



Date: 12th January, 2024

To,
The Corporate Relationship Manager
Department of Corporate Services
BSE Limited
P J Towers, Dalal Street,
Mumbai – 400001

Ref: Scrip Code – 540756

Sub: Notice of Extra Ordinary General Meeting to be held on 15th February, 2024

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of Extra Ordinary General Meeting of the Shareholders of the Company scheduled to be held on Thursday, the 15th day of February, 2024 at 11.00 A.M at the registered office of the Company.

Kindly take same on record and acknowledge receipt.

Thanking you,

Yours Faithfully,
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Encl : As above

KAARYA FACILITIES & SERVICES LIMITED

1101, Lotus Link Square, D N Nagar, New Link Road, Andheri (West) Mumbai - 400053
CIN No. : L93090MH2009PLC190063, E-mail: info@kaarya.co.in, Url : www.kaarya.co.in



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF KAARYA FACILITIES AND SERVICES LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY 15TH FEBRUARY, 2024, AT 11.00 A.M. AT UNIT NO 1101, LOTUS LINK SQUARE, D N NAGAR, NEW LINK ROAD, ANDHERI WEST, MUMBAI, MAHARASHTRA, INDIA, 400053 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

SPECIAL BUSINESS:

ITEM NO. 01:

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on Private Placement basis:

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

"RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (ShareCapital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), stock exchange where the shares of the Company are listed ("Stock Exchange") and/or any other statutory / regulatory authority; (vi) the Memorandum of Association and Articles of Association of the Company and subject to the approval of the members, the approval of the board of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches upto 10,00,000 equity shares of Rs.10/- (Indian Rupee Ten Only) face value ("Shares") at on issue price of Rs. Rs.10/- per share/-(Indian Rupees Ten Only) i.e. at par for a consideration at cash not exceeding an aggregate amount of Rs. 1,00,00,000/- (Rupees One Crore Only) to the following investor(the "Allottees") by way of preferential allotment on a private placement basis ("Preferential Allotment"),to the Promoter/Non-Promoter category as specified below, in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws:

Sr. No.	Name of the Allottee	Category	Number of equity shares to be allotted
1	Vineet Pandey	Promoter	2,00,000
2	Vishal Panchal	Promoter	2,00,000
3	Rahul Yashvantray Shah	Non Promoter	1,00,000
4	Jayotsanaben Shah	Non Promoter	50,000
5	Ruchita Maheshbhai Shah	Non Promoter	50,000
6	Mansi Patel	Non Promoter	50,000
7	Dhaval Desai	Non Promoter	50,000
8	Giraben Shah	Non Promoter	2,00,000
9	Pathan Altab Usmanbhai	Non Promoter	1,0,0000
Total			10,00,000

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RESOLVED FURTHER THAT pursuant to the Regulation 161 of the SEBI [ICDR] Regulations, 2018, the relevant date is 12th January, 2024, being a day preceding 30th days prior to the date of this Extra-Ordinary General Meeting (EOGM) i.e. 15th February, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- b) An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations.
- c) The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
- d) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- e) The Equity Shares will be listed on the Bombay Stock Exchange on SME Platform i.e. where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- f) The Equity Shares issued shall be locked-in as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.
- g) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;
- h) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- i) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

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, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all

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questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date: 12th January, 2024

Place : Mumbai

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Notes:

1. The explanatory statement pursuant to Sections 102 of the Act stating all material facts and the reasons for the proposals set out in resolution no.1 is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The EGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, January 5, 2024.
4. In line with the MCA Circulars, the EGM Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the EGM Notice will also be available on the Company's website at www.kaarya.co.in, and on the website of KfinTech at <https://evoting.kfintech.com>.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFIN Technologies Private Limited, at evoting@Kfintech.com.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the EGM Notice and pre-paid business reply envelopes are not being sent to shareholders for this EGM. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Monday, February, 5, 2024 will be considered for the purpose of e-voting.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Monday, February, 5, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KfinTech. The instructions for e-voting are provided as part of this EGM Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this EGM Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Wednesday, February 14, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit their report to the Chairman or to any other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting through the e-voting process will be announced by the Chairman or any other person duly authorized by the Chairman, on or before Saturday, February 17, 2024 and will also be displayed on the website of the Company (www.kaarya.co.in), besides being communicated to the Registrar and Share Transfer Agent.

