



KRISHNA CAPITAL AND SECURITIES LIMITED
[CIN: L67120GJ1994PLC023803]

Regd. Office: 403, Mauryansh Elanza, B/h Parekh Hospital, Shyamal Cross Roads, Satellite, Ahmedabad: 380015

Phone: 26768572, Fax: 26768572/ 73,
Email: ksbspl@yahoo.in, Website: www.kcsl.co.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the members of Krishna Capital and Securities Limited will be held on Friday, September 17, 2021 at 4.00 p.m. through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM") to transact the following business;

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone & Consolidated) for the Year ended March 31, 2021 and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Agrawal (DIN 00944735) who retires by rotation and offers himself for re appointment.

SPECIAL BUSINESS

3. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

"Resolved That pursuant to sections 196, 197 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rule, 2014 (including statutory modification or re-enactment thereof for the time being in force) and Article No: 66 (2) of Articles of Association of the Company, the consent of members of the Company be and is hereby given to the appointment of **Mr. Ashok Agrawal** (DIN: 00944735) as Chairman & Managing Director of the Company for a period of 5 years with effect from April 1, 2021 on the following terms and condition as approved by the Nomination and Remuneration Committee of the Board with further liberty to the Board of Directors (hereinafter referred to as "the Board) from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Ashok Agrawal and as may be permissible by law and which term shall include any committee constituted or to be constituted by the Board.

- The Company shall pay remuneration by way of Salary of Rs. 50,000/- (Rupees Fifty Thousand Only) per month to **Mr. Ashok Agrawal**, Chairman & Managing Director of the Company.
- The Chairman & Managing Director shall unless prevented by ill health, throughout the said term devote his entire time and attention to be business of the Company perform such duties and exercise such powers as shall from time to time be assigned to and vested him by the Board of Directors and shall comply with such orders, directions and regulations from time to time by the Board of Directors of the Company and shall faithfully serve the Company and use his utmost endeavors to promote the interest thereof.

- The Company shall provide furnished accommodation to the appointee. If the appointee has his own house, the Company shall pay house rent allowance in lieu of the Company provided accommodation.
- Contribution of Provident Fund, Pension, and Superannuation etc. will be as per the Rules of the Company and will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961. Gratuity payable shall be in accordance with the rules of the Company.
- Earned leave on full pay and allowances as per the rules of the Company.
- The appointee shall be entitled to have a facility of club subject to a maximum of two clubs.
- The Company shall provide a car with driver at entire cost of the Company for use on Company's business. Use of car for personal use shall be billed by the Company. The Company shall provide telephone at residence of the appointee at entire cost of the Company. Personal Long distance calls shall be billed by the Company. The Company shall provide equipment, appliances, furniture and fixture at residence of appointee at entire cost of the Company and expenses of gas, electricity and water etc. shall be reimbursed by the Company, The expenditures on these will be valued as per Income Tax rules.
- The Company shall provide leave travel fare for the appointee and his family once in a year.
- Medical expenses for self and family shall be reimbursed by the Company.
- The Company shall pay personal accident insurance premium as per the policy of the Company.
- The appointee shall be entitled to reimbursement of out of pocket expenses actually and properly incurred in the legitimate course of business of the Company.

Minimum Remuneration

Pursuant to section 197(3) of the Companies Act, 2013 in the event of loss or inadequacy of the profit in any financial year, **Mr. Ashok Agrawal**, shall be paid salary and other perquisites as mentioned above as minimum remuneration subject to provision of Schedule V of the Companies Act 2013”.

4. To consider and if thought fit to pass the following resolution as an ordinary resolution.

“Resolved That Mr. Kalpesh Mehta (DIN: 08815356) who was appointed as an additional and Independent Director of the Company, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) there of, 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, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years up to December 31, 2025.



Resolved Further That the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit to pass the following resolution as an ordinary resolution.

“Resolved That Mrs. Meenu Maheshwari (DIN: 07113136), who was appointed as an additional and Independent Director of the Company, pursuant to Sections 149, 152 and 161 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, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years up to June 20, 2026.

Resolved Further That the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For & on Behalf of the Board
For, **Krishna Capital & Securities Ltd**

SD/-

Ashok Agrawal
Chairman & Managing Director
DIN 00944735

Registered Office:

403, Mauryansh Elanza,
B/h. Parekh Hospital,
Shyamal Cross Road, Satellite,
Ahmedabad: 380015

Place: Ahmedabad

Date: 17/08/2021



NOTES:

1. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the company is being held through VC/ OAVM.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 02/2021 dated January 13, 2021 in continuation to its earlier General Circulars, i.e. Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020. and Circular No. 20/2020 dated May 5, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 27th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as instructed in further points and available at the Company's website www.kcsl.co.in.
3. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circular Nos. 02/2021 Dated January 13, 2021 in continuation to its earlier general circulars no: 14/2020, 17/2020, 20/2020, 39/2020 and 02-2021, issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR /P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars").
4. The relevant statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect in respect of special business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



