



KIRAN VYAPAR LIMITED

Regd. Office : 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022

Phone : (033) 2223-0016/18, Email : kvl@lnbgroup.com

Website: www.lnbgroup.com, CIN : L51909WB1995PLC071730

NOTICE

Notice is hereby given that the 29th (Twenty-Ninth) Annual General Meeting of the Members of KIRAN VYAPAR LIMITED ("the Company") will be held on Saturday, the 20th day of September, 2025 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

1. To consider and adopt:
 - a. The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025 including the Audited Balance Sheet as at 31st March, 2025 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - b. The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 including the Audited Balance Sheet as at 31st March, 2025 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2025.
3. To appoint a director in place of Mr. Amit Mehta (DIN: 01197047), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To appoint Secretarial Auditors of the Company for a period of 5 (five) years.

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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended read with circulars issued thereunder, any other applicable provisions of law, if any, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company at their meetings held on 11th August, 2025, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. MR & Associates, a Peer Reviewed Firm of Company Secretaries (Firm Registration No. P2003WB008000 and Peer Review Certificate No. 5598/2024) who have confirmed their eligibility as per the requirements of Regulation 24A of the SEBI Listing Regulations and circulars issued thereunder as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years commencing from financial year 2025-26 to financial year 2029-30 to conduct secretarial audit of the Company and issue the Secretarial Audit Report, at such remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during the tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of the Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

5. To approve appointment of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as Managing 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 the provisions of sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with allied rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in

force), Regulation 17(6)(e) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended and approved by the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Lakshmi Niwas Bangur (DIN: 00012617), an existing Director (Category – Non-Executive, Promoter), as the Managing Director (Category – Executive, Promoter) of the Company, who has already attained the age of 75 years, for a period of 3 (three) years with effect from 28th June, 2025 to 27th June, 2028 (both days inclusive), not liable to retire by rotation, at a remuneration and on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the Members at the General Meeting, if required, in compliance of provisions thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and subject to ceiling limits as provided under Section 197 / Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, wherever required, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution.”

6. Payment of remuneration by way of commission to Non-Executive Directors.

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

“**RESOLVED THAT** in suppression of all the earlier resolutions passed for the payment of remuneration to Non-Executive Directors and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(6)(a) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the company and subject to such approvals as may be required and based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company for a period not exceeding five financial years commencing from 1st April, 2025, of an amount not exceeding 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner prescribed in Section 198 of the Companies Act, 2013 to be distributed proportionately among all Non-Executive Directors subject to a ceiling of Rs. 10,00,000/- in case of each such director in each financial year, in addition to the fee payable to such Directors for attending the meetings of the Board and/or Committee thereof and reimbursement of expenses for participation in the Board and/or other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide from time to time the quantum and manner of distribution of the commission to one or more directors within the limit prescribed.”

7. To approve increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company by way of passing a special resolution through postal ballot on 5th August 2023 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and Articles of Association of the Company, the consent of the members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee thereof) for borrowing from the Company’s Bankers or any other bank, financial institutions, bodies corporate(s), persons etc. from time to time as the need be for the business of the Company, any sum or sums of money, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from cash credit arrangements, discounting of bills and temporary

loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves and securities premium of the Company, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board at any time shall not exceed the limit of Rs.1500 Crores (Rupees One Thousand and Five Hundred crores only).

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to file forms with Registrar of Companies and to do all such acts, deed and things as may be necessary to give effect to the resolution."

8. To approve increasing the limit under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company by way of passing a special resolution through postal ballot on 5th August 2023 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable and movable properties and/or the whole or any part of the undertaking(s) of the Company, wherever situated, both present and future, and in such manner as the Board may deem fit, with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover of the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding Rs.1500 Crores (Rupees One Thousand and Five Hundred crores only) or the aggregate of the paid-up share capital and free reserves and securities premium of the Company, at the relevant time, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/ Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to file forms with Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the resolution."

9. 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 2(1)(zc) and 23 (4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued thereunder by SEBI and/or stock exchange(s) on which the equity shares of the Company are listed and applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder, 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, as amended from time to time, and pursuant to the consent of the Audit Committee and Board of Directors of the Company at their meetings held on 11th August, 2025, and subject to such approval(s), consent(s), and permission(s) as may be necessary from time to time, consent of the members be and is hereby accorded to the following related party contract(s)/ arrangement(s)/ transaction(s), to be entered with the following Related Parties of the Company defined as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, from the 29th Annual General Meeting till the date of the 30th Annual General Meeting to be held -for the financial year 2025-26, 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 the tenure, in aggregate, may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements, or any other materiality threshold, as may be applicable from, 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 upto the next AGM for the FY 25-26 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	Promoter Group	Granting of Loans	300
4	The General Investment Company Limited	Promoter Group	Granting of Loans	100
5	LNB Renewable Energy Limited	Associate	Granting of Loans	100
6	Navjyoti Commodity Management Services Limited	Promoter Group	Granting of Loans	25
7	Placid Limited	Associate	Availing of Loans	500
8	Sidhidata Tradecomm Limited	Promoter Group	Availing of Loans	300
9	The Peria Karamalai Tea & Produce Company Ltd.	Promoter Group	Availing of Loans	100
10	LNB Renewable Energy Limited	Associate	Availing of Loans	100
11	Maharaja Shree Umaid Mills Limited	Promoter Group	Availing of Loans	500

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary, 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.”

