

# Kherapati Vanijya Limited

21, Strand Road, Kolkata – 700 001

Phone: 2230-9601(4 Lines), 2210-4827

Telefax: 033-2210-6167

Website: [www.kherapativanijya.com](http://www.kherapativanijya.com)

E-Mail: [kvl@bangurgroup.com](mailto:kvl@bangurgroup.com)

CIN: L51109WB1982PLC034908

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## NOTICE

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of Kherapati Vanijya Limited will be held on Thursday, the 22<sup>nd</sup> September, 2022 at 11.30 A.M. at 21, Strand Road, Kolkata – 700 001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Vinita Bangur (DIN:01140985), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To confirm appointment of M/s P.D. Randar & Co., Chartered Accountants, having Firm Registration No.319295E, as Statutory Auditors of the Company, appointed by the Board to hold office for a period of five consecutive years commencing from the conclusion of 39<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of the 44<sup>th</sup> Annual General Meeting to be held in the year 2027, and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2023 and in this connection to consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s P.D. Randar & Co., Chartered Accountants, having Firm Registration No.319295E, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years commencing from the conclusion of 39<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 44<sup>th</sup> AGM to be held in the year 2027 at such remuneration as may be mutually agreed to by the Board (including its committee thereof) and the Auditors for the financial year ending 31<sup>st</sup> March, 2023.”

### **SPECIAL BUSINESS:**

4. To confirm appointment of Shri Kishan Gopal Lohia as a Director 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 Shri Kishan Gopal Lohia (DIN:00021344) who was appointed as a Director on the Board with effect from 12<sup>th</sup> August, 2022 under the provisions of section 161 of the Companies Act, 2013 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the said Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To confirm appointment of Shri Manish Kumar Bihani as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) , approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, consent of the members be and is hereby accorded to the appointment of Shri Manish Kumar Bihani (DIN:00914698), who was appointed as an additional and independent director and who has consented to act as an Independent Director and submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the said Act and the Listing Regulations, who is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5(Five) consecutive years from 12<sup>th</sup> August, 2022, not liable to retire by rotation.”

6. To confirm appointment of Shri Abhay Somani as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) , approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, consent of the members be and is hereby accorded to the appointment of Shri Abhay Somani (DIN:00257409), who was appointed as an additional and independent director and who has consented to act as an Independent Director and submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the said Act and the Listing Regulations, who is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5(Five) consecutive years from 12<sup>th</sup> August, 2022, not liable to retire by rotation.”

7. To re-appoint Smt. Pushpa Devi Bangur as Chief Executive Officer 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 section 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Smt. Pushpa Devi Bangur be and is hereby re-appointed as Chief Executive Officer of the Company with effect from 12<sup>th</sup> August, 2022.

FURTHER RESOLVED THAT Smt. Pushpa Devi Bangur voluntarily chose not to receive any remuneration for her services rendered to the Company.”

8. To re-appoint Shri Ajit Kumar Jha as Chief Financial Officer 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 section 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Shri Ajit Kumar Jha be and is hereby re-appointed as Chief Financial Officer of the Company with effect from 12<sup>th</sup> August, 2022 on the following remuneration with other terms and conditions as under:

|      |                         |   |  |
|------|-------------------------|---|--|
| i)   | Basic Salary            | : | Rs.59,000/- (Rupees Fifty Nine Thousand only) per month with such yearly increments effective from April every year or otherwise as the Board may, from time to time, in its absolute discretion decide. |
| ii)  | House Rent Allowance    | : | 30% of Basic Salary.   |
| iii) | Medical Allowance       | : | 8.33% of Basic Salary.   |
| iv)  | Leave Travel Assistance | : | 8.33% of Basic Salary. Accumulable upto 2 years.   |
| v)   | Gratuity                | : | As per provision of the Payment of Gratuity Act, 1972.   |
| vi)  | Privilege Leave         | : | As per rules of the Company, accumulable upto 150 days. Unavailed leave not exceeding 150 days at the end of the tenure will be encashed.  |
| vii) | Others                  | : | As per Rules of the Company.   |

FURTHER RESOLVED THAT Shri Ajit Kumar Jha, Chief Financial Officer of the Company will also be entitled for reimbursement of actual expenses incurred by him in connection with the Company's business and such other benefits / amenities and privileges as may, from time to time, be determined by the Board of Directors of the Company.

