

## **Karda Constructions Ltd.**

Registered Office : 2nd Floor, Gulmohar Status, Above Business Bank, Samarth Nagar, Nashik, MH - 422005.  
Corporate Office : Saikrupa Commercial Complex, Tilak Road, Muktidham, Nashik Road, Nashik - 422 101.  
Phone : 0253 - 2465436 / 2351090, Fax : 0253 - 2465436, Mail : admin@kardaconstruction.com,  
Visit us : www.kardaconstruction.com, CIN No. : U45400MH2007PLC174194



### **NOTICE OF THE 11<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **11<sup>th</sup> Annual General Meeting** of the members of **KARDA CONSTRUCTIONS LIMITED** will be held on **Saturday, 29<sup>th</sup> September, 2018** at the **The SSK Solitaire Hotels & Banquets- Ahilyabai Holkar Marg, Tidke Colony, Nashik-422002, Maharashtra at 11:30 A.M.**

A Statement of business to be transacted at the Annual General Meeting (i.e. Agenda) is enclosed herewith along with the Annual Report for the financial year 2017-2018.

Kindly make it convenient to attend the meeting.

Thanking You,

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR KARDA CONSTRUCTIONS LIMITED**

**SD/-**

**MAYURA MARATHE  
COMPANY SECRETARY  
MEMBERSHIP NO.44678**

Date: 23<sup>rd</sup> August, 2018  
Place: Nashik

#### **Enclosures:**

- Agenda
- Explanatory Statement
- Attendance Slip
- Proxy Form
- Financials 2017-2018

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### **Enclosure 1:**

### **Statement of Business to be transacted at the Annual General Meeting (Agenda)**

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#### **ORDINARY BUSINESSES:-**

- 1. CONSIDERATION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2017-2018 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Action required: - To consider and adopt financial statements, board's report and auditor's report by way of passing Ordinary Resolution.

- 2. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION**

Action required: -

To reappoint Mr. Manohar Jagumal Karda, Whole Time Director, who retires by rotation and being eligible offers himself for reappointment.

- 3. APPOINTMENT OF THE AUDITORS AND FIXING OF REMUNERATION**

Action required: - To appoint the auditors for the financial year 2018-2019 and to fix the remuneration by way of passing Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. J P L and Associates ,Chartered Accountants, (FRN.: 132748W) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of fifth Annual General meeting of the Company to be held in the year 2023 subject to ratification of their appointment at every AGM, at such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

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### SPECIAL BUSINESSES:-

#### 4. **REGULARISATION OF ADDITIONAL DIRECTOR MR. SANDEEP RAVINDRA SHAH (DIN: 06402659) BY APPOINTING HIM AS NON EXECUTIVE INDEPENDENT DIRECTOR**

Action required: - To consider and if thought fit to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** Mr. Sandeep Ravindra Shah (DIN: 06402659) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 16, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("the Act") and Article 82 of Articles of Association of the Company but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act, as amended from time to time, the appointment of Mr. Sandeep Ravindra Shah (DIN: 06402659) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing with effect from February 16, 2018 to February 15, 2023, be and is hereby approved."

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5. **APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2018-19 & TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

Action required: - To consider and if thought fit to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. C Y & Associates Cost Auditors appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary, be and are hereby authorised to do all, deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies”.

6. **AUTHORITY TO BORROW U/S 180(1)(A) AND 180(1)(C) OF THE COMPANIES ACT, 2013**

Action required: - To consider and if thought fit to pass the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to the provision of section 180(1)(c) of the Companies Act 2013, the consent of the members be and is hereby accorded to authorise the Board of directors of the Company to borrow money from time to time such some of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid up capital and free reserves of the company provided, however, that the total borrowing apart from the Temporary Loans taken from the Company’s Bankers, shall not exceed **Rs. 1000 Crores (Rupees one Thousand Crores only)**.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded pursuant to the provisions of section 180(1) (a) of the

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Companies Act, 2013 for mortgaging and charging by the Board of the Directors of the Company of all the immovable and movable properties of the Company wherever situated present and future and the whole of the undertaking of the Company together with the power to take over the management of the Business of the Company in certain events.