10. 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 2(1)(zc) and 23(4) and other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with circulars issued thereunder by SEBI and/or stock exchange(s) on which the equity shares of the Company are listed, and applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the Related Party Transaction Policy of the Company, as amended from time to time, based on the recommendation and approval of the Audit Committee and Board of Directors of the Company at their meetings held on 11th August, 2025, and subject to such approval(s), consent(s), and permission(s) as may be necessary from time to time, the consent of the members be and is hereby accorded to the following related party transaction(s), details of which are provided under the Explanatory Statement, to be entered into and/or carried out with Shree Krishna Agency Limited, a Subsidiary Company and related party of the Company in terms of regulation 2(1)(zb) of the Listing Regulations, subject to the same being carried out on the arm’s length basis and, notwithstanding the fact that the transactions with the Related Party, on such terms and conditions agreed between Shree Krishna Agency Limited, a subsidiary company and the Company, for an amount detailed here in below which may exceed 10% of the annual consolidated turnover of the Company, as per its last audited financial statements as on 31st March, 2025 after aggregating all related party transactions together, under the Listing Regulations.

Sl. No.	Name of the Related Party	Nature of Relationship	Nature and Particulars of Transaction	Maximum value of Transaction in aggregate (Rs. In Crores)
1	Shree Krishna Agency Limited	Subsidiary	Subscription in shares and securities to be issued by the subsidiary from time to time in one or more tranches.	Upto Rs. 150 crores
2	Shree Krishna Agency Limited	Subsidiary	Transfer of loan exposure to the Subsidiary in one or more tranches	Upto Rs. 100 crores

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized, to do or cause to be done all such acts, deeds and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contracts, arrangements, agreements and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution

to any Director or Key Managerial Personnel or any Officer/ Executive of the Company and to resolve or 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 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.”

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

**Place : Kolkata
Date : 11.08.2025**

**(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, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated 19th September 2024 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, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2024/4 dated January 5, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (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 29th 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-700022.

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 at kolkata@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, 2025 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith including Notice of the 29th 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. A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or Depository Participant (DP).

Members may also note that the Notice of the 29th AGM and the Annual Report for the financial year 2024-25 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. The Notice of the AGM shall also be available on the website of CDSL at 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 **15th September, 2025 to 20th September, 2025 (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 **13th September, 2025** 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 **13th September, 2025**.
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 or click on the following link : 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 Or click on the following link : 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 Or click on the following link : 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 Or click on the following link : 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 Or click on the following link : 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. SEBI, vide its circular dated 3 November, 2021 (subsequently amended by circulars dated 14 December, 2021, 16 March, 2023 and 17 November, 2023 and Master Circular dated 7th May, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April, 2024, only upon furnishing all the aforesaid details in entirety. If a Member updates the above mentioned details after 1 April, 2024, then such Member would receive all the dividends etc. declared during that period (from 1 April, 2024
20. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 DATED 02.07.2025, a special window shall be opened for a period of six months from 7th July 2025 till 6th January 2026, for re-lodgement of transfer deeds which were lodged prior to the deadline of 1st April 2019 and were returned/rejected due to deficiency in documents/process or any other reason. The shares re-lodged for transfer will be processed only in dematerialised mode. Eligible shareholders may contact our Registrar and Transfer Agents (RTA), M/s. Maheshwari Datamatics Private Limited by sending them email at mdpldc@yahoo.com.
21. In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated 30 May, 2022. As per this Circular, shareholder(s)/ investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated 31 July, 2023 (updated as on 20 December, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>
22. For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/ 2024/37 dated 7 May, 2024 read with SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated 10 June, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details.
23. 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 Or click on the following link : 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) 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. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - (c) Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited cannot act on 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 by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
24. 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. Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
 25. 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.
 26. 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 Or click on the following link : mdpl.in/form.
 27. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
 28. 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 Or click on the following link : mdpl.in/form.

Pursuant to Regulation 12 along with Schedule I of the SEBI (Listing Obligations 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 Or click on the following link : mdpl.in/form
29. 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.

