



# KIRAN VYAPAR LIMITED

Registered Office : 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022  
Phone : (033) 2223-0016/18, Fax : (033) 2223-1569, Email : kvl@lnbgroup.com  
Website: www.lnbgroup.com, CIN : L51909WB1995PLC071730

## NOTICE

Notice is hereby given that the 27th (Twenty-Seventh) Annual General Meeting of the Members of KIRAN VYAPAR LIMITED will be held on Tuesday, the 26th day of September, 2023 at 12:30 P.M., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 including the Audited Balance Sheet as at 31st March, 2023 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
  - The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 including the Audited Balance Sheet as at 31st March, 2023 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
- To declare dividend on Equity Shares for the financial year ended 31st March, 2023.
- To appoint a director in place of Mr. Lakshmi Niwas Bangur (DIN:00012617), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. To Approve Material Related Party Transactions.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, and pursuant to the consent of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following Related Parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations, during the financial year 2023-24 and till the conclusion of Annual General Meeting for the said financial year as mentioned below, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, subject to the same being carried out in ordinary course and on an arm's length basis and, notwithstanding the fact that the contracts/transactions with each such Related Party, during a financial year, in aggregate, may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements from time to time, under the Listing Regulations.

Sl. No.	Name of the Related Party	Nature of Relationship	Nature and Particulars of Transaction	Maximum value of Transaction for FY 2023-24 in aggregate (Rs. In Crores)
1	Shree Krishna Agency Limited	Subsidiary	Granting of Loans	250
2	Placid Limited	Associate	Granting of Loans	500
3	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	200
4	The General Investment Company Limited	Group	Granting of Loans	75
5	Placid Limited	Associate	Availing of Loans	500
6	Sidhidata Tradecomm Limited	Group	Availing of Loans	200
7	The Peria Karamalai Tea & Produce Co. Ltd.	Group	Availing of Loans	100
8	LNB Renewable Energy Limited	Associate	Availing of Loans	100

**RESOLVED FURTHER THAT** Mr. Lakshmi Niwas Bangur, Director (DIN: 00012617), Ms. Sheetal Bangur, Director (DIN: 00003541) and Mr. Shreyash Bangur, Managing Director (DIN: 00012825) of the Company, be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

**5. Continuation of Directorship of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as a Non-executive Director of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and pursuant to the consent and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for continuation of directorship of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as a Non-Executive Director of the Company, liable to retire by rotation beyond the age of 75 (seventy-five) years.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”

**By order of the Board of Directors  
For Kiran Vyapar Limited**

**Place : Kolkata  
Date : 27th July, 2023**

**(Pradip Kumar Ojha)  
Company Secretary**

**NOTES:**

1. Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020, read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022 and General Circular No 11/2022 dated 28th December, 2022 and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, dated 5 January 2023 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 27th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the venue of the AGM shall be deemed to be the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022.

2. 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. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (“said SEBI Circular”) issued by the Securities and Exchanges Board of India (“SEBI”) the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its

representative to attend the AGM through VC /OAVM on its behalf and to cast vote through remote e-voting as well as vote at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to voting@vinodkothari.com.

4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting.
7. In line with the said Circulars issued by the MCA and SEBI, the Annual Report for the financial year ended 31st March, 2023 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith including Notice of the 27th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the 27th AGM and the Annual Report for the financial year 2022-2023 will also be available on the Company's website <https://www.lnbgroupp.com/kiran/annual-reports.php> and website of the Stock Exchange i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com). The Notice of the AGM shall also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
9. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Recorded transcript of the Meeting shall be uploaded on the Website of the Company and same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be place of the Meeting for the purpose of recording of the minutes of the proceeding of this AGM.
11. Information to Members pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) in respect of Director seeking appointment/re-appointment at the Annual General Meeting is furnished as **Annexure-A** to the Notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from **20th September, 2023 to 26th September, 2023 (both days inclusive)** for determining the name of members eligible for dividend on equity shares, if declared at the Meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those Members whose names stand registered on the Company's Register of Members—
  - a) as Beneficial Owners as at **19th September, 2023** as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
  - b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company on or before **19th September, 2023**.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the shareholders are requested to complete and/or update their Residential Status, PAN,

Category as per the IT Act with their Depository Participants (in case of shares held in demat mode). Members holding shares in physical form can submit such details by sending an email to the Registrar & Share Transfer Agent (RTA) of the Company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or click on the following link :[mdpl.in/form](http://mdpl.in/form)

- a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link :[mdpl.in/form](http://mdpl.in/form). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
  - b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link : [mdpl.in/form](http://mdpl.in/form)
15. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
  16. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
  17. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link : [mdpl.in/form](http://mdpl.in/form).
  18. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link : [mdpl.in/form](http://mdpl.in/form) and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
  19. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 date November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.
  20. National Electronic Clearing Service (NECS):
    - (a) SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link :[mdpl.in/form](http://mdpl.in/form). In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such shareholder(s) post normalization of postal services in the Country.
    - (b) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s Maheshwari Datamatics Private Limited at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link :[mdpl.in/form](http://mdpl.in/form). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

