



## KIRAN VYAPAR LIMITED

Registered Office : KRISHNA, 7th Floor, Room No. 706  
224, A. J. C. Bose Road, Kolkata - 700 017

Phone : (033) 2223-0016/18, Fax : (033) 2223-1569, Email : kvl@lnbgroup.com  
Website: www.lnbgroup.com, CIN : L51909WB1995PLC071730

---

### NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **KIRAN VYAPAR LIMITED** will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700033 on Friday, the 30th day of March, 2018 at 11.30 A.M. to transact the following businesses:

#### SPECIAL BUSINESS:

##### 1. Approval of Kiran Vyapar Limited –Share Incentive Plan 2018

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as **“SEBI SBEB Regulations”**), issued by the Securities and Exchange Board of India (**“SEBI”**) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot Equity Shares of the Company having face value of Rs. 10/- per share (**“Equity Shares”**) under the **‘Kiran Vyapar Limited –Share Incentive Plan 2018’** (hereinafter referred to as the **“KVL SIP 2018”**), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant or offer Equity Shares by way of an award to such persons who are permanent employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, of any existing and future subsidiary company(ies) or holding company of the Company whether in or outside India and selected by the Board in its sole and absolute discretion (**“Eligible Employees”**), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with KVL SIP 2018 and applicable law.”

**“RESOLVED FURTHER THAT** the maximum number of Equity Shares granted/offered to Eligible Employees under the KVL SIP 2018 shall not exceed 25,92,000 (Twenty Five Lacs Ninety Two Thousand) , i.e., 10% of the number of issued, subscribed and paid-up equity share capital of the Company on the date of this resolution (as adjusted for any corporate action and/or change in the capital structure) at such price or prices as may be determined by the Board in its sole and absolute discretion.”

**“RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the KVL SIP 2018 and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.”

**“RESOLVED FURTHER THAT** the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant and/or offer made under the KVL SIP 2018 in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the KVL SIP 2018 and to modify, change, vary, alter, amend, revise, suspend or terminate the KVL SIP 2018 subject to the compliance with the applicable laws and regulations including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the KVL SIP 2018 in such manner as the Board may determine in its sole discretion and to do all such

acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed KVL SIP 2018 without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the KVL SIP 2018 and do all other things incidental and ancillary thereof.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the KVL SIP 2018.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the KVL SIP 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee/ Compensation Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of KVL SIP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

## 2. **Grant of share-based incentives to the subsidiary company(ies) and/ or holding company of the Company under Kiran Vyapar Limited –Share Incentive Plan 2018**

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “**SEBI SBEB Regulations**”), issued by the Securities and Exchange Board of India (“**SEBI**”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot Equity Shares of the Company having face value of Rs. 10/- per share (“**Equity Shares**”) under the ‘**Kiran Vyapar Limited – Share Incentive Plan 2018**’ (hereinafter referred to as the “**KVL SIP 2018**”), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant or offer Equity Shares by way of an award to such persons who are permanent employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, of any existing and future subsidiary company(ies) or holding company of the Company whether in or outside India and selected by the Board in its sole and absolute discretion (“**Eligible Employees**”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with KVL SIP 2018 and applicable law.”

“**RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the KVL SIP 2018 and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.”

“**RESOLVED FURTHER THAT** the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant and/or offer made under the KVL SIP 2018 in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the KVL SIP 2018 and to modify, change, vary, alter, amend, revise, suspend or terminate the KVL SIP 2018 subject to the compliance with the applicable laws and regulations including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the KVL SIP 2018 in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed KVL SIP 2018 without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the KVL SIP 2018 and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the KVL SIP 2018.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the KVL SIP 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee/Compensation Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of KVL SIP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

**3. Grant of share-based incentives to the identified employees during any one year, equal to or exceeding 1% of the issued share capital of the Company under Kiran Vyapar Limited - Share Incentive Plan 2018**

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as **“SEBI SBEB Regulations”**), issued by the Securities and Exchange Board of India (**“SEBI”**) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded respectively to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot Equity Shares of the Company having face value of Rs. 10/- per share (**“Equity Shares”**) under the **‘Kiran Vyapar Limited – Share Incentive Plan 2018’** (hereinafter referred to as the **“KVL SIP 2018”**), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant or offer Equity Shares during any one financial year, equal to or exceeding 1% of the issued, subscribed and paid-up capital of the Company by way of an award to such identified persons who are permanent employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, of any existing and future subsidiary company(ies) or holding company of the Company whether in or outside India and selected by the Board in its sole and absolute discretion (**“Eligible Employees”**), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with KVL SIP 2018 and applicable law.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this

regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions and do all other things incidental and ancillary thereof.”

#### 4. Increase of Authorized Share Capital of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a) and 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment/ statutory modification thereto or re-enactment thereof) and the rules framed there under and in accordance with the relevant provisions of Memorandum and Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 2,60,00,000 (Two Crores Sixty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 51,00,00,000 (Rupees Fifty One Crores Only) divided into 5,10,00,000 (Five Crores Ten Lacs ) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

V. The Authorised Share Capital of the Company is Rs. 51,00,00,000/- (Rupees Fifty One Crores only) divided into 5,10,00,000 Equity Shares of Rs.10/- each with such rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being with power to increase and decrease the Capital of the Company and to divide the Shares in the capital for the time being into several class and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights privileges or conditions in such manners may be permitted by the Act, or be provided by the Articles of the Company for the time being.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all necessary action for giving effect to the above resolution and file relevant forms with the Registrar of Companies, Kolkata, as required under the provisions of the Companies Act, 2013 and to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary in this regard.”

#### 5. Increase in Remuneration of Managing Director

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 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable clauses of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Audit Committee of the Company, the consent of the members of the Company, be and is hereby accorded for revision in the remuneration, payable to Mr. Shreeyash Bangur (DIN: 00012825), Managing Director of the Company for remaining period of his current tenure with effect from 1st April, 2018 on the terms and conditions including remuneration as specified and set out in the Explanatory Statement annexed hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Shreeyash Bangur [DIN: 00012825], within the limits prescribed under section 197 and/ or Schedule V read with other applicable provisions of the Act, and to do all such acts, deeds and things to give effect to the above resolution.”

**By Order of the Board  
For Kiran Vyapar Limited  
Sd/-  
(Pradip Kumar Ojha)  
Company Secretary**

**Place : Kolkata  
Date : 27th February, 2018**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, DATED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2.
  - a) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
  - b) The proxy holder shall prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. 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.
4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
5. 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.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection at the EGM.
7. Members who require communication in physical form in addition to e-communication, may write to us at [kvl@lnbgroup.com](mailto:kvl@lnbgroup.com).
8. Information to Members pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) in respect of variation on the terms of remuneration of Director is furnished as Annexure-A to the Notice.
9. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative (s) to attend and vote on their behalf at the EGM.
10. Members may note that the Notice of the EGM is available on the Company's website [www.lnbgroup.com/kiran](http://www.lnbgroup.com/kiran).
11. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the meeting and such documents will also be available for inspection in physical form at the registered office of the Company and copies thereof shall also be available for inspection in physical form at the Corporate Office on all working days except Saturdays, from 10:00 a.m. to 12:00 noon up to the date of the ensuing EGM.
12. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the Meeting hall for admission into the Meeting hall.
13. Electronic Copy of the Notice of the Extra-Ordinary General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form are being sent to all the members whose email IDs are registered with Company/Depository Participants. For Members who have not registered their email address, physical copy of the Notice of the Extra-Ordinary General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form is being sent in the permitted mode.