RESOLVED FURTHER THAT Mr. Naresh Jagumal Karda, Chairman and Managing Director and Mr. Manohar Jagumal Karda; Whole Time Directors of the Company be and are hereby authorized to finalize with the Lenders the documents for creating the aforesaid mortgage and / or charge and also filing of various e-forms to the respective Registrar and to do all such acts and things as may be necessary for giving effect to this resolution.

### 7. APPROVAL FOR GRANTING LOAN AND INVESTMENTS BY THE COMPANY

Action required: - To consider and if thought fit to pass the following resolution as a Special resolution:

“RESOLVED THAT pursuant to the provision of section 186(3) and Section 179 (3) of the Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the consent of members of the company be and is hereby accorded to authorise the Board of directors of the Company to grant loans from time to time such some of money even though the money so lent exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more., however, the amount of such loans granted shall not exceed **Rs. 1000 Crores (One Thousand Crore only)**.

RESOLVED FURTHER THAT pursuant to Section 186 (5) no investment shall be made or loan or guarantee or security given by the company unless the resolution sanctioning it is passed at a meeting of the Board with the consent of all the directors present at the meeting and the prior approval of the public financial institution concerned where any term loan is subsisting, is obtained.

RESOLVED FURTHER THAT in accordance with Section 186(7) no loan shall be given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.

RESOLVED FURTHER THAT a copy of this resolution or any other document or proceeding requiring authentication of the company be signed by any Key Managerial personnel or officer of the Company as authorised by the Board

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pursuant to Section 21 of the Companies Act, 2013 or by any director as authorised by the board in this behalf.”

**BY THE ORDER OF THE BOARD OF DIRECTOR  
FOR KARDA CONSTRUCTIONS LIMITED**

**SD/-**  
**MAYURA MARATHE**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO.44678**  
Date: 23<sup>rd</sup> August, 2018  
Place: Nashik

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### **Enclosure 2:**

#### **A statement setting out the material facts concerning each item of special business to be transacted at the Annual general meeting (Explanatory Statement)**

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

#### **REGULARISATION OF ADDITIONAL DIRECTOR MR. SANDEEP RAVINDRA SHAH (DIN: 06402659) BY APPOINTING HIM AS NON EXECUTIVE INDEPENDENT DIRECTOR**

#### **(a) Justification for choosing the appointee for appointment as independent director**

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sandeep Shah for the office of Independent (Non-Executive) Director in terms of Section 164 of the Act and has given his consent to act as Independent (Non-Executive) Director. Section 149 of the Act inter alia stipulates the criteria of Independence should company propose to appoint an Independent (Non-Executive) Director on its Board. The Company has received a declaration from Mr. Sandeep Shah that he meets with the criteria of Independence as prescribed under section (6) of section 149 of the act.

#### **(b) Nature of concern or interest: -**

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

#### **(c) Other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon: -**

Pursuant to Section 160 of the Companies Act, 2013, the company has received notices in writing from the following member for appointment as independent Director on the Board of the company.

1. Mr. Prem Jagumal Karda

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The applications received from the aforesaid person, was accompanied with the relevant documents declaring that, if appointed, they shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid persons to determine his eligibility for appointment as Independent Director on the Board, bases upon his qualification, expertise, track record integrity etc.

Further in the opinion of the Board, the independent directors proposed to be appointed shall fulfill the conditions specified in the Act and the rules made there under.

The Board considers that association of Mr. Sandeep Shah as an Independent Director will be of immense benefit to the company.

- (d) Extent of Shareholding interest in other Company/(s) of every promoter, director, manager, if any and of every other key managerial personnel of the Company (if the extent of such shareholding is not less than 2 % of the paid-up capital of that other company/(s)):-**

This item of special business to be transacted at the extraordinary general meeting of the company does not relate to or affects any other company.

