

# **KSHITIJ INVESTMENTS LIMITED**

**Regd. Office:** 509, Loha Bhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009

**Email:** ksh.inv.ltd@gmail.com

**Telephone:** (022) 2344-9344, Fax No: (022) 2348-0344

**CIN:** L67120MH1979PLC021315

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## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 44<sup>th</sup> Annual General Meeting (AGM) of the Members of Kshitij Investments Limited, will be held on 7<sup>th</sup> August, 2023, at 11:30 A.M., at the registered office of the Company at 509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2023, 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 Pankaj Hiralal Raval (DIN 00288660) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of DMKH & CO. Chartered Accountants (having Firm Registration Number: 116886W), as statutory auditors of the company in place of Rahul Sureka & Co., Chartered Accountants (FRN: 329872E).

To consider and if thought fit, to pass following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, DMKH & CO, CHARTERED ACCOUNTANTS (HAVING FIRM REGISTRATION NUMBER: 116886W), PUNE AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF RAHUL SUREKA & CO., CHARTERED ACCOUNTANTS (FRN: 329872E) pursuant to completion of their term as Statutory Auditors of the Company.

“RESOLVED FURTHER THAT DMKH & CO., CHARTERED ACCOUNTANTS (HAVING FIRM REGISTRATION NUMBER: 116886W), PUNE to hold the office for the term of five years beginning from the conclusion of the this Annual General Meeting till the conclusion of the 49<sup>th</sup> Annual General Meeting for FY 2027-2028 of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

### **SPECIAL BUSINESS**

4. Regularization of Appointment and Remuneration of Mr. Pranav Vijay Kumar Raj Kumar (DIN: 00289342) as Whole-time Director as per Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

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“RESOLVED THAT subject to the provisions of Sections 196, 197,203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the appointment and remuneration to Mr. Pranav Vijay Kumar Raj Kumar (DIN: 00289342) as Whole-time Director of the Company under the Companies Act, 2013 for a period of three years with effect from 27<sup>th</sup> January 2023 to 26<sup>th</sup> January 2026 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Board of Directors) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Pranav Vijay Kumar Raj Kumar, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

5. Regularization of appointment of Dipika Agarwal (DIN: 07584659) as director of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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), DIPIKA AGARWAL (DIN: 07584659) who was appointed as an Additional Director of the Company with effect from 27/01/2023 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 and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000/- from a member under Section 160 of the Act proposing the candidature of DIPIKA AGARWAL for the office of the Director, be and is hereby appointed as an 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 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”.

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### **6. Regularization of Appointment of Ramlakhan Shiv Singh as an Independent Director**

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

“RESOLVED THAT RAMLAKHAN SHIV SINGH (DIN: 02898800) who was appointed as an additional and independent director, pursuant to Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of Company, approvals and recommendations of nomination and remuneration committee, and that of the Board, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period upto 26/01/2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **7. Regularization of Appointment of Sanjib Dutta as an Independent Director**

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

“RESOLVED THAT SANJIB DUTTA (DIN: 08419495) who was appointed as an additional and independent director, pursuant to Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of Company, approvals and recommendations of nomination and remuneration committee, and that of the Board, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period upto 30/03/2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **8. Regularization of Appointment of Suvarna Ramchandra Shinde (DIN: 09751614) as an Independent Director**

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

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"RESOLVED THAT Suvarna Ramchandra Shinde (DIN: 09751614) who was appointed as an additional and independent director, pursuant to Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of Company, approvals and recommendations of nomination and remuneration committee, and that of the Board, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period upto 04/07/2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **9. INCREASE IN AUTHORISED SHARE CAPITAL**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

"Resolved that pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company from existing Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) divided into 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs) divided into 32,00,000 (Thirty Two Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional 24,50,000 (Twenty Four Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each ranking pari passu with the existing equity Shares of the Company.

Resolved further that pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

V THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS RS. 3,20,00,000/- (RUPEES THREE CRORES TWENTY LAKHS ONLY) DIVIDED INTO 32,00,000/- (THIRTY TWO LAKHS) EQUITY SHARES OF FACE VALUE RS. 10/- (RUPEE TEN ONLY) EACH.

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Resolved further that any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution."

### 10. ISSUANCE OF 18,47,000 EQUITY SHARES ON PREFERENTIAL BASIS.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 18,47,000 (Eighteen Lakhs Forty Seven Thousands) Equity Shares of Rs. 10/- each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 10/- (Rupees Ten Only) per equity share aggregating to Rs. 1,84,70,000/- (Rupees One Crore Eighty Four Lakhs Seventy Thousand Only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

S. No.	Name of Proposed Allottees	No of Shares	Category
1	Mr. Rohit Agrawal	923500	Currently- Non-Promoter Post Open offer- Promoter
2	Mr. Rahul Agrawal	923500	Currently- Non-Promoter Post Open offer- Promoter
		1847000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the 07-07-2023, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI (ICDR) Regulations, 2018, since the proposed preferential allotment attracted obligation to make an open offer under SEBI (SAST) Regulations, and if offer made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 or if an offer is made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, the period of fifteen days shall be counted from the expiry of the offer period as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.
- iii Allotment shall only be made in dematerialized form;
- iv The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government

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of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

### **11 . ISSUANCE OF 6,76,000 EQUITY SHARES ON PREFERENTIAL BASIS.**

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

“RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 6,76,000 (Six Lakhs Seventy Six Thousands) Equity Shares of Rs. 10/- each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 10/- (Rupees Ten only) per equity share aggregating to Rs. 67,60,000 (Rupees Sixty Seven Lakhs Sixty Thousand only) and

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on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

