

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]

To,

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the 'Rules'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and other related circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA') (collectively referred to as '**MCA Circulars**'), Regulation 17(IC) and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the 'Listing Regulations'**), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, **Pankaj Piyush Trade and Investment limited** (the '**Company**') hereby seeks your approvals through Postal Ballot by way of remote electronic voting ('**e-voting**') for the matters appended below and forming part of this notice. The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the said resolutions setting out the material facts and the reasons thereof forms a part of this Postal Ballot Notice (the '**Notice**' or '**Postal Ballot Notice**').

SPECIAL BUSINESS:**1. To re-designate Mr. Sagar Khurana (DIN: 07691118) as a Managing Director of the Company:**

to consider, and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**-

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Articles of Association of the Company, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and subject to such other approval(s), consent(s) as may be required from time to time, and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, the consent of the members of the Company be and is hereby accorded to redesignate **Mr. Sagar Khurana (DIN: 07691118) (Director) as Managing Director of the Company, to hold such office for a period of 3 (Three) years commencing from 13th day of June, 2024 and ending on 12th day of June, 2027."**

RESOLVED FURTHER THAT subject to the provisions of the Companies Act 2013, terms and conditions of the appointment of **Mr. Sagar Khurana (DIN: 07691118)**, as a Managing Director of the Company shall be as such as below-mentioned:

Period of Appointment: From 13th day of June, 2024 and ending on 12th day of June, 2027. Notwithstanding anything contained in this resolution, **Mr. Sagar Khurana** shall be liable to retire by rotation in terms of Section 152(6) of the Act.

Remuneration: Remuneration by way of salary, perquisites and allowances not exceeding **Rs. 06 Lacs (Rupees Six Lakhs Only) per annum** during the said period of **3 years** subject to variation/ revision as may be considered by the Board of Directors from time to time.

Nature of duties & powers:

Mr. Sagar Khurana, Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard."

2. To consider and approve the change in the name from "Pankaj Piyush trade and Investment Limited" to "Kairosoft AI Solutions Limited" of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14, 15 and all other applicable provision of the Companies Act, 2013 ('Act') read with applicable rules frame thereunder Regulations 15 of Security Exchange Board of India (Listing Disclosures and Obligations requirement) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions, and permissions as may be required from the Registrar of the Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs, Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the approval of the members of the company be and is hereby accorded to change the name of the company from **"Pankaj Piyush Trade and Investment Limited"** to **"Kairosoft AI Solutions Limited"** as made available by the Registrar of the Companies, Central Registration Center, Ministry of Corporate Affairs;

"RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

"The Name of the Company is "KAIROSOFT AI SOLUTIONS LIMITED".

“RESOLVED FURTHER THAT upon the receipt of certificate of incorporation or the relevant document consequent upon the name change, the **old name i.e. “Pankaj Piyush Trade and Investment Limited”** in the Memorandum of association of the company and be deemed substituted in all the other relevant documents including deeds, documents, contracts wherein the Company is a party or interested, common seal, and all other places wherever appearing.

“RESOLVED FURTHER THAT any director of the company, be and are hereby severally authorized to do all acts, deeds and things as it may in its absolute discretion consider proper, necessary, expedient or incidental for giving effect to this resolution and to settle the questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable, as it may think fit”.

“RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Regulation to any Committee of Directors or to any Director or Directors or any Officer(s) or employee of the company or any other person as it may consider appropriate to give effect to these resolutions.”

3. To consider and approve the regularization for the appointment of Mr. Dipak Dwiwedi having DIN: 07855597, as a Non-Executive Non-Independent Director of the Company.

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 Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Mr. Dipak Dwiwedi (DIN: 07855597)**, who was appointed by the Board of Directors as an Additional Non-Executive Non-Independent Director of the Company with effect from **13th June 2024**, and who holds office upto the date of ensuing General Meeting or within a time period of three months from the date of appointment, whichever is earlier. in terms of Section 161(1) of Companies Act, 2013 and read with Regulations 17(1)(c) of SEBI (Listing Disclosure and Obligation Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Director of the Company **w.e.f 13th June, 2024**. He is liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to take all necessary steps to give effect the above resolutions.”