FURTHER RESOLVED THAT in the event of there being no profit or inadequacy of profits for any financial year, Shri Ajit Kumar Jha shall be entitled to the above remuneration as minimum remuneration.”

9. To approve existing and to authorize Board to enter into material related party transactions 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the course of purchase and/or sale of assets / investments / stock-in-trade / other assets including leasing of office space or rendering of services, appointment of any agent for purchase or sale of goods, materials, services or property, related party's appointment to any office or place of profit in the company, its subsidiary company or associate company or underwriting the subscription of any securities or derivatives thereof or transfer of any resources, services or obligations to meet its business objectives / requirements (“Related Party Transactions”) so however that the total value of transactions with the related parties does not

exceed Rs.200 crores (Rupees Two Hundred Crores) in any financial year as set out in the explanatory statement annexed to the notice convening this meeting, for five financial years commencing from the financial year 2022-23 provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation / renegotiation / modification / ratification / amendments to or termination thereof, of the subsisting arrangements / transactions / contracts or to enter into any future arrangements / transactions / contracts and to make or receive / pay monies or to perform all other obligations in terms of such arrangements / transactions / contracts with the related parties.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and execute such contracts, agreements, documents and writings and to delegate any part of the authority herein to any Committee or director or officer of the Company and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

Registered Office:  
21, Strand Road,  
Kolkata – 700 001

By order of the Board

Date: 12<sup>th</sup> August, 2022

(Sneha Mundhra)  
Company Secretary

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A 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 PAID-UP 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 SHAREHOLDER. A proxy form for the Annual General Meeting is enclosed. A Member may vote either for or against each resolution.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 16<sup>th</sup> September, 2022 to 22<sup>nd</sup> September, 2022 (both days inclusive).
3. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Niche Technologies Pvt. Ltd. is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 3A, Auckland Place, 7<sup>th</sup> Floor, Room No.7A & 7B, Kolkata – 700017. ISIN of the Company is **INE368T01013**.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and its Registrar and Transfer Agent (RTA), Niche Technologies Pvt. Ltd. (NTPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease of portfolio management. The Company has made arrangements with NSDL and CDSL to offer facility of dematerialisation of securities to its shareholders. The ISIN allotted by the depositories to the Company is – **INE368T01013**. Members may contact their Depository Participant for assistance in this regard.
8. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Niche Technologies Private Limited at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com), to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

| <b>Type of holder</b> | <b>Process to be followed</b>  |                   |
|-----------------------|--|-------------------|
| Physical              | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Niche Technologies Private Limited either by email to <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a> or by post to 3A, Auckland Place, 7 <sup>th</sup> Floor, Room No.7A & 7B, Kolkata – 700017. |                   |
|                       | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode  | <b>Form ISR-1</b> |
|                       | Update of signature of securities holder   | <b>Form ISR-2</b> |
|                       | For nomination as provided in the Rules 19(1) of Companies (Share capital and debenture) Rules, 2014   | <b>Form SH-13</b> |
|                       | Declaration to opt out   | <b>Form ISR-3</b> |
|                       | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee   | <b>Form SH-14</b> |
|                       | Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form   | <b>Form ISR-4</b> |
| Demat                 | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.  |                   |

9. Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the details of such folios together with the share certificates to RTA, for consolidation into single folio.

10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Registrar Niche Technologies Pvt. Ltd. at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). The forms for updating the same are available at [www.kherapativanijya.com/](http://www.kherapativanijya.com/)  
Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).  
In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
11. Registers required under section 170 and 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
12. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2), in respect of directors seeking re-appointment / appointment at the AGM, is furnished as annexure to the Notice and forms part of the Notice.
13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under item nos.4 to 9 of the Notice is annexed hereto and forms part of the Notice.
14. SEBI vide circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has dispensed with the requirements to send hard copy of the annual reports to shareholders who have not registered their email addresses. However, shareholders may get the same upon request. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2021-22 will be available on the website of the Company viz. [www.kherapativanijya.com](http://www.kherapativanijya.com)
15. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is pleased to provide to the members the facility to exercise their right to vote at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**
16. Route Map to the venue of the meeting, Proxy Form and Attendance Slip are provided at the end of the Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on 19<sup>th</sup> September, 2022 at 9:00 A.M. and ends on 21<sup>st</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.15<sup>th</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15<sup>th</sup> September, 2022.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol> |

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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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.



|   |  |
|---|--|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p style="text-align: right;"><b>Kherapati Vanijya Limited</b></p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> |
|---|--|

**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. NSDL and CDSL.**

| Login type   | Helpdesk details   |
|--|--|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 |

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

**Manner of holding shares i.e. Demat Your User ID is:  
(NSDL or CDSL) or Physical**

- |   |   |
|---|---|
| <p>a) For Members who hold shares in demat account with NSDL.</p> | <p>8 Character DP ID followed by 8 Digit Client ID<br/>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p> |
|---|---|

b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Shri Mukesh Chaturvedi by e-mail to [esmukeshc@gmail.com](mailto:esmukeshc@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 15<sup>th</sup> September, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 15<sup>th</sup> September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [kvl@bangurgroup.com](mailto:kvl@bangurgroup.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [kherapativanijya@bangurgroup.com](mailto:kherapativanijya@bangurgroup.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**ANNEXURE TO THE NOTICE – EXPLANATORY STATEMENT**

As required by section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under item nos.2 to 9 of the accompanying Notice along with additional information and the brief resume of the directors recommended for re-appointment / appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)

**Item No.2**

**Smt. Vinita Bangur** (DIN:01140985) is a law abiding citizen of India born on 30.10.1976 and is a Non-Executive Director of the Company.

Smt. Bangur is a Science Graduate. She joined the Company's Board in 2015 and has appropriate skill, knowledge and experience in Corporate Management and also in the business carried on by the Company. Smt. Bangur has given a declaration that she is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and rules framed there under.

**Disclosure of *inter-se* relationships between directors and key managerial personnel**

Not related to directors. However, she is a relative of Smt. Pushpa Devi Bangur, CEO of the Company.

**No. of Board Meetings attended during FY 2021-22**

Five

**Listed Companies (other than this Company) in which she holds directorship and committee membership**

Directorship

Gloster Ltd.

Joonktollee Tea & Industries Ltd.

Committee Membership:

None

**Listed Companies (other than this Company) from which she has resigned in the past 3 years**

None

**Chairperson / Member of Committee(s) of the Board of the Company**

None

**Shareholding in the Company**

Holds 5.93% in the paid-up capital of the Company.

**Remuneration last drawn and proposed to be paid**

None

The Board recommends the resolution for approval of Members as set out in the Notice convening the Meeting.

Smt. Vinita Bangur is concerned in the Resolution of the accompanying Notice relating to her own re-appointment as a Director and Smt. Pushpa Devi Bangur, Chief Executive Officer is also interested in the resolution being a relative of Smt. Vinita Bangur. No other Director or Key Managerial Personnel (KMP) or their relatives are directly or indirectly, either financially or otherwise, concerned or interested in the Resolution.

**Item No.3:**

Under Section 139 of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of the Act. In line with the requirements of the Companies Act, 2013, J.P. Lakhota & Associates, Chartered Accountants having Firm Registration No.312061E, will be completing the maximum number of terms permitted under the Act at the ensuing 39<sup>th</sup> Annual General Meeting (AGM). The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017, notified on May 7, 2018.

The Audit Committee of the Company has proposed and the Board has recommended the appointment of M/s P.D. Randar & Co., Chartered Accountants having Firm Registration No.319295E as the statutory auditors of the Company to hold office for a period of 5(Five) consecutive years from the conclusion of the 39<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> AGM to be held in the year 2027 at a remuneration of Rs.15,000/- (Rupees Fifteen Thousand only) *plus* GST, as applicable and out of pocket expenses, if any, for the financial year ending 31<sup>st</sup> March, 2023. The first year of audit of the financial statements will be for the year ending March 31, 2023, which will include the review of the quarterly financial statements in respect of the said financial year for three quarters. M/s P.D. Randar & Co. have confirmed that their appointment, if approved, would be in accordance with the provisions of section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as auditors and that they satisfy the criteria required under the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

**Brief Profile of M/s P.D. Randar & Co.**

*"M/s P.D. Randar & Co. is registered with the Institute of Chartered Accountants of India vide Firm Registration No.319295E. It is one of the reputed Audit Firms based at Kolkata having a large client base. The Registered Office of the Firm is 13, Ganesh Chandra Avenue, 2<sup>nd</sup> Floor, Suite No.12, Kolkata-700013."*

No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

The shareholders are requested to assent to the proposed resolution.

**Item No.4**

The Board based on the recommendation of nomination and remuneration committee, appointed Shri Kishan Gopal Lohia as an Additional Director on the Board on 12<sup>th</sup> August, 2022, pursuant to section 161 of the Companies Act, 2013. He holds office of the Director upto the date of ensuing Annual General Meeting. He is a law-abiding citizen of India born on 19.01.1974.

Shri Kishan Gopal Lohia is a Commerce Graduate and a Cost Accountant (Intermediate). He has skill, knowledge and experience of more than 20 years in Corporate Accounts, Finance, Taxation, Audit, Legal and Management and also in the business carried on by the Company. Keeping in view his experience in Corporate Management, his appointment is considered to be of benefit to the Company and the members may approve his appointment. Shri Kishan Gopal Lohia has given his consent to act as director and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a Notice in writing from a member pursuant to section 160 of the Companies Act, 2013 signifying its intention to propose appointment of Shri Kishan Gopal Lohia for the office of Director.

**Age**

48 years

**Disclosure of *inter-se* relationships between directors and key managerial personnel**

Not related

**No. of Board Meetings attended during FY 2021-22**

NIL

**Companies including listed companies (other than this Company) in which he holds directorship and committee membership**

Directorship

Abhyudaya Developers Pvt. Ltd.

Cochin Estates Ltd.

Gloster Real Estates Pvt. Ltd.

Sudipta Traders Pvt. Ltd.

The Kamla Co. Ltd.

Wind Power Vinimay Pvt. Ltd.

Committee Membership:

NIL

**Listed Companies (other than this Company) from which he has resigned in the past 3 years**

None

**Chairman / Member of Committee(s) of the Board of the Company**

|                                       |            |
|---------------------------------------|------------|
| Audit Committee                       | - Member   |
| Nomination and Remuneration Committee | - Member   |
| Stakeholders Relationship Committee   | - Chairman |

**Shareholding in the Company**

NIL

**Remuneration last drawn and proposed to be paid**

None

The Board recommends the ordinary resolution for approval of Members as set out in the Notice convening the Meeting.

Shri Kishan Gopal Lohia is concerned in the Resolution of the accompanying Notice relating to his own appointment as a Director. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

**Item No.5**

The Board, based on the recommendation of the nomination and remuneration committee, appointed Shri Manish Kumar Bihani as an additional and independent director of the Company with effect from August 12, 2022, pursuant to Section 161 of the Companies Act, 2013. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Shri Manish Kumar Bihani to the office of independent director.

In the opinion of the Board, Shri Manish Kumar Bihani is a well-respected business leader who brings a wealth of experience and financial acumen to the Company’s Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity,

expertise and relevant proficiency, which will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The terms and conditions of appointment of the above Director shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

The Board, on August 12, 2022, appointed Shri Manish Kumar Bihani as an additional and independent director who holds office up to the ensuing AGM. The resolution seeks the approval of members for the appointment of Shri Manish Kumar Bihani as an independent director of the Company up to August 11, 2027 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

**Age**

52 years

**Disclosure of *inter-se* relationships between directors and key managerial personnel**

Not related.

**No. of Board Meetings attended during FY 2021-22**

NIL

**Companies including listed companies (other than this Company) in which he holds directorship and committee membership**

Directorship

Olympia (India) Pvt. Ltd.  
Saptarishi Estates Pvt. Ltd.  
Mangalam Products Pvt. Ltd.  
Satyam Ores Pvt. Ltd.  
Trupati Balaji Constructions Pvt. Ltd.  
Anjum Investments Pvt. Ltd.  
Visioncraft Industries (India) Pvt. Ltd.  
Vijay Luxmi Ltd.  
The Oriental Co. Ltd.  
Gandeshwari Impex Pvt. Ltd.  
Shree Ashtavinayak Minerals Pvt. Ltd.  
Gokul Infraproject Pvt. Ltd.  
Gokul Realcon Pvt. Ltd.  
Synthetic Moulders Ltd.  
Biobotic India Pvt. Ltd.  
Avanti Biotech Pvt. Ltd.

