

## NOTICE

**NOTICE** is hereby given that the **Fortieth Annual General Meeting of Krishna Ventures Limited** will be held at 7<sup>th</sup> Floor, Corporate Centre, Opp. Hotel VITS, Andheri – Kurla Road, Andheri (East), Mumbai-400 059 on **Friday September 30, 2022 at 11.00 A.M.** to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022, including the Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended on that date including any explanatory note annexed to or forming part of, the aforementioned documents together with the Board's Report and Statutory Auditor's Report thereon.

### **2. APPOINTMENT OF STATUTORY AUDITORS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of 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 M/s. Rajeev Malhotra & Associates, Chartered Accountants (Firm Registration No.021479N), New Delhi, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors M/s. Shashikant J. Shah & Co. Chartered Accountants, for a term of five consecutive years, to hold the office from the conclusion of this Fortieth Annual General Meeting until the conclusion of Forty Fifth Annual General Meeting to be held in the year 2027, subject to the ratification by the Members at every Annual General Meeting held after this Annual General Meeting, on such remuneration as may be mutually decided by the Board of Directors of the Company and Statutory Auditors based on the recommendation of the Audit Committee.”

### **3. Reappointment of retiring Director**

To appoint Mr. Ratish Tagde (DIN: 00024465), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ratish Tagde (DIN: 00024465), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

### **SPECIAL BUSINESS:**

#### **1. Approval to amend existing Objects Clause of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, Section 13, Section 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **“Act”**) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) and any other applicable law(s), rule(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory authorities, consent and approval of the members of the Company be and is hereby accorded to modify the Clause III (A) **“The Objects for which the Company is Established”** of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Clause III (A) **“The Objects for which the Company is Established”** of the Memorandum of Association of the Company be and is hereby modified by inserting new sub-clauses of 5 to 10 to Clause III(A):

5. To Carry on the business of Manufactures, assemblers, dealers, merchant, importers and agents for the purchase, sale and hiring of all kinds of air conditioners, air conditioning and Refrigeration, machinery, Refrigerants, Liquids and Gases, ice Cream Freezers, Quick Freezing cabinets and like deodorisers, Refrigerated trucks, Vans, Wagons Etc, Heaters, Heating appliances, Coolers, Diffusers, compressors, Condensers, Fans of all types, pumps, Motors, Thermostats, Sprayers, Cold Storages or ice cream plants, appliances, tools, machinery apparatuses, devises, instruments, chemicals and all types of machinery, equipment's, appliances and instruments of all kinds, sizes, types and their parts accessories of all descriptions.

6. To design, develop, invent, assemble, fabricate, manufacture, distribute, market, sell, service, repair, replace refrigeration, air conditioning plants, cold storage machinery, cooling appliances, apparatuses and machinery, freezing, dehydrating equipment, dehumidifying equipment, heating equipment, boilers, industrial furnaces, kitchen equipment, complete and parts, accessories, articles and fittings thereof, fabrication of these out of any metal and fibre reinforced plastic.

7. To carry on the business of manufacturers and dealers in machinery and plant of every description and kind and in particular machine tools and implements, and to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, let on hire, trade and deal in machine tools and implements, plant equipment, articles, apparatus, appliances, components, parts, accessories, fittings and things in any stage or degree of manufacture, process or refinement including installation and commissioning of the same.

8. To execute the jobs of air conditioning, cooling, refrigeration and heating of premises, vehicles, railway coaches and wagons.

9. To Carry on the Business of Manufacturers, Dealers and job Work in Heavy and Light Fabrication of Steel, Mild Steel and all Metals.

10. To Execute any Contract covers Project Management, Site Management and Supervision, Engineering, Material and Equipment, Civil Work, Foundation and Site Infrastructure Works, Transportation and Installation and commissioning.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things, including without limitation, finalization and/or execution and/or filing of any document, form, statement etc. that may be required to give effect to the above authorization, as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the members of the Company."

## **2. Approval for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Uttar Pradesh:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), or re-enactments, thereof for the time being in force), read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Central Government/Regional Director or any other authority, the consent of the Members be and is hereby accorded to shift the Registered Office of the Company from the State of Maharashtra to the State of Uttar Pradesh.

**RESOLVED FURTHER THAT** the Clause No. II of the Memorandum of Association of the Company be substituted by the following new clause II:

"II. The Registered Office of the Company will be situated in the State of Uttar Pradesh"

**RESOLVED FURTHER THAT** in pursuance to the aforesaid resolution, the registered office of the Company be shifted from the State of Maharashtra to the State of Uttar Pradesh, at such place as may be

decided by the Board of Directors of the Company in due course of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution) be and are hereby severally authorized to sign the petition, application, affidavits and such other documents as may be necessary and to file the petition, affidavits and other documents before the Central Government/Regional Director, Registrar of Companies and other authorities for and on behalf of the Company and to accept modifications as may be advised/recommended by the authority(s).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters incidental & consequential thereto.”