S. No.	Name of Proposed Allottees	No. of Shares	Category
1	Navin Maheshwari	1,50,000	Non Promoter
2	Neeta Gattani	1,14,000	Non Promoter
3	Keshav Agarwal	90,000	Non Promoter
4	Shubham Agarwal	90,000	Non Promoter
5	Hitesh Paliwal	85,000	Non Promoter
6	Ansh Agarwal	75,000	Non Promoter
7	Prashant Jaiswal	72,000	Non Promoter
	Total	6,76,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the 07-07-2023, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- iii Allotment shall only be made in dematerialized form;
- iv The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

By order of the Board of Directors  
For Kshitij Investments Limited

Sd/-

Pranav Vinaykaumar Rajkumar

Director

DIN: 00289342

Place: Mumbai

Date: 12-07-2023

Regd. Office:

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### Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
4. 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 the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
5. The Notice calling the AGM has been uploaded on the website of the Company at [www.kiltd.in](http://www.kiltd.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. M/s Pankaj Kumar Modi, Company Secretaries, Kolkata (Membership No. ACS 28600, C.P.No. 12472), has been appointed as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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7. Members are required to bring their attendance slip along-with copy of the Notice at the AGM.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

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

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), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system of the AGM will be provided by NSDL and voting through ballot paper will be provided at the AGM venue.

The remote e-voting period begins on 04-08-2023 at 09:00 A.M. and ends on 06-08-2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31-07-2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31-07-2023.

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

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

#### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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Email: ksh.inv.ltd@gmail.com

Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

CIN: L67120MH1979PLC021315

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="526 405 1463 999">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li data-bbox="526 1052 1463 1524">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="526 1535 1463 1644">3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

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	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</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 link in <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 provided links for the respective ESP i.e.NSDL where the e-Voting is in progress.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is

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	IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com).
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ksh.inv.ltd@gmail.com](mailto:ksh.inv.ltd@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors  
For Kshitij Investements Limited  
Sd/-  
Pranav Vinaykaumar Rajkumar  
Director  
DIN: 00289342

Place: Mumbai  
Date: 12-07-2023  
Regd. Office:  
509, LohaBhavan, 93, P. D'Mello Road,  
Carnac Bunder, Mumbai- 400 009  
CIN: L67120MH1979PLC021315

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item No. 4:**

The Board of Directors of the Company at its Meeting held on 27th January, 2023 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved appointment and remuneration of Mr. Pranav Vinaykumar Rajkumar, as Whole-time Director under the Companies Act, 2013 for a period of 3 years from 27<sup>th</sup> January 2023 to 26<sup>th</sup> January 2026 (both days inclusive). The Whole-time Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Pranav Vinaykumar Rajkumar, Whole-time Director is set out below:

#### **SALARY:**

Basic Salary shall be Rs. 24,000/- (Rs. Twenty Four Thousand) per year

#### **PERQUISITES:**

Mr. Pranav Vinaykumar Rajkumar shall not be entitled to any perquisites

#### **COMMISSION:**

Mr. Pranav Vinaykumar Rajkumar shall not be entitled to any commission

The nature of employment of the WTD with the Company shall be contractual and can be terminated by giving three months' notice from either party. Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Whole-time Director is now being placed before the members in the 44<sup>th</sup> Annual General Meeting for their approval by way of a Special Resolution.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

#### **I. General Information:**

##### **(i) Nature of Industry:**

The Company is directly engaged in the business of Iron and Steel.

##### **(ii) Date or expected date of Commencement of Commercial production: Not Applicable**

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

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(iv) Financial performance based on given indicators - as per audited financial results for the year ended 31<sup>st</sup> March 2023.

Particulars	Rs. in Thousands
Turnover & Other Income	1920.00
Net profit as per Profit & Loss Account (after tax)	854.16
Net worth	5048.57

(v) Foreign Investment or collaborations, if any:

The Company has not entered into any foreign collaborations. The Company has not made any foreign investments.

### II. Information about the appointee

(i) Background Details:

Mr. Pranav Vinaykumar Rajkumar, B.Com and CFA having vast experience in the field of financial management.

(ii) Past remuneration:

None.

(iii) Recognition or awards:

None.

(iv) Job profile and suitability:

Mr. Pranav Vinaykumar Rajkumar, Whole-time Director is responsible for day to day management of the Company. Taking into consideration his qualifications and expertise in Finance and Marketing, the whole-time Director is best suited for the responsibilities of current assigned role.

(v) Remuneration proposed:

Basic salary of Rs. 24,000/- per annum

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Pranav Vinaykumar Rajkumar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Mr. Pranav Vinaykumar Rajkumar is a Director in the company M/S. CHITALIA INVESTMENTS COMPANY PRIVATE LIMITED and M/S.

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SYMPHONY INVESTMENTS CO. PVT. LTD. promoters of the company. Dipika Agarwal who is the Director of the Company is wife of Pranav Vinaykumar Rajkumar.

(i) Reasons for loss or inadequate profits: The Company is currently having adequate profits.

(ii) Steps taken or proposed to be taken for improvement: The Company is trying to explore opportunities and enhance profits on best effort basis.

(iii) Expected increase in productivity and profits in measurable terms etc.: It will be difficult for the company to comment on the same as of now.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Pranav Vinay Kumar Raj Kumar and Mrs. Dipika Agarwal, are concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend Resolution at Item No. 4 as a Special Resolution for approval of the members

Item No. 5:

**REGULARIZATION OF APPOINTMENT OF DIPIKA AGARWAL (DIN: 07584659) AS DIRECTOR OF THE COMPANY.**

The Board of Directors of the Company in their meeting held on 27/01/2023, appointed Mrs. Dipika Agarwal (DIN: 07584659) as an Additional Director of the Company pursuant to Section 161 & Section 196 of the Companies Act, 2013. Hence, she will hold office up to the date of the ensuing Annual General Meeting of the Company.

