

# ***Shri Kalyan Holdings Limited***

CIN: L67120RJ1993PLC061489



***30<sup>th</sup>  
Annual Report  
2021-22***

<b>BOARD OF DIRECTORS</b> <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>MRS. ARUSHI JAIN</b> DIN: 08828057 Non-Executive Non-Independent Director</li> <li>• <b>MR. GAURAV SRIVASTAVA</b> DIN: 07637558 Independent Director</li> </ul>	<b>BOARD COMMITTEES</b> <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. Arushi Jain (Member)</li> <li>• <b>Stakeholders Relationship Committee:</b> Mr. Gaurav Srivastava (Chairman) Mr. Rajendra Kumar Jain (Member) Mrs. Arushi Jain (Member)</li> </ul>
<b>Company Secretary &amp; Compliance Officer:</b> CS Shikha Agarwal (Membership No. : A37304)	<b>Chief Financial Officer:</b> Mr. Ashok Kumar Jain
<b>Statutory Auditors:</b> M/s S Rakhecha & Co. Chartered Accountants, Mumbai (Maharashtra) (FRN: 108490W)	<b>Secretarial Auditors:</b> M/s V.M. & Associates, Company Secretaries, Jaipur (Rajasthan) (FRN: P1984RJ039200)
<b>Principal Banker:</b> Indian Bank, Jaipur	<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 Email- beetalrta@gmail.com
<p style="text-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.co.in</p>	

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## **NOTICE**

Notice is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting ("AGM") of the Members of Shri Kalyan Holdings Limited ("SKHL") will be held on Monday, September 26, 2022 at 04:00 P.M. (IST) through Video Conference ("VC")/Other Audio Visual Means ("OAVM"), 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, 2022 and the reports of the Board of Directors 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.

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 12, 2022

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

### **NOTES:**

- 1) The Ministry of Corporate Affairs ("MCA"), vide its General Circular No.2/2022 dated May 05, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 (collectively referred to as "SEBI Circulars"), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2022. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 30<sup>th</sup> 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 joining in the meeting through VC / OAVM is explained at Note No. 7 below and is also available on the website of the Company at [www.shrikalyan.co.in](http://www.shrikalyan.co.in).

- 2) As the 30<sup>th</sup> AGM shall be conducted through VC/ OAVM, 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.
- 3) In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
- 4) A brief resume of the director proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, terms and conditions of reappointment, remuneration last drawn, remuneration proposed to be paid, shareholding in the Company, number of meetings attended, names of companies in which they hold directorship and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings(SS-2), are annexed hereto.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2022 to Monday, September 26, 2022 (both days inclusive).

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

- 6) In compliance with the aforesaid Circulars, the Annual Report for the Financial Year 2021-22, the Notice of 30<sup>th</sup> 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). The aforesaid documents will also be available on the Company's website at [www.shrikalyan.co.in](http://www.shrikalyan.co.in), website of the Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services of India Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com). No physical copies will be dispatched to the members.
- 7) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their e-mail addresses with Beetal Financial And Computer Services Private Limited at [beetalrta@gmail.com](mailto:beetalrta@gmail.com), the Registrars & Share Transfer Agents of the Company or by writing to the Company at [shrikalyan25@hotmail.com](mailto: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](mailto:shrikalyan25@hotmail.com).

**PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

- 8) 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 [www.evotingindia.com](http://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.
- 9) The Members can join the AGM through 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.
- 10) 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.
- 11) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

- 12) 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 [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com). Questions / queries received by the Company till 5.00 p.m. on Sunday, 25<sup>th</sup> September, 2022 shall only be considered and responded during the AGM.
- 13) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting the link [www.evotingindia.com](http://www.evotingindia.com) between 10.00 a.m. on Thursday, 22<sup>nd</sup> September, 2022 and 5.00 p.m. on Sunday, 25<sup>th</sup> September, 2022.
- 14) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

- 15) In compliance with provisions of Section 108 of the Act read with corresponding rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, 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').
- 16) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, 19<sup>th</sup> September, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- 17) The remote e-voting facility will commence on Thursday, September 22, 2022 (10:00 A.M.) and ends on Sunday, September 25, 2022 (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. Monday, September 19, 2022, 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. Monday, September 19, 2022. Corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
- 18) 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. Monday, September 19, 2022, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the person is already registered with CDSL for remote e-voting then the existing User ID & password can be used for casting the 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.
- 19) 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.
- 20) 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.
- 21) The scrutinizer shall within two working days from the conclusion of the meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.