4. To consider and approve the regularization for the appointment Mr. Vivek Chauhan having DIN: 06380025, as a Director of the Company.

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 Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and provisions of any other guidelines issued by relevant

authorities, **Mr. Vivek Chauhan (DIN: 06380025)**, who was appointed by the Board of Directors as an Additional Director of the Company with effect from **13th June, 2024** and who holds office upto the date of ensuing General Meeting or within a time period of three months from the date of appointment, whichever is earlier. in terms of Section 161(1) of Companies Act, 2013 and read with Regulations 17(1)(c) of SEBI (Listing Disclosure and Obligation Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company w.e.f **13th June 2024**. He is liable to retire by rotation."

"RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to take all necessary steps to give effect the above resolutions."

5. To consider and approve the alteration of main objects of the memorandum 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the necessary approvals, consents, permissions, and sanctions required, if any, by the Registrar of Companies, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association ("MoA") of the Company by altering through addition of sub clauses 2 and 3 under part A of clause III and substituting the following sub clauses be numbered consequently.

- 1) To carry on the business as merchants, packers, traders commission agents, business agents, seller agents, brokers, adatia, buyers, sellers, indentors, importers, exporters, dealers in, commodities, minerals, ores, raw materials, manufactured products, goods and ware, plant, machinery, spares, accessories, tools, wool, raw silk, yarn fibres, garments, apparels, handlooms, cottafe industries, poultry, and dairy milk products, tobacco, leather wares, timber products, rubber and rubber products, plastics and plastic products, paper and paper products, electronic, steel and steel products, furnitures, hardware, building construction materials, days, chemicals, petrochemicals, products, fertilisers, colours, paints glass and glassware ceramics, electrical items, household appliances, office equipments, stationers, automobile products, gold, silver, diamonds, precious stones and jewellers and to act as Export House.
- 2) To carry on the business of designing, developing, licensing, maintaining, and supporting Artificial Intelligence (AI) powered software solutions in India and elsewhere in the world and undertake research and development in the field of AI and machine learning for the purpose of creating innovative software solutions, provide consultancy services related to AI implementation, integration, and application across various industries, acquire, hold, sell, lease, or otherwise deal in intellectual property rights related to AI software solutions.
- 3) To enter into collaborations, partnerships, and joint ventures with other companies or institutions for the development and deployment of AI solutions, import, export, distribute, and market AI-powered software solutions and related services and carry on all activities incidental or ancillary

PANKAJ PIYUSH TRADE AND INVESTMENT LTD.

Regd. Office : 304, Building No. 61, Vijay Block,
Laxmi Nagar, East Delhi-110092 INDIA
(CIN : L22209DL1982PLC256291)

Website : www.pptinvestment.in

E-mail infopptinvestment@gmail.com

Ph. : 011-44781747, +91 9818502247

to the aforementioned objects, which are considered necessary or convenient for the fulfillment of the company's objectives.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any of its duly authorized Committees) and / or Company Secretary or any officer(s) so authorized by the Board, be and are hereby **SEVERALLY** authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

By Order of the Board
For Pankaj Piyush Trade and Investment Limited

Sd/-
Sagar Khurana
Managing Director
DIN: 07691118

Place: Delhi

Date: 13th June, 2024

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (the 'Rules') and Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item in respect of the business(es) to be transacted at the meeting is annexed to this Notice.
2. The Notice is being sent through email only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members.
3. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and relaxations and circulars issued by the Ministry of Corporate Affairs ("**MCA**") vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 05, 2022 (collectively referred to as "**MCA Circulars**"), any circular issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable laws and regulations, if any, for seeking approval of shareholders of **Pankaj Piyush Trade and Investment Limited (the "Company")**, the resolution(s) appended below through postal ballot by remote e-voting process ("**E-voting**").
4. As permitted under the MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.
6. Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the below mentioned Special Businesses before **5:00 P.M. on 18th July, 2024** Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.
7. The Board of Directors at its meeting held on 13th June, 2024 has appointed **Mr. Sumit Bajaj (COP No.: 23948) of M/s Sumit Bajaj & Associates**, Company Secretaries, Delhi, as the 'Scrutinizer' to conduct the Postal Ballot process in a fair and transparent manner and required consent for such appointment has been received.

8. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of **Central Depository Services (India) Limited (CDSL)** to enable the Members to cast their votes electronically.
9. Voting period for E-Voting will commence from Wednesday, 19th June, 2024 at 09:00 A.M. (IST) and will end on Thursday, 18th July, 2024 at 5:00 P.M. (IST). The remote e-voting shall be disabled by the CDSL for voting thereafter. Please note that once the vote on a resolution has been cast, the Members cannot change it subsequently.
10. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, 14th June, 2024, being the cut-off date.
11. Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.
12. The said result along with the Scrutinizer's Report will be uploaded on the Company's website www.pptinvestment.in and on the website of CDSL e-voting website www.evotingindia.com and will be communicated to the stock exchange where the equity shares of the Company is listed.
13. The instructions for remote E-Voting are as under:

1. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS BELOW:

- (i) Remote e-voting period shall commence on **19th June, 2024 and end on 18th July, 2024** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **14th June, 2024** (including those Members who may not have received this Notice due to nonregistration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; moongipacs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013**Item No. 1**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **Mr. Sagar Khurana**, as an Executive Director, at its meeting held on 15th February, 2024 and thereafter re-designated as Managing Director of the Company, at its board meeting held on 13th June, 2024 for a term of Three years with effect from 13th June, 2024 to 12th June, 2027 in accordance with the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Articles of Association of the Company, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and subject to such other approval(s), consent(s) as may be required from time to time, and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable.

In terms of the provisions of the Listing Regulations, a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of **Mr. Sagar Khurana** as the Managing Director of the Company by way of Postal Ballot. The Board feels that presence of **Mr. Sagar Khurana** on the Board is desirable and would be beneficial to the company.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of **Mr. Sagar Khurana** as a Managing Director in the interest of the Company and recommends the Special Resolution as set out at **Item no. 1** of the postal ballot notice for approval of the Shareholders.

Except **Mr. Sagar Khurana**, being an appointee, and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:**I. General information:**

1.	Nature of Industry	Auto Components & Equipments		
2.	Date or expected date of commencement of commercial production	29 th May, 1982		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	The financial performance of the Company during the preceding three financial years is as under:			
<u>Rs. In Lakhs</u>				
	<u>Particulars</u>	<u>2023-24</u>	<u>2022-23</u>	<u>2021-22</u>
	Total Income	180.11	374.589	194.855
	Total Expense	127.65	375.713	195.852

	Profit/(Loss) Before Interest and Depreciation	52.47	1.123	0.997
	Less: Interest	-	-	-
	Less: Depreciation & Amortization	1.32	1.395	1.470
	Profit/ (Loss) before Exceptional Items	(51.14)	(2.519)	(2.467)
	Add: Exceptional Items	505.64	-	-
	Profit/ (Loss) before taxation	(454.50)	(2.519)	(2.467)
	Less: Provisions for current & deferred tax	-	(2.748)	(2.158)
	Profit After Tax	(454.50)	(5.267)	(4.626)
5.	Foreign investments or collaborations, if any.	NIL		

II. Information about the appointee:

Sr. No.	Particulars	Mr. Sagar Khurana
1.	Background details	Mr. Sagar Khurana son of Ghanshyam Dass Khurana, born on 27 th September, 1987. holds a degree of Bachelor of Technology from Maharshi Dayanand University, Rohtak. He has 12 Years of experience in handling and management business. He has majority handled injection molding and printing business..
2.	Past remuneration	NIL
3.	Recognition or awards.	None
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in such terms and conditions as to be finalized with the consent of members.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Sagar khurana is the Managing Director of the Company. As on date of this notice, he does not hold any shares of the Company, he is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon and forms part of CTC. Further, Mr. Sagar is not related to any of the Managerial Personnel of the Company.

