



NOTICE OF FORTY THIRD ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the Members of M/s. Kaushal Investments Limited ("the Company") will be held on Friday, 27th September, 2024 at 3.00 p.m. (IST) at the Registered Office of the Company at "Jajodia Tower", 3, Bentinck Street, 4th Floor, Room No. D – 8, Kolkata 700001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2. Re-appointment of a Director:

To appoint a director in place of Mr. Sumit Goyal (DIN: 03017130), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-election.

Item No. 3. Appointment of Statutory Auditors to fill casual vacancy occurred due to resignation caused by previous Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee and Board of Directors at their respective meetings held on 30th August, 2024, M/s. Surajit Roy and Associates, Chartered Accountants (Firm Registration No. 326099E), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Ghosh & Basu LLP, Chartered Accountants (Firm Registration No. E300013) from the conclusion of ensuing Annual General Meeting for a period of one financial year i.e., 2024-25 and who shall hold office till the conclusion of Annual General Meeting to be held in the year 2025 at such terms and conditions and on such remuneration as may be decided by the Board in consultation with the Statutory Auditor.

RESOLVED FURTHER THAT any Director and/or Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

Item No. 4. To approve existing as well as proposed material related party transactions:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), the Company's policy on Materiality and dealing with Related Party Transaction(s), provisions of the Memorandum and Articles of Association of the Company and recommendations of the Audit Committee and the Board, consent of the Members of the Company be and is hereby accorded for entering into related party transactions and/ or carrying out and/ or continuing with contracts/ arrangements/ transactions (whether individual



transaction or transactions taken together or series of transactions or otherwise) with the related parties as mentioned in explanatory statement, from the date of ensuing Annual General Meeting ("AGM") up to the date of the next AGM for a period not exceeding fifteen months.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

Item No. 5. Authorisation to Board for making of any Investment/ giving any Loan or Guarantee/ providing Security under Section 186 of Companies Act, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to invest, from time to time, any sum or sums of money in shares and securities, grant loans, give guarantees and/or provide security in respect of loan to any person or bodies corporate together with the monies already invested into shares and securities and loans given, guarantee given or security provided to the extent of Rs. Rs. 3,00,00,000/- (Three Crores Only) over and above the prescribed limit of aggregate of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, on the terms and conditions as may be determined by the Board of Directors at their discretion.

RESOLVED FURTHER THAT any Director and/or Company Secretary be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

Item No. 6. To set the borrowing limits of the Company

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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of monies, as it may be considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary



loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 1,00,00,000 (Rupees One Crore Only).

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

For Kaushal Investments Limited

Place: Kolkata
Date:30.08.2024

Sd/-
Radhika Maheshwari
Company Secretary

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING” OR “AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be submitted at the corporate office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Additional information, pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting is furnished as an Annexure to the Notice.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP - ID and Client - ID/ Folio No.
5. Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) intending to attend AGM through their Authorised Representatives are requested to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization, etc. authorizing its representative to attend the AGM on its behalf and to vote through poll or remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rgadvisory18@gmail.com with a copy marked to the company's email address i.e., info@kaushalinvest.com.
6. 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.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
8. The Company has appointed **M/s. Niche Technologies Pvt. Ltd**, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting Folio No., full name, and name of the Company as Kaushal Investments Limited.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository participants with whom they are maintaining their demat accounts.



10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
11. Notice of the AGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on **16th August, 2024** at the e-mail ids registered with the Company/ Depository Participant(s). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Members may note that the Notice of AGM will also be available on the Company's website www.kaushalinvest.com, website of the Calcutta Stock Exchange Limited at www.cse-india.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.
13. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
14. The Board of Directors of the Company has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Annual General Meeting and to oversee voting process.
15. The Voting Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.kaushalinvest.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
16. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
17. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive) for the purpose of AGM of the Company.