Therefore, the extent of shareholding interest in other company/(s) of every promoter, director, manager, if any, and of every other key managerial personnel of the Company need not be set out in this statement and hence not given.

- (e) Time and place where the documents referred in the item of business can be inspected: -**

This item of special business to be transacted at the extraordinary general meeting refers to the following documents: -

1. Certified true copy of resolution passed
2. Brief profile of Independent director

The document/(s) mentioned above is/are available for inspection at any time, during the business hours at the registered office of the company.

Further, upon specific request, the Company can send the member, a copy of the Articles of Association of the Company, within seven days of the request pursuant to Section 17 of the Companies Act, 2013.



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### **Item No.5:**

**APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2018-19 & TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

**(a) Nature of concern or interest: -**

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

**(b) Other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon: -**

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 23<sup>rd</sup> August, 2018 the appointment of M/s. C Y & Associates., Cost Accountants, Nashik (Firm Registration No. 00334), as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of Rs. 60,000/- plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice.

**(c) Extent of Shareholding interest in other Company/(s) of every promoter, director, manager, if any and of every other key managerial personnel of the Company (if the extent of such shareholding is not less than 2 % of the paid-up capital of that other company/(s)):-**

This item of special business to be transacted at the Annual general meeting of the company does not relate to or affects any other company.

Therefore, the extent of shareholding interest in other company/(s) of every promoter, director, manager, if any, and of every other key managerial personnel of the Company need not be set out in this statement and hence not given.

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**(d) Time and place where the documents referred in the item of business can be inspected: -**

This item of special business to be transacted at the extraordinary general meeting refers to the following documents: -

1. Certified true copy of resolution passed
2. Appointment letter of Cost auditor
3. Consent of Cost auditor and profile

The document/(s) mentioned above is/are available for inspection at any time, during the business hours at the registered office of the company.

Further, upon specific request, the Company can send the member, a copy of the Articles of Association of the Company, within seven days of the request pursuant to Section 17 of the Companies Act, 2013.

The board commends passing the resolution, as an Ordinary Resolution, with or without modifications.

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**Item No. 6:**

**AUTHORITY TO BORROW U/S 180(1)(A) AND 180(1)(C) OF THE COMPANIES ACT, 2013:**

**(a) Nature of concern or interest: -**

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

**(b) Other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon: -**

The company might need to borrow funds from Banks, Financial Institutions etc for meeting the requirements of working capital of the company.

Company has Company has total 16 registered projects on MAHARERA portal. Hence company might need funds for the constructions activities of the ongoing projects in future.

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- (c) Extent of Shareholding interest in other Company/(s) of every promoter, director, manager, if any and of every other key managerial personnel of the Company (if the extent of such shareholding is not less than 2 % of the paid-up capital of that other company/(s)):-**

This item of special business to be transacted at the Annual general meeting of the company does not relate to or affects any other company.

Therefore, the extent of shareholding interest in other company/(s) of every promoter, director, manager, if any, and of every other key managerial personnel of the Company need not be set out in this statement and hence not given.

- (d) Time and place where the documents referred in the item of business can be inspected: -**

This item of special business to be transacted at the extraordinary general meeting refers to the following documents: -

1. Certified true copy of resolution passed

The document/(s) mentioned above is/are available for inspection at any time, during the business hours at the registered office of the company.

The board commends passing the resolution, as a Special Resolution, with or without modifications.

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**Item No.: 7:**

### **APPROVAL FOR GRANTING LOAN AND INVESTMENTS BY THE COMPANY :**

- (a) Nature of concern or interest: -**

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

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**(b) Other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon: -**

As company with availability of the surplus funds or so, may grant loans or advances with view to utilize such funds of the company with view of expansion of the business.

**(c) Extent of Shareholding interest in other Company/(s) of every promoter, director, manager, if any and of every other key managerial personnel of the Company (if the extent of such shareholding is not less than 2 % of the paid-up capital of that other company/(s)):-**

This item of special business to be transacted at the Annual general meeting of the company does not relate to or affects any other company.

