

## ***Kshitij Investments Limited***

*Registered Office: Office No. 111, Ground Floor, Amrit Diamond Trade Center, Opera House, Opp. Panchratna, Charni Road, Mumbai – 400004*

*Corporate Office: Mangalwara Bazaar, Next to Agrawal Readymade Stores, Pipariya (M.P) – 461775*

*Tel: (022) 2348-0344, e-Fax: (+91) 88606-22447.*

*E mail: ksh.inv.ltd@gmail.com*

***CIN-L67120MH1979PLC021315***

*Website: <https://www.kilttd.in>*

### **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the 45<sup>th</sup> Annual General Meeting of the Members of **KSHITIJ INVESTMENTS LIMITED** will be held on Tuesday, 13<sup>th</sup> August, 2024 at 03:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

#### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2024, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.**
- 2. To appoint a Director in place of Mr. Pranav Vinaykumar Rajkumar (DIN: 00289342), who retires by rotation and being eligible, offers himself for re-appointment.**

#### **SPECIAL BUSINESS**

- 3. To increase the authorized share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company.**

To Consider, and if thought fit, to pass the following resolution, as **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the Provisions of Sections 13, 61, 64, 4 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Existing Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs Only) divided into 32,00,000 (Thirty-Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

*V. “The Authorized Share Capital of the Company is Rs 15,00,00,000/- (Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each.”*

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary be and are hereby severally authorized to file, sign, verify and execute all such e-forms with Registrar of Companies, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

**4. To approve power to borrow pursuant to the provisions of section 180(1)(c) of the Companies act, 2013 for an amount not exceeding Rs. 200 Crores .**

To Consider, and if thought fit, to pass the following resolution, as a **Special Resolution**

“**RESOLVED THAT** in suppression of earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and consent of the Members 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 of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (Apart from temporary loans obtained from the Company’s Bankers in the Ordinary course of business) may at any time, exceed the aggregate of the Paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 200 Crores (Rupees Two Hundred Crores Only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed and authorized from time to time as to interest, repayment or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise however as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required

**5. To approve creation of mortgage/charge on the properties/undertakings of the company under section 180(1) (a) of the Companies act, 2013.**

To Consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members 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

of the Board) for creation of charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities in the nature of debt securities issues/to be issued by the Company (Compromising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/ to be issued by the Company (hereinafter termed “loans”), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 200 Crore (Rupees Two Hundred Crores Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company’s bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the Lender(s), Agent(s) and Trustee(s) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

## **6. Change of name of the Company**

To Consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13(2), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulations(s), guidelines(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/ appropriate regulatory and Statutory authorities / departments as may be necessary, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from **Kshitij Investments Limited**’ to **‘Manglam Agricore Limited’** or **‘Manglam Global Corporation Limited’** Or such other similar name as may be approved by **ROC and CRC**.

**RESOLVED FURTHER THAT** upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies (MCA) consequent to change of Name of the Company, the Name Clause of the Memorandum of Association of the Company be altered and substituted with the new name.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard

and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

#### **7. Shifting of registered office from one state to another state**

To Consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 12(4), 12(5), 12(6) & 13(4) of the Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from Office No. 111, Ground Floor, Amrit Diamond Trade Center, Opera House, Opp. Panchratna, Charni Road, Mumbai (The state of Maharashtra), Registrar of Mumbai to Chandra Shakher Agrawal, Mangalwara Bazaar, Next to Agrawal Readymade Stores, Pipariya, District- Narmadapuram (The state of Madhya Pradesh), Registrar of Gwalior.

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the registered office of the Company shall be shifted from Maharashtra, Registrar of Companies, Mumbai to Madhya Pradesh, Registrar of Companies, Gwalior.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded for substituting Clause II of the Memorandum of Association of the Company with the following clause:”

*“II. The Registered office of the company will be situated in the state of Madhya Pradesh.”*

**RESOLVED FURTHER THAT** any Director of the Company or the company Secretary, be and is hereby authorized to file all the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as are necessary for the purpose of giving effect to the above Resolution.

**RESOLVED FURTHER THAT** change in the place of registered office of the company be made in the name plates or board affixed at the registered office and also in the letterheads, official publications, and documents of the company.

#### **8. Adoption of new set of memorandum of association as per companies act 2013 with change of main object**

To Consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and 4 of the Companies Act 2013 (The Act), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereof or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for adoption of new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being

in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the alterations in the existing Object Clause of Memorandum of Association (“The MOA”) of the Company in the following manner:-

**Clause III of the MOA be altered by substituting PART A with the following:**

1. *To manufacture, process, market, trade, import, export, improve, sell Agri and Non- Agri commodities, food products, fast moving consumer good (FMCG) and other related products which inter alia include but is not limited to grains, pulses, spices, vegetables, herbs and other food items derived from agricultural or farming activities.*
2. *To carry on in India and elsewhere the business of manufacturing, processing, marketing, trading, importing, exporting, improving, selling Agri and Non- Agri commodities, food products, fast moving consumer good (FMCG) and other related products which inter alia include but is not limited to grains, pulses, spices, vegetables, herbs and other food items derived from agricultural or farming activities.”*

**Note:** PART B containing objects incidental or ancillary to the attainment of the main object will be altered accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby authorized jointly/severally to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

**9. Power to give Loans or invest funds of the company in excess of the limits specified under Section 186 of the Companies Act, 2013.**

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 the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 100/- Crores (Rupees One Hundred Crores Only) outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act,

2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

**10. Regularization of appointment of Rahul Agrawal (DIN: 06532413) as Managing Director of the Company.**

To Consider and if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any Statutory modification(s) or re-enactment thereof for the time being in force), RAHUL AGRAWAL (DIN: 06532413) who was appointed as an Additional Director of the Company with effect from 29/05/2024 by the Board of Directors and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as a Managing Director (Executive Director) of the Company, whose period of office will be liable to determination by retirement of directors by Rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

**11. Regularization of appointment of Rohit Agrawal (DIN:06531456) as Director and Chairman of the Company.**

To Consider and fit thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any Statutory modification(s) or re-enactment thereof for the time being in force), ROHIT AGRAWAL (DIN: 06531456) who was appointed as an Additional Director of the Company with effect from 29/05/2024 by the Board of Directors and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as a Director (Executive Director) and Chairman of the Company, whose period of office will be liable to determination by retirement of directors by Rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

**12. Regularization of appointment of Krati Maheshwari (DIN:09611183) as independent director of the Company.**

To Consider and fit thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any Statutory modification(s) or re-enactment thereof for the time being in force), KRATI MAHESHWARI (DIN: 09611183) who was appointed as an Additional Director of the Company with effect from 29/05/2024 by the Board of Directors and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as an Independent Director (Non-Executive Director) of the Company, to hold office for a term upto Five consecutive years from the date on which this resolution would be passed.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

**13. Regularization of appointment of Anshika Goyal (DIN:10635687) as independent director of the Company.**

To Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any Statutory modification(s) or re-enactment thereof for the time being in force), ANSHIKA GOYAL (DIN: 10635687) who was appointed as an Additional Director of the Company with effect from 29/05/2024 by the Board of Directors and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as an Independent Director (Non-Executive Director) of the Company, to hold office for a term upto Five consecutive years from the date on which this resolution would be passed.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

**by order of the Board of Directors  
For Kshitij Investments Limited**

**Sd/-  
CS Nalini Kankani  
Company Secretary & Compliance Officer  
Date: 20<sup>th</sup> July, 2024**

## NOTES:

1. Explanatory Statement pursuant to Section 102, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. The Board of Directors of the Company (“The Board”) at its meeting held on 16<sup>th</sup> July, 2024 has appointed Ravi Patidar and Associates, Practicing Company Secretaries (Membership No. A55749) to act as “The Scrutinizer” for conducting the E-voting process in accordance with the Act in a fair and transparent manner.
3. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively ‘MCA Circulars’), the Company is convening the 45<sup>th</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Members are requested not to visit Corporate Office/ Registered Office to attend the AGM.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
5. Brief Profile under sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director(s) seeking re-appointment at the 45<sup>th</sup> Annual General Meeting forms part of this notice.
6. **Book Closure:**  
The Register of Members and Share Transfer Books of the Company will remain closed from, Monday, 5<sup>th</sup> August, 2024 to Monday, 12<sup>th</sup> August, 2024 (both days inclusive).
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate

all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - M/s. Purva Sharegistry (India) Private Limited for assistance in this regard.

8. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Purva Sharegistry (India) Private Limited, in case the shares are held in physical form.
10. In case of joint holders attending the AGM, 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.
11. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
12. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.
13. **Nomination Facility:**

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com)
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.kilttd.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com>.
16. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

17. Shareholders present at the AGM through VC/OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 3:00 PM (IST) till the expiry of 30 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through VC/OAVM. However, they will not be eligible to vote again during the meeting.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
20. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

#### **Instructions for Voting through electronics means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.

The Members may cast their votes through Purva ("Remote E-voting").

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. The voting period begins on 9<sup>th</sup> August, 2024 9:00 AM (IST) onwards and ends on 12<sup>th</sup> August, 2024 5:00 PM (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 7<sup>th</sup> August, 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders /retail shareholders is at a negligible level.

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) 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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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. CDSL and NSDL**

Login type	Helpdesk details
------------	------------------

Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

5. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- a) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- b) Click on “Shareholder/Member” module.
- c) Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- e) If you are a first-time user follow the steps given below:

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

6. After entering these details appropriately, click on “SUBMIT” tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen.

8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
10. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
11. Click on the “NOTICE FILE LINK” if you wish to view the Notice.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. Facility for Non – Individual Shareholders and Custodians – Remote Voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) (designated email address by company). if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-49700138.

## **GENERAL INSTRUCTIONS:**

1. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member /beneficial owner as on the cutoff date i.e. 7<sup>th</sup> August, 2024.
2. The facility for e-voting shall also be available during the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
3. Ravi Patidar and Associates, Practicing Company Secretaries (Membership No. A55749) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against if any, to the Chairperson or a person authorized in writing, who shall counter sign the same and declare the result of the voting forthwith.
5. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company <https://www.kiltd.in/> and shall also be communicated to BSE Limited.

## **EXPLANATORY STATEMENT**

**(Pursuant to section 102 of the Companies Act, 2013)**

### **ITEM NO. 3:**

**To increase the authorized share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company.**

Presently the Authorized Share Capital of the Company stands at Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs Only) divided into 32,00,000 (Thirty-Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company wants to expand the Capital base of the Company. For that, the Board of Directors of the Company at its meeting held on 11/07/2024 decided to increase the Authorized Capital of the Company from Existing Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs Only) divided into 32,00,000 (Thirty-Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.

Pursuant to Section 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the Notice as an Ordinary Resolution.

**ITEM NO. 4**

**To approve power to borrow pursuant to the provisions of section 180(1)(c) of the Companies act, 2013 for an amount not exceeding Rs. 200 Crore.**

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorize the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 200 Crores (Rupees Two Hundred Crores Only). The Board at its Meeting held on 11/07/2024, has approved to increase the present borrowing limits upto Rs. 200 Crore under Section 180(1)(c) of the Companies Act, 2013 subject to shareholders' approval.

The Directors recommend the matter and the resolution set out under Item No. 04 for the approval of the Members as a Special Resolution.

None of the Directors and the Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

**ITEM NO 5:**

**To approve creation of mortgage/ charge on the properties/ undertakings of the company under section 180(1) (a) of the Companies act, 2013.**

In accordance with the provisions of Section 180(1)(a) of Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). Such mortgage or charges may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of Special Resolution.

Therefore, it is proposed to pass this enabling resolution to authorize the Company to Create a Charge or mortgage on the assets or properties of the Company for an amount not exceeding Rs. 200 Crore thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The Directors recommend the matter and the resolution set out under item No. 5 for the approval of the Members as a Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

**ITEM NO. 6:**

**Change of name of the Company**

The Company has undergone change in management pursuant to Open offer as per Regulation 3 and 4 of the SEBI (Substantial Acquisition of Share and Takeover) Reg. 2011.

In order to reflect more accurately the legacy and true nature of the Company's product and business activities, the Company proposes to give it a new name and identity that reflect the genesis of the business, therefore it proposes to change the name of the Company from Kshitij Investments Limited'

to 'Manglam Agricore Limited' or 'Manglam Global Corporation Limited' Or such other similar name as may be approved by ROC and CRC.

