

**KIRAN VYAPAR**  
LIMITED

02.02.2022

To  
The General Manager  
BSE Limited  
Pheroje JeeJeebhoy Towers  
Dalal Street  
Mumbai – 400 001

Company Scrip Code No. : 537750

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Notice of Postal Ballot**

Dear Sir/Madam,

Pursuant to the Regulation 30 and other applicable regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find attached herewith Postal Ballot Notice sent electronically to all the members of the company on 2<sup>nd</sup> February, 2022 seeking their consent vide Ordinary/Special Resolutions on the matter set out in the Postal Ballot Notice.


Further the Postal Ballot Notice has been sent electronically to all the members whose name appears in the list of members as on close business hours on Friday, 28<sup>th</sup> January, 2022 (Cut-off) and who have registered their email address with Depository Participants / RTA of the Company.

The Company has engaged the services of Central Depository Services Limited (CDSL) for providing e-voting facility to its Members. The e-voting period will commence on Thursday, 3<sup>rd</sup> February, 2022 at 9:00 A.M (IST) and end on Friday, 4<sup>th</sup> March, 2022 at 5:00 P.M. (IST).

We request you to take the above on record.

Thanking You,  
Yours Faithfully,

For Kiran Vyapar Limited

  
(Pradip Kumar Ojha)  
Company Secretary



Encl: As above

**L N B A N G U R G R O U P O F C O M P A N I E S**

**CORPORATE ADDRESS**

3<sup>rd</sup> Floor, Uptown Banjara, Road No 3, Banjara Hills, Hyderabad  
500 034, India L : +91 40 47861111 F : +91 40 23553358

**REGISTERED OFFICE**

7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022,  
West Bengal, India L: +91 33 22230016 / 18 | F: +91 33 22231569  
Email: kvl@lnbgroup.com





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## POSTAL BALLOT NOTICE

**Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014**

**Dear Member(s),**

NOTICE is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 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 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 ("General Circulars") issued by the Ministry of Corporate Affairs ("MCA"), as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time, the Company is seeking consent of its Members for the Special Businesses as mentioned hereunder, which is proposed to be passed as Ordinary / Special Resolutions by way of Postal Ballot through remote e-voting. ("Postal Ballot"/"E-voting").

In view of the current extraordinary circumstances due to ongoing COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of Ordinary Business or Business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning the proposed resolutions and the reasons thereof is annexed herewith.

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), 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 Postal Ballot notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on Thursday, the 3<sup>rd</sup> day of February, 2022 at 9.00 A.M. and ends on Friday, the 4<sup>th</sup> day of March, 2022 at 5.00 P.M. E-Voting module will be blocked by CDSL after 05:00 P.M. on Friday the 4<sup>th</sup> day of March, 2022 and

**CIN: L51909WB1995PLC071730**

Registered Office: 7, Munshi Premchand Sarani, Hastings, Kolkata-700022

Ph: (033) 22230016/18, Fax: (033) 22231569, email: [kvl@lnbgroup.com](mailto:kvl@lnbgroup.com), Website: [www.lnbgroup.com](http://www.lnbgroup.com)

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**FOR KIRAN VYAPAR LTD.**

  
(Pradip Kumar Ojha)  
Company Secretary





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voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> December, 2021, has appointed M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e-voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on the Company's website at [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran) and CDSL website at [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the Company at the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata - 700022.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

- 1. APPOINTMENT OF M/S B. CHHAWCHHARIA & CO, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NUMBER: 305123E) AS THE STATUTORY AUDITORS TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS, KOLKATA (FRN: 001076N/N500013).**

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), and in terms of recommendation of the Board of Directors and Audit Committee of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E), as statutory auditors of the company for the financial year 2021-2022 to fill up the casual vacancy caused due to resignation of M/s. Walker Chandiook & Co LLP, Chartered Accountants, (FRN: 001076N/N500013) and they shall hold office until the conclusion of the next i.e., 26th Annual General Meeting to be held in the year 2022.

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**(Pradip Kumar Ojha)  
Company Secretary**





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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix the remuneration of Statutory Auditors as may be mutually agreed upon in addition to taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and to fix their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard and as recommended by the Audit Committee .

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or Company Secretary be and are hereby severally authorized to sign, execute all such documents and do all such acts, deeds and things which may be necessary to bring into effect the above resolution.”

**2. RENEWAL OF PREVIOUS APPROVAL OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS.**

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 , and subject to all the applicable laws, regulations, directions, circulars, notifications, clarifications prescribed by SEBI, RBI or Government of India, from time to time, including but not limited to SEBI(Issue and Listing of Non- Convertible Securities) Regulations,2021(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), RBI Master Directions on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for listed/unlisted, secured / unsecured redeemable non-convertible debentures (NCD's), in one or more series / tranches, of the aggregate nominal value up to Rs. 300 crore (Rupees Three Hundred Crore Only), on private placement basis , from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto and that the amount that shall be raised as aforesaid shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**CIN: L51909WB1995PLC071730**

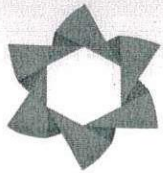
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(Pradip Kumar Ojha)  
Company Secretary





**3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, and pursuant to the consent of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following Related Parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations, during the financial year 2021-22 and subsequent financial years as mentioned below, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, subject to the same being carried out in ordinary course and on an arm’s length basis, notwithstanding the fact that the contracts/transactions with each such Related Party, during a financial year, in aggregate, may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements or any materiality threshold as may be applicable, from time to time, under the Listing Regulations.

Sl. No	Name of the Related Party	Nature of Relationship	Nature and Particulars of Transaction	Maximum value of Transaction for FY 21-22 and subsequent financial years in aggregate (Rs. In Crores)
1	Shree Krishna Agency Limited	Subsidiary	Granting of Loans	250
2	Placid Limited	Associate	Granting of Loans	500
3	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	200
4	The General Investment Company Limited	Group	Granting of Loans	75
5	Placid Limited	Associate	Availing of Loans	500
6	Sidhidata Tradecomm Limited	Group	Availing of Loans	150
7	The Peria Karamalai Tea & Produce Company Limited	Group	Availing of Loans	100
8	LNB Renewable Energy Limited	Associate	Availing of Loans	100

**RESOLVED FURTHER THAT** Mr. Lakshmi Niwas Bangur, Director (DIN: 00012617), Ms. Sheetal Bangur, Director (DIN: 00003541) and Mr. Shreyash Bangur, Managing Director (DIN: 00012825) of the Company, be and are hereby severally authorised to do or cause to be done

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*(Signature)*

**(Pradip Kumar Ojha)**  
Company Secretary





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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."

**Place: Kolkata**  
**Date: 10.12.2021**

**By Order of the Board**  
**For Kiran Vyapar Limited**

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**FOR KIRAN VYAPAR LTD.**

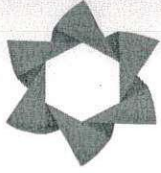
  
(Pradip Kumar Ojha)  
Company Secretary

**Sd/-**  
**Pradip Kumar Ojha**  
**Company Secretary**

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**Notes:**

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts and reasons thereof in respect of proposed special businesses is attached herewith.

2. (a) As per Section 110 of the Act read with Rule 22 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, the Postal Ballot Notice will be sent to all the Members of the Company whose names appear on the Register of Members of the Company or of the Beneficial owners maintained by the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 28<sup>th</sup> January, 2022.

(b) Only a Member who is entitled to vote is entitled to exercise his/ her vote through Postal Ballot/E-voting. The Postal Ballot Notice has been sent to the Members who have registered their email IDs for receipt of the documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic Shareholding)/ the Company's Registrar and Transfer Agent (in case of physical shareholding). Members whose names appear on the Register of Members/ List of Beneficial Owners with Depository Participants as on 28<sup>th</sup> January, 2022 will be considered for the purpose of voting. A Member who is not a Member on the relevant date should treat this notice for information purpose only.

3. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The Postal Ballot Notice have been placed on the Company's website i.e. [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran) and CDSL e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com).

4. The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on 28<sup>th</sup> January, 2022.

5. The Company is sending Postal Ballot Notice in electronic form only as permitted under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

6. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or click on the following link : [mdpl.in/form](http://mdpl.in/form).

7. 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 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September 2020, 31st December 2020, 23rd June, 2021 and 8<sup>th</sup> December, 2021 ("General Circulars") 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

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Company Secretary





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right to vote on the matter set out in the Postal Ballot 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.

8. The Instruction of Shareholders for E-voting are as under

- (i) The remote e-voting period begins on Thursday, the 3<sup>rd</sup> day of February, 2022 at 9:00 A.M. and ends on Friday, the 4<sup>th</sup> day of March, 2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28<sup>th</sup> January, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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 is given below:

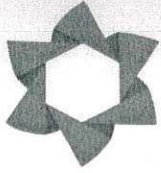
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Company Secretary



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System
with CDSL	<p>Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>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</p>

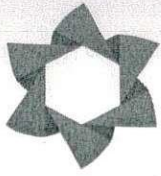
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Certified True Copy  
FOR KIRAN VYAPAR LTD.

  
(Pradip Kumar Ojha)  
Company Secretary



login through  
their  
**Depository  
Participants**

authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

**CIN: L51909WB1995PLC071730**

Registered Office: 7, Munshi Premchand Sarani, Hastings, Kolkata-700022

Ph: (033) 22230016/18, Fax: (033) 22231569, email: [kvl@lnbgroup.com](mailto:kvl@lnbgroup.com), Website: [www.lnbgroup.com](http://www.lnbgroup.com)

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(Pradip Kumar Ojha)  
Company Secretary





- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

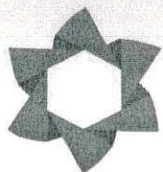
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- (viii) Click on the EVSN for the relevant “KIRAN VYAPAR LIMITED” on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**CIN: L51909WB1995PLC071730**

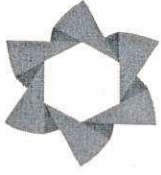
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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; [voting@vinodkothari.com](mailto:voting@vinodkothari.com) and to the Company at the email address viz; [kvl@lnbgroup.com](mailto: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.

**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 at [mdpldc@yahoo.com](mailto:mdpldc@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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**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 No. 1 to 3 of the accompanying Notice.

**Item No. 1**

The Members of the Company at their 24th Annual General Meeting held on September 28, 2020 had appointed M/s. Walker Chandiook & Co LLP, Chartered Accountants, (FRN: 001076N/N500013) as Statutory Auditors of the Company for a period of 5 years from the conclusion of the 24th Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, pursuant to

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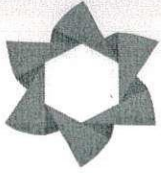
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the provisions of Section 139 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014.

M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration number 001076N/N500013) have tendered their resignation vide their letter dated 12th November 2021 informing their inability to continue as the Statutory Auditors of the Company with immediate effect which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

The sole reason for the resignation as mentioned in Auditor’s resignation letter was “Considering the requirements of the RBI Notification No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April 2021 read with Frequently Asked Questions dated 11 June 2021, ineligible to continue to be the statutory auditors, as having already completed three years as statutory auditors of the Company.”

The resignation letter was duly placed before the Audit Committee and Board of Directors of the Company at their respective meetings held on November 12, 2021. M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration number 001076N/N500013) have confirmed to the Chairman of the Audit Committee that there were no other reason for resigning other than mentioned reason in the resignation letter and will extend their co-operation to the new Statutory Auditors for smooth transition.

M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration number 001076N/N500013) have issued their limited review reports on the Company’s results for the quarter and half-year ended September 30, 2021.

Further, the Company as well as M/s. Walker Chandiook & Co. LLP, Chartered Accountants has ensured compliance with SEBI Circular- CIR/CFD/CMD1/114/2019 dated 18th October 2019: “Resignation of statutory auditors from listed entities and their material subsidiaries” w.r.t Limited Review of the financials for the quarter ended 30<sup>th</sup> September 2021.

In view of the above, pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on December 10, 2021 approved the appointment of M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E) as the Statutory Auditors of the Company w.e.f. December 10, 2021, to fill the casual vacancy caused by the resignation of M/s. Walker Chandiook & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), till the conclusion of next i.e., 26th Annual General Meeting to be held in the year 2022, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

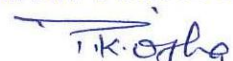
The Audit Committee, before recommendation of appointment, considered various parameters like audit experience in the Company's operating segments specially in NBFC Segment, market standing of the firm, client served, technical knowledge etc. and found M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

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M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Companies Act, 2013 and also their firm complies with all the eligibility norms prescribed by RBI regarding appointment of Statutory Central Auditors/ Statutory Auditors of Commercial Banks (excluding RRB's)/UCBs/NBFCs (as applicable).

M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E) is a firm of practicing Chartered Accountants providing services to domestic as well as international clients. A professional services firm, M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E), operates through 4 offices sharing the same ethical, professional and technical standards and operating, training and quality control procedures. M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E) was ranked in the Top 50 professional services firm in an All India survey conducted by Business Today.

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. 1 of the Postal Ballot Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

## **Item No. 2**

The Company is a Non- Banking Financial Company (Non Deposit Taking and Systemically Important Company) registered with the Reserve Bank of India. The lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term).