III. Other information:

Sr. No.	Particulars	Information about the appointee
1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes.
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	-

IV. Disclosures:

The present terms and conditions of appointment of Mr. Sagar Khurana (DIN: 07691118), as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Salary, Remuneration, perquisites and benefits:

A. Period: Period of appointment is Three Years w.e.f. 13th June, 2024.

B. Salary: The gross Salary will be Rs 50,000/-per month including the Perquisites & Allowances

C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary:

- i. **House Rent Allowance:** House Rent Allowance in accordance with the rules of the Company.
- ii. **Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- iii. **Leave Travel Concession:** As per rules of the Company.
- iv. **Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- v. **Personal Accident Insurance:** Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- vi. **Contribution to Provident Fund:** As per Company rules.
- vii. **Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.
- viii. **Encashment of leaves:** As per rules of the Company at the end of tenure.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out herein below:

Name of Director	Mr. Sagar Khurana
DIN	07691118
Date of Birth	27 th September, 1987
Age	36 years, 8 months

Nationality	Indian
Date of First Appointment on the Board	15 th February, 2023
Qualifications	Graduated from Maharshi Dayanand University, Rohtak.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	12 years of invaluable experience.
Terms and conditions of appointment or re-appointment	As mentioned in the resolution and Explanatory Statement.
Details of remuneration sought to be paid.	As mentioned in the Explanatory Statement.
Details of remuneration last drawn (including sitting fees, if any)	Nil
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	None
Attendance at Board, Committee & General Meetings held from the date of his appointment and Postal ballot Notice:	
<i>Board Meetings</i>	10
<i>Board Committee Meetings</i>	2
<i>General Meeting</i>	2
Number of Shares held in Company	Nil
Directorship held in other Companies	2
Chairman/Member of Committees of Board of Director of other Listed Companies	Nil
Disclosure of relationships between Directors/KMP inter-se	Mr. Sagar Khurana is not related to any of the Directors/KMPs.
Number of meetings of the Board attended during the year 2024-25	2
Listed entities from which resigned in the past Three years	Nil

Item No. 2

The Company is engaged in the business of Financial Services and presently, name of the Company is "Pankaj Piyush Trade and Investment Limited". Present Management of the Company wants to Change in name of the Company from "**Pankaj Piyush Trade and Investment Limited**" to "**Kairosoft AI Solutions Limited**".

In view of the above, the Company have approved to Change in the name of the Company from "**Pankaj Piyush Trade and Investment Limited**" to "**Kairosoft AI Solutions Limited**" passed by Board Resolution at their Board Meeting held on 13th June, 2024. The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company. As per the provisions of section 13 of the companies act 2013 approval of the shareholders

is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders' approval.

Further, the Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements, 2015, to the extent they are applicable. A certificate from a Practicing Chartered Accountant to this effect is annexed herewith as **Annexure**. The Board of Directors is of the Opinion that the proposed change of name is in the interest of the Company. Your Directors recommend the Special Resolution set out at **Item No. 2** of this Notice for approval of the shareholders. None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as a Promoters / Promoter Group in the Company.

Item No. 3

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dipak Dwiwedi (DIN:07855597) as Additional Non-Executive Non-Independent Director of the Company on the Board Meeting held on 13th June, 2024 subject to the approval of members of the Company, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") read with the Articles of Association of the Company.

Therefore, it is proposed before the Board to regularize the appointment of Mr. Dipak Dwiwedi and change his designation from Additional Non-Executive Non-Independent Director to Non-Executive Non-Independent director with consent of the members. Mr. Dipak has provided his consent to act as a Director of the Company and also a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The additional details of Mr. Dipak as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure** forming part of this Notice.

He does not hold any shares in the Company. None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Dipak is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 3**.

The Board recommends the resolution set forth in **Item No. 3** for the approval of Members as an Ordinary Resolution.

Item No. 4

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Vivek Chauhan (DIN:06380025)** as Additional Executive Director of the Company on the Board Meeting held on 13th June, 2024 subject to the approval of members of the Company, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") read with the Articles of Association of the Company.

