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

KARDA™ CONSTRUCTIONS
BUILDERS & DEVELOPERS

Date: 23/08/2018

To, The Listing Compliance **National Stock Exchange of India Ltd.** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E),Mumbai – 400 051 **NSE SYMBOL: KARDA**	To, The Secretary BSE Limited, Corporate Relationship Dept., P.J. Towers, Dalal Street, Mumbai - 400 001. **BSE Scrip Code: 541161**

Subject: Outcome of Board Meeting held on Thursday, 23rd August, 2018 At 3:30 Pm

Dear Sir/Madam,

We wish to inform your good self in the meeting of the Board of Directors of our Company held on Thursday, 23rd August, 2018 At 3:30 Pm at its Registered office have:

1. Considered and approved the Draft Director's Report, Draft Notice of 11th Annual General Meeting and Annual Report for the Financial Year 2017-18.

2. Considered and fix the date, time and venue of the Annual General Meeting (AGM) to be held on Saturday, 29th day of September, 2018 at 11.30 am.

3. Considered and approved the appointment of M/s Jaymin Modi & Co., Company Secretaries as Secretarial Auditor of the Company for the Financial Year 2018-19.

4. Considered and approved the appointment of M/s Jaymin Modi & Co. as the scrutinizer for the proposed AGM.

5. With the permission of the chairman the Board has hereby approved the appointment of Cost Auditor for the Financial Year 2018-19.

6. Considered and approved to authorize board to sell, lease or dispose off the whole, or substantially the whole of the undertaking of the company under section 180(1)(a) subject to approval of members of the company.

7. Considered to increase the borrowing power of the boards of director under section 180(1)(c)subject to approval of members of the company.

8. Considered for granting power to the board to give loans or guarantee under section 186(3) subject to approval of members of the company.

Kindly arrange to take the same on your records.

Thanking You.

Yours Truly,

For KARDA CONSTRUCTIONS LIMITED

KARDA CONSTRUTIONS LIMITED
U45400MH2007
PLC174194

MAYURA MARATHE
COMPANY SECRETARY
MEM NO:44678

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.
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KARDA CONSTRUCTIONS
BUILDERS & DEVELOPERS

NOTICE OF THE 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the **11th** Annual General Meeting of the members of **KARDA CONSTRUCTIONS LIMITED** will be held on **Saturday, 29th September, 2018** at the registered office of the company **2nd Floor, Gulmohar Status Above Business Bank, Samarth Nagar, Nashik -422005 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: 23rd August,2018
Place: Nashik

Enclosures:

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

Enclosure 1:
Statement of Business to be transacted at the Annual General Meeting (Agenda)

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."

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."

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:

“**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. TO AUTHORIZE BOARD TO SELL, LEASE OR DISPOSE OFF THE WHOLE, OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A):

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

"RESOLVED THAT pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the board of directors of the company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding **Rupees Hundred Crores only.**"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

7. TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(C):

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

"**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 or any amendment or modifications thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, subject to the proviso that such borrowing shall not exceed **Rupees Hundred Crores** only over and above the aggregate of the paid-up capital of the Company and its free reserves and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

8. **TO GRANT POWERS TO THE BOARD TO GIVE LOANS OR GUARANTEE UNDER SECTION 186**

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

"**RESOLVED THAT** pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section

186 of Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding **Rupees Hundred Crores only**, notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

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

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.
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Enclosure 2:
A statement setting out the material facts concerning each item of special business to be transacted at the extraordinary general meeting (Explanatory Statement)

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
(Pursuant to Section 150(2) of the Companies Act, 2013)

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: -
(Pursuant to Section 102 (1) (a) of the Companies Act, 2013)

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 102 (1) (b) of the Companies Act, 2013)

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

The applications received from the aforesaid person, was accompanied with the relevant documents declaring that, if appointed, they shall be considered independent tor 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)):-
(Pursuant to Section 102 (2) (Proviso) of the Companies Act, 2013)

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: -
(Pursuant to Section 102 (3) of the Companies Act, 2013)

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.

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:

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. C Y & Associates Cost Auditors at remuneration of Rs. 60,000/- to conduct the audit of the cost records of the Company for the financial year 2018-19.

In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought.

The Directors recommends the resolution for members' approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

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

Item No. 6:

TO AUTHORIZE BOARD TO SELL, LEASE OR DISPOSE OFF THE WHOLE, OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A):

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the

Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180(1)(a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) provided that the total amount for creation of charges/mortgages/hypothecations shall not at any time exceed **Rupees Hundred Crores only.**

None of the Directors or KMP's is concerned or interested in the said resolution.

Item No.: 7:

TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(C):

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys provided that the total amount so borrowed by the Board shall not at any time exceed **Rupees Hundred Crores only** apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

None of the Directors or KMP's is concerned or interested in the said resolution.

Item No.: 8:

TO GRANT POWERS TO THE BOARD TO GIVE LOANS OR GUARANTEE UNDER SECTION 186

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding **Rupees Hundred Crores only** outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

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.

- 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.

(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

- 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, 26thSeptember, 2018 and will end at 5.00 p.m. on Friday, 28thSeptember, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st 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 21st 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. 21st September, 2018, may obtain the login ID and password by sending an email to *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*

- 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.

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, 29th September, 2018 at 11:30 A.M. at 2nd Floor, Gulmohar Status Above Business Bank, Samarth Nagar, Nashik -422005

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.

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: ____

  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 11th Annual general meeting of the company, to be held on the Saturday, 29th September, at 11:30 A.M. at______________________ (place) 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.	To authorize board to sell, lease or dispose off the whole, or substantially the whole of the undertaking of the company under

	section 180(1)(a)
7.	To increase the borrowing powers of the board of directors under section 180(1)(c)
8.	To grant powers to the board to give loans or guarantee under section 186

Signed this ________________ day of __________________________, 20__

Signature of shareholder

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

Form No MGT-12
Ballot Form

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

***Applicable in case of Share held in electronic from**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 11th Annual General Meeting of Company scheduled to be held on 29th September, 2018 at 11:30 A.M. at 2nd Floor, Gulmohar Status Above Business Bank, Samarth Nagar Nashik-422005 , 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				
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.			
Special Businesses				
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.	To authorize board to sell, lease or dispose off the whole, or substantially the whole of the undertaking of the company under section 180(1)(a)			
7.	To increase the borrowing powers of the board of directors under section 180(1)(c):			
8.	To grant powers to the board to give loans or guarantee under section 186			

*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

ROUTE MAP TOWARDS THE VENUE