

 **SHRI KALYAN HOLDINGS LIMITED**

CIN: L67120RJ1993PLC061489

Regd office: B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017 (Rajasthan)

Tel. No & Fax. : +91 9799128555

Website: www.shrikalyan.co.in, E-Mail: shrikalyan25@hotmail.com

To,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Date: November 19, 2024

Sub: Submission of Notice of Postal Ballot of Shri Kalyan Holdings Limited

Ref.: Shri Kalyan Holdings Limited, Scrip Code: 532083

Respected Sir/Ma'am,

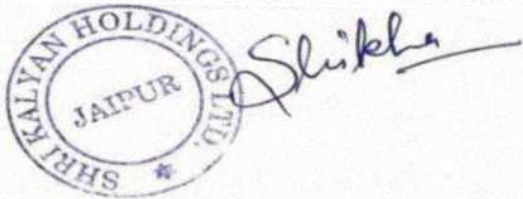
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot of the Company dated November 14, 2024, which is being dispatched to the members of the Company today i.e. on November 19, 2024 for seeking approval of the members of the Company on the resolutions as set out in the Notice of Postal Ballot by way of voting through electronic means i.e. through remote e-voting system only.

The Company is dispatching the Notice of Postal Ballot to the members on their emails ids registered with the Company's Registrar and Share Transfer Agent (RTA) i.e. BEETAL Financial & Computer Services Pvt. Ltd as on the Cut-off date i.e., Friday, November 15, 2024. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting will commence from Wednesday, November 20, 2024, at 09.00 A.M. IST and end on Thursday, December 19, 2024, at 5.00 P.M. IST. The Notice of Postal Ballot is also available on the website of the Company viz. www.shrikalyan.co.in.

You are requested to take the above in your records.

Thanking You,
Yours faithfully,

FOR SHRI KALYAN HOLDINGS LIMITED



SHIKHA AGARWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
M. No.:- A37304

Encl: a/a



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NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the Special business as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-voting').

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of your Company, at its meeting held on November 14, 2024 has appointed CS Manoj Maheshwari, (Membership No. FCS: 3355), Practicing Company Secretary as Scrutinizer and failing him CS Sunita Manish Agarwal (FCS: 11024), Practicing Company Secretary as an alternate scrutinizer, to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or to any person authorized by him after completion of the scrutiny of total votes casted.

The results of the e-voting will be announced on or before Monday, December 23, 2024 and the Resolution will be deemed to have been passed w.e.f Thursday, December 19, 2024 i.e., the last date of casting of votes, if approved by the requisite majority.

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RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

Item No. 1: To approve the appointment of Mr. Vivek Patni (DIN 10834752) as a Non-Executive Independent Director of the Company To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vivek Patni (DIN: 10834752) who was appointed as an Additional Director (Independent) w.e.f. November 14, 2024 under section 161(1) of the Act, and in respect of whom a notice in writing pursuant to section 160 of the Act has been received from a member proposing his candidature for the office of director and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years i.e. upto November 13, 2029 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Company."

Place: Jaipur
Date: 14.11.2024

By The Order Of the Board of Directors
For Shri Kalyan Holdings Limited

For Shri Kalyan Holdings Limited


Company Secretary &
Compliance Officer

Shikha Agarwal
Company Secretary &
Compliance Officer
M. No.: A37304

Registered Office: B-19, Lal Bahadur Nagar,
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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and the reasons for the proposal is annexed hereto and forms a part of this Notice.
2. In terms of the MCA Circulars, the Postal Ballot Notice ("Notice") is being sent by electronic mode to all members whose email addresses are registered with the Company's Registrar and Share Transfer Agent (RTA) i.e. BEETAL Financial & Computer Services Pvt. Ltd as on the Cut-off date i.e., **Friday, November 15, 2024.**
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, November 15, 2024** will be considered for the purpose of e-voting.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with the Central Depository Services (India) Ltd. ('CDSL') for facilitating e-voting to enable the Members to cast their votes electronically.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice up to the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at shrikalyan25@hotmail.com mentioning their Name, Client ID and DP ID.
6. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
7. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 11.
8. The remote e-voting period commences from **Wednesday, November 20, 2024, at 9.00 a.m. IST** and ends on **Thursday, December 19, 2024, at 5.00 p.m. IST**. The e-voting module shall be disabled by Central Depository Services (India) Ltd. ('CDSL') for voting thereafter.
9. As required under Regulation 36(3) of 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, brief profile and other additional information of the proposed appointee is furnished as Annexure A to this Postal Ballot Notice.

Electronic Dispatch of Postal Ballot Notice and Process for Registration of Email ID for obtaining copy of Postal Ballot Notice:



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10. The aforesaid Notice has been uploaded on the website of the Company i.e. www.shrikalyan.co.in, the same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of CDSL (agency providing the remote e-Voting facility) at www.evotingindia.com.
11. 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, 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.
12. Institutional Investors, who are Members of the Company, 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.
13. CS Manoj Maheshwari, (FCS: 3355), Practicing Company Secretary and failing him CS Sunita Manish Agarwal (FCS: 11024), Practicing Company Secretary have been appointed as the scrutinizer and Alternate Scrutinizer, respectively for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and required consents for such appointment have been received.
14. The e-voting results of the postal ballot of the Company shall be declared within 2 working days from the conclusion of the remote e-voting. 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 Limited and on the website of CDSL immediately after declaration of results by the Chairman.

