



KIRAN VYAPAR LIMITED

Registered Office : KRISHNA, 7thFloor, 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 the Twentieth (20th) Annual General Meeting of the Members of **KIRAN VYAPAR LIMITED** will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700 033 on Tuesday, the 27th day of September, 2016 at 1.30 p.m. to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
- To declare dividend on Equity Shares for the financial year ended 31st March, 2016.
- 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.
- To ratify the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting (2016-17) of the Company and to authorize the Board of Directors to fix their remuneration 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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, as amended from time to time, the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company, be and is hereby ratified for conducting the statutory audit for the financial year 2016-17, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (the “Act”) read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract or arrangement with the following related parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI LODR, during the financial year 2016-17 and thereafter, up to the maximum amount, as mentioned below on such terms and conditions as the Board of Directors may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Relationship	Nature and Particulars of Transaction	Value of Transaction Max. Amount (₹ in crores)
1.	Shree Krishna Agency Limited	Subsidiary	Granting of Loans	25.00
2.	Subhprada Greeneries Pvt. Ltd.	Subsidiary	Granting of Loans	10.00
3.	Placid Limited	Associate	Granting of Loans	50.00
4.	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	75.00
5.	Navjyoti Commodity Management Services Limited	Group	Granting of Loans	50.00
6.	M. B. Commercial Co. Ltd.	Group	Granting of Loans	10.00
7.	The General Investment Co. Ltd.	Group	Granting of Loans	25.00
8.	Placid Limited	Associate	Availing of Loans	50.00

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 23(8) of the SEBI LODR, all the existing related party transactions with the aforesaid related parties entered into by the Company prior to December 1, 2015, being the date of notification of the LODR and which are being continued after the said date, be and are hereby ratified by the members of the Company.

RESOLVED FURTHER THAT Mr. Lakshmi Niwas Bangur, Director, Mr. Shreeyash Bangur, Managing Director, Ms. Sheetal Bangur, Director, be and are hereby singly and 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, finalise the terms and conditions 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. 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, be and is hereby accorded for the re-appointment of Mr. Shreeyash Bangur (DIN: 00012825) as Managing Director of the Company for a period of 3(three) years with effect from 4th November, 2016 on such terms and conditions including remuneration as set out in the Explanatory Statement.”

“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 of Directors

**Place : Hyderabad
Date : 09.08.2016**

**Aakash Jain
Company Secretary**

**Regd Off. : Krishna, 7th Floor
224, A.J.C. Bose Road
Kolkata – 700 017
CIN : L51909WB1995PLC071730
E.mail : kvl@lnbgroup.com
Website : www.lnbgroup.com**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERALMEETING 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 OFTHE 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 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 AGM.
7. Members who require communication in physical form in addition to e-communication, may write to us at 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 Director seeking re-appointment at the Annual General Meeting is furnished as **Annexure-A** to the Notice.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016** (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
10. 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 Annual General Meeting.
11. Members may note that the Notice of the Meeting and Annual Report of the Company for the year ended 31st March, 2016 is available on the Company's website www.lnbgroup.com/kiran
12. 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 Annual General Meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid **on or after 27th September, 2016** to those Members whose names stand registered on the Company's Register of Members—
 - a) as Beneficial Owners as at 20th September, 2016 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 **20th September, 2016**.
14. 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.
15. 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.
16. 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.
17. 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') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
18. National Electronic Clearing Service (NECS):
 - (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA') M/s Maheshwari Datamatics Private Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA can not act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
19. 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, 6, Mangoe Lane, 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.

20. 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. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. 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.
21. 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.
22. 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.

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

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

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - (b) The Registrar & Share Transfer Agents of the Company (RTA)
23. 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. Members are also requested to bring their copy of Annual Report at the meeting.
 24. 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.
 25. Electronic copies of the Annual Report including Notice of the 20th Annual 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 copies of the Annual Report including Notice of the 20th Annual 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.
 26. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) 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 Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 30th September, 2015 (date of the last Annual General Meeting) on the website of the Company viz., www.lnbgrou.com/kiran and on the website of the Ministry of Corporate Affairs. Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Share Department of the Company at its Registered Office.

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
2013-2014	10.09.2014	10.09.2021
2014-2015	30.09.2015	30.09.2022

27. 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 ballot or 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 **24th September, 2016 at 10.00 A.M. and ends on 26th September, 2016 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 **20th September, 2016**, 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.
 - (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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. ● 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (v).