Therefore, it is proposed before the Board to regularize the appointment of Mr. Vivek Chauhan and change his designation from Additional Executive to Executive Director with consent of the members. Mr. Vivek has provided his consent to act as a Director of the Company and also a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

He is a keen strategist with considerable experience in participation in Company-wide initiatives for developing and implementing improved business models and profitable market-beating growth strategies. The additional details of Mr. Vivek as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the forming part of this Notice.

He does not hold any shares in the Company. None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Vivek is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 4**.

The Board recommends the resolution set forth in **Item No. 4** for the approval of Members as an Ordinary Resolution.

Item no. 5

The Company is presently engaged in the business to carry on the business as merchants, packers, traders commission agents, business agents, seller agents, brokers, adatia, buyers, sellers, indentors, importers, exporters, dealers in, commodities, minerals, ores, raw materials, manufactured products, goods and ware, plant, machinery, spares, accessories, tools, wool, raw silk, yarn fibres, garments, apparels, handlooms, cottafe industries, poultry, and dairy milk products, tobacco, leather wares, timber products, rubber and rubber products, plastics and plastic products, paper and paper products, electronic, steel and steel products, furnitures, hardware, building construction materials, days, chemicals, petrochemicals, products, fertilisers, colours, paints glass and glassware ceramics, electrical items, household appliances, office equipments, stationers, automobile products, gold, silver, diamonds, precious stones and jewellers and to act as Export House.

The management of the company wants to diversify the business therefore the management proposed to alter the Memorandum of Article of the by way of addition into the objects of the company. In terms of section 179 of the Companies Act, 2013, any new object may be commenced with the approval of the Board of Directors of the Company.

The Board of Directors of the Company in its meeting held on May 30, 2024, has, subject to the approval of the shareholders in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable, approved to amend the existing MOA of the Company in line with the requirements of Section 4 of the Act.

The following amendments are proposed in the Object Clause of MOA of the Company:

The objects clauses of the Memorandum of Association ("MoA") of the Company by altering through addition of sub clauses 2 and 3 under part A of clause III .

The new object of the company therefore shall be as under:

III. The objects for which the Company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. *To carry on the business as merchants, packers, traders commission agents, business agents, seller agents, brokers, adatia, buyers, sellers, indentors, importers, exporters, dealers in, commodities, minerals, ores, raw materials, manufactured products, goods and ware, plant, machinery, spares, accessories, tools, wool, raw silk, yarn fibres, garments, apparels, handlooms, cottafe industries, poultry, and dairy milk products, tobacco, leather wares, timber products, rubber and rubber products, plastics and plastic products, paper and paper products, electronic, steel and steel products, furnitures, hardware, building construction materials, days, chemicals, petrochemicals, products, fertilisers, colours, paints glass and glassware ceramics, electrical items, household appliances, office equipments, stationers, automobile products, gold, silver, diamonds, precious stones and jewellers and to act as Export House.*
2. *To carry on the business of designing, developing, licensing, maintaining, and supporting Artificial Intelligence (AI) powered software solutions in India and elsewhere in the world and undertake research and development in the field of AI and machine learning for the purpose of creating innovative software solutions, provide consultancy services related to AI implementation, integration, and application across various industries, acquire, hold, sell, lease, or otherwise deal in intellectual property rights related to AI software solutions.*
3. *To enter into collaborations, partnerships, and joint ventures with other companies or institutions for the development and deployment of AI solutions, import, export, distribute, and market AI-powered software solutions and related services and carry on all activities incidental or ancillary to the aforementioned objects, which are considered necessary or convenient for the fulfillment of the company's objectives.*

Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No.6 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the existing businesses of the Company as and when they deem fit.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution set out at business Item No. 5 of the Postal Ballot Notice.

The Board recommends the Special Resolution as set out under Item No. 5 in the Notice for approval of the Members.