7. The Ministry of Corporate Affairs has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, and January 15, 2021, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the company / Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the company's website www.kcsl.co.in /Investors/Financials Results websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com. Members are requested to support this Green Initiative by registering/updating their email addresses for receiving electronic communications.
8. The Register of Members and the share transfer book of the Company will remain closed from **September 10, 2021** to **September 17, 2021** (both days inclusive).
9. Queries on accounts and operations of the company, if any, may please be sent to the company on kbspl@yahoo.in, seven days in advance of the Meeting so that the reply can be made available at the Meeting.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. If you have shares registered in the same name or in the same order of names but in multiple Folios, you are requested to send to the company or MCS Share Transfer Agent Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
13. In case of joint holders, attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
14. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s MCS Share Transfer Agents Limited the Registrar and Transfer Agents, by email through its registered email address to mcsstaahmd@gmail.com.



15. The documents pertaining to the items of business to be transacted at the AGM and the statutory registers required under the Act are available for inspection in electronic mode. The shareholders may write an email to kbspl@yahoo.in by mentioning "Request for Inspection" in the subject of the email.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to **MCS Share Transfer Agent Limited**, Registrar & Share Transfer Agent of the company quoting their Folio number.
18. Members who have not registered / updated their email addresses with MCS Share Transfer Agent Limited, are requested to do so for receiving all future communications from company including Annual Reports, Notices, Circulars etc. electronically.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONICS MEANS:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per MCA and SEBI Circulars. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.



3. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Friday, September 10, 2021**, shall be entitled to avail the facility of remote e-voting as well e-voting during the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
4. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. **Friday, September 10, 2021** shall be entitled to exercise his / her vote either electronically i.e. Remote e-voting or e-voting during the AGM by following the procedure mentioned in this part.
5. The Remote E-voting will commence on at 9.00 a.m. on **Tuesday, September 14, 2021** and ends at 5.00 p.m. on **Thursday, September 16, 2021**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 10, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
6. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. The voting rights of the members shall be in proportion to their share in the paid up equity Share capital of the Company as on the Cut-off date i.e. **Friday, September 10, 2021**.
8. The Company has appointed CS Bipin Makwana, Practicing Company Secretary Membership No. ACS: 15650; CP No: 5265), to act as the Scrutiniser for conducting the remote e-voting process as well as the e-voting during the AGM, in a fair and transparent manner.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED:

1. For members holding shares in Physical form please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to ksbspl@yahoo.in.
2. For members holding shares in Demat form Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on at 9.00 a.m. on **Tuesday, September 14, 2021** and ends at 5.00 p.m. on **Thursday, September 16, 2021**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 10, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
4. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
5. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
6. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	A. Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login_or www.cdslindia.com and click on Login icon and select New System Myeasi.

Type of Shareholders	Login Method
	<p>B. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ Easi Registration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/ Ideas DirectReg.jsp</p>

Type of Shareholders	Login Method
	<p>3. 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. 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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



I. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d) Now enter your User ID
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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">● 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)	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. <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 (v).

II. After entering these details appropriately, click on “SUBMIT” tab.

- III. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.



- IV. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- V. Click on the EVSN for the relevant KRISHNA CAPITAL & SECURITIES LIMITED on which you choose to vote.
- VI. 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.
- VII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- VIII. 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.
- IX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- X. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XII. Shareholders can also cast their vote using CDSL's mobile app m-Voting. 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.

XIII. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kbspl@yahoo.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- 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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, Email ID, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4

As the members are aware that the terms of Mr. Ashok Agrawal Chairman & Managing Director of the Company had expired on **March 31, 2021**.

The Board of Directors of the Company (the 'Board'), at its meeting held on **March 31, 2021** has subject to the approval of members, re-appointed Mr. Ashok Agrawal (DIN 00944735) as Chairman & Managing Director of the Company for a period of five years with effect from 1st April, 2021 on the terms and conditions as approved by Nomination and Remuneration Committee of the Board.

Mr. Ashok Agrawal satisfies all the conditions as set out in Part I of Schedule V to the Act as also conditions set out under sub section (3) of Section 196 of the Companies Act, 2013 (the Act) for being eligible for his appointment. Mr. Ashok Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and his appointment will be subject to the retirement by rotation in terms of Section 152 of the Act.

Mr. Ashok Agrawal is a Commerce Graduate. He has been with the Company since December 7, 1994 and has experience of more than 25 years in business of trading in Shares, Stock and Aluminum & Copper Scrap.

Considering the background, competence and experience of Mr. Ashok Agrawal and also his association with the Company for the last several years and compared to the remuneration packages of similarly placed personnel of other corporate bodies in the country, the terms of his remuneration as set out in the Resolution are considered to be fair, just and reasonable.

