



# Kabirdas Investments Limited

CIN: L65993WB1974PLC157598

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## NOTICE OF THE 50<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 50<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF KABIRDAS INVESTMENTS LIMITED WILL BE HELD ON THURSDAY, THE 05<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) FOR THE FINANCIAL YEAR 2023-24, TO TRANSACT THE FOLLOWING BUSINESS:**

### AS ORDINARY BUSINESS

#### ITEM NO. 1:

To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution.**

- (a) **“RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### ITEM NO. 2:

To appoint **M/s. SEKSARIA TIBREWAL & CO (FRN: 329660E)**, Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 3 (Three) consecutive Financial Years (*vide RBI notification No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/ 08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”)*), from the conclusion of the this AGM (50<sup>th</sup> AGM) of the Company until the conclusion of the 53<sup>rd</sup> Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution.**

**“RESOLVED THAT**, pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Board of Directors at its meeting held on 05<sup>th</sup> August, 2024, **M/s. SEKSARIA TIBREWAL & CO (FRN: 329660E)**, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a period of 3 (Three) consecutive Financial Years i.e., from the conclusion of this AGM till the conclusion of

the 53<sup>rd</sup> AGM of the Company i.e., from Financial Year 2024-25 to Financial Year 2026-27 to be held in the year 2027, to fill the Casual Vacancy caused by the resignation of M/s. Roy & Co., Chartered Accountants (Firm’s Registration No. 313124E), the retiring statutory auditor.

**RESOLVED FURTHER THAT, M/s. SEKSARIA TIBREWAL & CO (FRN: 329660E)**, shall conduct the Statutory Audit for the financial year ending/ended on 31<sup>st</sup> March, 2025, 31<sup>st</sup> March, 2026 and 31<sup>st</sup> March, 2027 and Quarterly Audit for Limited Review Reports from 01<sup>st</sup> July, 2024 till the Quarter Ended on 30<sup>th</sup> June, 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT**, any of the Directors of the Company be and is hereby authorized severally, on behalf of the Company, to file necessary E-form/returns with Registrar of Companies and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”

### AS SPECIAL BUSINESS

#### ITEM NO. 3: TO APPOINT MR. MITHILESH KUMAR SINGH (DIN: 08778391) AS EXECUTIVE 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 Section 152 and other applicable provisions of the Companies Act, 2013 read in conjunction with Rule 9, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with its pertinent rules (including any statutory amendments or re-enactments in force), as well as the stipulations within the Articles of Association of the Company; **Mr. Mithilesh Kumar Singh (DIN: 08778391)** who was recommended and proposed by the Nomination & Remuneration Committee to be appointed as an Executive Director of the company and thereafter the Board of Directors at their respective meetings held on 05<sup>th</sup> August, 2024 approved his appointment **subject to the approval of the shareholders** at the ensuing Annual General Meeting and whose term of office shall commence from the conclusion of this Annual General Meeting (‘AGM’) and in respect of whom the company has received (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of



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▲ KABIR DAS INVESTMENT LTD ▲

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Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act, **be and is hereby appointed as an Executive Director of the company w.e.f., 05-09-2024**, whose office shall be determined and liable to be retire by rotation, in the forthcoming Annual General Meetings of the company.”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

#### **ITEM NO. 4: APPOINTMENT OF MR. AKSHAY KHANNA (DIN: 10725624) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b), **Regulation 25(2A)** and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, **Mr. Akshay Khanna (DIN: 10725624)**, who was recommended and proposed by the Nomination & Remuneration Committee to be appointed as Independent Director (in the capacity of a Non-Executive Independent Director) of the company and thereafter the Board of Directors at their respective meetings held on 05<sup>th</sup> August, 2024 approved his appointment **subject to the approval of the shareholders** in the ensuing Annual General Meeting and whose term of office shall commence from this ensuing Annual General Meeting (‘AGM’) and in respect of whom the company has received (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act and a Notice in writing from the Member who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, **be and is hereby appointed as an Non-Executive Independent Director** of the company to hold office **for a term of 5 (five) consecutive years** commencing from **05-09-2024**, whose period of office will not 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 this resolution.”