ANNEXURE-I

The brief profile of Mr. Dipak Dwiwedi, as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out hereunder:

Si. No.	Particulars	Details
a)	Name of Person	Sagar Khurana
b)	Reason for change viz. appointment, resignation, removal, death or otherwise	Upon the recommendation of the Nomination & Remuneration Committee Mr. Sagar Khurana having DIN: 07691118, appointed as Executive Director on 15th February, 2023 has to be appointed as Managing Director of the Company.
c)	Date of appointment	13-06-2024
d)	Terms of Appointment	For 3 (Three) consecutive years from June 13, 2024 to June 12, 2027
e)	Brief profile (in case of appointment)	Mr. Sagar Khurana's holds a degree of Bachelor of Technology from Maharshi Dayanand University, Rohtak. He has 12 Years of experience in handling and management business. He has majority handled injection molding and printing business.
f)	Disclosure of relationships between directors (in case of appointment of a director)	No Relationship with existing director of the Company.

ANNEXURE-II

The brief profile of Mr. Dipak Dwiwedi, as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out hereunder:

Si. No.	Particulars	Details
a)	Name of Person	Deepak Dwiwedi
b)	Reason for change viz. appointment, resignation, removal, death or otherwise	Upon the recommendation of the Nomination & Remuneration Committee Mr. Deepak Dwiwedi having DIN:07855597, appointed as an Additional Non-Executive Non-Independent Director on 13th June, 2024.
c)	Date of appointment	13-06-2024
d)	Terms of Appointment	He shall hold office till the ensuing General Meeting of the Company.
e)	Brief profile (in case of appointment)	Mr. Deepak Dwiwedi has an exceptional expertise in corporate management field he has 8 years of experience and relentless pursuit of excellence and he is well versed with team building and informed decision making, therefore it would be fruitful for the company to appoint Mr. Dwiwedi in the Board of the Company with respect to near future growth.
f)	Disclosure of relationships between directors (in case of appointment of a director)	No Relationship with existing director of the Company.

ANNEXURE-III

The brief profile of Mr. Vivek Chauhan, as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out hereunder:

Sr. No.	Particulars	Details
a)	Name of Person	Vivek Chauhan
b)	Reason for change viz. appointment, resignation, removal, death or otherwise	Upon the recommendation of the Nomination & Remuneration Committee Mr. Vivek Chauhan having DIN:06380025, appointed as Additional Executive Director on 13th June, 2024.
c)	Date of appointment	13-06-2024
d)	Terms of Appointment	He shall hold office till the ensuing General Meeting of the Company.
e)	Brief profile (in case of appointment)	Mr. Vivek Chauhan has distinguished personality and has proven integrity he has 7 years of experience in the corporate field. Therefore, his presence in the Board would be beneficial for the company and its prospective growth.
f)	Disclosure of relationships between directors (in case of appointment of a director)	No Relationship with existing director of the Company.

By Order of the Board
For Pankaj Piyush Trade and Investment Limited

Sd/-
Sagar Khurana
Managing Director
DIN: 07691118

Place: Delhi

Date: 13th June, 2024

To
The Board of Directors,
Pankaj Piyush and Investment Limited
304, Building No. 61, Vijay Block,
Laxmi Nagar,
Delhi – 110092 IN

Subject: Certificate under Regulation 45(1) of SEBI (LODR) Regulations, 2015

We, M/s G Vishal and Company, Practicing Chartered Accountants, have examined the relevant records and information provided by the management of Pankaj Piyush Trade and Investment Limited (hereinafter referred as “the Company”) having registered office at 304, Building No. 61, Vijay Block, Laxmi Nagar, , Delhi, Delhi, 110092 in relation to issue a certificate in terms of Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Change of Company’s name from “**Pankaj Piyush Trade and Investment Limited**” to “**Kairosoft AI Solutions Limited**”

we hereby certify that:

- (a) A time period of at least one year has elapsed from the last name change of the Company.
- **The Company has not changed its name since last one year.**
- (b) At least fifty percent of the company’s total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name. - **Not Applicable since there is no change in the activity/ project of the company in the preceding one-year period.**
- (c) The amount invested in the new activity/project (Fixed Assets+ Advances+ Work In Progress) is at least 50% of the assets of the listed entity. - **Not Applicable since there is no change activity/project of the company.**

This certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

For G Vishal and Company
Chartered Accountants
FRN: 032424C

Vishal Garg



Vishal Garg
(ACA, Proprietor)
Membership No. 457165
Place: Delhi
Date: 18th June, 2024
UDIN: 24457165BKGEAK7380