- (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 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.
 - 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 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, under help section or write an email to 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
- (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 **20th September, 2016**. 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 9th August, 2016 has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process/ Ballot/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 ballot or 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 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 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. 5:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (which were notified w.e.f December 1, 2015.), requires all existing material related party contracts or arrangements entered into by the Company with its related parties by the Company with its related parties prior to the said date of notification of these regulations and which may continue beyond such date, to be placed for the approval of the shareholders in the first General Meeting to be held subsequent to that date. It is to be noted here that the Company has entered into the transactions with the related parties mentioned in the table below in similar terms and conditions mentioned thereon. It is also to be noted that these transactions were entered into in the ordinary course of business of the Company and were also at arm's length basis which shall be continuing as such in the subsequent years also.

Further, the aggregate value of these transactions is likely to exceed ten percent of the annual consolidated turnover of the Company during Financial Year 2016-17 as per the last audited financial statements of the Company and may exceed such threshold limits in the subsequent years based on the financials applicable for the respective years. Therefore, the said transactions would be considered to be material related party transactions for the purpose of provisions of Regulation 23 of SEBI LODR and thus, requires the approval of the Members of the Company through an Ordinary Resolution.

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 Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are specified below:

Sl.No.	Particulars	Details							
1	Name of the Related Party	Shree Krishna Agency Ltd	Subhprada Greeneries Pvt Ltd	Placid Ltd	Placid Ltd	Maharaja Shree Umaid Mills Ltd	Navjyoti Commodity Management Services Ltd	M. B. Commercial Co. Ltd.	The General Investment Co. Ltd.
2	Name of Director(s) or Key Managerial Personnel who is related	Lakshmi Niwas Bangur	Shreeyash Bangur	Lakshmi Niwas Bangur Sheetal Bangur	Lakshmi Niwas Bangur Sheetal Bangur	Lakshmi Niwas Bangur Alka Devi Bangur	Shreeyash Bangur Sheetal Bangur	Lakshmi Niwas Bangur	Lakshmi Niwas Bangur
3	Nature of Relationship	Subsidiary	Subsidiary	Associate	Associate	Group	Group	Group	Group
4	Monetary Value (Max Amt) (Rs in Crores)	25	10	50	50	75	50	10	25
5	Nature of the transaction	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans
6	Duration of the contract	2016-17 and thereafter	2016-17 and thereafter	2016-17 and thereafter	2016-17 and thereafter	2016-17 and thereafter	2016-17 and thereafter	2016-17 and thereafter	2016-17 and thereafter
7	Material terms of the contract/ transaction	The material terms of transactions will be decided by the Board of both the Companies mutually and the Loan shall be at a rate of interest not lower than the prevailing bank rate as declared by Reserve Bank of India from time to time.							
8	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9	Any other information relevant or for the Members to make a decision on the proposed transactions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company. The Board, therefore, recommends the Resolution set out at Item No. 5 of the Notice for the approval of the Members in terms of Regulation 23 of the SEBI LODR and applicable provisions of Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMPs), except to the extent of their shareholding, of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

Members are also hereby informed that pursuant to Regulation 23 of SEBI LODR, all the related parties to the Company shall abstain from voting in this resolution.

Item No. 6

Mr. Shreeyash Bangur [DIN: 00012825] was appointed as the Managing Director of the Company in the meeting of the Board held on 4th November, 2013 for a term of 3 years with effect from 4th November, 2013, which was approved by the shareholders in the 18th Annual General Meeting of the Company held on 10th September, 2014. The said term is expiring on 3rd November, 2016.

Members of the Company are aware that Mr. Shreeyash Bangur [DIN: 00012825] is Msc.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. Therefore, it is desirable that Mr. Shreeyash Bangur should continue to lead the Company as Managing Director for a further period of 3 years w.e.f. November 4, 2016.

The Board of Directors of the Company other than Mr. Lakshmi Niwas Bangur, in the meeting held on 30th May, 2016, unanimously decided to re-appoint Mr. Shreeyash Bangur [DIN: 00012825] as Managing Director with effect from 4th November, 2016 for a period of 3 years, subject to approval of the members in the ensuing Annual General Meeting.

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

Terms and Conditions:

1. Mr. Shreeyash Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure; for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mr. Shreeyash Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to him by the Company, for the purpose of carrying out his above duties. Mr. Shreeyash Bangur shall have power to visit the Registered Office and other offices at various places, to have meetings, deliberations and negotiations with Banks/Institutions, Government Authorities and others concerned as and when needed for the purpose of discharging his duties as above.
3. Mr. Shreeyash Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned, in respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mr. Shreeyash Bangur while being away from his normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging his duties.
5. Any actual expenses on travel, staying in hotel etc. and any other expenses incurred by Mr. Shreeyash Bangur for the purpose of carrying out his duties as above, will be reimbursable to him or payable to the party concerned by the Company.
6. Mr. Shreeyash Bangur, while he continues to hold the office as Managing Director, in his capacity as Director of the Company, shall not be subject to retirement by rotation under Section 152 of the Act and he shall not be reckoned as a Director for the purpose of determining the number of directors liable to retire by rotation, but he shall ipso facto and immediately cease to be the Managing Director, if for any reasons he ceases to hold office as Director of the Company.
7. Since prior to re-appointment of Mr. Shreeyash Bangur in capacity of the Managing Director with effect from November 4, 2016, he has remained in the services of the Company, he shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
8. The terms and conditions as to the remuneration of Mr. Shreeyash Bangur for his re-appointment as Managing Director, as recommended by the Nomination and Remuneration Committee are as follows:
 - I. **Term:** The tenure of appointment of the Managing Director shall be for a period of 3 years commencing from 4th November, 2016.
 - II. **Salary:** Rs. 1,20,000 (Rupees one lakh twenty thousand 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. 1,20,000 to Rs. 1,50,000/-.

III. Commission: Commission on net profits of the Company in each year computed in accordance with Section 198 of the Companies Act, 1956, subject to such limit as may determine by the Board of Directors.

IV. 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.

V. 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.

VI. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

VII. 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.

VIII. The Managing Director shall not be subject to retirement by rotation while he continues in office.

IX. The appointment of three years may be terminated by either party by giving three months' notice in writing to the other party.

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 therefore recommends the resolution as set out in Item No.6 for approval of the members as Special Resolution.

By Order of the Board of Directors

**Place : Hyderabad
Date : 09.08.2016**

**Aakash Jain
Company Secretary**

**Regd Off. : Krishna, 7th Floor
224, A.J.C. Bose Road
Kolkata – 700 017
CIN : L51909WB1995PLC071730
E.mail : kvl@lnbgroup.com
Website : www.lnbgroup.com**

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 of Director	Ms. Sheetal Bangur (DIN : 00003541)	Mr. Shreeyash Bangur (DIN: 00012825)
Age / Date of Birth	43 years / 17.12.1973	36 years / 01.06.1980
Date of First Appointment on the Board	27.03.2015	04.11.2013
Expertise in Specific functional areas	Industrialist	Industrialist
Qualifications	Post Graduate in Commerce and Business Administration	MSc. In Engineering and Business Management from the University of Warwick, U.K.
Terms and condition of appointment / re-appointment	Non-Executive Director	Managing Director
Remuneration last drawn by such person, if applicable	Rs. 20,000/- as Sitting Fees and Rs. 72,166/- as Commission	Rs. 33,96,773/-
List of directorship held excluding alternate directorship	<ol style="list-style-type: none"> 1. The Swadeshi Commercial Company Limited 2. Apurva Export Private Limited 3. Samay Industries Limited 4. Navjyoti Commodity Management Services Ltd 5. Placid Limited 6. Eminence Cropfield Private Limited 7. LNB Renewable Energy Private Limited 8. LNB Solar Energy Private Limited 9. Palimarwar Solar House Private Limited 10. Palimarwar Solar Project Private Limited 11. Jagatguru Greenpark Private Limited 12. Amalgamated Development Ltd 13. The Kishore Trading Company Limited 14. The General Investment Company Limited 15. LNB Wind Energy Pvt. Ltd. 	<ol style="list-style-type: none"> 1. The Peria Karamalai Tea And Produce Co. Ltd. 2. Navjyoti Commodity Management Services Ltd. 3. Sidhidata Tradecomm Ltd. 4. Sidhidata Solar Urja Ltd. 5. Jubilee Hills Residency Ltd. 6. Golden Greeneries Pvt. Ltd. 7. LNB Renewable Energy Pvt. Ltd. 8. Sarvadeva Greenpark Pvt. Ltd. 9. Subhprada Greeneries Pvt. Ltd. 10. Satyawatche Greeneries Pvt. Ltd. 11. Parmarth Wind Energy Pvt. Ltd. 12. Palimarwar Solar Project Pvt. Ltd. 13. Eminence Agrifield Pvt. Ltd. 14. Manifold Agricrops Pvt. Ltd. 15. Yasheshvi Greenhub Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Other Companies	Nil	Nil
No. of Equity shares held in the Company	Nil	553000
Relationship between the Directors, Managers, and the Key Managerial Personnel	Daughter of Mr. Lakshmi Niwas Bangur, Director and sister of Mr. Shreeyash Bangur, Managing Director	Son of Mr. Lakshmi Niwas Bangur Director and brother of Ms. Sheetal Bangur, Director
Number of Meetings of the Board attended during the year	1 (One)	5 (Five)

Road Map of Venue of 20th Annual General Meeting