Therefore, the extent of shareholding interest in other company/(s) of every promoter, director, manager, if any, and of every other key managerial personnel of the Company need not be set out in this statement and hence not given.

**(d) Time and place where the documents referred in the item of business can be inspected: -**

This item of special business to be transacted at the extraordinary general meeting refers to the following documents: -

1. Certified true copy of resolution passed  
The document/(s) mentioned above is/are available for inspection at any time, during the business hours at the registered office of the company.

The board commends passing the resolution, as a Special Resolution, with or without modifications.

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR KARDA CONSTRUCTIONS LIMITED**

**SD/-**

**MAYURA MARATHE**

**COMPANY SECRETARY**

**MEMBERSHIP NO.44678**

**Date: 23rd August, 2018**

**Place: Nashik**

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### Notes:

- This Annual General Meeting is called in accordance with the provisions of Section 96 (1) and Section 96 (2) of the Companies Act, 2013.
- A Statement of business to be transacted at the meeting (i.e. Agenda) as required under section 101(2) of the Companies Act, 2013 is enclosed herewith.
- Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
- The route map showing directions to reach the venue of the AGM is annexed.
- Any member of a company entitled to attend and vote at a meeting of the company is entitled to appoint another person as a proxy (or where that is allowed, one or more proxies) to attend and vote at the meeting on his behalf (Refer Section 105 (1) of the Companies Act, 2013) and Proxy need not be a Member of the Company.
- The appointment of proxy is in Form No. MGT-11. Please find attached the form. The instrument appointing proxy should be deposited to the Company, not less than forty - eight hours before the commencement of the meeting in relation to which they are deposited.
- This notice is being given to every member of the company, every director of the Company and Auditors of the Company, at the addresses provided them in India. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to this notice, shall not invalidate the proceedings of the meeting.
- Electronic copy of the Notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

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- Voting Options

### ➤ Voting through Electronic Means

(1) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### **A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

- (i) Open email and open PDF file viz; “Karda Construction Limited e-Voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com>

- (iii) Click on Shareholder – Login

- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

- (v) Password change menu appears.  
Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

- (vii) Select “EVEN” of Karda Construction Limited.

- (viii) Now you are ready for e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

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(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@nsdl.co.in.

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

### OTHER INSTRUCTIONS

- 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21st September, 2018, are entitled to vote on the Resolutions set forth in this Notice.
- The remote e-voting period will commence at 9.00 a.m. on Wednesday, 26<sup>th</sup> September, 2018 and will end at 5.00 p.m. on Friday, 28<sup>th</sup> September, 2018.

## Karda Constructions Ltd.

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Visit us : www.kardaconstruction.com, CIN No. : U45400MH2007PLC174194



During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- 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 21<sup>st</sup> September, 2018.
  - a. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2018, may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user
  - b. ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- Mr. Jaymin Modi, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.



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### ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

| <b>For Physical Holding</b> | <b>For Electronic Form (Demat) NSDL/CDSL</b> |           | <b>No. of Shares Held</b> |
|-----------------------------|--|-----------|---------------------------|
| LF No.                      | DP ID  | CLIENT ID |                           |
|                             |  |           |                           |

I hereby record my presence at the Annual General Meeting of the Company, being held on Saturday, 29<sup>th</sup> September, 2018 at 11:30 A.M. at The SSK Solitaire Hotels & Banquets- Ahilyabai Holkar Marg, Tidke Colony, Nashik-422002, Maharashtra

FULL NAME AND ADDRESS OF THE MEMBER/JOINT MEMBER(S) / PROXY (IN CAPITAL LETTERS):

|  |
|--|
|  |
|--|

IF PROXY, FULL NAME AND ADDRESS OF MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITAL LETTERS):

|  |
|--|
|  |
|--|

\_\_\_\_\_  
**Name of the Member/ Proxy  
(in Block Letters)**

\_\_\_\_\_  
**Signature of the Member/ Proxy**

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall. Joint Shareholders may obtain additional attendance slips at the entrance.