#### 14. Voting through electronic means

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company is pleased to provide to the members, the facility of voting by electronic means in respect of the business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the same will be provided by Central Depository Services (India) Limited (CDSL).
- (b) The facility of voting through - polling paper shall also be made available for the members at the meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- (c) The instructions for shareholders voting electronically are as under:
- (i) The remote e-voting period begins on **27th March, 2018 at 10.00 A.M. and ends on 29th March, 2018 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 **23rd March, 2018**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) 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 voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form 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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “**KIRAN VYAPAR LIMITED**” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) Any person who acquire share and became 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 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
- (d) 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 **23rd March, 2018**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- (e) The Board of Directors of the Company at their meeting held on **14th February, 2018** has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process / Polling paper in fair and transparent manner.
- (f) The Chairman shall, at the Meeting, at the need of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- (g) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours 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.
- (h) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lnbgroupp.com/kiran](http://www.lnbgroupp.com/kiran) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the company at its Registered Office as well as Corporate Office. Further, immediately after the declaration of result by the Chairman or a person authorized by him in writing shall communicate to BSE Limited and The Calcutta Stock Exchange Limited.

---

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

### Item no. 1, 2 and 3

In today's competitive world, the employees of a company are one of its most important resource and asset. Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the subsidiary company (ies) and holding company for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. The Company intends to implement the **Kiran Vyapar Limited - Share Incentive Plan 2018 ("KVL SIP 2018")**, with a view to attract and retain key talents working with the Company, its subsidiary company(ies) and holding company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (hereinafter referred to as "**SEBI (SBEB) Regulations**"), the Company seeks members' approval in respect of **KVL SIP 2018** and grant share-based incentives and thereby issue equity shares of the Company having face value of Rs. 10/- per share ("**Equity Shares**") to the employees/ Directors of the Company and that of its Subsidiary Company(ies) and Holding Company ("**Eligible Employees**") as decided by the Nomination and Remuneration Committee/ Compensation Committee on such terms and conditions and at such price from time to time in due compliance of the SEBI (SBEB) Regulations.

The main features of the KVL SIP 2018 are as under:

#### 1. Brief Description of the Scheme(s):

This proposed Scheme called the **Kiran Vyapar Limited - Share Incentive Plan 2018 ("KVL SIP 2018")** provides alternatives to the Company to grant share incentives to Eligible Employees (as selected by the Nomination and Remuneration Committee / Compensation Committee) such as employee stock option scheme ("**ESOP**") and employee stock purchase scheme ("**ESPS**") (collectively referred to as "**Stock Incentives**") and subject to applicable law and terms and conditions of KVL SIP 2018, the Eligible Employees shall be entitled to receive Equity Shares upon fulfillment of those conditions at such price as is determined by the Nomination and Remuneration Committee/Compensation Committee. Under ESOP, options will be granted to the Eligible Employee which will entitle him to subscribe to the Equity Shares within a certain period of time ("**Exercise Period**") at a price determined by the Nomination and Remuneration Committee/Compensation Committee ("**Exercise Price**") upon fulfilment of vesting conditions ("**Vesting**"). Under ESPS, the Nomination and Remuneration Committee/Compensation Committee will select Eligible Employees offering them to subscribe to the Equity Shares at a pre-determined price ("**Subscription Price**") within a certain period of time ("**Subscription Period**") as decided by the Nomination and Remuneration Committee / Compensation Committee. The Equity Shares which are issued pursuant to an ESPS shall be subject to a lock-in for a certain period of time as determined by the Nomination and Remuneration Committee/Compensation Committee ("**Lock-in Period**").



Thus, the Stock Incentives are intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company.

The objectives of the Scheme are:

- a) create a sense of ownership and participation amongst the Employees;
- b) motivate the Employees with incentives and reward opportunities;
- c) drive entrepreneurship mindset of value creation for the organization;
- d) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- e) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

**2. Total number of Stock Incentives (options/offer to subscribe to Equity Shares) to be granted and thereby Equity Shares to be issued and allotted:**

The total number of Equity Shares to be allotted pursuant to exercise of Options/offer to subscribe to the Equity Shares under the KVL SIP 2018 to the Eligible Employees shall not cumulatively exceed 25,92,000 (Twenty Five Lacs Ninety Two Thousand) Equity Shares (which is approx. 10% of the number of issued, subscribed and paid up equity share capital of the Company on the date of this Notice).