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11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, February 15, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available 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 to info@kaarya.co.in.

General information and instructions relating to e-voting.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KfinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:
Commencement of e-voting: Monday, February 12, 2024, 09:00 Hours IST.
End of e-voting: Wednesday, February 14, 2024, 17:00 Hours IST
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfinotech.com. However, if he / she is already registered with KfinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:
Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

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Details on Step 1 are mentioned below:

I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com

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	<p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFIN Technologies where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KfinTech and you will be redirected to e-Voting website of KfinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from kFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVSN” and click on “Submit”

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- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID compliance@sarkcs.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the EGM Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the EGM Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KfinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, EGM Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

By Order of the Board
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN: 00687215)
Date : 12th January, 2024

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Registered Office:
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THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATION 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

Item No. 1

The Company's has entered into Share Subscription agreement with the proposed Allottees for subscription of Equity Shares on private placement basis.

In view of the above the Board of Directors of the Company at their meeting held on Friday, January 12, 2024 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of following securities to the Promoter/ Non-Promoter on a preferential basis, for cash consideration ('Preferential Allotment').

The Consent of shareholders vide Special Resolution is hereby accorded to Board to create, offer, issue and allot upto 10,00,000 (Ten Lakh) equity share of Rs.10/- (Indian Rupee Ten only) face value ("Shares") at an issue price of Re. 10/- per share/-(Indian Rupees Ten Only) for a considerationat cash not exceeding an aggregate amount of Rs.1,00,00,000/- (Rupees One Crore only).

An amount equivalent to 100% of the issue price will be payable at the time of subscription of EquityShares, as prescribed by the SEBI (ICDR) Regulations.

As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) to is as stated below.

1. objects of the preferential issue

The object of this preferential issue is to utilize the proceeds of the Preferential Issue of Equity Shares to meet working capital requirement, general corporate purpose and such other purpose as the Board may decide.

2. The maximum number of specified securities to be issued

The Board of Directors at its meeting held on Friday January 12, 2024, had subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 10,00,000 (Ten Lakh) Equity Shares at issue price of Rs.10/- per share (Indian Rupees Ten Only) for a considerationat cash not exceeding an aggregate amount of Rs.1,00,00,000/- (Rupees One Crore only), on a preferential basis.

3. Price at which the allotment is proposed

The Equity Shares to be issued and allotted will be of the face value of Rs.10/- each and will be

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issued at Rs. 10/- per share (Indian Rupees Ten Only) i.e. at Par.

4. Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited ('BSE') and are infrequently traded as per the provisions of ICDR Regulations as on the Relevant Date, the price determined through Valuation report dated 12th January, 2024 of CS. ABHISHEK CHHAJED Independent Registered Valuer of IBBI having Reg. No. IBBI/RV/03/2020/13674 having office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 i.e., Rs.10/- per Equity Share is taken into consideration. The said report is available on the website of the Company at WWW.KAARYA.CO.IN.

Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company has no specific provision relating to determination of a floor price/ minimum price of the shares issued on preferential basis.

5. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date is Friday January 12, 2024 which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on Thursday February 15, 2024.)

6. The class or classes of persons to whom the allotment is proposed to be made

It is proposed to allot 10,00,000 (Ten Lakhs) Equity Shares to the Promoters/ Non-Promoter category on a preferential basis at cash.