**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. Monday, September 19, 2022 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](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.</li> </ul> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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 instructions.</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 Electronic Voting Sequence Number ("EVS") 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](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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### OTHERS:

22) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and non-individual 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](mailto:cs.vmanda@gmail.com) with a copy marked to [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com).

23) The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under section 170 of the Act and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Act will be available for inspection by the members through electronic mode. Members are requested to write to the Company on [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com) for inspection of the said documents.

The relevant documents pertaining to the business to be transacted at the 30<sup>th</sup> AGM are available for inspection through electronic mode. Members are requested to write to the Company on [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com) for inspection of the said documents.

24) The e-voting results of the AGM of the Company shall be declared within 2 working days 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](http://www.shrikalyan.co.in), on the website of BSE Limited and on the website of CDSL immediately after declaration of results by the Chairman.

25) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 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.

26) 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](mailto: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.

27) 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.

28) In terms of amended Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/consolidation of securities, transmission/ transposition of securities. Vide its Circular dated January 25, 2022, SEBI has clarified that listed entities/RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services (P) Ltd ("RTA") (Tel. No. 011-29961281-283) for assistance in this regard.

29) 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.

I. **For shares held in electronic form:** to their Depository Participants (DPs)

II. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, the format of which is available on the Company's website at [www.shrikalyan.co.in](http://www.shrikalyan.co.in).

30) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.shrikalyan.co.in/corporate-governance/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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, M/s Beetal Financial And Computer Services Private Limited for assistance in this regard.

31) 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.

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 12, 2022

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

#### ANNEXURE A

#### Details of Director seeking re-appointment/appointment at 30<sup>th</sup> Annual General Meeting ("AGM") (pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings)

Name of the Director	Mr. Rajendra Kumar Jain
DIN	00168151
Age	64 years
Designation	Chairman and Whole-Time Director
Qualification	MBA (Finance)
Brief Resume	Mr. Rajendra Kumar Jain aged 63 years is one of the key promoters of the Company. He is Director of the Company since its incorporation. He possesses the degree of Bachelor of Commerce from University of Rajasthan and Master of Business Administration from a recognized institution. He has experience of more than 36 years in the field of Finance, Real estate and Accounting.
Nature of expertise in specific functional areas	Vast experience in the field of Corporate Finance Sector, real estate, Accounting
Terms and Conditions of appointment/re-appointment	As per the special resolution passed by the shareholders by way of Postal Ballot held on December 23, 2021, Mr. Rajendra Kumar Jain was re-appointed as a Chairman and Whole-Time Director, liable to retire by rotation
Remuneration last drawn in the F.Y. 2021-22	NIL
Remuneration proposed to be paid	Basic Salary upto maximum Rs. 1,00,000/- per month. Other perquisites as mentioned in the Special Resolution (From 01.09.2022 to 31.08.2025)
Date of first appointment on the Board	25/01/1993
No. of Meetings attended during the year F.Y. 2021-22 (Board)	4
No. of shares held in Company as on August 12, 2022	5,08,100
Directorship of other Board	13
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on August 12, 2022	NIL
Listed entities from which resigned in past three years	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company:	Brother of Mr. Bhupendra Kumar Jain (Managing Director) & Mr. Jinendra Kumar Jain (Chairman and Whole-Time Director)

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 12, 2022

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



## BOARD'S REPORT

Dear Members,  
ShriKalyan Holdings Limited

The Board of Directors of ShriKalyan Holdings Limited with immense pleasure presents their 30<sup>th</sup> report on the business and operations of the Company for the financial year 2021-22. 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, 2022 is summarized below:

(Rs. in lakhs)

Particulars	Financial Year 2021-22	Financial Year 2020-21
<b>Revenue</b>		
Revenue from Operations	192.36	210.11
Other Income	3.47	8.49
<b>Total Revenue</b>	<b>195.83</b>	<b>218.60</b>
<b>Total Expenditure</b>	<b>149.65</b>	<b>230.77</b>
<b>Profit / (Loss) before Tax</b>	<b>46.19</b>	<b>(12.16)</b>
Add/(Less) : Provision for Tax		
Current Tax	(6.83)	-
MAT Credit Entitlement	0.05	-
Deferred Tax	(5.06)	1.53
Prior period Adjustments	(0.36)	1.68
<b>Profit/(Loss) after Tax</b>	<b>(33.99)</b>	<b>(8.96)</b>

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 was Rs.192.36lakhs as against Rs.210.11lakhs in the previous year. The net profit before tax is Rs. 46.19lakhs against loss of Rs. 12.16lakhs in the previous year and the net loss after tax is Rs. 33.99lakhs against loss of Rs. 8.96lakhs 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 losses during the previous financial years.

