 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"> 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.
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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selections 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. Them-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 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.
 - 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors
For Shri Kalyan Holdings Limited
Sd/-

Shikha Agarwal
 (Company Secretary & Compliance Officer)
 (Membership No.: A37304)

Place: Jaipur
 Date: August 26, 2020

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

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013("The Act") Forming Part of the Notice

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 26.08.2020 approved the appointment of Mrs. Arushi Jain (DIN: 08828057) as an Independent Director of the Company, subject to the approval of members of the Company in general meeting, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Companies Act, 2013 ("the Act") to hold office for a term of 5 (five) consecutive years commencing from 29th September, 2020, not liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature for Mrs. Arushi Jain as an Independent Director of the Company who has given a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also a declaration under Section 164 of the Act confirming that he is not disqualified to be appointed as Director.

Mrs. Arushi Jain possesses skills, experience and knowledge; inter alia, in the field of Securities, Finance and Marketing. Brief resume and other details of Mrs. Arushi Jain, as stipulated under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and as per the relevant provisions of the Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India are provided in the Annexure to the notice of the Annual general Meeting. Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Arushi Jain appointed as an Independent Director. Copy of the draft letter for appointment of Mrs. Arushi Jain as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mrs. Arushi Jain submit a declaration of compliance with sub rules (1) of (2) of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and to applied online to IICA for inclusion of her name with the Independent Directors Databank to hold the office of an independent director in any company.

It is further confirmed that Mrs. Arushi Jain (DIN: 08828057) is not debarred from holding the office of director by virtue of any Securities and Exchange Board of India (SEBI) order or of any other authority pursuant to SEBI circular LIST/COMP/14/2018-19 dated June 20, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as setout at item no. 3 in the Notice for approval by the members.

ANNEXURE A

Details of Directors seeking re-appointment/appointment at 28th Annual General Meeting ("AGM") pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Secretarial Standard on General Meeting

Name of the Director	Arushi Jain
DIN	08828057
Age	29 years
Designation	Independent Director
Qualification	Chartered Accountant
Specialized Expertise	Accounting & Tax Compliance, Tax Audit and other allied services.
Experience	Having More than 5 Year experience in the field of Statutory Audit, Internal Audit, Management Audit, Advisory, Accounting compliance & Reporting, Taxation Strategy and Planning, GST Advisory, Compliance & Training, Tax Compliance, Tax Audit and other allied services.
Terms and Conditions of appointment/re-appointment	As per the terms and conditions for other Independent Director as available on the Company's weblink https://www.shrikalyan.co.in/comp/Terms%20&%20conditions%20of%20ID.pdf
Remuneration last drawn in the F.Y. 2019-20	N.A.
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	-
No. of Meetings attended during the year F.Y. 2019-20 (Board)	N.A.
No. of shares held in Company as 31st March, 2020	NIL
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on 31 st March, 2020	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company:	NIL

By order of the Board of Directors
For Shri Kalyan Holdings Limited
Sd/-

Shikha Agarwal
(Company Secretary & Compliance Officer)
(Membership No.: A37304)

Place: Jaipur
Date: August 26, 2020

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

BOARD'S REPORT

Dear Members,
Shri Kalyan Holdings Limited

The Board of Directors of Shri Kalyan Holdings Limited with immense pleasure presents their 28th report on the business and operations of the Company for the financial year 2019-20. This report is being presented along with the Audited Financial Statements for the year.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance for the year ended March 31, 2020 is summarized below:

{Amount in Rs.}

Particulars	Financial Year 2019-20	Financial Year 2018-19
Revenue		
Revenue from Operations	2,50,89,457	4,50,32,712
Other Income	12,95,493	-
Total Revenue	2,63,85,250	4,50,32,712
Total Expenditure	3,15,43,217	4,36,07,767
Profit / (Loss) before Tax	(51,57,966)	14,24,945
Add/(Less) : Provision for Tax	-	-
Current Tax	2,88,671	-
MAT Credit Entitlement	-	-
Deferred Tax	(21,55,157)	51,590
Prior period Adjustments	1,23,250	4,01,430
Profit/(Loss) after Tax	(34,14,730)	9,71,926

Previous year figures have been re-grouped and rearranged wherever considered necessary.

2. OPERATIONS AND COMPANY'S AFFAIRS

The net receipt from operations during the year under review were Rs. 2,50,89,457/- as against Rs. 45032.71/- in the previous year. The net loss before tax is Rs. (51,57,966)/- as against profit of Rs. 14,24,945/- in the previous year and the net loss after tax is Rs. (34,14,730)/- as against profit of Rs. 9,71,926/- in the previous year.

The Company is mainly engaged in the business of Non Banking Financing Activities and maintained a close focus on increasing revenue. The Company has been regular in servicing all its debt obligations. Due to various ups and downs in the finance sector of the country has resulting into lower profits during the previous financial years.

