

# NOTICE TO SHAREHOLDERS

Notice is hereby given that the **13<sup>th</sup>** Annual General Meeting of the members of **KARDA CONSTRUCTIONS LIMITED** will be held on **Saturday, 26<sup>th</sup> September, 2020** at 12.30 p.m., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact following business:

## Ordinary Businesses: -

### 1.To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2020, the report of the Board of Directors and Auditors thereon.

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

**"RESOLVED THAT** Audited Balance Sheet as at 31st March 2020, Audited Profit and Loss Account for the period from 1st April 2019 up to 31st March 2020 and Reports of Auditors and Directors thereon be and are hereby considered and adopted."

### 2.To appoint a Director in place of Mr. Manohar Karda (DIN: 01808564), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** the pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Manohar Karda (DIN: 01808564), who retires by rotation and being eligible offers himself for

reappointment, be and is hereby re-appointed as

a Director of the Company liable to retire by rotation."

## Special Businesses: -

### 3.To ratify remuneration payable to the Cost Auditors, M/s. C Y & Associates for the Financial Year 2020-2021

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions if any, 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), the remuneration of Rs. 65,000/- (Rupees Sixty-Five Thousand only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to be paid M/s. C Y & Associates, (Firm Registration No.00334), Cost Auditors of the Company, for the Financial Year 2020-21 as approved by the Board of Directors of the Company, at its Meeting held on 29th June, 2020, be and is hereby ratified and confirmed.

**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."

### 4.To alter the Capital clause V of Memorandum of Association

**"RESOLVED THAT** pursuant to the provisions of Section 13(1) read with Section 61(1) (a) of the Companies Act, 2013 and Article 4 of the Articles of Association of the Company, the authorised share capital of the Company be increased from

Rs. 14,00,00,000/- (Rupees Fourteen Crore only) comprising of 7,00,00,000 (Seven Crore) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) comprising of 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- (Rupees Two only) each.

**RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place and stead new clause V be substituted:

5<sup>th</sup> The Authorised share capital of the company is Rs. 20, 00, 00,000/- (Rupees Twenty Crore Only), divided into 10, 00, 00,000 (Ten Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each.

**RESOLVED FURTHER THAT** the board of directors be and are hereby authorised to take the necessary steps and to do all such acts, deeds and things as may be necessary in this regard to give effect to this resolution.”

**5. Offer, issue and allot equity of the company on preferential allotment basis to qualified institutional buyers by way of qualified institutional placement (QIP)**

“**RESOLVED THAT** pursuant to the provisions of Section 62 (1) (c) read with Section 42 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other rules as may be issued from time to time, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, Securities and Exchange Board of India Act, 1992 and the rules and regulations framed there under including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”)

(including any statutory amendments, modifications or re-enactments thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and subject to any required approvals, consents, permissions and/or sanction of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the Securities and Exchange Board of India (the “SEBI”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), SEBI and/or any other competent authorities and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed and such other regulatory approvals / permissions as may be necessary including the approval, if any, of any other competent authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions and sanctions and which may be agreed to by the board of directors of the Company including any committee which the Board has constituted to exercise its powers including the power conferred by any resolution (the “Board”), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot in India or in the course of international offering(s) in one or more foreign markets equity shares of the company with a face value of Rs. 2/- each (Rupees Two Only) each (“Equity shares”), American Depository Receipts(ADR), Global Depository Receipts (GDR), Foreign Currency Convertible Bonds (FCCB) and

/or other financial instruments convertible into or exercisable for Equity shares ( including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or any security convertible into Equity shares with or without voting / special rights and /or securities linked to Equity or any combination of securities, in one or more tranches whether rupee denominated or denominated in foreign currency, by way of public offer, and /or private offerings and / or on preferential allotment basis and / or qualified institutional placement or any combination thereof or by way of issue placement document and / or other permissible requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of SEBI ICDR Regulations as may be amended, or any other mode/method or means as may be prescribed by the concerned authorities from time to time, of Equity Shares, (hereinafter referred to as "Securities") to any person including but not limited to foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise) foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, (collectively referred to as ("Investors")) whether or not such Investors are existing members of the Company as may be decided by the Board at the appropriate time at such price or prices, at a discount (including but not limited to any discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations) or premium to the market price or prices on each Equity Share and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue offer and allotment considering the prevailing market conditions and other relevant factors

wherever necessary, as the Board may determine in its absolute discretion at the time of issue of the Securities in accordance with SEBI ICDR Regulations and where necessary in consultation with the book running lead managers appointed and/or to be appointed by the Company in relation to the QIP and such that the aggregate amount raised by issue of Equity Shares shall not exceed upto an amount of Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crore) and on such terms and conditions as may be finalised by the Board and that the Board be and is hereby authorised to finalise all such terms and conditions and the matters incidental thereto as it may in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard (the "Issue").