During the year under review, the Company's operations continued to be affected due to COVID-19 pandemic, your Company was able to run its operations effectively and efficiently. We, in ShriKalyan Holdings Limited focused on safety of employees, stakeholders and towards the growth of Company as well as society with commitment to serve the customer and shareholders to their satisfaction and better experience. Your Directors wish to place on record their appreciation to the Company's employees, suppliers, customers & Government authorities for their selfless efforts which helped your Company reach normalcy in operations within few months of lock-down. Your Company shall review the long term impact of the pandemic and shall take necessary steps to adapt itself to emerging changes and the new normal.

### 3. TRANSFER TO RESERVES

Since the company is a Non-Banking Finance company, it 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. The Company has not proposed any amount to be transferred to General Reserves as an appropriation of profits.

### 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, 2022.

### 5. SHARE CAPITAL

During the Financial Year 2021-22, 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 2021-22, the Board met 04 (Four) times on June 29, 2021, August 14, 2021, November 12, 2021 and February 11, 2022.

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 issued by ICSI and the Listing Regulations.

### 7. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also a declaration as per Rule-

6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, amended as on date has been received from all the independent directors. Further, they also affirmed compliance regarding online registration with the 'Indian Institute of Corporate Affairs' (IICA) for inclusion of name in the databank of Independent Directors. With regard to proficiency of the Independent Directors, ascertained from the online proficiency self-assessment test conducted by the Institute, as notified under sub section (1) of Section 150 of the Companies Act, 2013, the Board of Directors have taken on record the declarations submitted by Independent Directors that they are exempt from appearing in the test or they have passed the exam as required by the institute.

Further, in the opinion of the Board, Independent Directors of the company are persons of high integrity, expertise and experience and thus qualify to be appointed/ continue as Independent Directors of the Company.

## 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. Jinendra Kumar Jain (DIN: 00168251), Whole Time Director of the Company, was liable to retire by rotation at the previous Annual General Meeting held on September 29, 2021 and being eligible, offered himself for re-appointment. The Board approved his reappointment.
- Mrs. Arushi Jain (DIN: 08828057) was appointed as an Independent Director at the 28<sup>th</sup> Annual General Meeting, for a term of 5 (five) consecutive years commencing from September 29, 2020, However, re-designated as Non- Independent Non-executive Director and has taken shareholders approval through Postal Ballot dated December 22, 2021 till her existing tenure ending on September 28, 2025.
- Mr. Gaurav Srivastava (DIN: 07637558) was re-appointed as Non-Executive Independent Director for a second tenure of 5 years with effect from September 27, 2022 and has taken shareholders approval through Postal Ballot dated December 22, 2021.

## 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 web link i.e.

<https://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.

Further, 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'. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

The Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the Company's web link i.e. <https://www.shrikalyan.co.in/comp/cfd.pdf>.

## 11. AUDITORS AND AUDIT REPORTS

### Statutory Auditors

In line with the requirements of the Companies Act, 2013, M/s S. Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W) was appointed as Statutory Auditors of the Company at the 27<sup>th</sup> Annual General Meeting held on August 30, 2019 to hold office for a period of five consecutive years from the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company, till the conclusion of 32<sup>nd</sup> 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 2022-23 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, 2022, forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

### Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s V. M. & Associates, Company Secretaries, Jaipur (FRN: P1984RJ039200) as Secretarial Auditors of the Company to conduct the secretarial audit of the company for the financial year 2021-22.

The Secretarial Audit Report in form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice for the financial year 2021-22 is annexed as Annexure I to this report and it is self explanatory and does not contain any qualification, reservation or adverse remark except that during the year, one of the independent director of the company became disqualified to continue as an independent director in the company.