PROCEDURE FOR REMOTE E-VOTING

15. The remote e-voting facility will commence on Wednesday, November 20, 2024, at 9.00 a.m. IST and end on Thursday, December 19, 2024 (up to 5.00 P.M.). The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 15, 2024. Corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
16. 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
17. **Voting through Electronic Means (Remote E-voting):**
 - (A) The instructions for shareholders for Remote e-voting are as under:
 - (i) The remote e-voting facility will be available during the following period:

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Commencement of e-voting: From Wednesday, November 20, 2024, at 9.00 a.m. IST and end on Thursday, December 19, 2024 (up to 5.00 P.M.). During this period, the shareholders of the Company holding shares whether in physical form or in dematerialized form as on the Cut-off date i.e. Friday, November 15, 2024 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" Tab.

(iv) 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 OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from Log in My easi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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



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mentioned in instruction (v).

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

(ix) Shareholders 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 also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number ("EVSN") for Shri Kalyan Holdings Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If you as a Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 and custodians respectively.



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- 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 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 and Power of Attorney (POA) 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.

(xx) 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

(B) The Process for those shareholders whose email addresses are not registered with the Company/Depositories, for obtaining Postal Ballot Notice and login credentials for Remote E-voting:

1. For Physical Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Folio No., Mobile No. and Email ID along with self-attested copy of PAN Card by email to Company's RTA at beetalrta@gmail.com and also to the Company at shrikalyan25@hotmail.com

2. For Demat Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID) along with Client Master or copy of Consolidated Account Statement and self-attested copy of PAN Card by email to Company's RTA at beetalrta@gmail.com and also to the Company at shrikalyan25@hotmail.com

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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 may contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East Mumbai 400013. Email: helpdesk.evoting@cdslindia.com. Tel: 1800-225-533. Further, Members may also contact with Mr. Punit Mittal, 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. Members may also write to the Company at shrikalyan25@hotmail.com.

Place: Jaipur

Date: 14.11.2024

For Shri Kalyan Holdings Limited

For Shri Kalyan Holdings Limited

Company Secretary &
Compliance Officer

Shikha Agarwal
Company Secretary &
Compliance Officer
M. No.: A37304

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ANNEXURE TO THE NOTICE

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

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

Item no. 1-

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on November 14, 2024 approved the appointment of Mr. Vivek Patni (DIN: 10834752) as an Additional (Independent) Director of the Company, subject to the approval of members of the Company in general meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") to hold office for a first term of 5 (five) consecutive years commencing from November 14, 2024 to November 13, 2029, 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 Mr. Vivek Patni as a Non-executive (Independent) Director of the Company. The proposed appointee has given a declaration to the effect that he 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 confirming that he is not disqualified/debarred to be appointed as Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India ("SEBI") or any other such authority and has given his consent to act as Director.

Mr. Vivek Patni possesses skills, experience and knowledge, inter alia, in the field of Securities, Finance and Marketing. Brief resume and other details of Mr. Vivek Patni, 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 (SS-2) issued by Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Postal Ballot notice. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vivek Patni is appointed as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Vivek Patni as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives other than Mr. Vivek Patni himself and / or his relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

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The Board of Directors recommends the passing of the Special Resolution as set out at Item No. 1 in the Notice for approval by the members.

Place: Jaipur
Date: 14.11.2024

For Shri Kalyan Holdings Limited

For Shri Kalyan Holdings Limited


Company Secretary &
Compliance Officer

Shikha Agarwal
Company Secretary &
Compliance Officer

M. No.: A37304

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ANNEXURE A

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. Vivek Patni
DIN	10834752
Age	34
Designation	Independent Non-Executive Director
Qualification	
Brief Resume including experience	He is an Experienced Advocate with 16 years of expertise in Indirect Taxation, specializing in VAT and GST. Proven track record of successfully handling departmental cases.
Nature of Expertise in specific functional area	He is an Experienced Advocate with 16 years of expertise in Indirect Taxation, specializing in VAT and GST. Proven track record of successfully handling departmental cases. He has great interest in analysing financial statements, portfolio management and financial planning.
Terms and Conditions of appointment/re-appointment	As mentioned in the resolution and Explanatory Statement
Other Directorships	NA
Name of listed entities from which the person has resigned in the past three years	NONE
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NONE
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As decided by the board of directors
Date of first appointment on the Board	NA
No. of Meetings attended during the year (Board)	NA
No. of equity shares held	NIL



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in Company	
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on November 14, 2024	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company	NIL

Place: Jaipur
Date: 14.11.2024

By The Order Of the Board of Directors
For Shri Kalyan Holdings Limited

For Shri Kalyan Holdings Limited


Company Secretary &
Compliance Officer

Shikha Agarwal
Company Secretary &
Compliance Officer

M. No.: A37304

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