The Board of Directors of the Company in their meeting held on 11/07/2024 has approved the Change of Name as proposed in the resolution and subsequently the Company has filed for necessary approvals from Ministry of Corporate Affairs for availability of proposed name in terms of Section 4(5) of the Companies Act, 2013.

The Provisions of Section 13(2) of the Companies Act, 2013, inter-alia requires the approval of the shareholders by means of Special resolution for change of name and consequential amendment in Memorandum and Articles of Association of the Company, therefore the Board of Directors of the Company has recommended the resolution to be passed by the shareholders in the interest of the Company.

None of the directors, promoters and Key Managerial personnel are in any way concerned or interested in this resolution.

**ITEM NO. 7:**

**Shifting of Registered office form one state to another**

The Board of Directors in their meeting held on 11/07/2024 analyzed that the shifting of the Registered office from Mumbai to Pipariya is in the best interest of the Company, shareholders and all concerned parties shall in no manner adversely affect the existing client base, creditors or operations or employees of the Company. This shifting would enable the Company to handle its business activities more efficiently and it will enhance the business activities by exploring more business opportunities.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires necessary approval of the Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Therefore, your Board of Directors recommends passing the resolution(s) set out in Item No. 7 as Special Resolution for Shifting of Registered office from Mumbai in the jurisdiction of ROC, Maharashtra to Pipariya in the jurisdiction of ROC, Madhya Pradesh.

**ITEM NO. 8:**

**Adoption of new set of memorandum of association as per companies act 2013 with change of main object**

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013.

According to the new act, the Companies now have only Main Business and ancillary and incidental Business to the attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per Companies Act, 2013. The new set of Memorandum of Association as per the Companies Act, 2013. The new set of MOA is based on Table-A of the Companies Act, 2013.

Since there is change in Management of the Company to meet the business strategy of the new management and to align the Main Object of the Company accordingly the members are requested to adopt change in Object clause.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 11:00 AM to 1:30 PM up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

**ITEM NO. 9:**

**Power to give Loans or invest funds of the company in excess of the limits specified under Section 186 of the Companies Act, 2013**

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The company intends to extend financial assistance by way of providing loan to any person or other body corporate or giving guarantee or providing security in connection with a loan to any other body corporate or person for not exceeding Rs. 100 Crores (Rupees Hundred Crores Only)

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto Rs.100 crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No.9 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.9 in the notice.

**ITEM NO. 10:**

**Regularization of appointment of Rahul Agrawal (DIN: 06532413) as Managing Director of the Company.**

Mr. Rahul Agrawal was first inducted to the Board at the Board Meeting held on 29/05/2024 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013 Mr. Rahul Agrawal can hold office only up to the date of the ensuing Annual General Meeting. The candidature of Mr. Rahul Agrawal for the office of the Director, be and is hereby proposed to be appointed as a Managing Director (Executive Director) of the Company, whose period of office will be liable to determination by retirement of directors by Rotation. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Rahul Agrawal by the Company.

The Board is of the opinion that the appointment and presence of Mr. Rahul Agrawal on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 10 of the accompanying Notice for approval and adoption of the Members. A copy

of the Board Resolution and the draft appointment letter issued to Mr. Rahul Agarwal will be available for inspection between 11.00 a.m. to 01.30 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

The main terms and conditions for the re-appointment of Mr. Rahul Agarwal as Managing Director (MD), are as follows:

- **Period-** 13<sup>th</sup> August, 2024 to 12<sup>th</sup> August, 2029
- **Remuneration-** will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the “NRC”) and will be performance-based and take into account the Company’s performance as well, within the said maximum amount.
- **Terms of Appointment-**
  1. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
  2. Either party may terminate this agreement by giving to the other party 3 months’ notice of such termination or by surrendering 3 months’ remuneration in lieu thereof.
  3. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
    - a) If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
    - b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or
    - c) In the event the Board of Directors expresses its loss of confidence in the Managing Director.
  4. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
  5. Upon the termination by whatever means of the Managing Director’s employment:
    - a) he shall immediately cease to hold offices held by him in subsidiaries and associate companies without claim for compensation for loss of office; and return vacant possession of the Company’s premises occupied by him and/or his family;
    - b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associate companies.
  6. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.
  7. The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with our Company’s Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, the proposed appointment and the terms of appointment require approval of members.