30. Members wishing to claim dividend which remain unclaimed are requested to correspond with the Company or RTA of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund.
31. 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 date of transfer to the unpaid dividend account is required to be transfer 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, 2016, and earlier years 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.
32. 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, 2025 on the website of the Company viz., 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
2017-2018	14.09.2018	20.10.2025
2018-2019	09.09.2019	16.10.2026
2019-2020	28.09.2020	04.11.2027
2020-2021	24.09.2021	31.10.2028
2021-2022	24.09.2022	31.10.2029
2022-2023	26.09.2023	02.11.2030
2023-2024	26.09.2024	02.11.2031

The final dividend for the Financial Year ended March 31, 2018 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, 2018 to Investor Education and Protection Fund is 21st October, 2025, Shareholders, who have not yet encashed their final dividend for the Financial Year ended March 31, 2018 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, 2025 on the website of the Company www.kvl@lnbgroupp.com.

33. 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") upto the financial year 2016-17. However, during the financial year 2024-25, the company had transferred 349 underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account.
34. The Company published notice in newspapers and also send a individual intimations 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 the corresponding shares will be transferred to IEPF.
35. Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

36. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
37. 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.
38. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and MCA Circulars dated April 08, 2020, April 13, 2020, 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, 28th December, 2022, 25th September, 2023 and 19th September 2024 and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). 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 agency.

The Instruction of Shareholders for E-voting and joining virtual meetings 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 Wednesday, 17th September, 2025 at 9:00 A M and ends on Friday, 19th September, 2025. 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 Saturday, 13th September, 2025 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 CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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.
- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 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; kolkata@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 13th September, 2025 to 17th September, 2025 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 **RTA email id at mdpl@yahoo.com**.
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 or contact at toll free no. 1800 21 09911

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911

39. 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.
40. 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 **13th September, 2025**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
41. The Board of Directors of the Company at their meeting held on 11th, August 2025 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.
42. 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.

43. 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.
44. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lnbgroupp.com/kiran and on the website of CDSL www.evotingindia.com and shall also be displayed on the Notice Board of the company at its Registered 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 to 10 of the accompanying Notice dated 11th August, 2025

Item No. 4.

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 ('the SEBI Circular'), every listed entity is required to appoint a Practicing Company Secretary for not more than one terms of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ('AGM') and such Secretarial Auditor(s) must be a peer Reviewed Company Secretary in Practice.

In view of the above, and after evaluating various parameters including industry experience, competence of the audit team, efficiency in conduct of audit, and independence, the Audit Committee and the Board of Directors at their respective meetings held on 11th August, 2025, recommended and approved the appointment of M/s. MR & Associates, a Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P2003WB008000 and Peer Review Certificate No. 5598/2024)) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members at the ensuing Annual General Meeting, on such remuneration as may be mutually agreed between the Audit Committee and/or Board and the said Secretarial Auditor from time to time.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. MR & Associates., and will be subject to approval by the Board of Directors and/ or the Audit Committee.

M/s. MR & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and the SEBI Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by SEBI.

The details required to be disclosed under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

Particulars	Details
1. Proposed fees payable to the Secretarial Auditors	Rs. 1,25,000 (Rupees One Lakhs and Twenty Five Thousand Only) plus taxes and out of pocket expenses for the FY 2025-26. The fee for the subsequent year(s) as determined by the Audit Committee and/or Board of Directors of the Company in consultation with the said Secretarial Auditors
2. Terms of appointment	5 (five) consecutive financial years commencing from FY 2025-26 to FY 2029-30 subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company.
3. Material changes in the fee payable to new Secretarial Auditor(s) from that paid to the outgoing auditor along with the rationale for such change	There are no material changes in the remuneration proposed to be paid to the M/s. MR & Associates., a Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P2003WB008000), as the Secretarial Auditors of the Company for the financial year ending 31st March, 2026 vis-à-vis the remuneration paid to M/s. Vinod Kothari & Co., the outgoing Secretarial Auditors, for the secretarial audit conducted for the financial year ended 31st March, 2025. The proposed remuneration is commensurate with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors

4. Basis of recommendation for appointment	M/s. MR & Associates is one of the renowned Secretarial Auditor firms in Kolkata registered with The Institute of Company Secretaries of India (ICSI). Given the nature, size and spread of the Company's operations, it is required to have competent audit firm as the Secretarial Auditors of the Company. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligibility criteria as prescribed under the Companies Act, 2013 and the applicable Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Credentials of the proposed Secretarial Auditor	M/s MR & Associates is a firm of Practicing Company Secretaries situated at Kolkata, led by CS Mohan Ram Goenka having almost 30 years of extensive experience in delivering comprehensive professional services across Corporate Law, SEBI matters, NCLT matters, corporate restructuring and other matters of corporate affairs.

The Board of Directors in consultation with the Audit Committee and the Secretarial Auditors, may alter and vary the aforesaid terms and conditions of appointment including remuneration, in such manner and to such extent as may be mutually agreed.

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

The Board recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 5

Mr. Shreeyash Bangur (DIN: 00012825) had resigned from the post of Director & Key Managerial Personnel (Managing Director) of the Company with effect from closing business hours of 31st March, 2025 due to his commitments in other professional engagements.

