



KIRAN VYAPAR
LIMITED

23rd ANNUAL REPORT

2018-2019



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Lakshmi Niwas Bangur - Chairman
 Mr. Shreeyash Bangur - Managing Director
 Ms. Sheetal Bangur - Director
 Mr. Amitav Kothari - Independent Director
 Mr. Bhaskar Banerjee - Independent Director
 Mr. Rajiv Kapasi - Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Shreeyash Bangur - Managing Director
 Mr. Ajay Sonthalia - Chief Financial Officer
 Mr. Pradip Kumar Ojha - Company Secretary

CORPORATE IDENTIFICATION NUMBER

L51909WB1995PLC071730

REGISTERED OFFICE

Krishna, 7th Floor, Room No. 706
 224, A.J.C. Bose Road
 Kolkata - 700 017
 Phone : (033) 2223-0016/18, Fax : (033) 2223-1569
 E.mail : kvl@lnbgroup.com, Website : www.lnbgroup.com

CORPORATE OFFICE

3rd Floor, Uptown Banjara
 Road No. 3, Banjara Hills
 Hyderabad - 500 034

BRANCH OFFICE

7, Munshi Premchand Sarani
 Hastings, Kolkata - 700 022

STOCK EXCHANGES

BSE Limited, Mumbai
 The Calcutta Stock Exchange Limited, Kolkata

REGISTRAR & SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.
 23, R. N Mukherjee Road, Kolkata - 700 001
 E.mail : mdpldc@yahoo.com

KEY COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Mr. Amitav Kothari - Chairman
 Mr. Lakshmi Niwas Bangur - Member
 Mr. Bhaskar Banerjee - Member
 Mr. Rajiv Kapasi - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Bhaskar Banerjee - Chairman
 Mr. Lakshmi Niwas Bangur - Member
 Mr. Rajiv Kapasi - Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Bhaskar Banerjee - Chairman
 Mr. Lakshmi Niwas Bangur - Member
 Mr. Rajiv Kapasi - Member

CSR COMMITTEE

Mr. Lakshmi Niwas Bangur - Chairman
 Mr. Bhaskar Banerjee - Member
 Mr. Shreeyash Bangur - Member

BANKERS

HDFC Bank Ltd.
 UCO Bank
 Kotak Mahindra Bank Ltd.

STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP
 Chartered Accountant

INTERNAL AUDITORS

M/s. Lakhota & Co.
 Chartered Accountants

CONTENTS		
Sl. No.	Particulars	Page No.
1.	Notice	1
2.	Directors' Report	16
3.	Report on Corporate Governance	47
4.	Management Discussion and Analysis Report	68
5.	Code of Conduct	71
6.	Auditors Certificate on Corporate Governance	71
7.	CEO and CFO Certification	72
Standalone Financial Statements		
8.	Report of the Auditors	73
9.	Balance Sheet	82
10.	Statement of Profit and Loss	83
11.	Statement of Changes in Equity	84
12.	Cash Flow Statement	86
13.	Summary of Significant Accounting Policies and Other Explanatory Information	88
Consolidated Financial Statements		
14.	Report of the Auditors	144
15.	Balance Sheet	152
16.	Statement of Profit and Loss	153
17.	Cash Flow Statement	155
18.	Statement of Changes in Equity	157
19.	Summary of Significant Accounting Policies and Other Explanatory Information	159
20.	Financial Statement of Subsidiary Companies & Associates (AOC – 1)	222

NOTICE

Notice is hereby given that the 23rd (Twenty Third) Annual General Meeting of the Members of **KIRAN VYAPAR LIMITED** will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700033 on Monday, the 9th Day of September, 2019 at 2.30 P.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019 including the Audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - b. The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 including the Audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a director in place of Mr. Lakshmi Niwas Bangur (DIN:00012617), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting (2019-20) of the Company and to authorize the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, as amended from time to time, the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company, be and is hereby ratified for conducting the statutory audit for the financial year 2019-20, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”

SPECIAL BUSINESS

5. Re-appointment of Mr. Amitav Kothari (DIN: 01097705) as an Independent Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amitav Kothari (DIN: 01097705), Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 9th September, 2019 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