3. TRANSFER TO RESERVES

Since the company is a Non-Banking Finance company has created a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. Since the company has not earned any profit during the Financial Year 2019-20 so company is not required to transferred any amount to reserve.

4. DIVIDEND:

In view of the losses incurred including the losses for the financial year under report, your Directors regret their inability to recommend any Dividend for the year ended March 31, 2020.

5. SHARE CAPITAL

During the Financial Year 2019-20, there was no change in capital structure of the Company and paid up share capital of the Company stood at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lakhs Seventy Seven Thousand and Five Hundred Only).

6. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2019-20, the Board met 05 (Five) times on May 27, 2019, July 26, 2019, September 13, 2019, December 13, 2019 and February 11, 2020.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013, Secretarial Standard-1 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, Secretarial Standard-1 and the Listing Regulations.

7. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Directors of the company viz. Mr. Devendra Kumar Patni, Mr. Gaurav Srivastava and Mrs. Priyanka Patni have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013 and stating that they meet criteria of independence as per requirement of Section 149(6) of the Companies Act, 2013, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Further it is confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

Further all the Independent Directors of the company are in Compliance with code of conduct as prescribed in schedule IV of the Companies Act, 2013 and Adherence to the standards and fulfilment of their responsibilities in a professional and faithful

manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Re-appointment of:

- In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Rajendra Kumar Jain (DIN: 00168151), Whole Time Director of the Company, who has been longest in the office, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his reappointment.
- Mr. Bhupendra Kumar Jain (DIN: 00168215) was re-appointed as Managing Director of the Company at 27th Annual General Meeting held on August 30, 2019 for a period of 3 (three) with effect from September 1, 2019 to August 31, 2022.
- Mr. Rajendra Kumar Jain (DIN: 00168151) was re-appointed as Chairman and Whole-Time Director of the Company at 27th Annual General Meeting held on August 30, 2019 for a period of 3 (three) with effect from September 1, 2019 to August 31, 2022.
- Mr. Jinendra Kumar Jain (DIN: 00168251) was re-appointed as Whole-Time Director of the Company at 27th Annual General Meeting held on August 30, 2019 for a period of 3 (three) with effect from September 1, 2019 to August 31, 2022.
- Mrs. Priyanka Patni (DIN: 00155356), Independent Director of the Company has resigned from the directorship w.e.f. August 26, 2020 i.e effective after the closure of financial year.

During the tenure of her service she:

- exercised her duties with due and reasonable care, skill and diligence and shall exercise independent judgment
- assist in forwarding equitable and independent judgment to the board
- attend actively and constructively most of the board and committee meetings.
- Promote the success of the company.
- Mrs. Arushi Jain (DIN: 08828057) is proposed to be appointed as an Independent Director at the ensuing AGM, for a term of 5 (five) consecutive years commencing from September 29, 2020. Her appointment as an Independent Director of the Company is placed before the members for consideration and approval.

Key Managerial Personnel:

- Ms. Nandani Patidar, Company Secretary & Compliance Officer resigned w.e.f. July 31, 2019.
- Ms. Shikha Agarwal was appointed as Company Secretary and Compliance Officer of the Company w.e.f. August 01, 2019.

9. NOMINATION & REMUNERATION POLICY:

In accordance with the provisions of section 178 of the Companies Act, 2013, the Company has Nomination and Remuneration Policy in place for Directors, Key managerial Personnel (KMP) and Senior Management Employees. The said policy is available on our weblink www.shrikalyan.co.in/comp/Nomination-and-Remuneration-Policy.pdf. The Nomination and Remuneration Policy, inter alia, includes the role of Nomination and Remuneration Committee, the criteria for appointment and qualifications of independent directors, Senior Management Personnel and KMPs; the criteria for evaluating the performance of Non-Executive Board members, Senior Management Personnel and KMPs.

There has been no change in the policy since the last financial year. We affirm that the remuneration paid to the directors and KMPs is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

10. PREVENTION OF INSIDER TRADING CODE

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted 'Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons' and 'Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information'.

During the year under review, the Company has amended "Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons" and "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019. The key changes include, inter alia, maintenance of digital database, internal controls, Policy on legitimate purposes, policy on leakage of Unpublished Price sensitive Information (UPSI), etc.

The Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the Company's weblink [i.e. www.shrikalyan.co.in](http://www.shrikalyan.co.in)

11. AUDITORS AND AUDIT REPORTS

Statutory Auditors

M/s S.Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W) was appointed as Statutory Auditors of the Company at the 27th Annual General Meeting held on August 30, 2019 to hold office for a period of five consecutive years from the conclusion of the 27th Annual General Meeting of the Company, till the conclusion of 32th Annual General Meeting to be held in the year 2024.

They have confirmed their eligibility to continue as Statutory Auditors of the Company for the Financial Year 2020-21 under section 141 of the Companies Act, 2013 and rules framed there under.

The Report given by the Statutory Auditors on the financial statement of the Company for the financial year ended March 31, 2020 forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.