The Board considers that his association would be immense benefit to the Company and it is advantageous to have Mrs. Dipika Agarwal (DIN: 07584659), on Board. Accordingly, the Board recommends the resolution for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Pranav Vinay Kumar Raj Kumar and Mrs. Dipika Agarwal, are concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend Resolution at Item No. 5 as an Ordinary Resolution for approval of the members

Item No. 6:

Ramlakhan Shiv Singh (DIN: 02898800), was appointed as Additional Director at the Board Meeting held on 27/01/2023. In terms of Section 161(1) of the Companies Act, 2013 Ramlakhan Shiv Singh (DIN: 02898800) can hold office only upto the date of the ensuing Annual General Meeting. With

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respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the same meeting i.e. meeting held on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 27/01/2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 ("the Act").

As per Section 161 of the Act, Ramlakhan Shiv Singh (DIN: 02898800) holds office upto the date of the ensuing AGM. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Ramlakhan Shiv Singh (DIN: 02898800) to be appointed as a Non-Executive Independent Director at the ensuing AGM not liable to retire by rotation. Ramlakhan Shiv Singh (DIN: 02898800) has consented to be appointed as an Independent Director, not liable to retire by rotation, for a period upto 26/01/2028.

Except Ramlakhan Shiv Singh (DIN: 02898800), no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 6 of the Notice.

Your Directors recommend Resolution at Item No. 6 as an Ordinary Resolution for approval of the members

Item No. 7:

Sanjib Dutta (DIN: 08419495), was appointed as Additional Director at the Board Meeting held on 31/03/2023. In terms of Section 161(1) of the Companies Act, 2013 Sanjib Dutta (DIN: 08419495) can hold office only upto the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the same meeting i.e. meeting held on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 31/03/2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 ("the Act").

As per Section 161 of the Act, Sanjib Dutta (DIN: 08419495) holds office upto the date of the ensuing AGM. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Sanjib Dutta (DIN: 08419495) to be appointed as a Independent Director at the ensuing AGM not liable to retire by rotation. Sanjib Dutta (DIN: 08419495) has consented to be appointed as an an Independent Director, not liable to retire by rotation, for a period upto 30/03/2028.

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Except Sanjib Dutta (DIN: 08419495), no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 7 of the Notice.

Your Directors recommend Resolution at Item No. 7 as an Ordinary Resolution for approval of the members

Item No. 8:

Suvarna Ramchandra Shinde (DIN: 09751614) was appointed as Additional Director at the Board Meeting held on 05-07-2023. In terms of Section 161(1) of the Companies Act, 2013 Suvarna Ramchandra Shinde (DIN: 09751614) can hold office only upto the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the same meeting i.e. meeting held on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 05-07-2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 ("the Act").

As per Section 161 of the Act, Suvarna Ramchandra Shinde (DIN: 09751614) holds office upto the date of the ensuing AGM. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Suvarna Ramchandra Shinde (DIN: 09751614) to be appointed as a Independent Director at the ensuing AGM not liable to retire by rotation. Suvarna Ramchandra Shinde (DIN: 09751614) has consented to be appointed as an Independent Director, not liable to retire by rotation, for a period upto 05-07-2028.

Except Suvarna Ramchandra Shinde (DIN: 09751614) no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 8 of the Notice.

Your Directors recommend Resolution at Item No. 8 as an Ordinary Resolution for approval of the members

ITEM No.09

Your Company, in order to meet its long-term business requirements is required to generate resources. In view of the same the Board of Directors of the Company in their meeting held on 12-07-2023 has proposed to increase the Authorised Share Capital from existing Rs. 75,00,000/- to Rs. 3,20,00,000/- by creating 32,00,000 Equity Shares of Rs.10/- each and to suitably amend Clause

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V of the Memorandum of Association of the Company.

The Board of Directors of your Company recommends passing of the said resolution as Ordinary Resolution set out at item No. 09 of the notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 5:00 p.m. on all working days from the date hereof up to the date of the Meeting None of the Director(s), Manager, Key Managerial Personnel of the Company or the relative of the said persons, are in any way concerned or interested in the proposed resolution.

Your Directors recommend Resolution at Item No. 9 as a Special Resolution for approval of the members

Item No. 10:

The Special Resolution contained in Item No. 10 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 18,47,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- each, aggregating up to Rs. 1,84,70,000 (Rupees One Crore Eighty Four Lakhs Seventy Thousand only).

The board of directors of the Company ("Board") in their meeting held on 12-07- 2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 18,47,000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 10/- (Rupees TEN only) per Equity Share to Non – Promoter of the Company and post completion of open offer under SEBI (SAST) Regulations, 2011 they will be classified as promoter(s) of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made there under (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

- i. To meet the working capital requirements of the Company – Rs. 1,20,05,500 /-
- ii. For the general corporate purposes. – Rs. 64,64,500 /-

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- b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 12-07-2023 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 18,47,000 Equity Shares, fully paid-up, at the price of Rs. 10/- per Equity Share, on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

- c) Proposed time within which the preferential issue shall be completed

Since the proposed preferential issue has triggered the obligation to make an open offer for shares of the Company by the proposed allottees. Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI (ICDR) Regulations, 2018, since the proposed preferential allotment attracted obligation to make an open offer under SEBI (SAST) Regulations, and if offer made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 or if an offer is made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, the period of fifteen days shall be counted from the expiry of the offer period as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

- d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

The Board of Directors of the Company have approved the preferential allotment to following proposed allottees, i.e. Mr. Rohit Agrawal and Mr. Rahul Agrawal, who presently do not belong to promoter & promoter group, However, Mr. Rohit Agrawal and Mr. Rahul Agrawal have entered into a Share Purchase Agreement ("SPA") with the existing promoter/ promoter group i.e. M/s. Chitalia Investment and Trading Company Private Limited and M/s. Symphony Investments Company Private Limited for acquisition of 77,000 Equity Shares representing of present paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Post completion of the Open

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Offer, Mr. Rohit Agrawal and Mr. Rahul Agrawal would be classified in the Promoter Category of the Company.