Pursuant to Regulation 26A (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015, the vacancy in the position of Managing Director which arose due to resignation of Mr. Shreeyash Bangur, is required to be filled within 3 Months from the date of such vacancy.

The Board of Directors, based on recommendation and approval of Nomination and Remuneration committee and Audit Committee, subject to the approval of the members of the Company, at its meeting held on 28th June, 2025 had appointed Mr. Lakshmi Niwas Bangur (DIN 00012617) an existing Director (Category - Non-Executive, Promoter), aged 75 years, as Managing Director (Category- Executive, Promoter) of the Company with immediate effect i.e. 28th June, 2025 to hold office for a term of 3 (three) consecutive years.

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 and also has adequate experience in NBFC as well as other businesses. In addition to his role in the Company, he serves as the Chairman and Managing Director of Maharaja Shree Umaid Mills Limited. He is also on the Board of Directors of Peria Karamalai Tea & Produce Company Limited, LNB Renewable Energy Limited, Mugneeram Ramcoowar Bangur Charitable & Religious Company, Apurva Export Pvt Ltd, The Marwar Textiles (Agency) Private Limited, Sidhidata Power Private Limited and Shree Krishna Agency Limited. He is also an active committee member of Federation of Indian Chamber of Commerce and Industry.

The Company has received the following declaration from Mr. Lakshmi Niwas Bangur – (i) Consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. (ii) Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 nor debarred from holding the office of Directors by virtue of any other such authority and has given consent to act as Managing Director of the Company.

The terms and conditions as to the remuneration of Mr. Lakshmi Niwas Bangur for his appointment as Managing Director, as recommended by the Nomination and Remuneration Committee are as follows;

Terms and Conditions:

1. Mr. Lakshmi Niwas Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on

developmental, diversification and growth plans of the Company including plans for major capital expenditure; for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.

2. Mr. Lakshmi Niwas Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to him by the Company, for the purpose of carrying out his above duties. Mr. Lakshmi Niwas shall have power to visit the Registered Office and other offices at various places, to have meetings, deliberations and negotiations with Banks/Institutions, Government Authorities and others concerned as and when needed for the purpose of discharging his duties as above.
3. Mr. Lakshmi Niwas Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned, in respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mr Lakshmi Niwas Bangur shall have the necessary powers as the Managing Director of the Board of Directors.
5. Mr. Lakshmi Niwas Bangur while being away from his normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging his duties.
6. Any actual expenses on travel, staying in hotel etc. and any other expenses incurred by Mr. Lakshmi Niwas Bangur for the purpose of carrying out his duties as above, will be reimbursable to him or payable to the party concerned by the Company.
7. Mr Lakshmi Niwas Bangur, while he continues to hold the office as Managing Director, in his capacity as Director of the Company, shall not be subject to retirement by rotation under section 152 of the Companies Act, 2013 and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of directors or in fixing the number of directors to retire.
8. Mr. Lakshmi Niwas Bangur will ipso facto and immediately, be liable to cease to be the Managing Director, if for any reasons he ceases to hold office as Director of the Company.
9. The terms and conditions as to the remuneration of Mr. Lakshmi Niwas Bangur for his appointment as Managing Director, as recommended by the Nomination and Remuneration Committee and Audit Committee are as follows:
 - I. **Salary:** Mr. Lakshmi Niwas Bangur would be eligible to get an annual salary not exceeding Rupees 2.00 Crore (Rupees Two Crore only) including all allowances and perquisites (excluding those specifically mentioned anywhere in the terms and conditions) as may be applicable to the senior management team members of the Company. His salary would be subject to periodic revision within the overall ceiling defined hereinabove.
 - II. **Commission:** Commission on net profits of the company in each year computed in accordance with Section 197 and 198 of the Companies Act, 2013 and other provisions of the Companies Act, 2013 applicable if any, subject to such limit as may be determined by the Board in accordance with such performance parameters but shall not exceed an amount equal to the annual salary for the relevant year
 - III. **Perquisites:**
 - a) **Housing :** Mr. Lakshmi Niwas Bangur may be provided by Company the facility of residential accommodation as per Company's own convenience and availability.
 - b) **Leave :** Leave in accordance with the rules applicable to the managerial staff of the Company.
 - c) Such other benefits, amenities, facilities and perquisites as may be permitted by the Board of Directors to the Managing Director.
 - IV. Use of Company's car for official purposes, cell phone, laptop/tablets, telephone / internet facility at residence, encashment of unavailed leave at the end of tenure and benefits applicable under the group insurance benefit's scheme for employees, Contribution to Provident Fund and gratuity fund will not be considered as perquisites.
 - V. Mr. Lakshmi Niwas Bangur shall also be entitled to get reimbursement/direct payment of club membership fees for two clubs in India/Abroad including admission, Annual/Life Membership Fees for the purpose of furtherance of the business of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration.