Save & Except Mr. Ashok Agrawal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the passing of resolution as ordinary as set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.5

The Board, based on the recommendation of the nomination and remuneration committee, appointed Mr. Kalpesh Mehta as an additional and independent director of the Company with effect from January 1, 2021, pursuant to Section 161 of the Companies Act, 2013

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Kalpesh Mehta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Kalpesh Mehta as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Mr. Kalpesh Mehta is a qualified chartered Accountants and his association with the company would be of immense benefit to the Company and it is desirable to avail services of Mr. Kalpesh Mehta as an Independent Director.

The Board appointed Mr. Kalpesh Mehta as an additional and independent director who holds office up to the ensuing AGM. The resolution seeks the approval of members for the appointment of Mr. Kalpesh Mehta as an independent director of the Company as an Independent Director upto 31st December, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a director by the members. Mr. Kalpesh Mehta appointment is hereby placed for the approval of members.

Accordingly, the Board recommends passing of the ordinary Resolution in relation to appointment of Mr. Kalpesh Mehta as an Independent Director for a term of five consecutive year's upto 31st December, 2025, for the approval by the shareholders of the Company.

Except Mr. Kalpesh Mehta, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Kalpesh Mehta is not related to any Director of the Company.

Item No.6

The Board, based on the recommendation of the nomination and remuneration committee, appointed Mrs. Meenu Maheshwari as an additional and independent director of the Company with effect from June 21, 2021, pursuant to Section 161 of the Companies Act, 2013.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mrs. Meenu Maheshwari fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the letter for appointment of Mrs. Meenu Maheshwari as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Mrs. Meenu Maheshwari is a Practicing Company Secretary and has an experience of more than 19 years in accounts, finance, company law and various other laws and her association with the company would be of immense benefit to the Company and it is desirable to avail services of Mrs. Meenu Maheshwari as an Independent Director.

The Board appointed Mrs. Meenu Maheshwari as an additional and independent director who holds office up to the ensuing AGM. The resolution seeks the approval of members for the appointment of Mrs. Meenu Maheshwari as an Independent Director upto June 20, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a director by the members. Mrs. Meenu Maheshwari appointment is hereby placed for the approval of members.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Meenu Maheshwari as an Independent Director. Accordingly, the Board recommends passing of the ordinary Resolution in relation to appointment of Mrs. Meenu Maheshwari as an Independent Director for a term of five consecutive year's upto June 20, 2026, for the approval by the shareholders of the Company.

Except Mrs. Meenu Maheshwari, being an appointee is not concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mrs. Meenu Maheshwari is not related to any Director of the Company.

Details of Directors seeking Appointment / Re Appointment / Revision in term of Appointment/ Remuneration in ensuing Annual General Meeting.

Details of Directors seeking appointment/ re appointment in ensuing annual general meeting.



Name of Director	Mr. Kalpesh Mehta	Mrs. Meenu Maheshwari	Mr. Ashok Agrawal
DIN	08815356	07113136	00944735
Date of Birth	09/08/1961	28/04/1973	07/02/1957
Date of appointment	01/01/2021	21/06/2021	07/12/1994
Expertise in specific functional area	Mr. Kalpesh Mehta is a Master of Commerce, Bachelor of Laws and a Qualified Practicing Chartered Accountants having 29 Years of experience in Income Tax Laws, RBI/NBFC's Companies, Accounts, Finance, Banking and legal Compliances etc.	Mrs. Meenu Maheshwari is a practicing company secretary and more than 19 years' experience in Accounts, Finance, company law and various other laws.	He has experience of more than 20 years in business of trading in Shares, Stock and Aluminum & Copper Scrap.
Qualification	M.com, LLB and FCA	B.Com, FCS	B.com
No. of Equity Shares held	NIL	NIL	2,02,000
List of Outside Company Directorship held	NIL	1. Gopala Poly Plast Limited	1. Radius Global Private Limited 2. Krishna Sharebroking Services Private Limited 3. Palco Recycle Industries Limited.
Chairman / Member of Committees of Board Of Directors of the Company.	Chairman - Audit Committee Member -Nomination and Remuneration Committee - Stakeholder Relationship Committee	Member - Audit Committee - Nomination and Remuneration Committee - Stakeholder Relationship Committee	NIL
Chairman / Member of Committees of Board of Directors of the Companies in which he/she is director Audit Committee Shareholders Grievance Committee	NIL	Chairman - CSR Committee -Nominee and Remuneration Committee Member - Audit Committee -Stakeholder Relationship Committee	NIL

For & on Behalf of the Board
For, Krishna Capital & Securities Ltd

SD/-

Ashok Agrawal
Chairman & Managing Director
DIN 00944735

Registered Office:
403, Mauryansh Elanza,
B/h. Parekh Hospital,
Shyamal Cross Road
Satellite, Ahmedabad: 380015

Place: Ahmedabad
Date: 17/08/2021