

NOTICE

Notice is hereby given that the **12th Annual General Meeting** of the members of **KARDA CONSTRUCTIONS LIMITED** will be held on **Saturday, 21st September, 2019** at **BLVD Nashik at P-20, Trambakeshwar Road, MIDC, Satpur, Nashik-422007** at 12.30 p.m. to transact the following business as ordinary business:

Ordinary Businesses:-

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2019, 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 on 31st March 2019, Audited Profit and Loss Account for the period from 1st April 2018 up to 31st March 2019 and Reports of Auditors and Directors thereon be and are hereby considered and adopted."

2. **To appoint a Director in place of Mrs. Disha Karda (DIN: 06424475), who retires by rotation and being eligible, offers herself 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), Mrs. Disha Karda (DIN: 06424475), who retires by rotation and being eligible offers herself 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 2019-2020**

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 2019-2020 as approved by the Board of Directors of the Company, at its Meeting held on 29th May, 2019, 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."

Kindly make it convenient to attend the meeting.

Thanking You,

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

**MAYURA MARATHE
COMPANY SECRETARY
MEMBERSHIP NO: ACS-44678
(Authorised to sign and serve vide Board Resolution dated 13.08.2019)**

Date: 13th August, 2019
Place: Nashik

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.
- Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed hereto.
- **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. 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.**

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxy need not be a Member of the Company.

- Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the company or upload it on the E voting portal, authorising their representative to attend and vote on their behalf at the meeting.
- Member/ proxies/ authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
- The register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
- 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.
- In terms of the provision of Section 152 of the Act, Mrs. Disha Karda (DIN: 06424475) director retires by rotation at the meeting. Nomination and Remuneration committee and board of director of the company commend her reappointment.
- Mrs. Disha Karda (DIN: 06424475) is interested in the ordinary resolution set out in the item no 2 of the notice with regards to her re appointment. Mr. Naresh Karda, Chairman & Managing Director (DIN: 01741279) may be deemed to be interested in the resolution set out in the Item No 2. Save and except the above none of the other directors / Key Managerial personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise in ordinary Business set out under Item No.2.
- The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual general meeting is done away with vide notification dated 7, 2018 issued by Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of Appointment of Auditors M/s. J P L and Associates ,Chartered Accountants, (FRN: 132748W) who were appointed in Annual General meeting held on September 29, 2018.
- In compliance with Section 108 of the Companies Act ,2013 read with corresponding rules and Regulation 44 of the

SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, (“the Listing Regulations”) , the company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) services facilitated by the Link Intime India Private Limited. The facility for voting will also be made available at the AGM and members attending the AGM, who have not already casted their votes by remote e-voting shall be liable to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.

- Voting through Electronic Means

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

| For Shareholders holding shares in Demat Form or Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). ▪ Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field |
| DOB/ DOI | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Bank Account Number | Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c). |

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the company, you choose to vote.
2. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

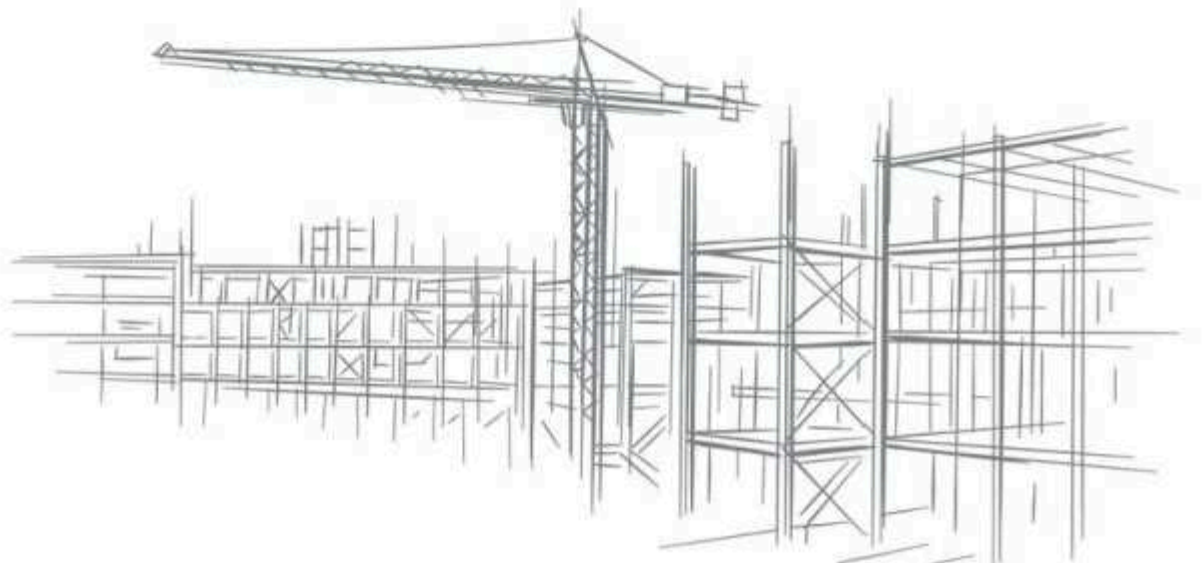
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :-Tel : 022 - 49186000.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 14th September, 2019, 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 Tuesday, 17th September, 2019 and will end at 5.00 p.m. on Friday, 20th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th September, 2019, 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 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 14th September, 2019.

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. 14th September, 2019, may obtain the login ID and password by sending an email to enotices@linkintime.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with LIPL for remote e-voting then you can use your existing user.

- 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.
- 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.
- 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 LIPL.
- We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. You can do this by updating your mail address with your depository participant.



ANNEXURE TO THE NOTICE

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 2019-2020 & to consider and if thought fit, to pass, with or without modification(s), the following resolution as 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.