6. Re-appointment of Mr. Bhaskar Banerjee (DIN: 00013612) as an Independent Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhaskar Banerjee (DIN: 00013612), Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who will attend the age of seventy five years during his tenure of second term of five consecutive years and who is eligible for

reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 9th September, 2019 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

7. Re-appointment of Mr. Rajiv Kapasi (DIN: 02208714) as an Independent Non-Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajiv Kapasi (DIN: 02208714), Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 9th September, 2019 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

8. Reappointment of Mr. Shreeyash Bangur as Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with allied Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to reappoint Mr. Shreeyash Bangur (DIN: 00012825) as Managing Director of the Company for a period of 3 (three) years with effect from 4th November, 2019 upon such terms and conditions as detailed out in the Explanatory Statement annexed hereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Shreeyash Bangur (DIN: 00012825) as Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the Members at the General Meeting, if required, subject to the compliance of provisions thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197/Schedule V of the Act.

“**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) annually for a period not exceeding five financial years commencing from 1st April, 2019 an amount not exceeding 1% (one percent) of the net profits of the Company, computed in the manner prescribed in Section 198 of the Companies Act, 2013 subject to a ceiling of Rs. 2,50,000/- in case of each such director in any financial year, and further that the above remuneration shall be in addition to the fee payable to such Directors for attending the meetings of the Board and/or Committee thereof and reimbursement of expenses for participation in the Board and/or other

meetings and such commission shall be distributed amongst them, or some or any of them, in such proportion or in such manner as may be decided by the Board of Directors and/or its Committee thereof from time to time.”

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

**Place : Kolkata
Date : 20.05.2019**

**(Pradip Kumar Ojha)
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, DATED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. a) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
b) The proxy holder shall prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
5. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection at the Annual General Meeting.
7. Members who require communication in physical form in addition to e-communication, may write to us at kvl@lnbgroup.com
8. Information to Members pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) in respect of Director seeking re-appointment at the Annual General Meeting is furnished as **Annexure-A** to the Notice.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **3rd September, 2019 to 9th September, 2019 (both days inclusive)** for determining the name of members eligible for dividend on equity shares, if declared at the Meeting.
10. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
11. Members may note that the Notice of the Meeting and Annual Report of the Company for the year ended 31st March, 2019 is available on the Company's website www.lnbgroup.com/kiran
12. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the meeting and such documents will also be available for inspection in physical form at the registered office of the Company and copies thereof shall also be available for inspection in physical form at the Corporate Office on all working days except Saturdays, from 10:00 a.m. to 12:00 noon up to the date of the ensuing Annual General Meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid **on or after 9th September, 2019** to those Members whose names stand registered on the Company's Register of Members—

- a) as Beneficial Owners as at **2nd September, 2019** as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company on or before **2nd September, 2019**.
- 14.** Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
- 15.** In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- 16.** Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
- 17.** Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
- 18.** National Electronic Clearing Service (NECS):
- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s Maheshwari Datamatics Private Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 19.** Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 at mdpldc@yahoo.com. Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
- 20.** The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
- 21.** To support the green initiative, the Members who have not registered their e- mail addresses are requested to register the same with the Company's RTA.
- 22.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA.

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

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

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- (b) The Registrar & Share Transfer Agents of the Company (RTA)

23. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the Meeting hall for admission into the Meeting hall. Members are also requested to bring their copy of Annual Report at the Meeting.
24. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the meeting, so as to enable the Company to keep the information ready at the Meeting.
25. Electronic copies of the Annual Report including Notice of the 23rd Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form are being sent to all the members whose email IDs are registered with Company/Depository Participants. For Members who have not registered their email address, physical copies of the Annual Report including Notice of the 23rd Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form is being sent in the permitted mode.
26. Members are requested to note that the venue of the 23rd Annual General Meeting at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata – 700 033 and the route map containing the complete particulars of the venue is attached to the notice.
27. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 14th September, 2018 (date of the last Annual General Meeting) on the website of the Company viz., www.lnbgroupp.com/kiranand on the website of the Ministry of Corporate Affairs. Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Share Department of the Company at its Registered Office.
28. Given below is the date of declaration of dividend and corresponding date when unpaid/unclaimed dividend are due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Due Date for transfer to IEPF
2013-2014	10.09.2014	10.09.2021
2014-2015	30.09.2015	30.09.2022
2015-2016	27.09.2016	27.09.2023
2016-2017	14.09.2017	14.09.2024
2017-2018	14.09.2018	14.09.2025

