

Date: 02-01-2025

The Listing Department,  
**BSE Ltd. (Designated Stock Exchange)**  
PJ Towers, Dalal Street,  
Mumbai- 400 001  
Stock Code: **532925**

The Listing Department,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Stock Code: **KAUSHALYA**

Dear Sir,

**Subject: Outcome of Board Meeting**

With reference to the above subject, we wish to inform you that the Board of Directors of the Company at its meeting held today, the 2<sup>nd</sup> day of January, 2025, at the Registered Office of the Company situated at HB-170, Sector III, Salt Lake, Kolkata- 700106, have considered and approved the following:

1. Postal Ballot Notice for seeking shareholders' approval for the appointment of Mrs. Divya Baid as Non-Executive Independent Director of the Company (Copy of the Postal Ballot Notice attached herewith;
2. Remove e-voting period will commence from 9:00 AM IST on Thursday, 9th January 2025 and will end at 5:00 PM IST on Friday, 7th February, 2025;
3. The cut-off date for the above shall be Friday, 3rd January, 2025.

The meeting commenced at 4.30 P.M and concluded at 05:45 P.M.

This is for your record and reference.

Thanking you,  
Yours faithfully,

*For Kaushalya Infrastructure Dev. Corp. Ltd.*

*Sanjay Lal Gupta*  
*Whole-time Director &*  
*Company Secretary*  
*DIN: 08850306*

Enc.: As above

**Kaushalya Infrastructure Development Corporation Limited**

CIN: L51216WB1992PLC055629

Regd. Office: HB- 170, Sector- III, Salt Lake, Kolkata- 700106

Tel No: 033 2334 4148; E-mail: info@kaushalya.net; Website: www.kaushalya.net

**POSTAL BALLOT NOTICE**

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulation") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines issued by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular No. 09/2023 issued on 25 September 2023 and latest being No. 09/2024 dated 19th September, 2024 read along with other connected circulars issued from time to time in this regard (the 'MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the item of special business set out in this Notice is proposed for consideration by the Members of Kaushalya Infrastructure Development Corporation Ltd (the 'Company') and for approval by means of Postal Ballot by voting through electronics means ("remote e-voting") only.

In accordance with the said MCA Circulars and applicable provisions of the Act and SEBI (LODR) Regulations, this Postal Ballot Notice along with the Explanatory Statement is being sent in electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent, CB Management Services Pvt Ltd ("Registrar and Transfer Agent"). The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5:00 PM IST on Friday, 7<sup>th</sup> February 2025, failing which it will be strictly considered that no reply has been received from the Member.

The Company has in compliance with Rule 22(5) of the Rules, has appointed M/s. M. Shahnawaz & Associates, Practicing Company Secretaries (Membership No. 21427, COP. No. 15076) as "Scrutinizer" to scrutinize the Postal Ballot process in a fair and transparent manner. The Company has received consent from M/s. M. Shahnawaz & Associates, Practicing Company Secretaries to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit their report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The Scrutinizer's decision on the validity of the votes shall be final.

The result of the Postal Ballot will be announced on or before Monday, 10<sup>th</sup> February, 2025 and will be displayed at the Company's website <http://www.kaushalya.net> besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office.

The last date for receipt of votes through e-Voting, i.e., Friday, 7<sup>th</sup> February, 2025 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolution appended below.

The Resolution proposed to be passed through Postal Ballot through e-Voting together with the Explanatory Statement setting out the material facts are as follows:

Item No. 1:

**Appointment of Ms. Divya Baid (DIN: 10832614) as Independent Director of the Company**

To consider and pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of sections 149 and 152 Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the rules made there under, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Divya Baid (DIN: 10832614), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Non-Executive Director under Section 161(1) of the Act, designated as an Independent Director who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom Company has received a notice in writing under section

160(1) of the Act, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from 13<sup>th</sup> November, 2024 to 12<sup>th</sup> November, 2029.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Ms. Divya Baid (DIN: 10832614) be paid such fees as the Board may approve from time to time and subject to such limits prescribed from time to time.”

**“RESOLVED FURTHER THAT** any of the Board of Directors be and is hereby empowered and authorized to take such steps, in relation to the above and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Dated: 2<sup>nd</sup> January, 2025

Registered Office: HB-170, Sector III,  
Salt Lake, Kolkata-700106  
CIN-L51216WB1992PLC055629  
Phone - 033-23344148  
Email - info@kaushalya.net

By Order of the Board  
**Kaushalya Infrastructure Development Corporation Ltd**

**Sanjay Lal Gupta**  
Whole-time Director & Company Secretary  
Membership No: 43560

## NOTES:

(1) The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.

(2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).

(3) The Board of Directors of the Company at its meeting held on 2<sup>nd</sup> January, 2025 has appointed M/s. M. Shah Nawaz & Associates, Practicing Company Secretaries (Membership No. 21427, COP. No. 15076) as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.

(4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at <http://www.kaushalya.net> and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

(5) All the material documents referred to in the explanatory statement will be available at website of the Company at <http://www.kaushalya.net> and for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email [inf@kaushalya.net](mailto:inf@kaushalya.net)

(6) Mr. Sanjay Lal Gupta, Whole-time Director & Company Secretary of the Company is the

officer authorised to ensure smooth conduct of the e-Voting.

(7) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 3<sup>rd</sup> January, 2025 ("Cut-off Date").