S. No.	Name of Proposed Allottees	No of Shares	Category
1	Mr. Rohit Agrawal	9,23,500	Currently- Non-Promoter Post Open offer- Promoter
2	Mr. Rahul Agrawal	9,23,500	Currently- Non-Promoter Post Open offer- Promoter
		18,47,000	

e) The -current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	No of Shares	Current Status	Proposed status post preferential issue*
1	Mr. Rohit Agrawal	9,23,500	Non-Promoter	Promoter
2	Mr. Rahul Agrawal	9,23,500	Non- Promoter	Promoter
		18,47,000		

Note: Mr. Rohit Agrawal and Mr. Rahul Agrawal have entered into a Share Purchase Agreement ("SPA") with the existing promoter/ promoter group i.e. M/s. Chitalia Investment and Trading Company Private Limited and M/s. Symphony Investments Company Private Limited for acquisition of 77,000 Equity Shares representing 12.23% of present paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Post completion of the Open Offer, Mr. Rohit Agrawal and Mr. Rahul Agrawal would be classified in the Promoter Category of the Company.

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 07-07-2023, being the date 30 days prior to the date of this Annual General Meeting.

g) Pricing of the Issue:

The equity shares of the Company are listed at the BSE Limited. There is in-frequent trading of shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such company.

The Company has obtained a valuation certificate dated 12<sup>th</sup> July, 2023 from Mr. Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916('RV' or

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'Independent Valuer') and same has been updated on the Website of the company and Website link is [www.kilttd.in](http://www.kilttd.in). The present issue price of Rs. 10/- (Rupees Ten Only) per equity share as per the valuation arrived as per the valuation certificate.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

The issue of Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, hence we have obtained the valuation report from Mr. Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer'), certifying the price of Rs. 8.02/- each Equity Share in accordance with Regulation 166A and 165 of the SEBI (ICDR) Regulations, 2018 as amended. Since the shares are not frequently traded in according Regulation of the SEBI (ICDR) Regulation, hence pricing in accordance regulation 164 of the SEBI (ICDR) Regulations, 2018 is not applicable in this case. Report of Mr. Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer') is available on our website for inspection. The link of such report is [www.kilttd.in](http://www.kilttd.in).

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 10/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

- h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1.	Mr. Rohit Agrawal	Not applicable
2.	Mr. Rahul Agrawal	Not applicable

- i) Shareholding Pattern before and after the preferential issue:

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1,30,540	20.74	1,30,540	4.71
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00

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S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	1,30,540	20.74	1,30,540	4.71
2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1,30,540	20.74	1,30,540	5.27
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Any Other (specify)FDI	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
B 2	Non-institutions				
(a)	Bodies Corporate	50	0.01	50	0.00
(b)	Individuals	4,98,810	79.25	23,45,810	94.73
(c)	Any other (specify)	0	0.00	0	0.00
	Sub-Total (B)(2)	4,98,860	79.26	23,45,860	94.73
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4,98,860	79.26	23,45,860	94.73
	TOTAL (A)+(B)	6,29,400	100.00	24,76,400	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	6,29,400	100.00	24,76,400	100.00

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### Note:

- i) Mr. Rohit Agrawal and Mr. Rahul Agrawal have entered into a Share Purchase Agreement with the existing promoter/promoter group i.e. M/s. Chitalia Investment and Trading Company Private Limited and M/s. Symphony Investments Company Private Limited on 12<sup>th</sup> July, 2023 for acquisition of shares and control of the Company. Post completion of open offer under SEBI (SAST) Regulations, 2011, 77,000 Equity shares held by the M/s. Chitalia Investment and Trading Company Private Limited (38,500) and M/s. Symphony Investments Company Private Limited (38,500) will be transferred to Mr. Rohit Agrawal and Mr. Rahul Agrawal. Accordingly, post open offer, Mr. Rohit Agrawal and Mr. Rahul Agrawal who have shown as non-promoter under the proposed preferential issue, will become the Promoters of the Company and existing promoter and promoter group will be reclassified into public category.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including pre issue equity shares, equity shares to be acquired under SPA and preferential issue but excluding open offer Equity shares) will be as under.

S. No.	Category	Post Issue	
		No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	19,24,000	77.69%
(c)	Bodies Corporate	0	0
(d)	Financial Institutions/ Banks	0	0
(e)	Any Others (Specify)	0	0
	Sub Total(A)(1)	19,24,000	77.69%
2	Foreign		
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0
B	Bodies Corporate	0	0
C	Institutions	0	0
D	Any Other (specify)	0	0
	Sub Total(A)(2)	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	19,24,000	77.69%
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	0	0.00
(b)	Any Other (specify)FDI	0	0.00
	Sub-Total (B)(1)	0	0.00

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S. No.	Category	Post Issue	
		No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group		
B 2	Non-institutions		
(a)	Bodies Corporate	50	0.00
(b)	Individuals	5,52,350	22.31
(c)	Any other (specify)	0	0.00
	Sub-Total (B)(2)	5,52,400	22.31%
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	5,52,400	22.31%
	TOTAL (A)+(B)	24,76,400	100.00%
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0.00
2	Public	0	0.00
	Sub-Total (C)	0	0.00
	GRAND TOTAL (A)+(B)+(C)	24,76,400	100.00%

- j) Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of Promoters, Promoter group and non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

- k) Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

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- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
  - None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- l) Certificate of Practicing Company Secretary: The certificate from, M/s Pankaj Kumar Modi, Company Secretaries, Kolkata (Membership No. ACS 28600, C.P.No. 12472), certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.kilted.in](http://www.kilted.in).
- m) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue shareholding *	
				No of share	%		No of share	%
1.	Mr. Rohit Agrawal	Non Promoter	Promoter	--	0.00	9,23,500	9,62,000	38.85
2.	Mr. Rahul Agrawal	Non Promoter	Promoter	--	0.00	9,23,500	9,62,000	38.85
Total				--	0.00	18,47,000	19,24,000	77.70