- VI. In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V of the Companies Act, 2013 from time to time or the Companies Act, 2013 and as may be amended from time to time.
- VII. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
- VIII. The Managing Director shall be entrusted with substantial powers of management and shall exercise his powers subject to the superintendence, control and direction of the Board of Directors.
- IX. The Managing Director shall not be subject to retirement by rotation while he continues in office.
- X. The appointment of three years may be terminated by either party by giving three months' notice in writing to the other party.

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 Secretarial Standard-2 are given in an annexure, annexed hereto and marked as **"Annexure-A"** to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as **"Annexure-B"** to this Notice.

None of the Directors except, Mr. Lakshmi Niwas Bangur and Mrs. Alka Devi Bangur along with their relatives to the extent of their shareholding or any Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out in Item No. 5 of the accompanying Notice.

The Board recommends passing of the resolutions as set out under Item No. 5 of the notice for approval of the members as Special Resolution.

Item No. 6

The Members at the 28th Annual General Meeting held on 26th September, 2024 approved payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) annually for a period not exceeding five financial years commencing from 1st April, 2024 an amount not exceeding 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner prescribed in Section 198 of the Companies Act, 2013 subject to a ceiling of Rs. 2,50,000/- in case of each such director in any financial year.

The Non-Executive Directors including Independent Directors of your Company bring with them significant professional expertise and rich experience across wide spectrum of functional areas and the role played by the Non-Executive Directors including Independent Directors in the Company's governance and performance is very important for growth of the Company. In light of their enhanced roles, responsibilities, and the time commitment required for effective oversight and guidance to the management, it is proposed to revise the existing limit of commission payable to Non-Executive Directors.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee, and the Board of Directors at their meeting held on 11th August 2025 recommended for approval of the members for increase of the annual limit for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company for a period not exceeding five financial years commencing from 1st April, 2025, of an amount not exceeding 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner prescribed in Section 198 of the Companies Act, 2013 to be distributed proportionately among all Non-Executive Directors subject to a ceiling of Rs. 10,00,000/- in case of each such director in each financial year, in addition to the fee payable to such Directors for attending the meetings of the Board and/or Committee thereof and reimbursement of expenses for participation in the Board and/or other meetings.

None of the Directors, Key Managerial Personnel of your Company and their relatives is interested or concerned in the proposed resolution except all Non-Executive Directors (including Independent Directors) of the Company to the extent of commission that may be payable to them from time to time.

The Board recommends passing of the resolutions as set out under Item No. 6 of the notice for approval of the members as Special Resolution.

Item No. 7

The members of the Company, by way of passing a special resolution through postal ballot on 5th August 2023, had authorised the Board of Directors of the Company to borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company for the time being, that is to say, reserves not set apart for any specific purpose, provided that the total such borrowings by the Board at any time shall not exceed the limit of Rs.1000 Crores (Rupees One Thousand crores only).

In order to facilitate future business expansion and to provide resources to meet additional fund requirements for the growing operations of the Company, the Board Directors of the Company at their meeting held on 11th August 2025 decided to increase the limit from Rs. 1000 Crores (Rupees One Thousand crores only) to Rs. 1500 Crores (One Thousand Five Hundred crores only). The consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to exercise powers in relation to borrowings over and above the limit referred in Section 180(1)(c) of the Companies Act, 2013.

The proposed resolution being in the interest of business of the Company, the Board recommends the resolution set forth in item no. 7 for the approval of members as Special Resolution.

None of the Directors of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

Item No. 8

The members of the Company by way of passing a special resolution through postal ballot on 5th August 2023 _had authorised the Board of Directors of the Company to Mortgage or otherwise dispose of or to create charge, mortgage and/ or hypothecate the whole of or substantially the whole of the undertakings of the Company not exceeding Rs 1000 Crores (Rupees One thousand Crores only) at such time and on such terms and conditions as the Board may deem fit ,in the best interest of the Company.

Keeping in view the authorisation to the Board of Directors to borrow amount of Rs. 1500 crores in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the company pursuant to section 180 (1) (c) as discussed in item no.7 herein above it is requisite and necessary to modify the Special Resolution passed earlier on 5th August 2023.

The consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013

The proposed resolution being in the interest of business of the Company, the Board recommends the resolution set forth in item no. 8 for the approval of members as Special Resolution.

None of the Directors of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution

Item No. 9

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations 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 omnibus shareholders' approval for material RPTs, the resolution 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 was obtained through an Ordinary Resolution at the 28th Annual General Meeting held on 26th September, 2024, which is valid till 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 2025-26, 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 2025-26. 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. Accordingly, the approval of Members is sought to renew the limits of RPTs through Ordinary Resolution at the ensuing 29th Annual General Meeting to be held on 20th September, 2025. 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 approved and recommended to the Members for their approval by way of an Ordinary Resolution.