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided

under the SEBI ICDR Regulations as may be amended from time to time.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares in the Issue shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares under Chapter VIII of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities, in terms of the preceding regulation shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects except that the Investors who are allotted Equity Shares in the Issue will be entitled to participate in dividends, if any, declared by the Company after the allotment of Equity Shares in the QIP offering in compliance with the Companies Act, 2013, the equity listing agreement and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the equity shares shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board or its appointed delegates/committees, are hereby authorised on behalf of the Company to do all such acts, deeds,

matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into of the placement, underwriting, escrow collection, marketing, and institutions/trustees/ agents and similar agreements, and to remunerate the managers, advisors, underwriters and such other authorities and agencies as may be required for the completion of the Issue, to finalize, settle, execute, issue and deliver or arrange the delivery of the relevant offer documents, agreements and any other deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and to settle all questions, difficulties or doubts that may arise in regard to such QIP, as they may, in their absolute discretion, deem fit in the best interest of the Company to give effect to the above resolutions.

**RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties, or doubts, that may arise in regard to the issue, offer and allotment of the Securities and utilization of the Issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by way of this resolution.”

Thanking You,

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

**Sd/-**

**MAYURA MARATHE**

**COMPANY SECRETARY**

**MEMBERSHIP NO: ACS-44678**

**(Authorised to sign and serve vide Board  
Resolution dated 02.09.2020)**

Date: September 2, 2020

Place: Nashik

## Notes:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3, 4 and 5 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on June 29, 2020 considered that the special business under Item Nos. 3, and the same to be transacted at the 13th AGM of the Company.

- **General instructions for accessing and participating in the 13<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

- In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 13<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 13<sup>th</sup> AGM shall be the Registered Office of the Company.

In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 13<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be

appointed for the purpose of voting through remote e-Voting, for participation in the 13<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 13<sup>th</sup> AGM.

- In line with the MCA Circulars and SEBI Circular, the Notice of the 13<sup>th</sup> AGM will be available on the website of the Company at [www.kardaconstruction.com](http://www.kardaconstruction.com), on the website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of Link Intime India Pvt Ltd at <https://instavote.linkintime.co.in>.
- Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- At the Eleventh General Meeting held on 29th September, 2018, the members appointed M/S JPL & Associates, Chartered Accountants (Firm Registration No.132748W), as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of the Eleventh Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-seventh AGM.
- Link Intime India Private Limited will be providing facility for voting through remote e-Voting, for participation in the 13<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 13<sup>th</sup> AGM.

- Members may join the 13<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12.15 p.m. IST i.e. 15 minutes before the time scheduled to start the 13<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 13<sup>th</sup> AGM.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The remote e-voting period will commence at 9.00 a.m. on Tuesday, 22<sup>nd</sup> September, 2020 and will end at 5.00 p.m. on Friday, 25<sup>th</sup> September, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2020, may cast their vote electronically. The e voting module shall be disabled by LIPL 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 Register of Members and Share Transfer books will remain closed from Friday, September 19, 2020 to Saturday, September 26, 2020 (both days inclusive) the purpose of Annual General Meeting.
- Members may note that the VC/OAVM Facility allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel,

the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 13<sup>th</sup> AGM without any restriction on account of first-come first-served principle.

- Attendance of the Members participating in the 13<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 13<sup>th</sup> AGM and facility for those Members participating in the 13<sup>th</sup> AGM to cast vote through e-Voting system during the 13<sup>th</sup> AGM.

- Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be :-
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

• **Instructions for Members for Remote e-Voting are as under:-**

1. Open the internet browser and launch the URL:  
<https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID: Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
- Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above
- Shareholders/ members holding shares in physical form but have not recorded ‘C’ and

‘D’, shall provide their Folio number in ‘D’ above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund Corporate Body’ login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Procedure for registering the e-mail IDs, in case of Members of the Bank who have not registered****their e-mail address**

In light of the MCA Circulars, for remote E-voting, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the E-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter.

