



KIRAN VYAPAR LIMITED

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

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

Website: www.lnbgroup.com, CIN : L51909WB1995PLC071730

NOTICE

Notice is hereby given that the 28th (Twenty-Eighth) Annual General Meeting of the Members of KIRAN VYAPAR LIMITED will be held on Thursday, the 26th day of September, 2024 at 12:30 P.M., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 including the Audited Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - b. The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 including the Audited Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2024.
3. To appoint a director in place of Ms Sheetal Bangur (DIN: 00003541), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
4. To appoint M/s V. Singhi & Associates, Chartered Accountants, (Firm Regn. No. 311017E), as the Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of 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 V. Singhi & Associates, Chartered Accountants, (Firm Registration Number: 311017E), as Statutory Auditors of the company for the period of 3 (Three) years from conclusion of 28th Annual General Meeting till the conclusion of 31st Annual General Meeting to be held for FY 2026-27.

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 and conditions 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."

SPECIAL BUSINESS

5. **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 (4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, as amended from time to time, and pursuant to the consent of the Audit Committee and Board of Directors of the Company, and subject to such approval(s), consent(s), and permission(s) as may be

necessary from time to time, consent of the members be and is hereby accorded to the following related party contract(s)/ arrangement(s)/ transaction(s), to be entered with the following Related Parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations, from the date of the conclusion of ensuing Annual General Meeting upto the date of the next Annual General Meeting to be held for the financial year 2024-25, subject to the same being carried out in ordinary course and on an arm's length basis and , notwithstanding the fact that the contracts/transactions with each such Related Party, during the financial year, in aggregate, may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements, or any other materiality threshold, as may be applicable, from time to time, under the Listing Regulations.

Sl. No.	Name of the Related Party	Nature of Relationship	Nature and Particulars of Transaction	Maximum value of Transaction upto the next AGM for the FY 24-25 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	300
4	The General Investment Company Limited	Group	Granting of Loans	75
5	LNB Renewable Energy Limited	Associate	Granting of Loans	100
6	Navjyoti Commodity Management Services Limited	Group	Granting of Loans	25
7	Placid Limited	Associate	Availing of Loans	500
8	Sidhidata Tradecomm Limited	Group	Availing of Loans	300
9	The Peria Karamalai Tea & Produce Company Ltd.	Group	Availing of Loans	100
10	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. Shreeyash Bangur, Managing Director (DIN: 00012825) of the Company, be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the company and subject to such approvals as may be required, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company for a period not exceeding five financial years commencing from 1st April, 2024, of an amount not exceeding 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner prescribed in Section 198 of the Companies Act, 2013 subject to a ceiling of Rs. 2,50,000/- in case of each such director in each financial year, in addition to the fee payable to such Directors for attending the meetings of the Board and/or Committee thereof and reimbursement of expenses for participation in the Board and/or other meetings.

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

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

Place : Kolkata
Date : 23.08.2024

(Pradip Kumar Ojha)
Company Secretary

NOTES:

1. Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020, read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated September 25, 2023 and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2024/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 28th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the venue of the AGM shall be deemed to be the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata-700022.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (“said SEBI Circular”) issued by the Securities and Exchanges Board of India (“SEBI”) the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to cast vote through remote e-voting as well as vote at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at kolkata@vinodkothari.com.
4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting.
7. In line with the said Circulars issued by the MCA and SEBI, the Annual Report for the financial year ended 31st March, 2024 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith including Notice of the 28th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the 28th AGM and the Annual Report for the financial year 2023-2024 will also be available on the Company’s website <https://www.lnbgroupp.com/kiran/annual-reports.php> and website of the Stock Exchange i.e BSE Ltd. at www.bseindia.com. The Notice of the AGM shall also be available on the website of CDSL at www.evotingindia.com.

8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
9. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Recorded transcript of the Meeting shall be uploaded on the Website of the Company and same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be place of the Meeting for the purpose of recording of the minutes of the proceeding of this AGM.
11. Information to Members pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) in respect of Director seeking appointment/ re-appointment at the Annual General Meeting is furnished as **Annexure-A** to the Notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from **20th September, 2024 to 26th September, 2024 (both days inclusive)** for determining the name of members eligible for dividend on equity shares, if declared at the Meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those Members whose names stand registered on the Company's Register of Members –
 - a) as Beneficial Owners as at **19th September, 2024** as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company on or before **19th September, 2024**.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the shareholders are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (in case of shares held in demat mode). Members holding shares in physical form can submit such details by sending an email to the Registrar & Share Transfer Agent (RTA) of the Company at mdpldc@yahoo.com or click on the following link : mdpl.in/form
 - a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at mdpldc@yahoo.com Or click on the following link : mdpl.in/form. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 - b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting at mdpldc@yahoo.com Or click on the following link : mdpl.in/form
15. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
16. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
17. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form.
18. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