- (c) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
21. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
22. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. In terms of Regulation 40 of the SEBI Listing Regulations, listed companies are not allowed to process a request of transfer of shares held in physical form. Accordingly, Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
23. To support the green initiative, the Members who have not registered their e- mail addresses are requested to register the same with the Company's RTA at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link :[mdpl.in/form](http://mdpl.in/form).
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link :[mdpl.in/form](http://mdpl.in/form).

Pursuant to Regulation 12 along with Schedule I of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Companies shall mandatorily use any of the electronic mode of payment facility approved by the Reserve Bank of India for making payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank) or to print the address of the member on such payment instructions (in case where the bank details of investors are not available).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- (b) The Registrar & Share Transfer Agents of the Company (RTA) at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) Or click on the following link : [mdpl.in/form](http://mdpl.in/form)
25. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the meeting, so as to enable the Company to keep the information ready at the Meeting.
26. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Therefore, the dividend declared for the Financial Year ended March 31, 2015, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
27. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2023 on the website of the Company viz., [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran). Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Company or RTA of the Company.

Given below is the date of declaration of dividend and corresponding date when unpaid/unclaimed dividend are due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Due Date for transfer to IEPF
2015-2016	27.09.2016	03.11.2023
2016-2017	14.09.2017	21.10.2024
2017-2018	14.09.2018	20.10.2025
2018-2019	09.09.2019	09.10.2026
2019-2020	28.09.2020	03.11.2027
2020-2021	24.09.2021	31.10.2028
2021-2022	24.09.2022	31.10.2029

The final dividend for the Financial Year ended March 31, 2016 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please note that the due date for transferring the unclaimed final dividend for the Financial Year ended March 31, 2015 to Investor Education and Protection Fund is 3rd November, 2023, Shareholders, who have not yet encashed their final dividend for the Financial Year ended March 31, 2016 or any subsequent Financial Years are requested to make their claim to the Company / Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2023 on the website of the Company [www.kvl@lnbgroup.com](http://www.kvl@lnbgroup.com).

28. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly, the Company has transferred on due dates the shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government upto the financial year 2013-14. However, during the financial year 2022-23, the company was not required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account.
29. Company has published notice in newspapers and individual intimations are also sent to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which will be transferred to IEPF.
30. Shareholders are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in)
31. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
32. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.
33. **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

**The Instruction of Shareholders for E-voting are as under**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, 23rd September, 2023 at 9.00 am and ends on Monday, 25th September, 2023 at 5.00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 19th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon&amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is 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> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.

- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <KIRAN VYAPAR LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; voting@vinodkothari.com and to the Company at the email address viz: kvl@lnbgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request between 19th September, 2023 to 23rd September, 2023 mentioning their name, demat account number/folio number, email id, mobile number at kvl@lnbgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kvl@lnbgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

34. Any person who acquire shares and become the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA.
35. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 19th September, 2023. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
36. The Board of Directors of the Company at their meeting held on 17th May, 2023 has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting at the Annual General Meeting in fair and transparent manner.
37. During the AGM, The Chairman shall formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote evoting. Voting at the AGM shall be kept open for a period of 30 minutes after the AGM ends.
38. Scrutinizer shall, after the 30 minutes of conclusion of the Meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 2 (Two) working days from the conclusion of the Meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
39. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the company at its Registered Office as well as Corporate Office. Further, immediately after the declaration of result by the Chairman or a person authorized by him in writing shall communicate to BSE Limited.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 & 5 of the accompanying Notice dated 27th July, 2023.

### **Item No. 4.**

Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires member's approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and on arm's length terms. A transaction with a related party shall be considered material under the Listing Regulations, if the transaction/ transactions with a related party to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company, whichever is lower.

SEBI vide its circular dated 8th April 2022, has clarified that in case of the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM or a period not exceeding fifteen months. The approval of the Members of the Company for Omnibus Material Related Party Transaction for the Financial Year 2022-23 was obtained through an Ordinary Resolution at the 26th Annual General Meeting held on 24th September, 2022. Therefore, the validity of aforesaid omnibus RPT approvals shall not exceed the date of ensuing AGM.