7. Intent of the Promoters, directors or key managerial personnel of the Company to subscribeto the Preferential Issue;

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

S. No.	Name of the Proposed Allottees	Maximum no. of Equity Shares proposed to be allotted	Category
1	Vineet Pandey	2,00,000	Promoter
2	Vishal Panchal	2,00,000	Promoter
	Total	4,00,000	

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

8. Proposed time within which the allotment shall be completed

The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval

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or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

9. Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by:

Sr. No.	Name of Applicant	Pre- Share holding*	% Pre- Share Holding#	Post- Share holding	% Post- Share Holding #	Category
1	Mr. Vineet Pandey	25,91,630	27.72	27,91,630	26.97	Promoter
2	Mr. Vishal Panchal	25,91,630	27.72	27,91,630	26.97	Promoter
3	Mr. Rahul Yashvantray Shah	0.00	0.00	1,00,000	0.97	Non Promoter
4	Ms. Jayotsanaben Shah	0.00	0.00	50,000	0.48	Non Promoter
5	Ruchita Maheshbhai Shah	0.00	0.00	50,000	0.48	Non Promoter
6	Mansi Patel	0.00	0.00	50,000	0.48	Non Promoter
7	Dhaval Desai	0.00	0.00	50,000	0.48	Non Promoter
8	Giraben Shah	0.00	0.00	2,00,000	1.93	Non Promoter
9	Pathan Altan Usmanbhai	0.00	0.00	1,00,000	0.96	Non Promoter

Note- *Pre-Shareholding pattern as on 5th January, 2024.

pre and post shareholding in percentage is rounded off till third decimal.

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10. The change in control if any, of the Company that would occur consequent to preferential offer

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Since the allotment is done for cash therefore a report of registered valuer is not required for the Preferential Allotment, under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014. However, the Company has sought a valuation report as required under Regulation 166A of the SEBI ICDR Regulations.

13. Shareholding Pattern before and after preferential issue of the capital would be as follows:

Sr. No.	Category	*Pre-Issue		Post Issue	
		No. of Shares held	% of shares Held	No of Shares held	% of Share Holding
A	Promoters' holding				
	1. Indian Promoters				
	Individual	5183260	55.43	5583260	53.94
	Body Corporate	0.00	0.00	0.00	0.00
	Sub total				
	2. Foreign Promoters	0.00	0.00	0.00	0.00
	Sub Total (A)	5183260	55.43	5583260	53.94
B	Non-Promoters Holding				
	1. Institutional Investors	0.00	0.00	0.00	0.00
	2. Non-Institution				
	Body Corporate	318000	3.40	318000	3.07
	Directors	0.00	0.00	0.00	0.00
	Indian Public (Individual and HUFs)	3740998	40.01	4340998	41.94
	Others(Including NRIs, clearing member)	108000	1.16	108000	1.04
	Sub Total (B)	4166998	44.57	4766998	46.06
	Grand Total (A+B)	93,50,258	100.00	1,03,50,258	100.00

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Note- *Pre-issue Shareholding pattern as on 5th January, 2024.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;

Sr. No	Name of Allottee	Beneficial owner
1.	Vineet Pandey	Vineet Pandey
2.	Vishal Panchal	Vishal Panchal
3.	Rahul Yashvantray Shah	Rahul Yashvantray Shah
4.	Jayotsanaben Shah	Jayotsanaben Shah
5.	Ruchita Maheshbhai Shah	Ruchita Maheshbhai Shah
6.	Mansi Patel	Mansi Patel
7.	Dhaval Desai	Dhaval Desai
8.	Giraben Shah	Giraben Shah
9.	Pathan Altan Usmanbhai	Pathan Altan Usmanbhai

Note: The prospective allottees mentioned above, are individual. Therefore, the ultimate beneficial owners of the shares are same persons to whom the equity shares are proposed to be allotted.

15. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name of the Allottee	Current Status	Proposed Status
1	Mr. Vineet Pandey	Promoter	Promoter
2	Mr. Vishal Panchal	Promoter	Promoter
3	Rahul Yashvantray Shah	NA	Non Promoter
4	Jayotsanaben Maheshkumar shah	NA	Non Promoter
5	Ruchita Maheshbhai Shah	NA	Non Promoter
6	Mansi Patel	NA	Non Promoter
7	Dhaval Desai	NA	Non Promoter
8	Giraben Shah	NA	Non Promoter
9	Pathan Altan Usmanbhai	NA	Non Promoter

16. Undertakings:

The Company hereby undertakes that, In accordance with the SEBI ICDR Regulations:

- I. None of the Company, its Directors or Promoters is categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- II. None of its Directors or Promoters is fugitive economic offenders as defined under ICDR Regulations.
- III. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

