

NOTICE

NOTICE is hereby given that the **Thirty Eighth Annual General Meeting** of **Krishna Ventures Limited** will be held at 7th Floor, Corporate Centre, Opp. Hotel VITS, Andheri - Kurla Road, Andheri (East), Mumbai-400 059 on **Friday, 23rd October, 2020** at **10.30 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, 2020, 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. RE- APPOINTMENT OF RETIRING DIRECTOR.

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

"RESOLVED THAT Mr. Ratish Tagde, who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company."

3. RATIFICATION OF 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) and pursuant to the resolution passed by the Members at the 35th AGM, appointment of M/s. Shashikant J. Shah & Co., Chartered Accountants (Firm Registration No. 109996W), Mumbai, as the Statutory Auditors of the Company to hold the office till the conclusion of 40th Annual General Meeting of the Company, be and is hereby ratified for the Financial Year 2019-20."

SPECIAL BUSINESS:

4. AUTHORITY TO ENTER INTO MATERIAL RELATED PARTY TRANSACTION:

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

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“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and it’s powers) Rule, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company hereby provide authority to the Board of Directors of the Company to enter into Related Party Transaction as per the details provided hereunder:

Sr. No.	Name of the Related Party	Nature of transactions	Amount of Transaction
1.	Krishna Developers Private Limited	Receipt of Professional fees for Providing Consultancy Services	No transaction limit

“RESOLVED FURTHER THAT the previous authority provided to the Company to enter into Related Party Transactions shall be replaced and overruled by this resolution.”

Notes:

- a. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a Member of the Company.
- b. The instrument appointing a Proxy, in order to be effective, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.
- c. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 shareholder.
- d. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- e. Members / Proxies / Authorized Representatives are requested to bring enclosed attendance slip, duly completed and signed for attending the Meeting. Copies of Annual Report or Attendance Slip shall not be provided at the meeting.
- f. 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 at the Meeting.

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- g. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Annual General Meeting.
- h. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, October 17, 2020 to Friday, October 23, 2020** (both days inclusive) for the purpose of Annual General Meeting.
- i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- j. Pursuant to section 72 of the Companies Act, 2013, Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company prescribed form SH-13 with the Companies Share Transfer Agent and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
- k. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to green environment. Members holding shares in physical mode are requested to register their email address with Universal Capital Securities Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their email address with their respective Depository Participants in case the same is still not registered. If there is any change in the email address already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to Depository Participants in respect of shares held in electronic form.
- l. Pursuant to the provisions of section 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, electronic copy of the Annual Report for the financial year 2019-20 including Notice of the Thirty Eighth Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form are being sent to all the Members whose email address are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copy of the Annual Report for the financial year 2019-20 is being sent in the permitted mode. All the above documents shall also be available on the website of the Company www.krishnaventures.com.
- m. To ensure that shareholders' queries are answered in full, shareholders are requested to write their queries to the Company at an early date at corporate@krishnaventures.com.

n. VOTING OPTIONS:

In compliance with provisions of Section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Eighth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL). The resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, October 20, 2020 at 9.00 a.m.** and ends on **Thursday, October 22, 2020 at 5.00 p.m.** (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, October 16, 2020** may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members 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 EVSN for Krishna Ventures Limited to cast your 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 Demat account holder has forgotten the changed 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution 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.
- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- I. Persons who have acquired shares and became members of the Company after the dispatch of the Notice of the Annual General Meeting but before the cut-off date of **Friday, October 16, 2020** may obtain their user Id and password for e-voting from Company’s Registrar & Share Transfer Agent, Universal Capital Securities Pvt. Ltd. (Contact details: Tel No.: +91 022 28207203-05 /

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28257641 or email at info@unisec.in) or from CDSL (Contact details: Tel No. +91 022 22723333 or email at helpdesk.evoting@cdslindia.com).