Further, the aggregate value of the transactions with a related party are likely to exceed the aforesaid materiality limit during the Financial Year 2023-24, as per the last audited financial statements of the Company and may continue till the conclusion of Annual General Meeting for the said Financial Year 2023-24. Therefore, the said transactions would be considered to be material related party transactions for the purpose of provisions of Regulation 23 of Listing Regulations and thus, requires the approval of the Members of the Company through an Ordinary Resolution. Consequently, the approval of Members is sought to renew the limits of RPTs through Ordinary Resolution at the ensuing 27th Annual General Meeting to be held on 26th September, 2023. It is hereby clarified that the approval by the shareholders, of transactions within specified limits, upto the next AGM, is without prejudice to the need for the Audit Committee to approve, authorize and review transactions on a financial year basis. The Audit Committee and the Board of Directors have reviewed the terms & conditions of these transactions and recommended to the Members for their approval by way of an Ordinary Resolution.

No Related Party of the Company shall vote to approve such transactions.

**Details in respect of the related party transactions as per the Listing Regulations are specified below:**

Particulars		Details							
SI No		Shree Krishna Agency Limited	Placid Limited	Maharaja Shree Urmaid Mills Limited	The General Investment Company Limited	Placid Limited	Sidhidata Tradecomm Limited	The Peria Karamalai Tea & Produce Company Limited	LNB Renewable Energy Limited
1.	<b>Name of the Related Party</b>	1. Mr. Lakshmi Niwas Bangur	1. Mr. Lakshmi Niwas Bangur 2. Ms. Sheetal Bangur 3. Mr. Yogesh Bangur	1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur 3. Mr. Yogesh Bangur	1. Mr. Lakshmi Niwas Bangur	1. Mr. Lakshmi Niwas Bangur 2. Ms. Sheetal Bangur 3. Mr. Yogesh Bangur	1. Shreeyash Bangur	1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur 3. Mr. Shreeyash Bangur	1. Mr. Shreeyash Bangur 2. Ms. Sheetal Bangur 3. Mr. Yogesh Bangur
2.	<b>Name of Director(s) or Key Managerial Personnel who is related</b>								
3.	<b>Nature of Relationship</b>	Subsidiary	Associate	Group	Group	Associate	Group	Group	Associate
4.	<b>Monetary Value (Max. Amount – Rs in Crores)</b>	250	500	200	75	500	200	100	100
5.	<b>Nature of the transaction</b>	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
6.	<b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.
7.	<b>Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital loan.	The purpose of the loan for borrower shall be working capital loan.	The purpose of the loan for borrower shall be working capital loan.	The purpose of the loan for borrower shall be working capital loan.

Sl No	Particulars	Details						
8.	<b>Material terms of the contract/ transaction</b>	1. Granting of loans: The material terms of transactions (including tenure of loan, interest rates, security interest to be created, etc.) will be decided by the Board in accordance with Loan and Investment policy and Demand /Call Loan policy of the Company and applicable RBI norms. The Loan shall be at a rate of interest not lower than the prevailing bank rate as declared by State Bank of India from time to time. 2. Availing of loans: The loans may be availed by the Company on the basis of prevailing market conditions and market comparable rates.						
9.	<b>Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year 2021-22, that is represented by the value of the proposed transaction</b>	3.72 Times	7.43 Times	2.97 Times	1.11 Times	7.43 Times	2.97 Times	1.48 Times
10.	<b>Percentage of the listed entity's Subsidiary annual standalone turnover, for the immediately preceding financial year 2021-22, that is represented by the value of the proposed transaction (In case of RPT involving a Subsidiary)</b>	60.24 Times	N.A	N.A	N.A	N.A	N.A	N.A
11.	<b>Whether the transactions have been approved by Audit Committee and the Board of Directors</b>	Yes	Yes	Yes	Yes	Yes	Yes	Yes
12.	<b>Any other information relevant or for the Members to make a decision on the proposed transactions</b>	N.A	N.A	N.A	N.A	N.A	N.A	N.A

The Company is a Non-Banking Financial Company Systemically Important Non-Deposit Taking Company (NBFC-ND-SI) and the Company, in its ordinary course of business grants loans and makes investments in the marketable securities. There are varying opportunities available in the market for granting of loans (tenure and interest rates) and making investments, that changes from time to time based on the business scenario and the prevailing money market conditions. To be able to fully capitalize on such business opportunities, your Company proposes to take limits for availing and granting of loans from related parties depending upon the working capital requirements/Investment opportunities available from time to time.

Therefore, the Board is of the opinion that the aforesaid related party transactions is in the best interests of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice for approval by the members.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for the approval by the Members.

#### **Item No. 5.**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Lakshmi Niwas Bangur (DIN : 00012617), a non-executive director of the Company will be attaining the age of 75 years on 26th August 2024.

In terms of provisions of the Companies Act, 2013, Mr. Lakshmi Niwas Bangur is liable to retire by rotation and being eligible, offers himself for re-appointment. Mr. Lakshmi Niwas Bangur is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner.

