



**Krystal Integrated Services Limited**  
(Formerly known as Krystal Integrated Services Private Limited)  
Registered Office Address: Krystal House 15A 17, Shivaji Fort CHS,  
Duncans Causeway Road, Mumbai – 400 022, Maharashtra, India  
Tel: 022-4747 1234  
Website: [www.krystal-group.com](http://www.krystal-group.com)  
Email: [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com)  
CIN: L74920MH2000PLC129827

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Third Annual General Meeting of Krystal Integrated Services Limited (Earlier known as Krystal Integrated Services Private Limited), will be held on Monday, September 16, 2024, at 02.30 p.m. (IST) through Video Conferencing (“VC”) and Other Audio-Visual Means (“OAVM”), to transact the following business:

### Ordinary Business:

#### 1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt Audited Standalone Financial Statements of the Company for Financial Year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for Financial Year ended March 31, 2024, and the report of the Auditors and Directors’ thereon, as laid before the Members, be and are hereby approved and adopted.”

#### 2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt Audited Consolidated Financial Statements of the Company for Financial Year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for Financial Year ended March 31, 2024, and the report of the Auditors and Directors’ thereon, as laid before the Members, be and are hereby approved and adopted.”

#### 3. Declaration of Dividend

To declare a dividend on Equity Shares at the rate of INR 1.50 per Equity Share for the financial year ended March 31, 2024.

#### 4. Appointment of Ms. Neeta Prasad Lad (DIN: 01122234) as a Director, liable to retire by rotation

To appoint a Director in place of Ms. Neeta Prasad Lad (DIN: 01122234) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

## Special business:

### 5. Appointment of Statutory Auditors of the Company to fill the Casual Vacancy caused due to Resignation

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of Audit Committee and approval of the Board of Directors, M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused due to the resignation of M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), Mumbai, to hold office from August 12, 2024 till the conclusion of the Twenty Third Annual General Meeting of the Company, on such remuneration plus applicable taxes and out of pocket expenses, as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### 6. Appointment of Statutory Auditors of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai be and are hereby appointed as the Statutory Auditors of the Company, for a term of 5 consecutive years, to hold office from the conclusion of Twenty Third Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting to be held in the year 2029 on such remuneration plus applicable taxes, and out of pocket expenses, as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

### 7. Appointment of Mr. Mahesh Vinayak Redkar (DIN:10614348) as an Independent Director

To consider and approve appointment of Mr. Mahesh Vinayak Redkar (DIN: 10614348) as an Independent Director and pass the following resolution as a Special Resolution:

**“RESOLVED THAT** Mr. Mahesh Vinayak Redkar (DIN: 10614348), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company with effect from June 25, 2024 in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and Articles of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act, as amended from time to time, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Mahesh Vinayak Redkar (DIN: 10614348) as an Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from June 25, 2024 up to June 24, 2029, be and is hereby approved."

## NOTES

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 5, 6 and 7 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Directors re-appointment and appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.

In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 23rd Annual General Meeting of the Company is being held through VC/ OAVM on Monday, September 16, 2024, at 02.30 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Corporate Office of the Company situated at B 2001 & 2002, 20th Floor, Kohinoor Square, Shivaji Park, Dadar West, Mumbai – 400028.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [contact@kajaljakharia.com](mailto:contact@kajaljakharia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com). Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority".
5. 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 Act.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
7. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Company shall send the physical copy of Annual Report FY 2023-24 to those Members who request the same at [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com) or at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) mentioning their Folio No./DP ID and Client ID. The Notice convening the 23rd AGM along with the Annual Report FY 2023-24 will also be available on the website of the Company at <https://www.krystal-group.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively.
8. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.krystal-group.com>

9. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 05, 2020, the matter of Special Business appearing at Item No. 5, 6 and 7 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
10. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at <https://www.evoting.nsdl.com>. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
11. The Notice convening the AGM has been uploaded on the website of the Company at <https://www.krsytal-group.com> and can also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
12. The Company has fixed Monday, September 02, 2024 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.

The dividend of INR 1.50 per equity share of INR 10 each (15%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or before September 21, 2024 to all the Beneficial Owners as at the end of the day on Monday, September 02, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.

13. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

14. To receive the dividend on time, members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA – Link Intime India Private Limited, so as to reach the RTA before the record date i.e. Monday, September 02, 2024:
- a. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received:
    - i. Name of Bank and Bank Branch;
    - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
    - iii. 11 digit IFSC Code; and
    - iv. 9-digit MICR Code
  - b. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
  - c. Self-attested copy of the PAN Card of all holders; and
  - d. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
  - e. Form ISR2 duly filled signed. The signature of holders should be attested by the Bank Manager
  - f. Form SH 13 – Nomination form or ISR3 – to opt out from Nomination

The above Investor Service Request Forms (ISR) are available at RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>.

15. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, valid PAN linked to Aadhar, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company Resident Individual Shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form no 15 G/H to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by September 09, 2024 (latest by 5.00 p.m.) to enable the Company to determine the appropriate TDS / withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please visit the website of the Company at <https://www.krystal-group.com> Shareholders are requested to note that if the PAN is not correct / invalid / inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com). The aforesaid declarations and documents need to be submitted by September 09, 2024 (up to 5.00 pm).

16. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.
17. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode.
18. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited ("Registrar" or "RTA") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on the RTA's website <https://www.linkintime.co.in/>
19. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, Link Intime India Private Limited at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

Please note that as mandated by Securities & Exchange Board of India ('SEBI') the allotment of shares shall be made only in dematerialised form.

Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. Members are requested to note that the Company got listed on March 21, 2024. The Board has recommended dividend for the year ended March 31, 2024 for the first time. In view of this, as on the date of this Notice there are no unpaid/unclaimed dividends/shares transferred to IEPF.

20. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, bank mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
21. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.
22. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
24. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com) latest by Monday, September 09, 2024 (up to 3.00 p.m.).
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
26. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
27. Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this AGM Notice:

**a. Registration of email addresses with Link Intime India Private Limited [“Link Intime”]:**

The Company has made special arrangements with Link Intime and NSDL for the registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to Link Intime on or before 05.00 p.m. IST on Monday, September 09, 2024. The process to be followed for registration of an e-mail address is as follows:

- i. Visit the link: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- ii. Select the Name of the Company from the dropdown: Krystal Integrated Services Limited.
- iii. Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers.
- iv. Enter your Mobile No. and Email Id and click on the Continue button.
- v. The system will send OTP on Mobile and Email IDs.
- vi. Upload a self-attested copy of your PAN card and Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- vii. Enter the OTP received on your Mobile and Email Address.
- viii. The system will then confirm the e-mail address for receiving this Annual General Meeting Notice.

After the successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice with the e-voting user ID and password. In case of any queries, Members may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [evoting@nsdl.com](mailto:evoting@nsdl.com)

**b. Registration of e-mail address permanently with DP:**

Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/Link Intime to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) of Note 36 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



28. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
- The Individual Shareholders holding securities in Demat mode are requested to follow steps mentioned below in Note 36.
- In terms of the SEBI circular dated December 09, 2020, on the 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 required to update their mobile number and email ID correctly in their Demat account to access the e-voting facility.
29. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended,) Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing the 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 NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
30. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Monday, September 09, 2024 may cast their vote by remote e-voting. The remote e-voting period commences on Friday, September 13, 2024, at 9:00 a.m. (IST) and ends on Sunday, September 15, 2024, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Monday, September 09, 2024. Subject to receipt of the requisite number of votes, the resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e. Monday, September 16, 2024. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website <https://www.evoting.nsdl.com> or the Company's website <https://www.krystal-group.com>.
31. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.
32. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, September 09, 2024, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person holding shares in physical form and non- individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Monday, September 09, 2024, may obtain the User ID and password by sending a request along with the requisite documents, at [evoting@nsdl.com](mailto:evoting@nsdl.com)
33. The Members who are present during the AGM through VC/OAVM and have not cast their votes through remote e-voting, would be allowed to cast their vote during the AGM through e-voting.
34. The Board of Directors has appointed Ms. Kajal Jakharia of Kajal Jakharia & Associates, a peer reviewed firm of Practicing Company Secretaries (Membership No. FCS 7922 & CP No. 23149) as the Scrutinizer to scrutinize the remote e-voting process before the AGM as well as e-voting process during the AGM fairly and transparently.

35. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by her in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL, and will also be displayed on the Company's website at <https://www.krystal-group.com>

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 09, 2024 through e-mail on [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com). The same will be replied by the Company suitably.

36. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:

**The remote e-voting period begins on Friday, September 13, 2024 at 09:00 A.M. and ends on Sunday, September 15, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 09, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 09, 2024.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

## **Step 1: Access to NSDL e-Voting system**

### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

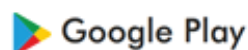
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1) Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing <b>User ID and Password</b>. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders (holding securities in demat mode) login through their depository participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact@kajaljakharia.com](mailto:contact@kajaljakharia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa B at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 37. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be 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 in the AGM.
- (iii) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

### 38. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "**VC/OAVM**" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com). The same will be replied by the company suitably.
- (vi) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number on or before Monday September 09, 2024 at [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com). Only those Members who have pre-registered themselves as a speaker will be allowed to ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

**By Order of the Board of Directors  
For Krystal Integrated Services Limited**

**Stuti Maru  
Company Secretary and Compliance Officer  
Membership No. A45257**

**Place: Mumbai  
Date: August 12, 2024  
Registered Office:  
Krystal House, 15-A17 Shivaji Fort CHS,  
Duncans Causeway Road, Mumbai-400022  
CIN: L74920MH2000PLC129827  
Email: [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com)  
Website: <https://www.krystal-group.com>**

### Resolution No. 05: Ordinary Resolution

#### Appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to resignation

The Members of the Company at its 19<sup>th</sup> Annual General Meeting held on Wednesday, December 30, 2020 appointed M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), Mumbai as Statutory Auditors of the Company to hold office from the conclusion of 19<sup>th</sup> Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual General Meeting.