29. Members are requested to contact the Company's RTA M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 at mdpldc@yahoo.com for reply to their queries/redressal of complaints, if any, or contact Secretarial Department at the Registered Office of the Company (Phone: 033-22230016/18, Email: kvl@lnbgroupp.com).
30. In terms of the first proviso of section 139(1) of the Companies Act, 2013, companies are required to place the matter relating to ratification of appointment of Statutory Auditor of the Company for approval of shareholders at every Annual General Meeting. Further, in terms of the Companies (Amendment) Act, 2017, issued by the Ministry of Corporate Affairs vide its Notification dated 7th May, 2018, no further ratification of appointment of Auditors is required by the members at every Annual General Meeting. Therefore, the requirement of ratification is not applicable on the Company. However, the Company has appointed M/s. Walker Chandio & Co. LLP, Chartered Accountants of the Company, for a term of five years till the conclusion of the 24th Annual General Meeting of the Company, subject to the ratification of such appointment by the shareholders at every Annual General Meeting, hence, the Company is continuing to ratify their appointment in the Annual General Meeting till the completion of their tenure.

31. Voting through electronic means

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015, Clause 7.2 of Secretarial Standard on General

Meeting (SS-2) and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company is pleased to provide to the members, the facility of voting by electronic means in respect of the business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the Meeting ('remotee-voting') and the same will be provided by Central Depository Services (India) Limited (CDSL).

- (b) The facility of voting through ballot or polling paper shall also be made available for the members at the meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- (c) The instructions for shareholders voting electronically are as under:
- (i) The remote e-voting period begins on **6th September, 2019 at 10:00 A.M. and ends on 8th September, 2019 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **2nd September, 2019**, may cast their vote electronically. The remotee-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for “**KIRAN VYAPAR LIMITED**” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company’s RTA at mdpldc@yahoo.com
- (d) The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid up equity share capital of the Company as on the cut-off date of **2nd September, 2019**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (e) The Board of Directors of the Company at their meeting held on 20th May, 2019 has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process/Ballot/Polling paper in fair and transparent manner.
- (f) The Chairman shall, at the Meeting, at the need of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- (g) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (h) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.lnbgroupp.com/kiran and on the website of CDSL www.evotingindia.com and shall also be displayed on the Notice Board of the company at its Registered Office as well as Corporate Office. Further, immediately after the declaration of result by the Chairman or a person authorized by him in writing shall communicate to BSE Limited and The Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 5**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 9 of the accompanying Notice dated May 20, 2019.

Mr. Amitav Kothari (DIN 01097705) was appointed as an Independent Non- Executive Director of the Company by the Members at the 18th Annual General Meeting of the Company held on 10th September, 2014 for a period of five consecutive years from the conclusion of 18th Annual General Meeting to the conclusion of 23rd Annual General Meeting.

As per the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of five years, subject to approval of shareholders by way of a special resolution.

The performance evaluation of Mr. Amitav Kothari, Independent Director, was done on various parameters, such as, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amitav Kothari, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years with effect from 9th September, 2019.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the Members.

In the opinion of the Board, Mr. Amitav Kothari fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Amitav Kothari as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day before the date of the Annual General Meeting of the Company and also at the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Amitav Kothari as an Independent Director. Accordingly, a brief resume of Mr. Amitav Kothari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as "**Annexure-A**".

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Amitav Kothari as an Independent Director for another term of five consecutive years with effect from 9th September, 2019, for the approval by the shareholders of the Company.

Except Mr. Amitav Kothari, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting.

Item No. 6

Mr. Bhaskar Banerjee (DIN: 00013612) was appointed as an Independent Non- Executive Director of the Company by the Members at the 18th Annual General Meeting of the Company held on 10th September, 2014 for a period of five consecutive years from the conclusion of 18th Annual General Meeting to the conclusion of 23rd Annual General Meeting.

As per the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of five years, subject to approval of shareholders by way of a special resolution.

Further, please note that SEBI vide Notification dated 9th May, 2018 amended the existing provisions of regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019. Pursuant to the amended provisions of Regulation 17(1A) a person shall not be eligible to get appointed as a non-executive director or in case of an existing non-executive director, shall not be eligible to continue his/her