The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment be made to the benefits granted to the Eligible Employee under a share-based incentive scheme. Accordingly, a fair and reasonable adjustment shall be made to the above ceiling and/or the Exercise Price /Subscription Price and/or the Exercise Period/Subscription Period by the Nomination and Remuneration Committee/Compensation Committee subject to compliance of the SEBI (SBEB) Regulations and other applicable law.

**3. Identification of classes of employees entitled to participate in KVL SIP 2018:**

Following classes of employees, which are selected by the Nomination and Remuneration Committee/ Compensation Committee, are entitled to participate in KVL SIP 2018:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the subsidiary company(ies) or holding company working in India or out of India.

Following classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

**4. Transferability of the award under KVL SIP 2018:**

Any Stock Incentive granted or offer received under the KVL SIP 2018 cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the Eligible Employee except under the circumstances provided under KVL SIP 2018. Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted herein shall be void and unenforceable against the Company.

**5. Requirements of vesting and period of vesting:**

The Vesting criteria and Period and/or the Lock-in Period (depending upon the Stock Incentives being granted to the Eligible Employee) shall be determined by the Nomination and Remuneration Committee / Compensation Committee depending upon the performance of the Eligible Employee, expertise of the Eligible Employee, achievement or expected achievement of key performance indicators by the Eligible Employee, terms of employment of the Eligible Employee amongst other factors. Subject to the terms and conditions of KVL SIP 2018 and SEBI (SBEB Regulations), 2014, the period of Vesting (Period/criteria) and Lock-in Period shall be minimum one year. The number of Stock Incentives and the terms thereof made available to an Eligible Employee may vary at the sole discretion of the Nomination and Remuneration Committee/Compensation Committee.

**6. Maximum period within which the options shall be vested:**

If the Stock Incentives being granted to an Eligible Employee is an option, then the Vesting Period will be determined by the Nomination and Remuneration Committee/Compensation Committee at the time of grant of options and will be detailed in the letter of grant.

**7. Exercise price or pricing formula:**

The Exercise Price and Subscription Price, as the case may be, will be determined by the Nomination and Remuneration Committee/Compensation Committee in accordance with KVL SIP 2018, at the time of grant of Stock Incentives and will be detailed in the letter of grant and letter of offer, as the case may be. In any event, the Exercise Price and Subscription Price will not be below the par value of the Equity Shares.

The Nomination and Remuneration Committee /Compensation Committee will in accordance with KVL SIP 2018 and Applicable Laws lay down the procedure for making a fair and reasonable adjustment to the number of Stock Incentives, to the Exercise Price/Subscription Price in case of Corporate Action in accordance with SEBI (SBEB) Regulations and shall provide necessary procedures and/or mechanism for exercising such options/subscription to Equity Shares under the ESPS, subject to applicable laws, rules and regulations.

**8. Exercise Period, Subscription Period and the process of Exercise and/ or Subscription:**

The Exercise Period (in case of options) and the Subscription Period (in case of offer to subscribe to Equity Shares) will be determined by the Nomination and Remuneration Committee/ Compensation Committee at the time of grant of options and/ or the offer to subscribe to Equity Shares and will be detailed in the letter of grant and/ or the letter of offer (as the case may be).

The option holder may exercise the vested options within the Exercise Period. The identified employees may subscribe to the equity shares within the Subscription Period. In the event the option holder fails to exercise his/ her vested options within the Exercise Period or the identified employees fail to subscribe to equity shares within the Subscription Period, then such vested options and/ or offer to subscribe to the Equity Shares, shall lapse and revert to the plan pool. The Company and/or the Nomination and Remuneration Committee/ Compensation Committee will not have any obligation towards (a) such option holder with respect to such lapsed options and (b) such identified employees towards the lapsed offer to subscribe to the Equity Shares.

