



Date: 7<sup>th</sup> September, 2021

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 12<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2021**

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 12<sup>th</sup> Annual General Meeting of the Shareholders of the Company scheduled to be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 4.00 P.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 and Services Limited  
Unit No.115, 1st Floor, Inspire HUB, Situated at Western Heights, J.P. Road, Opp. Gurudwara, 4  
Bungalows, Andheri West, Mumbai- 400 058  
CIN No. L93090MH2009PLC190063 • Tel no.022 40030768 • E-mail: info@kaarya.co.in • url :  
www.kaarya.co.in



## NOTICE

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the Members of Kaarya Facilities And Services Limited will be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 4.00 P.M at the registered office to transact the following business:

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2021, along with the Board of Directors Report and Auditors Report thereon.**

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

### SPECIAL BUSINESS:

- 2. To consider the appointment of Mr. Sagar Arole (DIN: 07438351) as an Independent Director of the Company as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Sagar Arole (DIN: 07438351) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. December 30, 2020, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation.”

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By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

Vineet Pandey  
Joint Managing Director  
(DIN: 00687215)

Date : 7<sup>th</sup> September, 2021

Registered Office:  
115, 1 Floor, Adani Western Heights,  
J P road, Opp Gurudwara,  
Andheri (W),  
Mumbai - 400058.



**Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no.2 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 AGM 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, September 3, 2021.
4. In line with the MCA Circulars, the AGM 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 AGM Notice will also be available on the Company's website at [www.kaarya.co.in](http://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](mailto: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 AGM Notice and pre-paid business reply envelopes are not being sent to shareholders for this AGM. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Thursday, September, 23, 2021 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 Thursday, September, 23, 2021. 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 and 110 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 AGM 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 AGM Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Wednesday, September 29, 2021 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 Friday, October 01, 2021 and will also be displayed on the website of the Company ([www.kaarya.co.in](http://www.kaarya.co.in)), besides being communicated to the Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, September 30, 2021 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](mailto: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, September 27, 2021, 09:00 Hours.

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End of e-voting: Wednesday, September 29, 2021, 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@kfintech.com](mailto:evoting@kfintech.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.

**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  |
|---|---|
| <u><a href="#">Individual Shareholders holding securities in demat mode with NSDL</a></u> | <ul style="list-style-type: none"><li>1. <b>User already registered for IDeAS facility:</b><ul style="list-style-type: none"><li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li><li>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.</li></ul></li><li>2. <b>User not registered for IDeAS e-Services</b></li></ul> |



|   |   |
|---|---|
|   | <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>   |
| <p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p> | <p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</li> </ol> |
| <p><a href="#">Individual Shareholder login through their</a></p>                         | <ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-</li> </ol>  |



|  |  |
|--|--|
| <a href="#">demat accounts / Website of Depository Participant</a> | Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.<br>III. Click on options available against company name or e-Voting service provider – <b>KfinTech</b> and you will be redirected to e-Voting website of <b>KfinTech</b> for casting your vote during the remote e-Voting period without any further authentication. |
|--|--|

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>              |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b> |

**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 FinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - 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.
  - After entering these details appropriately, click on "LOGIN".
  - 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"
- 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](mailto:compliance@sarkcs.in) with a copy marked to [evoting@kfintech.com](mailto: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 AGM 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 AGM 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](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto: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, AGM 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

Sd/-

Vineet Pandey

Joint Managing Director

(DIN: 00687215)

Date : 7<sup>th</sup> September, 2021

Registered Office:

115, 1 Floor, Adani Western Heights,  
J P road, Opp Gurudwara,  
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## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 2**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Sagar Arole as an Additional Director in the capacity of Non-Executive Independent Director of the Company on 30<sup>th</sup> December, 2020, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM. As an Additional Director, Mr. Sagar Arole holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Sagar Arole confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Mr. Sagar Arole is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Sagar Arole fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Your Board believes that Mr. Sagar Arole induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Sagar Arole himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.2 of the Notice for the approval of the Members.

