

**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](mailto:ksbspl@yahoo.in), website: [www.kcsl.co.in](http://www.kcsl.co.in)

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 23rd Annual General Meeting of the members of the Company will be held on Friday, August 11, 2017 at 11.30 a.m. at 604, Sahjanand Shopping Centre, Shahibaug Road, Ahmedabad: 380004 to transact the following business;

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Year ended 31<sup>st</sup> March, 2017 and the Report of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashokkumar Agrawal (DIN 00944735) who retires by rotation and offers himself for re appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration.

**Special Business:**

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

“Resolved That pursuant to 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), Rules, 2014 (including statutory modifications or re-enactment thereof for the time being in force) and Article No. 66 (2) of Articles of Association of the Company, the remuneration of Mr. Ashokkumar Agrawal (DIN: 00944735) be and is hereby revised from existing Rs.50000/- p.m. to Rs.10000/- p.m. with effect from May 1, 2017 for the rest of his tenor as Chairman & Managing Director as approved by the Nomination and Remuneration Committee of the Board. Detailed terms and conditions are as under

- A. The Company shall pay remuneration by way of Salary of Rs. 10,000/- (Rupees Ten Thousand Only) per month from existing Rs.50000/- (Rupees Fifty Thousand Only) p.m. to Mr. Ashokkumar Agrawal w.e.f 01/05/2017 for the rest of his tenor as Chairman & Managing Director of the Company
- B. The Chairman & Managing Director shall unless prevented by ill health, throughout the said term devote his entire time and attention to the 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. At present no perquisite is paid to the appointee but appointee may be entitled to the following perquisites as and when decided by the Company
- C. 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.
- D. Contribution of Provident Fund, pension, 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.
- E. Earned Leave on full pay and allowances as per the rules of the Company.
- F. The appointee shall be entitled to have a facility of club subject to a maximum of two clubs.

- G. 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 fixtures 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.
- H. The company shall provide leave travel fare for the appointee and his family once in a year.
- I. Medical expenses for self and family shall be reimbursed by the Company.
- J. The company shall pay personal accident insurance premium as per the policy of the Company.
- K. 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. Ashokkumar 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."

By Order of the Board  
For, **Krishna Capital & Securities Ltd**

**Sd/-**

**Ashokkumar Agrawal**  
Chairman & Managing Director  
DIN 00944735

### **Registered Office:**

403, Mauryansh Elanza,  
B/h. Parekh Hospital,  
Shyamal Cross Road  
Satellite,  
Ahmedabad: 3800 15

Place: Ahmedabad  
Date: 29/05/2017

### **NOTES:**

1. A member entitle to attend and vote at the meeting is entitle to appoint one or more proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy form in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. The relevant statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of business under item Nos. 4 of the Notice set out above is annexed hereto.
3. The Register of Members and the share transfer book of the company will remain closed from **August 4, 2017 to August 11, 2017** (both days inclusive)
4. Members are requested to notify immediately any change in their address with the Company's Share Transfer Agents – M/s. MCS Share Transfer Agent Ltd., 101, Shatdal Complex, Opp. Bata Showroom, Ashram Road, Ahmedabad: 380009.
5. Members/proxies should bring their attendance slips duly filled in for attending the meeting.
6. Shareholders seeking any information on account or operations are requested to write to the company at an early date so as to enable the management to keep the information ready.

7. Members holding shares in more than one folio in identical order of names are requested to write to the registered office of the company enclosing their share certificates to enable us to consolidate their holdings in one folio, to facilitate better service.
8. Members who have not forwarded details of their bank account number and the name and address of the bank are requested again to send the same along with their PAN.
9. Relevant documents referred in accompanying notice and statement are open for inspection by members at the Registered office of the company on all working days, except Sundays, during the business hours upto the date of the Meeting.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notice, circular etc. from the company electronically.
11. Members may also note that the Notice of AGM will be available on the company's website viz. [www.kcsl.co.in](http://www.kcsl.co.in)

## **1. Voting through electronic means**

- A. Pursuant to Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the **23<sup>rd</sup>** Annual General Meeting (AGM) by electronic means. The business set out in the notice will be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- B. The e-voting period begins on **August 08, 2017** at 9.00 a.m. and ends on **August 10, 2017** at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is **August 04, 2017**, may cast their vote electronically. The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **August 10, 2017**.
- C. The facility for voting through electronic voting system or poll or ballot paper shall be made available at the meeting and the members who have not cast their voting through remote e-voting shall be able to vote at the meeting.
- D. The members who have cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- E. A person, whose name is 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. **August 04 2017**, only shall be entitled to avail the facility of voting.
- F. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **August 04, 2017**, shall follow the instructions for e-voting as mentioned below for FIRST TIME USER. In case of any query shareholders may contact the Registrar & Share Transfer Agent viz MCS Share Transfer Agent Ltd.
- G. **Instructions for e-voting:**
  - A. **In case Members receiving Notice of AGM by email and who wish to vote using the remote e-voting facility**
    - a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - b. Click on Shareholders.
    - c. Now Enter your User ID
      1. For CDSL: 16 digits beneficiary ID,
      2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      3. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- 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](http://www.evotingindia.com) and voted on an earlier 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:

<b>For Members</b>	<b>Holding shares in Demat Form</b>	<b>Holding Shares in physical Form</b>
<b>User ID</b>	<b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL:</b> 16 digits beneficiary ID	Folio Number registered with the Company
<b>PAN</b>	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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>	
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>	

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant of Krishna Capital and Securities Ltd. from drop down menu and click on submit.

- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r. Note for Non – Individual Shareholders and Custodians

**B. In case of Members receiving Notice of AGM by post and who wish to vote using the remote e-voting facility:**

Please follow all steps mentioned above, to cast your vote.

**C. Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution 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.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
2. Mr. Bipin L. Makwana, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  3. The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of the AGM, prepare a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting.
  4. The Result shall be declared on or after the Annual General Meeting (AGM). The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

**Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013.**

**Item No. 4**

As the members are aware that Mr. Ashokkumar Agrawal was re-appointed as Chairman & Managing Director of the Company at 22<sup>nd</sup> Annual General Meeting held on 05/08/2016 for a period of five years w.e.f 01/04/2016 on the terms and conditions stated herein:

- A. The Company shall pay remuneration by way of Salary of Rs. 50,000/- (Rupees Fifty Thousand) per month to Mr. Ashokkumar Agrawal, Chairman & Managing Director of the company w.e.f 1<sup>st</sup> April, 2016.
- B. The Chairman & Managing Director shall unless prevented by ill health, throughout the said term devote his entire time and attention to the 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.
- C. 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.
- D. Contribution of Provident Fund, pension, 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.
- E. Earned Leave on full pay and allowances as per the rules of the Company.
- F. The appointee shall be entitled to have a facility of club subject to a maximum of two clubs.
- G. 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 fixtures 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.

- H. The company shall provide leave travel fare for the appointee and his family once in a year.
- I. Medical expenses for self and family shall be reimbursed by the Company.
- J. The company shall pay personal accident insurance premium as per the policy of the Company.
- K. 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.

Whereas the Board of Directors of the Company (the 'Board'), at its meeting held on 30<sup>th</sup> April, 2017 has subject to the approval of members, interalia revised the remuneration of Mr. Ashokkumar Agrawal (DIN 00944735) as Chairman & Managing Director of the Company from existing Rs.50000/- p.m to Rs.10000/- p.m for rest of his tenor as Chairman & Mg. Director of the Company years with effect from 1<sup>st</sup> May, 2017 on the recommendation of Nomination and Remuneration Committee of the Board.

Save & Except Mr. Ashokkumar 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 as Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

<b>Name of Director</b>	<b>Mr. Ashok Agrawal</b>
DIN	00944735
Date of Birth	07/02/1957
Date of appointment	07/12/1994
Expertise in specific functional area	He has experience of more than 20 years in business of trading in Shares, Stock and Aluminum & Copper Scrap.
Qualification	B.com
No. of Equity Shares held	2,02,000
List of Outside Company Directorship held	1. Radius Global Private Limited 2. Krishna Sharebroking Services Private Limited
Chairman / Member of Committees of Board of Directors of the Company.	NIL
Chairman / Member of Committees of Board of Directors of the Companies in which he/she is director Audit Committee Shareholders Grievance Committee	NIL

By Order of the Board  
For, **Krishna Capital & Securities Ltd**

**Sd/-**

**Ashokkumar Agrawal**  
Chairman & Managing Director  
DIN 00944735

**Registered Office:**  
403, Mauryansh Elanza,  
B/h. Parekh Hospital,  
Shyamal Cross Road  
Satellite,  
Ahmedabad: 3800 15

Place: Ahmedabad  
Date: 29/05/2017