To exercise the options, the option holder will be required to submit an Exercise Letter to the Nomination and Remuneration Committee/ Compensation Committee in such manner and on such format as provided in the KVL SIP 2018 or otherwise as may be prescribed by the Nomination and Remuneration Committee/ Compensation Committee from time to time, which shall be annexed with the letter of grant.

To subscribe to the equity shares that are offered, the identified employees will be required to submit a subscription letter to the Nomination and Remuneration Committee/ Compensation Committee in such manner and on such format as provided in the KVL SIP 2018 or otherwise as may be prescribed by the Nomination and Remuneration Committee/ Compensation Committee from time to time, which shall be annexed with the letter of offer.

**9. Appraisal process for determining the eligibility of employees under KVL SIP 2018:**

The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration/ Compensation Committee from time to time which shall be based on the factors such as performance of the employee for the past financial years (or for the period of his service), onboarding incentive for new employees, attracting talent, position and responsibilities of the concerned employee, the nature of employee's services to the Company and/or its subsidiaries, the period for which the employee has rendered his services to the Company or its subsidiaries or its holding company, the employee's present and potential contribution to the success of the Company or its subsidiaries or its holding company and such other factors as the Nomination and Remuneration Committee /Compensation Committee deems relevant for accomplishing the purpose of KVL SIP 2018 and as mentioned in the Letter of Grant / Letter of Offer provided to the Eligible Employee.

**10. Maximum number of options to be granted and equity shares to be issued per employee and in aggregate:**

The Maximum number of Stock Incentives that may be granted to an Eligible Employee will be determined by the Nomination and Remuneration Committee/ Compensation Committee on a case to case basis.

The number of options granted or offer to subscribe to Equity Shares that may be granted to identified employee(s) of the Company or of its subsidiary company(ies) or Holding Company under KVL SIP 2018, in any financial year and in aggregate may exceed 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company but the same shall be within the overall limit as approved by the shareholders, i.e. approx. 10% of the number of issued, subscribed and paid-up equity share capital of the Company which is amounting to 25,92,000 stock options/Offer of Equity Shares on the date of this Notice.

SEBI (SBEB) Regulations require separate approval of members by way of special resolution to extend the benefits to the employees of subsidiary company(ies) or holding company(ies). Accordingly, a separate resolution under item no. 2 is proposed to extend the benefits of the KVL SIP 2018 to the employees of subsidiary company(ies) or holding company(ies) as may be decided by the Nomination and Remuneration Committee/ Compensation Committee from time to time under Applicable Laws.

SEBI (SBEB) Regulations also require separate approval of members by way of special resolution to grant the benefits to the identified employees during any one year, equal to or exceeding 1% of the issued, subscribed and paid-up Equity Share Capital (excluding outstanding warrants and conversions) of the Company at the time of grant of benefit. Accordingly, a separate resolution under item no. 3 is proposed to grant stock options and/ or issue and allot equity shares (as the case may be) to the identified employees of the Company during any one year may be, equal to or exceeding 1% of the issued, subscribed and paid-up Equity Share Capital (excluding outstanding warrants and conversions) of the Company, as may be decided at the sole discretion of the Nomination and Remuneration Committee / Compensation Committee.

**11. Maximum quantum of benefits to be provided per employee under the KVL SIP 2018:**

Same as 10 above.

**12. Whether the KVL SIP 2018 is proposed to be implemented and administered directly by the Company or through a trust:**

The KVL SIP 2018 shall be implemented and administered directly by the Company.

**13. Whether the KVL SIP 2018 involves new issue of shares by the Company or secondary acquisition by the trust or both:**

The KVL SIP 2018 contemplates new issue of shares by the Company.

**14. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:**

Not Applicable.