The Nomination & Remuneration Committee at its meeting held on 17th May, 2023, evaluated the performance of Mr. Lakshmi Niwas Bangur and based on the performance evaluation of him, the Committee has considered and approved the continuation of directorship of Mr. Lakshmi Niwas Bangur as a non-executive director of the Company.

The Board based on the recommendation of Nomination & Remuneration Committee and taking in account of his good health, sound and alert mind, skills, expertise, competencies in the context of the business of the Company, the contribution made by Mr. Lakshmi Niwas Bangur as an non executive Director since his appointment, which has immensely benefited the Company, had approved and recommended to the Shareholders for their approval by passing Special Resolution in the ensuing Annual General Meeting to continue the directorship of Mr. Lakshmi Niwas Bangur as a Non-executive Director of the Company, liable to retire by rotation.

#### **Brief Profile :**

Mr. Lakshmi Niwas Bangur has been associated with the Company since 2013 as the Chairman. He has a long and varied experience in various industries like plantations, paper and textiles apart from trading and investment activities. He holds a Bachelors Degree in Commerce.

He is the Chairman & Managing Director of Maharaja Shree Umaid Mills Limited and Managing Director of Shree Krishna Agency Limited. He holds directorship in Amalgamated Development Limited, Placid Limited, The Kishore Trading Company Limited, The Swadeshi Commercial Company Limited, The General Investment Company Limited and The Peria Karamalai Tea & Produce Co Ltd.

He is also an active committee member of Federation of Indian Chamber of Commerce and Industry.

A brief resume of Mr. Lakshmi Niwas Bangur, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in an annexure, annexed hereto and marked as "Annexure-A" to this Notice.

Except, Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval by the Members.

**By order of the Board of Directors  
For Kiran Vyapar Limited**

Place : Kolkata  
Date : 27th July, 2023

(Pradip Kumar Ojha)  
Company Secretary

**ANNEXURE – ‘A’**

**Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard – 2 are as follows:**

<b>Name</b>	Mr. Lakshmi Niwas Bangur
<b>DIN</b>	00012617
<b>Age/Date of Birth</b>	73 years/ 26.08.1949
<b>Date of Appointment</b>	10.09.2013
<b>Expertise in Specific functional areas</b>	Industrialist
<b>Qualification</b>	B. Com.
<b>Terms and condition of appointment/ re-appointment</b>	Director liable to retire by rotation and eligible for re-appointment and as per Note No. 5 of Explanatory Statement given in the Notice
<b>Remuneration last drawn by such person, if applicable (in Lacs)</b>	Rs.5.50 Lacs (Sitting Fees and Non-Executive Directors Commission)
<b>List of Directorship held excluding alternate directorship</b>	<ol style="list-style-type: none"> <li>1. The Swadeshi Commercial Company Limited</li> <li>2. The Peria Karamalai Tea and Produce Company Limited.</li> <li>3. Shree Krishna Agency Limited</li> <li>4. The Marwar Textile (Agency) Private Limited.</li> <li>5. Placid Limited</li> <li>6. The Kishore Trading Company Limited</li> <li>7. The General Investment Company Limited</li> <li>8. Maharaja Shree Umaid Mills Limited</li> <li>9. Mugneeram Ramcoowar Bangur Chairtable &amp; Religious Company</li> <li>10. Apurva Export Private Limited</li> <li>11. Amalgamated Development Limited</li> <li>12. LNB Real Estate Private Limited</li> <li>13. Purnay Greenfield Private Limited</li> </ol>
<b>Listed entities from which the Director has resigned from Directorship in last 3(years)</b>	-
<b>Chairman /Member of the Committees of the Board</b>	Member of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee
<b>Chairman / Member of the Committees of the Board of Directors of the Other Companies</b>	<p>Chairman of Stakeholders Relationship Committee.</p> <ol style="list-style-type: none"> <li>1. The Peria Karamalai Tea and Produce Company Limited.</li> </ol> <p>Member of Audit Committee</p> <ol style="list-style-type: none"> <li>1. The Peria Karamalai Tea and Produce Company Limited.</li> <li>2. The General Investment Company Limited.</li> </ol> <p>Member of Nomination &amp; Remuneration Committee</p> <ol style="list-style-type: none"> <li>1. Maharaja Shree Umaid Mills Limited.</li> <li>2. Placid Limited</li> <li>3. The General Investment Company Limited.</li> </ol> <p>Chairman of Audit Committee</p> <ol style="list-style-type: none"> <li>1. Placid Limited</li> </ol>
<b>Shareholding in the Company</b>	1760457
<b>Details of remuneration sought to be paid</b>	Sitting fees and reimbursement of expenses, if any, as per Nomination and Remuneration Policy of the Company
<b>No. of Board Meetings attended till date during Financial Year 2022-2023</b>	5
<b>Relationship with other Directors</b>	Father of Mr. Shreeyash Bangur and Ms. Sheetal Bangur