- II. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- III. Please note that the Members who have exercised their right to vote by means of remote e-voting is entitled to present / attend the Annual General Meeting but shall not be eligible to vote at the Annual General Meeting. If a Member casts vote by both the modes, then votes cast through remote e-voting shall prevail and voting at the Annual General Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date of **Friday, October 16, 2020**.
- IV. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members who have not already cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting. Voting process shall be conducted and report thereon will be prepared in accordance with provisions of the Companies Act, 2013 and the relevant rules thereof. In such an event, votes cast through ballot papers taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- V. The Company has appointed Mr. Dharmesh Sarvaiya, Practicing Company Secretary, Mumbai, (Membership No. 46848, CP No. 17136), as the Scrutinizer to scrutinize the e-voting and poll process, in a fair and transparent manner.
- VI. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, consolidated scrutinizer's report of the total votes cast in favour or against the resolutions, if any, to the Whole Time Director or a person authorized for the said purpose, and declare the result of the voting forthwith.
- VII. Subject to the receipt of sufficient votes, the resolutions shall deem to be passed at the Thirty Eighth Annual General Meeting of the Company scheduled to be held on **Friday, October 23, 2020**. The results declared along with the Scrutinizer's Report shall be communicated to the Bombay Stock Exchange, where the shares of the Company are listed, and same shall be placed on the Company's website www.krishnaventures.com and on the website of CDSL.

Registered Office:
702, Corporate Centre,
Opp. Hotel VITS, Andheri - Kurla Road,
Andheri (East),
Mumbai - 400 059

By the order of the Board
For Krishna Ventures Limited

Place: Mumbai
Date: June 29, 2020

Ratish Tagde
Chairman
DIN: 00024465

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

Item No. 4:

As per the Provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and under the Rule 15 of the Companies (Meetings of Board and its powers) Rule, 2014, the Company has entered the transactions with the Related Parties of the Company and Board of Directors and Audit Committee has pre-approved all the transactions. However, as defined under Rule 15 of the Companies (Meetings of Board and its powers) Rule, 2014, following transaction needs approval of shareholder.

Sr. No.	Name of the Related Party	Nature of transactions	Amount of Transaction
1.	Krishna Developers Private Limited	Receipt of Professional fees for providing Consultancy Services	No transaction limit

All the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolutions set out at Item No. 4.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Registered Office:

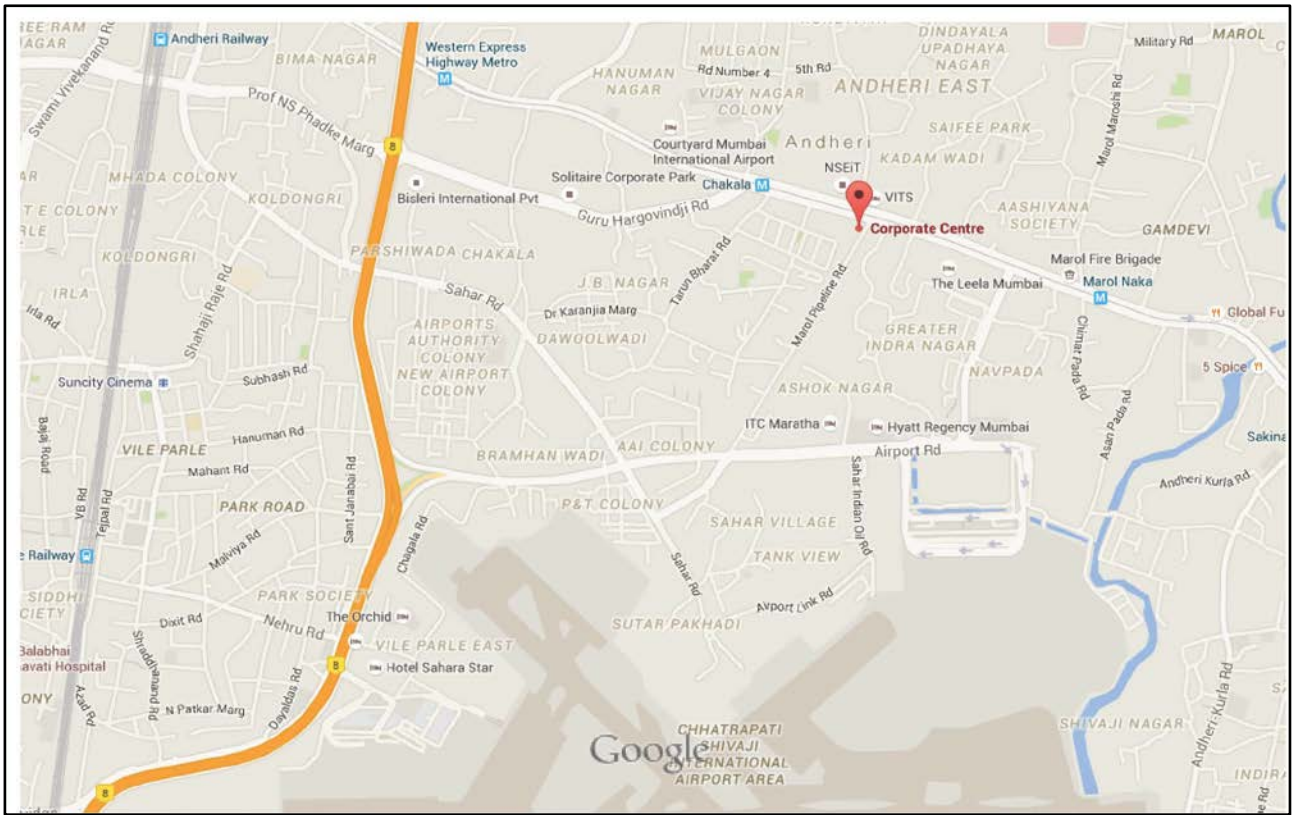
702, Corporate Centre,
 Opp. Hotel VITS, Andheri - Kurla Road,
 Andheri (East),
 Mumbai - 400 059

Place: Mumbai
Date: June 29, 2020

By the order of the Board
For Krishna Ventures Limited

Ratish Tagde
Chairman
DIN: 00024465

ROUTE MAP





KRISHNA VENTURES LIMITED

CIN: L45400MH1981PLC025151

Registered Office: 7th Floor, Corporate Centre, Opp. Hotel VITS, Andheri Kurla Road,
Andheri (East), Mumbai - 400059

Tel: 022-28269568/69 Fax: 022-61898099

Website: www.krishnaventures.com

Form No. MGT-11

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 :	7 th Floor, Corporate Centre, 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 member (s) of shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, October 23, 2020 at 7th Floor, Corporate Centre, Opp. Hotel VITS, Andheri-Kurla Road, Andheri (East), Mumbai - 400059 at 10.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.		
2.	Re appointment of Retiring Director Mr. Ratish Tagde		
3.	Ratification of appointment of Statutory Auditors M/s. Shashikant J. Shah & Co., Chartered Accountants (Firm Registration No. 109996W), Mumbai.		
4.	To consider and approve the material Related Party Transactions for the Financial Year 2019-2020.		

Signed this day of 2020.



Signature of shareholder:_____

Signature of Proxy holder(s):_____

Note:

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature
7. Of any one holder will be sufficient, but names of all the joint holders should be stated.



KRISHNA VENTURES LIMITED

CIN: L45400MH1981PLC025151

Registered Office: 7th Floor, Corporate Centre, Opp. Hotel VITS, Andheri Kurla Road,
Andheri (East), Mumbai - 400059

Tel: 022-28269568/69 Fax: 022-61898099

Website: www.krishnaventures.com

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON FRIDAY, OCTOBER 23, 2020 AT 10.30 A.M.

Registered Folio No.		Name & Address
DP ID no. / Client ID no.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Friday, October 23, 2020 at 7th Floor, Corporate Centre, Opp. Hotel VITS, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059 at 10.30 a.m.

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Member's/Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.