Post successful registration of the e-mail address, the shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this meeting. In case of any queries, shareholder may write to the Company at [kcpl.mayura@gmail.com](mailto:kcpl.mayura@gmail.com) or to Registrar and Transfer Agent at [support@sharexindia.com](mailto:support@sharexindia.com)

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the "Company" and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**



**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the [kardaconstructionslimited@gmail.com](mailto:kardaconstructionslimited@gmail.com) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by

switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **InstaMeet Support Desk**

#### **Link Intime India Private Limited**

#### **ANNEXURE - Guidelines to attend the AGM proceedings of Link Intime India Private Limited:**

InstaMEET for a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

Or

b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

#### **Other Guidelines for Members**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cutoff date of 19<sup>th</sup> September 2020.
- Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 13<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. 19<sup>th</sup> September 2020, may obtain the User ID and password by sending a request to the Company's email address [admin@kardaconstruction.com](mailto:admin@kardaconstruction.com).

- However, if you are already registered with Link Intime India Pvt Ltd for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://instavote.linkintime.co.in>.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- M/s Amar Patil & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- During the 13<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 13<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 13<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 13<sup>th</sup> AGM.
- The Scrutinizer shall after the conclusion of e-Voting at the 13<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the

13<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.kardaconstruction.com](http://www.kardaconstruction.com) and on the website of Link Intime India Pvt Ltd at <https://instavote.linkintime.co.in/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

- Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 13<sup>th</sup> AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for year 2020, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 13<sup>th</sup> AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address [admin@kardacosntruction.com](mailto:admin@kardacosntruction.com).
- For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- The Notice of the 13<sup>th</sup> AGM and the Annual Report for the year 2020 including therein the

Audited Financial Statements for the year 2020, will be available on the website of the Company at [www.kardaconstruction.com](http://www.kardaconstruction.com) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of 13<sup>th</sup> AGM will also be available on the website of Link Intime India Pvt Ltd at <https://instavote.linkintime.co.in/>.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- Electronic copy of all the documents referred to in the accompanying Notice of the 13th AGM and the Explanatory Statement shall be available for

inspection in the Investor Section of the website of the Company at [www.kardaconstrucion.in](http://www.kardaconstrucion.in).

- During the 13th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to INSTAVOTE e-Voting system at <https://instavote.linkintime.co.in>.
- Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 13th AGM, forms integral part of the Notice of the 13th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

## ANNEXURE TO THE NOTICE

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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and statement of additional Information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) with respect to following items of the Notice:**

**Item No. 3: -**

**Approve the remuneration of the cost auditors for the financial year 2020-21 & to consider and if thought fit, to pass, with or without modification(s), the following resolution as ordinary resolution**

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on June 29, 2020 the appointed 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. 65,000/- (Rupees Sixty Five Thousand) 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. 3 of the Notice.

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.

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.

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

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

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

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**Item No. 4: -**

**To alter the Capital clause V of Memorandum of Association**

With a view to augment long term capital for the business of the company, it is proposed to create, offer, issue and allot securities through preferential allotments, qualified institutions placement. The existing authorised capital of the company is ₹ 14,00,00,000/- (Rupees Fourteen Crore only) comprising of 7,00,00,000 (Seven Crore) Equity Shares of ₹ 2/- (Rupees Two only) each.

It is therefore proposed to increase the authorised Share capital of the company ₹ 20,00,00,000/- (Rupees Twenty Crore only) comprising of 10,00,00,000 (Ten Crore) Equity Shares of ₹ 2/- (Rupees Two only) each.

The proposed increase of authorised Share capital requires the approval of the Members at a General Meeting. Consequent upon the increase in authorised share capital of the company, its Memorandum of Association will require alteration so as to reflect the increase in authorised share capital.

The new draft of Memorandum of Association (MOA) of the Company after incorporating the above proposed changes in physical form is open for inspection by the members of the company at the registered office of the company during the business hours on all working day. A copy of the new set of MOA shall be given to the members of the company upon receipt of a request for the same in writing. The new draft MOA will also be available for inspection by members at the meeting.

Accordingly consent of members of the company is hereby sought by way of ordinary resolution.

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.

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.