**15. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:**

Not Applicable.

**16. Accounting and Disclosure Policies:**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**17. Method of Valuation:**

The Company shall use the Intrinsic Value method to value the options being granted under ESOP under KVL SIP 2018. The difference between the employee compensation cost so computed and the employee compensation cost that shall be recognized as if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and earnings per share of the company shall also be disclosed in the Directors' Report.

Since, Equity Shares shall be offered under the ESPS, this is not relevant vis-à-vis ESPS under KVL SIP- 2018.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations and all other applicable provisions, if any.

A draft copy of the KVL SIP 2018 is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the date of Extra – Ordinary General Meeting.

The directors and key managerial personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Incentives that may be granted to them (along with the resultant equity shares issued) that may be offered to them in accordance with the KVL SIP 2018.

The Board recommends passing of the resolutions as set out under Item No. 1, 2 and 3 of the Notice for approval of the members as special resolutions.

#### Item no. 4

The Authorised Share Capital of the Company at present is Rs. 26 Crores divided into 2,60,00,000 (Two Crores Sixty Lacs) Equity Shares of Rs. 10/- each. At present the issued, subscribed and paid-up share Capital of the Company is Rs. 25.92 Crores divided into 2,59,20,000 (Two Crores Fifty Nine Lacs Twenty Thousand) Equity Shares of Rs. 10/- each.

After the grant of the Stock Incentives as per the KVL SIP 2018, the conversion of the said options by the Eligible Employees into equity shares and the issuance and allotment of Equity Shares to identified employees as per the KVL SIP 2018, as the case may be, would increase the paid up share capital of the Company beyond the existing authorized share capital and therefore its need to be increased to accommodate the said conversion.

Accordingly authorized share capital of the Company needs to be increased from Rs. 26,00,00,000/- (Rupees Twenty Six Crores only) to Rs. 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 5,10,00,000 (Five Crores Ten Lacs) Equity Shares of Rs. 10/- each by introducing additional 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- each.

Consequently upon changes in the capital structure of the Company the Clause V of the Memorandum of Association will be altered so as to reflect amendment in the capital clause.

A copy of the Memorandum and Articles of Association of the Company is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the date of Extra – Ordinary General Meeting.

None of the Directors, Key Managerial Persons of the Company either directly or through relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends passing of the resolutions as set out under Item No. 4 of the Notice for approval of the members as an Ordinary resolution.

#### Item no. 5

Mr. Shreeyash Bangur [DIN: 00012825] was re-appointed as the Managing Director of the Company in the meeting of the Board of Directors held on 30th May, 2016 for a term of 3 years with effect from 4th November, 2016, which was approved by the shareholders in the 20th Annual General Meeting of the Company held on 27th September, 2016.

Members of the Company are aware that Mr. Shreeyash Bangur [DIN: 00012825] is M.Sc. in Engineering and Business Management from the University of Warwick, U.K. and has also adequate experience in NBFC as well as other businesses. Under his leadership, the Company has been registering steady progress and growing from strength to strength.

The Board of Directors of the Company at their meeting held on 14th February, 2018, subject to approval of the members in General Meeting has accorded revision in the remuneration of Mr. Shreeyash Bangur, Managing Director with effect from 1st April, 2018 for remaining period for his current tenure. The revision was also approved by the Nomination and Remuneration Committee at its meeting held earlier on the same day and was recommended to the Board for its approval. While approving the revised remuneration to the Managing Director the Nomination and Remuneration Committee considered various parameters such as increase in scale of operation of the company, increased involvement of the Managing Director in the overall growth of the Company, increased level of responsibility and remuneration of similar professional in similar industries etc.

