

NOTICE OF 42nd ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd (Forty-Second) Annual General Meeting of the members of M/s Kairosoft Ai Solutions Limited ((Formerly Known as Pankaj Piyush Trade and Investment Limited) will be held on **Wednesday, 25th September, 2024 at 03:00 P.M.** through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”), without physical presence of members at the AGM venue to transact businesses as set out in this notice. The following businesses will be transacted at the AGM:

ORDINARY BUSINESS:

Item No. 1: To Receive, Consider and Adopt the Audited Financial Statements of the Company for the Financial Year Ended 31st March, 2024, together with Reports of the Auditors and the Board of Directors thereon.

Item No. 2: To appoint Mr. Sagar Khurana (Din: 07691118), Managing Director of the Company, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Item No. 3: Appointment of Statutory Auditors of the Company

To consider the appointment of M/s S Agarwal & Co., Chartered Accountants (ICAI Firm Registration No. 000808N) as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 42nd Annual General Meeting of the Company until the conclusion of the 47th Annual General Meeting of the Company and to authorize 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 Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), the Board of Directors of the Company on the recommendation of the Audit Committee, at their meeting held on 29th August, 2024 and subject to the approval of members in the 42nd AGM has decided to appoint M/s. S Agrawal & Co., Chartered Accountants(ICAI Firm Registration No.: 000808N) as the Statutory Auditors of the Company, for a continuous period of five years commencing from the conclusion of the 47th Annual General Meeting of the Company (for the FY 2024-25 until FY 2028-29), at a remuneration as may be mutually agreed to, between the Board of Directors and M/s S Agrawal & Co. plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit to be carried out by them.”

Upon recommendation of Audit committee and appointment in Board meeting and recommendation for the approval of Members by way of Ordinary Resolution at the ensuing 42nd Annual General Meeting of the Company. The Company has received letter of eligibility for the aforesaid appointment as statutory auditors in compliance with provisions of Section 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, from M/s S Agrawal & Co., Chartered Accountants(ICAI Firm Registration No.000808N) to give effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they have consented to act as statutory auditors of the company and they have consented to act as statutory auditors of the Company for a continuous period of five years, i.e, from the conclusion of ensuing Annual General Meeting of the Company (i.e, for the FY 2024-25 until FY 2028-29)”

Accordingly, consent of the members is being sought for appointment of Statutory Auditors.

None of the Directors and Key managerial personnel of the Company and their relatives are concerned or interested financially or otherwise, in this resolution

SPECIAL BUSINESS:

Item No. 4: Appointment of Statutory Auditor to fill casual vacancy:

To consider the appointment of M/s. S Agarwal & Co., Chartered Accountants (ICAI Firm Registration No. 000808N) as Statutory Auditors of the Company effective from 28th August, 2024 till the conclusion of ensuing Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. Ajay Rattan & Co., Chartered Accountants (Firm Registration No. 012063N) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the applicable Rules of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other

applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, **M/s S Agarwal & Co., Chartered Accountants** (ICAI Firm Registration No. 000808N}, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Ajay Rattan & Co., Chartered Accountants** (Firm Registration No. 012063N),

RESOLVED FURTHER THAT M/s. S Agarwal & Co., Chartered Accountants (ICAI Firm Registration No. 000808N), be and are hereby appointed as Statutory Auditors of the Company from 29th August, 2024, until the conclusion of the ensuing Annual General Meeting of the Company, at a remuneration as may be mutually agreed, between the Board of Directors and M/s. S Agarwal & Co., plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

Item No. 5 To regularize Additional Director Mr. Santosh Kumar Kushawaha (DIN 02994228) as an Executive Director.

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

“RESOLVED THAT in accordance with the provisions of Sections 152, 161(1) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Santosh Kumar Kushawaha (DIN: 02994228) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th August 2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013. He is appointed as a Director designated as Executive Director of the Company, for a period of 5 (five) years from AGM the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

Item NO. 6: To regularize Additional Director Mr. Deva (DIN 09003288) as the Non-Executive Non-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 Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Deva (DIN 09003288) as an Additional Director in the capacity of an Non-Executive Non-Independent Director of the Company w.e.f. August 28, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Non-Independent Director of the Company and liable to retire by rotation, with effect from August 28, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item NO. 7: To regularize Additional Director Mr. Peeyush Sethia (DIN 09850692) as the Non-Executive 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 Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Peeyush Sethia (DIN 09850692) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. August 28, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in

writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from August 28, 2024 till August 27, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Delhi
Date: 28.08.2024

By order of the Board
For **Kairosoft AI Solutions Limited**
(Formerly Known as Pankaj Piyush Trade and Investment Limited)

Sd/-
Sagar Khurana
Managing Director
DIN: 07691118

NOTES:

1. In view of the Ministry of Corporate Affairs circulars May 05, 2022 and December 28, 2022 & SEBI circular dated May 13, 2022 and permitting holding of the Annual General Meeting (“AGM”) through Video conference (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue and in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and earlier MCA Circulars, the ensuing AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/ herself. Such proxy/ proxies need not be a member of the company. Since the ensuing AGM is being held through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.

3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through his registered email address to cssumitbajaj@gmail.com with a copy marked to www.evoting.cdsl.com. The cutoff date to decide the eligibility of members to attend and vote at AGM is **18th September, 2024**.

4. The relative Explanatory Statement pursuant to Regulation 36 (5) of SEBI Listing Regulation in respect to item no. 2 set out in the notice and pursuant to Section 102(1) of The Companies Act, 2013 in respect to item number 3 to 10 are set out in the Notice is annexed hereto and form part of the Notice.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday the 19th September, 2024 to Wednesday, the 25th September, 2024 (Both days inclusive)** for the purpose of Annual General Meeting.

6. Brief resume of Directors who are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors are provided in the Corporate Governance Report forming part of the Annual/ Notice/ Directors Report. The details of appointment/re-appointment of retiring directors are given in Annexure A is forming part of Notice for Annual General Meeting.

7. E-voting facility will be available to all the shareholders of the Company.

8. Annual Report is available at website of the company i.e., www.pptinvestment.in

9. Members are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, PAN (enclose self-attested copy of PAN Card) and Bank account details (enclose cancelled cheque leaf) quoting their folio numbers to their respective Depository Participants.

10. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company Secretary of the company at registered office of the company or by email at infopptinvestment@gmail.com or cs@pptinvestment.in so as to reach 12th September, 2024 (5.00 pm IST). The queries will be answered accordingly.

11. Members who want to participate in discussion and express their views at AGM must lodge their request 18th September, 2024, by 5.00 P.M by email at infopptinvestment@gmail.com or cs@pptinvestment.in

12. In view of the Green Initiative adopted by MCA, the Company proposes to send the Annual Reports, Notices and its annexures in electronic form to the e-mail addresses of the members. In order to serve the documents in electronic mode, Members holding shares in physical form are requested to communicate their e-mail address quoting their folio numbers to the Registrars and Share Transfer Agents. Similarly, members holding shares in Demat form shall intimate their e-mail address to their respective Depository Participants at the earliest on the attached form as per attached this notice.

13. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 5, 2022, December, 28, 2022 and SEBI Circular dated May 13, 2022, Electronic copy of the Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose