

**KIRAN VYAPAR**  
LIMITED

31.03.2018

To  
The General Manager,  
**BSE Limited**  
Department of Corporate Services  
Floor 25, P.J. Towers, Dalal Street  
Mumbai – 400 001  
**BSE Scrip Code: 537750**

The Secretary,  
**The Calcutta Stock Exchange Ltd.**  
7, Lyons Range  
Kolkata – 700001  
**CSE Scrip Code: 10021383**

**SUB: VOTING RESULTS AS REQUIRED UNDER REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ALONG WITH CONSOLIDATED REPORT OF SCRUTINIZER.**

Dear Sir/ Madam,

This is to inform you that the Extra-Ordinary General Meeting ('EGM') of the Members of the Company was held on Friday, 30<sup>th</sup> day of March, 2018 at 11:30 A.M. at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700033. In this regard enclosed find herewith Voting Results (e-voting and Ballot) as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

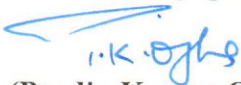
Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting and voting through ballot paper at the Extra-Ordinary General Meeting.

This is for your information and records.

Thanking You,

Yours Faithfully,

**For Kiran Vyapar Limited**

  
(Pradip Kumar Ojha)

**Company Secretary**

**Encl: As above**



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

**CORPORATE ADDRESS**

3<sup>rd</sup> Floor, Uptown Banjara, Road No 3, Banjara Hills, Hyderabad  
500 034, India L : +91 40 23553352 / 54, F : +91 40 23553358

**REGISTERED OFFICE**

"KRISHNA", 7<sup>th</sup> Floor, Room No. 706, 224, A.J.C. Bose Road,  
Kolkata - 700 017, West Bengal, India, L : +91 33 22230016/18,  
F : +91 33 22231569, email : compliance@lnbgroup.com

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**KIRAN VYAPAR LIMITED**

<b>Date of the AGM/EGM</b>	30.03.2018
<b>Total number of shareholders on record date</b>	3315
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	21
Public:	99
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	N.A.
Public	

<b>Item No. 1: Approval of Kiran Vyapar Limited –Share Incentive Plan 2018</b>								
Resolution required : (Ordinary/Special)						<b>Special Resolution</b>		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>19391400</b>	<b>19391400</b>	<b>100.00</b>	<b>19391400</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.00	0.00
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>6528600</b>	<b>3836060</b>	<b>58.76</b>	<b>3836019</b>	<b>41</b>	<b>99.999</b>
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>





**Item No. 2: Grant of share-based incentives to the subsidiary company(ies) and/ or holding company of the Company under Kiran Vyapar Limited –Share Incentive Plan 2018**

Resolution required : (Ordinary/Special)

**Special Resolution**

Whether promoter/promoter group are interested in the agenda/resolution

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>19391400</b>	<b>19391400</b>	<b>100.00</b>	<b>19391400</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.00	0.00
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>6528600</b>	<b>3836060</b>	<b>58.76</b>	<b>3836019</b>	<b>41</b>	<b>99.999</b>
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>



**Item No. 3: Grant of share-based incentives to the identified employees during any one year, equal to or exceeding 1% of the issued share capital of the Company under Kiran Vyapar Limited - Share Incentive Plan 2018**

Resolution required : (Ordinary/Special)	<b>Special Resolution</b>
Whether promoter/promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>19391400</b>	<b>19391400</b>	<b>100.00</b>	<b>19391400</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.00	0.00
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>6528600</b>	<b>3836060</b>	<b>58.76</b>	<b>3836019</b>	<b>41</b>	<b>99.999</b>
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>





Item No. 4 Increase of Authorized Share Capital of the Company								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>19391400</b>	<b>19391400</b>	<b>100.00</b>	<b>19391400</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.00	0.00
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>6528600</b>	<b>3836060</b>	<b>58.76</b>	<b>3836019</b>	<b>41</b>	<b>99.999</b>
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>



Item No. 5: Increase in Remuneration of Managing Director								
Resolution required : (Ordinary/Special)					Special Resolution			
Whether promoter/promoter group are interested in the agenda/resolution					Yes [The directors and key managerial personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Incentives that may be granted to them (along with the resultant equity shares issued) that may be offered to them in accordance with the KVL SIP 2018.]			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>19391400</b>	<b>19391400</b>	<b>100.00</b>	<b>19391400</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.00	0.00
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>		<b>6528600</b>	<b>3836060</b>	<b>58.76</b>	<b>3836019</b>	<b>41</b>	<b>99.999</b>
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>

Thanking You,

Yours faithfully,

For Kiran Vyapar Limited

  
Pradip Kumar Ojha  
Company Secretary





# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
1006-1009, Krishna Building, 224 A.J.C. Bose Road  
Kolkata - 700 017, India  
Phone: +91 - 33 - 2281 7715 | 1276 | 3742  
email: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)  
Web: [www.vinodkothari.com](http://www.vinodkothari.com)  
[www.india-financing.com](http://www.india-financing.com)  
Unique Code - P1996WB042300  
PAN No - AAMFV6726E  
GSTIN No. - 19AAMFV6726E1ZR  
Udyog Aadhaar Number - WB10D0000448

To,  
The Chairman,  
Kiran Vyapar Limited,  
Krishna, 7<sup>th</sup> Floor, Room No. 706,  
224, A.J.C. Bose Road,  
Kolkata- 700017  
India

**Re: Report of Scrutinizer for the Extra-Ordinary General Meeting ('EGM') of the Shareholders of Kiran Vyapar Limited (hereinafter referred to as "Company") held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700033, on Friday, 30<sup>th</sup> day of March, 2018 at 11:30 A.M.**

Dear Sir,

In terms of authority of the Board Resolution dated 14<sup>th</sup> February, 2018, the Company has appointed the undersigned, Mr. Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the remote e-voting and the voting process conducted on the below mentioned resolutions at the Extra-Ordinary General Meeting of the Company, held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700033 on Friday, 30<sup>th</sup> day of March, 2018 at 11:30 A.M.

We have separately, on even date, given our report for the results of the remote e-voting and polling process carried at the EGM, as required by Section 108 and 109 of the Companies Act, 2013. This Consolidated Report is to be read along with the other Reports as well.

We hereby submit our Consolidated Report as under:

- 1) The summary of the results of the voting on each resolution by adding the votes received in favour and against a resolution by both the means i.e., through poll as well as remote e-voting are as under:





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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	92	23227419	99.999	1	41	0.0001	6	77707
No.02	92	23227419	99.999	1	41	0.0001	6	77707
No.03	92	23227419	99.999	1	41	0.0001	6	77707
No.04	92	23227419	99.999	1	41	0.0001	6	77707
No.05	92	23227419	99.999	1	41	0.0001	6	77707

2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the Extra-Ordinary General Meeting is as under:

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016





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## a) Resolution No. 1: Approval of Kiran Vyapar Limited –Share Incentive Plan 2018

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

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

“**RESOLVED FURTHER THAT** the maximum number of Equity Shares granted/offered to Eligible Employees under the KVL SIP 2018 shall not exceed 25,92,000 (Twenty Five Lacs Ninety Two Thousand) , i.e., 10% of the number of issued, subscribed and paid-up equity share capital of the Company on the date of this resolution (as adjusted for any corporate action





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and/or change in the capital structure) at such price or prices as may be determined by the Board in its sole and absolute discretion.”

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

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

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

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

“**RESOLVED FURTHER THAT** any of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the KVL SIP 2018 on the Stock Exchanges, where the securities of the





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Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

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

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.000	0
	Poll		0	0.00	0	0	0	0

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

	<b>Total</b>		19391400	100.00	19391400	0	100.00	0
<b>Public- Institutions</b>	<b>E- Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E- Voting</b>	6528600	1278430	19.58	1278430	0	100.000	0
	<b>Poll</b>		2557630	39.18	2557589	41	99.998	0.002
	<b>Total</b>		3836060	58.76	3836019	41	99.999	0.001
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>

**b) Resolution No.2: Grant of share-based incentives to the subsidiary company(ies) and/ or holding company of the Company under Kiran Vyapar Limited –Share Incentive Plan 2018**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot Equity Shares of the Company having face value of Rs. 10/- per share (“Equity Shares”) under the ‘Kiran Vyapar Limited – Share Incentive Plan 2018’ (hereinafter referred to





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as the “KVL SIP 2018”), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant or offer Equity Shares by way of an award to such persons who are permanent employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, of any existing and future subsidiary company(ies) or holding company of the Company whether in or outside India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with KVL SIP 2018 and applicable law.”

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

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

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

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

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

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

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100





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Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.000	0
	Poll		0	0.00	0	0	0	0
	Total		19391400	100.00	19391400	0	100.000	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.000	0
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Total		3836060	58.76	3836019	41	99.999	0.001
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded respectively to the Board of Directors of the Company (hereinafter

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referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to introduce, offer, issue and allot Equity Shares of the Company having face value of Rs. 10/- per share ("Equity Shares") under the 'Kiran Vyapar Limited - Share Incentive Plan 2018' (hereinafter referred to as the "KVL SIP 2018"), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant or offer Equity Shares during any one financial year, equal to or exceeding 1% of the issued, subscribed and paid-up capital of the Company by way of an award to such identified persons who are permanent employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, of any existing and future subsidiary company(ies) or holding company of the Company whether in or outside India and selected by the Board in its sole and absolute discretion ("Eligible Employees"), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with KVL SIP 2018 and applicable law.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions and do all other things incidental and ancillary thereof."

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled





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		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.000	0
	Poll		0	0.00	0	0	0	0
	Total		19391400	100.00	19391400	0	100.00	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.000	0
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Total		3836060	58.76	3836019	41	99.999	0.001
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>

#### d) Resolution 4: Increase of Authorized Share Capital of the Company

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

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

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2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.”

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

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

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

Resolution required:		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100

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Udyog Aadhaar Number - WB10D0000448

Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.000	0
	Poll		0	0.00	0	0	0	0
	Total		19391400	100.00	19391400	0	100.000	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1278430	19.58	1278430	0	100.000	0
	Poll		2557630	39.18	2557589	41	99.998	0.002
	Total		3836060	58.76	3836019	41	99.999	0.001
<b>Total</b>		<b>25920000</b>	<b>23227460</b>	<b>89.61</b>	<b>23227419</b>	<b>41</b>	<b>99.999</b>	<b>0.0001</b>

## e) Resolution 5: Increase in Remuneration of Managing Director

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

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

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“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.”

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes [None of the Directors except Mr. Lakshmi Niwas Bangur, Mr. Shreeyash Bangur and Ms. Sheetal Bangur along with 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.]					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.000	0
	Poll		0	0.00	0	0	0	0
	Total		19391400	100.00	19391400	0	100.00	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
	E-Voting	6528600	1278430	19.58	1278430	0	100.000	0

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Public- Non Institutions	g							
	Poll							
			2557630	39.18	2557589	41	99.998	0.002
	Total		3836060	58.76	3836019	41	99.999	0.001
Total		25920000	23227460	89.61	23227419	41	99.999	0.0001

Note:

- Invalid votes/polling papers have not been taken into account for counting valid votes.*
- Figures have been rounded off to their nearest numbers for ease of representation.*

All the above Resolutions are passed with requisite majority.

The details of the voting process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

Place: Kolkata  
Date: 31.03.2018

For Vinod Kothari & Company  
Practising Company Secretaries



Arun Kumar Maitra  
Partner  
CP No.: 14490