The Board may, at an appropriate time, consider offering or inviting subscriptions for listed/ unlisted, secured/ unsecured redeemable Non-Convertible Debentures ('NCDs), in one or more series / tranches, on private placement, issuable / redeemable at par, in order to augment long-term resources for meeting the business requirements and for general corporate purposes.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its NCDs, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such NCDs during the year.

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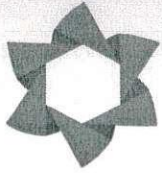
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Company Secretary





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The Board of Directors at their meeting held on 15<sup>th</sup> June, 2020 had approved the issuance of listed/unlisted, secured/unsecured, non-convertible debentures on a private placement basis in tranches/series which was approved by shareholders vide Special Resolution at the 24<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2020.

However, no NCDs could have been issued during the FY 2020-21. As per the provisions of section 42 of Companies Act, 2013 and allied rules thereof the said limits approved vide Special Resolution passed at the previous Annual General Meeting expired on 27<sup>th</sup> September, 2021.

Keeping in view the above, consent of the members is sought by way of Special Resolution as set out at Item No. 2 of the Postal Ballot Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable NCDs, as may be required by the Company, from time to time and as set out herein, for a period of one year from the date of passing this 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. 2 of the Postal Ballot Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

### **Item No. 3**

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. 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 10% of the annual consolidated turnover of the Company as per the latest financial statement of the Company.

Further, the aggregate value of the transactions with a related party is likely to exceed the aforesaid limit during the Financial Year 2021-22 and subsequent financial years, as per the last audited financial statements of the Company and may exceed such threshold limits in the subsequent years based on the financial threshold of the respective years. 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, require the approval of the Members of the Company through an Ordinary Resolution.

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Company Secretary





The Audit Committee and the Board of Directors have reviewed the terms & conditions of these transactions and recommended to the Members for their approval by way of an Ordinary Resolution.

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

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

Sl 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	Placid Limited	Sidhidata Tradecom Limited	The Peria Karamalai Tea & Produce Company Limited	LNB Renewable Energy Limited
2.	Name of Director(s) or Key Managerial Personnel who is related	1. Mr. Lakshmi Niwas Bangur	1. Mr. Lakshmi Niwas Bangur 2. Ms. Sheetal Bangur. 3. Mr. Yogesh Bangur	1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur. 3. Mr. Yogesh Bangur	1. Mr. Lakshmi Niwas Bangur	1. Mr. Lakshmi Niwas Bangur 2. Ms. Sheetal Bangur. 3. Mr. Yogesh Bangur	1. Shreeyash Bangur	1. Mr. Lakshmi Niwas Bangur 2. Mrs. Alka Devi Bangur. 3. Mr. Shreeyash Bangur	1. Mr. Shreeyash Bangur 2. Ms. Sheetal Bangur. 3. Mr. Yogesh Bangur
3.	Nature of Relationship	Subsidiary	Associate	Group	Group	Associate	Group	Group	Associate
4.	Monetary Value (Max. Amount – Rs in Crores)	250	500	200	75	500	150	100	100
5.	Nature of the transaction	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
6.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, the nature of security	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and market comparable rates from time to time.

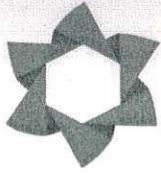
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		State Bank of India from time to time.	of India from time to time.	of India from time to time.	of India from time to time.				
7.	<b>Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital loan.	The purpose of the loan for borrower shall be working capital loan.	The purpose of the loan for borrower shall be working capital loan.	The purpose of the loan for borrower shall be working capital loan.
8.	<b>Material terms of the contract/ transaction</b>	1. Granting of loans: The material terms of transactions (including tenure of loan, interest rates, security interest to be created, etc.) will be decided by the Board in accordance with Loan and Investment policy and Demand /Call Loan policy of the Company and applicable RBI norms. The Loan shall be at a rate of interest not lower than the prevailing bank rate as declared by State Bank of India from time to time. 2. Availing of loans: The loans may be availed by the Company on the basis of prevailing market conditions and market comparable rates.							
9.	<b>Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</b>	1.78 Times	3.57 Times	1.43 Times	0.54 Times	3.57 Times	1.07 Times	0.71 Times	0.71 Times
10.	<b>Percentage of the listed entity's Subsidiary annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (In case of RPT involving a Subsidiary)</b>	31.73 Times	N.A	N.A	N.A	N.A	N.A	N.A	N.A

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11.	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
12.	Any other information relevant or for the Members to make a decision on the proposed transactions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

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

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

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 of the Postal Ballot Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Place: Kolkata  
Date: 10.12.2021

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(Pradip Kumar Ojha)  
Company Secretary

For Kiran Vyapar Limited

Sd/-  
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