The Notice is also uploaded on the website of the Company at <http://www.kaushalya.net> and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited (<https://www.bseindia.com/>). In this Notice, the term member(s) or shareholder(s) are used interchangeably.

For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".

(8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

(9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at [info@kaushalya.net](mailto:info@kaushalya.net) or write to RTA's email address at [rta@cbmsl.com](mailto:rta@cbmsl.com).

(10) The instructions for Remote e-Voting are as under:

(i) In compliance with the provisions of Sections 110 and 102 of the Act read with Rules 22 and 20 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting

facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all members, to enable them to cast

(ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 3<sup>rd</sup> January, 2025 (“Cut-off Date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

(iii) The Remote e-Voting period commences from 9:00 AM IST on Thursday, 9<sup>th</sup> January 2025,

their votes electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its members.

and ends at 5:00 PM IST on Friday, 7<sup>th</sup> February, 2025. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.

(iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-Voting, i.e., Friday, 7<sup>th</sup> February, 2025 and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.

**The details of the process and instructions for members for Remote e-Voting are as under:**

**Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div> </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is

communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:



- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares

- for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [msassociates16@gmail.com](mailto:msassociates16@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution /

Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. 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.

3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@kaushalya.net](mailto:info@kaushalya.net).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@kaushalya.net](mailto:info@kaushalya.net). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT Pursuant to section 102(1) of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

#### **Item No. 1 Appointment of Ms. Divya Baid (DIN: 10832614) as Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee and being eligible for appointment as Independent Director, the Board of Directors of the Company has appointed Ms. Divya Baid (DIN: 10832614) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 13<sup>th</sup> November 2024, subject to the approval of the Members of the Company. In accordance with the provisions of Section 161 of Companies Act, 2013 ("the Act") and Regulation 17(1C) of the Listing Regulations, Ms. Divya Baid shall hold office as an Additional Director up to the date of the ensuing General Meeting or three months from the date of her appointment as an Additional Director, whichever is earlier. In terms of provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of the Listing Regulations, appointment of Independent Director requires approval of Members by way of a Special Resolution.

Ms. Divya Baid is a commerce graduate from Maharaja Ganga Singh University, Bikaner, and completed her LLB from the same university in 2022. She possesses extensive knowledge of finance and law, with expertise in regulatory compliance, financial analysis, taxation and legal advisement. Disclosure of relationships between Ms. Divya Baid is not related to any Director of the Company. Her financial and legal acumen will be instrumental in supporting decision-making that aligns with the best interests of the Company and its shareholders

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee on the basis of the balance of skills, knowledge and experience, is of the opinion that Ms. Divya Baid meets with the roles and capabilities, as may be required. The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or

impact her ability to discharge her duties. She further confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of her name in the data bank of the Indian Institute of Corporate Affairs (IICA).

The Company has received consent and declaration in writing from Ms. Divya Baid that she is not disqualified from being appointed as Director in terms of the provisions of Section 164 of the Companies Act 2013. Further, the Company has received a Notice in writing from a member of the Company in terms of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, appointed Ms. Divya Baid (DIN: 10832614) fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and is independent of the management.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during business hours (between 2.00 p.m. and 5.00 p.m.) on all working days (except Saturdays, Sundays and Holidays) up to the last date of the receipt of the Postal Ballot and is also available on the website of the Company i.e. <http://www.kaushalya.net> Ms. Divya Baid (DIN: 10832614) is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority. Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions are enclosed and forms part of this Notice as Annexure-A.

Except Ms. Divya Baid and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the proposed Resolution. The Board of Directors recommends the Special Resolution

set out at item no. 1 of the Notice for approval by the Members.

### **Details of Directors seeking appointment / reappointment**

*[In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]*

<b>Particulars</b>	<b>Ms. Divya Baid</b>
Date of Birth	<b>27<sup>th</sup> June, 1994</b>
Date of 1 <sup>st</sup> appointment on the Board	13 <sup>th</sup> November, 2024
Educational Qualification	Commerce Graduate, Bikaner and LLB from Maharaja Ganga Singh University
Expertise in specific functional areas	She possesses extensive knowledge of finance and law, with expertise in regulatory compliance, financial analysis, taxation and legal advisement. Her financial and legal acumen will be instrumental in supporting decision-making that aligns with the best interests of the Company and its shareholders.
Terms and conditions of appointment/ reappointment along with details of remuneration sought to be paid	Ms. Divya Baid is proposed to be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years w.e.f 13 <sup>th</sup> November, 2024 till 12 <sup>th</sup> November, 2029. Remuneration shall be paid as per the terms of appointment and remuneration policy of the Company
Shareholding in the Company (including as Beneficial Owner)	Nil
Number of meetings of the Board attended during the financial year 2023- 24	FY 2023-24: Nil, Appointed as Independent Director w.e.f. 13 <sup>th</sup> November, 2024.
Directorship in other Companies	NIL
Chairman/ Member in the Committees of the Boards of the Companies	<b>Chairman:</b> Stakeholder's Relationship Committee <b>Member:</b> Audit Committee and Nomination and Remuneration Committee
Listed entities from which the person has resigned in past three years	NIL
Inter-se-relation between Directors	N. A
Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	The Nomination and Remuneration Committee has identified among others, Business Management, Operations, Finance & legal as the skills required for the role of Director. Ms. Divya Baid possessed all the said requisite skills and capabilities for the Role of the Independent Director of the Company.