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

1. Certified true copy of resolution passed by board of directors
  2. Draft Memorandum of Association and Articles of Association
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**Item No. 5: -**

**Offer, issue and allot equity of the company on preferential allotment basis to qualified institutional buyers by way of qualified institutional placement (QIP)**

The company proposes to create, offer, issue and allot securities through preferential allotments, qualified institutions placement, issuance of American Depository Receipts(ADR) Global Depository Receipts (GDR), Foreign Currency Convertible Bonds (FCCB) and such other securities in such manner as stated in the resolution. The company intends to issue Securities for an amount upto ₹ 175 Crore (including premium), subject to applicable laws and regulations, the company intends to use the net proceeds of the issue primarily for making expansion and repayment of existing debt, working capital requirements and general corporate purpose. The minimum floor price will be calculated in accordance with provisions of Regulation 85 of Chapter VIII of SEBI ICDR Regulations,2009. Further the Securities may be issued at a discount of upto 5% or more as may be prescribed under SEBI Regulations on the price determined in accordance with the mentioned pricing formula.

The special resolution also seeks to empower the board of directors to undertake a Qualified Institutions Placement with Qualified Institutional Buyers as defined by SEBI ICDR Regulations. The Board of Directors may in its discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations for rising the funds for the expansion plans of the company, without need of fresh approval from the shareholders. In case of an issuance of securities to qualified institutional buyers, whether or not such investors are existing members of the company, through a qualified institution placement under chapter VIII of SEBI ICDR Regulations, the final price at which the securities will be offered will be subject to investor response and

prevailing market conditions and computed in accordance with the relevant provisions of Chapter VIII of SEBI ICDR Regulations may also be contemplated at the time of issuance, for which authorization is being taken from the shareholders of the company through this special resolution.

The detailed terms and conditions of issue as and when made will be determined by the board of directors in consultation with the advisors and other experts in accordance with the applicable provisions of law. The special resolution seeks to give the board powers to issue Securities in one or more tranche or tranches at such time at such price or prices and to such person(s) including institutions, incorporated bodies or otherwise as the board in its absolute discretion deem fit.

The consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and section 42 of the Companies Act ,2013 to the extent notified and in force and in terms of the provisions of the listing agreements executed by the company with the Stock exchanges where the Equity shares of the company are listed i.e. BSE Limited and National Stock Exchange India Limited.

The board of directors believe that the issue of Securities to investors who are /are not shareholders of the company is in the interest of the company and therefore recommends the resolution for approval as special resolution.

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.

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.

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

1. Certified true copy of resolution passed by board of directors
2. Memorandum of Association and Articles of Association

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

**Sd/-**

**MAYURA MARATHE**

**COMPANY SECRETARY**

**MEMBERSHIP NO: ACS 44678**

**(Authorised to sign and serve vide Board Resolution dated 02.09.2020)**

Date: September 02, 2020

Place: Nashik

**Additional information as required under the Companies Act, 2013 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard II in respect of the directors' appointment/ re-appointment is provided below:**

<b>Name</b>	Manohar Jagumal Karda (DIN:0147412779)
<b>Age (Years)</b>	48 years
<b>Educational Qualification</b>	Undergraduate
<b>Experience/ Expertise/ Brief Resume</b>	He has over 12 years in the field of real estate & construction. He plays a crucial role in the purchase management of the Company. He is also responsible for various other day to day activities of our Company.
<b>Directorships in other companies</b>	Shree Sainath Land & Development (India) Private Limited
<b>Committee Memberships and Chairmanships</b>	NA
<b>Number of Board meetings attended during</b>	In the year 2019-2020, Mr. Manohar Karda attended 15 out of 15 Board meetings the year
<b>Terms and Conditions of Re-appointment</b>	In terms of Sec 152 (6) of Companies Act, 2013 who was reappointed as director at the Annual General Meeting held on September 29, 2018, is now liable to retire by rotation.
<b>Remuneration last drawn (including sitting fees if any)</b>	Remuneration drawn of ₹ 12 Lakh p.a. for FY 2019-2020. No sitting fees have been paid during the FY 2019-2020.
<b>Remuneration proposed to be paid</b>	As per existing approved terms and Conditions
<b>Date of appointment on the board</b>	October 10,2008
<b>Relationship with other Directors / Key Managerial Personnel (KMP)</b>	Brother of Mr. Naresh Jagumal Karda (DIN: 01741279), Chairman & Managing Director
<b>Directorships and No. of Membership of Committees in other entities as on March 31, 2020</b>	NA
<b>Shareholding as on March 31,2020</b>	3,70,000 Equity shares