Committee Membership:

None

**Listed Companies (other than this Company) from which he has resigned in the past 3 years**

None

**Chairperson / Member of Committee(s) of the Board of the Company**

|                                       |            |
|---------------------------------------|------------|
| Audit Committee                       | - Chairman |
| Nomination and Remuneration Committee | - Chairman |
| Stakeholders Relationship Committee   | - Member   |

**Shareholding in the Company**

NIL



**Remuneration last drawn and proposed to be paid**

None

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a director by the members. Shri Manish Kumar Bihani's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Shri Manish Kumar Bihani, to whom the resolution relates, is interested in or concerned with the resolution in Item no.5.

The Board recommends the resolution set forth in Item no.5 for the approval of members.

**Item No.6**

The Board, based on the recommendation of the nomination and remuneration committee, appointed Shri Abhay Somani as an additional and independent director of the Company with effect from August 12, 2022, pursuant to Section 161 of the Companies Act, 2013. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Shri Abhay Somani to the office of independent director.

In the opinion of the Board, Shri Abhay Somani is a well-respected business leader who brings a wealth of experience and financial acumen to the Company's Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity, expertise and relevant proficiency, which will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The terms and conditions of appointment of the above Director shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

The Board, on August 12, 2022, appointed Shri Abhay Somani as an additional and independent director who holds office up to the ensuing AGM. The resolution seeks the approval of members for the appointment of Shri Abhay Somani as an independent director of the Company up to August 11, 2027 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

**Age**

50 years

**Disclosure of *inter-se* relationships between directors and key managerial personnel**

Not related.

**No. of Board Meetings attended during FY 2021-22**

NIL

**Companies including listed companies (other than this Company) in which he holds directorship and committee membership**

Directorship

None

Committee Membership:

None

**Listed Companies (other than this Company) from which he has resigned in the past 3 years**

None

**Chairperson / Member of Committee(s) of the Board of the Company**

|                                       |          |
|---------------------------------------|----------|
| Audit Committee                       | - Member |
| Nomination and Remuneration Committee | - Member |
| Stakeholders Relationship Committee   | - Member |

**Shareholding in the Company**

NIL

**Remuneration last drawn and proposed to be paid**

None

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a director by the members. Shri Abhay Somani's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Shri Abhay Somani, to whom the resolution relates, is interested in or concerned with the resolution in Item no.6.

The Board recommends the resolution set forth in Item no.6 for the approval of members.

**Item No.7**

Pursuant to the provisions of section 203 read with Rules framed thereunder, every listed public company is required to have whole-time key managerial personnel.

Smt. Pushpa Devi Bangur was appointed as Chief Executive Officer of the Company on the remuneration which was in conformity with the provisions of the Companies Act, 2013 and approved by the members at the Annual General Meeting. The Board of Directors has re-appointed her as Chief Executive Officer of the Company with effect from 12<sup>th</sup> August, 2022 at its meeting held on 12<sup>th</sup> August, 2022. Smt. Pushpa Devi Bangur has voluntarily chose not to take any remuneration for her services rendered to the Company, subject to approval of the members at the ensuing AGM.

Smt. Pushpa Devi Bangur is a Commerce Graduate. She has more than 40 years of experience of Finance and Corporate Management and has appropriate skill, knowledge and experience in the business carried on by the Company.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

The terms and conditions of re-appointment of the above Chief Executive Officer shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

Smt. Pushpa Devi Bangur is concerned in the Resolution of the accompanying Notice relating to her own re-appointment as Chief Executive Officer. No other Director Smt. Vinita Bangur or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution except. She holds 13.44% in the paid-up capital of the Company.

**Item No.8**

Pursuant to the provisions of section 203 read with Rules framed thereunder, every listed public company is required to have whole-time key managerial personnel.

Shri Ajit Kumar Jha was appointed as Chief Financial Officer of the Company on the remuneration which was in conformity with the provisions of the Companies Act, 2013 and approved by the members at the Annual General Meeting. The Board of Directors has re-appointed him as Chief Financial Officer of the Company with effect from 12<sup>th</sup> August, 2022 at its meeting held on 12<sup>th</sup> August, 2022 on the revised remuneration and other terms and conditions subject to approval of the members at the ensuing AGM.