Details in respect of the related party transactions including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are specified below:

SI No		Particulars											
		Details											
1.	Name of the Related Party	Shree Krishna Agency Limited	Placid Limited	Maharaja Shree Umaid Mills Limited	The General Investment Company Limited	LNB Renewable Energy Limited	Naviyoti Commodity Management Services Ltd.	Placid Limited	Sidhidata Tradecomm Limited	The Peria Karamalai Tea & Produce Company Ltd.	LNB Renewable Energy Limited	Maharaja Shree Umaid Mills Limited	
2.	Name of Director(s) or Key Managerial Personnel who is related	1. Mr. Lakshmi Niwas Bangur		1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur		1. Mr. Lakshmi Niwas Bangur				1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur	1. Mr. Lakshmi Niwas Bangur	1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur	
3.	Nature of Relationship	Subsidiary	Associate	Promoter Group	Promoter Group	Associate	Promoter Group	Associate	Promoter Group	Promoter Group	Associate	Promoter Group	
4.	Nature of interest or concern (Financial or otherwise)	Financial	Financial	Financial	Financial	Financial	Financial	Financial	Financial	Financial	Financial	Financial	
5.	Monetary Value (Max. Amount – Rs in Crores)	250	500	300	100	100	25	500	300	100	100	500	
6.	Nature of the transaction	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans	
7.	Tenure of the Transaction	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	From the 29th AGM till the date of the 30th AGM to be held for the FY 2025-26	
8.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the	Unsecured working capital loan repayable on demand/ Term Loan at the maximum interest rate to be decided on the basis of the nature of borrowing, (secured/ unsecured), tenure,	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of the nature of borrowing, (secured/ unsecured), tenure,	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of the nature of borrowing, (secured/ unsecured), tenure,	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of the nature of borrowing, (secured/ unsecured), tenure,	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of the nature of borrowing, (secured/ unsecured), tenure,	

Sl No	Particulars	Details									
	nature of security	loan and are adjustable upward/downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.	loan and are adjustable upward/downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.	loan and are adjustable upward/downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.	loan and are adjustable upward/downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.	loan and are adjustable upward/downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.	tenure, business exigency and prevailing market conditions	business exigency and prevailing market conditions.	business exigency and prevailing market conditions.	business exigency and prevailing market conditions.	business exigency and prevailing market conditions.
9.	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	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 borrowing shall be working capital / term loan.	The purpose of the loan for borrowing shall be working capital loan.	The purpose of the loan for borrowing shall be working capital loan.	The purpose of the loan for borrowing shall be working capital loan.	The purpose of the loan for borrowing shall be working capital loan.	The purpose of the loan for borrowing shall be working capital loan.
10.	Material terms of the contract/ transaction	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 on the recommendation of Audit Committee in accordance with Loan and Investment policy and Demand /Call Loan policy of the Company and applicable RBI norms. The Loan shall be at an interest rate guided by but not lower than the market rates, based on nature (secured/unsecured) and tenure of the loan and are adjustable upward/downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc. 2. Availing of loans: The loans may be availed by the Company on the basis of nature of borrowing (secured/unsecured), tenure, business exigency and prevailing market conditions.									
11.	Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction	2.21 Times	4.41 Times	2.65 Times	0.88 Times	0.22 Times	4.41 Times	2.65 Times	0.88 Times	0.88 Times	4.41 Times

SI No		Particulars											Details										
12.	Percentage of the listed entity's Subsidiary annual standalone turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction (In case of RPT involving a Subsidiary)	57.74 Times	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.						
13.	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes						
14.	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.						
15.	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT	57.74 Times	0.67 Times	0.50 Times	588.24 Times	0.89 Times	2.90 Times	0.67 Times	21.54 Times	1.98 Times	0.89 Times	0.83 Times											

Sl No	Particulars	Details									
16.	Justification as to why the RPT is in the interest of the listed entity	The Company is a Non-Banking Financial Company, Middle layer 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 at commercial terms for availing and granting of loans from related parties depending upon the working capital requirements/investment opportunities available from time to time. The Loans granted to related parties are generally working capital demand loans/Term loans. These loans are generally funded from the Company's own funds. Owing to short term tenure/repayable on demand nature such loans carry lower credit and liquidity risk. Therefore, the Board is of the opinion that the aforesaid related party transactions is in the best interests of the Company.									
17.	Any other information relevant or for the Members to make a decision on the proposed transactions	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above

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 at commercial terms 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. 9 of the Notice for approval by the members.

None of the related parties shall vote to approve the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for the approval by the Members.

Item No. 10

The Company has an investment in preference shares of Shree Krishna Agency Limited ("Shree Krishna"), a Subsidiary Company and holds 1038960 Compulsorily Convertible Preference Shares (CCPS) aggregating to 94.89% of total paid up capital of Shree Krishna Agency Limited.

Now, Shree Krishna Agency Limited is in need of long term funds to finance its present business requirements including working capital requirements and funds for general corporate purposes. Thus, given that the Company has a substantial holding vide CCPS in Shree Krishna, Shree Krishna has approached the Company for financial assistance and to infuse funds in subscription to its proposed issue of shares and securities. In order to protect its preemptive rights as shareholder of Shree Krishna, it has been proposed to infuse funds towards subscribing shares and securities of Shree Krishna.