19. SEBI, vide its circular dated 3 November, 2021 (subsequently amended by circulars dated 14 December, 2021, 16 March, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April, 2024, only upon furnishing all the aforesaid details in entirety. If a Member updates the above mentioned details after 1 April, 2024, then such Member would receive all the dividends etc. declared during that period (from 1 April, 2024 till the date of updation) pertaining to the shares held after the said updation automatically.
20. National Electronic Clearing Service (NECS):
- (a) SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form.
 - (b) The Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s Maheshwari Datamatics Private Limited at email id mdpldc@yahoo.com. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - (c) Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited cannot act on request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
21. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 at mdpldc@yahoo.com. Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
22. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. In terms of Regulation 40 of the SEBI Listing Regulations, listed companies are not allowed to process a request of transfer of shares held in physical form. Accordingly, Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
23. To support the green initiative, the Members who have not registered their e- mail addresses are requested to register the same with the Company's RTA at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form.
24. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form.

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

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

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- (b) The Registrar & Share Transfer Agents of the Company (RTA) at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form
26. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the meeting, so as to enable the Company to keep the information ready at the Meeting.
27. Members wishing to claim dividend which remain unclaimed are requested to correspond with the Company or RTA of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund.
28. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transfer to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Therefore, the dividend declared for the Financial Year ended March 31, 2016 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
29. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the website of the Company viz., www.lnbgroupp.com/kiran. Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Company or RTA of the Company.

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

Financial Year	Date of Declaration of Dividend	Due Date for transfer to IEPF
2016-2017	14.09.2017	21.10.2024
2017-2018	14.09.2018	20.10.2025
2018-2019	09.09.2019	16.10.2026
2019-2020	28.09.2020	04.11.2027
2020-2021	24.09.2021	31.10.2028
2021-2022	24.09.2022	31.10.2029
2022-2023	26.09.2023	02.11.2030

The final dividend for the Financial Year ended March 31, 2017 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please note that the due date for transferring the unclaimed final dividend for the Financial Year ended March 31, 2017 to Investor Education and Protection Fund is 21st October, 2024, Shareholders, who have not yet encashed their final dividend for the Financial Year ended March 31, 2017 or any subsequent Financial Years are requested to make their claim to the Company / Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2024 on the website of the Company www.kvl@lnbgroup.com.

30. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly, the Company has transferred on due dates the shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") upto the financial year 2015-16. However, during the financial year 2023-24, the company had transferred 1569 underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account.
31. The Company published notice in newspapers and also send a individual intimations to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.
32. Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
33. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
34. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.
35. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL), For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency.

The Instruction of Shareholders for E-voting and joining Virtual Meeting are as under

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

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

- (i) The voting period begins on Monday, 23rd September, 2024 at 9:00 A M and ends on Wednesday, 25th September, 2024. 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 Thursday, 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-

Type of shareholders	Login Method
	<p>directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <KIRAN VYAPAR LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; kolkata@vinodkothari.com and to the Company at the email address viz: kvl@lnbgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request between 19th September, 2024 to 23rd September, 2024 mentioning their name, demat account number/folio number, email id, mobile number at kvl@lnbgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at kvl@lnbgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to RTA email id at 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

36. Any person who acquire shares and become the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA.
37. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 19th September, 2024. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
38. The Board of Directors of the Company at their meeting held on 22nd July, 2024 has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting at the Annual General Meeting in fair and transparent manner.
39. During the AGM, The Chairman shall formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote evoting. Voting at the AGM shall be kept open for a period of 30 minutes after the AGM ends.
40. Scrutinizer shall, after the 30 minutes of conclusion of the Meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 2(Two) working days from the conclusion of the Meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
41. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lnbgroupp.com/kiran and on the website of CDSL www.evotingindia.com and shall also be displayed on the Notice Board of the company at its Registered Office. Further, immediately after the declaration of result by the Chairman or a person authorized by him in writing shall communicate to BSE Limited.

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice dated 23rd August, 2024

Item No. 4.

The members of the Company at the 26th Annual General Meeting ('AGM') of the Company had approved the re-appointment of M/s B. Chhawchharia & Co, Chartered Accountants, (Firm Registration Number: 305123E) as the Statutory Auditors of the Company for a terms of 2 (two) years from the conclusion of 26th Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company. They will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of this AGM.

Pursuant to 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, M/s B. Chhawchharia & Company are ineligible for re-appointment as statutory auditors, as having already completed three years as statutory auditors of the Company.