**ITEM NO. 11:**

**Regularization of appointment of Rohit Agrawal (DIN:06531456) as Director and Chairman of the Company.**

Mr. Rohit Agrawal was first inducted to the Board at the Board Meeting held on 29/05/2024 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013 Mr. Rohit Agrawal can hold office only up to the date of the ensuing Annual General Meeting. The candidature of Mr. Rohit Agrawal for the office of the Director, be and is hereby proposed to be appointed as a Director (Executive Director) and chairman of the Company, whose period of office will be liable to determination by retirement of directors by Rotation. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Rohit Agrawal by the Company.

The Board is of the opinion that the appointment and presence of Mr. Rohit Agrawal on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 11 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Rohit Agrawal will be available for inspection between 11.00 a.m. to 01.30 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

**ITEM NO. 12:**

**Regularization of appointment of Krati Maheshwari (DIN:09611183) as independent director of the Company.**

Ms. Krati Maheshwari was appointed as an Additional Independent Director of the Company with effect from 29<sup>th</sup> May, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Ms. Krati Maheshwari is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Ms. Krati Maheshwari as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Item No. 12 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Krati Maheshwari herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**ITEM NO. 13:**

**Regularization of appointment of Anshika Goyal (DIN:10635687) as independent director of the Company.**

Ms. Anshika Goyal was appointed as an Additional Independent Director of the Company with effect from 29/05/2024 in accordance with the provisions of Section 161 of the Companies Act, 2013, read

with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Ms. Anshika Goyal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Ms. Anshika Goyal as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Item No. 13 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Anshika Goyal herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of Director</b>	<b>Rohit Agrawal</b>	<b>Rahul Agrawal</b>	<b>Pranav Rajkumar</b>	<b>Krati Maheshwari</b>	<b>Anshika Goyal</b>
<b>Date of Appointment</b>	29/05/2024	29/05/2024	27/01/2023	29/05/2024	29/05/2024
<b>DIN</b>	06531456	06532413	00289342	09611183	10635687
<b>Brief Profile</b>	He has completed B.com And M.com as educational qualification. He holds an experience of 18 to 20 years in the family business related to trading and manufacturing of Food grains. He is the elder son of the family and looks after the day to day management of the company and is involved in the major	He has pursued MBA from Sinhgad Institute of Management Pune, He commands a great skill in Business Management and looks into the overall management / operations of the Business. Also he is having experience of more than 10 years in the business of Food and Agro Processing products.	B. Com, CFA, with 17 years of entrepreneurial experience in self owned industries which are into Metal Processing, Metal Production, Sales and overall Management.	She is a qualified Company Secretary with 5 years of post qualification experience. Additionally she has also completed B.com, LLB and LLM	She is a Qualified Chartered Accountant with exposure in Direct Taxation related to Compliance, Advisory, Appeals & Litigations and dealt in Project Financing through various Nationalized Banks.

	decision making of the business.				
<b>Disclosure of relationships between Directors</b>	Brother of Rahul Agrawal and Uncle of Aman Agrawal	Brother of Rohit Agrawal and Uncle of Aman Agrawal	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company
<b>Person not debarred from holding office as Director pursuant to SEBI Order</b>	Not debarred from holding office as Director pursuant to SEBI Order or any other Authority	Not debarred from holding office as Director pursuant to SEBI Order or any other Authority	Not debarred from holding office as Director pursuant to SEBI Order or any other Authority	Not debarred from holding office as Director pursuant to SEBI Order or any other Authority	Not debarred from holding office as Director pursuant to SEBI Order or any other Authority
<b>Name of Listed entities in which the directorships are held</b>	Kshitij Investments Limited	Kshitij Investments Limited	Kshitij Investments Limited	Kshitij Investments Limited	Kshitij Investments Limited
<b>Membership/ Chairmanship of Committees of other companies</b>	NIL	NIL	NIL	NIL	NIL
<b>No. of equity shares held in the Company</b>	9,23,500 Fully paid Equity Shares	9,23,500 Fully paid Equity Shares	NIL	NIL	NIL
<b>Name of Listed Entities from which resigned in the past three (3) years</b>	NIL	NIL	NIL	NIL	NIL