Voting Through Electronic Means:

18. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, 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 arrangement with NSDL for facilitating voting through electronic means, as the authorized agency. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
19. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on 20th September, 2024 being the cut-off date shall be entitled to avail the facility of remote e-voting or voting during the AGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.



20. The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again. During the voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
21. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 20th September, 2024 are entitled to vote on resolutions set forth in the Notice. Eligible Members who have acquired shares after sending the Notice and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.
22. The remote e-voting period begins on Tuesday, 24th September, 2024 at 9.00 A.M. (IST) and ends on Thursday, 26th September, 2024 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
23. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 20th September, 2024. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting.
24. Instructions for members for remote e-voting are stated in Annexure-I of this Notice.

**ANNEXURE TO THE NOTICE****Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of Director	Sumit Goyal
Date of birth	08.10.1991
Nationality	Indian
Date of first appointment on the board	22.07.2021
Qualification	Commerce Graduate
Experience in functional area	He has the relevant experience and expertise in the field of finance, capital markets and related activities. Under his dynamic leadership and vast experience, we will able to deliver constant value to our customer's time and gain. His adoption on the Board of the Company will help the Company to grow and make wise decisions
Relationship with other Directors	Son of Jitendra Kumar Goyal, Non-Executive Director
Shareholding in the Company	NIL
List of directorships held in other Listed Companies	NIL
Committee membership in other Listed Companies	NIL

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")****Item No. 3:**

M/s Ghosh & Basu LLP, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 30th August, 2024 citing reasons that due to the developments in the Audit Firm ("M/s Ghosh & Basu LLP, Chartered Accountants") they will not be able to continue as Statutory Auditors of the Company. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Appointment of Auditor in casual vacancy caused by the resignation of Statutory Auditors shall be approved by the Shareholders at the General Meeting within three months from the date of recommendation of the Audit Committee/Board of Directors of the Company. The Audit Committee and the Board of Directors of the Company at their respective meetings held on 30th August, 2024 recommended the appointment of M/s. Surajit Roy and Associates, Chartered Accountants (Firm Registration No. 326099E) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Ghosh & Basu LLP, Chartered Accountants Accordingly, Shareholders' approval by way of Ordinary Resolution is sought.

M/s. Surajit Roy and Associates, Chartered Accountants (Firm Registration No. 326099E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Shareholders, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

As per the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from 1st April, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company is primarily engaged in the business of dealing in trading of iron and other allied metals. The related party transactions entered into by the Company with various parties not only help in smoothing business operations but also ensures consistent flow of desired quality and quantity of material without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th



March, 2022, approval of the Members is sought for arrangements/ transactions/contracts undertaken whether by way of continuation/ modification/ratification of earlier arrangements/ transactions/contracts and for transactions proposed to be entered into by the Company with Related Parties.

Further, the SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 has clarified and specified that the Shareholders' approval of omnibus RPTs approved in an Annual General Meeting ("AGM") shall be valid up to the date of the next AGM for a period not exceeding fifteen months. Therefore, the Company is required to obtain Shareholders' approval in every AGM

The details required as under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 in connection with the Material Related Party Transactions is given below.

Details of Summary of information provided by the management to the Audit Committee:

Name of the Related Party and its relationship with the listed entity including nature of its concern or interest (financial or otherwise):

Name of Companies/LLP/HUF/Individual	Nature of Interest
Decillion Finance Limited	Entity influenced by the Director
Fastflow Commodeal Limited	Enterprise influenced by KMP
Goyal Toys LLP	Entity influenced by the Director
Moti Finvest Private Limited	Entity influenced by the Director
Rambhakta Enterprises LLP	Entity influenced by the Director
Sumit Goyal	Managing Director
Virendra Kumar Goyal	Brother of Director
Virendra Kumar Goyal HUF	Karta is Brother of Director
VZ Vanijya LLP	Entity influenced by the Director
Yashoyog Commercial LLP	Entity influenced by the Director
Centuple Trading LLP	Entity influenced by the Director
Centuple Commercial LLP	Entity influenced by the Director
Goyal Commercial Private Limited	Entity influenced by the Director
Littlestar Tracom LLP	Entity influenced by the Director
Mayborn Investments Private Limited	Entity influenced by the Director
Radhika Maheshwari	Company Secretary
Sarbani Adhikary	Chief Financial Officer
Aurelian Commercial LLP	Entity influenced by the Director
Ultra Dealers Private Limited	Entity influenced by the Director
ABM Finlease Private Limited	Entity influenced by the Director
Scintilla Commercial & Credit Limited	Entity influenced by the Director
Varsha Jain	Daughter of Director
Renu Goyal	Wife of Director