The Board of Directors of the Company at its meeting held on 23rd August, 2024, on the recommendation of the Audit Committee, has recommended the appointment of M/s V. Singhi & Associates, Chartered Accountants, (Firm Registration Number: 311017E) as the Statutory Auditors of the Company for a period of 3 (three) years from the conclusion of 28th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company to be held in calendar year 2027, subject to the approval of members at the 28th Annual General Meeting of the Company, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

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 V. Singhi & Associates, Chartered Accountants, (Firm Registration Number: 311017E) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Pursuant to section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, M/s V. Singhi & Associates, Chartered Accountants, (Firm Registration Number: 311017E), 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).

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

Particulars	Details
1. Proposed fees payable to the Statutory Auditor(s).	Rs. 3,60,000 (Three lakhs Sixty Thousand) including tax fees audit and excluding plus applicable taxes, Certification charges and out of pocket expenses for the FY 2024-25.
2. Terms of appointment	3 (Three) years (from the conclusion of the 28th AGM till the conclusion of 31st AGM).
3. Material changes in the fee payable to new Statutory Auditor(s) from that paid to the outgoing auditor along with the rationale for such change	<p>There are no material changes in the remuneration proposed to be paid to the M/s. V. Singhi & Associates, Chartered Accountant, for the statutory audit to be conducted for the financial year ending 31st March, 2025 vis-à-vis the remuneration paid to M/s. B Chhawchharia & Co., the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended 31st March, 2024.</p> <p>The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.</p>

4. Basis of recommendation for appointment	M/s. V. Singhi & Associates is one of the leading Chartered Accountant firms in India registered with The Institute of Chartered Accountants of India (ICAI). Given the nature, size and spread of the Company's operations, it is required to have competent audit firm as the Statutory Auditors of the Company. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligibility criteria as prescribed under the Act, and the applicable Rules made thereunder.
5. Credentials of the proposed Statutory Auditor	M/s V. Singhi & Associates, Chartered Accountants, was established on 1977 having Firm's ICAI Registration Number 311017E and empanelled with Comptroller & Auditor General Empanelment No.: CA1150, Reserve Bank of India, Serious Fraud Investigation Office, Indian Banks' Association, Securities and Exchange Board of India, Narcotics Control Bureau and several other Government and non-Government Agencies. At present, the firm has 21 partners and more than 50 qualified staffs including Cost Accountants, Company Secretaries and more than 400 paid staffs including interns. The firm render services to Fortune 500 Companies, Multi- national Companies, Banking & Finance Companies, Government Organisations and Start-up Entities. V. Singhi & Associates core areas include Accounting, Forensic Accounting and Investigation, Audit and Assurance, Virtual CFO Role, Taxation (including Income Tax & Goods and Service Tax), Valuations, Due-diligence, Compliance Services, Insolvency Services and Transaction Advisory.

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

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

Item No. 5.

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

SEBI vide its circular dated 8th April 2022, has clarified that in case of the omnibus shareholders' approval for material RPTs, the resolution approved in an AGM shall be valid upto the date of the next AGM or a period not exceeding fifteen months. The approval of the Members of the Company for Omnibus Material Related Party Transaction was obtained through an Ordinary Resolution at the 27th Annual General Meeting held on 26th September, 2023, which is valid till the date of ensuing AGM.

Further, the aggregate value of the transactions with a related party are likely to exceed the aforesaid materiality limit during the Financial Year 2024-25, as per the last audited financial statements of the Company and may continue till the conclusion of Annual General Meeting for the said Financial Year 2024-25. Therefore, the said transactions would be considered to be material related party transactions for the purpose of provisions of Regulation 23 of Listing Regulations and thus, requires the approval of the Members of the Company through an Ordinary Resolution. Accordingly, the approval of Members is sought to renew the limits of RPTs through Ordinary Resolution at the ensuing 28th Annual General Meeting to be held on 26th September, 2024. It is hereby clarified that the approval by the shareholders, of transactions within specified limits, upto the next AGM, is without prejudice to the need for the Audit Committee to approve, authorize and review transactions on a financial year basis. The Audit Committee and the Board of Directors have reviewed the terms & conditions of these transactions and recommended to the Members for their approval by way of an Ordinary Resolution.

Details in respect of the related party transactions as per Securities and Exchange Board of India circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated 22nd November, 2021 are specified below:

Sl No	Details									
Particulars	Shree Krishna Agency Limited	Placid Limited	Maharaja Shree Umaid Mills Limited	The General Investment Company Limited	LNB Renewable Energy Limited	Navyoti Commodity Management Services Limited	Placid Limited	Sidhidata Tradecomm Limited	The Peria Karamalai Tea & Produce Company Limited	LNB Renewable Energy Limited
1. Name of the Related Party										
2. Name of Director(s) or Key Managerial Personnel who is related	1. Mr. Lakshmi Niwas Bangur 2. Ms. Sheetal Bangur 3. Mr. Yogesh 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. Shreeyash Bangur 2. Ms. Sheetal Bangur 3. Mr. Yogesh Bangur	1. Shreeyash 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	Associate	Group	Group	Associate
4. Monetary Value (Max. Amount – Rs in Crores)	250	500	300	75	100	25	500	300	100	100
5. Nature of the transaction	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
6. Tenure of the Transaction	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25	From the date of 28th AGM till the date of next AGM to be held for the FY 24-25
7. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, 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 State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand (as linked to underlying business exigency) at the interest rate not lower than prevailing bank lending rates as declared by State Bank of India from time to time.	Unsecured working capital / Term Loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and comparable rates from time to time.	Unsecured working capital / Term Loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and comparable rates from time to time.	Unsecured working capital / Term Loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and comparable rates from time to time.	Unsecured working capital / Term Loan repayable on demand at the maximum interest rate to be decided on the basis of prevailing market conditions and comparable rates from time to time.
8. Whether Financial indebtedness is incurred to make or give loan	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

SI No		Particulars										Details									
9.	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for 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 / 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 / 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 / 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.	
10.	Material terms of the contract/ transaction	1. Granting of loans: The material terms of transactions (including tenure of loan, interest rates, security interest to be created, etc.) will be decided by the Board 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.																			
11.	Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year 2023-24, that is represented by the value of the proposed transaction	2.70 Times	5.40 Times	3.24 Times	0.81 Times	1.08 Times	0.27 Times	5.40 Times	3.24 Times	1.08 Times	3.24 Times	1.08 Times	1.08 Times	3.24 Times	1.08 Times	1.08 Times	1.08 Times	1.08 Times	1.08 Times	1.08 Times	
12.	Percentage of the listed entity's Subsidiary annual standalone turnover, for the immediately preceding financial year 2023-24, that is represented by the value of the proposed transaction (in case of RPT involving a Subsidiary)	61.88 Times	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	

		Details									
Sl No	Particulars	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
13.	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
14.	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	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. 5 of the Notice for approval by the members.

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

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

Item No. 6

The Members at the 22nd Annual General Meeting held on 9th September, 2019 approved payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) annually for a period not exceeding five financial years commencing from 1st April, 2019 an amount not exceeding 1% (one percent) of the net profits of the Company, computed in the manner prescribed in Section 198 of the Companies Act, 2013 subject to a ceiling of Rs. 2,50,000/- in case of each such director in any financial year. The said approval is expiring during the Financial Year 2024-2025.

Further, in order to comply with the provisions of Section 149(9) read with Section 197 of the Companies Act, 2013 and also the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to seek fresh consent of the Members by way of special resolution for payment of remuneration to the Non-Executive Directors (including Independent Directors) annually for each of the five financial years by way of commission @ 1% (one percent) of the net profits of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013 and subject to a ceiling of Rs. 250,000/- in case of each such Director in any financial year for a period of five financial years commencing from April 1, 2024, in addition to the fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings. The above-mentioned commission will be distributed amongst all or some of the above-mentioned Directors in accordance with the directions given by the Board of Directors and/or Committee thereof and subject to any other applicable requirements under the Companies Act, 2013.

The Board recommends the resolution to be passed as Special Resolution by the members.

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

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

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

**Place : Kolkata
Date : 23.08.2024**

**(Pradip Kumar Ojha)
Company Secretary**

ANNEXURE – ‘A’

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

Name	Ms. Sheetal Bangur
Date of Birth	17.12.1974
DIN	00003541
Qualification	Post Graduate in Commerce and Business Administration
Date of Appointment	27.03.2015
Expertise in Specific functional areas	Industrialist
Terms and condition of appointment/ re-appointment	Director liable to retire by rotation and eligible for re-appointment
Remuneration last drawn by such person, if applicable (in Lacs)	Rs.2.90 Lakhs (Sitting Fees and Commission)
List of Directorship held excluding alternate directorship	<ol style="list-style-type: none"> 1. Placid Limited 2. Apurva Export Private Limited 3. Samay Industries Limited 4. Amalgamated Development Limited 5. Eminence Cropfield Private Limited 6. LNB Renewable Energy Limited 7. LNB Solar Energy Private Limited 8. LNB Wind Energy Private Limited 9. Palimarwar Solar House Private Limited 10. Palimarwar Solar Project Private Limited 11. Jagatguru Greenpark Private Limited 12. The Kishore Trading Company Limited
Listed entities from which the director had resigned from directorship in last 3 years	-
Chairman /Member of the Committees of the Board	Nil
Chairman / Member of the Committees of the Board of Directors of the Other Companies	Nil
Shareholding in the Company	28888
Details of Remuneration sought to be paid	Sitting fees, commission and reimbursement of expenses, if any, as per Nomination and Remuneration Policy of the Company.
No. of Board Meetings attended during Financial Year 2023-2024	1
Relationship with other Directors	Daughter of Shri Lakshmi Niwas Bangur, Chairman and Sister of Mr. Shreeyash Bangur, Managing Director.