*\*Post issue shareholding includes 77,000 Equity shares to be acquired through Share purchase agreement (SPA) post open offer, as per SPA, Mr. Rohit Agrawal will acquire 38,500 Equity Shares and Mr. Rahul Agrawal will acquire 38,500 Equity Share.*

Note:

- i) Mr. Rohit Agrawal and Mr. Rahul Agrawal have entered into a Share Purchase Agreement with the existing promoter i.e. M/s. Chitalia Investment and Trading Company Private Limited and M/s. Symphony Investments Company Private Limited on 12<sup>th</sup> July, 2023 for acquisition of shares and control of the Company. Post completion of open offer under SEBI (SAST) Regulations, 2011, 77,000 Equity shares held by M/s. Chitalia Investment and Trading Company Private Limited (38,500) and M/s. Symphony Investments Company Private Limited (38,500) will be transferred to Mr. Rohit Agrawal and Mr. Rahul Agrawal. Accordingly post open offer, Mr. Rohit Agrawal and Mr. Rahul

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Agrawal who have shown as non-promoter under the proposed preferential issue, will become the Promoters of the Company;

- ii) Also, without including 77,000 Equity Share to be acquired through SPA post offer, post issue holding of Mr. Rohit Agrawal and Mr. Rahul Agrawal would be 923500 Equity Shares constituting 37.29% and 923500 Equity Share constituting 37.29% of total post issue capital respectively.
- iii) Also, after considering proposed allotment of 676000 Equity Shares as per Item 11 of this Notice and acquisition of shares as per SPA but excluding open offer Equity shares, post issue holding of Mr. Rohit Agrawal and Mr. Rahul Agrawal would be 9,62,000 Equity Shares constituting 30.52% and 9,62,000 Equity Share constituting 30.52% of total post issue capital respectively after considering full allotment of Equity Shares to be issued as per item 11 of the Notice.
- iv) Also, after considering proposed allotment of 676000 Equity Shares as per Item 11 of this Notice but without considering acquisition of shares as per SPA and open offer, post issue holding of Mr. Rohit Agrawal and Mr. Rahul Agrawal would be 9,23,500 Equity Shares constituting 29.30% and 9,23,500 Equity Share constituting 29.30% of total post issue capital respectively after considering full allotment of Equity Shares to be issued as per item 11 of the Notice.

### Recommendations and Voting Pattern of the committee of Independent Directors of the Company

The committee of Independent Directors comprising of Mr. Ramlakhan Shiv Singh, Mr. Sanjib Dutta and Ms. Suvarna Shinde in their meeting held on 12-07-2023 has considered the proposal to make the preferential allotment of 18,47,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 10/- per share has been determined taking in consideration the Valuation report provided by Mr. Nitish Chaturvedi, Registered Valuer or Financial Assets (Registration No. IBBI/RV/03/2020/12916), the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. As there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of the Independent Director	Assent	Dissent
1.	Mr. Ramlakhan Shiv Singh	√	-
2.	Mr. Sanjib Dutta	√	-
3.	Ms. Suvarna Shinde	√	-

- n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

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Nil

- o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

- p) Principal terms of assets charged as securities:

Not Applicable.

- q) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 10 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 11:

The Special Resolution contained in Item No. 11 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 676000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- each, aggregating up to Rs. 67,60,000 (Rupees Sixty Seven Lakhs Sixty Thousand Only).

The Board of Directors of the Company ("Board") in their meeting held on 12-07-2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 676000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 10/- (Rupees Ten only) per Equity Share to Non – Promoter of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares

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requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) **Objects of the Preferential Allotment:**

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

- i. To meet the working capital requirements of the Company – Rs. 43,94,000 /-
- ii. For the general corporate purposes. – Rs. 23,66,000 /-

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 12-07-2023 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 676000 Equity Shares, fully paid-up, at the price of Rs. 10/- per Equity Share, aggregating to Rs. 67,60,000 (Rupees Sixty Seven Lakhs Sixty Thousand Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) **Proposed time within which the preferential issue shall be completed**

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

d) **The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:**

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued. Since the allotment of shares is proposed to be made to the non-promoters, there will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

e) **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.**

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S. No.	Name of Proposed Allottees	No of Shares	Current Status	Proposed status post Post preferential Issue
1	Navin Maheshwari	150000	Non Promoter	Non Promoter
2	Neeta Gattani	114000	Non Promoter	Non Promoter
3	Keshav Agarwal	90000	Non Promoter	Non Promoter
4	Shubham Agarwal	90000	Non Promoter	Non Promoter
5	Hitesh Paliwal	85000	Non Promoter	Non Promoter
6	Ansh Agarwal	75000	Non Promoter	Non Promoter
7	Prashant Jaiswal	72000	Non Promoter	Non Promoter
		676000		

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 07-07-2023, being the date 30 days prior to the date of this Annual General Meeting.

g) Pricing of the Issue:

The equity shares of the Company are listed at the BSE Limited. There is in-frequent trading of shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such company.