#### **ITEM NO. 5: INCREASE IN REMUNERATION OF MANAGING DIRECTOR**

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

**“RESOLVED FURTHER THAT** pursuant to Section 197, 198, 199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for a remuneration of ₹6,00,000/- per month with effect from 01.04.2024 payable to Shri. Zubin Dipak Mehta, Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.”

#### **Terms of Remuneration**

- i) Salary- ₹6,00,000 per month.
- ii) He is entitled to use Company’s car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company’s contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid. If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals.”

**“RESOLVED FURTHER THAT** the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time.”

#### **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013**

##### **Explanatory Statement in Respect to Item No. 3**

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 5<sup>th</sup> August, 2024, approved the appointment of Mr. Mithilesh Kumar Singh



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(DIN: 08778391) as Director (in capacity of Executive Director) of the Company with effect from 05-09-2024, subject to approval of shareholders at the ensuing Annual General Meeting.

Pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Mithilesh Kumar Singh, requires approval of the Members by way of ordinary resolution.

The Company has received from Mr. Mithilesh Kumar Singh (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Mithilesh Kumar Singh for appointment.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 3 of the Notice above by way of Ordinary Resolution.

A brief profile of the Directors is provided on last pages of the Notice of this Annual Report.

None of the Director hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except for the appointee Director for the purpose of his own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the Notice.

#### **Explanatory Statement in Respect to Item No. 4**

**Mr. Akshay Khanna (DIN: 10725624)**, on the recommendation of the Nomination and Remuneration Committee Mr. Akshay Khanna (DIN: 10725624), was recommended and proposed to be appointed as Independent Director (in the capacity of a Non-Executive Independent Director) of the company with effect from 05-09-2024 subject to approval by the Shareholders of the Company in accordance with the Articles of Association and sections 149(6), 161 and Schedule IV of the Companies Act 2013 ("the Act") and Regulation 16(1)(b), Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Mr. Akshay Khanna (DIN: 10725624)**, shall hold the office from the date of the ensuing AGM i.e., from 05-09-2024. The company has received a Notice in writing from a Member and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act for being appointed as an Independent Non-Executive Director at the ensuing AGM. Mr. Akshay Khanna (DIN: 10725624), possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry in Finance and Taxation of the company, it is proposed to appoint Mr. Akshay Khanna (DIN: 10725624), as an Independent Non-Executive Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Akshay Khanna (DIN: 10725624), is not liable to retire by rotation. Mr. Akshay Khanna (DIN: 10725624), if appointed, will hold the office for a consecutive term of 5 years commencing w.e.f., 05-09-2024.

The terms and conditions of appointment of Mr. Akshay Khanna (DIN: 10725624), Independent Non-Executive Director is available for inspection by members at the Registered Office of the company on any working day during working hours between 10.30 am to 6.00pm.

Except Mr. Akshay Khanna (DIN: 10725624), 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 Special Resolution set out in Item No. 4 of this Notice.

#### **Explanatory Statement in Respect to Item No. 5**

Mr. Zubin Dipak Mehta is the Managing Director of the Company since 01.06.2022 and is actively guiding the board members in all aspects of the Company's activities. He has been instrumental to the Company's growth and the efforts taken by him has turned around the Company by his intensive research and analysis into profits in the fields of Investing Activities.

The appointment as Managing Director of the Company is valid till 31.05.2027. Hence the Board of Directors recommended the above said resolutions for your approval. Also the Board considered the matter of Remuneration in its meeting held on 05<sup>th</sup> August, 2024, and has recommended a sum of ₹6,00,000/- to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution as Special Resolution for your approval.

His remuneration is as under:

Basic	3,60,000
HRA	1,80,000
Transport Allowance	30,000
Medical Allowances	30,000
<b>Total Remuneration</b>	<b>6,00,000</b>



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Except Mr. Zubin D. Mehta 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 Special Resolution set out in Item No. 5 of this Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36[3] of the Listing Regulations and Secretarial Standard on General Meetings [SS-2] of ICSI. For detailed information please refer to the Profile of Directors forming part of this Report.