By Order of the Board

For Kaarya Facilities And Services Limited

Sd/-

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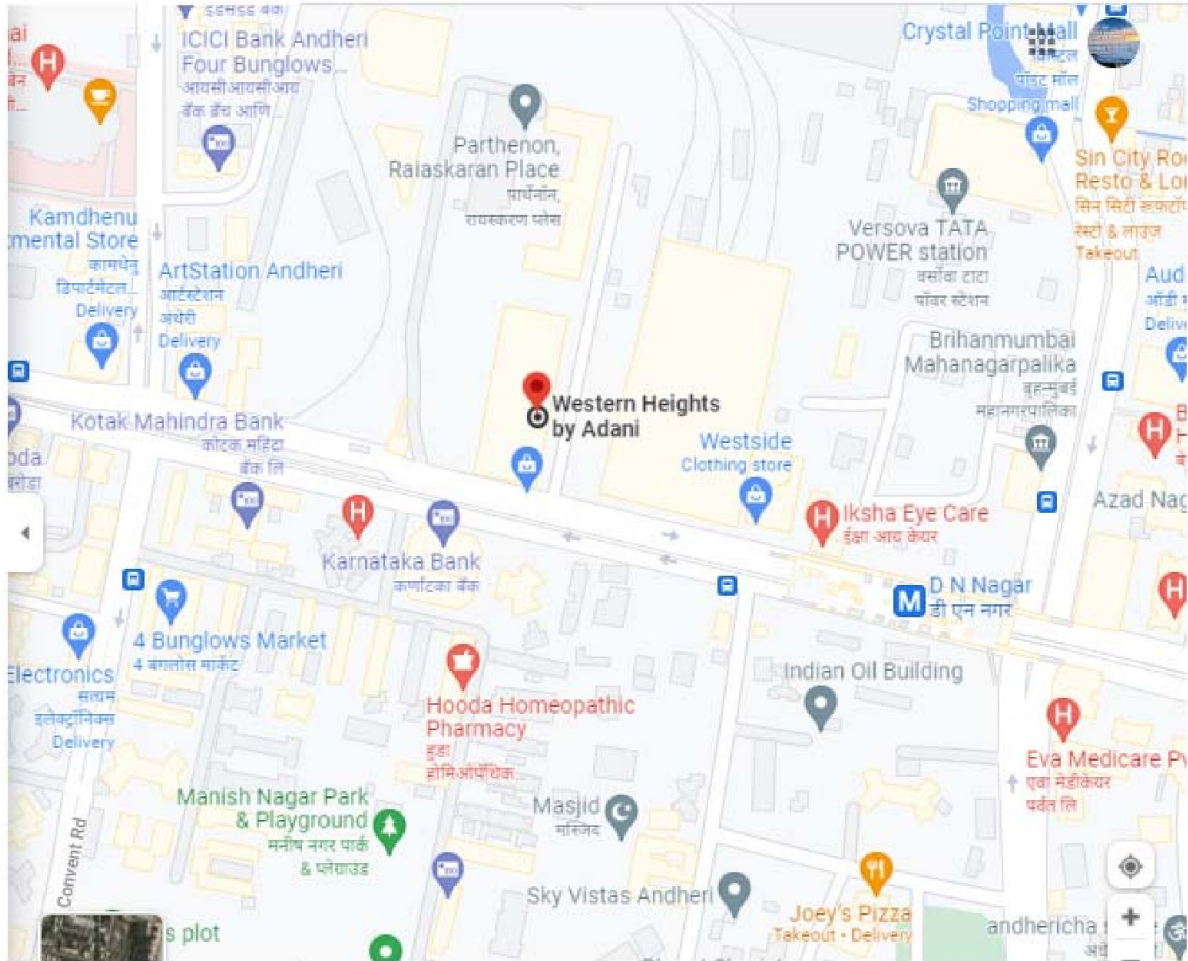
Vineet Pandey  
Joint Managing Director  
(DIN: 00687215)

Date : 07/09/2021

Registered Office:  
115, 1 Floor, Adani Western Heights,  
J P road, Opp Gurudwara,  
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Venue of the AGM :

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