Shri Ajit Kumar Jha is a Science Graduate. He has more than 28 years of experience of working in Accounts, Taxation and Finance and has appropriate skill, knowledge and experience in the business carried on by the Company.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

The terms and conditions of re-appointment of the above Chief Financial Officer shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

Shri Ajit Kumar Jha is concerned in the Resolution of the accompanying Notice relating to his own re-appointment as Chief Financial Officer. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution. He holds 0.01% in the paid-up capital of the Company.

### **Item No.9**

The provisions of Section 188(1) of the Companies Act, 2013 (the Act) and rules framed thereunder (as amended) require a company to obtain prior approval of the Board of Directors and in case the

- value of transactions pertaining to sale, purchase or supply of goods or materials amounting to 10% or more of the turnover of the Company, or
- value of transactions pertaining to sale or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10% or more of the networth of the Company, or
- value of transactions pertaining to leasing of the property of any kind amounting to 10% or more of the turnover of the Company, or
- value of transactions pertaining to availing or rendering of any services, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company, or
- appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeds two and half lakh rupees, or
- remuneration for underwriting the subscription of any securities or derivatives thereof of the company exceeds 1% of the net worth.

prior approval of shareholders by way of an ordinary resolution is required.

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The aforesaid amendments *inter-alia* included replacing of current threshold *i.e.* 10% (Ten percent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders’ approval with the threshold of lower of Rs.1,000 crore (Rupees One Thousand Crore) or 10% (Ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

Accordingly, in the interest of the Company, the Board of your Company has authorised transactions upto certain limit that the Company may enter into with the related parties in future for five financial years commencing from the financial year 2022-23 subject to members’ approval.

**Kherapati Vanijya Limited**

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:

| Sr. No. | Name of the Related Party              | Name of the Director or KMP who is related or may be deemed to be related | Nature, material terms and particulars of contract or arrangement  | Aggregate maximum monetary value of the contract or arrangement per financial year                             |
|---------|--|---|--|--|
| 1       | Purushottam Dass Bangur HUF            | Smt. Vinita Bangur & Smt. Pushpa Devi Bangur                              | Transactions / arrangements / contracts in respect of purchase, sale and/or supply of any goods / materials / assets / investments / stock-in-trade / other assets including leasing of property of any kind or availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property, related party's appointment to any office or place of profit in the company, its subsidiary company or associate company or underwriting the subscription of any securities or derivatives thereof or any other transfer of resources, services or obligations | Aggregate limit of Rs.200 crores (Rupees Two Hundred Crores) for all these Companies, jointly and/or severally |
| 2       | Gopal Das Bangur HUF                   |   |  |  |
| 3       | Sudipta Traders Pvt. Ltd.              |   |  |  |
| 4       | Madhav Trading Corporation Ltd.        |   |  |  |
| 5       | Joonktollee Tea & Industries Ltd.      |   |  |  |
| 6       | The Phosphate Co. Ltd.                 |   |  |  |
| 7       | The Cambay Investment Corporation Ltd. |   |  |  |
| 8       | The Bombay Agency Co. Pvt. Ltd.        |   |  |  |
| 9       | Gloster Ltd.                           |   |  |  |
| 10      | Smt. Pushpa Devi Bangur                |   |  |  |
| 11      | Shri Hemant Bangur                     |   |  |  |
| 12      | Smt. Vinita Bangur                     |   |  |  |
| 13      | Wind Power Vinimay Pvt. Ltd.           |   |  |  |

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company

seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The proposed resolution at item no.9 of the notice is only an enabling resolution which seeks to authorise the Board to undertake unforeseen transactions with the companies / related parties which are / are not in the ordinary course of business for a period of five years commencing from financial year 2022-23. The Board of Directors recommends to the members their approval for the same by way of an Ordinary Resolution.

None of the Directors or KMP or their relatives except as disclosed above is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.9 of the Notice except to the extent of their directorship / share-holding / share-holding of their relatives / employment in the Company / Companies or Associate / Group Company / Companies, if any.

**Route Map to the Venue of the AGM**