Further, Shree Krishna Agency Limited is a middle layered, non-deposit taking Non-Banking Financial Company ("NBFC") registered with Reserve Bank of India ("the RBI") and engaged in the business of providing loans and making investments in shares and securities. Thus, in order to increase lending resources, the Company is proposing to transfer a part of its loan exposures to the said Subsidiary in compliance of Master Direction- Reserve bank of India (Transfer of Loan Exposures) Directions, 2021 on the terms as set forth in the table below.

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 basis. 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.

In the instant case since the aggregate value of the proposed transactions with the related party is likely to exceed the aforesaid materiality limit, as per the last audited financial statements of the Company for the Financial Year ended 31st March, 2025, the approval of Members is hereby sought to approve the limits of RPTs through Ordinary Resolution. The Audit Committee and the Board of Directors have reviewed the terms & conditions of these transactions and have recommended the same to the Members for their approval by way of an Ordinary Resolution.

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.10 of the Notice for approval by the members.

None of the related parties shall vote to approve the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for the approval by the Members.

Details in respect of the related party transactions including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are specified below:

Sl No	Particulars	Details regarding subscription of shares and securities	Details regarding transfer of loan exposure
1	Name of the Related Party	Shree Krishna Agency Limited	Shree Krishna Agency Limited
2	Name of Director(s) or Key Managerial Personnel who is related	Mr. Lakshmi Niwas Bangur	Mr. Lakshmi Niwas Bangur
3	Nature of Relationship	Subsidiary Company	Subsidiary Company
4	Nature of interest or concern (Financial or otherwise)	Financial	Financial
5	Monetary Value (Max. Amount – Rs in Crores)	Upto Rs. 150 Crores	Upto Rs. 100 crores
6	Nature of the transaction	Subscription in shares and securities to be issued by the subsidiary from time to time in one or more tranches	Transfer of loan exposure in one or more tranches.
7	Tenure of the proposed transaction	From the date of 29th AGM till the date of 30th AGM to be held for the FY 25-26	From the date of 29th AGM till the date of 30th AGM to be held for the FY 25-26
8	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	The Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security will be the same as it was applicable to the Company and will be in compliance of Master Direction- Reserve bank of India (Transfer of Loan Exposures) Directions 2021.
9	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To finance the present business requirements of the Subsidiary Company, including its working capital requirements and funds for general corporate purposes	To finance the present business requirements of the Company, including working capital requirements and funds for general corporate purposes
10	Material terms of the contract/ transaction	The subscription to shares and securities will be as per the Statutory Requirements of Companies Act, 2013 and applicable Rules thereof and applicable RBI Regulations. The subscription to the shares and securities by the Company will increase the fund base for lending activities of the subsidiary and also protect the pre-emptive status.	The material terms of the transfer of Loan Exposure will be in compliance of the applicable provisions of the Master Direction- Reserve bank of India (Transfer of Loan Exposures) Directions 2021
11	Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction	1.32 Times	0.88 Times
12	Percentage of the listed entity's Subsidiary annual standalone turnover, for the immediately preceding financial year 2024- 25, that is represented by the value of the proposed transaction (In case of RPT involving a Subsidiary)	34.64 times	23.09 Times
13	Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes	Yes
14	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation Report will be considered at the time of subscription as per terms of offer of securities by the Subsidiary in compliance of applicable provisions of law.	Not Applicable

SI No	Particulars	Details regarding subscription of shares and securities	Details regarding transfer of loan exposure
15	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	34.64 Times	23.09 Times
16	Justification as to why the RPT is in the interest of the listed entity	The Company is already holding about 94.89% of the total paid up capital of the subsidiary company and further subscription in the shares and securities of the subsidiary is in the business interest of the subsidiary company. The subscription to the shares and securities by the Company will increase the fund base for lending activities of the subsidiary and also protect the pre-emptive status.	The funds received by the Company on transfer of loan exposure will be utilized for financing the present business requirements of the Company, including working capital requirements and funds for general corporate purposes.
17	Any other information relevant or for the Members to make a decision on the proposed transactions	Explained above	Explained above

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

Place : Kolkata
Date : 11.08.2025

(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:

Name	Mr. Amit Mehta	Mr. Lakshmi Niwas Bangur
DIN	01197047	00012617
Age/Date of Birth	45 years / 08/04/1980	75 years / 26.08.1949
Date of Appointment	17.05.2023	10.09.2013
Expertise in Specific functional areas	Mr. Mehta is having rich experience in the Finance, Capital Market and NBFC Business.	Industrialist
Qualification	Qualified Chartered Accountant, M.Com and Alumni of the Harvard Business School, Boston	B.Com
Terms and condition of appointment/ re-appointment	Director liable to retire by rotation and eligible for re-appointment.	As per Item No. 5 of Explanatory Statement given in the Notice.
Remuneration last drawn by such person, if applicable (in Lacs)	Rs. 4.50 Lacs (Sitting Fees and Commission)	Rs. 7.70 Lacs (Sitting Fees and Commission as Non-Executive Director)
List of Directorship held excluding alternate directorship	1. Etibar Exports Private Limited 2. Viewlink Vanijya Private Limited 3. Resume Vanijya Private Limited 4. Placid Limited 5. LNB Renewable Energy Limited 6. Maharaja Shree Umaid Mills Limited 7. Samyakth Network Private Limited 8. Exponentiator Strategic ventures LLP	1. The Peria Karamalai Tea and Produce Company Limited (Listed Company) 2. Shree Krishna Agency Limited 3. The Marwar Textile (Agency) Private Ltd. 4. Sidhidata Power Private Limited 5. Maharaja Shree Umaid Mills Limited 6. Mugneeram Ramcoowar Bangur Chairtable & Religious Company. 7. Apurva Export Private Limited 8. LNB Renewable Energy Limited
Listed entities from which the Director has resigned from Directorship in last 3 (years)	NIL	NIL
Chairman /Member of the Committees of the Board	NIL	Member of Audit Committee and Stakeholder Relationship Committee
Chairman / Member of the Committees of the Board of Directors of the Other Companies	Member of Audit Committee 1. Placid Limited Member of Nomination & Remuneration Committee 1. Placid Limited	Chairman of Stakeholders Relationship Committee 1. The Peria Karamalai Tea and Produce Company Limited (Listed Company) Member of Audit Committee 1. The Peria Karamalai Tea and Produce Company Limited (Listed Company) Member of Nomination & Remuneration Committee 1. Maharaja Shree Umaid Mills Limited 2. The Peria Karamalai Tea and Produce Company Limited (Listed Company)
Shareholding in the Company	1364211	1760457
Details of remuneration sought to be paid	Sitting fees and reimbursement of expenses, if any, as per the Nomination & Remuneration Policy of the Company	As per Item No. 5 of Explanatory Statement given in the Notice.
No of Board Meetings attended till date during Financial Year 2024-2025	5	8
Relationship with other Directors	None	Husband of Mrs. Alka Devi Bangur, Director

ANNEXURE – ‘B’

Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information

i. Nature of industry	The Company is a Non Deposit taking - Non-Banking Financial Company categorized as Middle Layer Company (NBFC - ND-ML) as per Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.
ii. Date or expected date of commencement of commercial production:	Not Applicable since the Company is a Non-Banking Financial Company - Systemically Important Non Deposit taking Company
iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.

iv. Financial performance based on given indicators: As per Audited Financial Results for the year ended 31st March, 2025:

(Amount in Lakhs)		
Particulars	2024-25	2023-24
Total Revenue	7320.86	9948.66
Profit / (Loss) before interest, depreciation and tax	5653.50	8501.34
Profit/(Loss) before Tax	4265.82	7676.91
Profit/(Loss) after tax	3551.95	6191.90
Other Comprehensive Income	8374.50	9491.76
Total Comprehensive Income	11926.45	15683.66
Earning per equity share:		
Basic	13.02	22.69
Diluted	13.02	22.69

v. Foreign Investment or collaborators, If any: The Company has made an investment in Pepul Tree Capital PTE Limited, Singapore.(a wholly owned foreign subsidiary of the Company)

II. Information about the appointees:

Particulars	Mr. Lakshmi Niwas Bangur
a. Background details Job profile and his suitability and Recognition or awards	Mr. Lakshmi Niwas Bangur is a well-known industrialist in the trade and industry in India for over four decades. He has a vast experience in multifarious fields like NBFC, Textiles, Plantations, Power, Trading & Investment activities, etc. He holds a Bachelors Degree in Commerce. Mr. Bangur's rich experience over a four decades in the abovementioned areas meets the skills and capabilities required for the role of Managing Director of the Company
b. Past remuneration	Rs. 7.70 lakhs (Sitting Fees and Commission as Non-Executive Director)
c. Remuneration proposed	As per Note No. 5 of Explanatory Statement given in the Notice.
d. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mr. Lakshmi Niwas Bangur, the Board of Directors considers that the remuneration proposed to him is commensurate with the remuneration packages paid to similar professionals in similar industries.
e. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mr. Lakshmi Niwas Bangur and holding of 1760457 equity shares in Promoter Category, he does not have any other pecuniary relationship with the Company. He is husband of Mrs. Alka Devi Bangur, Director. Except as above he does not have any relationships with any other managerial personnel.

III. Other Information

a. Reasons of loss or inadequate profits	Not Applicable, since there is no loss or inadequate profit during the financial year 2024-25.
b. Steps taken or proposed to be taken for improvement	Not Applicable
c. Expected increase in productivity and profits in measurable terms	Not Applicable