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on May 29, 2019 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. 4 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.

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.

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

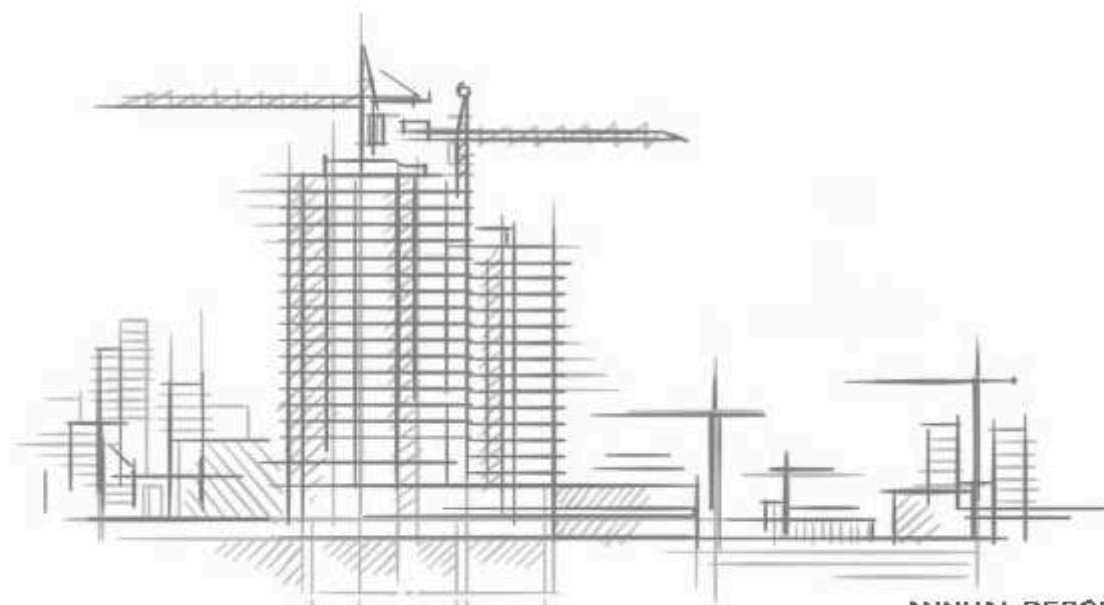
**MAYURA MARATHE
COMPANY SECRETARY
MEMBERSHIP NO: ACS 44678
(Authorised to sign and serve vide Board Resolution dated 13.08.2019)**

Date: 13th August, 2019

Place: Nashik

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

| | |
|---|--|
| Disha Naresh Karda | |
| Age (Years) | 45 yrs |
| Educational Qualification | B Com , B Ed |
| Experience/ Expertise/ Brief Resume | She has a total experience of total 12 years in the field of Real Estate Industry. She has been associated with company in various capacities. Presently oversees the day-to-day operation, which includes managing committees and staff as well as developing business plans in collaboration with the board of the company .Also responsible for making sure that contracts, insurance requirements and safety standards are correctly complied with. |
| Terms and Conditions of Re-appointment | In terms of Sec 152 (6) of Companies Act, 2013 who was reappointed as director at the Annual General Meeting held on August 29, 2017, is now liable to retire by rotation. |
| Remuneration last drawn (including sitting fees if any) | Remuneration drawn of Rs. 12 Lakh p.a. for FY 2018-2019. No sitting fees have been paid during the FY 2018-2019. |
| Remuneration proposed to be paid | As per existing approved terms and Conditions |
| Date of appointment on the board | February 26, 2016 |
| Relationship with other Directors / Key Managerial Personnel (KMP) | Spouse of Mr. Naresh Jagumal Karda (DIN: 01741279) , Chairman & Managing Director |
| Directorships and No. of Membership of Committees in other entities as on March 31, 2019 | NA |
| Shareholding as on March 31, 2019 | 2,50,000 Equity shares |



| ATTENDANCE SLIP | | |
|---|---------------------------------------|--------------------------------|
| To be handed over at the entrance of the Meeting Hall | | |
| For Physical Holding | For Electronic Form (Demat) NSDL/CDSL | No. of Shares Held |
| LF No | DP ID | CLIENT ID |
| | | |
| I hereby record my presence at the Annual General Meeting of the Company, being held on Saturday, 21st September, 2019 at 12.30 P.M. at BLVD Nashik at P20, Trambakeshwar Rd, MIDC, Satpur Colony, Nashik-422007. | | |
| 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 31.03.2019 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 31.03.2019 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.

Proxy Form

Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014-Form MGT-11

KARDA CONSTRUCTIONS LIMITED
CIN: L45400MH2007PLC174194

2nd floor, Gulmohar Status above Business Bank, Samarth Nagar, Nashik - 422005

| | |
|-----------------------|-------|
| 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: _____
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 12th Annual general meeting of the company, to be held on the 21st day of September, 2019 at 12.30 p.m.. at **BLVD Nashik at P-20, Trambakeshwar Rd, MIDC, Satpur Colony, Nashik-422007** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No | Resolution | Type of resolution | No of shares held | Vote(Optional, see note 2) | |
|---------------|---|--------------------|-------------------|-----------------------------|---------|
| | | | | For | Against |
| 1 | To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2019, the report of the Board of Directors and Auditors there on | Ordinary | | | |
| 2 | To appoint a Director in place of Mrs. Disha Karda (DIN: 06424475), who retires by rotation and being eligible, offers herself for re-appointment | Ordinary | | | |
| 3 | To ratify remuneration payable to the Cost Auditors, M/s. C Y & Associates for the Financial Year 2019-2020 | Ordinary | | | |

Signed this _____ day of _____, 20 _____

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the for or against column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Route map