**3. Regularize the appointment of Ms. Swati Jain (DIN: 09436199) as Director in the category of Non-Executive Independent Director.**

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

“RESOLVED THAT, Ms. Swati Jain (DIN: 09436199), who was appointed as an Additional and Independent Director with effect from September 05, 2022 in terms of Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee and that of the Board and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non- Executive Independent Director of the Company not liable to retire by rotation, for a period of five years up to Forty Fifth Annual General Meeting.

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

**NOTES:**

1. 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 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. The Register of Member and Transfer Books will remain closed from the September 24, 2022 to the September 30, 2022 (both days inclusive) for the purpose of the Annual General Meeting.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
6. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual general Meeting.

7. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days between 11.00 A.M to 2.00 P.M, except holidays the date of declaration of the results of e-voting.

8. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

9. Members are requested to intimate change in their address if any immediately to Universal Capital Securities Private Limited, the Company's Registrar and Share Transfer Agents, at their office at C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai - 400 083 Phone: +91 22 28207203-05, Email Id: info@unisec.in.

10. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Universal Capital Securities Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.

11. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of evoting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual Report for 2021-2022 will be available on Company's website <http://www.krishnaventures.info> / for their download.

14. Members who have not registered their email addresses so far are requested to register their email address for receiving all communications including annual report, notices, circulars etc. from the company electronically.

15. At present the Company's equity shares are listed on the BSE Limited. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN-INE537L01010. The custodian fees for the current financial year 2021- 2022 have been paid to all the aforesaid Depositories.

16. For any assistance or information about shares etc. members may contact the Company.

## **17. VOTING THROUGH ELECTRONIC MEANS**

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

**The remote e-voting period begins on Tuesday, September 27, 2022 at 09:00 A.M. and ends on Thursday, September 29, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23,2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2022.**

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





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

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.goelaakash@gmail.com](mailto:cs.goelaakash@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [corporate@krishnaventures.com](mailto:corporate@krishnaventures.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [corporate@krishnaventures.com](mailto:corporate@krishnaventures.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors  
For **Krishna Ventures Limited**  
**(DIVYA GAUR)**  
**Company Secretary**  
**M. No: 47360**

**Date: September 05, 2022**  
**Place: Noida**



**STATEMENT ANNEXED TO THE NOTICE**  
**(Pursuant to section 102 (1) of the Companies Act, 2013)**

**Item No. 1**

**Approval to amend existing Objects Clause of the Memorandum of Association of the Company**

The management desires to pursue the objects which would enable them to carry on business of designing, developing, inventing, assembling, fabricating, manufacturing, distributing, marketing, selling, servicing, repairing, replacing refrigeration, air conditioning plants, cold storage machinery, cooling appliances, apparatuses and machinery, freezing, dehydrating equipment, dehumidifying equipment, heating equipment, boilers, industrial furnaces, kitchen equipment, complete and parts, accessories etc.

Accordingly, to pursue the new business in the Company, it is proposed to amend its Main Objects Clause III(A) of Memorandum of Association of the Company, by inserting new sub-clauses of 5 to 10 to Clause III(A) as set out at item no. 1 of this Notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office and at the Corporate Office of the Company during normal business hours on any working day, till the date of the Annual General Meeting, i.e. 30<sup>th</sup> September, 2022.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of the Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

**Item No. 2**

**Approval for shifting the Registered Office of the Company from the State of Maharashtra to the State of Uttar Pradesh**

The Board of Directors of the Company in their meeting held on September 05, 2022, proposed to shift the registered office from the State of Maharashtra to the State of Uttar Pradesh, subject to the approval of shareholders and Central Government /Regional Director.

The Board of Directors of the Company is of the opinion that shifting of the registered office of the Company to the State of Uttar Pradesh would be more beneficial to the Company as it will provide an edge to the Company and would be feasible from the point of administrative convenience, economical and efficient management of the affairs of the Company. Further, shifting of the registered office to the State of Uttar Pradesh will also enable the Company to attain the long-term strategic business objectives.

Accordingly, the Board of Directors of the Company decided to commence the process of shifting of the registered office of the Company, as contemplated above, afresh and in-principally approved the proposal for shifting the registered office from State of Maharashtra to the State of Uttar Pradesh, in its meeting held on September 05, 2022. With a view of improving coordination and communication and for ease and effective management, the Board of Directors considered that the registered office of the Company to the State of Uttar Pradesh, India -201305, so as to enable the Company to carry out its operation more economically and efficiently.