The Company has obtained a valuation certificate dated 12<sup>th</sup> July, 2023 from Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer') and same has been updated on the Website of the company and Website link is [www.kiltd.in](http://www.kiltd.in). The present issue price of Rs. 10/- (Rupees Ten Only) per equity share as per the valuation arrived as per the valuation certificate.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

The issue of Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, hence we have obtained the valuation report from Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer'), certifying the price of Rs. 8.02/- each Equity Share in accordance with Regulation 166A and 165 of the SEBI (ICDR) Regulations, 2018 as amended. Since the shares are not frequently traded in according Regulation of the SEBI (ICDR) Regulation, hance pricing in accordance regulation 164 of the SEBI (ICDR) Regulations,

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2018 is not applicable in this case. Report of Nitish Chaturvedi, Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 ('RV' or 'Independent Valuer') is available on our website for inspection. The link of such report is [www.kiltid.in](http://www.kiltid.in)

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 10/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

- h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

S. No.	Name of Proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1	Navin Maheshwari	Not Applicable
2	Neeta Gattani	Not Applicable
3	Keshav Agarwal	Not Applicable
4	Shubham Agarwal	Not Applicable
5	Hitesh Paliwal	Not Applicable
6	Ansh Agarwal	Not Applicable
7	Prashant Jaiswal	Not Applicable

- i) Shareholding Pattern before and after the preferential issue:

S. No.	Category	Pre Issue		Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding	No. of Share	Percentage (%) of holding
1	Indian						
(a)	Individuals/ Hindu Undivided Family	1,30,540	20.74	1,30,540	10.00	1,30,540	4.14%
(c)	Bodies Corporate	0	0.00	0	0.00	0	0.00
(d)	Financial Institutions/	0	0.00	0	0.00	0	0.00

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S. No.	Category	Pre Issue		Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding	No. of Share	Percentage (%) of holding
	Banks						
(e)	Any Others (Specify)	0	0.00	0	0.00	0	0.00
	Sub Total(A)(1)	1,30,540	20.74	1,30,540	10.00	1,30,540	4.14%
2	Foreign						
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00	0	0.00
D	Any Other (specify)	0	0.00	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1,30,540	20.74	1,30,540	10.00	1,30,540	4.14%
(B)	Public shareholding						
1	Institutions						
(a)	Mutual Funds/ UTI	0	0.00	0	0.00	0	0.00
(b)	Any Other (specify)FDI	0	0.00	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00	0	0.00
B 2	Non-institutions						

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S. No.	Category	Pre Issue		Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group						
(a)	Bodies Corporate	50	0.01	50	0.00	50	0.00
(b)	Individuals	4,98,810	79.25	11,74,810	90.00	30,21,810	95.86%
(c)	Any other (specify)	0	0.00	0	0.00	0	0.00
	Sub-Total (B)(2)	4,98,860	79.26	11,74,860	90.00	30,21,860	95.86%
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4,98,860	79.26	11,74,860	90.00	30,21,860	95.8%
	TOTAL (A)+(B)	6,29,400	100.00	13,05,400	100.00	31,52,400	100.00%
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
1	Promoter and Promoter Group	0	0.00	0	0.00	0	0.00
2	Public	0	0.00	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	6,29,400	100.00	13,05,400	100.00	31,52,400	100.00%

Note:

*As disclosed above in Explanatory statement to an item no. 10.*

- i) Mr. Rohit Agrawal and Mr. Rahul Agrawal have entered into a Share Purchase Agreement with the existing promoter/promoter group i.e. M/s. Chitalia Investment and Trading Company Private Limited and M/s. Symphony Investments Company Private Limited on 12<sup>th</sup> July, 2023 for acquisition of shares and control of the Company. Post completion of open offer under SEBI (SAST) Regulations, 2011, 77,000 Equity shares held by the M/s. Chitalia Investment and

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Trading Company Private Limited and M/s. Symphony Investments Company Private Limited will be transferred to Mr. Rohit Agrawal and Mr. Rahul Agrawal. Accordingly, post open offer, Mr. Rohit Agrawal and Mr. Rahul Agrawal who have shown as non-promoter under the proposed preferential issue, will become the Promoters of the Company and existing promoter and promoter group will be reclassified into public category.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (excluding open offer Equity shares) will be as under:

S. No.	Category	Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
		No. of Share	Percentage (%) of holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1,30,540	10.00	19,24,000	61.03
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	1,30,540	10.00	19,24,000	61.03
2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0	0	0.00
C	Institutions	0	0	0	0.00
D	Any Other (specify)	0	0	0	0.00
	Sub Total(A)(2)	0	0	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1,30,540	10.00	19,24,000	61.03
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Any Other (specify)FDI	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00

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S. No.	Category	Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
		No. of Share	Percentage (%) of holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
B 2	Non-institutions				
(a)	Bodies Corporate	50	0.00	50	0.00
(b)	Individuals	11,74,810	90.00	12,28,350	38.97
(c)	Any other (specify)	0	0.00	0	0.00
	Sub-Total (B)(2)	11,74,860	90.00	12,28,350	38.97
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	11,74,860	90.00	12,28,350	38.97
	TOTAL (A)+(B)	13,05,400	100.00	31,52,400	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	13,05,400	100.00	31,52,400	100.00

Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of Promoters, Promoter group and non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

k. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

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- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
  - Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
  - None of the proposed allottee hold any Equity Shares in the Company.
  - None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- l. Certificate of Practicing Company Secretary: The certificate from, M/s Pankaj Kumar Modi, Company Secretaries, Kolkata (Membership No. ACS 28600, C.P.No. 12472), certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.kilttd.in](http://www.kilttd.in).
- m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
				No of share	%		No of share	%	No of share	%
1.	Navin Maheshwari	Non Promoter	Non Promoter	Nil	Nil	150000	150000	11.49	150000	4.76
2.	Neeta Gattani	Non Promoter	Non Promoter	Nil	Nil	114000	114000	8.73	114000	3.62
3.	Keshav Agarwal	Non Promoter	Non Promoter	Nil	Nil	90000	90000	6.89	90000	2.85
4.	Shubham Agarwal	Non Promoter	Non Promoter	Nil	Nil	90000	90000	6.89	90000	2.85

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Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue (without considering allotment of 18,47,000 Equity Shares as per Item 10)		Post Issue (after considering allotment of 18,47,000 Equity Shares as per Item 10)	
				No of share	%		No of share	%	No of share	%
5.	Hitesh Paliwal	Non Promoter	Non Promoter	Nil	Nil	85000	85000	6.51	85000	2.70
6.	Ansh Agarwal	Non Promoter	Non Promoter	Nil	Nil	75000	75000	5.75	75000	2.38
7.	Prashant Jaiswal	Non Promoter	Non Promoter	Nil	Nil	72000	72000	5.52	72000	2.28
Total				Nil	Nil	676000	676000	51.78%	676000	21.44%

n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

p. Principal terms of assets charged as securities:

Not Applicable.

q. Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 11 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said

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Resolution, save and except to the extent of their respective interest as shareholders of the Company.