M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), Mumbai vide letter dated August 11, 2024 have resigned from the position of Statutory Auditors of the Company before completion of their term, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139 (8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

The Board of Directors at its meeting held on August 12, 2024, on the recommendation of the Audit Committee, and pursuant to the provisions of Section 139 (8) of the Companies Act 2013, have appointed M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, to hold office as the Statutory Auditors of the Company till the conclusion of 23<sup>rd</sup> Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), Mumbai, subject to the approval of the members in the forthcoming 23<sup>rd</sup> Annual General Meeting of the Company, on such remuneration including out of pocket and other expenses as may be decided by the members of the Company as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, to act as Statutory Auditors of the Company in place of M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), Mumbai, along with a confirmation that, their appointment if made, would be within the limits prescribed under the Companies Act 2013.

The details required to be disclosed under provisions of Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

#### **(a) Proposed fees payable to the Statutory Auditor(s):**

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have approved to pay a fee of INR 0.23 Crore plus applicable taxes and reimbursement of out-of-pocket expenses, outlays and taxes, as may be incurred by the Auditors during the course of Audit/Limited Review for the financial year ended March 31, 2025. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure.

The Board of Directors of the Company (including the Audit Committee of the Board or any Officer of the Company authorised by the Board) in consultation with the Statutory Auditors, are authorised to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or SEBI Listing Regulations and such other requirements resulting in the change in scope of work, etc.



**(b) Terms of appointment:**

The appointment of Statutory Auditors shall be from August 12, 2024 till the conclusion of the 23<sup>rd</sup> Annual General Meeting. The letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

**(c) In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

The material changes in the fee structure from INR 0.35 Crore to INR 0.23 Crore with the new auditor M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), is driven by the resignation of M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), for commercial reasons.

**(d) Basis of recommendation for appointment:**

Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, the Company shall require to appoint the Statutory Auditor for the term of five years and accordingly the Board of Directors and Audit Committee, at their meetings held on August 12, 2024, considered appointment of M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, as Statutory Auditors for the term of five years from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting on the basis of size and requirements of the Company and recommended the same unanimously for approval of the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Maheshwari & Co., Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. The Board recommends an Ordinary Resolution at Item No. 5 set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

## **Resolution No. 06: Ordinary Resolution**

### **Appointment the Statutory Auditors of the Company**

The Board of Directors at its meeting held on August 12, 2024, on the recommendation of the Audit Committee and pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the 23<sup>rd</sup> Annual General Meeting, till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2029 subject to approval of members at the 23<sup>rd</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**(a) Proposed fees payable to the Statutory Auditor(s):**

The Audit Committee has proposed a remuneration of INR 0.23 Crore per annum. However, the Board and Audit committee thereof be given the power to alter and vary the terms and conditions including revision in remuneration.

**(b) Terms of appointment:**

The appointment of the Statutory Auditors shall be from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of the 28<sup>th</sup> Annual General Meeting to be held in the year 2029. The letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

**(c) In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

The material changes in the fee structure from INR 0.35 Crore to INR 0.23 Crore with the new auditor M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), is driven by the resignation of M/s. T R Chadha & Co LLP, Chartered Accountants (FRN: 006711N/N500028), for commercial reasons.

**(d) Basis of recommendation for appointment:**

Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, the company shall require to appoint the Statutory Auditor for the term of five years and accordingly the Board of Directors and Audit Committee, at their meeting held on August 12, 2024, considered appointment of M/s. Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834W), Mumbai, as Statutory Auditors for the term of five years from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting on the basis of size and requirements of the Company and recommended the same unanimously for approval of the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends an Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

## **Resolution No. 07: Special Resolution**

### **Appointment of Mr. Mahesh Vinayak Redkar (DIN: 10614348) as an Independent Director**

The Board of Directors of the Company ("Board"), on the recommendation of the Nomination, Remuneration and Compensation Committee, appointed Mr. Mahesh Vinayak Redkar as an Additional Director (Non-Executive, Independent) with effect from June 25, 2024.

The Company has received notice from a Member under Section 160 of the Companies Act, 2013 ("Act") proposing his appointment as an Independent Director. The Company has received a declaration from Mr. Mahesh Vinayak Redkar confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is eligible to be appointed as an Independent Director of the Company.