Since the proposal for shifting of the registered office is the subject to the approval of shareholders and Central Government/ Regional Director and further involves amendment to Clause II of the Memorandum of Association of the Company which can be effected by passing the special resolution subject to the confirmation of the Central Government/Regional Director in terms of Section 13 of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules 2014, approval of the members is being sought by way of intended Special Resolution.

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives be considered as concerned or interested in the recommended resolution except to the extent of their shareholding.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations

### Item 3

#### Regularisation of Ms. Swati Jain (DIN : 09436199)

The Board of Directors appointed Ms. Swati Jain (DIN: 09436199) as an Additional Director, (Non- Executive Independent Director) of the Company with effect from September 05, 2022 . Pursuant to the provisions of Section 161(1) of the Act, she holds office up to the date of this AGM and is eligible to be appointed as an Independent Director.

Further details of Ms. Swati Jain have been given in the Annexure to this Notice. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

Except for Ms. Swati Jain and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

#### Additional Information of Directors seeking appointment or re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

Name of Director	Swati Jain
DIN	09436199
Age	31 Years
Date of Appointment	05/09/2022
Nationality	Indian
Designation	Service
Qualification	Qualified Associate of the Institute of Company Secretaries of India (ICSI)  Masters in Commerce from Vidyavati Mukundlal College, CCS University (Meerut).
Expertise in specific functional areas	Experience of working as a Company Secretary in different companies
Shares held in the Company	NIL
Name of the listed entities in which Director holds Directorships and Membership/Chairmanship of Committees of other Boards along with the listed entities from which the Director has resigned in the past (three)years.	1) Adishakti Loha And Ispat Limited 2) Plaza Wires Limited 3) Golden Bio Energy Limited 4) Ispatika International Limited
Seeking Appointment/ re-appointment	Appointment
Rotational	Not Applicable
Relationship between Directors inter- se	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Qualified associate of the Institute of Company Secretaries of India (ICSI), and a post graduate in Business Economics from Mewar Institute of Management, CCS University (Meerut).

**By the order of the Board**  
For **Krishna Ventures Limited**

**(DIVYA GAUR)**  
**Company Secretary and Compliance Officer**

**Place: Noida**

**Date: September 05, 2022**



**ATTENDANCE SLIP**

**Venue:** 702, Corporate Centre, Opp. Hotel VITS, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

<b>Name</b>	
<b>Address</b>	
<b>DP-ID/CLIENT-ID*</b>	
<b>Regd. Folio No.#</b>	
<b>No. of shares held</b>	
<b>Whether the member is attending the meeting in person or by proxy or by authorized representative.</b>	
<b>Name of the proxy (to be filed in if proxy attends instead of the member).</b>	

*\*Applicable for investors holding shares in Electronic form.*

*# Applicable for investors holding shares in Electronic form.*

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022 at the registered office of the Company situated at Corporate Centre, 7th Floor, Opp. Hotel VITS Andheri Kurla Road, Andheri (East), Mumbai- 400059

**Form No. MGT11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

**CIN:** L45400MH1981PLC025151

**Name of the Company:** KRISHNA VENTURES LIMITED

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

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

I/We, being the holder(s) of .....shares of the above named Company, hereby appoint

1.

Name:

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her

2.

Name:

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40<sup>th</sup> Annual General Meeting of the Company, to be held on 30<sup>th</sup> September, 2022 at 11:00 a.m at the Registered Office of the Company at Corporate Centre, 7<sup>th</sup> Floor, Opp. Hotel Vits Andheri Kurla Road, Andheri (East), Mumbai-400059, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>
<b>Ordinary Business:</b>	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the reports of Board of Directors and Auditors thereon.
2.	Appointment of M/s. Rajeev Malholtra & Associates, Chartered Accountants as the Statutory Auditors of the Company for the period of 5 consecutive years
3.	Reappointment of Mr. Ratish Tagde (DIN: 00024465), who retire by rotation.

<b>Special Business:</b>	
1.	Approval to amend existing Objects Clause of the Memorandum of Association of the Company
2.	Approval for shifting the Registered Office of the Company from the State of Maharashtra to the State of Uttar Pradesh
3.	Regularization of Ms. Swati Jain (DIN : 09436199) as Non-Executive Independent Director- Professional Category.

Signed this ..... day of..... 2022

Signature of shareholder(s)

Signature of Proxy holder(s)

<b>Affix Revenue Stamp</b>
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**Note:**

This form of proxy in order to be effective -should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

**ROUTE MAP FOR AGM VENUE: CORPORATE CENTRE, 7TH FLOOR, OPP. HOTEL VITS ANDHERI  
KURLA ROAD, ANDHERI (EAST), MUMBAI- 400059**