As required by Section 102(3) of the Companies Act, 2013, the documents with regards to the preferential issue shall be available for inspection at the registered office of the Company during business hours from 9.30 A.M. to 6.30 P.M.

### ANNEXURE TO ITEM No. 2, 4, 5, 6, 7 and 8 OF THE NOTICE

#### Details of Directors seeking appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Pankaj Hiralal Raval	Mr. Pranav Vinay Kumar Raj Kumar	Mrs. Dipika Agarwal	Mr. Ramlakhan Shiv Singh	Mr. Sanjib Dutta	Ms. Suvarna Shinde
Director Identification Number (DIN)	00288660	00289342	07584659	02898800	08419495	09751614
Date of Birth	06/07/1954	20/08/1985	31/08/1985	07/02/1950	01/01/1979	16/12/1983
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	25/07/2000	27/01/2023	27/01/2023	27/01/2023	31/03/2023	05/07/2023
Qualification	B. Com	B.Com & CFA	MD	M.Com	B. Com	B. A. LLB
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL	NIL
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	RIGA INVESTMENT AND TRADING COMPANY PRIVATE LIMITED	- SPECIALISED METAL PROCESSORS PRIVATE LIMITED - DELTA STAHLUNION LTD - BEMCEE PROCESSORS PRIVATE	- SPECIALISED METAL PROCESSORS PRIVATE LIMITED - DELTA STAHLUNION LTD - BEMCEE PROCESSORS	- RIGA INVESTMENT AND TRADING COMPANY PRIVATE LIMITED - INTERCROME LIMITED	- BARDU AR TEA & TIMBER CO LTD - AMBE PROJECTS LIMITED - BLUBUCK METAL	- INDSOYA LIMITED

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Name of the Director	Mr. Pankaj Hiralal Raval	Mr. Pranav Vinay Kumar Raj Kumar	Mrs. Dipika Agarwal	Mr. Ramlakhan Shiv Singh	Mr. Sanjib Dutta	Ms. Suvarna Shinde
		LIMITED - INTERCHROME PROCESSORS PRIVATE LIMITED - INTERCHROME LIMITED - KALWA STEEL PROCESSORS PRIVATE LIMITED - ORION POWER PRIVATE LIMITED - RIDHI-SIDHI TRADING AND INVESTMENTS PRIVATE LIMITED - CHITALIA INVESTMENT AND TRADING COMPANY PRIVATE LIMITED - SYMPHON	PRIVATE LIMITED - INTERCHROME PROCESSORS PRIVATE LIMITED - INTERCHROME LIMITED - KALWA STEEL PROCESSORS PRIVATE LIMITED - ORION POWER PRIVATE LIMITED - RIDHI-SIDHI TRADING AND INVESTMENTS PRIVATE LIMITED - CHITALIA INVESTMENT AND TRADING COMPANY	- DELTA STAHL UNION LTD - RAM LAKHAN TRADE COMMERCE PRIVATE LIMITED	MANUFACTURING & TRADING PRIVATE LIMITED - RIPLACEMENTS PRIVATE LIMITED - S. A. P. EDUCARE PRIVATE LIMITED - SPAC ALPHA PRIVATE LIMITED - SPAC SHINE PRIVATE LIMITED KREDIT	

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Name of the Director	Mr. Pankaj Hiralal Raval	Mr. Pranav Vinay Kumar Raj Kumar	Mrs. Dipika Agarwal	Mr. Ramlakhan Shiv Singh	Mr. Sanjib Dutta	Ms. Suvarna Shinde
		Y INVESTMENTS COMPANY PRIVATE LIMITED	PRIVATE LIMITED - SYMPHONY INVESTMENTS COMPANY PRIVATE LIMITED		INDIA ASSURANCE PRIVATE LIMITED SWAPNA BHUMI REALTORS LIMITED	
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	NIL	NIL	NIL	NIL	NIL	Indsoya Limited