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Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

- IV. There are no outstanding dues to the Board, the stock exchanges or the depositories
 - I. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
 - II. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

17. Other Undertakings:

- I. None of the Allottees have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date
- II. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; and
- III. valuation requirement is not applicable as the securities are proposed to be issued for cash consideration. However, the Company has obtained Valuation Report as required under Regulation 166A of the SEBI ICDR Regulations. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

18. Lock-in Period

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

19. Listing:

The Company will make an application to the Bombay Stock Exchange for listing of the equity shares to be allotted to the Investor. Such equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

20. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:

None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

21. Other disclosures

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Promoter/Non-Promoter being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;

The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees,

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except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

The Company is in compliance with the conditions for continuous listing;

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the above said resolution; however, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any.

22. Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paidup capital in the hands of the public.

23. Practicing Company Secretary Certificate:

A Certificate from Mr. Sumit Khanna, Designated Partner of SARK & Associates LLP, Practicing Company Secretary confirming that the proposed issue of equity shares is in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and annexed to this Notice. Also, the certificate is available on the website of the Company under the weblink <https://www.kaarya.co.in>

24. Monitoring Agency:

Since the issue size is not above One hundred Crores, the Company will not have to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the public on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

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A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

1.	Object of the issue	To meet working capital requirement, general corporate purpose and such other purpose as the Board may decide.
2.	Kind of securities offered	Equity Shares
3.	Price at which such shares are proposed to be issued	The Equity Shares will be issued at Rs.10/- per Shares i.e. at Par
4.	Basis on which the price has been arrived at	The Issue price has been decided in accordance with the requirements of Chapter V of the SEBI ICDR Regulations.
5.	Size of the issue and number of preference shares to be issued and nominal value of each share	Issue and allotment of 10,00,000 Equity Shares at issue price of Rs.10/- each shares
6.	Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Listed fully paid up Equity Shares
7.	Date of Board Resolution for issue of shares	12 th January, 2024
8.	Amount which the Company intends to raise by way of such securities	Upto Rs. 1,00,00,000
9.	Manner of issue of shares	Preferential issue on private placement basis
10.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made/ basis on which the price has been arrived at along with report of the registered valuer/ basis on which the price has been arrived at along with report of the registered valuer	The Equity Shares will be issued at value of Rs. 10/- per share. As per Valuation report issued by CS ABHISHEK CHHAJED. RV Registration No - IBBI/RV/03/2020/13674
11.	Name and address of the valuer who performed valuation	CS ABHISHEK CHHAJED. RV Registration No - IBBI/RV/03/2020/13674 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad City , Ahmedabad , Gujarat - 380001
12.	Relevant date with reference to which the price has been arrived at	12 th January, 2024
13.	The class or classes of persons to whom the allotment is proposed to be made	Promoter and Non Promoter
14.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<u>Material terms:</u> New Equity Shares shall be rank Pari Pasu with the existing equity shares <u>Proposed time schedule:</u> within _____ a _____ maximum period of fifteen (15) days from the date of passing of the special _____ resolution _____ by _____ the Members,

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		<p><u>Objects of offer:</u> to meet working capital requirement, general corporate purpose and such other purposes as the Board may decide</p> <p><u>Contribution being made by the Promoters or Director:</u> Please refer Point no: 13 - Shareholding Pattern before and after preferential issue of the capital</p> <p><u>Principle terms of assets charged as securities:</u> Not applicable</p>
15.	Intention of Promoters, Directors, or Key managerial personnel to subscribe to the offer.	to meet working capital requirement, general corporate purpose and such other purposes as the Board may decide
16.	The proposed time within which the allotment shall be completed.	The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
17.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Please refer Point no: 13 - Shareholding Pattern before and after preferential issue of the capital
18.	The change in control, if any, in the company that would occur consequent to the preferential offer	There shall be no change in management or control of the Company consequent to the preferential offer.
19.	The number of persons to whom the allotment on preferential basis have already been made during the year in terms of number of securities as well as price	The Company has not made any allotments on preferential basis during the year (financial year 2023-2024).

By Order of the Board
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date :12th January, 2024
Place: Mumbai

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