The Company has received his consent to act as an Independent Director and declaration that he is not disqualified under Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Mr. Mahesh Vinayak Redkar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of Section 149 of the Act, read with Schedule IV thereto and Regulation 17(1C) and 25(2A) of the SEBI Listing Regulations, the appointment of Independent Directors requires approval of the Members by way of a special resolution.

The Nomination, Remuneration and Compensation Committee considered his vast knowledge, expertise and skills such as Sales & Marketing, Business Development & Strategy and Business Operation skills amongst others identified by the Board for the role of a Director.

In the opinion of the Board, Mr. Mahesh Vinayak Redkar fulfils the criteria specified in the Act read with the rules made thereunder and SEBI Listing Regulations for being appointed as an Independent Director of the Company and is independent of the management. Accordingly, pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company on June 25, 2024 appointed Mr. Mahesh Vinayak Redkar as an Independent Director, not liable to retire by rotation, for a term of five years from June 25, 2024 to June 24, 2029, subject to the approval by the Members of the Company.

Brief Resume of Mr. Mahesh Vinayak Redkar is provided separately in this Notice. A copy of the draft Letter of Appointment for Independent Director, setting out the terms and conditions of appointment, is available for inspection through electronic mode, as per the details provided in this Notice.

Considering his rich and vast knowledge, skills and experience, the Board recommends the Special Resolution with respect to the appointment of Mr. Mahesh Vinayak Redkar as an Independent Director of the Company, as set out at Item No. 07 of the Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relative(s), except Mr. Mahesh Vinayak Redkar and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 07 of the Notice.

**By Order of the Board of Directors  
For Krystal Integrated Services Limited**

**Stuti Maru  
Company Secretary and Compliance Officer  
Membership No. A45257**

**Place: Mumbai  
Date: August 12, 2024  
Registered Office:  
Krystal House, 15-A17 Shivaji Fort CHS,  
Duncans Causeway Road, Mumbai-400022  
CIN: L74920MH2000PLC129827  
Email: [company.secretary@krystal-group.com](mailto:company.secretary@krystal-group.com)  
Website: <https://www.krystal-group.com>**

**Details of the Directors seeking appointment/re-appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:**

Name of the Director	Mr. Mahesh Vinayak Redkar	Ms. Neeta Prasad Lad
Director Identification Number	10614348	01122234
Designation/Category	Additional Director (Non-Executive, Independent)	Chairperson & Managing Director – Promoter Director
Date of Birth & Age	March 08, 1964 , 60 Years	November 25, 1966, 57 Years
Date of first Appointment on the Board	25/06/2024	01/04/2006
Qualification	MBA, BSC	Executive Master’s degree in Business Administration
Expertise in specific functional area and brief resume	He is having more than 30 years of experience in the field of Sales & Marketing. Out of 30 years, around 14 years he has worked with TNT India Private Limited Worldwide in various position such as Regional Head, National Head and Country Head of Indian Sub-Continent based in India of a Multinational JV with P&L responsibilities.	She is having experience in the field of business management functions, welfare planning and implementation of the workforce.
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer to the Explanatory Statement annexed to this Notice.	Industry experience and Macro Economics, Management & Corporate Governance, Services Business Management and Corporate strategy & Capital allocation
Terms and conditions of appointment along with details of remuneration sought to be paid	Appointment as an Independent Director for a period of five consecutive years from June 25, 2024 to June 24, 2029, not liable to retire by rotation. Eligible for sitting fees, as approved by the Board.	To retire by rotation
Details of remuneration last drawn (FY 2023-24)	Not Applicable	INR 3.14 Crore

Directorships in other companies (excluding foreign companies)	NIL	<ol style="list-style-type: none"> <li>1. Krystal Aviation Services Private Limited</li> <li>2. Shoubham Cinevisions Private Limited</li> <li>3. Embarq Motorworld Private Limited</li> <li>4. Flame Facilities Private Limited</li> <li>5. Krystal Gourmet Private Limited</li> <li>6. Volksara Techno Solutions Private Limited</li> <li>7. Krystal Allied Services Private Limited</li> </ol>
Memberships/ Chairmanship of Committees in other companies (excluding foreign companies)	NIL	NIL
Resignation from Listed entities in the past three years	NIL	NIL
No. of shares held in the Company, including shareholding as a beneficial owner	NIL	2
No. of Board Meetings attended during FY 2023-24	Not Applicable	17
Relationship with other Directors and Key Managerial Personnel	He does not have any relationship with Directors and Key Managerial Personnel	She is mother of Ms. Saily Prasad Lad and Mr. Shubham Prasad Lad, Whole-time Directors of the Company
Note:	-	For other details such as the number of meetings of the Board attended during FY 2023-24, remuneration last drawn in FY 2023-24 by Ms. Neeta Prasad Lad, please refer to the corporate governance report which is a part of this Annual Report.