# KSHITIJ INVESTMENTS LIMITED

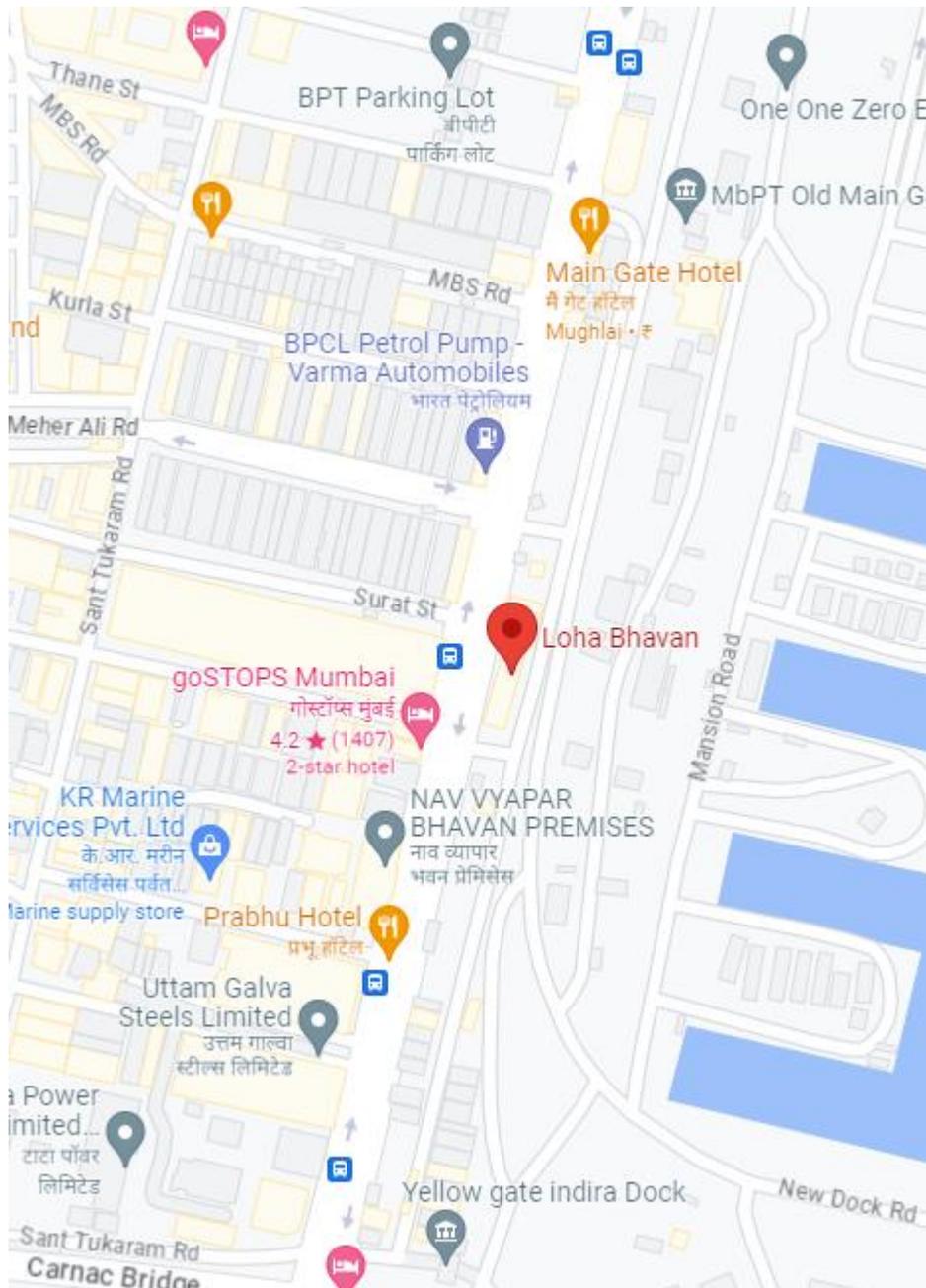
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## ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



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KSHITIJ INVESTMENTS LIMITED

(CIN: L67120MH1979PLC021315)

Tel: (022) 2344-9344, Email: ksh.inv.ltd@gmail.com, website: www.kiltd.in

Registered Office: 509, Loha Bhavan, 93, P. D'Mello Road,  
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## ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of Kshitij Investments Limited will be held on 07-08-2023, at 11.30 A.M. at the registered office of the Company at 509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: \_\_\_\_\_

✂-----✂-----✂-----✂-----✂

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Telephone: (022) 2344-9344, Fax No: (022) 2348-0344

CIN: L67120MH1979PLC021315

KSHITIJ INVESTMENTS LIMITED

(CIN: L67120MH1979PLC021315)

Tel: (022) 2344-9344, Email: ksh.inv.ltd@gmail.com, website: www.kilttd.in

Registered Office: 509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 07-08-2023, at 11:30 A.M. at the registered office of the Company at 509, Loha Bhavan, 93, P. D'Mello Road, Carnac Bunder, Mumbai- 400 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolution(S)	Vote	
		For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March 2023, 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 Pankaj Hiralal Raval (DIN 00288660) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of DMKH & CO. Chartered Accountants (having Firm Registration Number: 116886W), as statutory auditors of the company in place of Rahul Sureka & Co., Chartered Accountants (FRN: 329872E).		

# KSHITIJ INVESTMENTS LIMITED

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Carnac Bunder, Mumbai- 400 009

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CIN: L67120MH1979PLC021315

Sr.No.	Resolution(S)	Vote	
		For	Against
	ORDINARY BUSINESS		
	SPECIAL BUSINESS		
4.	Regularisation of Appointment and Remuneration of Mr. Pranav Vijaykumar Rajkumar (DIN: 00289342) as Whole-time Director as per Companies Act, 2013. – Special Business		
5.	Regularization of Appointment of Dipika Agarwal (DIN: 07584659) as Executive Director of the company. – Ordinary Resolution		
6.	Regularisation of Appointment Of Ramlakhan Shiv Singh (DIN: 02898800) As An Independent Director. – Ordinary Resolution		
7.	Regularisation of Appointment of Sanjib Dutta (DIN: 08419495) as an Independent Director. – Ordinary Resolution		
8.	Regularisation of Appointment of Suvarna Ramchandra Shinde (DIN: 09751614) as an Independent Director. – Ordinary Resolution		
9.	Increase the Authorized Share Capital of the Company. – Special Resolution		
10.	Issuance of 18,47,000 Equity Shares on Preferential Basis. – Special Resolution		
11.	Issuance of 6,76,000 Equity Shares on Preferential Basis. – Special Resolution		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_day of \_\_\_\_20\_\_

Signature of Shareholder

Signature of Proxy holder

Affix  
Revenue  
Stamps

Signature of the  
Shareholder across Revenue Stamp

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company.

EVEN(Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 04-08- 2023 at 09.00 A.M. IST and ends on 06-08-2023 at 05.00 P.M. IST.

If you have any query regarding e-voting Password/PIN, please contact at evoting@nsdl.co.in