Spectrum Pestrogan Pvt Ltd	Entity influenced by the Director
Tubro Consultants & Enterprises Private Limited	Entity influenced by the Director
Vibgyor Commotrade Pvt Ltd	Entity influenced by the Director
Dignity Dealtrade Pvt Ltd	Entity influenced by the Director
Daffodil Dealtrade Pvt. Ltd	Entity influenced by the Director
Virat Leasing Ltd	Entity influenced by the Director
Lifestyle Vanijya LLP	Entity influenced by the Director
G Jitendra HUF	Karta is a Director
Y.K. Goyal & Sons HUF	Karta is a Director
Zigma Commosales Private Limited	Entity influenced by the Director
Horizon Agro Processing Private Limited	Entity influenced by the Director
Anjaniputra Promoters Private Limited	Entity influenced by the Director
Laxmidhan Properties Private Limited	Entity influenced by the Director
Shreyans Stockinvest Pvt Ltd	Entity influenced by the Director
Sumit Technisch & Engineering Pvt Ltd	Entity influenced by the Director
Aurelian Trading LLP	Entity influenced by the Director
Merit Commosales LLP	Entity influenced by the Director
Twinkle Vintrade LLP	Entity influenced by the Director
Daulat Vintrade LLP	Entity influenced by the Director
Suncity Dealers LLP	Entity influenced by the Director
Silverlake Tradelinks LLP	Entity influenced by the Director
Success Dealers LLP	Entity influenced by the Director
Icon Commotrade LLP	Entity influenced by the Director
Skylight Vintrade LLP	Entity influenced by the Director
Maruti Tie-Up LLP	Entity influenced by the Director
Planet Dealtrade LLP	Entity influenced by the Director
Yashoyog Investments	Entity influenced by the Director
KVZ Enterprises	Entity influenced by the Director
Balaji Enterprises	Entity influenced by the Director
Rubicam Agencies Private Limited	Entity influenced by the Relative of Director
HSF Food Pro-Tech Private Limited	Entity influenced by the Relative of Director

Materiality Thresholds for Related Party Transactions:

Nature of Transactions	Value of Transactions (Rs)
Purchase/ sale of securities from/ to related parties	2,50,00,000/-
Granting of loan to each related party	2,50,00,000/-
Availing of loan from related parties	2,50,00,000/-
Remuneration paid to Key Managerial Personnel	25,00,000/-
Rent Paid	5,00,000/-
Expenses incurred/ re-imbursed for availment/ providing of services	10,00,000/-



In the event the Company becomes aware of any RPT that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practical before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction and the Company shall take such action as the Committee deems appropriate under the circumstances.

Material terms and particulars of the proposed transaction:

Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract. The particulars of the proposed transaction are mentioned above.

Details of the source of funds in connection with the proposed transaction:

Not Applicable

Details of financial indebtedness Incurred:

Not Applicable

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:

Not Applicable

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:

Not Applicable

Justification as to why the Related Party Transaction is in the interest of the listed entity:

The Company is primarily engaged in the business of dealing in trading of iron and other allied metals. The related party transactions entered into by the Company with various parties not only help in smoothing business operations but also ensures consistent flow of desired quality and quantity of material without interruptions. These are treated as related party transactions by virtue of law itself and there is no discrimination made while the transactions entered with a related party and unrelated parties. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

A copy of the valuation or other external party report, if any such report has been relied upon:

Not Applicable

Any other information:

Nil

The Audit Committee and Board of Directors of the Company have approved the Related Party Transactions at their meetings held on 30th August, 2024 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 4 of the accompanying Notice as a Special Resolution.



Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 5:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of Special Resolution at the General Meeting in case the amount of investments, loans, guarantees or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Since the investment to be made or loans / guarantees to be given together with the existing investment made or / guarantees given may exceed sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, the Board of Directors of the Company shall be empowered for that purpose by the Shareholders of the company by way of special resolution.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting under Section 186 of the Companies Act, 2013.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 5 of the accompanying Notice as a Special Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 6:

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 1,00,00,000 (Rupees One Crore Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 6 of the accompanying Notice as a Special Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.



ANNEXURE I

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

The remote e-voting period begins on Tuesday, 24th September, 2024 at 9:00 A.M. and ends on Thursday, 26th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, 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 20th September, 2024.

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

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.



Type of shareholders	Login Method
	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



Type of shareholders	Login Method
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.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 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.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 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.



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 rgadvisory18@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 to reset the password.
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 or call on : 022 -4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@kaushalinvest.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 info@kaushalinvest.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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



KAUSHAL INVESTMENTS LIMITED

Read. Office: 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata-700001

Email: info@kaushalinvest.com; Website: www.kaushalinvest.com

CIN: L65993WB1981PLC033363

ATTENDANCE SLIP

DP ID*		Folio No.	
Client ID*		No. of Shares	
Name of the member(s) (In Block Letters)			
Name of the Proxy, of any (in Block Letters)			

I hereby record my presence at the 43rd Annual General Meeting of the Company being held on Friday, 27th September, 2024 at 3.00 p.m. (IST) at the Registered Office of the Company at "Jajodia Tower", 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata 700001 and at any adjournment thereof.

Signature of Shareholder

Signature of Proxy

Notes:

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

* Applicable for investors holding shares in electronic form



KAUSHAL INVESTMENTS LIMITED

Read. Office: 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata-700001

Email: info@kaushalinvest.com; Website: www.kaushalinvest.com

CIN: L65993WB1981PLC033363

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(s) of the Shareholder(s) (Including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/We, being the member(s) holding equity shares of Kaushal Investments Limited hereby appoint:

1. Name :.....

Address :.....

E-mail ID:..... Signature..... Or failing him / her

2. Name :.....

Address :.....

E-mail ID:..... Signature..... Or failing him / her

3. Name :.....

Address :.....

E-mail ID:..... Signature..... Or failing him / her

as my/our proxy to vote for me/us on my/our behalf at the 43rd Annual General Meeting of the Company scheduled to be held on Friday, 27th September, 2024 at 3.00 p.m. (IST) at the Registered Office of the Company at "Jajodia Tower", 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata 700001 and any adjournment thereof, in respect of such resolutions as are indicated below:



Route Map



KAUSHAL INVESTMENTS LIMITED
Read. Office: 3, Bentinck Street, 4th Floor, Room No. D-8, Kolkata-700001
Email: info@kaushalinvest.com; Website: www.kaushalinvest.com
CIN: L65993WB1981PLC033363

* I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2024.		
2.	To appoint a director in place of Mr. Sumit Goyal (DIN: 03017130), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Statutory Auditors to fill casual vacancy occurred due to resignation caused by previous Statutory Auditors.		
4.	To approve existing as well as proposed material related party transactions.		
5.	To authorise Board for making of any Investment/ giving any Loan or Guarantee/ providing Security under Section 186 of Companies Act, 2013		
6.	To set the borrowing limits of the Company		

Signed this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of Proxy holder: _____

**Affix
Revenue
Stamp**

Note:

- The Proxy form duly completed must be deposited at the corporate office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.