

 **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: April 23, 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 April 23, 2024, which is being dispatched to the members of the Company today i.e. on April 23, 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, April 19, 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, April 24, 2024, at 10.00 A.M. IST and end on Thursday, May 23, 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 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') read with the General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regards by the Ministry of Corporate Affairs ("MCA Circulars"), 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") and other applicable rules, regulations, guidelines, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Special Resolution 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 April 22, 2024 has appointed CS Manoj Maheshwari, (Membership No. FCS: 3355), Practicing Company Secretary and failing him CS Sunita Manish Agarwal (FCS 11024), Practicing Company Secretary, Partners of M/s V. M. & Associates, Company Secretaries, Jaipur as scrutinizer and an alternate scrutinizer respectively, 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.



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The results of the e-voting will be announced on or before Monday, May 27, 2024 and the Resolution will be deemed to have been passed on Thursday, May 23, 2024 i.e., the last date of casting of votes, if approved by the requisite majority.

RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITORS [M/S RAJVANSHI & ASSOCIATES, CHARTERED ACCOUNTANTS, JAIPUR (FRN 005069C)], TO FILL CASUAL VACANCY

To consider and , if thought fit, to pass, 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 on the recommendations of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint M/s Rajvanshi & Associates, Chartered Accountants, Jaipur (FRN 005069C) as Statutory Auditors of the Company, to fill the casual vacancy in the office of the Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s S. Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W), to hold office till the conclusion of the ensuing 32nd Annual General Meeting of the Company to be held in the calendar year 2024 at a remuneration of Rs. 50,000/- [Rupees Fifty Thousand Only] plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors (which expression shall include any Committee thereof, whether constituted or to be constituted) be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to finalization of the terms of engagement of the Statutory Auditors according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in accordance with the prevailing rules and regulations in this regards and any increase in remuneration in such manner and to such extent as may be mutually agreed with the Auditors without being required to seek any further consent or approval of the members of the Company.”

**Place: Jaipur
Date: 23.04.2024**

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

**Sd/-
Shikha Agarwal
Company Secretary &
Compliance Officer
M. No.: A37304
Registered Office: B-19, Lal Bahadur Nagar,
Malviya Nagar Jaipur-302017 (Rajasthan)**



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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act 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, April 19, 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, April 19, 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 Regulations, 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.
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 e-voting period will commence from **Wednesday, April 24, 2024, at 9.00 a.m. IST** and end on **Thursday, May 23, 2024, at 5.00 p.m. IST**. The e-voting module shall be disabled by Central Depository Services (India) Ltd. ('CDSL') for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again

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

9. 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.
10. 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



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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.

11. 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.
12. 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.
13. 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

14. The remote e-voting facility will commence on Wednesday, April 24, 2024 (9:00 A.M.) and ends on Thursday, May 23, 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, April 19, 2024. Corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
15. 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.
16. **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:

Commencement of e-voting: From 9:00 a.m. (IST) on Wednesday, April 24, 2024 (9:00 A.M.) and ends on Thursday, May 23, 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, April 19, 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.



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(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 Login Myeasi 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 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.



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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.
- 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.



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- 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

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: 23.04.2024

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

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

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



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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 Business mentioned in the accompanying Notice.

ITEM NO. 1:-

M/s S. Rakhecha & Co., Chartered Accountants, Mumbai (FRN 108490W) were appointed as Statutory Auditors of the Company at its 27th Annual General Meeting (AGM) held on August 30, 2019 to hold the office for a period of 5 years until the conclusion of 32th AGM of the Company. However, M/s S. Rakhecha & Co, Chartered Accountant, Statutory Auditors has tendered their resignation due to their technical inability and pending peer review certificate from Institute of Chartered Accountants of India ('ICAI'). This caused a casual vacancy in the office of Statutory Auditors of the company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members.

Further, as per the recommendation of the Audit Committee, the Board appointed M/s Rajvanshi & Associates, Chartered Accountants, Jaipur (FRN 005069C) as statutory auditors of the Company at their Board meeting held on 22nd April, 2024, subject to approval from the members. Considering the requirements of various applicable laws and the provided timelines therein, the Board proposes and recommends appointment of M/s Rajvanshi & Associates, Chartered Accountants, Jaipur (FRN 005069C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the said resignation of M/s S. Rakhecha & Co., Chartered Accountants, to hold office upto the conclusion of ensuing 32nd Annual General Meeting to be held in the calendar year 2024.

M/s Rajvanshi & Associates, Chartered Accountants, Jaipur (FRN 005069C), have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and have subjected themselves to the peer review process of ICAI and holds a valid certificate issued by the Peer Review Board of ICAI.

Further, if appointed, M/s Rajvanshi & Associates, shall also conduct Limited Review for the quarter / nine months ended on December 31, 2023 and conduct audit of the financial results for the financial year ending on March 31, 2024 in accordance with Regulation 33 of the SEBI Listing Regulations.



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None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the ordinary resolution as set out at Item No. 1 in this Notice for approval of the members of the Company.

Disclosure pursuant to Regulation 36(5) of the SEBI Listing Regulations:

Proposed Fees Payable	Rs. 50,000 (Rupees Fifty Thousand Only) plus applicable taxes and out of pocket expenses
Terms of Appointment	<ol style="list-style-type: none"> 1) To hold office upto the conclusion of ensuing 32nd Annual General Meeting of the Company to be held in the Calendar Year 2024; 2) To conduct the Statutory Audit for the financial year 2023-24 3) To conduct Limited Review for the quarter / nine months ended on December 31, 2023 and conduct audit of the financial results for the financial year ending on March 31, 2024 4) Any other certifications/non-audit services as may be permissible under the Companies Act, 2013 and SEBI Listing Regulations
Material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in the fees payable to the new Auditors.
Basis of recommendation for appointment	The Audit Committee and the Board of Directors, based on the credentials of the firm, its partners and the eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s Rajvanshi & Associates as Statutory Auditors of the Company to fill the casual vacancy
Credentials of the Statutory Auditors proposed to be appointed	M/s Rajvanshi & Associates, Chartered Accountants, Jaipur ('the firm') was constituted in the year 1990 having firm registration no. as 005069C. The registered office of the firm is situated at H-15, Chitranjan Marg, C-Scheme, Jaipur-302001. The Firm also has valid Peer Review certificate. The firm has 34 years of experience Statutory, Internal & GST Audit of Government & Non-Government Organizations, Concurrent & Statutory Audit of Nationalized Banks, Statutory Audit, internal, management & stock audit, Corporate Law Consultancy, Accounting,



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	Management & Financial Consultancy, Direct and Indirect Taxation such as Income Tax, GST and to conduct all kinds of Audits of Nationalized Banks, Corporate as well as non- corporate clients as per code of conduct of ICAI.
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Place: Jaipur
Date: 23.04.2024

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

Sd/-
Shikha Agarwal
Company Secretary &
Compliance Officer
M. No.: A37304
Registered Office: B-19, Lal Bahadur Nagar,
Malviya Nagar Jaipur-302017 (Rajasthan)