2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2018 and Attendance Slip along with Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

3. Physical copy of Annual Report for the financial period ended on 31.03.2018 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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## Form No MGT-11

### Proxy Form

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

CIN: \_\_\_\_\_

Name of the company: \_\_\_\_\_

Registered office: \_\_\_\_\_

Name of the Member \_\_\_\_\_

Registered Address \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No / Client ID: \_\_\_\_\_

DP ID: \_\_\_\_\_

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

• Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

OR failing him

• Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

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Signature: \_\_\_\_\_  
OR failing him

• Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual general meeting of the company, to be held on the Saturday, 29<sup>th</sup> September, at 11:30 A.M. at **The SSK Solitaire Hotels & Banquets- Ahilyabai Holkar Marg, Tidke Colony, Nashik-422002, Maharashtra** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.    | Resolution  |
|-------------------|---|
| Ordinary Business |   |
| 1.                | Consideration of financial statements for the year 2017-18 and the reports of the Board of Directors and the Auditors thereon.  |
| 2.                | Appointment Of Director In Place Of Those Retiring By Rotation  |
| 3.                | Appointment Of The Auditors And Fixing Of Remuneration  |
| Special Business  |   |
| 4.                | Regularisation Of Additional Director Mr. Sandeep Ravindra Shah (Din: 06402659) by Appointing him as Non Executive Independent Director   |
| 5.                | Approve The Remuneration Of The Cost Auditors For The Financial Year 2018-19 & To Consider And If Thought Fit, To Pass, With Or Without Modification(S), The Following Resolution As Ordinary Resolution: |
| 6.                | Authority to borrow u/s 180(1)(a) and 180(1)(c) of the companies act, 2013  |
| 7.                | Approval for granting loan and investments by the company   |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

Signature of shareholder

## **Karda Constructions Ltd.**

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Signature of Proxy holder(s)

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

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## Form No MGT-12 Ballot Form

|   |  |
|---|--|
| <b>Name(s) of Member(s) :</b><br><br>(In BLOCK/CAPITAL LETTERS) |  |
| <b>Registered Address :</b>                                     |  |
| <b>DP ID / Client ID* or Registered Folio No :</b>              |  |
| <b>No. of equity shares held :</b>                              |  |

### \*Applicable in case of Share held in electronic form

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 11<sup>th</sup> Annual General Meeting of Company scheduled to be held on 29<sup>th</sup> September, 2018 at 11:30 A.M. at **The SSK Solitaire Hotels & Banquets- Ahilyabai Holkar Marg, Tidke Colony, Nashik-422002, Maharashtra**, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

| Resolution No. | Resolution          | No. of Equity Share(s) held | I/We assent to the resolution (For)* | I/We dissent to the resolution (Against)* |
|----------------|---------------------|-----------------------------|--------------------------------------|---|
|                | Ordinary Businesses |                             |                                      |   |

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|                           |  |  |  |  |
|---------------------------|--|--|--|--|
| 1.                        | Consideration of financial Statements for the Financial year 2017-18 and the reports of the Board of Directors and Auditors thereon.   |  |  |  |
| 2.                        | Appointment of Director in place of those retiring by rotation.  |  |  |  |
| 3.                        | Appointment of Auditors and fixing their remuneration.   |  |  |  |
| <b>Special Businesses</b> |  |  |  |  |
| 4.                        | Regularization of Additional Director Mr. Sandeep Ravindra Shah (DIN:06402659) by appointing him as Non Executive Independent Director.  |  |  |  |
| 5.                        | Approve The Remuneration Of The Cost Auditors For The Financial Year 2018-19 & To Consider And If Thought Fit, To Pass, With Or Without Modification(S), The Following Resolution As Ordinary Resolution |  |  |  |
| 6.                        | Authority to borrow u/s 180(1)(a) and 180(1)(c) of the companies act, 2013   |  |  |  |
| 7.                        | Approval for granting loan and investments by the company  |  |  |  |

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

**Place:**

**Date:**

-----

**Signature of Member**

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## ROUTE MAP TOWARDS THE VENUE