By Order of the Board,  
**For Kabirdas Investments Limited**

Place: Kolkata

Date: 05<sup>th</sup> August, 2024

**Sd/-**  
**Vishal Shah**  
Company Secretary & Compliance Officer

## **NOTES:**

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
2. The Register of Members and Share Transfer Books of the Company shall remain **closed from 30<sup>th</sup> August, 2024 to 05<sup>th</sup> September, 2024** (both days inclusive).
3. Members are requested to notify immediately change of address, if any, to the registrar and transfer agent of the company and provide their e-mail ID.
4. Members who have shareholdings in physical form are requested to submit their shares for dematerialization at your registered depository at the earliest.

## **5. VOTING THROUGH ELECTRONIC MEANS**

5.1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

5.2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5.3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of

participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5.4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5.5. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 as well as venue voting on the date of the AGM will be provided by NSDL.

5.6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 05<sup>th</sup> August, 2024. The Notice can also be accessed from the websites of the Stock Exchanges i.e. MSEI Limited at [www.msei.in](http://www.msei.in). 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).

5.7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and further extension provided in the latest MCA General Circular No. 9/2023 dated September 25, 2023.



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## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

**The remote e-voting period begins on 02<sup>nd</sup> September, 2024 (Monday) at 09:00 A.M. and ends on 04<sup>th</sup> August, 2024 (Wednesday) 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. 29<sup>th</sup> August 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 29<sup>th</sup> August 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 and joining virtual meeting 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
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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</li> </ol>

<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 or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



##### **Individual Shareholders holding securities in demat mode with CDSL**

- 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &



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	<p>voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting &amp; voting during the meeting.</p>
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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.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911
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**B) Login Method for e-Voting and joining virtual meeting 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.



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- 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.com](mailto:evoting@nsdl.com) 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.

joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) <**the e-mail ID of Scrutinizer**> with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on.: **022 - 4886 7000** or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For

### **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 [kilgroup2010@gmail.com](mailto:kilgroup2010@gmail.com) (Company's email id).



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- 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 [kilgroup2010@gmail.com](mailto:kilgroup2010@gmail.com) (Company's email id). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [kilgroup2010@gmail.com](mailto:kilgroup2010@gmail.com) (Company's email id). The same will be replied by the company suitably.

## 6. Registration of Speaker

Members who wish to be a speaker or would like to express their views or ask questions during the AGM may register themselves as the **"SPEAKER"** by sending their request from their registered email address mentioning their Name, DPID and Client ID/Folio number, PAN, mobile number at [kilgroup2010@gmail.com](mailto:kilgroup2010@gmail.com) (Company's email id) till 30<sup>th</sup> August, 2024 (Last date of Speaker Registration).

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are





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authorized to vote through e-mail at [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) **on or before 04<sup>th</sup> September, 2024 till 5 p.m.** without which the vote shall not be treated as valid.

6. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> August, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
7. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners as at closing hours of business, on 30<sup>th</sup> July, 2024.
8. The shareholders shall have one vote per equity share held by them as on the cut-off date of 29<sup>th</sup> August, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
9. Notice of AGM along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).
10. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e.30<sup>th</sup> July, 2024 are requested to send the written / email communication to the Company at [kilgroup2010@gmail.com](mailto:kilgroup2010@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
11. Sri Pravin Kumar Drolia (Prop. Of M/s. DROLIA & COMPANY) of Kolkata, Practicing Company Secretaries (C.P. No. 1362) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.kabirdasinvestmentslimited.com](http://www.kabirdasinvestmentslimited.com) and website of CDSL and same will be communicated to the stock exchanges where the company shares are listed viz. MSEI Ltd & CSE Ltd.

By Order of the Board,  
**For Kabirdas Investments Limited**

Place: Kolkata  
Date: 05<sup>th</sup> August, 2024

Sd/-  
**Vishal Shah**  
Company Secretary & Compliance Officer

## ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to **Secretarial Standard-2** on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