The terms and conditions as to the revised remuneration of Mr. Shreeyash Bangur [DIN: 00012825], Managing Director, as recommended by the Nomination and Remuneration Committee are as follows:-

- I. **Salary:** Upto Rs. 4,12,500/- (Rupees Four Lacs Twelve Thousand Five Hundred Only) per month with such increments as may be determined by the Board of Directors of the Company from time to time in the salary range of Rs. 1,50,000/- to Rs. 4,12,500/- per month.
- II. **Commission:** Commission on net profits of the Company in each year computed in accordance with Section 198 of the Companies Act, 2013, subject to such limit as may determined by the Board of Directors.
- III. **Perquisites:**
  - a) In addition to salary and commission, the Managing Director shall also be entitled to perquisites which shall not exceed 100% of his salary.
  - b) Leave in accordance with the rules applicable to the managerial staff of the Company.
  - c) Use of Company's car for official purposes, cell phone, and telephone at residence, encashment of leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.

- d) Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
- IV.** 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.
- V.** The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
- VI.** 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.
- VII.** The Managing Director shall not be subject to retirement by rotation while he continues in office.
- VIII.** The appointment of three years may be terminated by either party by giving three months' notice in writing to the other party.
- IX.** The other terms and Conditions except those mentioned herein above for re-appointment of Mr Shreeyash Bangur as Managing Director, approved by the members at the 20th Annual General Meeting of the Company held on 27-09-2016 remains same .

None of the Directors except Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur alongwith their relatives to the extent of their shareholding, or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

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.

**Place : Kolkata**  
**Date : 27th February, 2018**

**By Order of the Board**  
**For Kiran Vyapar Limited**  
**Sd/-**  
**(Pradip Kumar Ojha)**  
**Company Secretary**

**ANNEXURE – ‘A’**

Details of the Director whose variation of the terms of remuneration is proposed at the ensuing Extra Ordinary General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2.

<b>Name of Director</b>	<b>Mr. Shreyash Bangur (DIN: 00012825)</b>
<b>Age / Date of Birth</b>	37 years/ 01.06.1980
<b>Date of First Appointment on the Board</b>	22.11.2011
<b>Expertise in Specific functional areas</b>	Industrialist
<b>Qualification</b>	M.Sc in Engineering and Business Management from the University of Warwick, U.K.
<b>Terms and condition of appointment/ re-appointment</b>	Re-appointment as Managing Director for a period of 3 years w.e.f 4th November, 2016.
<b>Remuneration last drawn by such person, if applicable</b>	36.14 lacs
<b>List of Outside directorship held excluding alternate directorship</b>	1.Sidhidata Tradecomm Ltd. 2. Navjyoti Commodity Management Services Limited. 3. Jubilee Hills Residency Ltd. 4. Golden Greeneries Pvt. Ltd. 5. Sidhidata Solar Urja Ltd. 6. Eminence Agrifield Pvt. Ltd. 7. The Peria Karamalai Tea & Produce Co. Ltd. 8. LNB Renewable Energy Pvt. Ltd. 9. Sarvadeva Greenpark Pvt. Ltd. 10. Subhprada Greeneries Pvt. Ltd. 11. Satyawatche Greeneries Pvt. Ltd. 12. Parmarth Wind Energy Pvt. Ltd. 13. Palimarwar Solar Project Pvt. Ltd. 14. Manifold Agricrops Pvt. Ltd. 15. Yasheshvi Greenhub Pvt. Ltd.
<b>Chairman / Member of the Committees of the Board of Directors of the Company</b>	NIL
<b>Chairman / Member of the Committees of the Board of Directors of the Other Companies in which he/she is a Director</b>	Member of Audit Committee and Nomination and Remuneration Committee of Sidhidata Solar Urja Limited
<b>No. of Equity shares held in the Company</b>	5,53,000
<b>No of Board Meetings attended till date during Financial Year 2017-18</b>	4 (Four)
<b>Relationship with other Directors, Manager and other KMP of the Company</b>	Son of Mr. Lakshmi Niwas Bangur (Chairman) and Brother of Ms. Sheetal Bangur (Director)

## Road Map of Venue for Extra-Ordinary General Meeting