### 1. Details of Executive Director (Agenda - 3):

1	Name of the Director	<b>Mr. Mithilesh Kumar Singh</b>
2	DIN	<b>08778391</b>
3	Residential Address	<b>41 Lala Lajpat Ray Sarani, Kolkata - 700020</b>
4	Date of Birth	<b>17-02-1985</b>
5	Qualification	<b>Graduate</b>
6	Brief Resume of the Director	<b>He is a person with integrity having more than 4 Years of experience in the field of Corporate Directorship with good knowledge of Understanding in Financials Statements and Books of Accounts. His expertise in managing day to day operations of the company is remarkable.</b>  <b>He is dedicated and knowledgeable in his field with hardworking character.</b>
7	Expertise in specific functional area	<b>Operations &amp; Market</b>
8	Date of first appointment in the current designation	<b>NA (will be the Date of AGM)</b>
9	Shareholding in the company	<b>NIL</b>
10	Directorships in other companies	<b>Director in 7 Companies:</b> <b>1. Renaissance Steel India Pvt Ltd</b> <b>2. Tulip Enclave Pvt Ltd</b> <b>3. Kinetic Vanijya Pvt Ltd</b> <b>4. Avighna Traders Pvt Ltd</b> <b>5. Classic Dealcom Pvt Ltd</b> <b>6. Ampleforth Trading &amp; Resources Pvt Ltd</b> <b>Faith Suppliers Pvt Ltd</b>
11	Inter-se relationship between Directors and other Key Managerial Personnel	<b>NA</b>
12	Number of Meetings of the Board attended	<b>NA</b>
13	Details of remuneration last drawn	<b>NIL</b>
14	Names of listed entities in which the Director also holds the directorship and the membership of Committees of the board	<b>NIL</b>
15	Names of other public companies in which the Director also holds the directorship and the membership of Committees of the board	<b>NIL</b>



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## 2. Details of New Independent Director:

1	Name of the Director	<b>Mr. Akshay Khanna</b>
2	DIN	<b>10725624</b>
3	Residential Address	<b>5, Wood Street, Park Street H.O, Park Street, Kolkata - 700016</b>
4	Date of Birth	<b>30-04-1983</b>
5	Qualification	<b>Post-Graduate</b>
6	Brief Resume of the Director	<b>He is a person with integrity having more than 5 Years of experience in the field of Corporate Decision making with good knowledge of Understanding in Financials Statements and Books of Accounts. His expertise in giving independent opinion is remarkable.</b>  <b>He is dedicated and knowledgeable in his field with an expert opinion.</b>
7	Expertise in specific functional area	<b>Hospitality Management</b>
8	Date of first appointment in the current designation	<b>NA (will be the Date of AGM)</b>
9	Shareholding in the company	<b>NIL</b>
10	Directorships in other companies	<b>NIL</b>
11	Inter-se relationship between Directors and other Key Managerial Personnel	<b>NA</b>
12	Number of Meetings of the Board attended	<b>NA</b>
13	Details of remuneration last drawn	<b>NIL</b>
14	Names of listed entities in which the Director also holds the directorship and the membership of Committees of the board	<b>NIL</b>
15	Names of other public companies in which the Director also holds the directorship and the membership of Committees of the board	<b>NIL</b>

### ELECTRONIC VOTING PARTICULARS

EVEN	User ID	Password
129694	<b>Please refer to Instructions from Page 5 onwards for e-voting process.</b>	

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting	Password
<b>From 9 AM (IST) on September 02, 2024</b>	<b>Up to 5 PM (IST) on September 04, 2024</b>	

Please read the e-voting instructions of the Notice of the Annual General Meeting carefully before voting electronically.

These details and instructions form an integral part of the **Notice dated 05<sup>th</sup> August, 2024 for the Annual General Meeting to be held on 05<sup>th</sup> September, 2024.**

### Summary highlights for Calendar of Events:

Sl. No.	Particulars	Dates
1.	Cut-off date for Determining the shareholders eligible to receive notice	02 <sup>nd</sup> August 2024
2.	Cut-off date for detemining the shareholders eligibility for evoting	29 <sup>th</sup> August 2024
3.	Book closure start date	30 <sup>th</sup> August 2024
4.	Book closure end date	05 <sup>th</sup> September 2024
5.	E-voting start date at 09.00 AM	02 <sup>nd</sup> September 2024
6.	E-voting end date at 05.00 PM	04 <sup>th</sup> September 2024
7.	Late date for Registration for Speaker in AGM	30 <sup>th</sup> August 2024
8.	Date & Time of AGM	05 <sup>th</sup> September, 2024 3:00 P.M.